

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

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

SEP 29 2015

RECEIVED

**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).

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: SMW

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

**SECTION A. APPLICANT INFORMATION**

1. Alternative Compassion Services Inc.  
Legal name of Corporation
2. Stephen M. Werther  
Name of Corporation's Chief Executive Officer
3. 120 Gilson Rd  
Scituate, MA 02066  
Address of Corporation (Street, City/Town, Zip Code)
4. Stephen M. Werther  
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. (617)620-5390  
Applicant point of contact's telephone number
6. stephen@acs-pm.com  
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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**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.

Alternative Compassion Services Inc.(ACS) does not intend to utilize any management company.

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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.

ACS has not executed or proposed any agreements or contracts in which ACS engages in a Related Party Transaction.

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.

The following members of the ACS Board of Directors will also serve as employees of the ACS non-profit corporation.

Stephen Werther is a Board Member that will also serve as Chief Executive Officer (CEO). His role with ACS will include:

- Developing the corporation's strategic goals and objectives
- Providing staff direction and organizational leadership
- Managing RMD security plan and security operations
- Interacting with MA DPH & Bridgewater officials

Richard Radebach is a Board Member that will also serve as Chief Financial Officer (CFO) & Chief Operations Officer (COO). His role with ACS will include:

- Exercising short & long term financial management of the corporation
- Managing medical use cultivation operations
- Providing daily interaction with department managers
- Managing legal and regulatory requirements that govern ACS

Ellen Andrew-Kasper is a Board Member that will also serve as Director of Patient Services. Her role with ACS will include:

- Representing patient needs and developing educational materials
- Engaging public & private organizations throughout the Bridgewater community
- Facilitating outreach to healthcare providers and institutions

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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.

Board Member Marc Cohen is Managing Member of EJM holdings LLC – a proposed investor with ACS.

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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.

ACS is not a participant of any contract or agreement, executed or proposed under which a percentage or a portion of ACS revenue will be distributed to a third party.

**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."**

Stephen M Werther  
Signature of Authorized Signatory

09/20/2015

Date Signed

Stephen M Werther

CEO

Print Name of Authorized Signatory

Title of Authorized Signatory

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**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.

Richard W. Radebach has been CFO and COO of Greenleaf Compassionate Care Center, Inc. (FEIN: 45-1033911) since opening June 1, 2013. Greenleaf is one of three licensed medical marijuana dispensaries in Rhode Island. He brought 24 + years of health care experience to this new venture as consultant and contractor to the Occupational Health Program at Newport Hospital in RI for 11 years and as President of The Wellness Company in Providence, RI for 13 years.

Richard was involved in all phases of Greenleaf's start-up operations, beginning June 2012 when the RI General Assembly allowed the selected dispensaries to proceed. His initial efforts included securing private investor funding and procuring/purchasing real estate to house Greenleaf's operations. Along with Greenleaf's CEO, Richard began to execute the organization's Operations Plan that had been approved by the Rhode Island Department of Health during the application phase. As the physical structure of Greenleaf's Compassion Center progressed, he focused on recruitment, selection and training of managers and, subsequently, hourly staff in the retail and cultivation/production operations. Given the uniqueness of this industry, considerable time was spent in developing educational and informational materials for the staff as well as for the current/future medical marijuana patients within the State.

In the weeks leading up to Greenleaf's final inspections by the Department of Health and police/fire officials, Richard spent time with many community and health care organizations in an effort to broaden their knowledge of Rhode Island's medical marijuana legislation and to respond to their questions and/or concerns about the program.

Greenleaf became the State's second Compassion Center to open, and the patient population and activity quickly surpassed expectations. Richard immediately moved to secure a second round of investment capital, as he worked to increase the production and staffing levels, address new infrastructure demands, and expand the Center's hours of operation. In spite of these positive challenges, Greenleaf experienced no issues with regard to the security of patients/staff, the facility or records.

Year two saw additional growth in all aspects of the program and the need to expand the operation. Richard secured a secondary cultivation and production site in Newport to support the Portsmouth operation. As patient numbers continue to grow and the demand for non-flower products like edibles and concentrates increases, Richard is now able to anticipate and react to these market forces - in terms of improved cash flow to meet new capital and variable expenses and the introduction of marketing strategies that direct new medical marijuana patients specifically to Greenleaf.

In June, 2015, Greenleaf successfully renewed its two year license with the Department of Health

ACS CEO, Stephen Werther, has over 30+ years of experience in running his various for-profit companies

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.

Richard W. Radebach has actively provided health care services to adults and children since 1989 as both a consultant and business owner. As related in Part 17 of this application, Richard has been CFO and COO of Greenleaf Compassionate Care Center in Portsmouth, Rhode Island since its opening in June 2013. His prior experience in health care is as follows:

Newport Hospital - Consultant (1989-2006) - When Federal OSHA Bloodborne Pathogens rules were introduced, Richard designed and managed a program for employers that allowed them to fulfill their obligation in providing Hepatitis B vaccinations to employees deemed "at risk" for exposure to blood and other bodily fluids. After a successful effort with Rhode Island employers, he teamed-up with vaccine manufacturer SmithKline Beecham to create and deliver an in-school immunization program for thousands of New York City Public School employees. A similar long-running workplace program was developed for North Carolina state employees, and a statewide network of contracted healthcare providers was formed and engaged to provide vaccinations in each of that state's 100 counties.

The Wellness Company (TWC)- Partner & President (2000-2013) - Since 2001, TWC teamed with the Rhode Island Department of Health to deliver the country's first and longest-running school-based immunization program Vaccinate Before You Graduate (VBYG). This effort evolved from a CDC pilot program, offering five different vaccines to high school seniors, to its current version that provides nine different vaccines in all public, private, special needs, and alternative high schools in the State. Richard created the vaccination protocols and teamed with Health's Immunization Branch personnel to educate principals and superintendents while securing their support for VBYG..

In 2006, Richard introduced a new concept in mass flu immunization programs. He approached and convinced a number of pediatric practices in Rhode Island to endorse his "Community Flu Clinic" program that allowed entire families to receive their flu shot together. In 2009, TWC was awarded the National Influenza Vaccine Summit Immunization Excellence Award by the American Pharmacists Association.

In 2010, The Wellness Company was selected by the RI Department of Health to provide logistical support and vaccine storage/accountability for Health's H1N1 mass vaccination of over 121,000 children within their individual schools

The Wellness Company continues to participate in wellness and immunization programs in both Rhode Island and Massachusetts, providing over 60,000 flu and other vaccinations to adults, children and infants each year in community, work site and school settings. They have also developed biometric screening and health education programs for employers as part of health insurer wellness packages.

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.

Richard W. Radebach has been CFO and COO of Greenleaf Compassionate Care Center, Inc. (FEIN: 45-1033911) since opening June 1, 2013. Greenleaf is one of three licensed medical marijuana dispensaries in Rhode Island. He brought 24 + years of health care experience to this new venture as consultant and contractor to the Occupational Health Program at Newport Hospital in RI for 11 years and as President of The Wellness Company in Providence, RI for 13 years.

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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.

Richard W. Radebach, Chief Operations Officer for ACS, will team with the CEO to organize, develop, and manage the cultivation operations at this RMD. They will be assisted in this effort by Aquidneck Island Consultants from Tiverton, RI.

Richard is a Partner in Greenleaf Compassionate Care Center, Inc., a medical marijuana dispensary located in Portsmouth, RI. Greenleaf has been operating since June 2013, and its two year license was extended in June 2015. Richard oversees Greenleaf's cultivation and production center - a 15,000 square foot building located in Newport, RI that currently employs 12 full and part time staff.

After two inadequate harvests in early 2014, Greenleaf contracted the services of Aquidneck Island Consultants (AIC), a local organization comprised of registered Patients and Caregivers in Rhode Island with extensive cultivation experience and grow room design expertise. Richard, an individual Caregiver himself since 2011, had obtained the services of AIC in 2013 to modify a grow room operation that he and a small group of fellow Caregivers had developed to provide medical marijuana for their respective patients (NOTE: In Rhode Island, a Caregiver can provide medicine for up to five registered patients). AIC was successful in mitigating climate control and pest issues, and Richard started consulting with them during the expansion of Greenleaf's Portsmouth cultivation area prior to their full-time involvement in 2014.

AIC has provided design assistance to a number of registered Cooperative Cultivation sites in Rhode Island that provide excess medical marijuana to Greenleaf (NOTE: Rhode Island allows Compassion Centers to purchase excess medical marijuana from both Patients and Caregivers that are properly licensed). They have been extremely helpful in Greenleaf's efforts to lessen its reliance on Patient/Caregiver medicine through their design, build-out and assistance in implementing the "Pod System" at the Newport site. This system allows controlled growth of the cultivation spaces within the building to efficiently facilitate increased production that matches patient demand. The model also organizes and integrates the harvesting, drying/curing, packaging and both flower and trim in an efficient system within Greenleaf's "seed to sale" tracking efforts.

Stephen Werther, Chief Executive Officer for ACS, will team with the COO to organize, develop, and manage the security operations at this RMD. They will be assisted in this effort by Integrated Security Inc from Foxboro Massachusetts.

Since 2009 Stephen has been designing and project managing the installation of corporate security systems including intrusion systems, access control systems, camera systems (CCTV) and master key lock systems.

ACS will utilize the consulting services of Integrated Services inc – a company with 40+ years in the following:

- Access control
- Alarms
- Video surveillance
- Safes
- Doors and frames
- Intercom
- Badging services

**SECTION E. OPERATIONS**

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

ACS has purchased an 18,700sqft facility for both dispensary and cultivation operations. Aquidneck Island Consultants (AIC) has been selected to provide design and build services, as well as to consult with the ACS staff with the day-to-day grow operations.

A Pod System (40'x40') will be employed for the initial and subsequent build-outs. All areas of the cultivation area will be under 24-hour video surveillance.

The following operating procedures meet or exceed the standards defined in 105 CMR 725.105:

All plants start at the seed phase and are entered/tracked using the Biotrack POS system. Seeds will be procured from a licensed marijuana seed bank, and the menu will be geared to a medical application meeting the needs of our patients-including medicines with high CBD, CBN, CBG, and terpene profiles. This allows proper patient dosing recommendations based on illness/condition.

Crops start in clone and mother rooms under high intensity grow lighting. Clones are made from mother plants. When roots form, clones are transplanted to appropriately sized pots containing Sunshine Mix # 4 Natural & Organic and moved to the vegetative room. This room uses metal halide lighting. Plants continue to grow in this room until they reach the correct size for flowering, at which time they will be moved to the flower room and placed under high pressure sodium lighting. The plants remain in this room until harvest. Each room and all equipment is sanitized between each stage using a chlorine and water solution approved for food processing equipment.

Plants are fed General Hydroponics General Organics Nutrient Solution throughout the life cycle. A top drip feeding system, along with hand watering is utilized. A runoff will be contained and disposed of IAW waste disposal (314 CMR) protocols. For pest control, crops are sprayed once per week on a proactive schedule using a plant based Organic Materials Review Institute certified organic product approved for use on food crops and containing yeast, citric acid & neem oil. Mold and disease are controlled by:

- High efficiency commercial dehumidifiers
- Ozone generating air purifier
- HEPA filters
- UV sanitizing lights

Employee access to the grow area of the building will be restricted. Each employee must change into a uniform, head cover and grow room shoes in a provided sterile changing room prior to entering the grow area.

Harvested material will be removed from the grow area and placed into a trimming room. The marijuana will be trimmed and placed on drying racks for a period of 7-10 days in a fully conditioned room at 72 degrees. The final step is the curing process conducted in the vault for a period of 7-14 days. Once fully cured it will be tested for contaminants and then packaged for dispensing to patients.

Each phase in the growing life cycle will be logged and monitored using the Biotrack POS system. Weights of all materials through the harvest & cure phases will be logged in the system

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

Listed below are the types and forms of Marijuana Infused Products (MIPs) that ACS intends to produce and provide to patients:

Edibles – The following are forms of edibles (THC&CBD dominant) that will be manufactured with a single serving size of 10mg:

- Candies
- Brownies/Cookies
- Honey
- Ghee (butter)
- Non-alcoholic soft drinks
- Cooking oils

Concentrates – The following are forms of concentrates that will be manufactured:

- Tinctures- Tinctures are a liquid form of MIP that utilizes a dropper to deliver the concentrate under the tongue. ACS recipes will be organic products in both CBD dominant and THC dominant forms
- Hash Oil - Hash oil is a liquid product available to patients in measured doses - in THC or CBD dominant versions. It may be delivered under the tongue or in an edible.
- Salve – Salve is a topical cream that soothes or relieves pain when applied to an area of the body
- Bubble Hash – Bubble Hash is a granular compound sold in single or half-gram sizes – available in THC or CBD dominant versions. It is delivered by smoking or through the use of a vaporizer
- Wax- Wax is a pliable compound sold in single or half-gram sizes – available in THC or CBD dominant versions. It is delivered by smoking or through the use of a vaporizer

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

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

ACS will produce all edibles on-site in a commercial kitchen. A separate facility in ACS will be used to create concentrates.

Edibles – Hash oil is measured by milligrams and mixed/infused with the edible recipe ingredients. The finished product is packaged as a single or multiple serving product. A single serving size of any edible contains the equivalent of 10 milligrams of measured medicine.

Tinctures- The Cannabis flower is soaked in ethanol or glycerin. THC and other cannabinoids dissolve into the alcohol, and a sieve is used to separate all liquid and plant matter.

Hash Oil - The flowers or leaves of the Cannabis plant are soaked in ethanol. THC and other cannabinoids dissolve into the ethanol and the ethanol is removed using a rotary evaporator.

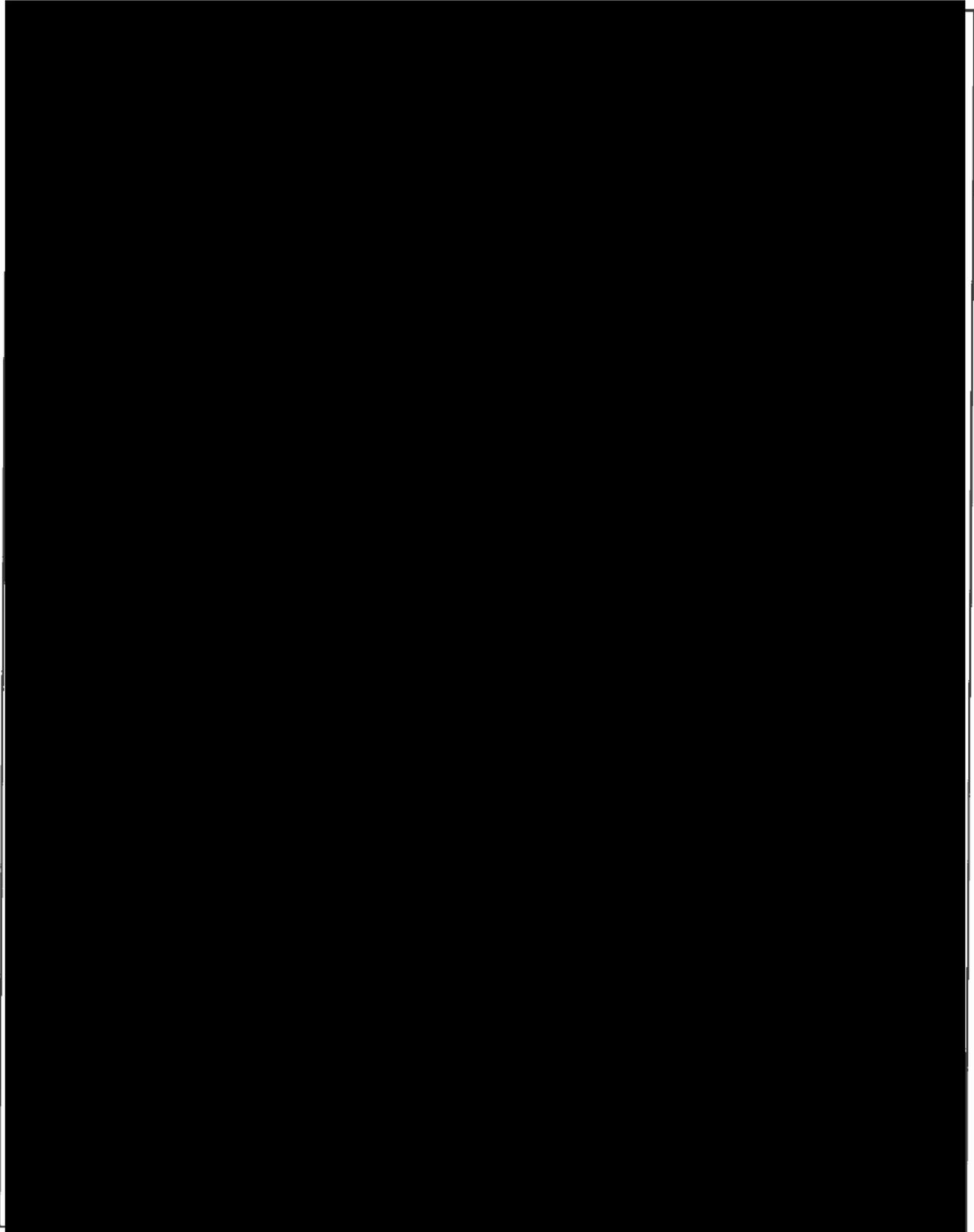
Salve – Beeswax is combined with hash oil & vitamin-rich essential oils. The ingredients are heated over low heat until the wax melts. An emulsifier is used to blend all ingredients together. The mixture is placed into individual serving containers to cool and solidify.

Bubble Hash – A sieving system that using ice, water and multiple screens removes the resin gland heads from the Cannabis plant material. The process also removes other impurities from the product, leaving a very pure resin.

Wax – A closed-loop CO2 extractor removes cannabinoid oils from marijuana flowers or leaves. This viscous liquid is cooked in a vacuum oven at low temperature. The finished wax is separated into individual doses.

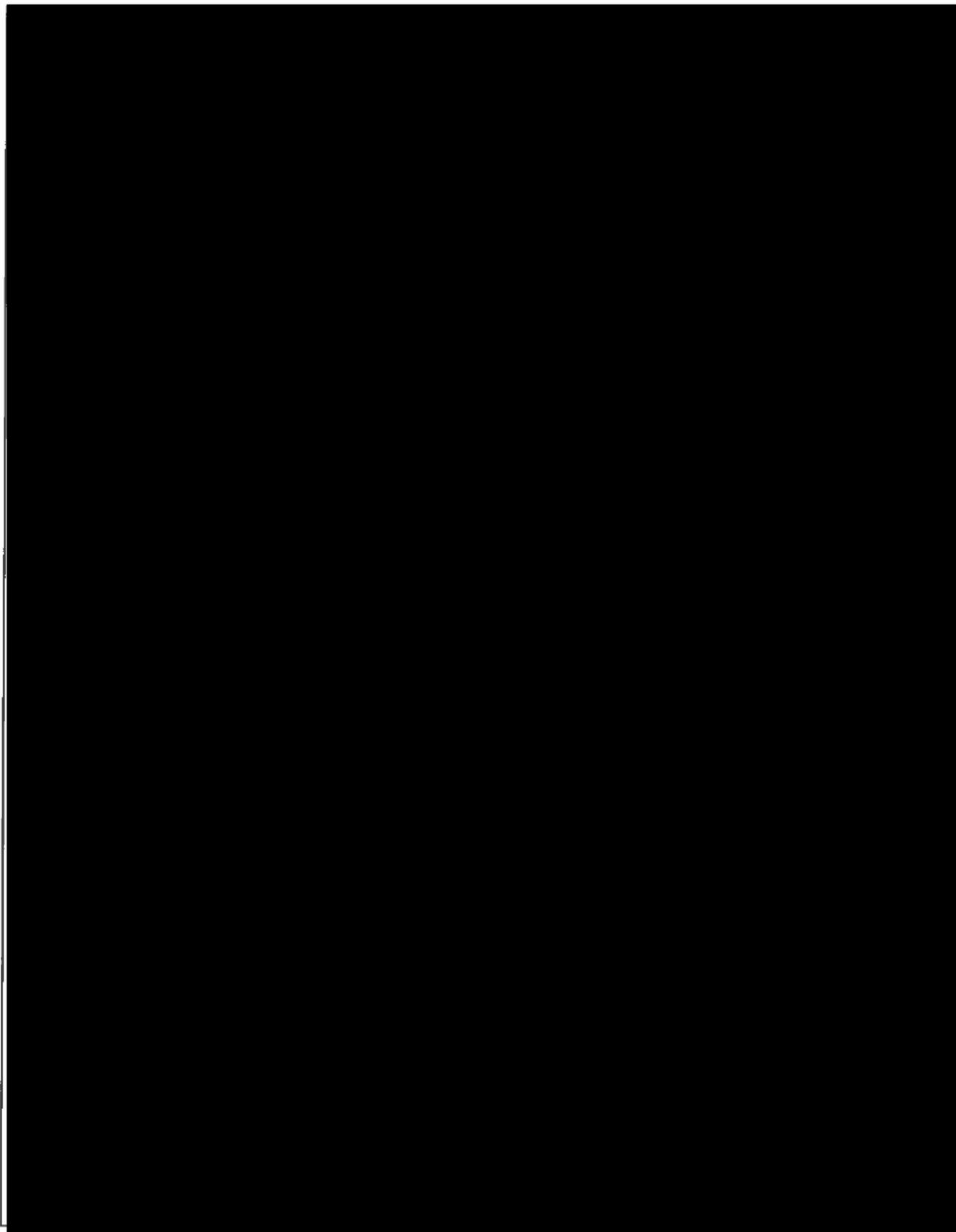
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24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.



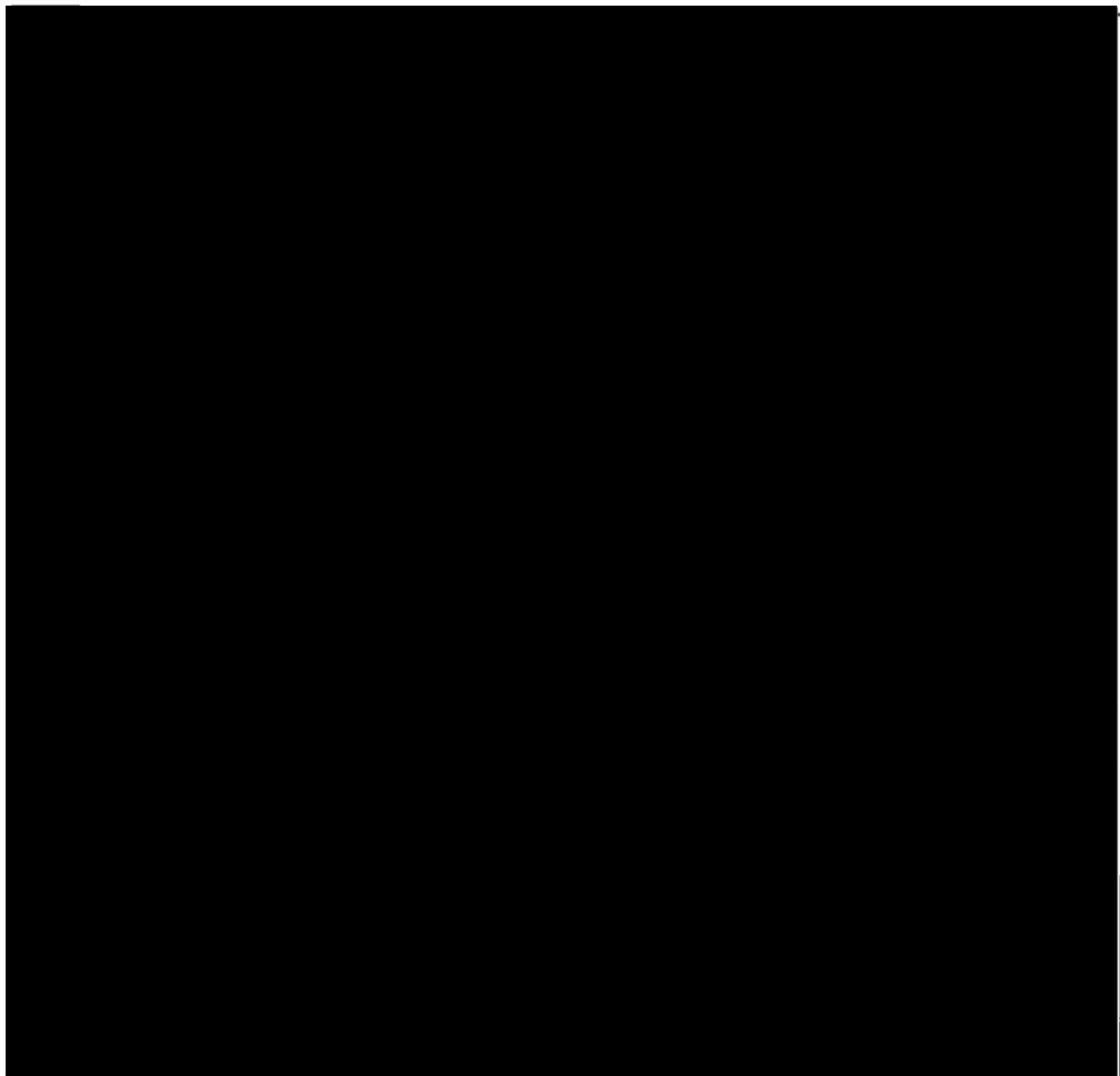
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: SMW

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



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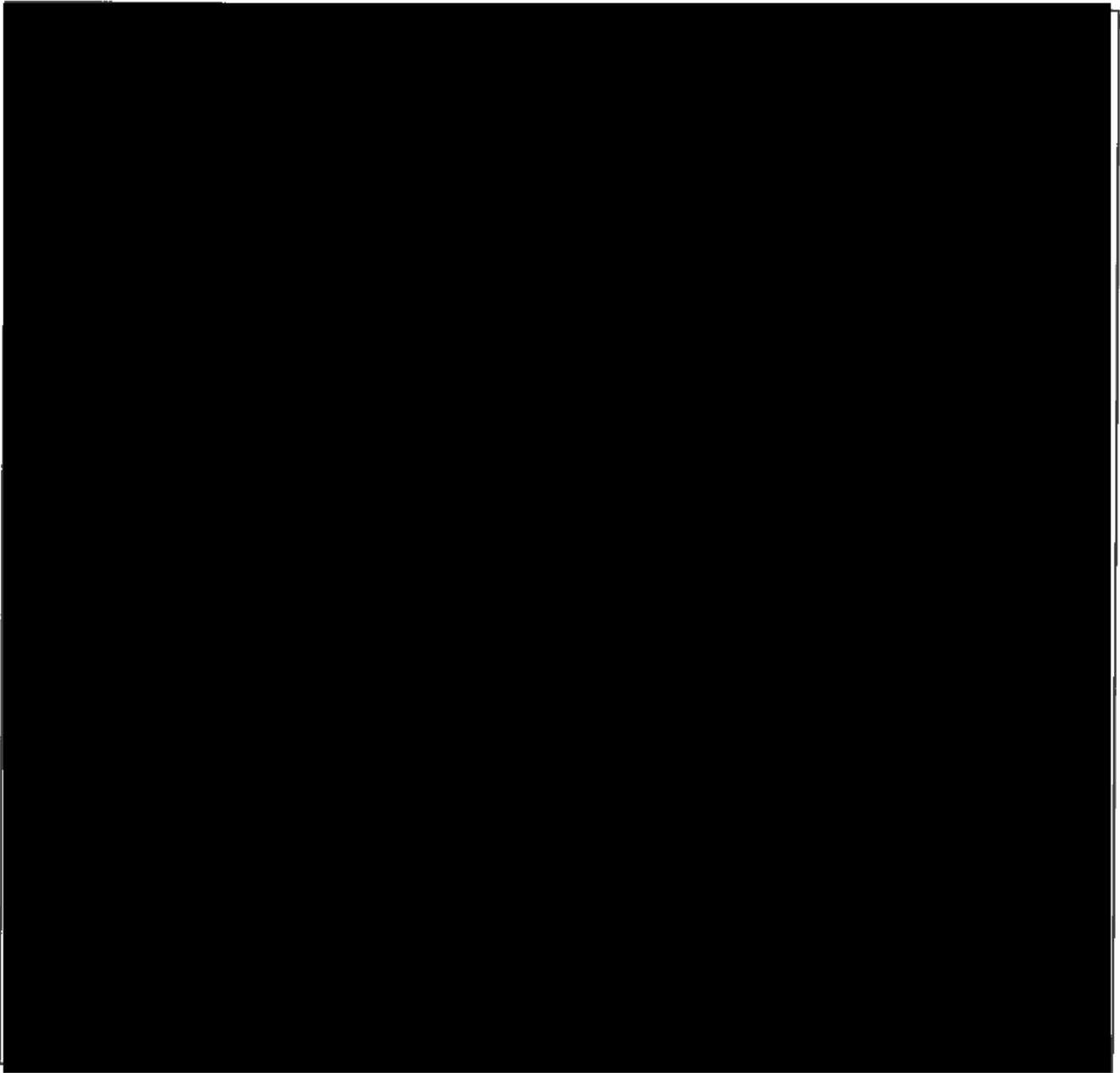
26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



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



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



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

ACS will be contracting all testing through Pro Verde Labs, which is based in Milford, MA.

Pro Verde is involved in cannabis analysis, using precision standards and valid methodology. The company performs cannabis testing and certification with precise testing capabilities. Gas Chromatography is used to test for potency of CBD, CBN, THC<sup>9</sup>, THCV, CBG, CBC, as well as for the overall condition of cannabis products. Pro Verde also provides:

- Analysis and profiles of cannabis terpenes
- Tests for Residual Organic Solvents in cannabis extracts
- Potency testing for cannabis infused products
- Tests for heavy metals content, microbial contamination (mold, mildew, fungus, yeast, E.coli, salmonella, and many common pesticides used during cannabis cultivation)

All samples will be in sealed containers and each container with a barcode. Individual test samples will be a quantity of 0.5 grams – 1 gram, depending on the sample. A transportation manifest will be generated using Biotrack that will include all information designated in DPH Circular Letter: DHCQ-15-9-640.

A Manager will conduct a weekly inspection of all medical marijuana products to ensure proper quality. ACS will follow the following protocols for quality assurance:

- Daily visual inspection of all plants for insects, mold or infestations
- Weekly inspection of cuttings from the flowering plant, using a high-resolution microscope
- Weekly metered testing of nutrients and water
- Monthly soil testing

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.

Information for patients and caregivers is stored in our Biotrack Point of Sale (POS) system. This server-based operating system harbors the technology required to achieve regulatory standards and prevent compromise and/or theft. The entire Biotrack system was developed to establish the security necessary to support the medical marijuana industry. It contains multi-level features to address security, theft protection and other diversion concerns. The system links to SSAE 16 certified server locations, while authentication is encrypted via industry standard SSL through the use of a server based platform.

Any signed patient documents are scanned into their profile within the system and then shredded to maintain confidentiality. No personal information is released by ACS without the written consent of the individual or legal requirement under court order. The MDPH will have access to this information within the scope of their regulatory duties.

All agent information will be secured in an office that is only accessible by properly cleared staff members. No agent information can be released by ACS without the written consent of the individual or as a legal requirement under court order. MDPH will have access to information within the scope of their regulatory duties.

ACS will insure that no group e-mail or text messages are sent to patients.

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

ACS recognizes that its personnel policies must address the unique elements of this new business entity in MA. Fortunately, the knowledge and experience brought by our CFO/COO through the 2+year operation of his medical marijuana dispensary in RI will facilitate this effort. These tools, combined with our best estimates of how to interpret and accommodate the provisions of 105 CMR 725.000 within traditional employee rules and regulations, will produce strong and clear policies needed for a successful business operation.

ACS is an equal opportunity employer that will comply with all relevant Commonwealth and Federal employment laws. Personnel policies will be contained within the ACS Employee Handbook. They will include the following:

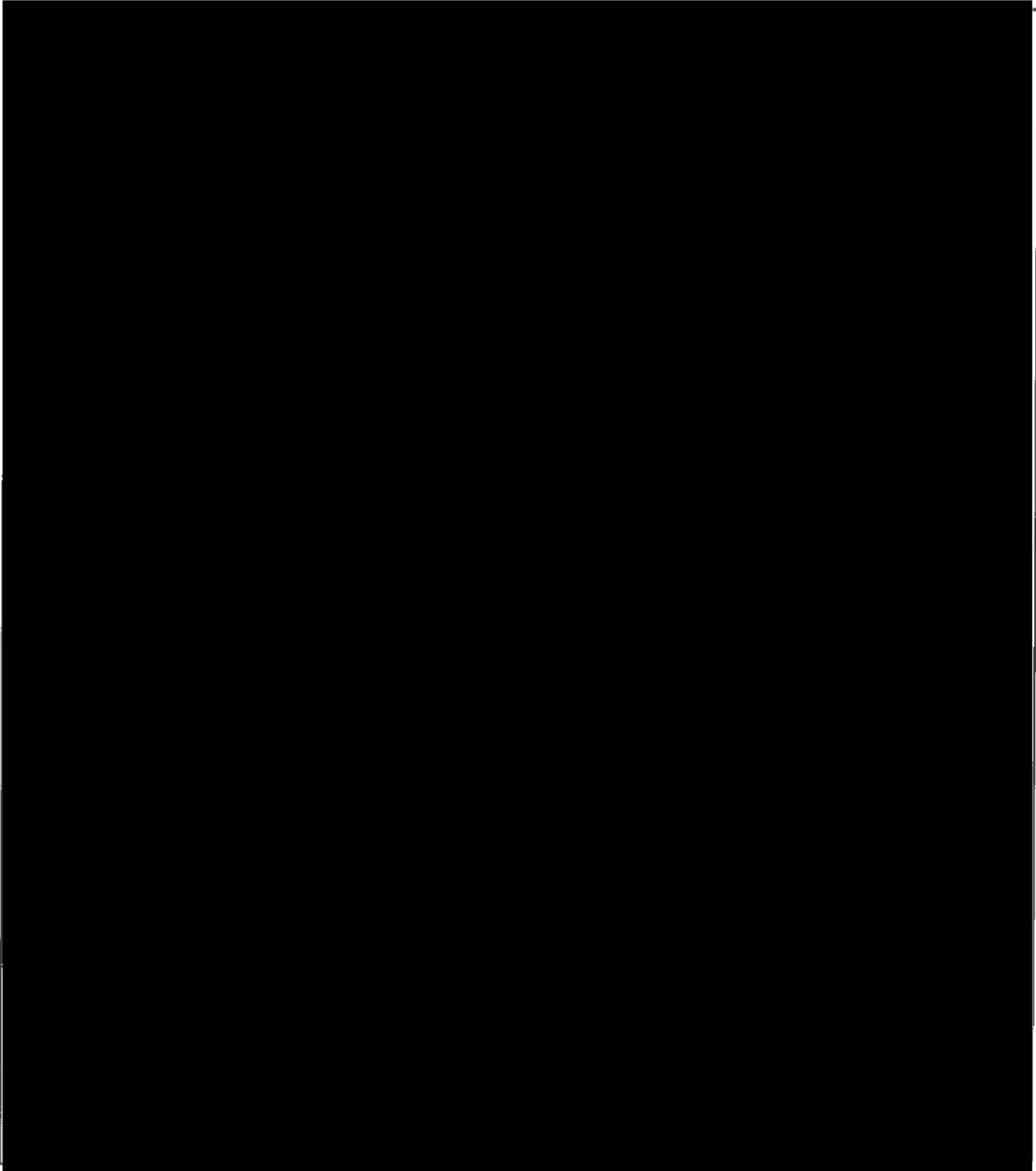
- I. ACS Mission Statement
- II. Rules of Employment & Disciplinary Actions
- III. Personal Conduct and Workplace Conduct
- IV. Sexual Harassment Policy
- V. Federal and Massachusetts Family & Medical Leave Act
- VI. Required Employee Training
  - A. HIPAA
  - B. Security (Personal & Facility)
  - C. Patient Rights & Privacy
  - D. Safety (Personal & Facility)
  - E. Medical Marijuana 101
  - F. Community Role & Responsibilities
- VII. Drug-Free Workplace Policy

Ongoing and annual training will exceed the commonwealths minimum 8 hour requirement

All ACS employment candidates will complete an application packet that includes a release to allow a CORI check, as well as an explanation of protections under Commonwealth Law for employees of an RMD.

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



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

ACS will maintain written records of the following in a locked file cabinet within a video monitored storage area:

- A binder of our company handbook which will include all job descriptions, personnel policies, benefits, time off practices, payroll and compensation information, safety & sanitation rules, and termination information
- A binder of our operation procedures of all security procedures, day to day RMD operations, inventory protocols, cultivation procedures, production procedures, testing procedures & disposal procedures
- All employees, through an encrypted and secured ADP portal will have access to their personnel documents and employment documentation. ADP will be the employee payroll services for ACS.
- All accounts receivable and payable records will be maintained using QuickBooks-online accounting software. All physical financial paper documents will be stored in a secure area
- All sales and vendor records will be maintained within the secured & encrypted Biotrack system
- Employee salary and wages records will be maintained in payroll binders provided by ADP payroll services in addition to the company secure network
- A record of all detailed inventories will be maintained in designated binders by month, as well as within the Biotrack system

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

ACS education/information goals:

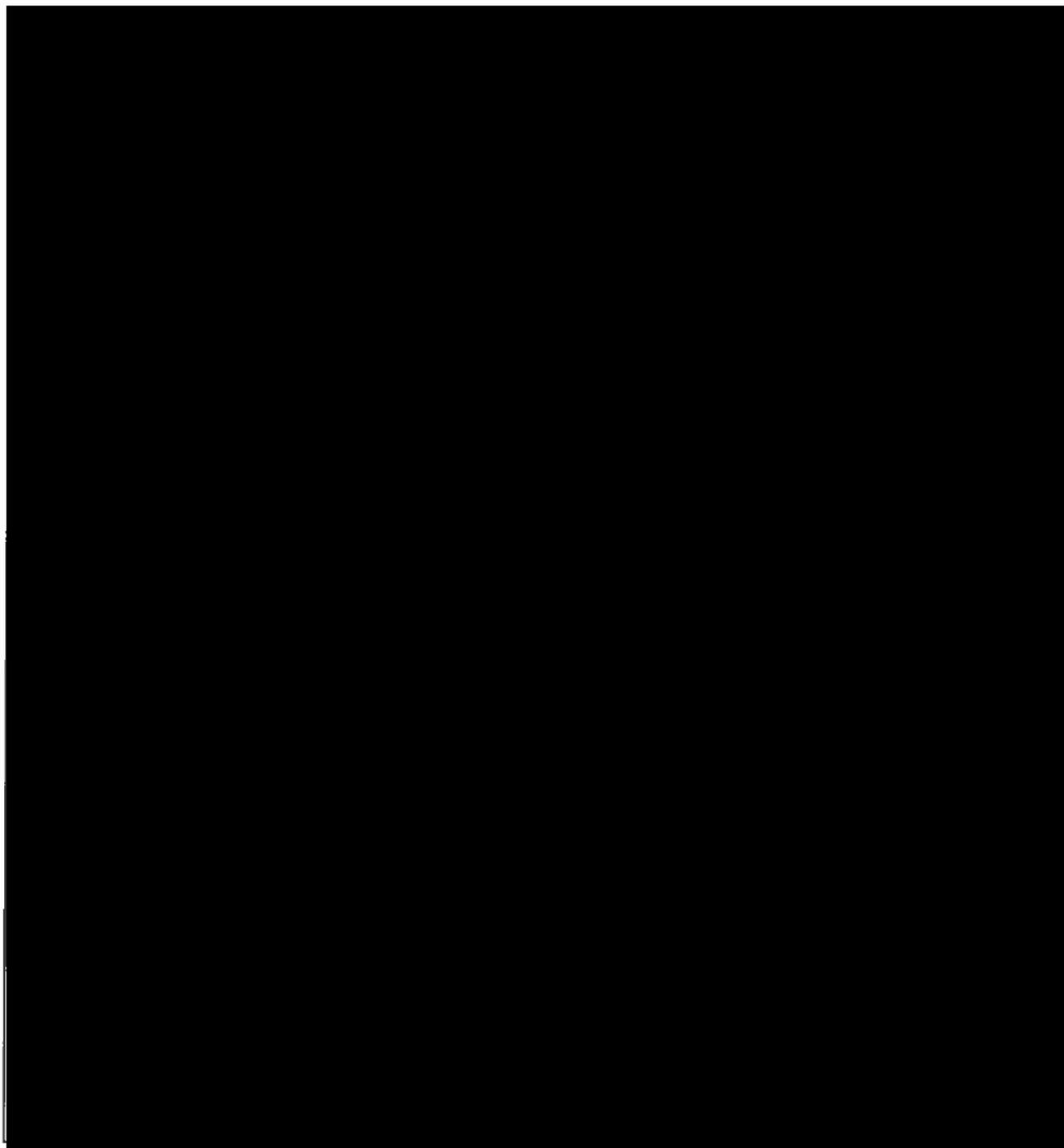
- Provide background of medical marijuana program rules/regulations
- FDA status, side effects, health risks, safe use around children, and driving/machine operating prohibitions
- How product is dispensed/quantities used
- Standards of responsible use
- Safety/security precautions
  - o Rules on medical marijuana distribution and protocols on product returns to ACS
- License renewal requirements
  
- Explain how medical marijuana use and benefits/risks
  - o Consumption guidelines
  - o Strain profiles
  - o Dosing
- Consumption methods
  - o Tracking strains used and associated effects
  - o Substance abuse signs/symptoms and substance abuse treatment opportunities
- Continuing education/resources
  - o Americans for Safe Access materials that address specific conditions
  - o ACS programs for patients/caregivers at dispensary
  - o In-house information by advocacy and educational groups

A plan for initial and ongoing community outreach:

- Reach civic groups/organizations and provide a forum/support for medical marijuana education
- Provide information/resources to allow potential patients/caregivers opportunity and confidence to move forward
- Plan to "de-mystify" medical marijuana within healthcare community
- Offer grand-round and in-service programs to healthcare providers
- Share patient/caregiver feedback and prospective questions/concerns
- Provide consistent opportunity for the healthcare community to learn about medical marijuana and support ACS

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.



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: SMW

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.

Based on the success of the "Greenleaf Gives" program that our CFO/COO has implemented at his RI dispensary for the past 2+, ACS will utilize a similar model that uses the income cutoff for Mass Health/Commonwealth Care eligibility (using federal poverty level income benchmarks) as the threshold for discount medicine eligibility. Patients providing required documentation will receive an ongoing 10% discount for any medical marijuana product and/or accessory purchased. Military veterans will also receive this 10% discount.

ACS has a non-profit mission to provide quality medical marijuana products at a fair price. This will be accomplished by offering its variety of flower strains at multiple price points. Through well-executed cultivation strategies and careful cost-control measures in all aspects of the operation, ACS will open its doors in 2016 with a tiered pricing system that gives further opportunities for savings by those with limited spending. As ACS meets and sustains its financial expectations, further opportunities to discount medicine through specials and price reductions will improve every patient's purchasing power.

ACS believes that a "giveaway policy" for medicine that extends to a segment of the patient population is unfair and invites abuse of medical marijuana. It allows individuals to frequent multiple dispensaries each month and potentially accumulate significant amounts of product for diversion.

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

ACS will develop a comprehensive new-hire and ongoing training programs that includes the following types:

HIPAA – An outside vendor will be contracted for this training

Security – Will cover personal and facility security, safety and prevention standards

Safety/OSHA – An outside vendor will provide the 10-hour OSHA training on site for all employee agents

Personal Conduct – Will review all policies & procedures that are in place within ACS. Expectations for performance will be covered as well as internal and external standards for all employees.

Massachusetts Medical Marijuana Law – The Compliance Manager will train all staff on the applicable governing rules in the medical marijuana program. This will include the proper implementation of 105 CMR 725.000, as well as job-specific requirements

Recordkeeping – The Compliance Manager will train on proper record keeping protocols (paper & electronic) within employees' assigned roles

Basic Flower – The Head of Cultivation will conduct the class and will review the basics of the cannabis plant growing process, the types of cannabis and the differences between CBD, Indica & Sativa

MIP – The Concentrates Manager will conduct the training, describing all the types of MIPs being offered – as well as the differences, benefits and cautions for each one

Accessories – Will be given to all dispensary agents, and ACS will include guest presentations from its accessory vendors

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.

ACS has engaged Integrated Insurance Solutions, LLC to obtain the required property and casualty insurance coverage and employee benefits programs for our organization to meet the standards set forth in: MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes.

Integrated Insurance Solutions is an established insurance brokerage and consulting firm based in Framingham, MA, providing insurance services to a wide array of clients throughout the US. Specific coverage areas for this program will include:

- Builder's Risk Insurance
- Real and Personal Property Insurance
- Business Interruption Insurance
- Equipment Breakdown
- Employee Dishonesty
- EDP or Data Processing Coverage
- Crop Coverage including living plant material, harvested plant material and finished stock.
- General Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a
- Deductible no greater than \$5,000
- Product Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a
- Deductible no greater than \$5,000
- Professional Liability Insurance
- Umbrella/Excess Liability
- Directors & Officers/Employment Practices Liability/Fiduciary Liability
- Data Privacy & Security
- Workers Compensation

ACS and Integrated Insurance Solutions have reviewed the aforementioned coverage options with the program underwriters and the policies will be put in force upon the awarding of a Marijuana Dispensary license by the MA DPH.

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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
EJM Holdings LLC	\$ 500,000.00	100%
	\$	
	\$	
	\$	
	\$	

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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
EJM Holdings	Entity CEO/ED: Marc Cohen (managing member of the LLC, previously clarified with DPH)  Entity President/Chair: Marc Cohen (managing member of the LLC, previously clarified with DPH)	\$ 500,000.00	100
	Entity CEO/ED:   Entity President/Chair:	\$	
	Entity CEO/ED:   Entity President/Chair:	\$	
	Entity CEO/ED:   Entity President/Chair:	\$	
	Entity CEO/ED:   Entity President/Chair:	\$	

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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.

Stephen M Werther  
Signature of Authorized Signatory

09/20/2015  
Date Signed

Stephen M Werther  
\_\_\_\_\_  
Print Name of Authorized Signatory

CEO  
\_\_\_\_\_  
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.

Stephen M Werther  
Signature of Authorized Signatory

09/20/2015  
Date Signed

Stephen M Werther  
\_\_\_\_\_  
Print Name of Authorized Signatory

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

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# 8

MA SOC Filing Number: 201335137610 Date: 5/14/2013 4:40:00 PM

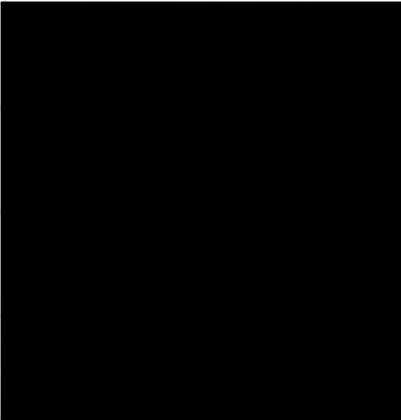
	<p><b>The Commonwealth of Massachusetts</b> <b>William Francis Galvin</b></p>	<p>Minimum Fee: \$35.00</p>
<p>Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640</p>		<p><u>Special Filing Instructions</u></p>
<p><b>Articles of Organization</b> (General Laws, Chapter 180)</p>		
<p><b>Federal Employer Identification Number:</b> <u>462655758</u> (must be 9 digits)</p>		
<p style="text-align: center;"><b>ARTICLE I</b></p> <p style="text-align: center;">The exact name of the corporation is:</p> <p style="text-align: center;"><u>ALTERNATIVE COMPASSION SERVICES INCORPORATED</u></p>		
<p style="text-align: center;"><b>ARTICLE II</b></p> <p style="text-align: center;">The purpose of the corporation is to engage in the following business activities:</p> <p><u>OUTPATIENT HEALTH CARE</u></p>		
<p style="text-align: center;"><b>ARTICLE III</b></p> <p>A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:</p>		
<p style="text-align: center;"><b>ARTICLE IV</b></p> <p>Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows: (If there are no provisions state "NONE")</p>		
<p><i>Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.</i></p>		
<p style="text-align: center;"><b>ARTICLE V</b></p> <p>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.</p>		
<p style="text-align: center;"><b>ARTICLE VI</b></p> <p>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 <i>thirty days</i> after the date of filing.</p>		
<p><u>05/14/2013</u></p>		

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:

No. and Street: 120 GILSON ROAD  
City or Town: SCITUATE State: MA Zip: 02066 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	STEPHEN WERTHER		1.31.2016
TREASURER	STEPHEN WERTHER		1.31.2016
CLERK	STEPHEN WERTHER		1.31.2016
DIRECTOR	STEPHEN WERTHER		1.31.2016

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:  
January

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

Name:  
No. and Street:  
City or Town: State: Zip: Country:

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

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 14 Day of May, 2013. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

STEPHEN WERTHER

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All Rights Reserved

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

May 14, 2013 04:40 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



#9

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MARK E. NUNNELLY, COMMISSIONER  
CHARLENE HANNAFORD, ACTING DEPUTY COMMISSIONER

ALTERNATIVE COMPASSION SERVICES  
120 GILSON ROAD  
SCITUATE, MA 02066

T/P ID 462655758  
Date 9/24/2015  
Bureau CERTIFICATE

### CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

The Commissioner of Revenue certifies as of the above date, that the above named individual or entity is in compliance with its tax obligations payable under M.G.L. c. 62C, including corporation excise, sales and use taxes, sales tax on meals, withholding taxes, room occupancy excise and personal income taxes, with the following exceptions.

This Certificate certifies that individual taxpayers are in compliance with income tax obligations and any sales and use taxes, sales tax on meals, withholding taxes, and/or room occupancy taxes related to a sole proprietorship. Persons deemed responsible for the payment of these taxes on behalf of a corporation, partnership or other business entity may not use our automated process to obtain a Certificate.

This Certificate does not certify that the entity's standing as to taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law. Taxpayers required to collect or remit the following taxes must submit a separate request to certify compliance: Alcoholic Beverage Excise, Cigarette Excise, Sales Tax on Boats, International Fuels Tax Agreement, Smokeless Tobacco or Ferry Embarkation.

THIS IS NOT A WAIVER OF LIEN ISSUED UNDER GENERAL LAWS, CHAPTER 62C, SECTION 52.

Very truly yours

A handwritten signature in black ink, appearing to read "Charlene Hannaford", written in a cursive style.

Charlene Hannaford, Acting Deputy Commissioner

BY-LAWS  
OF  
ALTERNATIVE COMPASSION SERVICES, INC.

SECTION 1

ARTICLES OF ORGANIZATION, LOCATION  
CORPORATE SEAL AND FISCAL YEAR

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

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The 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.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

SECTION 2

ANNUAL MEETING

2.1 Annual Meeting. The annual meeting of the corporation shall be held on the first Tuesday of December in each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the directors.

SECTION 3

SPONSORS, BENEFACTORS, CONTRIBUTORS  
ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall

otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

## SECTION 4

### BOARD OF DIRECTORS

4.1 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation. In addition to and without limiting the foregoing, the directors shall have and may exercise all powers, rights and privileges given to members of a corporation organized under Chapter 180 of the Massachusetts General Laws, as the same exists or may hereafter be amended, and as to any actions taken by the directors pursuant to any such powers, rights and privileges, the directors shall constitute the members of the corporation.

4.2 Number and Election. At each annual meeting of the corporation, the number of directors shall be fixed and that number elected. If the number of directors shall not be fixed at any annual meeting, the number in effect at the commencement of such meeting shall remain in effect. At any special or regular meeting the directors may increase the number of directors, and elect new directors to complete the number so fixed, by a vote of a majority of directors then in office; 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.

4.3 Term of Office. Each director shall hold office until the next annual meeting of the corporation and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.4 Committees. Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors. In the event that any member of a committee shall cease to be a director of the corporation for any reason, he or she shall forthwith cease to be a member of such committee.

4.5 Regular Meetings. Regular meetings of the directors may be held without notice at such places and at such times as the directors may from time to time determine. A regular meeting of the directors may be held without notice immediately following and at the same place as the annual meeting.

4.6 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 if there be no such Chairman, the President) or by two or more directors.

4.7 Notice of Special Meetings. Notice of the time and place of each special meeting of the directors shall be given to each director by mail at least five days or by telegram at least forty-eight hours before the meeting addressed to him or her at his or her usual or last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) 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. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

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

4.9 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, by the Articles of Organization or by these By-Laws.

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

4.11 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board 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.

## SECTION 5

### OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a President, Treasurer, Clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the 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.

5.2 Election. The President, Treasurer and Clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The President, Treasurer and Clerk shall each hold office until the first meeting of the directors following the next annual meeting of the corporation and until his or her successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the corporation unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

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

5.5 President and Vice Presidents. The President shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the directors, except as the directors otherwise determine.

The Vice President or Vice Presidents, if any, shall have such duties and powers as the directors shall determine. The Vice President, or First Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

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

5.7 Clerk. The Clerk shall record and maintain records of all proceedings of the 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 director. Such book or books shall also contain the records of all meetings of incorporators and the

originals, or attested copies, of the Articles of Organization and the By-Laws and the names of all directors and the address of each. If the Clerk is absent from any meeting of directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

## SECTION 6

### RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his or her resignation in writing to the Chairman of the Board, if any, the President or the Clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A director or officer may be removed with or without cause by the vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors, which hearing may be waived.

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

6.4 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Treasurer and Clerk until his or her successor is chosen and qualified, or in each case until he or she sooner 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.

## SECTION 7

### EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

## SECTION 8

### COMPENSATION; PERSONAL LIABILITY

8.1 Compensation. Directors shall serve with compensation. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

8.2 No Personal Liability. The directors and officers 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 9

### AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of a majority of the directors then in office.

## SECTION 10

### INDEMNIFICATION

10.1 Definitions. For purposes of this Section 10, the following terms shall have the following meanings:

(i) "Indemnitee" means any person who serves or has served as a member of the Board of Directors of the corporation, any person who serves or has served as an officer of the corporation or in any other office filled by election or appointment by the Board of Directors and any person who serves or has served as an employee of the corporation;

(ii) "Proceeding" means any action, suit or proceeding, whether civil, criminal or investigatory, brought or threatened in or before any court, tribunal or administrative or legislative body or agency;

(iii) "Expense" means any liability fixed by a judgment, order, decree or award in a Proceeding, any fine or penalty, any liability reasonably incurred in connection with the settlement of a Proceeding and any professional fees and other expenses reasonably incurred in connection with a Proceeding or the settlement thereof; and

(iv) "Enforcement Proceeding" means a Proceeding initiated by an Indemnitee or by his or her heirs or legal representatives in which he or she successfully enforces his or her rights to indemnification under this Section 10.

10.2 General. Except as otherwise expressly provided by this Section 10, the corporation shall indemnify each Indemnitee and his or her heirs and personal representatives, to the extent legally permissible, against all Expenses incurred by such Indemnitee in connection with any Proceeding in which he or she is involved as a result of serving or having served as a director, officer or employee of the corporation or, at the request of the corporation, as a director, officer, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan.

No indemnification shall be provided to an Indemnitee or his or her heirs or personal representatives with respect to any matter as to which it shall have been adjudicated in any Proceeding that (i) such Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan, or (ii) such Indemnitee derived an improper personal benefit.

Notwithstanding any other provision of this Section 10, an Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 with respect to acts or omissions occurring during any period in which such Indemnitee was not a director of the corporation except to the extent expressly approved by vote of the Board of Directors of the corporation.

To the extent authorized by a majority of the directors, indemnification under this Section 10 shall include, payment by the corporation of Expenses incurred by an Indemnitee or his or her heirs or personal representatives in defending a Proceeding in advance of the final disposition of such Proceeding; provided, however, that the corporation has first received an undertaking from such Indemnitee, or such heirs or personal representatives, to repay to the corporation all such advance payments if such Indemnitee, heirs or personal representatives shall be adjudicated in any Proceeding to be not entitled to such indemnification.

An Indemnitee and his or her heirs and personal representatives shall be entitled to indemnification under this Section 10 against all Expenses incurred by him or her in connection with any Enforcement Proceeding.

An Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 against Expenses incurred by any of them in connection with any Proceeding initiated by any of them other than an Enforcement Proceeding unless the initiation of such Proceeding was expressly approved in advance by vote of the Board of Directors of the corporation.

In any Enforcement Proceeding, and in any other Proceeding which involves, or in which is sought, a determination as to whether or not an Indemnitee or any of his or her heirs or personal representatives is entitled to indemnification under this Section 10, the party or parties seeking a determination that he or she is not so entitled shall bear the burden of proving the same.

Nothing in this Section 10 shall limit any lawful rights to indemnification existing independently of this Section 10. Nothing in this Section 10 shall be construed as limiting in any manner the power of the Board of Directors of the corporation to provide indemnification to any person who is not a director of the corporation and who serves as an officer, employee or other agent of the corporation, who serves at the corporation's request as a director, officer, employee or other agent of another organization or who serves at the corporation's request in any capacity with respect to any employee benefit plan.

This Section 10 shall be deemed for all purposes to constitute a written agreement between the corporation and each Indemnitee which may be altered, amended or repealed in accordance with Section 9 of these By-Laws, provided that no alteration, amendment or repeal of this Section 10 shall adversely affect the rights and protection afforded to an Indemnitee and his or her heirs and personal representatives under this Section 10 for acts or omissions occurring before such alteration, amendment or repeal.

These bylaws of the corporation were duly adopted by a vote of the corporation's board of directors on the 14 day of May 2013

  
\_\_\_\_\_  
Stephen M. Werther  
Secretary

Attested to:

  
\_\_\_\_\_  
Stephen M. Werther  
President

## 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**

Richard W. Radebach, Jr.

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

CFO, COO &amp; responsible medical marijuana cultivation operations

**Name of Applicant Non-Profit Corporation**

Alternative Compassion Services, Inc

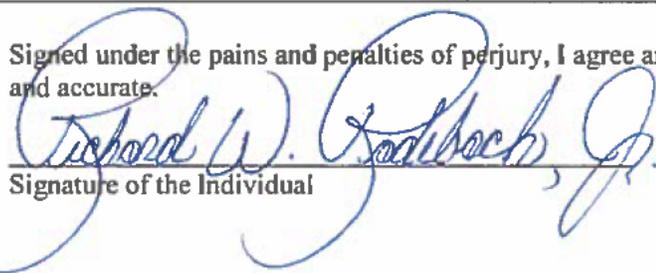
**Highest Education Attained – Institution, Degree, and Year**MA - Human Resources Management  
Pepperdine University  
1977

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
Greenleaf Compassionate Care Center, Inc	Chief Financial Officer / Chief Operations Officer	2010 - Present
The Wellness Company	Partner - President	2000 - Present

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

9/20/15  
 Date Signed

## 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**

Stephen M. Werther

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

CEO &amp; responsible for the RMD security plan and security operations

**Name of Applicant Non-Profit Corporation**

Alternative Compassion Services, Inc

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

High School Diploma 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
ACS Project Management, LLC	President / owner	2009 - present
FMC PM	Vice President	2007 -2009
ACS Voice & Data Systems	President / Owner	1983 - 2004

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

09/18/2015

\_\_\_\_\_  
 Date Signed