



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

CHARLES D. BAKER  
Governor

KARYN E. POLITO  
Lieutenant Governor

MARYLOU SUDDERS  
Secretary

MONICA BHAREL, MD, MPH  
Commissioner

Tel: 617-660-5370  
[www.mass.gov/medicalmarijuana](http://www.mass.gov/medicalmarijuana)

**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).

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SEP 23 2015

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

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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).

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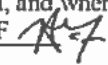
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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

**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.

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION A. APPLICANT INFORMATION**

- 1. Debilitating Medical Condition Treatment Centers, Inc.  
Legal name of Corporation
- 2. Dr.Samuel J. Mazza  
Name of Corporation's Chief Executive Officer
- 3. 11-13 Hampden Street, Springfield, MA 01103  
Address of Corporation (Street, City/Town, Zip Code)
- 4. Brian Lees  
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
- 5. 413-272-2217  
Applicant point of contact's telephone number
- 6. bles@chater.net  
Applicant point of contact's e-mail address
- 7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?  
1

**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.

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

**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.

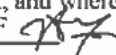
**11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.**

DMCTC will enter into two contracts/agreements in managing and carrying out its operations:

1. Partners for Community, Inc. (PFC) – "Administrative Services Agreement": PFC will provide administrative services including: (i) human resources tasks and processing of payroll/fringe benefits for DMCTC employees; (ii) DMCTC procurements (rents, leases, professional services, equipment, supplies, insurance, other operating expenses); and (iii) DMCTC financial operations (bank account deposits/withdrawals, books of account, operating plans, budgets, and financial audits).

2. Verdure, Inc. – "Contract for Services Relating to the Operation of a Registered Marijuana Dispensary": Verdure will provide technical guidance for DMCTC staff engaged in the cultivation of marijuana, processing of MIPs, and RMD dispensary management – at both the DMCTC cultivation site to be determined and the DMCTC dispensary in Hampden County.

Full draft terms of each proposed contract/agreement are available. Payment terms in each case are on a direct cost plus fee basis, reflecting "fair market values" for services rendered and "commercially reasonable compensation" that is consistent with the DPH non-profit compliance guidance for RMDs

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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.

DMCTC will engage in one Related Party Transaction, which is the "Administrative Services Agreement" with Partners for Community, Inc. (PFC) – per the content and terms as also summarized in the response to Section C, #11, above. The related party element in this instance is that Mr. Heriberto Flores, the DMCTC President of the Board, is also the President of the Board and Chief Executive Officer of PFC.

Full detailed terms of the proposed agreement with PFC are available. We wish to emphasize that special care has been made to ensure that this transaction fully complies with DPH non-profit compliance, reflected in the detailed structure of "commercially reasonable" fees for PFC services, and to remove any appearance of conflicts of interest. "Fair market value" will be applied to all PFC services, including direct labor costs of PFC administrative staff and non-labor costs incurred by PFC via procurements from other vendors on DMCTC's behalf. Very importantly (for Related Party Transaction perceptions), DMCTC is and will be known to the public as an independent entity dedicated to its medical marijuana mission, with PFC engaged strictly in an administrative support capacity.

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Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

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.

No member of the DMCTC Board of Directors is also serving as an employee of DMCTC.


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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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.

There is one member of the DMCTC Board of Directors, Mr. Heriberto Flores, who also serves as the President of the Board and Chief Executive Officer of Partners for Community, Inc. (PFC) a non-profit 501(c) (3) management services organization. PFC will operate the management support contract ("Administrative Services Agreement") for DMCTC, as described in the responses to items #11 and #12 of Section C, above.

Mr. Flores is also the President of the Board of the North End Educational Development Fund, one of the (minor) investors that is committed to contributing part of the initial capital to operate the DMCTC operation as listed in Section F, Capital Contributors. It should be noted that Mr. Flores receives no compensation from this non-profit organization.

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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.

DMCTC will enter into one contract in which the compensation for services rendered will include fees calculated as a percent of gross DMCTC revenues. This is the contract with Verdure, Inc. – see also the response to Section C, #11.

Full detailed terms of the proposed contract with Verdure are available. Prior to the point when DMCTC will start to generate revenues, DMCTC will pay certain fixed fees to Verdure for its services involving (i) DMCTC's RMD license application support, (ii) facility design (both cultivation and retail), (iii) completion of facility construction, and (iv) initial operational services support prior to such time as DMCTC begins to generate revenues. Thereafter, DMCTC will continue to pay a variable fee for operational services support equal to a minimum of 5% and a maximum of 8% of DMCTC gross revenues, calculated on a monthly basis. This arrangement is deemed to be in DMCTC's best interest, vs. an alternative and riskier monthly fixed fee calculation that would not reflect actual revenue performance. In addition, the maximum 8% fee is deemed to be commercially reasonable and to reflect the fair market value of Verdure's medical marijuana expertise that will be critical for successful DMCTC operations.

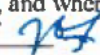
**The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."**

  
Signature of Authorized Signatory

9/15/2015  
Date Signed  
President

Heriberto Flores  
Print Name of Authorized Signatory

\_\_\_\_\_  
Title of Authorized Signatory

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_


**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.**

Dr. Samuel J. Mazza, M.D., the Chief Executive Officer, has four decades of experience as a medical doctor in Western Massachusetts, centered on his association with the non-profit Holyoke Hospital and Holyoke Medical Center. He served for six years on the Holyoke Hospital Board of Directors, and during the immediate past 12 years as a member of the Holyoke Hospital Executive Committee, overseeing annual budgets of over \$125 million. As both a board member and subsequently on the Executive Committee, Dr. Mazza has participated directly in all business-related dimensions of Holyoke Hospital, covering strategic plans, budgets, personnel/human resources, and overall hospital administration. His inputs have guided and ensured effective coordination between hospital policy and medical decisions in conformance with state and federal regulations, as well as business decisions on purchase of new equipment, renovations of existing facilities, the sale of non-profitable nursing homes, and acquisition of new properties and buildings. Over the past ten years, while continuing to engage in self-employed private surgical consulting, Dr. Mazza has also been engaged in advisory roles for two prominent entities serving veterans in Western Massachusetts—the federally funded Veteran’s Administration Medical Center in Leeds, MA and the state-licensed Soldiers Home in Holyoke, MA.

Brian P. Lees, the Chief Operations Officer, worked for ten years as a marketing, communications and new products manager in the for-profit business sector (Westvaco, U.S. Envelope) in Springfield, MA before commencing an 18-year career in the Massachusetts State Senate. Since 2007, Mr. Lees has served as Clerk/Magistrate, Hampden County Superior Court. His very extensive executive and political experience involving the application of MA state law and regulations to both for-profit and non-profit organizations brings key skills to the management of the DMCTC RMD.

John D. Motto, CPA, the Chief Financial Officer, has 35+ years of experience in managing non-profit and for-profit businesses. For the past ten years, he has been responsible for all financial operations of the Springfield, MA-based Partners for Community, Inc. and its affiliated non-profit social service organizations, managing over \$50 million in annual revenues/expenditures and a payroll of over 300 employees. The services have encompassed workforce training, small business development, day care, early education, fuel assistance, transitional housing for parolees, housing and related care for the homeless, and programs supporting youth, the elderly and people with disabilities. Mr. Motto’s strictly for-profit, private sector experience includes 20 years of work for diverse manufacturing, distribution and services companies in Connecticut, as well as ongoing work as an independent certified public accountant. This practical business experience will be highly relevant to the formulation and execution of the RMD’s business plan.

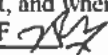
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18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

Dr. Samuel J. Mazza, M.D., the Chief Executive Officer, has dedicated his career to the provision of health services. During his long association with the Holyoke Hospital, he held multiple senior health care leadership positions as Chairman of Emergency Services, the Intensive Care Unit and the Department of Surgery, and also served as President of the Medical Staff. He personally organized and structured the integration of new emergency room and intensive care units within the hospital, forming and guiding multi-discipline committees that were necessary to accomplish goals. In particular, he concentrated on the design of effective Quality Assurance programs to meet high standards in service delivery and outcomes—an area that will be especially important in defining and implementing the quality controls for medical marijuana for the new RMD. Dr. Mazza also has extensive experience in Medical Ethics, having made many critical decisions on ethical issues as they relate to health care—again an area of high relevance to sensitive issues involving the use of medical marijuana. More broadly, Dr. Mazza has been engaged in community health outreach activities, notably in studying and analyzing the Holyoke Medical Center's geographic service area, its population demographics, and changes occurring in the area that affect health care delivery models—for example, the increasingly high percentage of Hispanic communities in Holyoke (41% per the 2010 census), requiring bilingual English-Spanish language health services. The same community outreach capacity will be applied to the new RMD work across Hampden County.

Brian P. Lees, the Chief Operations Officer, has some direct experience with health care services, not as a health care professional but as an advocate and community service leader in Western Massachusetts. His work and experience have been recognized in multiple distinguished service awards, including the Health Care Advocacy Award (Sisters of Providence Health Systems), Outstanding Legislative Achievement for People with Disabilities (Stavros Center for Independent Living), and the Dr. Ken Edelin Award (Planned Parenthood League of Western Massachusetts), among many other examples.

John D. Motto, CPA, the Chief Financial Officer, has some direct experience in health care delivery via his CPA work with numerous non-profit organizations, including group homes for the mentally disabled, orphanages, and the multiple PFC affiliate programs touching on health care provision. He also has many medical doctors as clients in his ongoing CPA practice, focused in these cases on streamlining operations, rationalizing billing systems and other cost-saving measures.

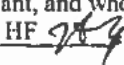
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19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Medical marijuana services are just beginning in Massachusetts (and other states), such that none of the three key DMCTC officers has direct prior experience in medical marijuana delivery. However, within this context it is valid to highlight in particular the familiarity of the DMCTC CEO with the subject matter.

Dr. Samuel J. Mazza, M.D., the Chief Executive Officer, with his background and training in the field of medical science, has been engaged in the study, review, analysis and critique of the scientific data that is coming forth supporting new medical concepts of using marijuana as an adjunct in the treatment of certain well defined illnesses. He has personally conducted detailed reviews of existing medical marijuana legislation in 17 U.S. states, the specific characteristics of each state-based program, and their similarities and distinctions vis-à-vis the new MA medical marijuana law and the Massachusetts Department of Public Health implementing regulations (105 CMR 725.000). As such, he has a very clear understanding of the different laws that are emerging at the state levels, contrasted with the continued strictly illegal status of generalized marijuana use in federal and most state law. More specifically, Dr. Mazza reports that he has been closely following scientific research on marijuana use as it relates to palliative treatment of serious (including both debilitating and terminal) medical conditions. He perceives a clear consensus on its effectiveness with HIV/AIDS patients as well as cancer patients receiving chemotherapy, and increasingly positive if not "full consensus" evidence for patients being treated for Crohn's disease, hepatitis C, multiple sclerosis, ALS (Lou Gehrig's Disease), glaucoma, and various forms of Post-Traumatic Stress Disorder (PTSD). With regard to veterans currently being treated at hospital and care facilities in Western Massachusetts, with whom he has been particularly engaged in recent years, his observation is that this subset of individuals consists of patients with combat and trauma-related physical as well as mental injuries. Some require surgeries but the majority of patients are in rehabilitation, including substance abuse recovery programs—for example, he perceives that some patients currently receiving methadone may in future be better treated with medical marijuana as a path toward lasting recovery, pending proper medical consultations and required certifications. Overall, as CEO of the DMCTC, Dr. Mazza has a clear understanding of what it will take for the new RMD to be a success, encompassing compliance with MA law, correct production and dispensing of marijuana products to certified patients, security requirements, and comprehensive community outreach to potential patients and their care-givers.

Brian P. Lees, the Chief Operations Officer, and John D. Motto, the Chief Financial Officer, are not medical professionals and have no prior direct experience with medical marijuana programs.

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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.

We have engaged Verdure, Inc. as the technical consultant. Joseph F. Lusardi, Verdure president, has successfully launched State-licensed cannabis operations in both Maine and Massachusetts. Mr. Lusardi launched Maine Organic Therapy, Inc. in 2010 and Alternative Therapies Group in 2014. DMCTC will rely on the technical knowledge of Mr. Lusardi to design and provide technical oversight to the cultivation operations. DMCTC and Verdure will jointly identify the individual (to-be-hired) to oversee that daily cultivation operations.

Richard A. Marchese, the Director of Security, has over 40 years of experience in police and security work. His career includes 15 years as Chief of Police of the Town of Longmeadow, Massachusetts, supervising and leading 70 police officers and staff, following a previous two-decade period as a Longmeadow police officer. In addition, Mr. Marchese served during 1991-2007 on the Executive Board and then as Executive Director of the Massachusetts Chiefs of Police Association, representing over 350 chiefs of police statewide with the attendant challenges and agendas. Since 2007 he has worked on the private sector side of the security business as Managing Partner of Universal Security Associates, LLC, based in Longmeadow and serving Western Massachusetts.

Mr. Marchese brings a very relevant mix of senior-level and practical community-level experience to the security operations required by the RMD. He is directly familiar with business premises security issues as well as security protocols for supervised staff and other security-related matters, and has a reputation for effectively dealing with people with an eye to getting things accomplished. His skill and experience will ensure the establishment of rules and compliance with the multiple security imperatives of the RMD medical marijuana operations.

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION E. OPERATIONS**

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

All plants will be organically grown, meeting federal FDA guidelines for organic crops. As with any crop, the need to control fungi and insects populations may be needed. Cultural controls are the first step to successful organic farming. These processes include prevention, proper ventilation, leaf removal, low humidity, cleanliness and plant removal. Creating the proper environment by maintaining humidity and temperature is fundamental to inhibit fungal and insect growth and cultivate crops organically. We will use Integrated Pest Management (IPM), an effective and environmentally sensitive approach to pest management. Any plant material found with an infection or affliction will be quarantined to the quarantine room. The plant will remain in the quarantine room until cured or destroyed.

- Each strain will start from high quality seeds of a certified strain (with documented medicinal qualities) obtained from a known seed bank.
- The seedlings will mature into mother plants to ultimately supply the flowering rooms. Cuttings will be taken to reproduce the exact genetic make-up of the original plant, commonly know as clones. This process will be repeated with new material when necessary to keep fresh and vigorous genetic strains for the highest quality pharmaceutical-grade marijuana.
- Mothers of each strain will be maintained by 600 watt metal-halide lights with 18-hour photo period and watered by hand.
- Clones will be rooted in organic media and then potted in 12 inch pots with organic soil. After two weeks of vegetative growth, the clones will then be transferred into the flowering rooms. The flowering rooms will be maintained by 1,000 watt high-pressure sodium lights with a 12 hour photo period.
- The flowering plants will be fed with organic nutrients on a regular feeding schedule.
- Plants will be allowed to flower for 8 to 10 weeks. During the final two-weeks of growth, the growing medium will be flushed with reverse osmosis water. The plants will receive no water for the final 2 to 3 days of growth and the large fan leaves will be removed, which will aid in faster drying. After a 24 hour dark period, the plants will be harvested.
- Harvest decisions will be determined after careful microscopic inspection of each plant block. Entire stalks of the plants will be harvested when the pistils turn brown and resinous trichomes are milky white to amber. They will be stripped of leaves and manicured by hand using gloves, scissors and manicuring shears. They will then be hung on metal racks to dry in the drying vault. The drying vault will be dark, 65-70 degrees F and 45-55% humidity.
- After appropriate drying, the flowers will be trimmed and cured in large, airtight, stainless steel containers. The containers will be stored in the dark for up to two weeks until fully cured. They will be inspected daily for moisture content and mold growth.

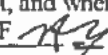
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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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

Recognizing that many cannot or are unwilling to use cannabis in the flower form, we intend to produce a variety of MIPs, including:

1. Tinctures - Glycerine based liquid dispensed in a glass eye dropper bottle. This product will be available in a variety of strains and potency (as identified by milligrams of THC per dose).
2. Portable vaporizer cartridges - Using supercritical CO2 extraction, we will harvest raw cannabis oil. The raw cannabis oil will be refined using proprietary techniques and packaged in portable vaporizer cartridges. These cartridges will be dispensed in compliant, labeled pharmacy bottles. This product will be available in a variety of strains and potency (as identified by milligrams of THC per dose).
3. Edibles – We will infuse food products with cannabis including: Brownies, Cookies, Lozenges. These products will be dispensed individually in compliant packaging.

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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

All edible MIPs will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.

All MIPs will be infused with refined cannabis oil that has been produced using supercritical CO2 extraction. Each MIP will have a specific recipe. The manufacturing process will be carefully monitored and documented to ensure that each product is consistent in quality, nature and dose. We will designate MIP persons in charge ("PICs"). The PIC must be present during all hours of operation and be knowledgeable about food safety and the prevention of food-borne illness. The PICs will ensure that we are operating in compliance with all regulations. We will adhere to sanitary practices, including but not limited to:

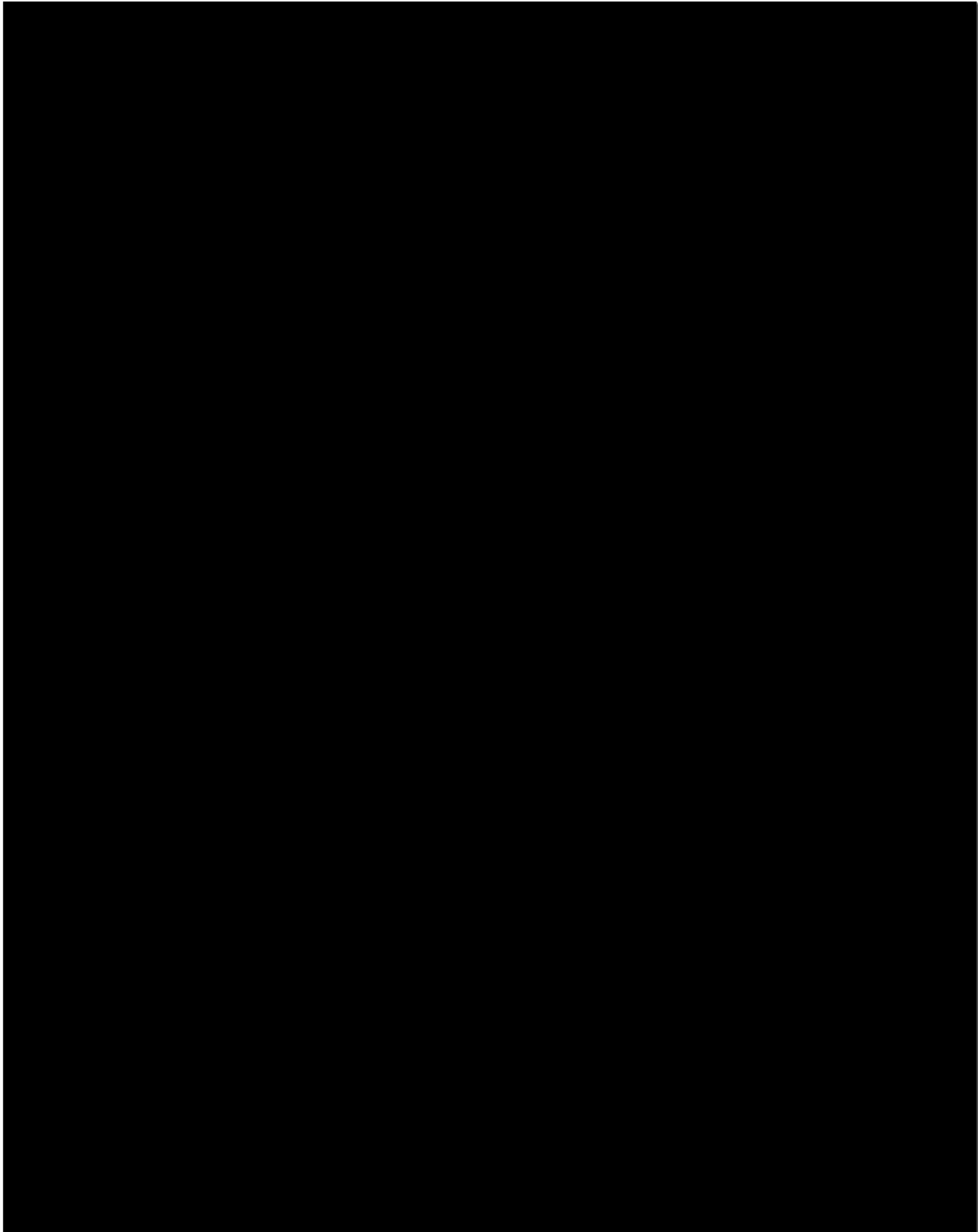
- Maintaining adequate personal cleanliness
- Providing adequate hand-washing facilities and ensure that all staff wash hands regularly and thoroughly
- Providing sufficient space for placement of equipment and storage of materials as necessary
- Properly removing waste
- Ensuring construction of floors, walls and ceilings is conducive to cleanliness
- Providing adequate safety lighting
- Cleaning and sanitizing all contact surfaces and utensils in accordance with labeled instructions
- Providing adequate plumbing and water supply to maintain cleanliness

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: HF 



Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

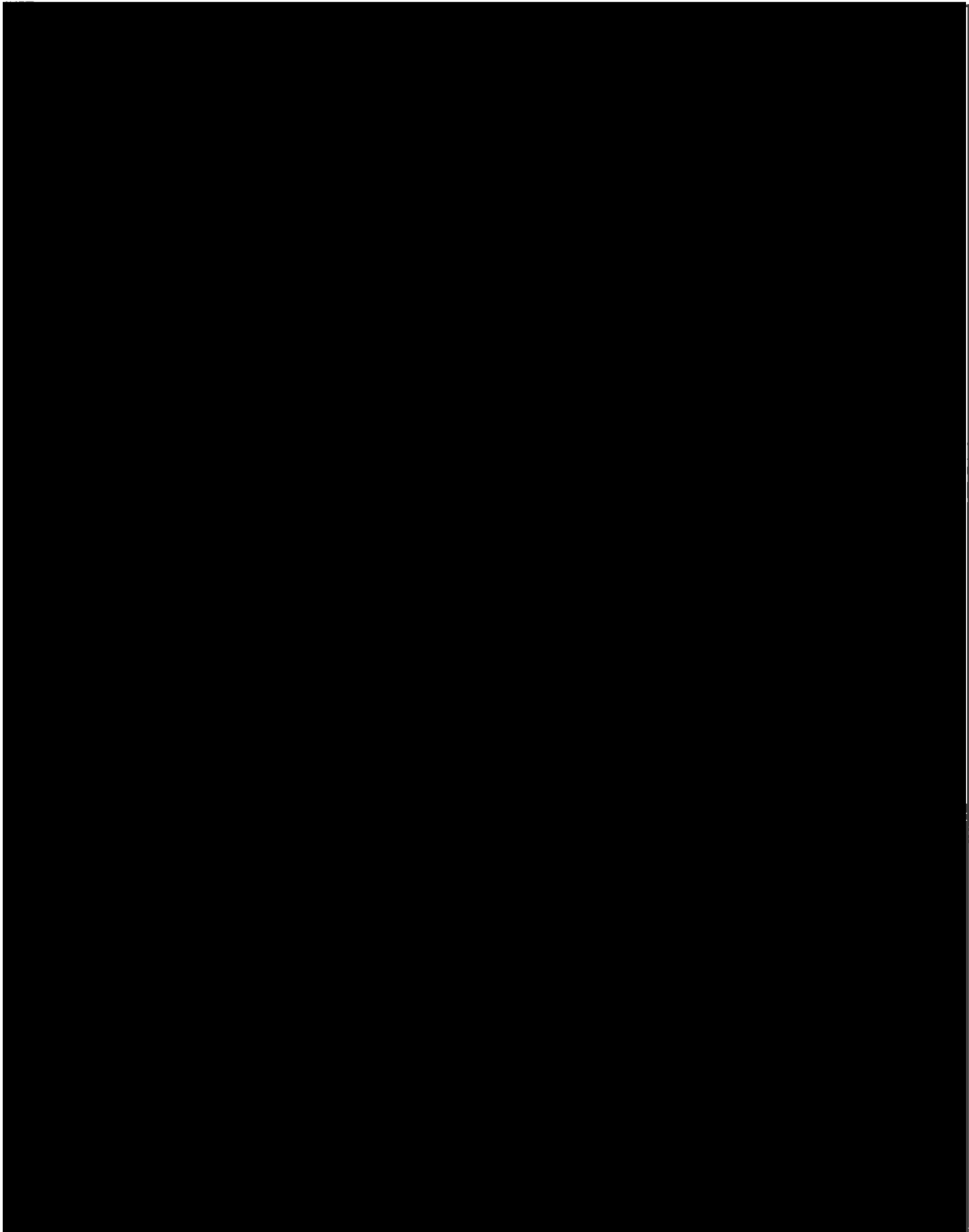
24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.



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: HF *MS*

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

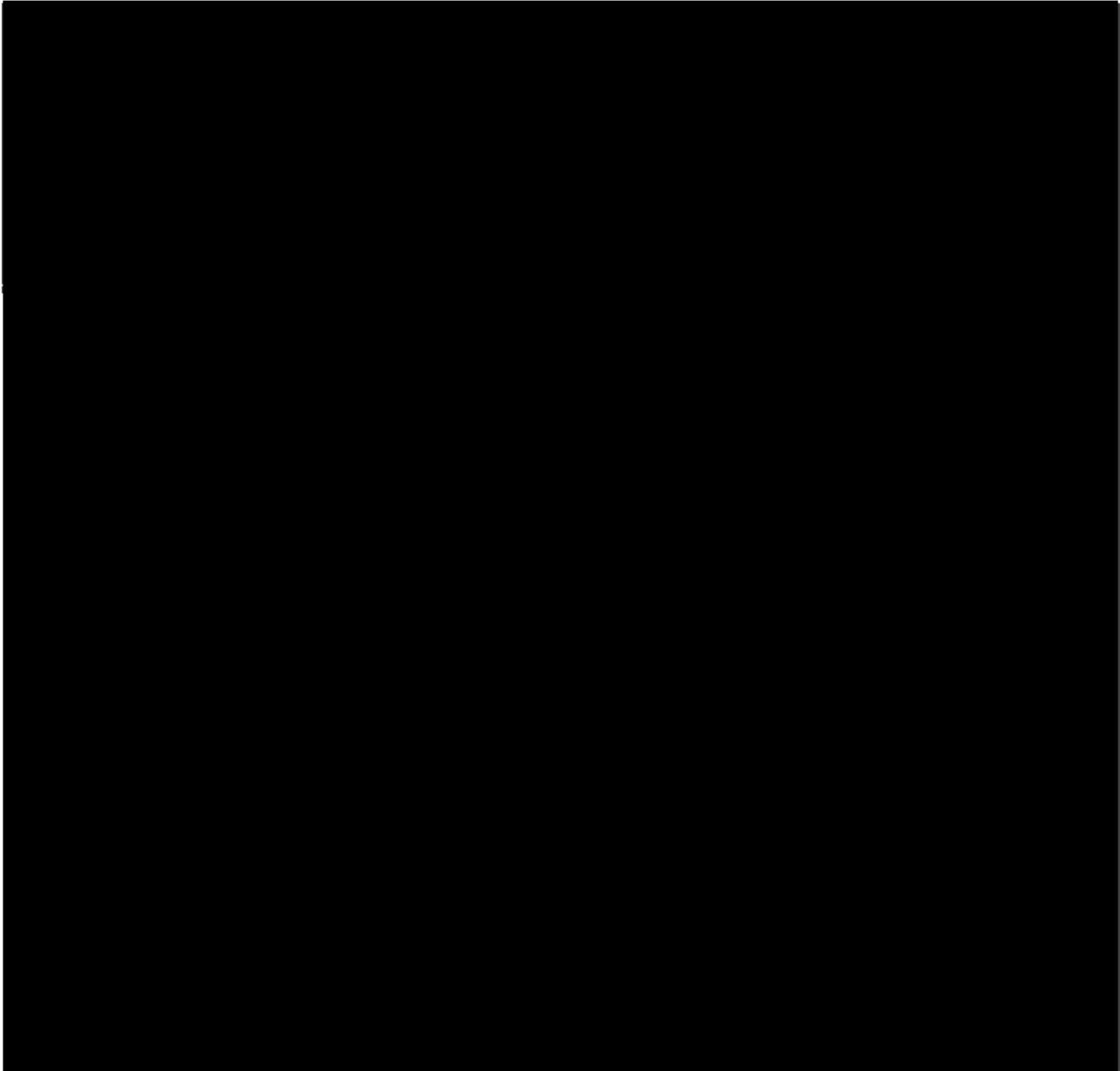
25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.

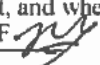


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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

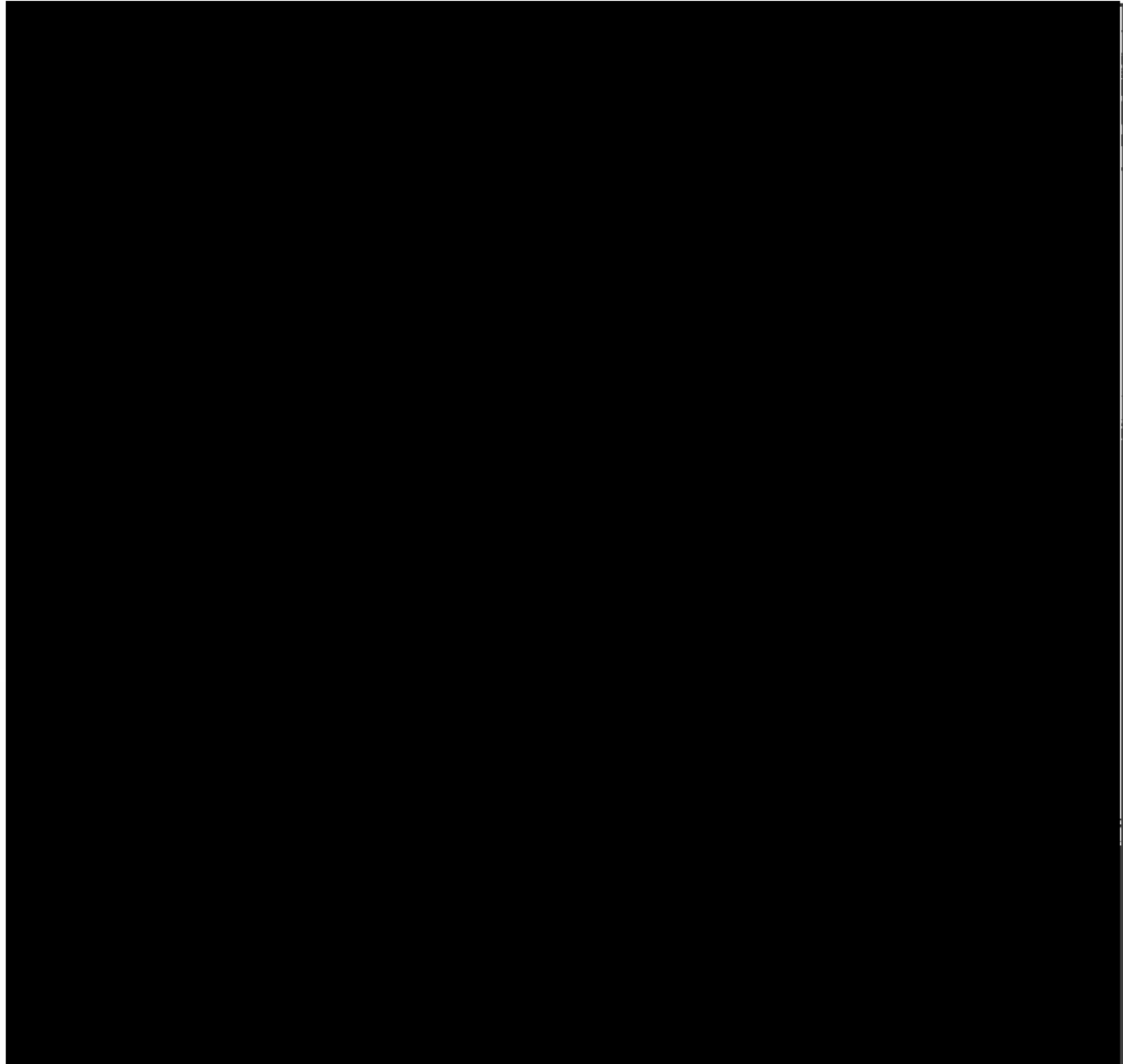
26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

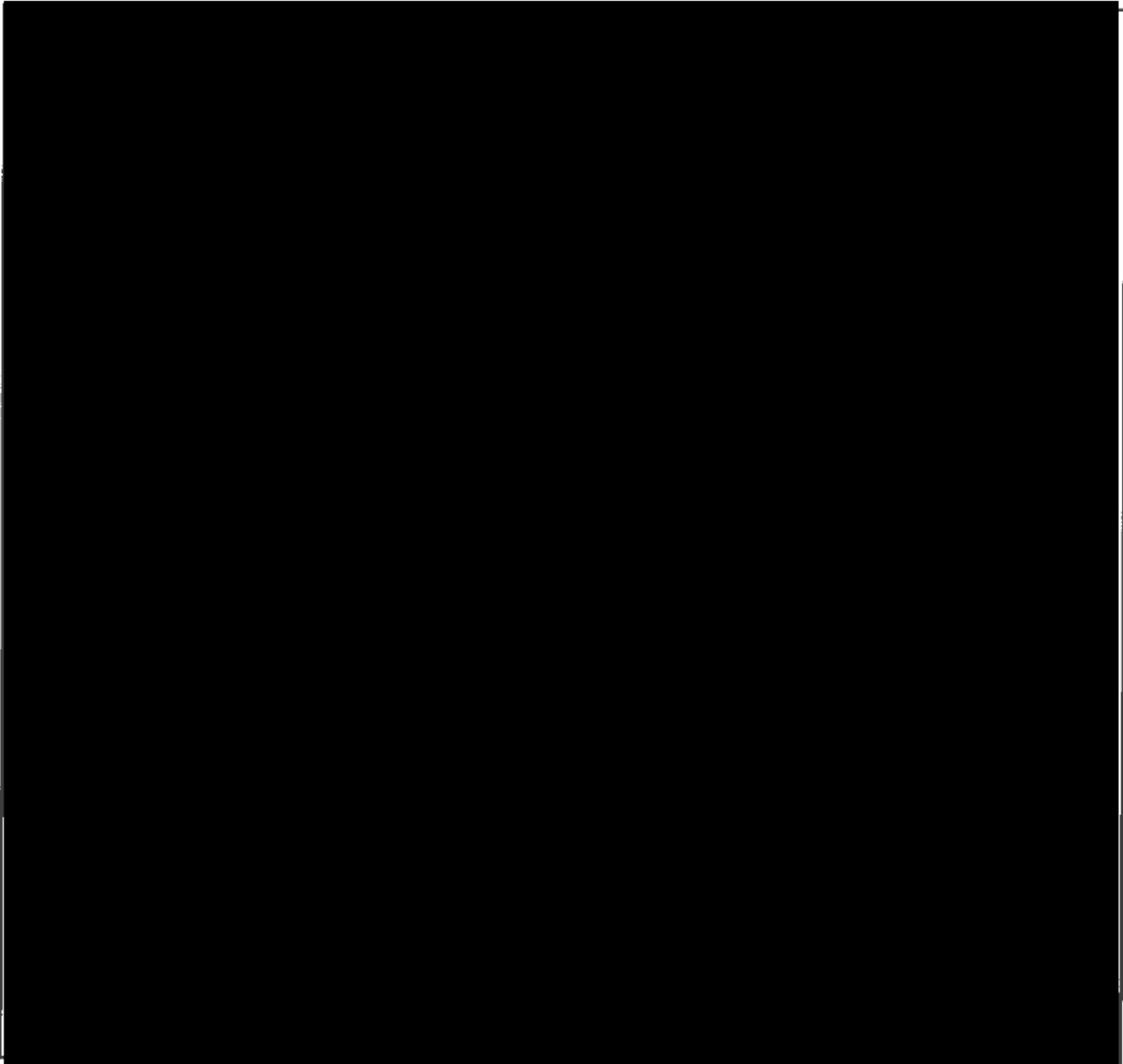
27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.




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: HF *KA*

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

28. Provide a summary of the RMD's operating procedures for inventory management.



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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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

We will have high standards for cultivation, processing and handling all marijuana and MIPs. All growing surfaces, containers, floors, and cultivation tools will be properly sanitized for the prevention of molds and diseases. All air will be filtered to remove harmful pathogens, insects and rogue pollen.

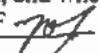
All grow media will be tested prior to use in compliance with DPH testing protocols. All nutrients will be tested prior to use. All nutrients will be compliant with organic growing standards. The Growers at the cultivation site will monitor the plants throughout the grow cycle. Any plant material found with an infection or affliction will be promptly destroyed.

All MIPs will be created following a standard operating procedure, ensuring quality and consistency of dose.

We will have an in-house laboratory to enable us to perform continuous testing. Equipment will include:

- High performance liquid chromatology machine: used to test cannabinoid profile
- Ultraviolet light: used to test for mold/mildew or pathogens
- High-powered light microscope: used to test for mold/mildew or pathogens

We will enter into a contractual arrangement with an independent, accredited laboratory for purposes of testing all our marijuana. All our marijuana will be independently tested for its cannabinoid profile and for contaminants as specified by Massachusetts DPH, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of non-organic pesticides.

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
Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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.

- All RMD staff will be trained on patient privacy policies, including HIPAA compliance.
- We will store any required patient records in locked, limited access areas in the RMD.
- We will use a patient record keeping software that is in compliant with State regulations and is in HIPAA compliance.

We will rely on electronic record keeping to the greatest extent possible, as long as we can ensure that patient safeguards are in place and the system is in compliance with HIPAA guidelines. Data will be backed up at regular intervals to prevent any loss of data. In the event that we must keep a paper record, we will store all files in a locked cabinet in a limited access area of the RMD.

Each new patient will complete an orientation where we will gather all pertinent information electronically. Pertinent information will include: Name, phone number, email, address, birth date, designated caregiver (if applicable), physician information, registration card expiration date and compassion program price tier (if applicable). To the extent possible, we will associate a patient record with their driver's license such that we can use their driver's license for future visits to initiate a transaction. All patient purchase history will be stored electronically and will be readily available to authorized dispensary agents.

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: HF 

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

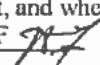
31. Provide a summary of the RMD's personnel policies.

It is the policy of the DMCTC that a fair and uniform personnel management system be established. Therefore, it shall be the policy of the DMCTC that all employment activities shall be based on merit, suitability, and ability without regard to color, religion, sex, national origin, age, disability, ancestry, medical conditions, family care status, sexual orientation, or any other basis prohibited by law.

DMCTC's Personnel Policies reflect all applicable provisions of state and federal regulations relating to employment practices such as the MA Sick Leave Law, the ADA, the FMLA, and the Immigration Reform and Control Act of 1986. All policies are drawn from relevant laws, regulations, and policies. Should there be a conflict between any statement, fact or figure presented, and the current laws, regulations and policies, the latter takes precedence.

The DMCTC will run a CORI and Background Check on new employees and on an on-going basis as required by the Department of Public Health.

We will provide each eligible employee with a comparable and competitive wage rate and a comprehensive set of benefits. These include mandated benefits such as FICA, Medicare, workers' compensation insurance and unemployment insurance in addition to a full set of voluntary benefits which includes paid vacation, sick and personal leave along with medical, dental, life, long and short-term disability insurance, an Employee Assistance Program and a pension plan.

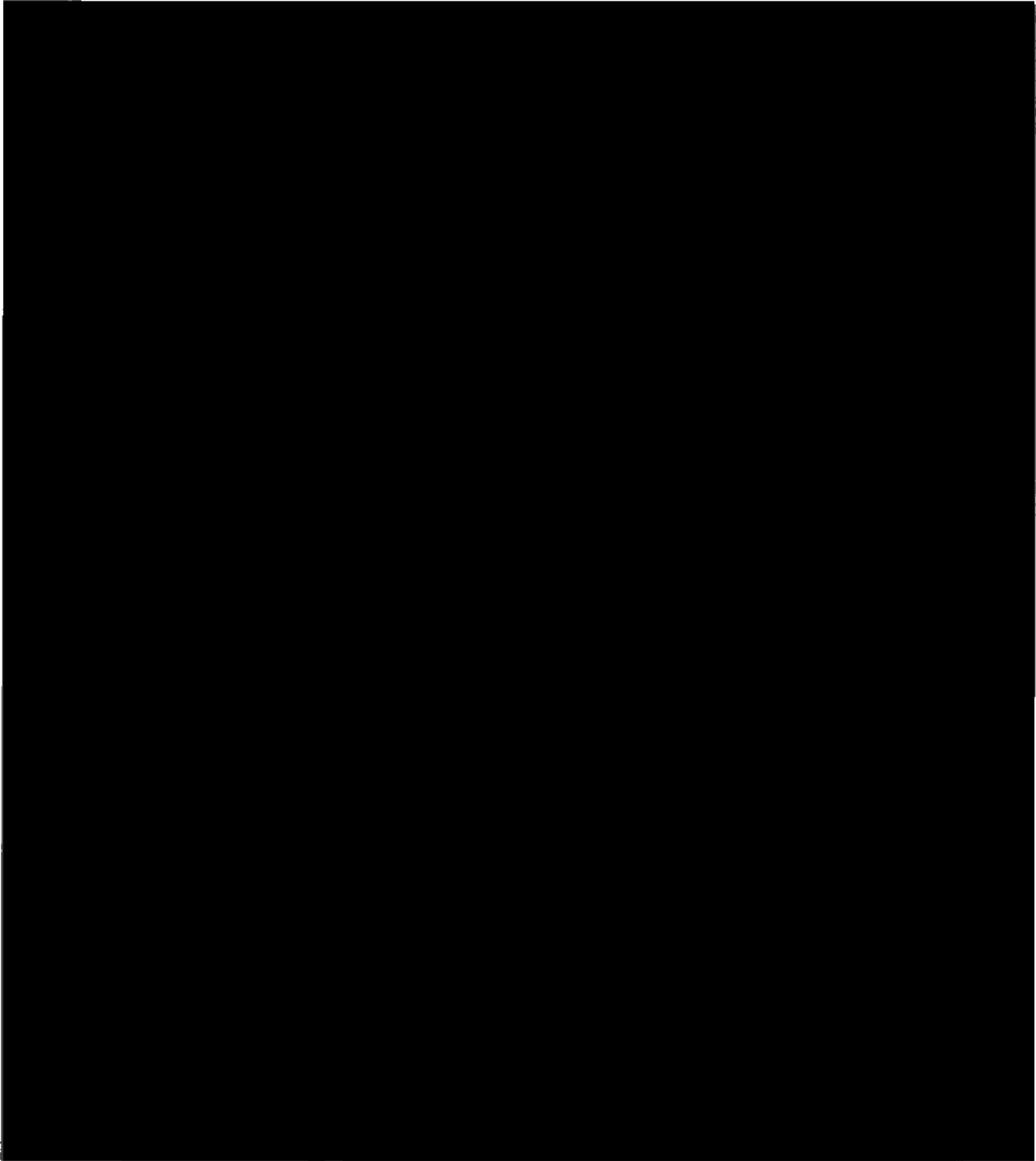
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: HF 

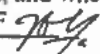


Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

32. Provide a summary of the RMD's operating procedures for dispensing of marijuana for medical use.



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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

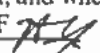
33. Provide a summary of the RMD's operating procedures for record keeping.

We will use a patient record keeping software that is in compliant with State regulations and is in HIPAA compliance. We will rely on electronic record keeping to the greatest extent possible, as long as we can ensure that patient safeguards are in place and the system is in compliance with HIPAA guidelines. Data will be backed up at regular intervals to prevent any loss of data. In the event that we must keep a paper record, we will store all files in a locked cabinet in a limited access area of the RMD.

Each new patient will complete an orientation where we will gather all pertinent information electronically. To the extent possible, we will associate a patient record with their driver's license such that we can use their driver's license for future visits to initiate a transaction. All patient purchase history will be stored electronically and will be readily available to authorized dispensary agents.

All RMD staff will be trained on patient privacy policies, including HIPAA compliance.

- We will store any required patient records in locked, limited access areas in the RMD.
- We use MJ Freeway software which operates in a manner consistent with HIPAA guidelines relative to patient data security and privacy. The system maintains strict user access controls to ensure employees may only access data appropriate to their role in the organization in locations appropriate to their function within the operation.

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: HF 

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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

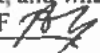
We will offer a secure, discrete facility where patients can privately learn about medical marijuana and their options for using it to treat their debilitating condition. Our Chief Medical Officer (TBH) will be responsible for:

- Developing and providing staff training
- Creating patient educational materials including:
  - Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms and routes of administration
  - Materials for patients to track their usage by strain and associated effects
  - Information describing the impact of potency, proper dosage and titration for different routes of administration with an emphasis on using the smallest amount possible to achieve the desired effect
  - Information on tolerance, dependence, and withdrawal
  - Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs
- Ensuring that all products are labeled with a warning in compliance with 105 CMR 725.105(K)

Each new patient will be required to participate in an orientation that will include:

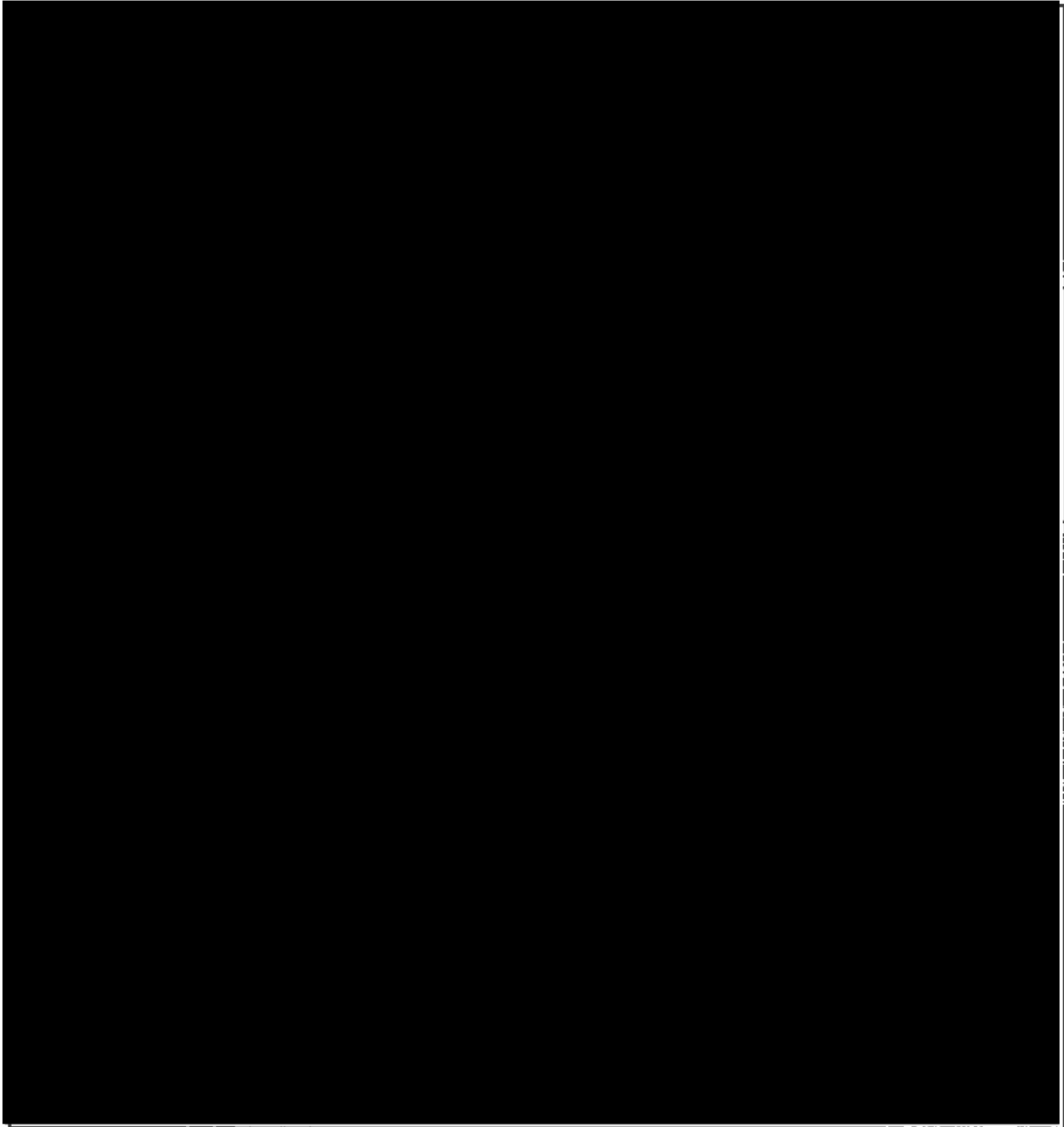
- A review & written acknowledgment of our Corporate Privacy Policy
- A review & written acknowledgment of the State laws
- A review of educational materials, including the ones described above


Educational materials will be available in Spanish and will be made accessible to patients that might be visually impaired.

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: HF 

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.



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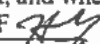
Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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.

Debilitating Medical Condition Treatment Centers, Inc. (DMCTC) understands that there may be patients who have a valid medical need but because of their financial hardship cannot afford medical marijuana. DMCTC will allow such patients to apply for financial aid to help cover the cost of their prescriptions.

Qualification for financial aid will be based upon the Federal Poverty Guidelines utilizing a sliding fee scale. Applicants will be required to provide income and family information that will be used to determine their eligible level of financial aid. DMCTC will utilize HHS guidelines for the specific income calculation and documentation required, including earned income, financial assistance from other state and federal programs (Social Security, veterans, unemployment, etc.), non-wage income (interest, dividends, trust, etc.), and number of household members. The income qualification will be valid for six months with each approved applicant having to be re-certified every six month.

In order to qualify for the RMD sliding scale program, patients must reside in Massachusetts. All applicants will be provided opportunities and multiple points of contact (in-person, phone, email, etc.) to have their questions answered about the program. During operating hours, RMD staff will also provide one-on-one help to qualifying patients in need of hands-on assistance with completing the application.

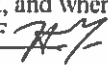
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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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

Our staff will receive three types of training that includes 1) core training for all employees, 2) functional training for job specific tasks, and 3) on the job training, including job shadowing to give employees hands on experience. We plan on investing in training and development across all levels of staff and to ensure that progress is being both monitored and documented.

Our staff will receive regular training and will be required to demonstrate their knowledge through examinations before they will be allowed to interact with patients. Our Chief Operating Officer will collaborate with our CEO, Dr. Sam Mazza, to identify and develop appropriate trainings. We will require all Dispensary associates to take the marijuana CME course required for Massachusetts physicians and demonstrate proficiency. We will also work with the medical marijuana advocacy group Americans For Safe Access ("ASA") to develop a training program tailored for Massachusetts operators which will cover marijuana clinical applications, safety and operational procedures, patient rights and responsibilities under local and federal law.

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

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

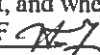
40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.

We have engaged the Chase & Lunt Insurance Group of Newburyport, MA to act as our insurance broker for the purposes of securing all our insurance policies initially.. Chase & Lunt is the insurance broker for Maine Organic Therapy, a licensed marijuana dispensary operator in the State of Maine. Chase & Lunt has secured all of Maine Organic Therapy's insurance policies, including general liability, product liability, automobile, and workers compensation.

Chase & Lunt has identified a carrier, Evanston Insurance Company, which will provide general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually. The deductible for such a liability policy shall be no higher than \$5,000 per occurrence.

These policies will be bound upon the awarding of a Certificate of Registration to operate an RMD by the Massachusetts Department of Public Health.

However, as a best practice DMCTC will have other brokers search out renewal policies to ensure that we are being charges competitive rates.

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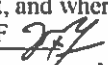
Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

**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
Ronald Krupke	\$ 250,000.00	31.25%
Samuel Hanmer	\$ 250,000.00	31.25%
Carol Gray McCarthy	\$ 250,000.00	31.25%
	\$	
	\$	

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Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
North End Educational development Fund, Inc.	Entity CEO/ED: N/A  Entity President/Chair: Heriberto Flores	\$ 50,000.00	6.25%
	Entity CEO/ED:  Entity President/Chair:	\$ 0.00	
	Entity CEO/ED:  Entity President/Chair:	\$ 0.00	
	Entity CEO/ED:  Entity President/Chair:	\$ 0.00	
	Entity CEO/ED:  Entity President/Chair:	\$ 0.00	

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Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

**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.

  
Signature of Authorized Signatory

  
Date Signed

Heriberto Flores

\_\_\_\_\_  
Print Name of Authorized Signatory

President

\_\_\_\_\_  
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.

  
Signature of Authorized Signatory


  
Date Signed

Heriberto Flores

\_\_\_\_\_  
Print Name of Authorized Signatory

President

\_\_\_\_\_  
Title of Authorized Signatory

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*WFG*

Examiner

# The Commonwealth of Massachusetts

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

## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

*WFG*  
Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Debilitating Medical Condition Treatment Centers, Inc.

### ARTICLE II

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

To promote and support activities for the treatment of debilitating medical conditions including cancer, glaucoma, AIDS, hepatitis, Parkinson's disease, multiple sclerosis and other conditions which impair the health and well-being of individuals;

To produce educational materials and provide public information regarding the effective treatment of debilitating medical conditions;

To engage in any other civic, educational, charitable or benevolent activity permitted under the provisions of Chapter 180 of the General Laws of the Commonwealth.

- C
- P
- M
- R.A.

*4*  
P.C.

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

### ARTICLE III

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

The corporation will 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:

The Corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 180, or any other Chapter, of the Massachusetts General Laws.

In addition to the powers granted to the Corporation by Chapter 180 of the Massachusetts General Laws, the Corporation shall have and may exercise in furtherance of its corporate purposes the powers specified in Sections 9A and Section 9B of Massachusetts General Laws Chapter 156B.

No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

The Corporation may voluntarily close its affairs or authorize its dissolution in accordance with Chapter 180:11A of the Massachusetts General Laws.

### ARTICLE V

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

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

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

**ARTICLE VI**

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

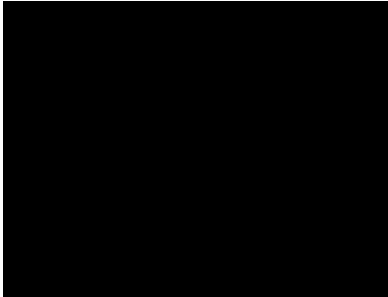
**ARTICLE VII**

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

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

11-13 Hampden Street, Springfield, MA 01103

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


	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Heriberto Flores		Same
Treasurer:	Mary E. Frey		Same
Clerk:	Brian P. Lees		Same ✓
Directors: (or officers having the powers of directors)	Heriberto Flores		Same
	Samuel J. Mazza		Same
	Brian P. Lees	Same	


c. The fiscal year of the corporation shall end on the last day of the month of: December.


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

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

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 18th day of May, 2013.

  
 Heriberto Flores, 833 Chestnut Street, Springfield, MA.

  
 Mary E. Frey, 215 Crestview Circle, Longmeadow, MA.

  
 Brian P. Lees, 5 Millbrook Circle, East Longmeadow, MA.

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

**RECEIVED**  
**MAY 20 2013**  
SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

324498

THE COMMONWEALTH OF MASSACHUSETTS

**ARTICLES OF ORGANIZATION**  
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 20 day of May 202013

Effective date: \_\_\_\_\_



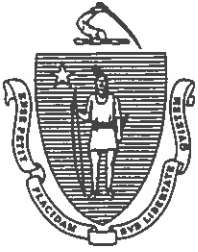
**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

1198809

**TO BE FILLED IN BY CORPORATION**  
Contact information:

Attorney William M. Bennett  
\_\_\_\_\_  
One Monarch Place  
\_\_\_\_\_  
Springfield, MA 01144-1900  
\_\_\_\_\_  
Telephone: (413)733-3111  
\_\_\_\_\_  
Email: wbennett@dwpm.com  
\_\_\_\_\_

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.



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

William Francis Galvin  
Secretary of the  
Commonwealth

August 27, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

**DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.**

is a domestic corporation organized on **May 20, 2013 (Chapter 180)**.

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

Processed By jbm

BY-LAWS  
OF  
DEBILITATING MEDICAL CONDITION TREATMENT CENTERS , INC.

Section 1: General Provisions

1.1 Name.

The name of the Corporation is the Debilitating Medical Condition Treatment Centers, Inc.

1.2 Purpose.

The Corporation is formed exclusively for civic, educational, charitable or benevolent purposes as set forth in the Articles of Incorporation.

1.3 Location.

The principal office of the Corporation shall be 11-13 Hampden Street, Springfield. The directors 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 Corporation Seal.

The directors may adopt and alter the seal of the Corporation.

1.5 Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on the last day of December.

1.6 Members of the Corporation.

There shall be no voting members of the Corporation.



## Section 2: Board of Directors

### 2.1 Powers.

The affairs of the Corporation shall be managed by a Board of Directors, who shall have and may exercise all of the powers of the Corporation, except as provided by law, the articles of organization or by these by-laws.

### 2.2 Number; Qualifications; Election.

The directors annually at their annual meeting shall fix the number of directors, which shall be no less than three (3) and no more than ten (10) and they shall elect the number of directors so fixed. At any special or regular meeting, the directors then in office may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

### 2.3 Tenure.

The initial directors shall serve initial terms of one (1), two (2), or three (3) years so that approximately one-third (1/3) of the Directors will be subject to election each year. Successor directors shall be elected by a majority vote of the directors present at the annual meeting of the board. Following the appointment of the initial Board of Directors, successor directors shall be elected for three (3) year terms. There shall be no limit to the number of terms a director may serve.

### 2.4 Committees.

The Board of Directors may create one or more committees (including but not limited to an executive committee) and appoint members of the Board of Directors to serve on them for such particular purposes as may be deemed necessary or desirable to enhance or assist the directors in carrying out their duties and furthering the purposes of the Corporation. The creation of a committee and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. Any committee so appointed shall have such powers and authority as are explicitly delegated by the Board of Directors. Each such committee shall include at least one director.

### 2.5 Suspension or Removal.

A director may be suspended or removed with or without cause by vote of two-thirds (2/3) of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

## 2.6 Resignation.

A director may resign by delivering a written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

## 2.7 Vacancies.

Any vacancy in the board of directors including a vacancy resulting from enlargement may be filled by the directors. Each successor shall hold office for the unexpired term or until he or she dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## 2.8 Regular Meetings.

The board shall hold an annual meeting and may hold additional regular meetings of the directors at such times and places within the United States as the directors may determine.

## 2.9 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors or by three (3) or more directors.

## 2.10 Call or Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each director if either contracts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contracts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws or to the articles of organization of the Corporation; (iii) an increase or decrease in the number of directors; or (iv) removal or suspension of a director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by overnight mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting

addressed to the director's usual or last known business or residence address or to give notice in person or by telephone at least twenty-four hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

#### 2.11 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.

#### 2.12 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 by-laws.

#### 2.13 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.

#### 2.14 Presence Through Communication Equipment.

Unless otherwise provided by law or the Articles of Organization, directors may participate in any meeting by means of a conference telephone or similar 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.

#### 2.15 Compensation.

Directors shall be reimbursed by the Corporation for actual expenses incurred by them in their capacities as board members provided that the reimbursement of such expenses is approved by the Board of Directors. Directors shall not be prohibited from receiving compensation for services rendered in their capacities as board members unless said compensation would be inconsistent with Chapter 180 or the Articles of Incorporation.

## Section: Officers

### 3.1 Number and Qualification of Officers.

The officers of the Corporation shall be a president, who shall also serve as chairman of the Board of Directors, a treasurer, a clerk, and such other officers, if any, as the directors may determine, including a vice-president. All officers of the Corporation shall also be directors. The Corporation may also have such agents, if any, as the directors may appoint. The clerk shall be a resident of Massachusetts. A person may hold more than one office at the same time. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

### 3.2 Election.

The president, vice-president, if any, treasurer and clerk shall be elected annually by the directors at their annual meeting. Other officers, if any, may be elected by the directors at any time.

### 3.3 Tenure.

The president, vice-president, if any, treasurer and clerk shall hold office until the annual meeting of the directors following the annual meeting at which he or she was elected and until a successor is chosen and qualified. Each agent shall retain authority at the pleasure of the directors.

### 3.4 Chairman of the Board of Directors.

The president shall be the chairman of the Board of Directors, shall preside at all meetings of the directors, and shall have general charge and supervision of the affairs of the corporation, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

### 3.5 Vice-President.

The vice-president shall have such duties and powers as the directors shall determine. The vice-president shall have and may exercise all the powers and duties of the president when the president is absent or disabled.

### 3.6 Treasurer and Assistant Treasurer.

The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof; shall be in charge of its books of account and accounting records, and of its accounting procedures; and shall have such other duties and powers as designated by the directors or the president.

Any Assistant Treasurer shall have such powers as the directors may from time to time designate. In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.

### 3.7 Clerk and Assistant Clerk.

The clerk shall record and maintain records of all proceedings of the members and directors 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 member. 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 by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Any Assistant Clerk shall have such powers as the directors may from time to time designate. In the absence of the Clerk, the Assistant Clerk shall perform the duties of the Clerk.

### 3.8 Suspension or Removal.

An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

### 3.9 Resignation.

An officer may resign by delivering a written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

### 3.10 Vacancies.

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk, until a successor is elected and qualified, or in each case until he or she dies, resigns, is removed or becomes disqualified.

## Section 4: Execution of Papers

4.1 Except as the directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes,

checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president, the treasurer or the clerk.

4.2 Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president and the other is the treasurer or the clerk, 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, by-laws, resolutions or votes of the Corporation.

#### Section 5: Personal Liability

5.1 The directors and officer of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. 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 6: Indemnification

6.1 The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent 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 an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

### Section 7: Prohibited Activities

7.1 The Corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office.

7.2 No substantial part of the activities of the Corporation shall be attempting to influence legislation by propaganda or otherwise, or contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting or opposing legislation.

### Section 8: Conflict of Interest

8.1 Conflict of Interest. If any officer, or member of the Board of Directors, or any other Committee appointed by the Board, has a financial interest in any contract or transaction involving the corporation, such individual shall not participate in the evaluation or approval of such contract or transaction. Such individual must disclose such conflict to the Corporation. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board of Directors or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors the Board of Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board of Directors or Committee by the unanimous vote of the disinterested Directors, provided the contract or transaction is fair to the Corporation at the time it is authorized.

8.2 Ethical Practices. The Board of Directors may adopt a written code of conduct and ethical practices for the Corporation which may contain the requirement that each officer, member of the Board of Directors or other Committees, and each key employee of the Corporation annually agree in writing to abide by such code.

## Section 9: Administrative Matters

9.1 Bonding. Corporate fidelity bonds may be obtained at the expense of the Corporation in a form and amount as may be required by the Board of Directors, indemnifying the Corporation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Corporation.

9.2 Audit Schedule. The Board of Directors may select an independent certified public accountant to audit the books and financial records of the Corporation. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board of Directors.

9.3 Contracts. All contracts not in the ordinary course of the affairs of the Corporation, shall be examined and approved for form by the Board of Directors or by a Committee appointed by the Board of Directors for such purpose, prior to execution. Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Corporation by the President or the Treasurer or the Clerk.

## Section 10: Amendments

10.1 These By-laws may be amended or repealed in whole or in part at any annual or special meeting of the Board of Directors where two-thirds of the Board of Directors are present and voting, such amendments shall be by a vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these by-laws in whole or in part shall be mailed to all Directors at least seven (7) days prior to the date of any such meeting.



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.

**Name**

Samuel J. Mazza, M.D.

**Residential Address**

[Redacted]

**Title (at applicant non-profit corporation)**

Chief Executive Officer

**Name of Applicant Non-Profit Corporation**

Debilitating Medical Condition Treatment Centers, Inc.

**Highest Education Attained – Institution, Degree, and Year**

State University of New York, M.D., 1964

Applicant Non-Profit Corporation \_\_\_\_\_

**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
Federal Veterans Affairs Medical Center Leeds, MA	Surgical Consulting Services	June 2009 - Present
Soldiers' Home Holyoke, MA	Surgical consulting Services	June 2004 - June 2009
Private practice Holyoke, MA	General surgery ( Holyoke Hospital)	1970 - June 30, 2007

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

Samuel J. Mazza  
Signature of the Individual

9/9/2015  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

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**Name**

Brian P. Lees

**Residential Address**

[Redacted]

**Title (at applicant non-profit corporation)**

Chief Operating Officer

**Name of Applicant Non-Profit Corporation**

Debilitating Medical Condition Treatment Centers, Inc.

**Highest Education Attained – Institution, Degree, and Year**

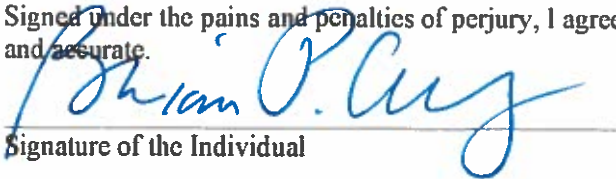
Salem State College, B.S.,B.A., 1975  
Springfield College, Honorary Doctorate, 2005

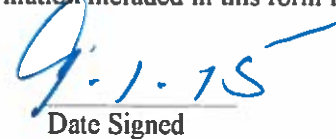
Applicant Non-Profit Corporation \_\_\_\_\_

**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
Self	Consultant	January, 2013 - Present
Hampden County Superior Court	Clerk/Magistrate	January 2007-January 2013
Massachusetts State Senate	State Senator, Minority Leader	1993 - 2007

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

  
Signature of the Individual

  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

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**Name**

John D. Motto

**Residential Address**

[Redacted]

**Title (at applicant non-profit corporation)**

Chief Financial Officer

**Name of Applicant Non-Profit Corporation**

Debilitating Medical Condition Treatment Centers, Inc.

**Highest Education Attained – Institution, Degree, and Year**

Providence College, B.S./Accounting, 1976

Applicant Non-Profit Corporation \_\_\_\_\_

**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
Partners for Community, Inc. Springfield, MA	Chief Financial Officer	2003 - Present

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

John D. Motto  
Signature of the Individual

9/11/15  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

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**Name**

Joseph P. Iasardi

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

Consultant for Cultivation

**Name of Applicant Non-Profit Corporation**

Debilitating Medical Condition Treatment Centers, Inc.

**Highest Education Attained – Institution, Degree, and Year**

Boston College, Masters of Business Administration, 2001

Applicant Non-Profit Corporation \_\_\_\_\_

**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
Verdure Inc. 24R Pleasant St Suite 2 Newburyport, MA	President	Jun 2015 - present
Massapoag LLC 24R Pleasant St Suite 2 Newburyport, MA	Manager	Jan 2012 - present
Affiliated Mangers Group 100 Hale St Prides Crossing, MA	Director	Feb 2010 - Jul 2013
Devonshire Investors (Fidelity Investments) 100 Summer St Boston, MA	Senior Manager	Feb 2007 - Feb 2010
Liberty Mutual Group 157 Berkeley St Boston, MA		Aug 2001 - Feb 2007

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

  
\_\_\_\_\_  
Signature of the Individual

9/15/15  
\_\_\_\_\_  
Date Signed



Applicant Non-Profit Corporation \_\_\_\_\_

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**Name**

Richard a. Marchese

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

Director of Security

**Name of Applicant Non-Profit Corporation**

Debilitating Medical Condition Treatment Centers, Inc.

**Highest Education Attained – Institution, Degree, and Year**

American International College, M.S./Criminal Justice, 1975

Applicant Non-Profit Corporation \_\_\_\_\_

**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
Universal Security Associates	Managing Partner	2007 - Present
City of Greenfield, MA	Interim Chief of Police	May-June 2012
Catuogno Court Reporting and Stencil Transcription	Law Enforcement Representative	2007 - 2012
Municipal Police Institute	Executive Director	2004 - 2007
Massachusetts Chiefs of Police Association	Executive Director	2004 - 2007

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

  
 \_\_\_\_\_  
 Signature of the Individual

9-17-15  
 Date Signed