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The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program

99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-5370
www.mass.gov/medicalmarijuana

April 21, 2017

BY U.S. MAIL AND E-MAIL

Ms. Dorothy M. Whalen
Commonwealth Alternative Care, Inc.
11 Beacon Street, Suite 720
Boston, MA 02108

Re: Provisional Certificate of Registration for a Registered Marijuana Dispensary for a Dispensary in Cambridge and a Cultivation and Processing Facility in Taunton

Dear Ms. Whalen:

Please be advised that Commonwealth Alternative Care, Inc. has been selected to receive a Registered Marijuana Dispensary ("RMD") Provisional Certificate of Registration at its proposed Cambridge retail dispensary and Taunton cultivation and processing facility and to move forward to the Inspectional Phase. The issuance of this RMD Provisional Certificate of Registration is subject to the following ongoing conditions:

1. All dispensary agents and capital contributors shall be subject to a background check as set forth in the *Guidance for Registered Marijuana Dispensaries Regarding Background Checks* prior to commencing work as a dispensary agent or contributing funds to the RMD.
2. The RMD shall comply with the Humanitarian Medical Use of Marijuana Act, Ch. 369 of the Acts of 2012 (the "Act"), as implemented by Department of Public Health (the "Department") Regulations, 105 CMR 725.000, et seq. ("Regulations"), during the period of its provisional registration, except as expressly waived in writing by the Department pursuant to 105 CMR 725.700.
3. The RMD shall be subject to inspection and audit to ascertain compliance with any applicable law or regulation, including laws and regulations of the Commonwealth relating to taxes, child support, workers compensation, and professional and commercial insurance coverage.
4. The RMD shall be subject to inspection and audit to ascertain that the RMD is operating at all times in a manner not detrimental to public safety, health, or welfare.

5. The RMD shall be subject to inspection and audit to ascertain that its facilities are compliant with all applicable state and local codes, bylaws, ordinances and regulations.
6. The RMD shall be subject to inspection and audit to ascertain that it has sufficient financial resources to meet the requirements of the Act or 105 CMR 725.000, et seq.
7. The RMD shall cooperate with and provide information to Department inspectors, agents and employees upon request.
8. The RMD shall, as necessary, amend its bylaws to expressly require compliance with 725.100(A)(1) and the "*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*" by stating that the RMD shall "at all times operate on a non-profit basis for the benefit of registered qualifying patients" and shall "ensure that revenue of the RMD is used solely in furtherance of its nonprofit purpose." If the bylaws do not expressly include such requirement, they shall be amended within thirty days of the date of this letter and the amended bylaws shall be filed with the Department by mail at the above address and by email at RMDcompliance@state.ma.us.
9. The RMD shall keep current all information required by 105 CMR 725.000, et seq., or as otherwise required by the Department pursuant to 725.100(F)(4) and may not make certain changes without prior approval from the Department pursuant to 725.100(F)(1)-(3).
10. The RMD must submit payment of the registration fee required pursuant to 105 CMR 725.100(C)(1) and 801 CMR 4.02.

In the Inspections Phase, the Department will continue to verify, among other things, that the RMD will operate in compliance with the RMD operational requirements, see 105 CMR 725.105 (A)-(Q), and security requirements, see 105 CMR 725.110(A)-(F). Furthermore, the Department may impose other conditions that the Department determines necessary to ensure the RMD will operate in accordance with applicable Massachusetts laws and regulations.

Please be advised pursuant to 105 CMR 725.100(C)(1) the Department may issue a Final Certificate of Registration only after an applicant has successfully completed the Inspections Phase and the Department has issued final approval.

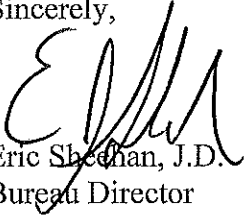
Please mail the enclosed remittance form with a bank/cashier's check in the amount of \$50,000 payable to the Commonwealth of Massachusetts within thirty (30) days of the date of this letter to:

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

After the registration fee is processed, this letter shall serve as Commonwealth Alternative Care, Inc.'s Provisional Certificate of Registration with the aforementioned conditions. The Department will continue to verify all information provided by the RMD, and that the RMD is compliant with applicable Massachusetts law and regulations. It is within the Department's discretion to revoke this Provisional Certificate of Registration at any time.

Should you have any questions, please contact the Department at RMDcompliance@state.ma.us.

Sincerely,

A handwritten signature in black ink, appearing to read 'E. Sheehan', is written over the printed name.

Eric Sheehan, J.D.

Bureau Director

Bureau of Health Care Safety and Quality

Massachusetts Department of Public Health

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The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
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Commissioner

Tel: 617-680-5370
www.mass.gov/medicalmarijuana

APPLICATION OF INTENT
Request for a Certificate of Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by any non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts.

If seeking a Certificate of Registration for more than one RMD, the applicant non-profit corporation ("Corporation") must submit a separate *Application of Intent*, all required attachments, and an 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 an *Application of Intent* for more than one RMD, an applicant need only submit one *Character and Competency form* for each required individual.

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

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

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Application of Intent*, with all required attachments, the \$1,500 application fee, and Remittance Form to:

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

Application 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 of Public Health ("Department"), the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Management and Operations Profile*.

If 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.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.


It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS


If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

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: 

CHECKLIST

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

- ☒ A fully and properly completed *Application of Intent*, signed by an authorized signatory of the corporation
- ☒ A copy of the Corporation's *Certificate of Legal Existence* from the Massachusetts Secretary of State
- ☒ Financial account summary(ies) (as outlined in Section D)
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$1,500.
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A completed and signed *Character and Competency* form (use template provided) for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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: 

Application 3 of 3 Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Commonwealth Alternative Care Inc.
Legal name of Corporation
2. Dorothy M. Whalen
Name of Corporation's Chief Executive Officer
3. 26 Watson Street, Suite 1, Cambridge, MA 02139
Address of Corporation (Street, City/Town, Zip Code)
4. Dorothy M. Whalen
Applicant point of contact (name of person the Department should contact regarding this application)
5. 617-529-1894
Applicant point of contact's telephone number
6. dwhalen@commonwealthcare.org
Applicant point of contact's e-mail address
7. Number of applications: How many *Applications of Intent* do you intend to submit? 3

SECTION B. INCORPORATION

8. Attach a *Certificate of Legal Existence* from the Massachusetts Secretary of State, documenting that the applicant non-profit entity is incorporated as a non-profit in Massachusetts.

SECTION C. CHARACTER AND COMPETENCY

9. Attach a *Character and Competency* form (use template provided) 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 member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

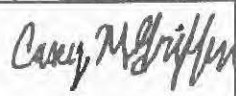

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: DMW


Application 3 of 3 Applicant Non-Profit Corporation _____**SECTION D. INITIAL CAPITAL REQUIREMENT**

Describe the sources, types, and amounts of required initial capital in the table below, showing that the Corporation has at least \$500,000 in its control and available for this *Application of Intent* and at least \$400,000 in its control and available for each additional *Application of Intent*, if any, as evidenced by bank statements, lines of credit, or financial institution statements. Add more tables if needed.

If the required funds are being held in an account in the name of an individual or entity other than the Corporation, the individual or authorized signatory of the entity must provide their signature in the "Signature of Account Holder" column. Their signature below indicates that they are committing the amount of their funds identified in the table to the applicant.

In addition to completing this table, submit a **one-page** financial account summary for each account listed below documenting the available funds, dated no earlier than 30 days prior to the date the *Application of Intent* was submitted to the Department.

Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
Casey Griffin	SCS Financial	Investment Account	\$ 800,000.00	
Connor McCaffery	Chase	Better Banking Checking	\$ 500,000.00	
		TOTAL:	\$ 1,300,000.00	—

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: 



SCS FINANCIAL
Strategic Capital Solutions

June 26, 2015

Massachusetts Department of Public Health

RE: Proof of Funds

To Whom It May Concern,

SCS Financial Services, LLC currently serves as investment advisor to Casey Griffin and we have been her advisor for ten years. Please accept this letter as confirmation that said client currently has access to accounts with assets greater than \$800,000.

If you have any questions, please contact Doug Ederle at (617) 204-6444 or Chris Stone at (617) 204-6410.

Regards,

Douglas R. Ederle
SCS Financial Services, LLC

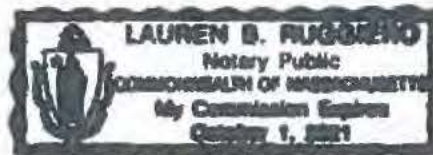
Cc: Chris Stone

**COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY**

Then personally appeared the within named Douglas R. Ederle and acknowledged the foregoing to be his/her free act and deed.

Before me,



Notary Public



Deposit Account Balance Summary

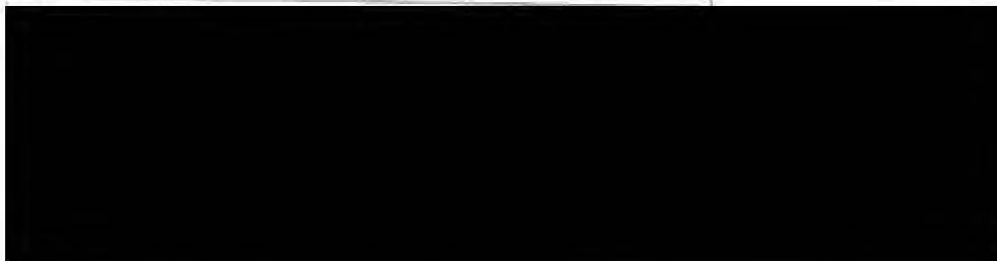
04/04/2016

Requestor information:

CONNOR MCCAFFERY



Summary of Deposit Account			
Account Number	Account Type	Open Date	Current Balance
	Better Banking Checking		\$1,340,311.11
Customer Information			
CONNOR MCCAFFERY		Sole Owner	



PLEASE NOTE THAT THE INFORMATION PROVIDED IN THIS LETTER WILL BE THE ONLY INFORMATION RELEASED BY JPMorgan Chase, N.A.

This letter is written as a matter of business courtesy, without prejudice, and is intended for the confidential use of the addressee only. No consideration has been paid or received for the issuance of this letter. The sources and contents of this letter are not to be divulged and no responsibility is to attach to this bank or any of its officers, employees or agents by the issuance or contents of the letter which is provided in good faith and in reliance upon the assurances of confidentiality provided to this bank. Information and expressions of opinion of any type contained herein are obtained from the records of this bank or other sources deemed reliable, without independent investigation, but such information and expressions are subject to change without notice and no representation or warranty as to the accuracy of such information or the reliability of the sources is made or implied or vouched in any way. This letter is not to be reproduced, used in any advertisement or in any way whatsoever except as represented to the bank. This bank does not undertake to notify of any changes in the information contained in this letter. Any reliance is at the sole risk of the addressee.

DJD

Application 3 of 3 Applicant Non-Profit Corporation _____**ATTESTATIONS**

Signed under the pains and penalties of perjury, I, the authorized signatory for the applicant non-profit corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.


Signature of Authorized Signatory


Date Signed


Dorothy M. Whalen

Print Name of Authorized Signatory

CEO/CFO, Chairman of the Board

Title of Authorized Signatory

I hereby attest that if the non-profit corporation is allowed to proceed to submit a *Management and Operations Profile*, the applicant non-profit corporation is prepared to pay a non-refundable application fee of \$30,000 and the cost of all required background checks, and comply with all *Management and Operations Profile* and *Siting Profile* requirements.


Signature of Authorized Signatory


Date Signed

Dorothy M. Whalen

Print Name of Authorized Signatory

CEO/CFO, Chairman of the Board

Title of Authorized Signatory

I hereby attest that I understand that registered marijuana dispensaries are required to conduct background investigations of proposed Dispensary Agents, that such background investigations are subject to the Department's inspection and review, and that the applicant non-profit corporation will not engage the services of a Dispensary Agent that has ever been convicted of a felony drug offense in Massachusetts, or a like violation of the laws of another state, the United States, or a military, territorial, or Indian tribal authority.


Signature of Authorized Signatory


Date Signed

Dorothy M. Whalen

Print Name of Authorized Signatory

CEO/CFO, Chairman of the Board

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: 



William Francis Galvin
Secretary of the
Commonwealth

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

Date: June 16, 2015

To Whom It May Concern :

I hereby certify that

COMMONWEALTH ALTERNATIVE CARE INC.

appears by the records of this office to have been incorporated under the General Laws of this

Commonwealth on **April 20, 2015** (Chapter 180).

I also certify that so far as appears of record here, said corporation still has legal existence.



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: 15063793240

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: tgr

A handwritten signature, likely of the Secretary of the Commonwealth, enclosed within a circular stamp.

Corporations Division

Secretary of the Commonwealth of Massachusetts

Certificate Request Form

* ID Number	* Entity name	* Select a certificate type	E-mail delivery
001169869	COMMONWEALTH ALTERNATIVE CARE INC.	Legal Existence	<input checked="" type="checkbox"/>

Fee:

\$ 7.00

Note: An expedited service fee will be added when this request is completed

Expedited fee:

\$ 3.00

Special filing instructions: Enter any details that apply to this request**Filer's contact information: complete all required (*) boxes:**

* Contact name: Andrea F. Nuciforo Jr.

Business name: Nuciforo Law Group

* Mailing address: 100 North Street

Additional address detail: Suite 405

* City, State, Zip code: Pittsfield MA 01201

Country: UNITED STATES

Contact phone number: 4135535515

Extension: 101

* Contact e-mail address: anuciforo@nuciforo.com

Providing an email address allows the Corporations Division to contact you quickly if your filing is rejected.





The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
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Tel: 617-660-5370
www.mass.gov/medicalmarijuana

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

INSTRUCTIONS

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

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

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

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

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

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

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 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/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

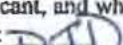
It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS

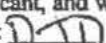
If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

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: 

CHECKLIST

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

- ☒ A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- ☒ A copy of the Corporation's *Articles of Incorporation*
- ☒ A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- ☒ A copy of the Corporation's bylaws
- ☒ An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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: 

SECTION A. APPLICANT INFORMATION

1. Commonwealth Alternative Care, Inc.
Legal name of Corporation
2. Dorothy M. Whalen
Name of Corporation's Chief Executive Officer
3. 11 Beacon Street, Suite 720
Boston, MA 02108
Address of Corporation (Street, City/Town, Zip Code)
4. Dorothy M. Whalen & cc: Deb Brewer
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. 617-864-5760
Applicant point of contact's telephone number
6. dwhalen@commonwealthaltcare.org
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?
3

SECTION B. INCORPORATION

8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
10. Attach a copy of the corporation's bylaws.

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: Dmw

**Commonwealth Alternative Care,
Application 3 of 3**



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Restated Articles of Organization

(General Laws Chapter 180, Section 7)

Identification Number: 001169869

We, DOROTHY M. WHALEN ☒ President ☐ Vice President,

and DOROTHY M. WHALEN ☒ Clerk ☐ Assistant Clerk ,

of COMMONWEALTH ALTERNATIVE CARE INC.

located at: 11 BEACON STREET SUITE 720 BOSTON , MA 02108 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on:
6/1/2016 , by vote of:

3 members, 0 directors, or 0 shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation is:

COMMONWEALTH ALTERNATIVE CARE INC.

ARTICLE II

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

THE CORPORATION IS ORGANIZED FOR NONPROFIT PURPOSES INCLUDING, BUT NOT LIMITED TO, PROVIDING PALLIATIVE RELIEF AND WELLNESS SERVICES TO PATIENTS SUFFERING FROM DEBILITATING MEDICAL CONDITIONS SUCH AS CANCER, GLAUCOMA, HIV, AIDS, HEPATITIS C, ALS, CROHN'S DISEASE, PARKINSON'S DISEASE, MULTIPLE SCLEROSIS AND OTHER CONDITIONS. THE CORPORATION MAY, AS PERMITTED BY LAW, ENGAGE IN ANY AND ALL ACTIVITIES IN FURTHERANCE OF, RELATED TO, OR INCIDENTAL TO THESE PURPOSES WHICH MAY BE LAWFULLY CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS. ANY REVENUE FROM THE CORPORATION SHALL BE USED SOLELY IN FURTHERANCE OF THE CORPORATION'S NONPROFIT PURPOSE.

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 qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

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:

(If there are no provisions state "NONE")

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR NONPROFIT PURPOSES. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES OF THE CORPORATION. IN THE EVENT OF DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINE, IN ACCORDANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS. NO OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR OR ARISING OUT OF A BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED AT ANY TIME AS AN OFFICER OR DIRECTOR OF THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING, WITHOUT LIMITATION, COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES AND SETTLEMENT PAYMENTS, REASONABLY INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING IN WHICH HE OR SHE MAY BECOME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY; PROVIDED THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN FINALLY ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTEREST OF THE CORPORATION; AND FURTHER PROVIDED THAT ANY COMPROMISE OR SETTLEMENT PAYMENT SHALL BE APPROVED BY A MAJORITY VOTE OR A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING. THE INDEMNIFICATION PROVIDED HEREUNDER SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF PERSONS ENTITLED TO INDEMNIFICATION HEREUNDER. THE RIGHT OF INDEMNIFICATION UNDER THIS ARTICLE SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH ANY PERSON MAY BE ENTITLED. THIS ARTICLE CONSTITUTES A CONTRACT BETWEEN THE CORPORATION AND THE INDEMNIFIED OFFICERS AND DIRECTORS. NO AMENDMENT OR REPEAL OF THE PROVISIONS OF THIS ARTICLE WHICH ADVERSELY AFFECTS THE RIGHT OF AN INDEMNIFIED OFFICER OR DIRECTOR UNDER THIS ARTICLE SHALL APPLY TO SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS WHICH OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL.

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

**Commonwealth Alternative Care,
Application 3 of 3**

ARTICLE V

The effective date of the Restated Articles 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 VI

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

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

No. and Street: 11 BEACON STREET
SUITE 720
City or Town: BOSTON State: MA Zip: 02108 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	DOROTHY M. WHALEN		06/2025
TREASURER	DOROTHY M. WHALEN		06/2025
CLERK	DOROTHY M. WHALEN		06/2025
DIRECTOR	LINDA GIBBONS		6/2025
DIRECTOR	STEPHEN J. POTOFF		6/2025

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

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

Name: ANDREA F. NUCIFORO, JR., ESQ.
No. and Street: 100 NORTH STREET
SUITE 405
City or Town: PITTSFIELD State: MA Zip: 01201 Country: USA

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the business entity as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 1 Day of June, 2016,
DOROTHY M. WHALEN , President / Vice President,**

DOROTHY M. WHALEN , Clerk / Assistant Clerk.

**Commonwealth Alternative Care,
Application 3 of 3**

THE COMMONWEALTH OF MASSACHUSETTS

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

June 01, 2016 12:39 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

Cert. of Good Standing

The Commonwealth of Massachusetts

Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: July 03, 2015

To Whom It May Concern :

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

COMMONWEALTH ALTERNATIVE CARE INC.

is a domestic corporation organized on **April 20, 2015**

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: 15074107510

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: jmu

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BYLAWS
COMMONWEALTH ALTERNATIVE CARE, INC.

Section 1.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

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

1.2 Purpose. To engage in civic, educational and benevolent activities as per Mass. Gen. Laws ch. 180 §4, including making medical marijuana available to qualified patients and their personal caregivers in a safe, healthy, and clean environment that complies with the laws of The Commonwealth of Massachusetts and the directives of the Massachusetts Department of Public Health. Additionally, the purpose includes providing palliative and other services to qualified patients, as well as educational materials regarding the potential benefits and dangers associated with the use of medical marijuana. As permitted by law, the Corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a Corporation formed under said Chapter 180.

1.3 Location. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The directors may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporate Seal. The directors may adopt and alter the seal of the Corporation.

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

1.6 Annual Meeting. The annual meeting of the Corporation shall be held not later than the last day of November at such time and place, as the directors shall designate.

1.7 Gender. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

1.8 Not-for-Profit Operation.

(a) No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, member, officer, or director of the Corporation.

(b) No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for sales, leases or loans, or personal services rendered which are necessary to carrying out the purposes of the Corporation.

(c) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried out by a Corporation that is formed under Mass.

Gen. Laws ch. 180, is a registered marijuana dispensary pursuant to 105 CMR 725.000 et seq. and is in compliance with the laws of the Commonwealth of Massachusetts.

Section 2.
SHAREHOLDERS

The Corporation shall have no shareholders. Any action or vote required or permitted by Mass. Gen. Laws c. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with Mass. Gen. Laws c. 180, §3.

Section 3.
SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4.
BOARD OF DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be controlled and governed by the Board of the Directors who may exercise all the powers of the Corporation as permitted by law.

4.2 Number and Election. By majority vote, the directors shall determine the number of directors and the manner by which new directors are nominated and elected. The directors may nominate and elect directors at any time, and such directors may serve full or partial terms. The names and addresses of the initial Board of Directors and Officers are set forth on Schedule A attached hereto.

4.3 Term of Office. The directors shall determine the length and number of terms to be served by directors, and these Bylaws will then be updated to reflect such term.

4.4 Meetings. The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board of Directors may be called by the president or by a majority of the directors then in office by delivering notice in writing by mail, facsimile or electronic transmission, at his usual or last known business or residence address of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

4.5 Executives and Staff. The Board of Directors, or any person duly authorized by the Board, may hire, retain and terminate executives and staff on behalf of the Corporation, in accordance with Massachusetts law and the laws of the United States. The Board may terminate any such staff, including the chief executive and any other officer, by majority vote.

4.6 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these Bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

4.7 Quorum. At any meeting of the directors a majority of the directors then in office shall

constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.8 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of directors and officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

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

4.10 Committees. The directors may establish committees and subcommittees that the directors deem necessary and proper to conduct the business of the corporation. Absent a unanimous vote of the board to the contrary, the directors shall establish the following committees: audit committee, compensation committee, and compliance committee. Such committees shall be populated as directed by the Board, and shall report to the board as directed from time to time.

4.11 Qualifications. The directors shall at all times have and qualify for a dispensary agent registry identification card issued by the Massachusetts Department of Public Health. At any time should a director fail to qualify for a dispensary agent registry identification card or have such card revoked pursuant to 105 CMR 725.000, the director shall be deemed automatically removed from the Board.

4.12 Presence Through Communications Equipment. Unless otherwise provided by law or by the articles of organization, directors may participate in any meeting of the Board of Directors by means of a conference telephone or similar electronic or communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, secretary, clerk and such other officers, if any, as the directors may determine. The Corporation may also have such agents, if any, as the directors may appoint. An officer may, but need not, be a director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. In the event that officers retire or are otherwise removed, the officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

5.3 Tenure. The president, treasurer and clerk may each hold office for a term of not more than three (3) years. Such term may be extended for a period of not more than three (3) additional years upon a majority vote of the Board of Directors.

5.4 President. Unless otherwise determined by the directors, the president shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. If no chairman of the Board of Directors is elected, the

president shall preside at all meetings of the directors, except as the directors otherwise determine. The president shall have such other duties and powers as the directors shall determine.

5.5 Secretary. Unless otherwise determined by the directors, the Secretary shall be the chief financial officer of the Corporation, and he shall serve as secretary unless otherwise determined by the board. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the chief financial officer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. He shall have such other duties and powers as designated by the directors or the president.

The secretary shall be responsible for keeping records of board meetings and board actions, including the taking of minutes at all board meetings, providing notice and board meeting announcements, preparing and distributing agenda and minutes to the directors, and assuring the proper maintenance of corporate records.

In addition, the secretary shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and the address of each. If the secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting. The secretary shall have custody of the seal of the Corporation.

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

Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. If there is only one director of the Corporation, the director may not resign without appointing a new director, updating these Bylaws or dissolving the Corporation.

6.2 Removals. A sole director may not be removed unless another is appointed or the Corporation is dissolved. In the event that additional directors exist, a director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including himself). An officer may be removed for cause by unanimous vote (not including himself) only after reasonable notice and opportunity to be heard before the body proposing to remove him on the occurrence of any of the following events:

(a) upon a good faith finding by the directors of (i) the failure of such director or officer to perform his assigned duties for the Corporation, (ii) dishonesty, gross negligence or willful misconduct, or (iii) the conviction of, or the entry of a pleading of guilty or nolo contendere by such director or officer to, any crime involving moral turpitude or any felony;

(b) upon any period of inactivity on the part of such director or officer for the preceding twelve month period prior to such removal as determined by the directors in their reasonable discretion; and

(c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days, whether or not consecutive, during any three hundred and sixty (360) day period to perform his assigned duties for the Corporation. A determination of disability shall be made by the directors in their reasonable discretion, but requiring a unanimous vote of directors (not including the vote of the director who may be disabled).

6.3 No Right to Compensation. Except as provided in Section 1.8(b), no director or officer shall have any right to compensation as such director or officer for his service, or upon his resignation or removal, or any right to damages on account of such removal.

6.4 Vacancies. Any vacancy in any office or on the board of directors may be filled by the directors by a two-thirds (2/3) vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

6.5 Membership. Upon a majority vote, the directors may allow one or more additional directors to join the Board, whether or not such vote is precipitated by the occurrence of a vacancy.

Section 7. COMMITTEES

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the Board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 8. EXECUTION OF PAPERS

Except as the directors may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made in the course of the Corporation's regular business, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer. Except as otherwise provided by M.G.L. c. 180 or directed by the directors, the president may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The clerk of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one

and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 9.

COMPENSATION: PERSONAL LIABILITY

9.1 Compensation. Except as otherwise provided in Section 6.3, the directors shall be entitled to receive for their services such amount, if any, as the directors may determine, which may include expenses of attendance at meetings. The directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

9.2 No Personal Liability. The directors and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. 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 10. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;
- (iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in

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office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including, but not limited to, counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Section 11. AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, by a two-thirds (2/3) vote of a majority of the directors then in office.

Section 12. ACTIVITIES

12.1 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction.

12.2 Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

12.3 Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to

time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors shall select.

12.4 Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

12.5 Audits. Within four months after the close of the Corporation's fiscal year, the Corporation will prepare reviewed financial statements in accordance with generally accepted accounting principles (GAAP) and make these statements available to any interested parties. In the event that the Corporation has total gross revenue in excess of \$500,000.00 per year the Corporation will prepare independently audited financial statements, in accordance with GAAP, and make those available to any interested parties. In the event that the Corporation becomes a Public Charity under M.G.L. Chapter 12, Section 8 et seq. or is otherwise required by the Department of Public Health or any other provision of Massachusetts law to file audited or reviewed financial statements and a Form PC, such auditing and filing will be completed in accordance with GAAP and performed in a timely manner.

Section 13. INSURANCE

The Corporation may purchase and maintain insurance (including but not limited to insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while serving in this role, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 10. In addition the Corporation shall maintain liability insurance coverage in compliance with 105 CMR 725.105(Q).

Section 14. CORPORATE INTEGRITY POLICY

It is the policy of the Corporation to encourage and enable directors, officers, and employees to make reports where they believe, in good faith, that acts or omissions unlawful under the laws of the Commonwealth of Massachusetts or unethical may have occurred. With this goal in mind, no one who, in good faith, makes a report shall be subject to retaliation in any form, including adverse employment consequences. Moreover, an employee who retaliates against someone who has made a good faith report is subject to discipline up to and including dismissal from the volunteer position or termination of employment. If after an investigation, the claim is determined to have been made in bad faith or was knowingly false, the individual making the claim will immediately have his or her position in the Corporation revoked.

Section 15. ANTITRUST POLICY

It is the policy of the Corporation to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or

questions.

It is legal for competitors within the medical marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, officers and employees shall not discuss with competitors:

- Increasing, decreasing, or stabilizing prices for medical marijuana or related products and services;
- Establishing market monopolies for products or services;
- Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;
- Strategies or plans to give business or remove business from a specific company.

Furthermore, directors, officers, and employees shall not engage in any actions or understandings arising in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

In the event that additional directors are appointed, and Board of Director meetings occur, Corporation meetings shall follow a pre-approved agenda and meeting minutes will be prepared and available. Any questions regarding antitrust issues and the Corporation's activities shall be directed to the Chair of the Board, if any, and referred to counsel if deemed necessary.

Section 16. DISSOLUTION

Dissolution of the Corporation will comply with Mass. Gen. Laws ch. 180, s. 11. The directors may authorize a petition for the dissolution of the Corporation. A two-thirds vote will be required for such dissolution. The Articles of Dissolution form will be filed with the Massachusetts Secretary of State. All annual reports for the last ten years will be filed with the Secretary of State. A letter to the Massachusetts Department of Revenue on the Corporation's letterhead will be sent stating that the Corporation is dissolving. All outstanding business will be completed. All outstanding debts will be paid. Any remaining funds in the Corporation will be distributed as per the direction of the directors at the meeting authorizing the dissolution.

In the event that the dissolution also requires one or more RMD locations to close, cease conducting business or dissolve, the board of directors shall vote to take the following actions: written notice to the Massachusetts Department of Public Health; patients and caregivers that obtain medical marijuana will be notified of the Corporation's dissolution via mail, or in-person if the opportunity to notify the patient or caregiver arises prior to the closing of the doors of the Corporation's place of business; any remaining medical marijuana will be destroyed at the close of business, and disposed of in a manner consistent with 105 CMR 725.000 et seq. and with the policies and procedures of the RMD.

Section 17. SEVERABILITY

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.

As set forth above, these Bylaws have been amended and adopted by a vote of the board as per Section 11 and affirmed by the Incorporator as an officer of the Corporation on this 20th day of August 2015.

Daniel J. Delaney

Incorporator and President

TITLE	[Commonwealth Alternative Care] bylaws for execution
FILE NAME	2015.08 CAC_Bylaws.pdf
DOCUMENT ID	ebc7541a6be95063a4ba96c41ba29e8edc156d3c
STATUS	• Completed

Document History



SENT

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Sent for signature to Daniel J. Delaney
IP: 24.25.138.123



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8/20/15
14:55:33 UTC

Viewed by Daniel J. Delaney
IP: 109.190.21.142



SIGNED

8/20/15
15:50:14 UTC

Signed by Daniel J. Delaney
IP: 109.190.32.1



COMPLETED

8/20/15
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The document has been completed.

DJD

SECTION C. NON-PROFIT COMPLIANCE

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this form.

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

Upon certificate receipt, CAC will enter into a management agreement with Alternative Care Resource Group (ACRG), a MA LLC formed solely to support CAC and aligned with the nonprofit mission. Services include:

- property procurement, leasing & management
- site/building design, construction management
- staffing, recruitment
- cultivation: grow technologies, soils, organics, best practices, extraction technologies, intellectual property (IP)
- dispensary retail strategies: products, patient interaction, IP
- branding, communications
- security planning, execution & management
- financial services: access to financing for operational, capital expenses
- patient education, outreach
- regulatory compliance, post-award government relations
- technology, innovation
- management, financial reporting; support CAC's long-term non-profit mission sustainability

Agreement shall provide fair market compensation to ACRG. CAC will reimburse ACRG for cultivation & dispensary services on a cost-plus basis at 20%. CAC will pay ACRG a 20% fee on patient-related transactions. CAC will pay 18% for any financing sourced through ACRG. ACRG shall maintain ownership of its IP and shall receive a 5% royalty from CAC for IP commercialization.

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: DJD

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. Commonwealth Alternative Care (CAC) has not executed or proposed any agreement with a related party, and does not anticipate any such agreement in the future. As indicated in CAC's response to Question 11, CAC anticipates a management agreement with Alternative Care Resource Group.

All CAC board members are independent, and none will be compensated for service on the Board.

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: ASD

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.

Dorothy M. Whalen is Chief Executive Officer of Commonwealth Alternative Care and also is the Chairman of the Board of Directors.


Ms. Whalen will be the senior executive who will provide oversight and be responsible for the day-to-day operations of the Commonwealth Alternative Care cultivation facility and RMDs.

As CEO and CFO, Ms. Whalen in partnership with the Board, will:

- assure the company's success
- communicate relevance to the community
- embody and support the accomplishment of CAC's mission and vision
- uphold transparency and accountability of CAC to its diverse constituents
- assure compliance with relevant state and local laws and regulations

As Chairman of the Board, Ms. Whalen will:

- work with the Board to fulfill its governance functions and facilitate optimum performance
- focus Board attention on long-range strategic issues
- manage the Board's due diligence process to assure compliance with Massachusetts Law and timely attention to core issues
- assist the Board to articulate its own role and accountabilities and that of its committees and individual members, and will help to evaluate CAC's Medical Marijuana Establishments (MME) performance regularly

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: 

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.

No members of the Commonwealth Alternative Care Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or third party proposed to contract or otherwise conduct business with the proposed RMD.

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.

In accordance with Mass. Gen. Laws ch. 180 and 105 CMR 725.100(A), Commonwealth Alternative Care (CAC) will operate on a non-profit basis and will devote its revenue solely for the purpose of meeting its patient obligations and satisfying its non-profit mission. Therefore, (more fully described in response to Question 11) CAC will enter into a management agreement with Alternative Care Resource Group (ACRG). In exchange for services described in the agreement, CAC will pay ACRG fair compensation, including an amount equal to 20% of all patient-related transactions.

While CAC has not executed or proposed any other agreement under which a percentage or portion of the applicant's revenue will be distributed to a third party, CAC anticipates ACRG will use subcontractors to provide services including (payments will be on a fee for service basis at market rates):

- LivFree Holdings LLC, a Denver CO company providing cultivation, operations and dispensary services designed to produce and dispense pharmaceutical-grade cannabis products at CAC locations;
- The Winmill Group LLC, a security company providing security for employees and patients at CAC locations; and
- accountants providing operational controls and auditing.

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



Signature of Authorized Signatory

8/21/15

Date Signed

Daniel J. Delaney

Print Name of Authorized Signatory

CEO & Chairman of The Board

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: DJD

SECTION D. EXPERIENCE

16. Attach an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

Chief Executive Officer & Chief Financial Officer: Dorothy Whalen

Ms Whalen is a dedicated senior professional with over 20 years of experience leading operational, financial, and organizational performance for both profit and non-profit organizations. She has a broad, in-depth skill set enhanced by CPA, MBA and CGMA credentials.

She has demonstrated success in providing clear, consistent leadership to staff as well as sound advice and guidance to senior management teams and boards of directors.


At the nonprofit research organization, the Institute of Foreign Policy Analysis, she was the leader of finance, accounting and human resource functions for over 10 years. She oversaw payroll, AP, qualified retirement plans and financial reporting as well as pre and post award accounting for government, corporate and private foundation grants and contracts. She streamlined accounting and administrative systems and continuous process improvement. Earlier in her career, she was part of the team that transitioned the BSG to the Brigham and Women's Physicians Organization (BWPO), Department of Surgery.

Ms Whalen's duties included but were not limited to: human resources management, operations and process design, grants, audits, financial reporting, payroll administration, budgeting, and project management accounting, risk management and office administration.

Additional highlights of her prior work experience include 6 years as a financial manager in the healthcare sector, 2 years as a controller of a publicly held company and 7 years of public accounting experience. Through her MBA from Northeastern University, she was able to learn among other leaders with diverse experiences and practices. It also enabled her to keep current on new technologies, trends and best practices.

Chief Operating Officer: Matthew Harrison

Mr. Harrison does not have prior experience running a non-profit organization or business. Mr. Harrison's experience lies deep within medical marijuana operation and cultivation areas.

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: 

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Daniel Joseph Delaney

Residential Address



Title (at applicant non-profit corporation)

CEO

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

Highest Education Attained – Institution, Degree, and Year

Masters of Arts - Harvard University - 1998

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Delaney Policy Group	Principal	2012-present
MA Department of Public Health	Director, Legislative Affairs	2007-2012
MA House of Representatives	Chief of Staff	2004-2007

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



 Signature of the Individual

8/13/2015
 Date Signed

3 of 3

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Dorothy M Whalen

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

Chief Financial Officer

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

Highest Education Attained – Institution, Degree, and Year

Northeastern University MBA, 2008

3 of 3

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Cambridge College	Assistant Controller	April 2014-Present
Institute for Foreign Policy Analytic Inc	Chief Financial Officer	September 2001- March 2012

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


Signature of the Individual

7/20/2015
Date Signed

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Matthew James Harrison

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

Chief Operations Officer

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

Highest Education Attained – Institution, Degree, and Year

Barrington High School, IIS Diploma, 2001

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
LivFree Holdings LLC	Partner	December 2014 - present
LivWell	Director of Production	November 2011 - August 2014
Urban Cannabis	Director of Operations and Cultivation	June 2009 - November 2011
Leca Bio Systems	Medical Sales	May 2005 - June 2009

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


 Signature of the Individual

7/15/15
 Date Signed

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

David A Baerwald

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

Chief Cultivation Officer

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

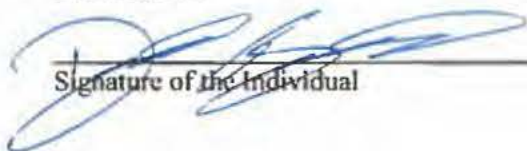
Highest Education Attained – Institution, Degree, and Year

Smokey Hill High School, HS Diploma, 2006

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
LivFree Holdings LLC	Owner	May 2014-Present
LivWell	General Manager	May 2010- August 2014
Puma North America	Assistant Store Manager	2005-2010

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


Signature of the Individual

7/10/2015
Date Signed

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Ginger A Abraham-Freel

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

Standards & Practices Director, Chief Compliance Officer

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

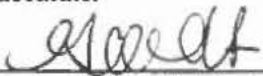
Highest Education Attained – Institution, Degree, and Year

Stonchill College Bachelor of Science, 1992

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Diagnostics for All Inc	Quality Management & Systems Manager	Jan 2014- Present
Cardio Solutions	Quality Assurance Manager	Sept 2014-Jan 2015
Pharmasol Corp	Quality Assurance Manager	Oct 2013-Sept 2014
Ranfac Corp	Quality Manager	April 2013-July 2013
Organogenesis, Inc	Director of Operations	1994-2011

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


Signature of the Individual

07/24/15
Date Signed

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Ryan Winmill

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

Security Consultant

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

Highest Education Attained – Institution, Degree, and Year

Suffolk University Law School, Juris Doctorate, 2003
Boston College, Bachelor of Arts, 2000

Applicant Non-Profit Corporation

3 of 3

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
The Winmill Group, LLC	President and CEO	2007 - Present
The Olson Group, LTD	Senior Security Consultant	2005 - 2007

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


Signature of the Individual


Date Signed

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Connor R McCaffery

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

President, LivFree LLC; Manager, Alternative Care Resource Group LLC

Name of Applicant Non-Profit Corporation

Commonwealth Alternative Care

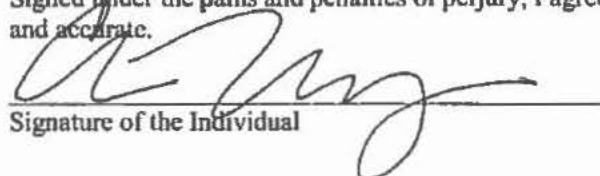
Highest Education Attained – Institution, Degree, and Year

New York University, Masters in Finance, 2005

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Alternative Care Resource Group	Manager	April 2015-present
LivFree Holdings LLC	President	2015-present
LivFree Holdings LLC	Chief Financial Officer	2014-2015
LivWell	Financial Consultant	2013-2014
Independent Financial Consultant	Consultant	2012-2013
Greenwave Capital LLC, Dubai United Arab Emirates	Chief Executive Officer	2007-2012
Ackman Ziff NYC	Analyst/Associate	2004-2007

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


Signature of the Individual

7/14/15
Date Signed

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

CEO/CFO Dorothy Whalen served in the health care sector for over 6 years. She held the Finance Manager at The Brigham and Women's Physician Organization Department of Surgery position where she managed a \$75 million budget, oversaw the financial operations for the surgery department, produced monthly financial statements and quarterly physician practice reports; established and monitored accounting procedures and controls; hired, trained, managed and evaluated staff; and acted as a liaison to affiliated entities, consultants and third-parties with respect to the PeopleSoft software conversions and intercompany reporting issues. She was part of the team that transitioned the BSG to the Brigham and Women's Physicians Organization (BWPO), Department of Surgery. For 4 years prior to that, Ms Whalen held the Manager of Financial Services at Codman Square Health Center. During her tenure at the center, the organization grew from \$2.5M in revenue and 60 FTEs to nearly \$8M and 120 FTEs. She managed a \$7 million budget, controlled and conducted A-133 audits, served as a member of the Senior Advisory Committee, supervised grants AP and payroll, and facilitated the early implementation of FASB 116 & 117.

COO Matthew Harrison has over 9 years' experience in the health care industry, specifically around health care laboratories. He has worked with over 500 hospitals, private laboratories and universities across the United States. He specialized in drafting nuclear stain protocols for large tissue processing laboratories, including the Mayo clinic. He is seasoned working inside USDA high clearance laboratories and understands clean room protocols and practices. Matthew has worked with every major hospital and independent pathology laboratory in Minnesota, Iowa, North Dakota, South Dakota, Ohio, Nebraska, Montana, Wyoming, Utah, Colorado, New Mexico and Hawaii; providing products and services directly to anatomic pathology laboratories, autopsy suites, immunohistology chemistry labs, electron microscopy centers, renal biopsy research labs, criminal forensics laboratories, neuropathology, the USDA, American Preclinical Services, and many more.


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: *DMW*

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

Dorothy Whalen, the Chief Executive Officer and Chief Financial Officer, has no specific experience providing services for marijuana for medical purposes. Ms Whalen's experience is with leading operational, financial, and organizational performance for both profit and non-profit organizations.

Matt Harrison, the Chief Operating Officer, is one of the most experienced and accomplished cannabis cultivators in the state of Colorado. Over the course of six years, he was personally responsible for engineering and developing the expansion of LivWell's cultivation facility (and subsequent retail distribution) from the 30,000 sq. ft. that he first took control of, up to the 130,000 sq. ft. that it currently operates, making it the largest cannabis cultivator and retailer in the market today.

Mr. Harrison oversaw the upper management team and executive decisions throughout the facility. Mr. Harrison developed the cultivation methodologies and processes that led to LivWell's scaling up to its current size and output of high quality medical cannabis products. In an industry that lacked best practices in line with modern commercial agriculture, Mr. Harrison took on the responsibility of creating the cultivation systems and Standard Operating Procedures that the LivWell facility continues to operate under, all while leading and managing a cultivation staff of over 300 employees. Using his Danaher Business System (DBS) certification and experience with medical laboratory and clean room practices, Mr. Harrison was responsible for engineering and developing nearly every facet of LivFree's cultivation operation, including plant propagation, husbandry/breeding, and designing a customized inline nutrient fertigation system that automatically mixes water and elemental salts to be fed to every plant in the facility. His expansive post-cultivation experience in extraction and isolation of cannabinoids and terpenes has provided him with the knowledge and ability to produce a near limitless entourage of cannabis derived compounds and products that are the basis of pharmacologically derived delivery systems that are the future of marijuana products being used as legitimate medicine.

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: 

20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

CAC's management partner Alternative Care Resource Group LLC (ACRG) intends to subcontract cultivation management and operations services to LivFree Holdings, LLC. LivFree's team carries the experience of establishing and scaling one of the largest medical marijuana operations in the country - LivWell in Denver, CO. LivFree brings 17 years of combined operational experience, along with proven operating procedures, policy manuals and training manuals. The LivFree team has successfully built and operated several large-scale cultivation facilities, producing pharmaceutical-grade medical marijuana products.

The LivFree team was responsible for engineering and expanding Colorado's LivWell facility from 30,000 sq. ft. to 130,000 sq. ft. that it operates today. At this facility, LivFree distributes to its 13 dispensaries and conducts wholesaling to affiliate dispensaries. LivFree operators were successful in developing and implementing next generation cultivation and processing systems and procedures to meet LivWell's distribution needs - as well as drive its growth and ability to consistently produce the highest quality medical marijuana products possible.

Leveraging 17 years of combined experience in the industry, LivFree has been operating since June of 2014, providing services for marijuana for medical purposes. LivFree will bring this unsurpassed experience along with modern commercial agricultural best practices and high quality products.

ACRG has contracted security operations for CAC to The Winmill Group, LLC ("TWG") of Washington, DC. TWG brings 40 years of combined security experience: 30 years in military, 25 years in law enforcement, 14 years in homeland security, and 3 years in medical marijuana in 4 other states. TWG is a nationally-recognized expert on establishing best practices for security, including anti-diversion, risk management, employee safety training, local community outreach, and collaborative partnerships with law enforcement. TWG currently supports 10 medical marijuana projects in Nevada, Illinois, and Colorado. TWG's Massachusetts engagements have included support for 4 other RMDs, described below.

TWG has no voting rights or operational control within CAC. Neither TWG nor any of its principals or employees serve as a director, officer, executive or member of CAC. Similarly, TWG has no voting rights or operational control within any other RMD applicant or certificate holder. Neither TWG nor any of its principals or employees serve as a director, officer, executive or member of any other RMD applicant or certificate holder.

Experience with the following MA entities:

2014- 2015

- Medical Marijuana of Massachusetts Inc. & Ermont Inc. - During provisional certificate period, TWG provided security planning, risk assessment, security system procurement

2015

- Commonwealth Alternative Care, Ermont Inc, Mission Massachusetts & Green Harbor Dispensary Inc - Application support

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: JSJ

SECTION E. OPERATIONS

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

LivFree & CAC partners and cultivation experts Matthew Harrison & David Baerwald will directly manage and oversee CAC's cultivation operations. They will do so in accordance with SOPs established by LivFree's cultivation operations policies and procedures and training manuals – designed to manufacture cannabis products for medicinal use. Products will be manufactured under stringent environmental controls and work processes that comply with FDA cGMPs. CAC will utilize the expertise of in-house biological horticulturalists, organic chemists, engineers, medical researchers, nutraceutical and pharmaceutical manufacturing experts, as well as professionals from other relevant industries in order to create the most advanced large-scale medical cannabis production facility of its kind.

Modular Class 100,000 cleanrooms, that are quickly constructed and qualified, will accommodate all production activities. Cleanrooms utilize positive pressure and advanced air filtration to reduce risk of pathogen contamination. Cultivation staff will be trained on cleanroom behaviors, strict hygiene requirements and rigorous growing procedures.

Employees will ensure optimal cleanliness of the manufacturing facility during production and between growth cycles – monitored through microbial sampling of surface contaminants and viable and non-viable particulate counting.

The 100,000 SF warehouse facility will contain 2,500 SF modular grow rooms to allow for continuous, staged harvests and strain specific environmental controls, as well as contain and mitigate potential contamination.

Energy efficient and WiFi controlled Heliospectra lighting will be used for vegetative and flowering stages. LED's light spectrums are computer controlled and customized to suit specific strains' warm and cool light-spectrum needs and respective stages. Fluorescent T5 lights will drive growth of clones (taken from mother plants started from seed) that will be cloned from for no more than two years.

Additionally, CAC will also cultivate using:

- Strains with ailment/disease specific cannabinoid and terpene profiles, with emphasis on high-CBD/low-THC ratios
- Organic nutrient solutions and IPM to ensure all products are free of harmful additives/chemicals
- Reverse osmosis water filtration to reduce TDS, chlorine, fluoride, and other additives found in municipal water supply
- High-precision HVAC, dehumidification, and filtration equipment in combination with AiroCide UV fungal protection
- Custom designed automated Argus fertigation equipment with stringent monitoring by grow staff to ensure healthy and even plant growth
- Easily cleanable epoxy flooring and plastic wall and ceiling panels in grow rooms
- Chemical, microbiological, or other testing, as necessary to prevent the use of contaminated components from suppliers
- RFID tags to track and monitor plant counts and locations throughout the facility using Viridian Science's seed-to-sale software.

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: DJD

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

For patients requiring medication for long term/all-day treatment of diseases such as pain or cancer, CAC will produce high-bioavailability capsules and gels, oils (RSO), transdermal patches, salves/topicals, bath soaks, teas, and food products, all of which have slower absorption rates.

For fast acting but shorter lasting treatment of conditions with sudden onset of symptoms such as epilepsy or nausea, CAC will produce oral sprays, tinctures, and sublingual tablets that have the fastest access to the blood stream for immediate relief.

CAC has access to and will cultivate 15+ high-CBD/low-THC strains that will allow patients to medicate with little to no intoxicating effect, while strains and products with moderate amounts of THC will also be produced for patients requiring THC's therapeutic benefits. By cultivating a wide array of cannabis genetics, CAC will be able to produce extractions containing various cannabinoid/terpene profiles to treat specific ailments and diseases.

The company will also isolate specific cannabinoids and terpenes (CBD, CBN, THCA, limonene, pinene, etc.) from said strains so as to utilize them in their singular forms as well as in specific combinations that have synergistic effects. The aforementioned MIPS products will be in available 3 to 6 formulations, each containing specific cannabinoid ratio (i.e. CBD%:THC%, CBD%:CBN%), as well as full-spectrum strain specific products that keep said strains' cannabinoid/terpene profiles intact.

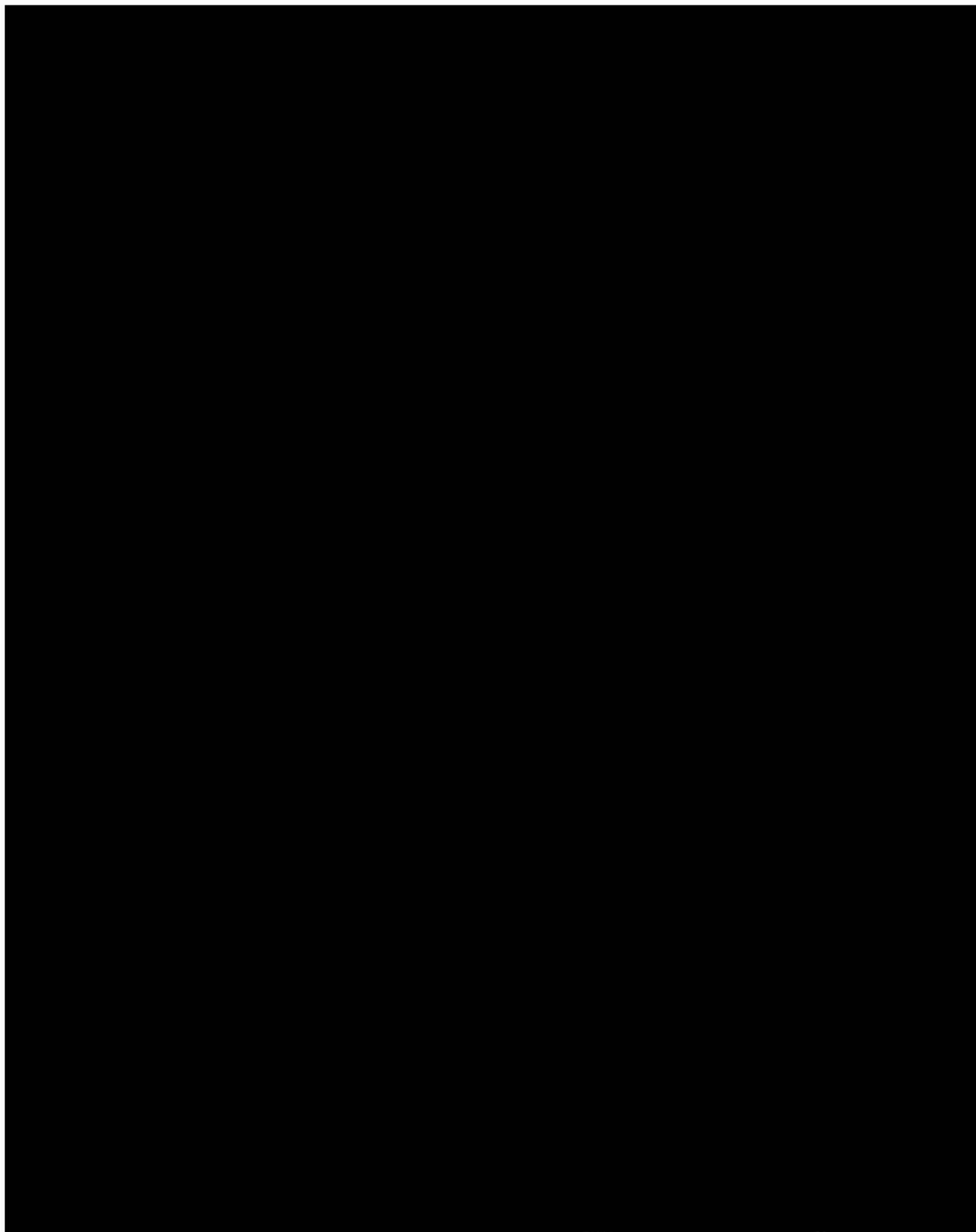
23. Provide a summary of the RMD's methods of producing MIPS, if the RMD intends to produce MIPS.

MIPS products will be manufactured in accordance with 105 CMR 725, utilizing LivFree's proprietary processes and SOPs to extract cannabis concentrates while keeping strains' full cannabinoid and terpene profiles intact. It will also isolate individual cannabinoids and terpenes to later be combined in specific amounts and ratios for CACs MIPS product mix.

An in-house organic chemist will operate the equipment for production and utilize Thermo Fisher Scientific HPLC and Mass Spectrometry equipment to continually test all flower, concentrate, and MIPS products' cannabinoid/terpene profiles and levels. Extraction and MIPS Operations Manuals are based on LivFree's 5+ years of commercial extraction utilizing Waters' CO2 extractor and other extraction methods, such as solventless ice water extraction with centrifuges, steam distillation using rotary evaporators, as well as Rosin Tech, a mechanical low-heat, solvent-free extraction process.

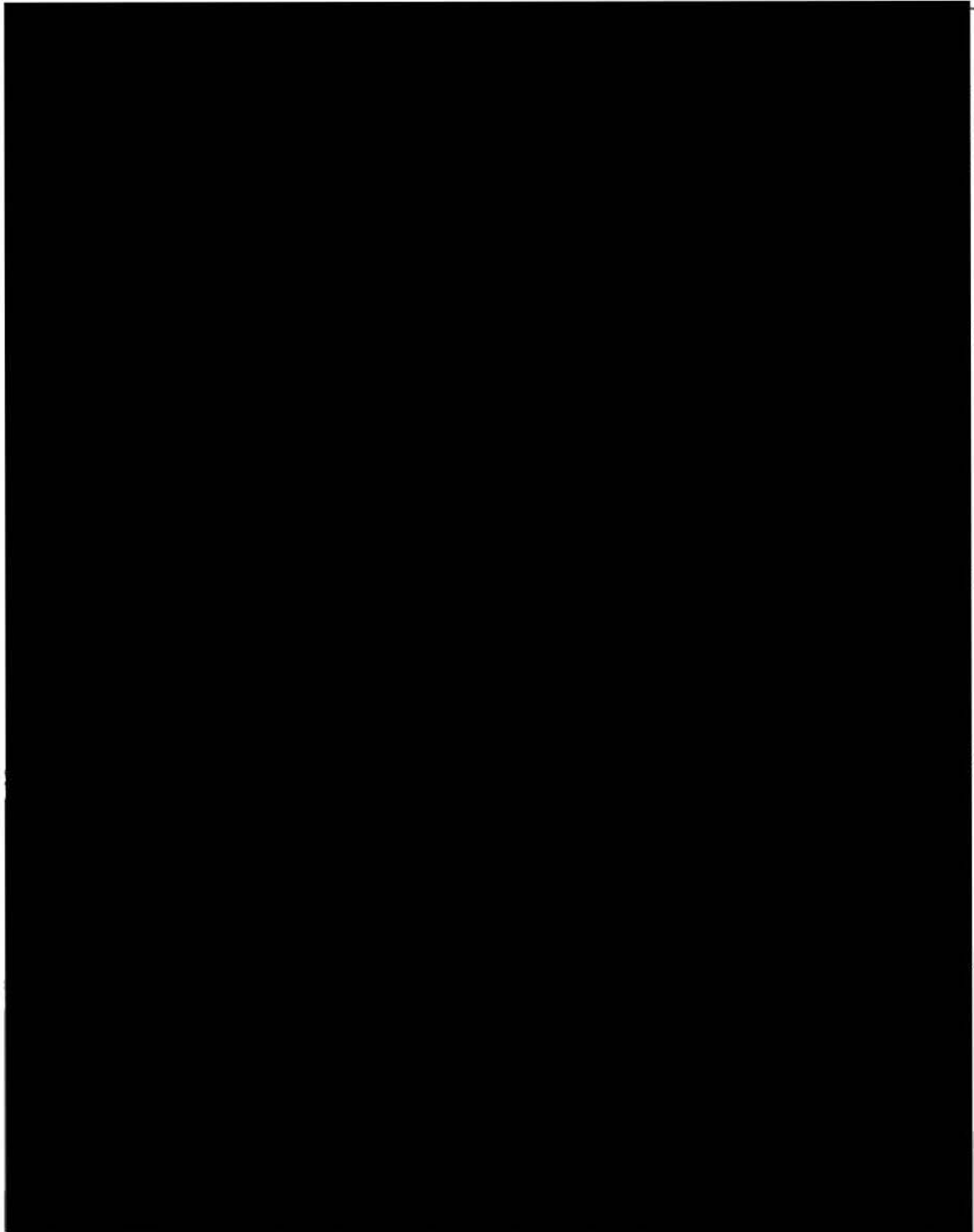
CAC will dilute cannabis extracts using either organic MCT oil or sugar cane alcohol as carriers. Cannabis extracts will subsequently be infused into the various MIPS products that will be manufactured using high-precision pharmaceutical filling and forming equipment, in conjunction with commercial kitchen equipment. All MIPS will be produced in a clean room facility with pharmaceutical-level policies and procedures.

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



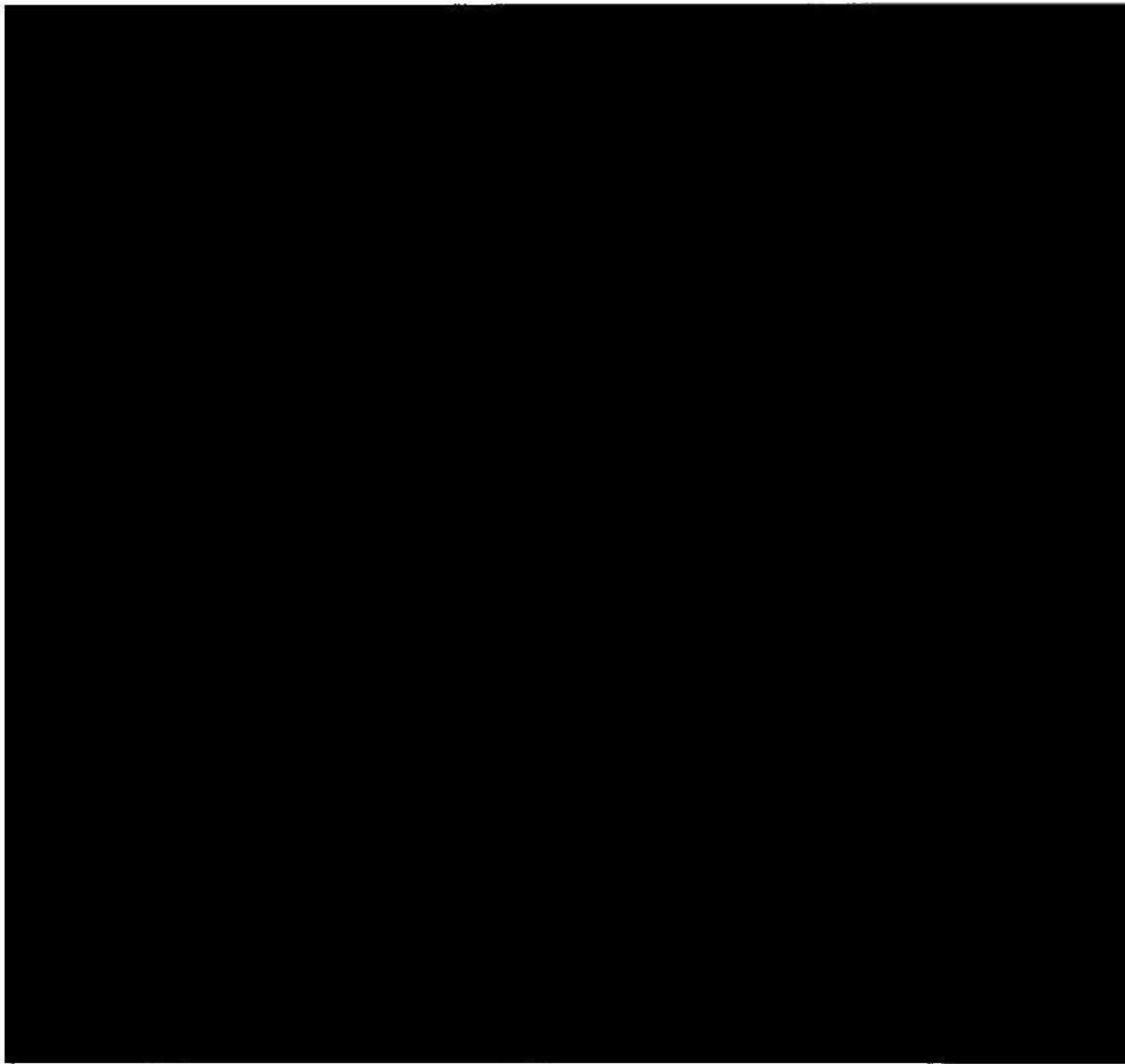
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: DJI

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



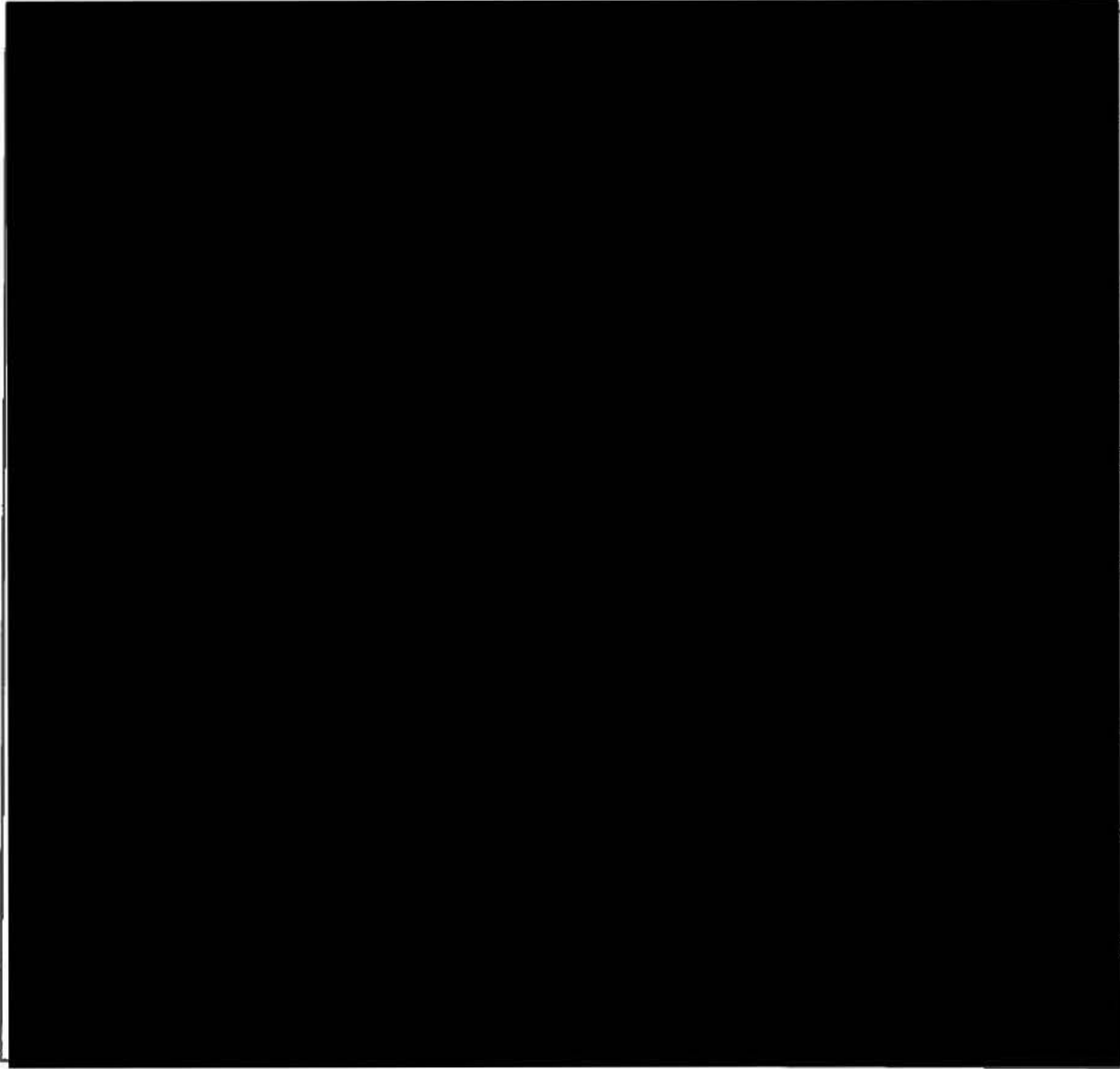
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: DAI

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



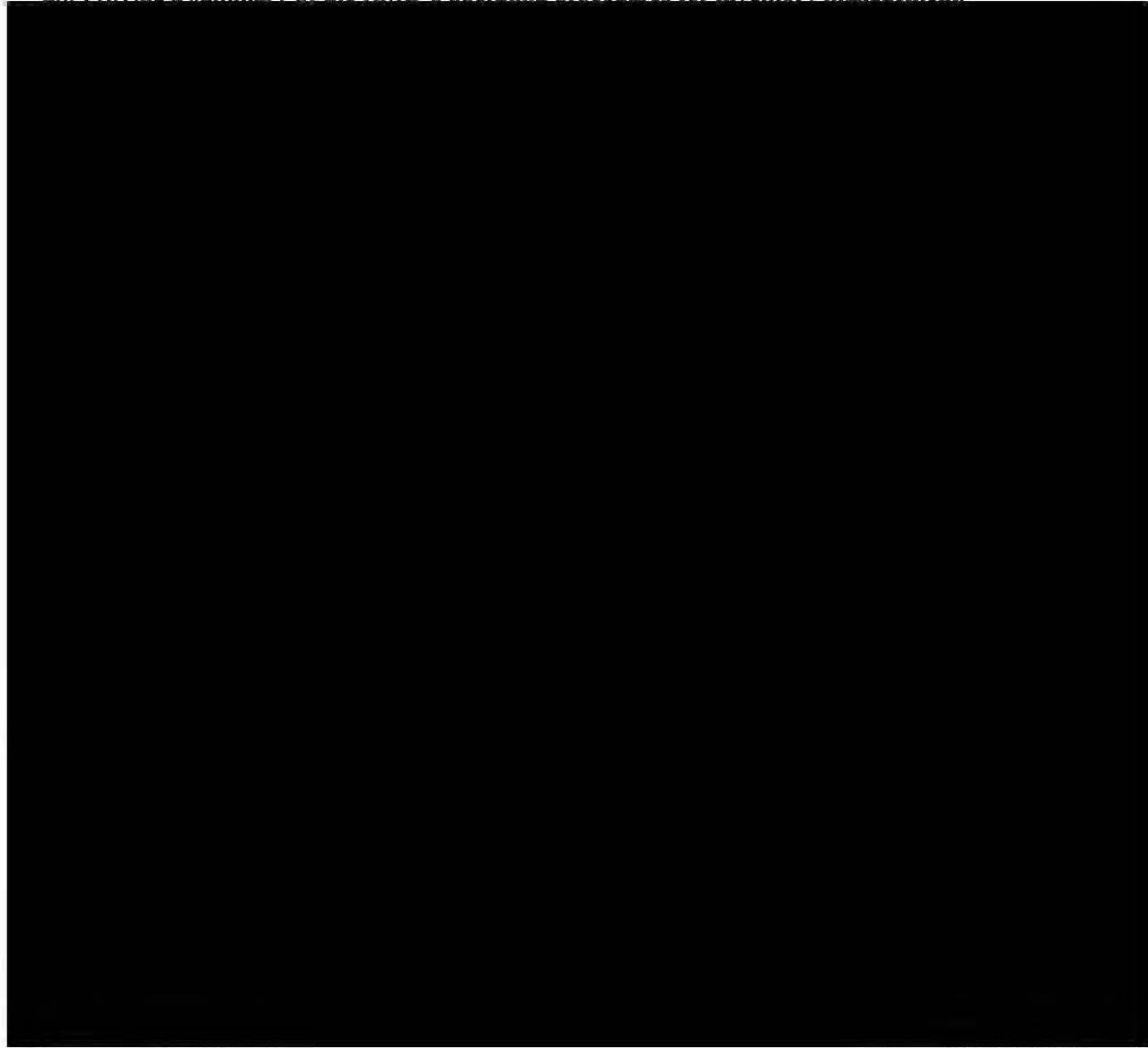
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: DD

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



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

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



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

CAC will only sell medical marijuana products that have been cultivated/processed in accordance with cGMPs for Food as established by 105 CMR 500 and FDA's 21 CFR part 110. Quality control (QC) operations will ensure product safety and quality through all stages of manufacturing, testing, labeling, holding and disposition product.

A manufacturing master record lists all materials, equipment and procedures required for a batch. The batch record includes documentation for production of a specific batch, materials and equipment used, date/initials of operator, monitoring results, yields and testing results. QC reviews records to assure no errors/nonconformances have occurred. Batch records must adhere to CAC's Record Retention policy.

Equipment and materials used/produced are assigned unique traceability identifiers. Specifications are set for environment, materials, testing, equipment and labels. Manufacturing, storage areas, sanitation and personnel are monitored to minimize contamination. Sampling plan is followed. Testing is performed by compendia/scientifically valid methods, compliant with 105 CMR 725 and includes cannabinoid profile and contaminants (mold, mildew, heavy metals, plant-growth regulators, presence of non-organic pesticides). Contracts manage suppliers and ISO certified independent testing labs.

QC reviews and product concerns are reviewed via the Complaint Handling program to determine action. QC manages withdrawal/recall events with dispensary manager.

30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

CAC will establish provisions to ensure confidentiality and prevent the disclosure of information about legally qualified patients, designated primary caregivers, and dispensary agents pursuant to 105 CMR 725.200. CAC will diligently safeguard the confidentiality of patients' information related to the medical use of marijuana. Employees will keep all patient information in the strictest confidence, and employees will not use, retain, disseminate, or disclose this information, except as may be necessary to perform the duties required of an employee of CAC. The patient coordinator will be responsible for patient records management and security. All patient records will be handled in a manner similar to protected medical records. Measures for addressing and reporting any loss or unauthorized alteration of records related to medical marijuana are detailed.

As provided in 105 CMR 725.200(D), information held by CAC about registered qualifying patients, personal caregivers, & dispensary agents will remain confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction. However, the Department may access this information to carry out official duties. Any computerized inventory control system, Electronic Verification System, or point-of-sale system will offer acceptable levels of data protection similar to federal HIPAA rules.

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

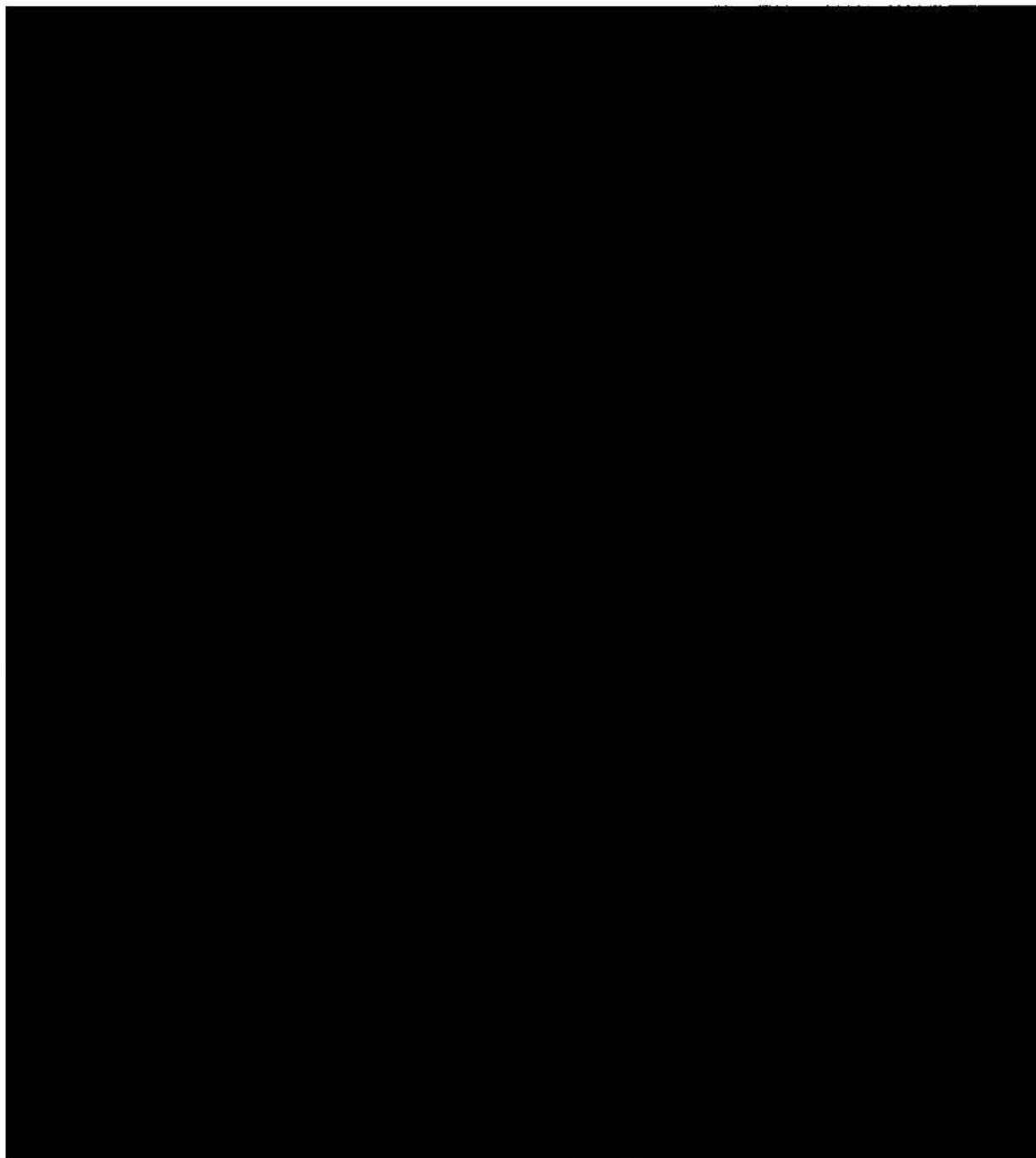
CAC's Personnel Policies for the operation of an RMD will be in full compliance with 105 CMR 725 and applicable state statute and regulations. All agents are subject to all applicable policies established by CAC's Employee Handbook and Manual, or as otherwise established or amended by management.

The GM and the HR Officer are responsible for the enforcement of all hiring policies, training, compliance with the Employee Manual and Handbook, and assuring proper receipt and maintenance of all employee documentation. Employees will be trained on CAC policies and DPH regulations before commencing work and will receive regular training to stay current on compliance issues.

CAC will offer full-time employees generous health and dental benefits, workers compensation, and unemployment compensation, as well as paid leave of absence, bereavement, holidays, sick leave, and vacation days. CAC will also adhere to federal COBRA regulations and the Family and Medical Leave Act.

CAC will take affirmative action measures to ensure against discrimination on the basis of race, religion, cultural background, age, gender/gender expression, sexual orientation, disability, nationality, veteran, parental, or marital status, in any of its activities or operations, including but not limited to hiring and firing of staff, recruitment, compensation, promotions, selection of vendors, and provision of services. CAC will cultivate an open and welcoming environment for all staff, clients, and vendors.

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



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

A record retention policy will be established for: the application; operating procedures; inventory records; QC sample archive data; personnel records; training, staffing plans; dispensing; waste disposal records; compliance and audit reports; security records; and other business records to comply with 105 CMR 725.200. Data will be collected and securely stored off-site using Viridian Sciences SAP based ERP software integrating seed-to-sale tracking, POS systems, accounting and record keeping. All written records will be maintained on-site or archived electronically (following FDA's guidance for Electronic Records, 21 CFR part 11). All information will be available to the Department at all times.

Information held by CAC about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties.

All patient records will be handled like protected medical records. No employee shall disclose patient information to any person other than another CAC employee. CAC's patient coordinator is responsible for patient records management and security. CAC will use system data protection similar to HIPAA rules for inventory control, Electronic Verification, and POS.

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: PD

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

CAC will ensure the availability of up-to-date educational materials online, in-store, and via print collateral, in languages accessible to all patients, as well as for the visually- and hearing-impaired.

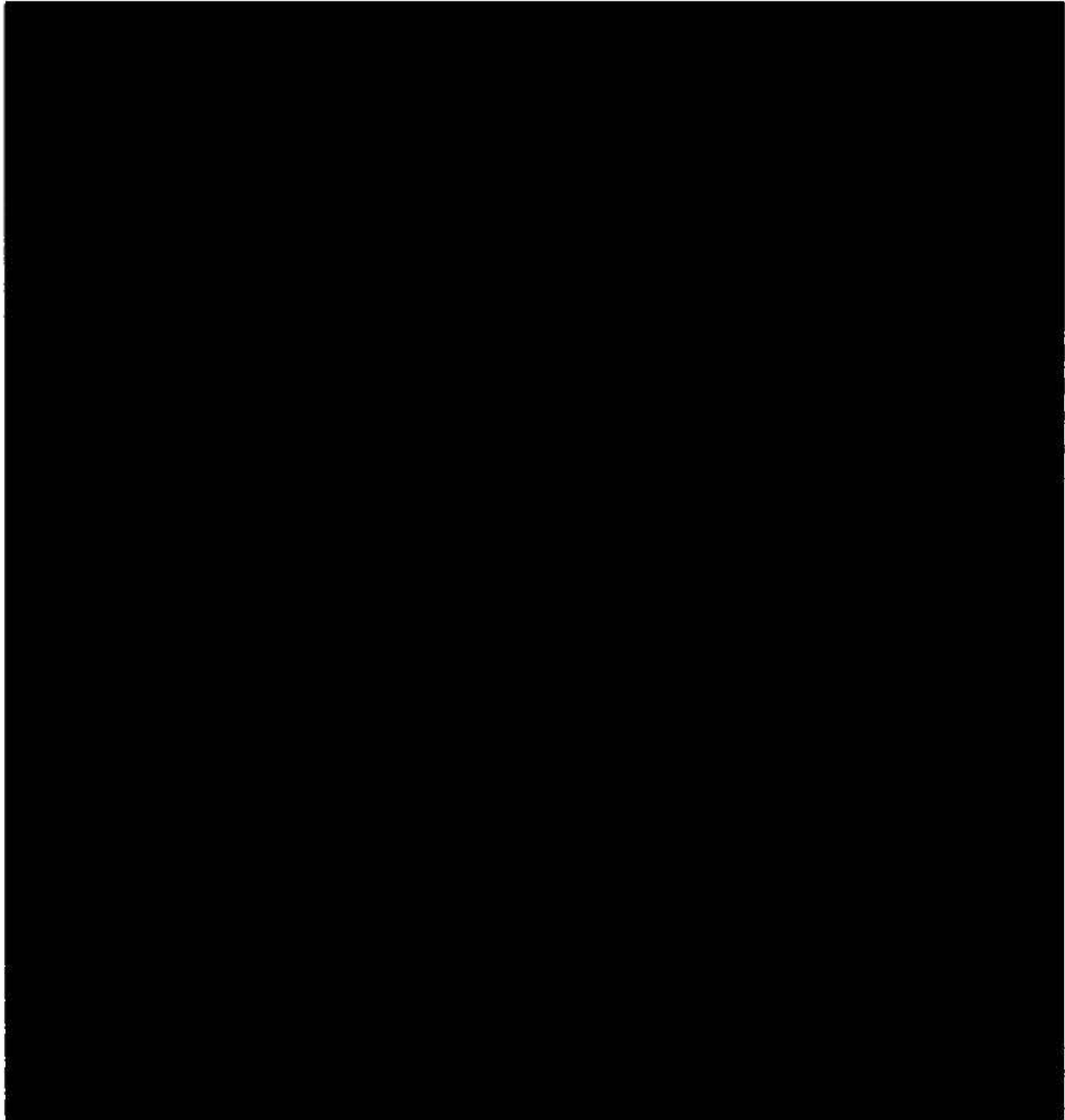
CAC will provide patients/caregivers a copy of our Patient Handbook (PH), which will be reviewed in detail with patients during the orientation and registration process. The PH contains:

- State and local rules & regulations
- Research studies on MMJ health benefits
- Marijuana general FDA warnings including child safety protection
- Strain and product descriptions, administration, dosages, and expected effects, as well as purposing specific products to suit patients' ailment or disease specific needs
- Tools for tracking strain & product effectiveness
- Tolerance, dependence, and withdrawal information
- Substance abuse signs/symptoms; referral information for abuse treatment
- Statement that patients may not distribute marijuana to another individual; must return unused or contaminated product to the RMD from which they purchased for disposal
- Other information required by DPH

CAC's Health & Patient Services Director will monitor medicinal marijuana research to ensure CAC provides patients with accurate health effects information of medicinal marijuana, and that PH content is accurate and up-to-date.

CAC will provide educational materials from Americans for Safe Access (ASA) on medical marijuana treatment efficacy for qualifying conditions under MA law.

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



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

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the

CAC's medical marijuana discount program will be available to patients qualifying for MA or federal means-based program. The discount program will allow CAC to support low-income patients with a documented verified financial hardship. CAC will offer patient discounts based on a sliding scale from 10-50% off, depending on a patient's level below 300% of the Federal Poverty Guidelines. In addition, CAC will offer a free gram per week for those with greater financial hardship, as qualified by receiving MassHealth, Supplemental Security Income, or where the patient's individual income does not exceed 300% of the federal poverty level (adjusted for family size). Additional weight/discounts will be offered to veterans, the terminally ill, and senior citizens. Federal or state issued income-based documentation will be accepted as a form of income verification, as will evidence of a patient being a recipient of MassHealth or Supplemental Security Income. On a case-by-case basis, CAC may offer discretionary discounts to patients in need.


Participation allows patients access to all forms of medical marijuana and does not limit them to a restricted selection of discounted product. Viridian's POS system is utilized to track the program including discount amounts and expiration dates. CAC will allow all patients meeting the verified financial hardship status definition at 105 CMR 725.004 to participate in its free or reduced cost medical marijuana program.

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

CAC's Operations & Training Manuals identify necessary trainings required for all employees to perform their job duties safely and in compliance with applicable laws and regulations. The GM in conjunction with the HR Officer are responsible for ensuring training is provided for each individual involved in CAC operations.

Training programs for each medical marijuana establishment will be tailored to the roles, duties of the job descriptions and functions of each employee, including product and patient consultation to ensure appropriate products are selected for patients' specific conditions, as well as topics such as confidentiality, safety, hygiene, anti-diversion, and more. Staff will receive a minimum eight hours of on-going training annually and the HR Officer is responsible for maintaining required documentation of all required training.

A training strategy will be established to comply with regulations and to comport with best practices and a training schedule. Procedures for new employee orientations are described with specific areas of focus, including a required overview of 105 CMR 725, as well as relevant state and local laws. Additional facility specific training relevant to staff meetings, record keeping, confidentiality, incident management, inventory management, diversion prevention, product handling and sanitation, facility safety and security, transportation, community/patient relations, workers compensation, OSHA, and internal controls and standards.

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38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes ☒ No ☐

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

Yes ☒ No ☐

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

CAC will obtain liability insurance in compliance with 725 CMR 105 (Q)(1). Originated by insurance broker FBInsure, the policy will provide coverage limits of \$1 million dollars per occurrence, \$2 million dollars aggregate, and will carry a \$5,000 deductible. The policy will provide coverage for general liability, product liability, and professional/D&O. The underwriter selected to provide coverage will be A.M.Best rated A- or better.

As guided by FBInsure and counsel, CAC will review and adjust such coverages from time to time to meet the needs of the organization and to assure regulatory compliance.

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SECTION F. CAPITAL CONTRIBUTORS

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Casey Griffin	\$ 800,000.00	61.54%
	\$	
	\$	
	\$	
	\$	

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Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Alternative Care Resource Group, LLC	Entity CEO/ED: Connor McCaffery, Manager Entity President/Chair:	\$ 500,000.00	38.46%
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	

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Application 3 of 3

Commonwealth Alternative Care

Applicant Non-Profit Corporation

ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.


Signature of Authorized Signatory


Date Signed

Dorothy M. Whalen

Print Name of Authorized Signatory

Chief Executive Officer, Chief Financial Officer & Chairman of The Board

Title of Authorized Signatory

I hereby attest that if the corporation is allowed to proceed to submit a *Siting Profile*, the corporation is prepared to comply with all *Siting Profile* requirements.


Signature of Authorized Signatory



Date Signed

Dorothy M. Whalen

Print Name of Authorized Signatory

Chief Executive Officer, Chief Financial Officer & Chairman of The Board

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: 



The Commonwealth of Massachusetts

**Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111**

SITING PROFILE:

**Request of for a Certificate of Registration to
Operate a Registered Marijuana Dispensary**

INSTRUCTIONS

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

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

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

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

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

RECEIVED

JUL 12 2016

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

Commonwealth Alternative Care, Application 3 of 3

Mail or hand-deliver the *Siting Profile*, with all required attachments, to:

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

REVIEW

Applications are reviewed in the order they are received. After a completed application packet is received by the Department, the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to receive a Provisional Certificate of Registration.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.


REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

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QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

CHECKLIST


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

- ☒ A fully and properly completed *Siting Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- ☒ Evidence of interest in property, by location (as outlined in Section B)
- ☒ Letter(s) of local support or non-opposition (as outlined in Section C)

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SECTION A: APPLICANT INFORMATION

1. Commonwealth Alternative Care
Legal name of Corporation
2. Dorothy M. Whalen
Name of Corporation's Chief Executive Officer
3. 11 Beacon Street, Suite 720
Boston, MA 02108
Address of Corporation (Street, City/Town, Zip Code)
4. Dorothy M. Whalen & Deb Brewer
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. (617) 864-5760
Applicant point of contact's telephone number
6. dwhalen@commonwealthaltcare.org, deb@lxstudios.com
Applicant point of contact's e-mail address
7. Number of applications: How many *Siting Profiles* do you intend to submit? 3

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

SECTION B: PROPOSED LOCATION(S)

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

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

	Location	Full Address	County
1	Dispensing	1385 Cambridge Street, Cambridge MA 02138	Middlesex
2	Cultivation	30 Mozzone Boulevard, Taunton MA 02780-3751	Bristol
3	Processing	30 Mozzone Boulevard, Taunton MA 02780-3751	Bristol

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

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