



Manzi Bonanno & Bowers
— ATTORNEYS AT LAW —

280 Merrimack Street, Suite B
Methuen, Massachusetts 01844

tel: 978.686.9000

fax: 978.794.9628

Real Estate fax: 888.655.3060

Hon. Mary McCauley Manzi (Ret.)
Vincent C. Manzi, Jr.
Maria Bonanno
James M. Bowers

Of Counsel
Charles Scott Nierman
Rachel L. Judkins
Alex Moskovsky

Paralegal
Jennifer M. Boylan
Paulina Taveras

Via FedEx

March 14, 2018

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

RECEIVED

MAR 16 2018

RE: BeWell Organic Medicine, Inc. (Application 1 of 1)
Request for Information, dated March 6, 2018

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

To Whom It May Concern:

Kindly accept this letter, with accompanying attachments, submitted on behalf of our client, BeWell Organic Medicine, Inc. Please find below our response to your Request for Information dated March 6th, 2018, for Be Well Organic Medicine, Inc.'s Management and Operations Profile (Application 1 of 1):

1. In its response to Question C.12, that applicant lists a Director named "Hon. Kevin P. Herlihy." However, the applicant had submitted a Character and Competency Form for a "Kevin M. Herlihy." Please explain this discrepancy in information and submit corrected application materials where needed.

Be Well Organic Response- Please see a corrected question C.12 citing Judge Herlihy's correct middle initial.

2. The promissory note with Arthur and Jennifer Napolitano appears to be unsecured. Please confirm if this is accurate or submit any agreement for collateral or security.

Be Well Organic Response- This is correct, the promissory note with Arthur and Jennifer Napolitano is unsecured.

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- 3. In its response to Questions C.12, the applicant describes a lease agreement with Chart Holdings, LLC. Please submit a copy of this lease. Please also submit an independent appraisal of the property's rental value by a Massachusetts licensed real estate appraiser specializing in commercial property for the Chart Holdings, LLC lease demonstrating compliance with the non-profit requirements of the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please be advised that the applicant will need to submit this information as soon as possible, but prior to receiving a Provisional Certificate of Registration. An application will not be deemed complete until all materials requested by the Department are submitted.*

Be Well Organic Response- Be Well Organic Medicine understands that we will need to submit this information as soon as possible, but prior to receiving a Provisional Certificate of Registration and that an application will not be deemed complete until all materials requested by the Department are submitted. At this time we are working on the lease documents, and an independent appraisal of the property's rental value by a Massachusetts licensed real estate appraiser specializing in commercial property and an independent legal opinion that the lease is in compliance with the non-profit requirements of the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

We would also like to notify the Department that Be Well Organic Medicine has begun the conversion process from a non-profit corporation to a for-profit corporation.

- 4. In response to Question D.17, the applicant did not describe the length of experience of the Corporation's Chief Executive Officer with running a business. Applicant must resubmit a completed response to Question D.17 that includes that information.*

Be Well Organic Response-

Please see the attached amended question D.17 describing the length of experience of the Corporation's Chief Executive Officer with running a business.

- 5. In its response to Question D.17, applicant states that Jennifer L. Napolitano is currently is employed at World Class Holdings, LLC, but this information is not included in her Employment and Education Form. Please resubmit Ms. Napolitano's Employment and Education form with this information included.*

Be Well Organic Response- Please see the attached amended Employment and Education form for Jennifer L. Napolitano.

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

Be Well Organic Response- Please see the attached amended question D.18 describing the length of experience of the Corporation's Chief Financial Officer with providing health care services.

7. *In the applicant's response to Question E.22, the last sentence appears to have been cut off. Please resubmit a complete response to Question E.22 so that the entire response can be read.*

Be Well Organic Response- We apologize as the last sentence appeared to end in a comma. Please see the attached completed question E.22.

8. *In its response to Question E.24, applicant states, "RMD steel entry doors with keycard access to a lobby where patients will meet staff in full view of a glass wall looking from the security room into the lobby. Patients will be required to utilize a swipe card to be verified for admittance prior to entering the 1st door of the mantrap to the RMD." Pursuant to 105 CMR 725.105(F)(1)(b), "Upon entry into a RMD by a registered qualifying patient or personal caregiver, a dispensary agent shall immediately inspect the patient's or caregiver's registration card and proof of identification." Applicant must resubmit a completed response to Question E.24 that complies with 105 CMR 725.105(F)(1)(b).*

Be Well Organic Response- Please see the attached amended question E.24 that complies with 105 CMR 725.105(F)(1)(b).

9. *In its response to Question E.35, applicant states, "Be Well will accept orders for home delivery received by telephone or potentially a secured, password protected online online [sic] internet based platform system for delivery to a registered qualifying patient or personal caregiver who possesses valid photo identification as required pursuant to 105 CMR 725.105(F)(2) [emphasis added]." 105 CMR 725(F)(2) pertains to the length of certifications rather than the requirements of photo identification. Please resubmit a complete response to Question E.35 that cites the correct regulation.*

Be Well Organic Response- Please see the attached amended question E.35 that cites the correct regulation.

10. In response to Question E.36, applicant states, "Free or reduced cost marijuana will be provided to registered patients with a verified financial hardship, based on the individual's income ~~or~~ Federal Poverty Level (FPL) with a 300% of the federal poverty level, adjusted for family size (105 CMR 725.004)." 105 CMR 725.004 defines "Verified Financial Hardship" to mean "that an individual is a recipient of MassHealth, or Supplemental Security Income [emphasis added], or the individual's income does not exceed 300% of the federal poverty level, adjusted for family size". Applicant must resubmit a completed response to Question E.36 that complies with the definition of Verified Financial Hardship, including eligibility also based on MassHealth or Supplemental Security Income.

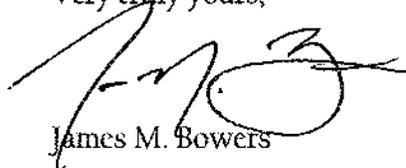
Be Well Organic Response- Please see the attached amended question E.36 that complies with the definition of Verified Financial Hardship, including eligibility also based on MassHealth or Supplemental Security Income.

11. Based on its response to Question E.40, it is not clear whether the applicant intends to obtain liability insurance policies with a deductible no higher than \$5,000 per occurrence, as required by 105 CMR 725.105(Q)(1). Please resubmit a complete response to Question E.40 that is in compliance with 105 725.105(Q)(1) in regards to the maximum deductible.

Be Well Organic Response- Please see the attached amended question E.40 that is in compliance with 105 725.105(Q)(1) in regards to the maximum deductible.

Thank you for your assistance in this matter.

Very truly yours,



James M. Bowers

JMB/pt
Enclosures

SECTION C. NON-PROFIT COMPLIANCE

If the applicant is a non-profit corporation, answer each of the questions in Section C 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 Section.

- 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.

[Empty box for response to question 11]

- 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.

BeWell Organic Medicine, Inc., has entered into a lease agreement with Chart Holdings, LLC. The managers and members of Chart Holdings, LLC, are Arthur P. Napolitano, Jr., and Charles M. Saba.

BeWell Organic Medicine, Inc. has entered into an agreement with Arthur and Jennifer Napolitano for financing of \$500,000.

The directors of BeWell Organic Medicine, Inc. are Dr. Jean Tabit, Jennifer L. Napolitano, Charles J. Saba, Robyn A. Saba, Vincent C. Manzi, Jr., David T. Hildt, Ronald D'Arcangelo, and Hon. Kevin M. Herlihy (ret.). There are directors and officers of BeWell Organic Medicine, Inc., who are related to Arthur P. Napolitano, Jr., and Charles M. Saba, namely: Jennifer L. Napolitano is the spouse of Arthur P. Napolitano, Jr.; Charles J. Saba is the son of Charles M. Saba; and Robyn A. Saba is the spouse of Charles M. Saba. The majority of the directors for BeWell Organic Medicine, Inc. are not related to the principals of Chart Holdings, LLC.

SECTION D. EXPERIENCE

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

CEO Charles J. Saba has 13 years experience with running a business. He has worked in every roll from support, to engineer, to management. In his current role he has worked with regulators in countries like Turkey, and has overseen the built out of office sites in New York City, San Francisco, Bulgaria, Berlin, and Dubai. Now as VP of International IT he manages a global team of engineers and administrators that are responsible for the offices and off-site locations in London, Sydney, Bulgaria, Berlin, Hong Kong, Shenzhen, and Israel.

COO David T. Hildt has a long career working within the non profit sector spanning from 1968-present. He has worked as Director of after school programs at the Lawrence Family Development Charter School, Executive Director of Adelante Inc., an academic enrichment, test prep, community service and scholarship program for youth in Lawrence, Massachusetts. David spent three years as a Peace Corps volunteer in Brazil. Upon returning to the US, he became the Program Director for Boston School Volunteers and later worked as a writing consultant, and Interim Director of the Lawrence Public Library. With lifelong interests in education and public service, Hildt has developed and taught courses for immigrants and refugees in English, employability skills and family literacy. A resident of Amesbury, Hildt served as the city's Mayor for two terms, from 2002 to 2006. While mayor, he was an active member of the Massachusetts Municipal Association and served as president of the Massachusetts Mayors Association. He was a long-time member of the Amesbury School Committee, and a graduate of Georgetown University. He has served as a member of many community and regional boards and commissions, and has a long list of working with and running non-profit corporations

CFO Jennifer L. Napolitano is the CFO and office manager for a 240 million dollar marketing company, World Class Holdings, LLC. For over the past 5 plus years she has been preparing P/L's, monthly Commission Reports, accounts receivable and payable, bookkeeping and paying out monthly commissions to the company partners.

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

BeWell Organic Medicine, Inc. corporation's Chief Executive Officer and Chief Operations Officer have no experience with providing health care services.

CFO Jennifer Napolitano has 2 years experience with providing health care services. She has an education in the medical assistant field with past employment for OBGYN Associates of Southern NH. Responsibilities included preparing charts and rooms for patients. Perform vitals and update patient files. She assisted the doctor with exams and medical procedures, taking specimens from the procedures, labeling and sending them to the lab for analysis. She also prepared results for the doctor, ran lab tests for urinalysis, i.e. pregnancy, and did first time appointments with new pregnant couples.

Our Medical Advisor and Board Member Jean Tabit has vast experience with health care services.

Upon graduating from New Hampshire Dartmouth Medicine Residency in 2004, Dr. Tabit joined the Greater Lawrence Family Health Center. She has worked there serving the Lawrence Community for nearly 10 years. Among her many duties at GLFHC she supervises group medicine visits for prenatal, child obesity, adolescents and diabetes. Dr. Tabit also serves as the Medical Director for Reach Out and Read within her clinic. Dr Tabit is a Clinical Instructor in Family Medicine for Tufts University School of Medicine and enjoys spending part of her time teaching Residents as well medical students. She has been recognized for her work among the underserved and has been awarded a grant from the National Health Service Corps to continue her efforts.

Board Certified in Family Medicine, Dr Tabit is an active member in good standing of the Medical Staff at Lawrence General Hospital where she admits and rounds on her patients. She is familiar with and complies with the guidelines of many regulatory boards including Massachusetts Board of Registration in Medicine, American Board of Family Medicine, Department of Public Health, Controlled Substances Bureau, Joint Commission Accreditation Health Care Administration, and Occupation Safety and Health Administration. As an Osteopath, Dr. Tabit is interested in Holistic medicine as an adjunct to traditional medicine. She has participated in Continuing Medical Education programs for Medical Marijuana and continues to educate herself in this regard. Her office offers many alternative medicine programs including Osteopathic Manipulation, Hypnosis, Acupuncture, Group Exercise and Yoga. Dr Tabit envisions integrating traditional western medicine with alternative medicine practices and utilizing the medicinal qualities of marijuana to create a holistic clinic environment for patients in need.

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

BeWell's experienced culinary staff will utilize the most up to date & safe methods to infuse THC and CBD into delicious, healthful foods in compliance with appropriate provisions of 105 CMR 725.105 and 105 CMR 725.110.

MIPs include -

- Candy: Hard Candies, Lollipops, Gummy Products, Mints, Chocolates, Chocolate Bars, Gums, etc.
- Baked Goods: Traditional, as well as Gluten Free formulas for Cookies, Brownies, Cakes, Cup Cakes, etc.
- Beverages: Sodas, Ice Teas, etc.
- Snacks: Popcorn, Pretzels, Chips, Corn Puffs, etc.

We will also offer other products: Tinctures, Oils, Waxes, Lip Balm, Butters, Topical Creams, Honey, and Transdermal Patches.

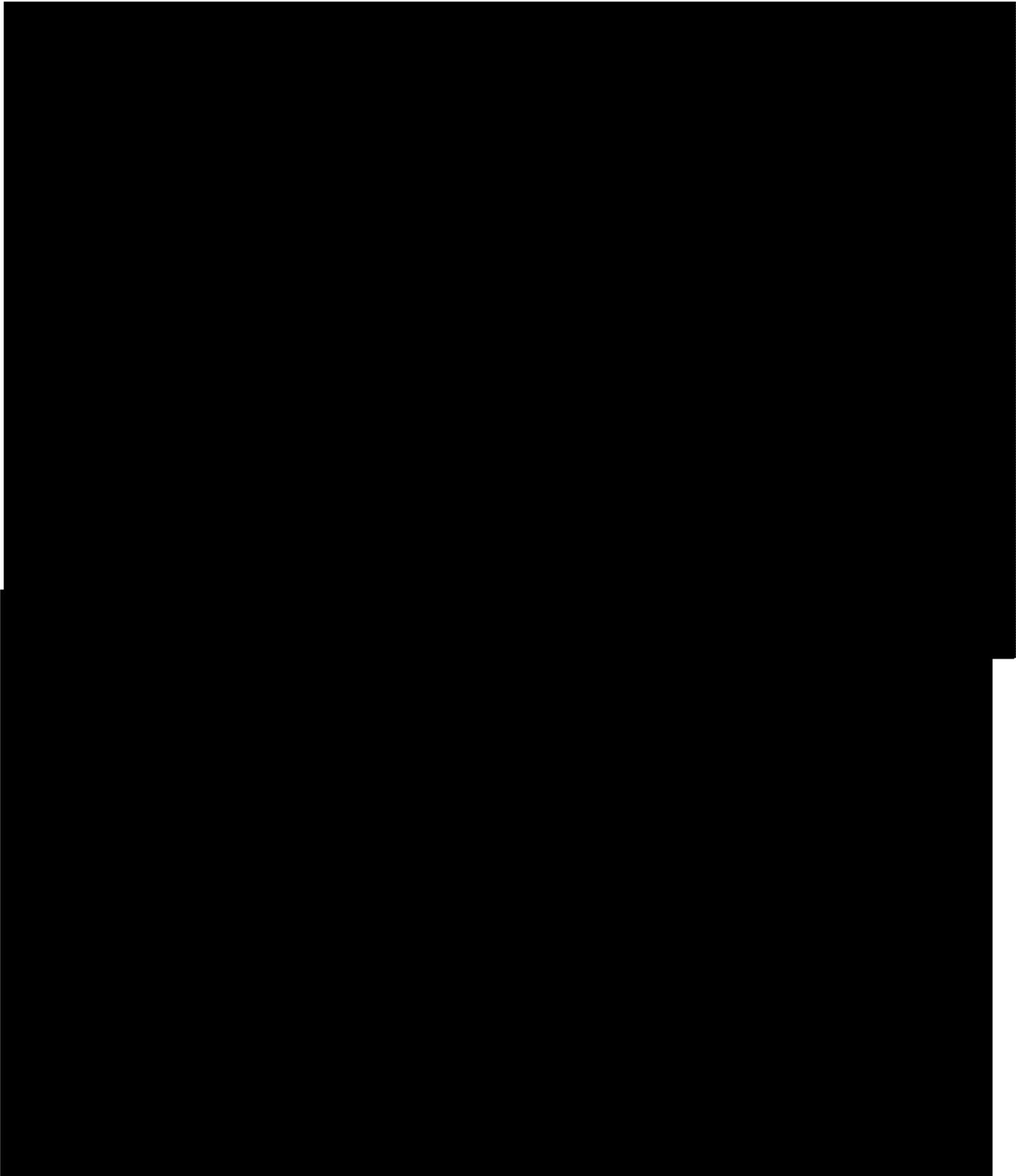
Together these products provide a safe, fast and/or time released medication, as an alternative to smoking and/or vaporizing.

All prepared foods will contain wholesome ingredients and be produced under the direction of ServSafe certified staff.

All MIPs will be packaged and labeled in a manner eliminating any resemblance to typical food or beverage products and in compliance with appropriate provisions of 105 CMR 725.105.

We will follow Department of Health standards and guidelines for Wholesale Food Labeling, as well as all Commonwealth of MA statutory requirements.

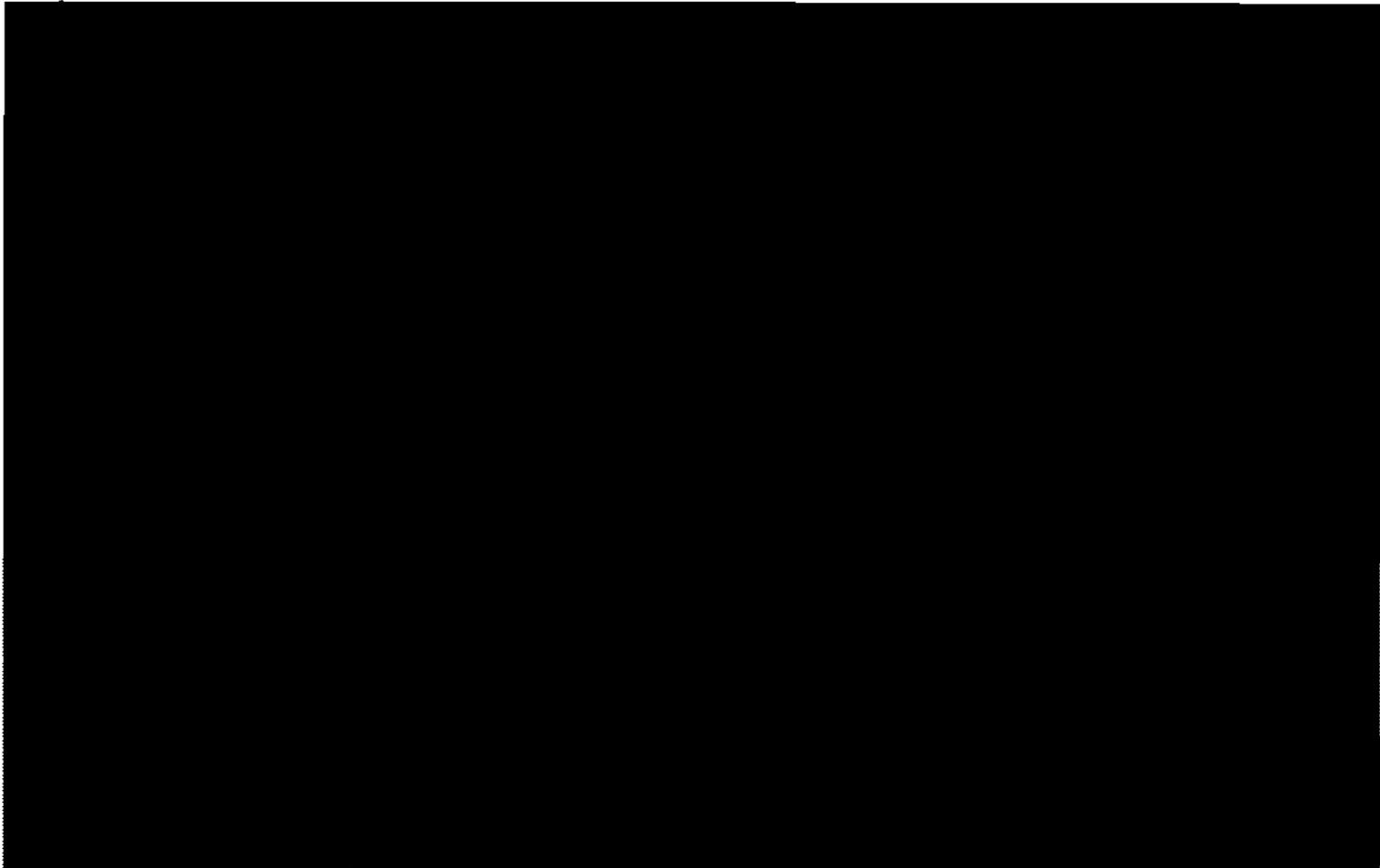
23. Provide a summary of the applicant's methods of producing MIPs, if the applicant intends to produce MIPs.



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: CJS

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

[Empty response box for question 34]



36. Provide a summary of the applicant'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.

Free or reduced cost marijuana will be provided to registered patients with verified financial hardship based on individual's income & Federal Poverty Level (FPL) with a 300% of the federal poverty level adjusted for family size (105 CMR 725.004) or a recipient of Mass Health or Supplemental Security Income.

A detailed summary of BeWell's policies & procedures for registered qualifying patients with verified financial hardship for no charge or at less than the market price, as required by 105 CMR 725.100(A)(6), is as follows;

1. Patients who earn or receive 100% or less of the FPL qualify for a free 1/8 ounce of marijuana for medical use per week. Purchases above the 1/8 ounce within that week will be discounted at 50%.
2. Patients who earn or receive between 101%-200% of the FPL qualify for a 75% discount for 1/8 ounce of marijuana for medical use per week. Purchases above the 1/8 ounce within that week will be discounted at 50%.
3. Patients who earn or receive between 201%-300% of the FPL qualify for a 50% discount for 1/8 ounce of marijuana for medical use per week. Purchases above the 1/8 ounce within that week will be discounted at 25%.
4. Any patient providing evidence of Mass Health or Supplemental Security Income qualify for a 50% discount for 1/8 ounce of marijuana for or medical use per week. Purchases above the 1/8 ounce within that week will be discounted at 25%.

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

[Empty box for providing training details]

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

Yes No

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

Yes No

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

Be Well has sent out RFP's to insurance agencies that have sourced carriers insuring Medical Marijuana RMD's: Premier Southwest Insurance Group, Fitzgerald Insurance, Integrated Insurance Solutions, and Anthony & Malcolm Insurance. The RFP asked for general liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually. The deductible for each policy shall be no higher than \$5,000 per occurrence.

A local company, Anthony & Malcolm Insurance Agency of Bradford MA, has obtained, completed and submitted applications to insurance carriers to procure insurance in accordance with the requirements in 105 CMR 725.105(Q)(2). The insurance companies approached include, but are not limited to Markel Insurance Company, Chubb Insurance Company and Scottsdale Insurance Company, all of which are experienced in the area of insuring Registered Marijuana Dispensaries. Markel Insurance Company has accepted, reviewed and offered coverage which meets or surpasses the requirements. Markel Insurance Company is prepared to issue the insurance policy upon request by Be Well Organic Medicine, Inc.

Applicant Corporation

BeWell Organic Medicine, Inc.

SECTION D. EMPLOYMENT AND EDUCATION FORM

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

Name of Individual

Jennifer L. Napolitano

Residential Address of Individual



Title of Individual (at Applicant Corporation)

CFO and Comptroller

Name of Applicant Corporation

BeWell Organic Medicine, Inc.

Highest Education Attained – Institution, Degree, and Year

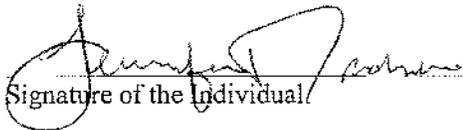
Certified Medical Assistant

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
World Class Holdings, LLC	CFO and Comptroller	2008-Present
OBGYN Associates of Southern NH	Certified Medical Assistant	2009-2010

Applicant Corporation BeWell Organic Medicine, Inc.

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

3-12-18
Date Signed