VIA HAND DELIVERY

August 29, 2018

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

Re: Middlesex Integrative Medicine, Inc. – Management and Operations Profile

Dear Sir/Madam:

Enclosed is the Management and Operations Profile (Application 2 of 2) and background check authorization forms for Middlesex Integrative Medicine, Inc. ("MIM"). Also enclosed is the Character and Competency Form for MIM Management, LLC. We have previously submitted Character and Competency Forms and Employment and Education Forms for all other required individuals.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,

Nancy J. Koury, President

Enclosures
MANAGEMENT AND OPERATIONS PROFILE
Request for a Certificate of Registration to Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by an entity 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 ("Department") to submit a Management and Operations Profile ("applicant").

Once invited by the Department to submit a Management and Operations Profile, the applicant must submit the Management and Operations Profile within 45 days from the date of the invitation letter, or the applicant must submit a new Application of Intent and fee.

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

However, even if submitting a Management and Operations Profile for more than one RMD, an applicant need only submit one Employment and Education Form, Character and Competency Form and background check packet, including authorization forms for all required individuals and entities, and fee associated with the background checks.

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

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

Each submitted application must be a complete, collated response, printed single-sided on 8½” x 11” paper, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).
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 Chauncey Street, 11th Floor  
Boston, MA 02111

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications or updates to the submitted application materials are needed. The Department will notify the applicant whether it has met the standards necessary to be invited to submit a Siting Profile.

Applicants must receive an invitation from the Department to submit a Siting Profile within 1 year of the date of submission of the Management and Operations Profile, or the applicant must submit a new Application of Intent and fee in order to proceed in the application process.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants must receive a Provisional Certificate of Registration from the Department within 1 year of the date of the invitation letter from the Department to submit a Siting Profile. If the applicant does not meet this deadline, the application will be considered to have expired. Should the applicant wish to proceed with obtaining a Certificate of Registration, a new application must be submitted, beginning with an Application of Intent, together with the associated fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100, as well as materials posted on the Medical Use of Marijuana Program website: www.mass.gov/medicalmarijuana.

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 here: _/_.

Management and Operations Profile – Page 2
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 Management and Operations Profile, signed by an authorized signatory of the applicant
- A completed Remittance Form (use template provided)
- A bank or cashier’s check made payable to the Commonwealth of Massachusetts for $30,000
- A copy of the applicant’s Articles of Organization (as outlined in Section B)
- A copy of the applicant’s Certificate of Good Standing (as outlined in Section B)
- A copy of the applicant’s bylaws or operating agreement (as outlined in Section B)
- An Employment and Education Form for each required individual (as outlined in Section D)
- A completed and signed Character and Competency Form for each required actor (as outlined in Section G)
- A sealed envelope with the name of the applicant and marked “authorization forms,” that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:

  - The 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 individual performing onsite services on behalf of a consulting or contracted company as Cultivation or Security Manager or the equivalent, if known during the application process; 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. 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 these forms for each said individual.

For entities contributing 5% or more of initial capital to operate the proposed RMD, the forms must be completed by the entity’s Chief Executive Officer or Executive Director and President or Chair of the Board of Directors. If the entity does not have a Chief Executive Officer or Executive Director or President or Chair of the Board of Directors, it must identify the individuals performing the equivalent duties for the entity and submit these forms for each said individual.

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: [Signature]

Management and Operations Profile – Page 4
SECTION A. APPLICANT INFORMATION

1. Middlesex Integrative Medicine, Inc.
   Legal name of Applicant Corporation

2. Nancy J. Koury
   Name of Applicant Corporation's Chief Executive Officer

3. 155 Federal Street, Suite 402, Boston, MA 02110
   Mailing address of Applicant Corporation (Street, City/Town, Zip Code)

4. Nancy J. Koury
   Applicant Corporation's point of contact (name of person Department should contact regarding this application)

5. (617) 904-9424
   Point of contact's telephone number

6. nancy@mimrmd.com
   Point of contact's e-mail address

7. Number of applications: How many Management and Operations Profiles does the applicant intend to submit?
   2

SECTION B. INCORPORATION

8. Attach a copy of the applicant's Articles of Organization, documenting that the applicant is an entity incorporated in Massachusetts.

9. Attach a copy of the applicant's Certificate of Good Standing from the Massachusetts Secretary of the Commonwealth. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the Management and Operations Profile is received by the Department.

10. Attach a copy of the applicant's bylaws (if a non-profit or domestic business corporation) or operating agreement (if a limited liability company).

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: [Signature]
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.

Middlesex Integrative Medicine, Inc. ("MIM") has not entered into any management contracts with third-parties. MIM understands that if it does intend to enter into a management agreement with any management company that it will provide a copy of such contract to the Department of Public Health ("DPH") as well as an independent legal opinion that such contract is in compliance with the non-profit requirements of 105 CMR 725.100(A)(1) and the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance.

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.

None

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: ____________________________
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.

Three (3) directors, Nancy J. Koury, Gregory DeConciliis and Daniel T. Marzilli, will be employed by MIM. Ms. Koury is the President/Executive Director of MIM, Mr. DeConciliis is the Chief Operating Officer and Mr. Marzilli is Director of Security. It is typical for businesses of all types to have C-Level employees serve as directors. The terms of such employment will be subject to MIM's Conflict of Interest Policy which is a part of its By-Laws.

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.

Nancy J. Koury is a member of the Board of Directors of MIM and is a manager and member of MIM Management, LLC. Gregory DeConciliis is a member of the Board of Directors and is a member of MIM Management, LLC. MIM does not have a management contract with MIM Management, LLC. The terms of any contract between MIM and MIM Management LLC will be subject to MIM's Conflict of Interest Policy which is a part of its By-Laws.

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: [Signature]
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.

MIM does not anticipate entering into any contract in which payment is based upon a percentage or portion of its revenue.

ATTESTATION

The applicant agrees and attests that it will operate in compliance with the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

Signature of Authorized Signatory

Date Signed

Nancy J. Koury
Print Name of Authorized Signatory

President/Executive Director
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: [Initials]
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.

**Nancy Koury**, President/Executive Director: Nancy has over 20 years of successful for profit business experience. She is the executive director (ED) of a newly formed Boston law firm since 2014. Her prior experience was as the ED of a 22 attorney business law firm where she was employed for over 16 years. Her responsibilities include financial matters, drafting and implementing procedures and policies, and security requirements such as privacy, electronic billing, and managing client funds in accordance with the MA IOLTA Committee rules. Nancy's experience includes managing human resources and employee benefits including compliance with qualified plans as well as matters such as hiring and terminations.

Nancy established programs for disaster recovery and IT systems and data compliance with state regulations and clients' technology and security requirements. She also oversees facility management including architectural, engineering and construction matters.

Nancy has also served as a trustee of several condominium trusts. Her responsibilities included overseeing programs such as capital repairs, annual budgets for 69 unit owner beneficiaries, and previously for a trust of 25 unit owner beneficiaries. She has been elected to Chairman, and previously, President of these organizations.

**Edward J. Bartlett, Jr.**, Chief Financial Officer: In his profession as a tax attorney and former CPA, for almost 30 years Ed has counseled many non-profit entities, all of whom qualify as tax-exempt organizations under the Internal Revenue Code.

Ed's experiences include assistance with establishing non-profit entities, drafting governance documents, and advising on tax related matters. Ed has also counseled these entities on appropriate disposition of assets, in accordance with Federal tax law and Massachusetts law, upon winding up of operations.

Prior to the issuance of the final regulations governing RMDs, Ed provided comments to the DPH regarding the legal and tax issues facing RMDs.

Ed also served as a legal advisor for two years to a non-profit youth sport program in his community.

**Greg DeConciliis**, Chief Operating Officer: While Greg does not have prior experience running a non-profit organization or non-profit business, he has substantial experience, more than 13 years, managing two healthcare organizations, both of which are ambulatory surgery centers (ASC’s). Under Greg's guidance, both ASC’s continue to run cash-flow positive, and both boast extremely high patient satisfaction scores. Greg's experience with starting up a large-scale ASC in Boston Out-Patient Surgical Suites provide him with the necessary skills to start up another facility in the form of an RMD. All phases of the ASC start-up, from clinical to business operations, are under his supervision. The operation of an RMD will involve many operations similar to those incurred in his ASC experience.

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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.

Greg DeConciliis, Chief Operating Officer: Greg is a certified physician assistant who has worked in orthopedics for the past 17 years. The majority of Greg’s experience in the hospital setting involves direct patient contact, including medical and surgical management of acute and chronic musculoskeletal problems. In 2004, Greg was tasked with opening, Boston Outpatient Surgical Suites (BOSS). BOSS is a 25 practitioner multi-specialty orthopedic and pain management ambulatory surgery center (ASC). Greg is the Administrator, overseeing clinical and business functions. Greg oversees committees including compliance, risk management, safety, quality and executive management. BOSS performs over 5,000 surgical procedures annually, and has served over 60,000 patients.

Over the past 14 years, Greg’s commitment to compliance, safety and corrective action, an integral part to BOSS’s survey success, resulted in BOSS passing multiple Medicare, Accreditation Association of Ambulatory Health Care (AAAHC), and DPH surveys without any deficiencies.

As the Administrator of the Eastern Massachusetts Surgical Center (EMSC), a multi-specialty ASC located in Norwood, MA, Greg has functioned in a similar capacity for the past 3 years. Under Greg’s oversight, EMSC also received success with compliance and safety through Medicare, DPH and AAAHC surveys.

In addition, Greg continues to practice as a physician assistant, providing assistance during complex surgical procedures.

As the President of the Massachusetts Association of Ambulatory Surgery Centers (MAASC), Greg advocates for outpatient surgical facilities. Greg has been a member of the board of the Center for Health Information Analysis (CHIA) since 2012. This state committee focuses on health care costs and transparency and quality of the health care in Massachusetts. Greg worked with multiple insurers as the direct contact for ASC’s, with the goal to reduce cost and increase quality of ambulatory care treatment. Greg has spoken on Beacon Hill multiple times in an attempt to increase health care access for Medicaid patients. Greg has spoken with members of Congress in Washington D.C. about pertinent legislative issues for ASC’s. Greg serves as Extended Faculty for the Health Research & Educational Trust (HRET), working on the Agency for Healthcare Research and Quality’s (AHRQ) Safety Program for Ambulatory Surgery, to increase clinical and safety cultures in this setting.

Greg experience providing and overseeing patient care gives him a unique perspective, merging medical knowledge and education with the experience of running a successful healthcare organization. It affords him insight into what it takes to provide a successful patient experience, and will contribute to MIM’s ability to provide an efficient, cost-effective and safe environment for approved patients.

Nancy Koury, President/Executive Director: No experience

Edward J. Bartlett, Jr., Chief Financial Officer: No experience

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19. 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 providing services for marijuana for medical purposes.

Chief Executive Officer: Nancy Koury: No experience.

Chief Operations Officer: Greg DeConciliis: No experience.

Chief Financial Officer: Edward J. Bartlett, Jr. is a tax attorney with more than 30 years of experience. Ed first became involved with the medical marijuana industry when he reviewed and commented on the draft regulations promulgated by the DPH in March 2013. Ed’s business and legal experience made him uniquely qualified to provide commentary to the DPH on the draft regulations, which he did in April 2013. Several of Ed’s comments were incorporated into the final regulations.
20. Describe the experience, and length of experience, of the applicant'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.

Cultivation: Joel Pepin and Ryan Roy will direct MIM's cultivation operations. In 2012, Mr. Pepin's company, JNP Services, LLC, became the first in Gorham, Maine, to receive an Occupancy Certificate for medical marijuana caregiving business. In 2010, Mr. Roy became one of the first registered MMJ caregivers in Maine and has successfully produced cannabis flower, extractions, MIPS, and topical lotions for qualifying patients.

In 2013, JAR Consulting was formed by Joel and Roy. JAR began constructing grow rooms to rent on a turn-key basis to other licensed growers. JAR rents these grow rooms and provides consulting and procedures for successful cultivation practices to tenants.

Security: Daniel T. Marzilli, the Director of Security for MIM, is responsible for the RMD security plan and security operations while providing services for marijuana for medical purposes. Mr. Marzilli does not have experience with providing security operations services for marijuana for medical purposes. However, Mr. Marzilli has 36 years of law enforcement background, beginning in 1979 after his graduation from the Boston Police Academy. Mr. Marzilli was employed as a police officer with the City of Newton for 2 years before transitioning to the Massachusetts probation department, eventually becoming the Chief Probation Officer for Framingham District Court in the Commonwealth of MA in 2005. Mr. Marzilli's responsibilities, in addition to supervising a staff of 15 individuals within his department, were centered on implementation and enforcement of MA laws that may affect the courts, their personnel and the people of the Commonwealth of Massachusetts who are served.

MIM anticipates it will engage several security firms, depending on location of MIM's facilities, to execute its security plan and security operation. Prior to implementation, all security plans will be reviewed with local law enforcement agencies. The security firms will report to Mr. Marzilli. Mr. Marzilli will be responsible for engaging an experienced consultant that can assure that MIM's security plan and security operations with providing services for marijuana for medical purposes comply with regulations.
21. Provide a summary of the applicant’s operating procedures for the cultivation of marijuana for medical use.

MIM’s Chief Operating Officer will be responsible cultivation and compliance with regulations. In order to comply with 105 CMR 725.105(B)(1)(d), all cultivation will be consistent with U.S. Department of Agriculture organic requirements at 7 CFR Part 205. MIM’s directors of cultivation will design, build and operate the cultivation facility. MIM’s cultivation management staff will ensure the production of a consistent pharmaceutical grade medical marijuana while adhering to 105 CMR 725.105 and all other applicable state and local regulations.

An array of strains will be selected to begin cultivation in an effort to provide appropriate types of cannabis in order to address various medical conditions and symptoms, anticipate patient needs and follow industry best practices. Once a cultivation schedule is established, cultivation staff will plan and maintain the appropriate quantity of plants.

Separate growing rooms will be utilized for each stage of plant growth (i.e. marijuana plant-clones in various phases of development such as propagation, vegetation, and flowering). Each room will be designated, locked, limited access areas with CCTV video monitoring and environmental monitoring equipment to control temperature, humidity, CO2, lighting, and airflow and other variables set for ideal conditions. Plants will be fed organic nutrients utilizing an automatic drip irrigation system, with programmable timers. MIM will use organic pesticides. Grow media will meet U.S. Agency for Toxic Substances and Disease Registry Guidelines for residential soil and media is tested for contaminants prior to use in cultivation.

MIM’s cultivation facility will have separate rooms for each plant growth cycle. New plants, initially from seed (then once initial crops are developed, cloned from cuttings) are kept in a clone room under fluorescent lights for the first 4 weeks, followed by the next 3 weeks in a vegetation room under high intensity lights; and finally, followed by 8 weeks in a flowering room under high intensity lights. All plants will be tagged and tracked using a RFID system.

The cultivation team will be trained to monitor plants for specimens to be used for future cloning, and identify and properly dispose of all male plants. Mother rooms produce cuttings for new clones and are kept separate.

MIM will require cultivation staff to utilize company provided uniforms, i.e. clean “scrubs” to ensure clothing is free of external contaminants. Staff will also be provided clean, protective footwear, kept on site, before entering production rooms.

The facility will be airtight with the exception of HVAC, equipped with HEPA filters to eliminate outside contamination as well as appropriate filtration to reduce any potential odors.

Medical marijuana will be trimmed, dried, and cured in separate rooms by trained dispensary agents and laboratory tested in accordance with 105 CMR 725.105(C).
22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the applicant intends to produce, if any.

MIM intends to produce Marijuana Infused Products ("MIPs"), including extractions, ointments, tinctures and edible products using best practices to achieve reliable, consistent dosing for all of its MIPs. All MIPS will be prepackaged at its cultivation facility and sold in child proof packaging.

MIPS will be available in measured and consistent dosages clearly indicated on all packaging.

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

MIM's cultivation facility will contain a commercial grade kitchen and lab for the production of MIPs. All operations of the kitchen and lab will be compliance with 105 CMR 590.000.

Extractions will be sold in .25, .5, and 1 gram prepackaged, child proof packaging. MIM's extraction methods will comply with 105 CMR 725.105(C )4).

The method used to produce basic medical cannabis extraction is carbon dioxide (CO2) extraction or Supercritical Fluid Extraction (SFE). CO2 or SFE is known for being an effective way to extract beneficial essences from plant matter. SFE uses high pressure to force CO2 through plant matter. This separates the matter allowing the isolation of the essence of the medical cannabis and results in a pure, transparent, amber colored oil.

MIM's staff will be trained in techniques to infuse products, such as baked goods and candies, to ensure high quality and consistent dosage. MIPs will be packaged in child-proof containers and appropriately labeled to indicate dosage and other ingredients of MIPs.
29. Provide a summary of the applicant’s operating procedures for quality control and testing of product for potential contaminants.

MIM will take steps in its cultivation process to ensure that mold, rot or contaminants are not present. These procedures include the use of soils for planting meeting the U.S. Agency for Toxic Substances and Registry guidelines. MIM’s cultivation employees will adhere to appropriate gowning procedures during each work shift, and wear protective clothing suitable for the required cleanliness level in the controlled environments. MIM has engaged Gates Healthcare Associates, Inc. to evaluate procedures, monitor and train its employees on the proper handling of product. MIM anticipates contracting with ProVerde Laboratories (PVL) to obtain analytical testing to satisfy all DPH requirements on behalf of MIM. Marijuana will be tested for the cannabinoid profile and for contaminants, as specified by the DPH and at a frequency as required by DPH, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of non-organic pesticides. Per MIM Standard Operation Procedure, if contamination is indicated, measures will be taken immediately to ensure destruction of the contaminated product and an assessment of the source of contamination will be conducted. This policy will also be available to registered qualifying patients and personal caregivers of the MIM RMD.

Transportation to and from PVL will comply with regulatory requirements (105 CMR 725.110(E). All test results will be maintained by PVL.
30. Provide a summary of the applicant’s operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

MIM will maintain confidential patient information in accordance with 105 CMR 725.200(D). Information regarding registered qualifying patients and personal caregivers is confidential and will not be disclosed without the written consent of the patient or caregiver, or as required under law or pursuant to an order from a court of competent jurisdiction. MIM will provide DPH with access to patient information to carry out its official duties.

All patient recordkeeping will be HIPAA compliant. All patient activity required by 105 CMR 725.000 will be tracked. As part of the development by Productivity by RFID, LLC for the use of RFID for all of MIM’s operations, paper records will be tracked using RFID. Any paper records not required to be maintained will be securely disposed of in accordance with Massachusetts privacy laws. MIM’s employees will access patient data using an assigned password. All access to patient records will be recorded electronically.

Dispensary agents will receive training on HIPAA privacy laws and patient respect and confidentiality. Patient records maintained in electronic format on the RMD’s secure server, with a cloud-based backup. Paper copies of the patient records with original signatures will be kept at a secured locked area at each RMD. Access to such area will be limited to the General Manager and other officers of MIM. Records will be maintained for a minimum of 20 years or in accordance with Massachusetts Medical Record Retention Laws.

31. Provide a summary of the applicant’s personnel policies.

Employees will be provided with an employee handbook and job description outlining their responsibilities, authority and supervision. MIM employees will receive a compensation and benefit package to include: competitive wages; medical and dental insurance; workman’s compensation; disability and life insurance; holiday pay; paid-time off including compliance the Massachusetts Earned Sick Time regulation; parental leave; and a retirement plan. MIM’s employment practices will comply with all applicable local, state and federal laws, including payment of overtime compensation for non-exempt employees.

Employees will receive an initial 90 day, followed by continuing semi-annual performance reviews. MIM is committed to employee continuing education and professional development. Opportunities for advancement within the organization will be considered at all reviews.

MIM’s personnel policies will address areas of Equal Employment Opportunity, immigration laws, including completion of an I-9 form, non-discrimination and sexual harassment, workplace violence, smoking, code of conduct, and substance abuse.

Employees will have 2 performance reviews per year. One of which will be a merit review. A comprehensive review template will be used to quantify the review process. The review process will be used in part in determining the opportunity of advancement.
33. Provide a summary of the applicant's operating procedures for record keeping.

MIM's will use an integrated electronic record keeping system using RFID technology that will work in conjunction with point of sale software such as Leaf Logic in order to create and retain records required by 105 CMR 725.105(1). Such records will be available for inspection by the DPH, upon request. MIM's operating procedures for record keeping will include detailed records for the following: operating procedures, inventory records, seed-to-sale tracking, personnel, business and waste disposal records in order to comply with the regulations. Management will limit access to records by MIM's employees and will determine access by the staff member's role and responsibilities.

All paper records required to be maintained will also be scanned and saved in electronic format. Any records eligible for destruction will be disposed, depending on the record, in a secure manner in accordance with HIPAA, Massachusetts Medical Records Retention Laws and privacy laws.

All emails will be maintained on a secure servers. No email can be deleted from the RMD's servers until after it is backed up.

Should MIM cease business operations, all records will be kept for 2 years at the expense of MIM in the format and location acceptable to DPH.
34. Provide a summary of the applicant's plans for providing patient education.

MIM will educate patients regarding the risks, benefits, and administration of medical marijuana. MIM's programs will involve multi-lingual brochures and on-site education by MIM employees. MIM will inform patients on the potential side effects of marijuana, possible addiction, safe use of marijuana and proper use of a vaporizer. Secure marijuana storage and prevention of diversion will be emphasized in the literature.

Employees will be trained continuously in the safe distribution of medical marijuana and patient education. New patients will be directed to educational material and programs. MIM will also inform patients of potential risks of medical marijuana, including warnings against driving while using marijuana and that medical marijuana has not received FDA approval.

Contact information for the Massachusetts Substance Abuse Hotline will be displayed at the RMD. Substance abuse information from local resources that operate within the communities that we serve will also be displayed.

MIM will also seek to learn from its patients. Initially, MIM intends to confidentially poll patients on changes in physical and mental well-being, use of prescription pain medication and initiation of medical marijuana in patients with chronic pain.
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.

MIM has adopted a program ("MIM Assist") to provide medical marijuana at a reduced cost or free to qualified patients with documented verified financial hardship, as defined in 105 CMR 725.004. Discounts may also be offered to patients who may not have a verified financial hardship but who are affected by other financial constraints. MIM will provide information about MIM Assist to patients on their first visit. Signs will also be posted at the RMD informing patients about MIM Assist.

To apply, the patient must complete MIM’s application including all supporting documents, including tax returns and proof of eligibility for Massachusetts Health, and/or Supplemental Security Income and return it within 30 days of the application date. Patients must re-apply annually. Discounts for the purchase of medical marijuana and vaporizers will be offered on a sliding scale based upon the patient’s qualifications.

To prevent abuse and diversion, quantities that each patient qualified to purchase medical marijuana at a discount may be limited.

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

Training will include in-house training, written instruction, coaching, and external training and courses. MIM will conduct orientation for all new employees. Orientation will encompass training videos, written material, and class room participation. After the orientation, each new employee will work with a trainer in the operation the employee will work in.

Dispensary employees will spend several shifts with a trainer. During that time, the employee will spend at least one shift at every position in the RMD, including reception, packaging, cash handling, receiving, security, patient contact and confidentiality, product knowledge, diversion prevention, inventory control and home delivery. The employee and trainer will meet to review each shift. The employee will take a written quiz on what was covered during the shift. At the end of training, the employee will be observed by the COO.

For cultivation employees, the trainer will use a cultivation workbook that is divided into sections for each facet of cultivation to ensure best practices are being followed. Training will focus on cleanliness, strain knowledge, chemistry and botany, safety and security procedures. Cultivation employees will also be tested on their knowledge during training. At the end of the training shifts, the cultivation employee will meet with the COO for final approval.

Ongoing training for all employees will exceed 8 hours per year.
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.

MIM has already obtained Commercial General Liability: $1M/occurrence; $2M in aggregate, annually; with a deductible limit for such policy no higher than $5,000 per occurrence. MIM has allows obtain a $5M umbrella liability policy. MIM intends to obtain product liability insurance, workers compensation insurance, builders risk; business interruption; and directors & officers insurance.

In the event that MIM cannot obtain all of the required insurance coverages, it will establish an escrow of at least $250,000 to be held and maintained in accordance with 105 CMR 725.105(Q).

MIM will provide evidence of compliance with 105 CMR 725.105(Q) as required by the DPH pursuant to 105 CME 725.105(M).
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 or Executive Director and President or Chair of the Board of Directors, or their equivalent.

Attach additional tables if needed.

<table>
<thead>
<tr>
<th>Individual Name</th>
<th>Amount of Initial Capital Committed</th>
<th>% of Initial Capital Committed</th>
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<tr>
<th>Entity Name</th>
<th>Leadership Names</th>
<th>Amount of Initial Capital Committed</th>
<th>% of Initial Capital Committed</th>
</tr>
</thead>
<tbody>
<tr>
<td>MIM Management, LLC</td>
<td>Nancy J. Koury, Manager</td>
<td>$511,767.44</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>Entity CEO or ED</td>
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<td>Entity Pres or Chair</td>
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<td></td>
<td>Entity Pres or Chair</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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: [Signature]

Management and Operations Profile  Page 24
SECTION G. CHARACTER AND COMPETENCY FORMS

41. Attach a completed and signed Character and Competency Form (use templates provided) for each required actor (as outlined in the Character and Competency Forms). Please note that there is a "Form for an Individual" and a "Form for an Entity."
Signed under the pains and penalties of perjury, I, the authorized signatory of the applicant, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.

Signature of Authorized Signatory

Date Signed

08/28/2018

Nancy J. Koury
Print Name of Authorized Signatory

President/Executive Director
Title of Authorized Signatory

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.

Signature of Authorized Signatory

Date Signed

08/28/2018

Nancy J. Koury
Print Name of Authorized Signatory

President/Executive Director
Title of Authorized Signatory
I, the authorized signatory for the applicant, hereby attest that if the applicant is allowed to proceed to submit a Siting Profile, the applicant is prepared to comply with all Siting Profile requirements.

Signature of Authorized Signatory

Date Signed

Nancy J. Koury
Print Name of Authorized Signatory

President/Executive Director
Title of Authorized Signatory
The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

ARTICLE I
The exact name of the corporation is:
Middlesex Integrative Medicine, Inc.

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

To provide integrative health services and to do any and all acts and things permitted to be done by corporations organized under the provisions of Chapter 180, as amended, of the General Laws of Massachusetts.
ARTICLE III
A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

As set forth in the by-laws of the Corporation.

ARTICLE IV
Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See attached continuation sheet.

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

"If there are no provisions, state "None".
Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment."
Middlesex Integrative Medicine, Inc.

Articles of Organization

Continuation Sheet ARTICLE IV

Section 4.1 The Corporation shall have, and may exercise in furtherance of its corporate purposes, (a) all of the powers specified in Section 6 of Chapter 180 and Sections 9, 9A and 9B of Chapter 156B of the Massachusetts General Laws, as amended, except those powers referred to in paragraph (m) of Section 9 which do not apply to not-for-profit corporations, and (b) all other lawful powers necessary or convenient to effect any or all of the purposes for which the Corporation was formed; provided always that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other Chapter of the Massachusetts General Laws.

Section 4.2 The Corporation eliminates the personal liability of each officer or director of the Corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal. 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 4.3 Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the officers or directors of the Corporation as an employee or agent of the Corporation (including the heirs, personal representative or estate of such person), shall be indemnified by the Corporation against all charges which may be reasonably incurred or paid by him/her in connection with any claim, actual or threatened action, suit or proceeding - civil, criminal or other, including appeals - (a) in which he/she may be involved by reason of his/her being or having been such director or officer, or (b) made or brought against him/her by reason of any act or omission, or alleged act or omission, brought against him/her by
reason of any act or omission, or alleged act or omission, within the scope of his/her authority in any or each such capacity, and also against all charges which may be reasonably incurred or paid by him/her (other than to the Corporation for its account) in reasonable settlement of any such claim, action, suit or proceeding.

The determination whether a settlement is or was reasonable shall be made by a majority of a quorum of the director composed of those directors who are not involved in the claim, action, suit or proceeding. If there be no such quorum, then by one or more disinterested persons to whom the question shall be referred by the directors.

Such indemnification may include advance payment by the Corporation of expenses, including, but not limited to, attorneys' fees incurred in defending a civil or criminal action or other proceeding upon receipt of any undertaking by the person indemnified to repay such payment in advance if he/she shall be adjudicated to be not entitled to indemnification.

(a) The directors may, by general vote or by a vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the Corporation' employees and agents, other than those officers, directors, and persons referred to above, to whatever extent they may determine, which may be in the same manner and to the same extent provided above.

(b) As used in this Article, the term "charges" includes all liabilities and expenses, and without limitation, judgment awards, settlement awards, awards by other tribunals or bodies, attorneys' fees, costs, fines and penalties.

(c) Indemnification under this Article shall not be made, and no person shall be entitled to indemnification in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it is fully adjudged - nor shall any settlement be determined reasonable if it found - that such director, officer, person, employee, or agent has not acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation. Neither a judgment or conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such director, officer, employee, or agent was not acting in good faith, if he/she acted for a purpose which is reasonably believed to be in the best interest of the Corporation, and did not have reasonable cause to believe that his/her conduct was unlawful.

(d) The directors may, by general vote or vote pertaining to a specific present or former director, officer, employee, agent or class thereof, authorize the purchase and maintenance of insurance on behalf of the designated director, officer, employee or agent or class thereof, in such amounts and on such terms as the directors deems advisable, against any liability incurred by any person by reason of his/her services or having served in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such liability pursuant to this Article.
The Commonwealth of Massachusetts

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

Attachment Sheet

(e) The rights of indemnification and/or insurance herein provided shall be severable, shall not be exclusive of other rights to which any director, officer, employee, or agent may now or hereinafter be entitled, shall continue as to a person who has ceased to be such director, officer, employee, or agent and shall inure to the benefit of the heirs, and personal representative of such person.

(f) No amendment or repeal of this provision shall adversely affect any right or protection existing hereunder occurring prior to such amendment or repeal.

Section 4.4 No person shall be disqualified from holding office by reason of any interest. In the absence of fraud, any director, officer, or member of the Corporation, individually, or any individual having any interest in any concern in which any such directors, officer, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of the Corporation, and (a) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact; (b) no such director, officer, member, or individual shall be liable to account to the Corporation for any profit or benefit realized through any such contract, transaction, or act; and (c) any such director of the Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same. The term “interest” include personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary of any concern. The term “concern” includes any corporation, association, trust, partnership, limited liability company, person, or other entity other than this Corporation.

Section 4.5 The Corporation shall have the following powers in furtherance of its corporate purposes:

(a) The Corporation may sue and be sued.

(b) The Corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(c) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in all, or any of its property, or any interest therein, wherever situated.

(d) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
Attachment Sheet

(e) The Corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(f) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) The Corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

(h) The Corporation may be an incorporator of other corporations of any type or kind.

(i) The Corporation may be a partner in any enterprise which it would have power to conduct by itself.

(j) The Corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes.

Section 4.6 The board of directors may make, amend or repeal the bylaws of the Corporation in whole or in part.

Section 4.7 The Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of The Commonwealth of Massachusetts pursuant to Section 11 of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the Corporation then in office. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as determined by a majority of the total number of the directors of the Corporation may by vote designate and in such manner as may be determined in such vote, in accordance with applicable law.
ARTICLE VI
The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

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

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:
   155 Federal Street, 9th Floor, Boston, Massachusetts 02110

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

<table>
<thead>
<tr>
<th>NAME</th>
<th>RESIDENTIAL ADDRESS</th>
<th>POST OFFICE ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Nancy J. Koury, 210 Broadway, Unit A401,</td>
<td>155 Federal Street, 9th Floor, Boston, MA</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Frances A. Helms, 257 River Street, West</td>
<td>155 Federal Street, 9th Floor, Boston, MA</td>
</tr>
<tr>
<td>Clerk</td>
<td>Dorothy Kryskiak, 49 Druid Hill Road,</td>
<td>155 Federal Street, 9th Floor, Boston, MA</td>
</tr>
<tr>
<td>Directors</td>
<td>See attached.</td>
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<tr>
<td>(or officers</td>
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<td>having the</td>
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<td>powers of</td>
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<tr>
<td>directors)</td>
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</tr>
</tbody>
</table>

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

d. The name and business address of the resident agent, if any, of the corporation is:
   Nancy J. Koury, 155 Federal Street, 9th Floor, Boston, Massachusetts 02110

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

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

Nancy J. Koury, 155 Federal Street, 9th Floor, Boston, MA 02110

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

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Residential Address</th>
<th>Post Office Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nancy J. Koury</td>
<td>210 Broadway, Unit A401, Everett, MA 02149</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
<tr>
<td>Frances A. Helms</td>
<td>257 River Street, West Newton, MA 02465</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
<tr>
<td>Dorothy Krysiuk</td>
<td>48 Druid Hill Road, Newton, MA 02451</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
<tr>
<td>Philip E. Lynch</td>
<td>503 Whiting Street, Hanover, MA 02339</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
<tr>
<td>Caroline Ramos</td>
<td>337 Brook Village Road, Apt. 1, Nashua, NH 03062</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
<tr>
<td>Frank M. Vana, Jr.</td>
<td>655 South Bradford Street, North Andover, MA 01845</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
<tr>
<td>Daniel Marzilli</td>
<td>38 Farquhar Road, Newton, MA 02460</td>
<td>155 Federal Street, 9th Floor, Boston, MA 02110</td>
</tr>
</tbody>
</table>
CONSENT TO USE OF NAME

Dated as of August 16, 2013

I, Shane Ward, hereby certify that I am a duly authorized Manager of Middlesex Integrative Medicine, LLC, a Massachusetts limited liability company (the “Company”), and that, as such, I am authorized to execute and deliver this Consent to Middlesex Integrative Medicine, Inc. in order to allow the formation of a Massachusetts corporation using the name Middlesex Integrative Medicine, Inc.

The Company hereby consents to the use by Middlesex Integrative Medicine, Inc. of all or any portion of the name, “Middlesex Integrative Medicine” for any and all purposes relating to its business, or for any other legal purpose.

IN WITNESS WHEREOF, I have duly executed this Consent on behalf of the Company as of the date above first written.

Middlesex Integrative Medicine, LLC

By: Shane Ward, Manager
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of $35 having been paid, said articles are deemed to have been filed with me this 16 day of August, 20 13.

Effective date:

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Nancy J. Koury
155 Federal Street, 9th Floor
Boston, MA 02110

Telephone: (617) 422-0200
Email: nkoury@live.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.
The Commonwealth of Massachusetts  
William Francis Galvin  
Secretary of the Commonwealth, Corporations Division  
One Ashburton Place, 17th floor  
Boston, MA 02108-1512  
Telephone: (617) 727-9640

Certificate of Change of Directors or Officers of Non-Profit Corporations  
(General Laws, Chapter 180, Section 6D)

Identification Number: 463441347

I, CATHERINE E. ZADINA, Clerk, of MIDDLESEX INTEGRATIVE MEDICINE, INC., having a principal office at: 155 FEDERAL STREET, SUITE 402 BOSTON, MA 02110 USA, certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: (Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)

<table>
<thead>
<tr>
<th>Title</th>
<th>Individual Name</th>
<th>Address</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>NANCY J. KOURY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TREASURER</td>
<td>EDWARD J. BARTLETT JR.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CLERK</td>
<td>CATHERINE E. ZADINA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>NANCY J. KOURY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>DANIEL MARZILLI</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>GREGORY P. DECONCILIS</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SIGNED UNDER THE PENALTIES OF PERJURY, this 21 Day of August, 2018, CATHERINE E. ZADINA, Signature of Applicant.

© 2001 - 2018 Commonwealth of Massachusetts  
All Rights Reserved
To Whom It May Concern:

I hereby certify that according to the records of this office,

**MIDDLESEX INTEGRATIVE MEDICINE, INC.**

is a domestic corporation organized on **August 15, 2013**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

**William Francis Galvin**

Secretary of the Commonwealth

Certificate Number: 18060319460
Verify this Certificate at: http://corp.aec.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by:
AMENDED BYLAWS
of
MIDDLESEX INTEGRATIVE MEDICINE, INC.
dated as of November 6, 2015

ARTICLE I. THE CORPORATION

1.1 Name and Purposes. Middlesex Integrative Medicine, Inc. is a not-for-profit corporation organized pursuant to Chapter 180 of the Massachusetts General Laws (the “Corporation”). The purposes of the Corporation shall be as set forth in Article II of its Articles of Organization.

1.2 Location. The principal office of the Corporation shall be located in the Commonwealth of Massachusetts, provided that the Corporation may establish and maintain offices in such other locations as may be fixed by the Board.

1.3 Seal. The Board may adopt and alter the seal of the Corporation which shall bear the name of the Corporation, the word “Massachusetts”, the year of its incorporation, and such other inscriptions and designs as the Board may determine.

1.4 Fiscal Year. The fiscal year of the Corporation shall be November 1 to October 31 of each calendar year, unless determined otherwise by the Board and filed with the Secretary of the Commonwealth.

ARTICLE II. BOARD OF DIRECTORS

2.1 Establishment. The Corporation shall consist of a Board of Directors which shall constitute the membership body. The Corporation shall not have any members other than the members of the Board (the “Directors”). The Board shall consist of such number (not less than one) and possess such qualifications as may be fixed by the Directors, or, in the case of the initial Board, by the incorporator.

2.2 Election of Directors. Except as otherwise provided by law or by vote of the Board, each Director shall be selected by the Manager of MIM Management, LLC, a Massachusetts limited liability company, and each Director will hold office for an initial term of up to one year ending at the annual meeting, and thereafter for such term as the Board shall determine for Board members generally. Board members shall be eligible for reappointment to successive terms.

2.3 Qualifications of Directors. Each Director must be qualified and register as a Dispensary Agent in accordance with 105 CMR 725.030. Any person serving or nominated to serve as a Director who does not or no longer qualifies as a Dispensary Agent may not serve or continue to serve as a Director.

2.4 Powers of the Board. The Board shall manage and control the affairs and property
of the Corporation, and may exercise on behalf of the Corporation all lawful powers of the Corporation under Massachusetts law. The Board shall choose and appoint all the agents and Officers of the Corporation and fill all vacancies, including any vacancy in its own number (whether such vacancies are created by resignation, death, removal or creation of additional office or agency). The Board may from time to time, to the extent permitted by law, delegate any of its powers to committees, Officers, board of advisors, attorneys or agents of the Corporation, subject to such limitations as the Board may impose.

In addition to and without limiting the foregoing powers, the Directors shall have and may exercise all powers, rights and privileges afforded to members of a Corporation organized under M.G.L. Chapter 180, as amended, including without limitation the power to adopt Bylaws providing for the indemnification of trustees, Officers, employees and other agents of the Corporation or of persons who serve other organizations in such capacities at the request of the Corporation, and the power to amend the Articles of Organization of the Corporation. Any action or vote required or permitted to be taken by members of the Corporation under M.G.L. Chapter 180 shall be taken by action or vote of the same percentage of the Directors of the Corporation.

2.5 Executive Director. The Board of Directors, at its discretion, will be empowered to appoint an Executive Director, who, subject to the direction and supervision of the Board, will represent this Corporation and be charged with executing corporate policies and mandates, and transacting the day-to-day corporate business (unless otherwise conducted by this Corporation’s President or another officer so designated by the Board). The Executive Director will have such powers, duties and responsibilities as the Board may from time to time designate, and will perform the duties of that office in accordance with the authorization so voted by a quorum of the members of the Board of Directors.

2.6 Compensation. Directors shall not receive any compensation for their services as such; provided that serving as a Director shall not prevent anyone from serving the Corporation in any other capacity for compensation. The Board of Directors may, by resolution, reimburse the actual expenses of each Director in attending a regular or special meeting of the Board of Directors.

ARTICLE III. MEETINGS OF THE BOARD

3.1 Place. Meetings of the Board shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.

3.2 Annual Meeting. The annual meeting of the Board shall be held between January 1 and May 31 of each year. Regular meetings may be held in such places and at such times as the Directors may fix by vote.

3.3 Special Meetings. Special meetings of the Board may be called by the President or a majority of the Directors or by any two or more members of the Board entitled to vote thereat or by the Manager of MIM Management, LLC.
3.4 **Notice.** Notice of the time and place of each meeting of the Directors shall be given to each Director (i) by mail at least three (3) days prior to the meeting, (ii) by overnight delivery at least 48 hours before the meeting, or (iii) by facsimile transmission, by telephone, electronic mail or in person at least twenty-four (24) hours before the meeting, each addressed or made to the Directors usual or last known address, or telefax/telephone number, as the case may be. Whenever notice of a meeting is required, such notice need not be given (a) to any Director if a written waiver of notice, executed by such Director (or his/her attorney authorized to take such action) is received before said meeting, or (b) to any Director who attends the meeting without protesting prior thereto or at the commencement of such meeting the lack of notice to him/her. Neither a notice of meeting nor a waiver thereof need specify the purpose of the meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

3.5 **Quorum.** A majority of the Directors then in office shall constitute a quorum; a smaller number may adjourn finally or from time to time without further notice or until a quorum is secured. If a quorum is present, a majority of the Directors present may take any action on behalf of the Corporation except to the extent that a larger number is required by law or these Bylaws.

3.6 **Voting.** Those entitled to vote shall have one vote each. There shall be no proxies.

3.7 **Action by Consent.** Any action required or permitted to be taken at any meeting of the Directors or of any committee designated thereby may be taken without a meeting if all the Directors or committee members, as the case may be, consent to the action in writing and the written consents are filed with the records of the meetings of Directors or of the committee. Such consents shall be treated for all purposes as a vote at a meeting.

3.8 **Telephonic Meetings.** The Directors or the members of any committee designated thereby may participate in a meeting of the Board or of such committee by means of a conference telephone call or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**ARTICLE IV. COMMITTEES AND OTHER PERSONS**

4.1 **Establishment.** The Board may elect or appoint one or more committees consisting of Directors or other persons as the Directors shall determine, and the members of any committees shall have such tenure, authority and duties as the Directors shall determine. Notwithstanding any provision to the contrary herein, no committee shall have the power (i) to adopt, amend or repeal these Bylaws, (ii) to change the principal office of the Corporation, (iii) to change the number of Directors, elect or remove Directors, or fill vacancies in the Board.

4.2 **Conduct of Affairs.** Committees shall conduct their affairs in the same manner as provided in Article III hereof with respect to the Board.
4.3 **Advisory Board Members.** The Board may designate certain persons as advisors or friends of the Corporation or such other title as the Board deems appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, such honorary capacity shall not entitle such persons to the right of notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

**ARTICLE V. OFFICERS**

5.1 **Officers.** The Officers of the Corporation shall be a President, a Treasurer, a Clerk and such other officers as the Directors shall appoint (the "Officers"). Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process.

5.2 **Term.** Subject to other provision of these Bylaws, and unless otherwise voted by the entire Board, Officers shall hold office until the next annual meeting of the Board and until their respective successors are elected and qualified, and each Officer shall be eligible for reappointment to successive terms.

5.3 **Powers and Duties.**

(a) **President.** The President shall preside at all meetings of the Board of Directors at which he or she is present and shall have general supervision and control over the activities of the Corporation, except as otherwise provided by these Bylaws or by the Directors and shall also have such other powers and duties as may be designated from time to time by the Board and these Bylaws.

(b) **Treasurer.** The Treasurer, subject to the control and direction of the Directors, shall have such powers and duties as customarily belong to the office of Treasurer or as may be designated from time to time by the Board or by the President. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by a vote of the majority of the members of the Board, exclusive of any Director who is an officer or director of the depository so designated. All property of the Corporation in the custody of the Treasurer shall be subject at all times to the inspection and control of the Board. All checks drawn on bank accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board.

(c) **Clerk.** The Clerk shall record all proceedings of the Directors in a book or books to be kept therefore and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof.
Records kept by the Clerk shall be open for inspection by members of the Board or other persons permitted by the Board at reasonable hours with reasonable notice.

(d) **Other Officers and Agents.** The Board in its discretion may appoint one or more additional Officers or agents of the Corporation who shall have such powers as may be designated from time to time by the Board.

5.4 **Execution of Papers.** Except as otherwise established by the Board, 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 the Treasurer.

**ARTICLE VI. REMOVALS, RESIGNATIONS AND VACANCIES**

6.1 **Removals.** The Board at any time may remove from office, with or without cause, any Officer and any Director of the Corporation by an affirmative vote of a majority of the Directors then on the Board. Any Director who ceases to possess the requisite qualifications for office established by the Board or the incorporator, as the case may be, may be removed from office at the next regular or special meeting of the Board. A Director or Officer may be removed for cause only after reasonable notice and opportunity to be heard.

6.2 **Resignations.** Any Director or Officer may resign by filing with the Clerk or with the Board a written resignation which shall take effect on being so filed or at such other time as may be specified therein.

6.3 **Vacancies.** Any vacancy in the office of a Director shall be filled as provided in Section 2.2. Any vacancy in the office of an Officer shall be filled by the Board at any meeting of the Board.

**ARTICLE VII. DUTIES, EXCULPATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

7.1 **Duties of Directors and Officers.** Every Director and Officer of the Corporation shall exercise and discharge the powers and duties of his or her office in good faith and in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under M.G.L. Chapter 180 would use under similar circumstances. In performing his or her duties, a Director or Officer of the Corporation shall be entitled to rely on information, opinion, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence, or (iii) in the case of a Director, a duly constituted committee of the Board upon which he or she does not serve, as to matters within such committee's delegated authority, which committee
the Director reasonably believes to merit confidence; provided, however, a Director or Officer of the Corporation will not be considered to be acting in good faith if he or she has knowledge concerning a matter in question that would cause such reliance to be unwarranted.

7.2 Breach of Fiduciary Duty. No Director or Officer of the Corporation shall be personally liable to the Corporation for monetary damages for acts or omissions constituting a breach of fiduciary duty as a Director or Officer notwithstanding any provision of law imposing such liability, provided, however that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an Officer or Director: (i) for any breach of the officer’s or director’s duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

7.3 Corporate Debts. 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.

7.4 Indemnification. Each person who is or was or had agreed to become a Director or Officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Directors or Officer of the Corporation as an employee or agent of the Corporation (including the heirs, personal representative or estate of such person), shall be indemnified by the Corporation against all charges which may be reasonably incurred or paid by him or her in connection with any claim, actual or threatened action, suit or proceeding - civil, criminal or other, including appeals - (a) in which he or she may be involved by reason of his or her being or having been such director or officer, or (b) made or brought against him or her by reason of any act or omission, or alleged act or omission, within the scope of his or her authority in any or each such capacity, and also against all charges which may be reasonably incurred or paid by him or her (other than to the Corporation for its account) in reasonable settlement of any such claim, action, suit or proceeding.

The determination whether a settlement is or was reasonable shall be made by a majority of a quorum of the Director’s composed of those Directors who are not involved in the claim, action, suit or proceeding. If there be no such quorum, then by one or more disinterested persons to whom the question shall be referred by the Directors.

Such indemnification may include advance payment by the Corporation of expenses, including, but not limited to, attorneys’ fees incurred in defending a civil or criminal action or other proceeding upon receipt of any undertaking by the person indemnified to repay such payment in advance if he or she shall be adjudicated to be not entitled to
(a) The Directors may, by general vote or by a vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the Corporation's employees and agents, other than those Officers, Directors, and persons referred to above, to whatever extent they may determine, which may be in the same manner and to the same extent provided above.

(b) As used in this Article, the term "charges" includes all liabilities and expenses, and without limitation, judgment awards, settlement awards, awards by other tribunals or bodies, attorneys' fees, costs, fines and penalties.

(c) Indemnification under this Article shall not be made, and no person shall be entitled to indemnification in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it is fully adjudged - nor shall any settlement be determined reasonable if it found - that such director, officer, person, employee, or agent has not acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation. Neither a judgment or conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such director, officer, employee, or agent was not acting in good faith, if he or she acted for a purpose which is reasonably believed to be in the best interest of the Corporation, and did not have reasonable cause to believe that his or her conduct was unlawful.

(d) The Directors may, by general vote or vote pertaining to a specific present or former Director, Officer, employee, agent or class thereof, authorize the purchase and maintenance of insurance on behalf of the designated Director, Officer, employee or agent or class thereof, in such amounts and on such terms as the Directors deem advisable, against any liability incurred by any person by reason of his or her serving or having served in any such capacity; or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such liability pursuant to this Article.

(e) The rights of indemnification and/or insurance herein provided shall be severable, shall not be exclusive of other rights to which any Director, Officer, employee, or agent may now or hereinafter be entitled, shall continue as to a person who has ceased to be such Director, Officer, employee, or agent and shall inure to the benefit of the heirs, and personal representative of such person.

(f) No amendment or repeal of this provision shall adversely affect any right or protection existing hereunder occurring prior to such amendment or repeal.

ARTICLE VIII. AMENDMENT

These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Directors then on the Board, provided that each Director was sent
a notice of the meeting containing a statement of the proposed alteration or amendment.

ARTICLE IX. DISSOLUTION

The Corporation may be dissolved by a vote of the Directors as members of the Corporation in the manner provided by the Corporation’s Articles of Organization and M.G.L. Chapter 180. Upon dissolution of the Corporation, after payment of or provision for all of the Corporation’s liabilities, all of its remaining assets shall be distributed as determined by the Board of Directors.

ARTICLE X. CONFLICT OF INTEREST.

Any potential conflict of interest shall be resolved pursuant to the terms of the Conflict of Interest Policy attached hereto as Exhibit A.

ARTICLE XI. CERTIFICATION OF CLERK.

I, the undersigned, do hereby certify:

(a) That I am the duly elected and acting Clerk of the Middlesex Integrative Medicine, Inc., a Massachusetts not-for-profit corporation; and

(b) That the foregoing Bylaws of Middlesex Integrative Medicine, Inc. constitute the Bylaws of Middlesex Integrative Medicine, Inc., as duly adopted by the Board of Directors of the Middlesex Integrative Medicine, Inc. by written consent of all of the Directors dated as of November 6, 2015.

Catherine E. Bartlett, Clerk
EXHIBIT A

MIDDLESEX INTEGRATIVE MEDICINE, INC.
CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of this conflict of interest policy is to protect Middlesex Integrative Medicine, Inc. (the “Company”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Company. This policy is intended to supplement but not replace any applicable state laws governing conflict of interest applicable to not for profit corporations.

Article II
Definitions

1. Interested Person
Any director or officer who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

   a. An ownership or investment interest in any entity with which the Company has a transaction or arrangement,

   b. A compensation arrangement with the Company or with any entity or individual with which the Company has a transaction or arrangement, or

   c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the board of directors decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall not participate in any deliberations in which the conflict of interest is discussed and voted upon. Only disinterested members of the board of directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:
   a. An interested person may make a presentation at a meeting of the board of directors, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   
   b. The chairperson of the board of directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   
   c. After exercising due diligence, the governing board or committee shall determine whether the Company can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   
   d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Company’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy
   a. If the board of directors has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform such director or officer of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
   
   b. If, after hearing the director’s or officer’s response and after making further investigation as warranted by the circumstances, the board of directors determines such director or officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of board of directors shall contain:
   a. The names of the persons who disclosed or otherwise were found to have a financial
interest in connection with an actual or possible conflict of interest, the nature of the financial
interest, any action taken to determine whether a conflict of interest was present, and the board of
director’s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to
the transaction or arrangement, the content of the discussion, including any alternatives to the
proposed transaction or arrangement, and a record of any votes taken in connection with the
proceedings.

Article V
Compensation

A director or officer who receives compensation, directly or indirectly, from the Company
for services is precluded from voting on matters pertaining to that director’s or officer’s
compensation.

Article VI
Annual Statements

Each director and officer shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy, and

c. Has agreed to comply with the policy.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and
does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be
conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on
competent survey information, and the result of arm’s length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management
organizations conform to the Corporation’s written policies, are properly recorded, reflect
reasonable investment or payments for goods and services, further charitable purposes and do not
result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may,
but need not, use outside advisors. If outside experts are used, their use shall not relieve the
governing board of its responsibility for ensuring periodic reviews are conducted.