February 26, 2016

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

Re: Mass Alternative Care, Inc. - Siting Profile (Application 3 of 3)

To Whom It May Concern:

Please find attached our Siting Profile submission for Application 3 of 3, as well as supplemental information requested by the Department in previous correspondence. This package includes:

1. Siting Profile (Application 3 of 3)
2. Letter of Opinion regarding our agreement with MJardin requested January 11, 2016
3. Letter of Opinion regarding our agreement with 4Front Advisors requested January 25, 2016

Should you have any questions about our application, please contact [Contact Information]

Sincerely,

[Name]

February 29, 2016
SITING PROFILE:
Request of for a Certificate of Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health (the "Department") to submit a Siting Profile.

If invited by the Department to submit more than one Siting Profile, you must submit a separate Siting Profile and attachments for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).
Mail or hand-deliver the *Siting Profile*, with all required attachments, to:

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

**REVIEW**

Applications are reviewed in the order they are received. After a completed application packet 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 receive a Provisional Certificate of Registration.

**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 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).

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 hereinafter.
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.

CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

☑ A fully and properly completed Siting Profile, signed by an authorized signatory of the applicant non-profit corporation (the “Corporation”)

☑ Evidence of interest in property, by location (as outlined in Section B)

☑ Letter(s) of local support or non-opposition (as outlined in Section C)
SECTION A: APPLICANT INFORMATION

1. MASS ALTERNATIVE CARE, INC.
   Legal name of Corporation

2. [Redacted]
   Name of Corporation's Chief Executive Officer

3. [Redacted]
   Address of Corporation (Street, City/Town, Zip Code)

4. [Redacted]
   Applicant point of contact (name of person Department of Public Health should contact regarding this application)

5. [Redacted]
   Applicant point of contact's telephone number

6. [Redacted]
   Applicant point of contact's e-mail address

7. Number of applications: How many Siting Profiles do you intend to submit? 3

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: [Redacted]
SECTION B: PROPOSED LOCATION(S)

Provide the physical address of the proposed dispensary site and the physical address of the additional location, if any, where marijuana for medical use will be cultivated or processed.

Attach supporting documents as evidence of interest in the property, by location. Interest may be demonstrated by (a) a clear legal title to the proposed site; (b) an option to purchase the proposed site; (c) a lease; (d) a legally enforceable agreement to give such title under (a) or (b), or such lease under (c), in the event that Department determines that the applicant qualifies for registration as a RMD; or (e) evidence of binding permission to use the premises.

<table>
<thead>
<tr>
<th>Location</th>
<th>Full Address</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dispensing</td>
<td>55 University Drive Amherst, MA</td>
<td>Hampshire</td>
</tr>
<tr>
<td>Cultivation</td>
<td>1247 East Main Street Chicopee, MA 01020</td>
<td>Hampden</td>
</tr>
<tr>
<td>Processing</td>
<td>1247 East Main Street Chicopee, MA 01020</td>
<td>Hampden</td>
</tr>
</tbody>
</table>

☐ Check here if the applicant would consider a location other than the county or physical address provided within this application.

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: [Initials]
# LETTER OF INTENT

**Proposed Commercial Sublease Between**

DKRV Commercial Properties, LLC (the “Sublessor”) and
Mass Alternative Care, Inc. (the “Sublessee”)

<table>
<thead>
<tr>
<th>Subleased Premises:</th>
<th>A total of approximately 1,900 square feet of space on the northerly side of the building known as 55 University Drive, Amherst, MA 01002 (the “Sublease Premises”), together with the rights to use, in common with others entitled thereto, the hallways and stairways necessary for access to the Sublease Premises, including all attendant office space, parking spaces, bathrooms, and all other fixtures and mechanical components located at the building of the Sublease Premises (the “Building”).</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sublease Term:</td>
<td>Five (5) years with three (3) five-year options, 20 Year Renewable – Sublessee’s’ required State license is renewable annually. Should the Commonwealth of Massachusetts not renew Sublessee’s license, Sublessee may terminate the Sublease with a buyout to be negotiated.</td>
</tr>
<tr>
<td>Assignment – Subsubleasing:</td>
<td>Sublessee will be allowed to assign or further sublet the whole or any part of the Sublease Premises.</td>
</tr>
<tr>
<td>Base Rent:</td>
<td>Years 1-5: $28.00 per square foot. Base rent to increase 10% per five (5) year term.</td>
</tr>
<tr>
<td>Sublessor Improvement Contribution:</td>
<td>$0.00</td>
</tr>
<tr>
<td>Additional Rent:</td>
<td>Sublessee shall pay its proportionate share of all operating expenses attributable to the Building and Sublease Premises, including insurance and common area maintenance expenses. In the event that the Sublessee’s use causes an increase in insurance, Sublessee shall pay any increase.</td>
</tr>
<tr>
<td>Real Estate Taxes:</td>
<td>Sublessee will pay its proportionate share of amounts required to be paid by the Sublessor attributable to the Building and Sublease Premises.</td>
</tr>
<tr>
<td>Security Deposit:</td>
<td>Two (2) months of base rent payable upon Sublease execution.</td>
</tr>
<tr>
<td>Utilities:</td>
<td>Sublessee shall pay the cost of all utilities used or consumed in connection with the use and occupancy of the Building.</td>
</tr>
</tbody>
</table>
Rent Commencement: The rent shall commence thirty (30) days from Sublessee’s registration with the Massachusetts Department of Public Health pursuant to 105 CMR 725.100 et seq.

Building Improvements: The Sublessee shall build-out the Building in accordance with plans supplied to the Sublessee and Sublessee’s landlord.

Building Delivery: Upon commencement of the Sublease, the Sublessor shall deliver the Building in a broom clean and environmentally clean condition. Additionally, Sublessor shall deliver all mechanicals in proper working order. Sublessor shall separately meter all utilities to the Premises to include water, sewer, electricity, and gas. Sublessor shall deliver the Sublease Premises with two (2) bathrooms to code.

Qualifying Conditions: With the exception of confidentiality, below, this Term Sheet sets forth certain terms. The parties will not be bound until execution of a mutually satisfactory Lease.

Confidentiality: Sublessor and Sublessee agree that these negotiations are confidential in nature and that no party shall disclose the nature or existence of the negotiations without the prior written consent of the other.

**SUBLESSOR:**

DRKV COMMERCIAL PROPERTIES, LLC

By [Signature] Donald Chase, Manager

Date: [Date]

**SUBLESSEE:**
SECTION C: LETTER OF SUPPORT OR NON-OPPOSITION

Attach a letter of support or non-opposition, using one of the templates below (Option A or B), signed by the local municipality in which the applicant intends to locate a dispensary. The applicant may choose to use either template, in consultation with the host community. If the applicant is proposing a dispensary location and a separate cultivation/processing location, the applicant must submit a letter of support or non-opposition from both municipalities. This letter may be signed by (a) the Chief Executive Officer/Chief Administrative Officer, as appropriate, for the desired municipality; or (b) the City Council, Board of Alderman, or Board of Selectmen for the desired municipality. The letter of support or non-opposition must contain the language as provided below. The letter must be printed on the municipality’s official letterhead.

Template Option A: Use this language if signatory is a Chief Executive Officer/Chief Administrative Officer

I, [Name of person], do hereby provide [support/non-opposition] to [name of non-profit organization] to operate a Registered Marijuana Dispensary (“RMD”) in [name of city or town]. I have verified with the appropriate local officials that the proposed RMD facility is located in a zoning district that allows such use by right or pursuant to local permitting.

Name and Title of Individual

Signature

Date

Template Option B: Use this language if signatory is acting on behalf of a City Council, Board of Alderman, or Board of Selectman

The [name of council/board], does hereby provide [support/non-opposition] to [name of non-profit organization] to operate a Registered Marijuana Dispensary in [name of city or town]. I have been authorized to provide this letter on behalf of the [name of council/board] by a vote taken at a duly noticed meeting held on [date]. The [name of council/board] has verified with the appropriate local officials that the proposed RMD facility is located in a zoning district that allows such use by right or pursuant to local permitting.

Name and Title of Individual (or person authorized to act on behalf of council or board) (add more lines for names if needed)

Signature (add more lines for signatures if needed)

Date

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 [Initials].
February 23, 2016

Kevin Collins, President/CEO
Mass Alternative Care, Inc.
One Monarch Place Suite 1900
1414 Main Street
Springfield, MA 01144-1900

Dear Mr. Collins:

The Amherst Select Board does hereby provide support to Mass Alternative Care to operate a Registered Marijuana Dispensary in the Town of Amherst.

I have been authorized to provide this letter on behalf of the Amherst Select Board by a vote taken at a duly noticed meeting held on February 22, 2016.

The Select Board has verified with the appropriate local officials that the proposed RMD facility is located in a zoning district that allows such use by right or pursuant to local permitting.

Sincerely,

Alisa Brewer,
Select Board Chair
SECTION D: LOCAL COMPLIANCE

Describe how the Corporation has ensured, and will continue to ensure, that the proposed RMD is in compliance with local codes, ordinances, and bylaws for the physical address(es) of the RMD.

MAC has reviewed Amherst Zoning Bylaws including Article 13 & selected our location to comply with all siting and setback requirements.

Our location is located in a BL R&D Zoning district, is comprised of 1900 square feet, and is not located within 300 feet of any building:

- containing another MMTC or OMMD open or proposed
- housing a public or private elementary school, middle school, secondary school, preparatory school, licensed daycare center, or any other facility in which children commonly congregate in an organized ongoing formal basis
- owned by or operated as part of the campus of any private or public institution of higher learning
- housing a public library
- containing any residential use

Our site is not within, on the same lot as, or on a lot immediately adjacent to a licensed pharmacy; or within buildings that contain any pharmacy, medical doctor offices or the offices of any professional practitioner authorized to prescribe the use of medical marijuana.

We will apply for a change of use and Special Permit from the Zoning Board of Appeals for our use as an Off-site Medical Marijuana Dispensary (OMMD). Once approved, we will comply with all annual reporting requirements of the ordinance.
### SECTION E: THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS

Provide the three-year business plan for the RMD, including revenues and expenses.

Projected Start Date for the First Full Fiscal Year: **01/01/2017**

<table>
<thead>
<tr>
<th></th>
<th>FIRST FULL FISCAL YEAR PROJECTIONS 2017</th>
<th>SECOND FULL FISCAL YEAR PROJECTIONS 2018</th>
<th>THIRD FULL FISCAL YEAR PROJECTIONS 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Projected Revenue</td>
<td>$1,704,848.00</td>
<td>$2,828,832.00</td>
<td>$3,861,216.00</td>
</tr>
<tr>
<td>Projected Expenses</td>
<td>$1,858,567.00</td>
<td>$2,573,013.00</td>
<td>$3,210,228.00</td>
</tr>
<tr>
<td>Variance</td>
<td>$-153,719.00</td>
<td>$255,819.00</td>
<td>$650,988.00</td>
</tr>
<tr>
<td>Number of unique patients for the year</td>
<td>697</td>
<td>1162</td>
<td>1604</td>
</tr>
<tr>
<td>Number of patient visits for the year</td>
<td>16,838</td>
<td>28,086</td>
<td>38,749</td>
</tr>
<tr>
<td>Projected % of patient growth rate annually</td>
<td>---</td>
<td>67%</td>
<td>38%</td>
</tr>
<tr>
<td>Estimated purchased ounces per visit</td>
<td>.27</td>
<td>.27</td>
<td>.27</td>
</tr>
<tr>
<td>Estimated cost per ounce</td>
<td>$375</td>
<td>$373</td>
<td>$369</td>
</tr>
<tr>
<td>Total FTEs in staffing</td>
<td>9</td>
<td>11</td>
<td>13</td>
</tr>
<tr>
<td>Total marijuana for medical use inventory for the year (in lbs.)</td>
<td>284</td>
<td>474</td>
<td>654</td>
</tr>
<tr>
<td>Total marijuana for medical use sold for the year (in lbs)</td>
<td>284</td>
<td>474</td>
<td>654</td>
</tr>
<tr>
<td>Total marijuana for medical use left for roll over (in lbs.)</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Projected date the RMD plans to open: **04/01/2017**

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 hereafter.

[Signature]
SECTION F: CERTIFICATION OF ASSURANCE OF COMPLIANCE: ADA AND NON-DISCRIMINATION BASED ON DISABILITY

Applicants must certify that they will comply with all state and federal requirements regarding equal employment opportunity, nondiscrimination, and civil rights for persons with disabilities. The Applicant must complete a Certification of Assurance of Compliance: ADA and Non-Discrimination based on Disability. By signing, the Applicant formally notifies the Department that the Applicant is in compliance and shall maintain compliance with all applicable requirements.

- I certify, that the Applicant is in compliance and shall maintain compliance with all applicable federal and state laws protecting the rights of persons with disabilities, including but not limited to the Americans with Disabilities Act ("ADA"), 42 U.S.C. §§ 12131-12134; Article CXIV of the Massachusetts Constitution; and; Chapter 93, § 103; Chapter 151B; and Chapter 272, §§ 98 and 98A of the Massachusetts General Laws.

- I understand that federal and state laws prohibit discrimination in public accommodations and employment based solely on disability. I recognize that to make goods, services, facilities, privileges, advantages, or accommodations readily accessible to and usable by persons with disabilities, the Applicant, under the ADA, must:
  - remove architectural and communication barriers in existing facilities, when readily achievable and, if not readily achievable, must use alternative methods;
  - purchase accessible equipment or modify equipment;
  - modify policies and practices; and
  - furnish appropriate auxiliary aids and services where necessary to ensure effective communication.

- I understand that reasonable accommodation is required in both program services and employment, except where to do so would cause an undue hardship or burden. I also understand that the Massachusetts Constitution Article CXIV provides that no otherwise qualified individual shall, solely by reason of disability, be excluded from the participation in, denied the benefits of, or be subject to discrimination under any program or activity within the Commonwealth.

- I agree that the Applicant shall cooperate in any compliance review and shall provide reasonable access to the premises of all places of business and employment and to records, files, information, and employees therein for reviewing compliance with the ADA, the Massachusetts Constitution, other applicable state and federal laws, including 105 CMR 725.000, et seq.

- I agree that any violation of the specific provisions and terms of this Assurance or of the ADA, and/or of any Plan of Correction shall be deemed a breach of a material condition of any Certificate of Registration issued to the Applicant for operation of a Registered Marijuana Dispensary. Such a breach shall be grounds for suspension or revocation, in whole or in part, of a Certificate of Registration issued by the Department.

- I agree that, if selected, I will submit a detailed floor plan of the premises of the proposed dispensary in compliance with 105 CMR 725.100(m) in compliance with the Architectural Review required pursuant to 105 CMR 725.100(8)(5)(1).

Signed under the pains and penalties of perjury, I, the authorized signatory for the applicant non-profit corporation, understand the obligations of the Applicant under the Certification of Assurance of Compliance: ADA and Non-Discrimination based on Disability, and agree and attest that the Applicant will comply with those obligations.

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

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

Signed under the pains and penalties of perjury, I, the authorized signatory for the applicant non-profit 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.

02/26/2016

Date Signed

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

I, the authorized signatory for the applicant non-profit corporation, hereby attest that the corporation has notified the chief administrative officer and the chief executive officer of the municipality in which the RMD would be sited, as well as the sheriff of the applicable county, of the intent to sit.

02/26/2016

Date Signed

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here.
I, the authorized signatory for the applicant non-profit corporation, hereby attest that if the corporation is approved for a provisional certificate of registration, the corporation is prepared to pay a non-refundable registration fee of $50,000, as specified in 105 CMR 725.000, after being notified that the RMD has been approved for a provisional certificate of registration.

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

02/26/2016

Date Signed

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.