

BOARD OF SELECTMEN

May 13, 2014

Needham Town Hall

Revised Agenda

	6:45	Informal Meeting with Citizens <i>One or more members of the Board of Selectmen will be available between 6:45 and 7:00 p.m. for informal discussion with citizens. While not required, citizens are encouraged to call the Selectmen's Office at (781) 455-7500 extension 204 in advance to arrange for an appointment. This enables the Board to better assure opportunities for participation and respond to citizen concerns.</i>
1.	7:00	Public Hearing- Last Mile Solutions- First Avenue • Elwin M. Savage II- Last Mile Solutions representative
2.	7:00	Department of Public Works Proclamation – “National Public Works Week”
3.	7:05	Joint Meeting with Trustees of Memorial Park
4.	7:20	Registered Marijuana Dispensary Application Request
5.	7:35	Town Manager • Charles River Reservation/Barnes Pathway Update • Road/Walk/Bicycling Event Policy • Updated Alcohol Regulations • Town Manager's Report
6.	7:50	Board Discussion • Committee Reports

CONSENT AGENDA *=Backup attached

1.	Accept a \$500 donation made to Needham Youth Services from the Needham Women's Club. The monies will be used to sponsor Needham Youth Services' "A Conversation" program.
2.	Accept donation from Moe Handel of a book "The High Cost of Free Parking" by Donald Shoup to the Office of the Town Manager.
3.	Accept the following donations made to the Needham Park and Recreation Commission from Needham resident, Caren Carpenter: 47 hard/soft cover children books, 1 puzzle, 6 games/toys, 34 music cd/cassettes, and various arts and crafts supplies. They will be used at the children's programs. The value is approximately \$500.
4.	At its April 22, 2014 meeting, the Board voted to accept donations made to the Needham Public Library during the period October 1, 2013 through January 8, 2014. The dates were incorrect. Please ratify approval for the period January 9, 2014 through April 9, 2014.
5.	Approve continuation of the experimental Traffic Regulation in accordance with the Needham Traffic Rules and Regulations Section 3-6 for Great Plain Avenue for the period April 18, 2014 to May 26, 2014: one Handicap Parking spot, and one 15 minute Parking spot, in front of the former Eaton Square Right of Way adjacent to

	MBTA Right of Way.
6.*	Approve 2014 Mobile Food Truck license for Captain Marden's Seafoods, Inc. d/b/a The Cod Squad. All required forms have been completed and are on file.
7.*	Ratify a Special One Day All Alcoholic Beverages License for Stephen Pitocchelli of the Village Club who held a Baptism event on May 10, 2014 from 12:00 p.m. to 7:00 p.m. The event was held at the Village Club, 83 Morton Street, Needham.
8.*	Approve a Special One Day All Alcoholic Beverages License for Stephen Pitocchelli of the Village Club to hold a Relay for Life Fundraiser on May 17, 2014 from 6:00 p.m. to 12:00 a.m. The event will be held at the Village Club, 83 Morton Street, Needham.
9.*	Approve a Special One Day All Alcoholic Beverages License for Stephen Pitocchelli of the Village Club to hold a Graduation Party on May 31, 2014 from 4:00 p.m. to 12:00 a.m. The event will be held at the Village Club, 83 Morton Street, Needham.
10.*	Approve a Special One Day All Alcoholic Beverages License for Stephen Pitocchelli of the Village Club to hold a Little League Coaches Dinner on June 13, 2014 from 6:00 p.m. to 11:00 p.m. The event will be held at the Village Club, 83 Morton Street, Needham.
11.	Accept donation from Photography by Drew of Newton and Jenny Noursa Photographs of Canton of a framed photo of James Hugh Powers (which will be hung outside of Powers Hall). This photograph was part of the Inspirational Families of Needham exhibit. The value is \$575.
12.*	Approve application for a 2014 Public Entertainment license on Sundays from Jeffrey Friedman, of Needham Farmers Market, Inc., located on the parking lot of Needham Bank, 1063 Great Plain Avenue, Needham.
13.	Declare the fire call box at the corner of School Street and Chestnut Street (#14) surplus to the benefit of the Needham 9/11 memorial.
14.*	Approve a Special One Day Wines and Malt Beverages License for Maureen Callahan of the Needham Education Foundation to hold its NEF Donor Appreciation event on Tuesday, May 13, 2014 from 5:30 p.m. to 7:30 p.m. The event will be held at the Needham Historical Society, 1135 Central Avenue, Needham.
15.	Approve integrated collective bargaining agreement between the Needham Firefighters Local 1706 and the Town of Needham approved by the October 29, 2012/November 13, 2012 Special Town Meeting.
16.*	Approve a Special One Day All Alcohol Beverages License for Ed Davis, of St. Sebastian's School to hold its reunion event on Saturday, May 17, 2014 from 12:00 p.m. to 11:30 p.m. The event will be held in Ward Hall at St. Sebastian's School, 1191 Greendale Avenue.
17.	Accept the gift of two new, made in America, nylon United States Flags from the Norfolk Lodge A.F. & A.M. for the Needham Town Common and the Needham Heights Common.
18.	Accept the following donation made to the Needham Community Revitalization Trust Fund from the following resident: \$ 30 from Helen Hicks
19.	Approve a \$2500 grant from the Needham Commission on Disabilities to the Needham Elementary School's "Understanding our Different Abilities (UAD) Program" to have Mr. Luca Patuelli, a disabled break dancer come tell his story and perform at all five of the elementary schools the last week in October 2014.
20.*	Water and Sewer Abatement Order #1180

21.*	Approve minutes of May 5, 2014 and Executive Session minutes of April 22, 2014.				
22.	Accept a \$40 donation made to Needham Youth Services from Kristin and Thomas Mollerus. The monies will be used to sponsor Needham Youth Services Project Van program.				
23.	Accept donations totaling \$225 in honor of Melvin Roboff made to the Needham Fire Department from the following people: Mary Lou and Phillip Bonasia, Alice C. Kelleher, Rose and Jeff Meropol, William and Susan Wasch, Katherine and Erik Lundgren, and Jeffrey and Barbara Sue Kemp. The monies will be used to support the activities of the Student Awareness of Fire Education program.				
24.*	Approve a request from the Needham Track Club to hold “The Great Bear Run” road race on Sunday, May 18, 2014 from 10:00 a.m. to 2:45 p.m. on the grounds of the Pollard Middle School. The route has been approved by the following departments, DPW, Police, Fire and Park and Recreation.				
25.*	Approve a Special One Day Wines & Malt Beverages license to Nancy Wright of Perennial Designs to host a Farewell Party on Thursday, May 15, 2014 from 6:00 p.m. to 8:00 p.m. The event will be held at Perennial Designs, 117 Chapel Street, Needham.				
26.	Accept donations totaling \$1100 made to the Department of Public Works’ Parks and Forestry Division from the following Needham residents: Mr. Michael and Mrs. Tammie Kukoleca; and Ms. Cecilia Fleming. The monies will be utilized for future public shade tree plantings throughout the Town.				
27.*	Approve a request from Sean Madsen of Bikes Not Bombs for its event to be held on June 8, 2014. It is a bike-a-thon event that will have cyclists riding through a portion of Needham during the 40 mile route of the ride, as well as the return path of the 60 mile ride. The Needham portion of the route has been approved by the DPW, Police, Fire and Park and Recreation departments.				
28.	Accept donation of 300 Hoodsie Ice Cream cups, and 300 spoons at a value of \$120 for the Memorial Day observation to be held on May 26, 2014 from Roche Brothers, Needham.				
29.	Grant permission for the following resident to hold a Block Party:				
Name	Address	Party Location	Party Date	Rain Date	Time
Maureen Rossi	65 Douglas Rd	Douglas Road	6/21/14	6/22/14	3-7pm



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 05/13/2014

Agenda Item	Public Hearing – Last Mile Solutions Petition for First Avenue and A Street
Presenter(s)	Elwin M. Savage II, Last Mile Solutions, LCC Fred York, Phoenix Communications

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
Last Mile Solutions requests permission to lay and maintain underground conduits and hand holes, with cables placed therein, under the surface of the following public way or ways in two separate locations: 1.) To place approximately 724' of 4" sch40 PVC conduit starting in front of 128 A Street. The contractor will trench approximately 57' across the street and then turn 90 degrees to follow parallel with A Street centerline for an approximate distance of 667'. At that point, the trench will be terminated and stubbed for a future connection with developer's work at 400 First Avenue, Needham. This work is necessary to provide TripAdvisor with a fiber optic circuit. 2.) The contractor will also place approximately 405' of 4" sch40 PVC conduit starting at 300 First Avenue on the A Street side. Conduit layout will start at Verizon MH 39/127-2 and will cross A Street and continue following landscape strip along First Avenue. Conduit layout will end at Pole 401/-1 located in between 250 and 200 First Avenue. This work is necessary to provide TripAdvisor with a fiber optic circuit. Phoenix Communications is their preferred contractor for this work and they have filed a bond with the Town of Needham for this construction. The Department of Public Works has approved this petition, based on Last Mile Solutions' commitment to adhere to regulation that all conduit installed must be 3" schedule 40 minimum; and, that when buried, the conduit must be placed at 24" below grade to the top of the conduit.			
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
Suggested Motion: Move that the Board of Selectmen approve and sign a petition from Last Mile Solutions to lay and maintain underground conduits and hand holes, with cables placed therein, under the surface of the following public way or ways in two separate locations:			



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

1.) To place approximately 724' of 4" sch40 PVC conduit starting in front of 128 A Street. The contractor will trench approximately 57' across the street and then turn 90 degrees to follow parallel with A Street centerline for an approximate distance of 667'. At that point, the trench will be terminated and stubbed for a future connection with developer's work at 400 First Avenue, Needham. This work is necessary to provide TripAdvisor with a fiber optic circuit.

2.) The contractor will also place approximately 405' of 4" sch40 PVC conduit starting at 300 First Avenue on the A Street side. Conduit layout will start at Verizon MH 39/127-2 and will cross A Street and continue following landscape strip along First Avenue. Conduit layout will end at Pole 401/-1 located in between 250 and 200 First Avenue. This work is necessary to provide TripAdvisor with a fiber optic circuit.

3.	BACK UP INFORMATION ATTACHED	YES	NO
(Describe backup below) a. Letter of Application b. Order c. Petition Plan d. Notice Sent to Abutters e. List of Abutters			



04-11-2014

Petition for Conduit Installation
Town of Needham
Board of Selectman

Last Mile Solutions LCC requests permission to lay and maintain underground conduits and hand holes, with cables placed therein under the surface of the following public way or ways in two separate locations:

The first underground conduit layout would start in front of #128 A Street. We would trench approximately 57' across the street then turn 90 degrees to follow parallel with A Street centerline for an approximate distance of 667'. At this point, trench will be terminated and stubbed for a future connection with developer's work at #400 First Avenue. We would place approximately 724' of 4" sch40 PVC conduit. We are providing Tripadvisor with a fiber optic circuit. This construction is expected to be completed in 7 days.

The second underground conduit layout would start at #300 First ^{Ave.} Street on the A Street side. More specifically, conduit layout would start at Verizon MH # 39/127-2 and would cross A Street and continue following landscape strip along First ^{Ave.} Street. Conduit layout would end at Pole 401/-1 located in between #250 and #200 on First Avenue. We would place approximately 405' of 4" sch40 PVC conduit. Here we are providing Tripadvisor with a fiber optic circuit. This construction is expected to be completed in 5 days

We will have 2 Needham Police Officer details onsite for traffic control and pedestrian travel. The trench will conform to the Town of Needham's standards with 24" of cover along with the proper compaction. Phoenix Communications is our preferred contractor for this work. Phoenix has filed a bond in the town.

Please see enclosed plan Numbered 13171LMS-JD
Showing location of conduit to be constructed is filed herewith

Last Mile Solutions, LCC

Elwin M. Savage II
Project Manager
Last Mile Solutions, LCC
Shrewsbury, MA 01545

25 Bowditch Street, Shrewsbury, MA

508-925-8576 x204

www.lmilessolutions.com

OK TO Proceed
Mr. Ryder, Engr.
4/22/14
OK R.P. Merson
DPW Director
4/30/14

04-11-2014

Town of Needham
Board of Selectman

After filing and completing all applicable requirements which include, a hearing, applications and fees and all pertinent paper work, the Town of Needham, MA Board of Selectmen authorizes Last Mile Solutions, LCC to proceed with the proposed conduit layout work. This work is briefly described below:

Last Mile Solutions LCC is granted permission to lay and maintain underground conduits and handholes, with cables placed therein under the surface of the following public way or ways in two separate locations:

The first underground conduit would start in front of #128 A Street. Last Mile Solutions, LCC would trench approximately 57' across the street then turn 90 degrees to follow parallel with A Street centerline for an approximate distance of 667'. At this point, trench will be terminated and stubbed for a future connection with developer's work at #400 First Avenue. Last Mile Solutions, LCC would place approximately 724' of 4" sch40 PVC conduit.

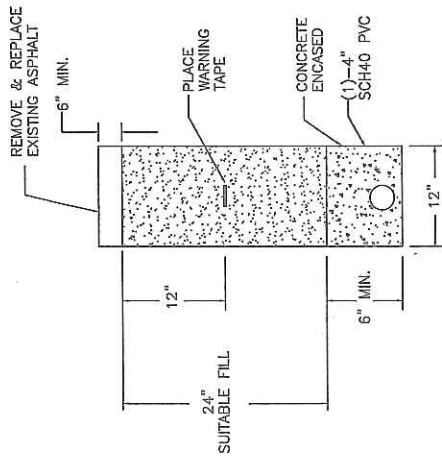
The second underground conduit would start at #300 First ^{Ave.} Street on the A Street side. More specifically, conduit layout would start at Verizon MH # 39/127-2 and would cross A Street and continue following landscape strip along First ^{Ave.} Street. Conduit would end at Pole 401/-1 located in between #250 and #200 on First Avenue. Last Mile Solutions, LCC would place approximately 405' of 4" sch40 PVC conduit.

Last Mile Solutions, LCC thanks the Board of Selectmen and the Town of Needham for granting us permission to complete the above described work.

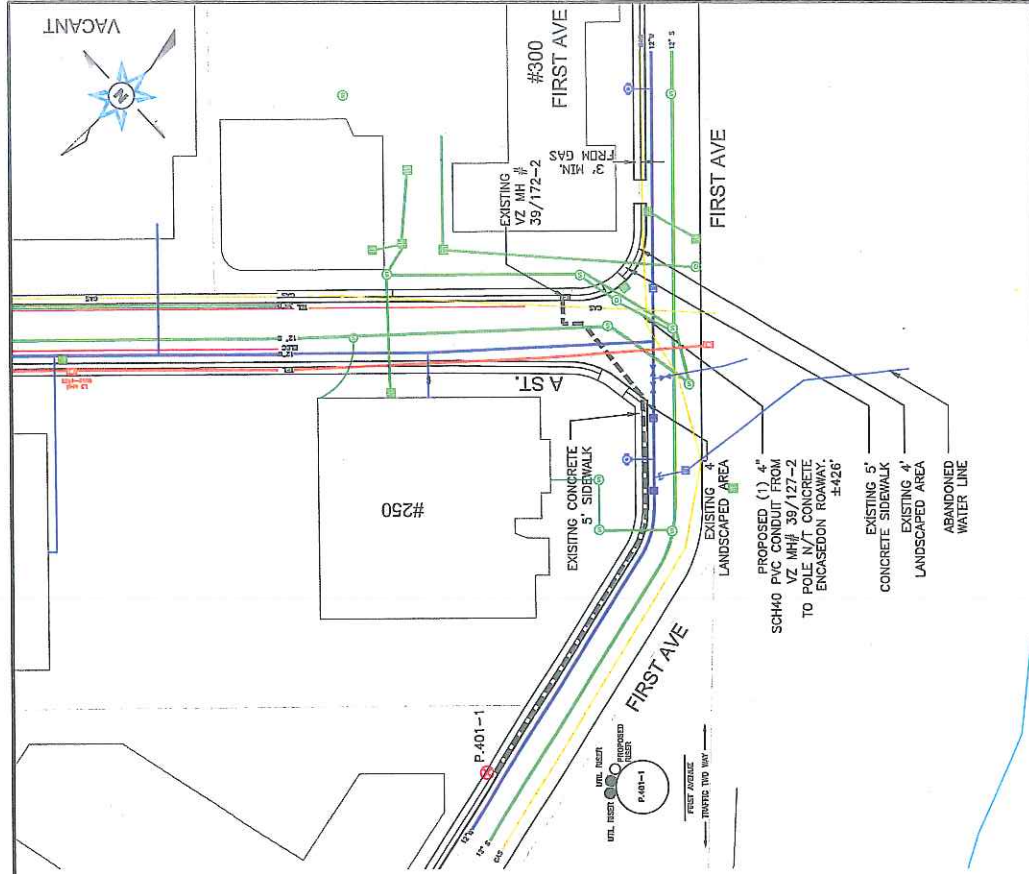
Town of Neeham Chairman Of The Board of Selectman

GENERAL NOTES

1. THE LOCATIONS OF EXISTING UNDERGROUND UTILITIES ARE SHOWN IN AN UNBROKEN LINE. THE CONTRACTOR SHALL NOT BE RESPONSIBLE FOR THE LOCATION OF UTILITIES NOT SHOWN ON THIS PLAN. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE LOCATION OF ALL EXISTING UTILITIES BEFORE COMMENCING WORK, AND SHALL BE FULLY RESPONSIBLE FOR THE LOCATION OF UTILITIES WHICH MAY BE OCCUPIED BY THE CONTRACTOR'S FAILURE TO EXACTLY LOCATE AND PRESERVE ANY AND ALL UNDERGROUND UTILITIES.
2. WHERE AN EXISTING UTILITY IS FOUND TO CONFLICT WITH THE PROPOSED WORK, THE UTILITY SHALL BE ACCURATELY DETERMINED WITHOUT DELAY BY THE CONTRACTOR AND THE ENGINEER FOR RESOLUTION OF THE CONFLICT.
3. THE CONTRACTOR SHOULD MAINTAIN A SEPARATION OF 10 INCHES MIN. WHEN CROSSING EXISTING WATER FACILITIES.
4. THE CONTRACTOR SHALL MAKE ALL ARRANGEMENTS FOR THE ALTERATION AND RELOCATION OF EXISTING PUBLIC UTILITIES AND ALL OTHER PRIVATE UTILITIES BY THE UTILITY COMPANY.
5. THE CONTRACTOR SHALL NOT DISTURB PUBLIC TREES AND SHRUBS.
6. AREAS OUTSIDE THE LIMITS OF PROPOSED WORK DISTURBED BY THE CONTRACTOR'S OPERATIONS SHALL BE RESTORED BY THE CONTRACTOR TO THE ORIGINAL CONDITION AT NO EXPENSE TO THE OWNER.
7. THE CONTRACTOR SHALL BE RESPONSIBLE FOR PLACING AND MAINTAINING FOR ALL RESURFACING AND/OR PLACING FOR ALL RESURFACING IN PARALLEL WITH THE PROPOSED WORK UNTIL PERMANENT RESURFACING IS COMPLETE.
8. JOINTS BETWEEN NEW SUBURFACING CONCRETE SHALL BE SEALED WITH BITUMEN AND BACK SANDED.
9. THE CONTRACTOR SHALL PROTECT AND SUPPORT ALL EXISTING UTILITY LINES THAT ARE NOT TO BE DISTURBED AS REQUIRED TO INSTALL THE PROPOSED CONDUIT.
10. THE CONTRACTOR SHALL REPLACE ALL DISTURBED TRAFFIC SIGNAL LOOP DETECTORS TO GOOD WORKING CONDITION AS REQUIRED BY THE DISTRICT ENGINEER OF THE MUNICIPAL TRAFFIC DEPARTMENT.
11. ALL EXISTING STATE, COUNTY, CITY, AND TOWN LOCATION LINES AND PRIVATE PROPERTY LINES HAVE BEEN ESTABLISHED FROM AVAILABLE RECORDS AND THEIR EXACT LOCATION ARE NOT GUARANTEED.
12. THE CONTRACTOR SHALL REPAIR ALL EXISTING SURFACES AND REPAIR ANY DAMAGE THAT HAVE BEEN DAMAGED BY TRENCH EXCAVATION OR OPERATIONS OF THE CONTRACTOR WITH SIMILAR COLOR AND SEE THERMOPLASTIC MARKINGS.



**LMS DUCT CONFIGURATION
ROADWAY PATCH AND DUCT
BANK INSTALLATION DETAIL**
NOT TO SCALE



1\"/>

REV	DATE	DESCRIPTION
1		ORIGINAL DRAFT
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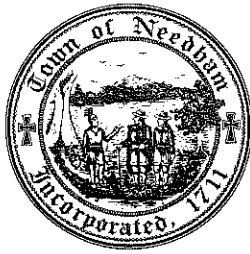
NOTE:
THE LOCATION OF ALL
UNDERGROUND OBJECTS SHOWN
ARE NOT GUARANTEED TO BE CORRECT.

LEGEND		PETITION PLAN	
1	UTILITY POLE	1	EXISTING ROAD
2	UNDERPASS	2	EXISTING SIDEWALK
3	OVERPASS	3	EXISTING LANDSCAPED AREA
4	UNDERPASS	4	EXISTING ABANDONED WATER LINE
5	UNDERPASS	5	EXISTING CONCRETE SIDEWALK
6	UNDERPASS	6	EXISTING LANDSCAPED AREA
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100	UNDERPASS	100	EXISTING ABANDONED WATER LINE



REV	DATE	DESCRIPTION
1		ORIGINAL DRAFT
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PETITION PLAN	
1	EXISTING ROAD
2	EXISTING SIDEWALK
3	EXISTING LANDSCAPED AREA
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98	EXISTING CONCRETE SIDEWALK
99	EXISTING LANDSCAPED AREA
100	EXISTING ABANDONED WATER LINE



NOTICE

To the Record

You are hereby notified that a public hearing will be held at the **Needham Town Hall, 1471 Highland Avenue, at 7:00 p.m. on May 13, 2014** upon petition of Last Mile Solutions dated **April 11, 2014** to place approximately 724' of 4" sch40 PVC conduit starting in front of 128 A Street. The contractor will trench approximately 57' across the street and then turn 90 degrees to follow parallel with A Street centerline for an approximate distance of 667'. At that point, the trench will be terminated and stubbed for a future connection with developer's work at 400 First Avenue, Needham. This work is necessary to provide TripAdvisor with a fiber optic circuit.

Last Mile Solutions will also place approximately 405' of 4" sch40 PVC conduit starting at 300 First Avenue on the A Street side. Conduit layout will start at Verizon MH 39/127-2 and will cross A Street and continue following landscape strip along First Avenue. Conduit layout will end at Pole 401/-1 located in between 250 and 200 on First Avenue. This work is necessary to provide TripAdvisor with a fiber optic circuit.

Phoenix Communications is the preferred contractor for this work. Phoenix has filed a bond in the Town.

A public hearing is required and abutters should be notified.

If you have any questions regarding this petition, please contact Last Mile Solutions Project Manager, Elwin M. Savage II at 508-925-8576 xt. 204.

John A. Bulian
Maurice P. Handel
Matthew D. Borrelli
Marianne Cooley
Daniel P. Matthews

BOARD OF SELECTMEN

Dated: May 1, 2014

"A STREET" / FIRST AVE

<u>PARCEL ID</u>	<u>St No.</u>	<u>Street</u>	<u>Owner Names</u>	<u>Owner Address</u>	Mailing Address		
					<u>OWNER</u>	<u>CITY</u>	<u>State</u> <u>ZIP</u>
199/001.0-9999-9999.0	0	ROUTE 128	COMMONWEALTH OF MASSACHUSETTS DEPT. OF PUBLIC WORKS - MDC	10 PARK PLAZA	BOSTON	MA	02116
199/300.0-0027-0000.0	77	A ST	GENERAL DYNAMICS C4 SYSTEMS, INC. GENERAL DYNAMICS NETWORK SYSTEMS, I	77 A STREET - BLDG. 24	NEEDHAM	MA	02494
199/300.0-0028-0000.0	37	A ST	NORMANDY GAP-V DEVELOPMENT NEEDHAM LLC	53 MAPLE AVE	MORRISTOWN	NJ	07960-5219
199/300.0-0030-0000.0	300	FIRST AVE	300 FIRST AVE REALTY LLC	60 WELLS AVE SUITE 100	NEWTON	MA	02459
199/300.0-0031-0000.0	250	FIRST AVE	NEEDHAM DEVELOPMENT CORP TR 250 FIRST REALTY TRUST	250 FIRST AVE- STE 200	NEEDHAM	MA	02494-2805
199/300.0-0032-0000.0	40	A ST	FORTY A LIMITED PARTNERSHIP	P.O. BOX 95	WESTWOOD	MA	02090
199/300.0-0033-0000.0	72	A ST	DIGITAL FIRST AVENUE, LLC	128 FIRST AVENUE	NEEDHAM	MA	02494
199/300.0-0033-0001.0	72	A ST	DIGITAL 128 FIRST AVENUE, LLC	128 FIRST AVENUE	NEEDHAM	MA	02494
199/300.0-0033-0002.0	128	FIRST AVE	PARTNERS HEALTHCARE SYSTEM, INC.	PRUDENTIAL TOWER 800 BOYLSTON	BOSTON	MA	02119
199/300.0-0034-0000.0	110	A ST	HATOUN, ANTOINE G., TRUSTEE THE INTX REALTY TRUST	110 A STREET	NEEDHAM	MA	02494
199/300.0-0047-0000.0	200	FIRST AVE	200 FIRST AVENUE, LLC	197 FIRST AVE, SUITE 300	NEEDHAM	MA	02494
199/300.0-0048-0000.0	195	FIRST AVE	197 FIRST AVENUE, LLC C/O MARIC, INC.	197 FIRST AVE., STE 300	NEEDHAM	MA	02494-2874
199/300.0-0052-0000.0	180	FIRST AVE	130-150 A STREET, LLC	197 FIRST AVENUE SUITE 300	NEEDHAM	MA	02494
199/300.0-0067-0000.0	0	A ST	130-150 A STREET LLC	197 FIRST AVENUE SUITE 300	NEEDHAM	MA	02494

Certified as list of parties in interest under Mass: General Laws and Needham Zoning By-LAW, to the Best of our knowledge
For the Needham Board of Assessors.....



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	NATIONAL PUBLIC WORKS WEEK PROCLAMATION
Presenter(s)	Richard P. Merson, DPW Director

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	Proclaim the week of May 18 th through May 24 th as National Public Works Week.		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	<u> X </u> YES	<u> </u> NO
	<i>To approve and sign the Proclamation for National Public Works Week May 18-May 24, 2014.</i>		
3.	BACK UP INFORMATION ATTACHED	<u> X </u> YES	<u> </u> NO
	(Describe backup below)		
	a. Proclamation		

PROCLAMATION

- WHEREAS Public Works services provided in our community are an integral part of our citizens everyday lives; and
- WHEREAS The support of an understanding and informed citizenry is vital to the efficient operation of public works systems and programs such as water, sewers, drains, streets and highways, traffic control, public buildings, solid waste disposal, recycling, parks and forestry, and snow removal; and
- WHEREAS The health, safety and comfort of this community greatly depend on these facilities and services; and
- WHEREAS The quality and effectiveness of these facilities, as well as their planning, design and construction, are vitally dependent upon the efforts and skill of public works officials; and
- WHEREAS The efficiency of the qualified and dedicated personnel who staff public works departments is materially influenced by the people's attitude and understanding of the importance of the work they perform; now therefore

BE IT RESOLVED that the Board of Selectmen does hereby proclaim the week of May 18th through May 24th as NATIONAL PUBLIC WORKS WEEK in the Town of Needham and calls upon all citizens and civic organizations to acquaint themselves with the problems involved in providing our public works and to recognize the contributions which public works employees make every day to our health, safety, comfort, and quality of life.

Signed this the 13th day of May in the year 2014.

BOARD OF SELECTMEN

John A. Bulian, Chairman

Maurice P. Handel, Vice-Chairman

Matthew Borrelli, Clerk

Marianne Cooley

Daniel P. Matthews



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	Appointment of Memorial Park Trustee
Presenter(s)	Joint Meeting with the Memorial Park Trustees

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
The Board of Selectmen and Memorial Park Trustees will interview a candidate for the current vacancy on the Memorial Park Trustees.			
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
<i>Suggested Motion:</i> That the Board of Selectmen and Memorial Park Trustees vote to appoint _____ to fill the vacancy on the Committee through April 7, 2015.			
3.	BACK UP INFORMATION ATTACHED	YES	NO
a. Notice of Vacancy from the Town Clerk dated April 3, 2014 b. Letter of interest from Mr. James Healy			

Sandy Cincotta

Subject: FW: Memorial Park Trustees

From: Healy, James

Sent: Friday, April 18, 2014 12:15 PM

To: 'blackieball@comcast.net'; 'chuck.mangine@verizon.net'; 'asock@comcast.net'; 'lsockol@mac.com'; 'forbel.m@gmail.com'

Subject: Memorial Park Trustees

John, Chuck, Ron and Matt:

With Joe's sad passing, I understand a joint committee of the Board of Selectmen and Memorial Park Trustees will soon appoint someone to fill Joe's unexpected term. I write to ask if you might be willing to consider me for this appointment. I know most of you are familiar with me and my background, but here it is anyway:

- Born and raised in Needham and graduate of Needham's public schools (NHS class of 1977)
- Undergrad degree from the College of the Holy Cross and law degree from Suffolk Law School
- Currently employed at the University of Massachusetts Medical School as Associate Vice Chancellor for Management
- Needham Board of Selectman (2003 – 2009 and 2011 – 2012)
- Needham Finance Committee (1993 – 1999)
- Needham Town Meeting Member (various years)
- Various Town Committees, most notably the Field Study Committee and Fields of Dreams project

After I left the BOS in 2012, I finished my work with the Senior Center Study Committee and am just now finishing my work on the War Memorial Committee. Accordingly, I am very interested in undertaking some new Town service – in particular with the Memorial Park Trustees. As I believe you know, I have a deep respect for your work and the need to properly care for Memorial Park. I believe I can work well with each of you. If you have any questions or wish to talk about my interest in your Board, please let me know.

I hope you can support my candidacy.

Best regards,

James G. Healy, J.D.

Associate Vice Chancellor for Management
University of Massachusetts Medical School
55 Lake Avenue North
Worcester MA 01655
james.healy@umassmed.edu
(ph) 508-856-2007
(fx) 508-856-8181



Theodora K. Eaton, MMC
Town Clerk

TOWN OF NEEDHAM

Office of the Town Clerk

1471 Highland Avenue, Needham, MA 02492-0909

Telephone (781) 455-7500 x216

Fax (781) 449-1246

Email: teaton@town.needham.ma.us

RECEIVED
TOWN OF NEEDHAM
BOARD OF SELECTMEN
2014 APR -3 P 4:31

April 3, 2014

Board of Selectmen and
Trustees of Memorial Park
Town of Needham
1471 Highland Avenue
Needham, MA 02492

Dear Members of the Board of Selectmen and the Trustees of Memorial Park:

It has come to my attention that elected Memorial Park Trustee Joseph McSweeney passed away on March 23, 2014.

Once again and, I would like to outline the methodology for filling a vacancy on an elected board under Massachusetts General Laws Chapter 41, Section 11, Subsection 81A:

"The remaining members (Trustees of Memorial Park) write to the Selectmen, within one month of the vacancy, informing them of the vacancy. Then, the Selectmen, with the remaining members of the Trustees of Memorial Park, after one week's public notice, fill the vacancy by roll call vote. If the remaining members do not inform the Selectmen within one month, the Selectmen fill the vacancy by themselves. In either case, a majority vote of all the officials eligible to vote is required to select a replacement. Whoever is selected must be a registered voter in the town and perform the duties of the office until the next Annual Town Election or until another person is qualified."

If you have any questions, please don't hesitate to contact me.

Sincerely,

Theodora K. Eaton, MMC,
Town Clerk

✓ Cc: Kate Fitzpatrick, Town Manager
John Gallelo, Chairman, Trustees of Memorial Park



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	Registered Marijuana Dispensary Applicant Request
Presenter(s)	Jill Shafer, Esq. Stefani Lipton, President, NE Wellspring Olaf Ingare, Treasurer, Director of Finance and Security, NE Wellspring

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
On behalf of NE Wellspring, Attorney Shafer has requested that the Board of Selectmen consider providing a letter of support or a letter of non-opposition to the application of NE Wellspring to locate an RMD in Needham. Attorney Shafer has indicated that NE Wellspring's application is currently under review by the Massachusetts Department of Public Health.			
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
No Action is planned for this meeting.			
3.	BACK UP INFORMATION ATTACHED	YES	NO
(Describe backup below) a. Letter to Olaf Ingare, NE Wellspring, Inc. from Karen van Unen, Executive Director, Medical Use of Marijuana Program, dated March 21, 2014 b. NE Wellspring RMD Phase 2 Application			



DEVAL L. PATRICK
GOVERNOR

JOHN W. POLANOWICZ
SECRETARY

CHERYL BARTLETT, RN
COMMISSIONER

4-18-14 **DONE**
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

Tel: 617-624-5062
www.mass.gov/dph

Friday, March 21, 2014

BY U.S. MAIL AND E-MAIL

Mr. Olof Ingare
New England Wellspring, Inc.
PO Box 1087
Waltham, MA 02454
olingare@newellspring.org

Re: Notice Regarding Informal Briefing Process

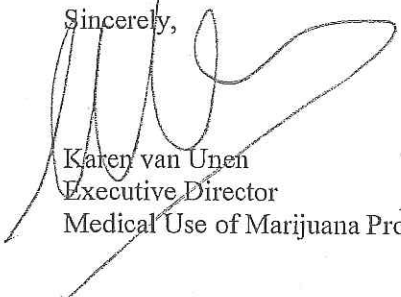
Dear Mr. Ingare,

The Department is conducting a thorough and substantive review of the information you provided during your meeting with Department staff as part of the informal briefing process pursuant to 105 CMR 725.500(C) and appreciates your participation.

As you were informed during your meeting, you will receive written notice of your status upon the completion of the informal briefing process.

Please contact the Department if you have any questions at RMDapplication@state.ma.us.

Sincerely,


Karen van Unen
Executive Director
Medical Use of Marijuana Program



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**LIST OF AUTHORIZED SIGNATORIES
(EXHIBIT B)**

28

This exhibit must be completed and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Application # (if more than one): _____

	Name	Role within the Corporation
1	STEFANIE LIPTON	PRESIDENT
2	OLOF INGARE	TREASURER, DIRECTOR OF FINANCE AND SECURITY
3	JENNIFER DAVIES	CLERK, DIRECTOR OF HEALTH AND MEDICINE
4	PAUL DAVIES	VICE PRESIDENT, DIRECTOR OF OPERATIONS
5	PAUL LIPTON	DIRECTOR, DIRECTOR OF RETAIL AND DISPENSARY
6	NATHAN LIPTON	DIRECTOR, DIRECTOR OF CULTIVATION

APPLICATION RESPONSE FORM COVER PAGE

Make this the first page of your response

Corporation

The applicant corporation's legal name, trade name, and any other name under which the bidding entity does business (if any): [New England Wellspring, Inc.]

Website URL (if applicable): [www.newellspring.org]

 **ORIGINAL**

Address:

[P.O. Box 1087]

[]

City: [Waltham] State: [MA] Zip: [02454]

CEO (Chief Executive Officer)/Executive Director (ED)

First Name: [Stefanie] Last Name: [Lipton]

FEIN: [463460366]

Contact Person

First Name: [Olof] Last Name: [Ingare]

Title: [Treasurer]

Telephone: (855) 693-4773 FAX: () - E-Mail: [oingare@newellspring.org]

Contact Person Address (if different):

[]

[]

City: [] State: [] Zip: []

Authorized Signature

This application must be signed by an authorized signatory of the non-profit corporation who is listed on the corporation's list of authorized signatories (complete and attach exhibit B). The original application must have an original or "wet" signature in blue ink.

Background Check Authorization

The Department will conduct a background check on:

1. Each member of the applicant's **Executive Management Team** (those persons listed in exhibit 2.1);
2. Each member of the **Board of Directors** (those persons listed in exhibit 1.4);

ORIGINAL

3. Each **Member** of the corporation. In the event a **Member** of the corporation is an organization, the CEO/ED and Board Officers of that entity will be checked (those persons listed in exhibit 1.5);
4. The CEO/ED and Board Officers of any parent corporation, partially or wholly owned subsidiaries, or related organizations (those persons listed in exhibit 1.8);
5. And each person contributing 5% or more of the initial capital to operate the proposed RMD. In the event that a contributor is an entity, the CEO/ED and **Board Officers** of that entity will be checked (those persons listed in exhibit 4.2).

Each required individual must complete and sign the attached authorization forms (exhibits A1-A4), with a wet signature in blue ink.

☒ Submit all original signed authorizations (no copies) and list of authorizations (exhibit A5) in one sealed envelope marked "authorization forms" and name of corporation? and include it with the original application.

Application Fee

Enclose a bank/cashier's check or money order made payable to the Commonwealth of Massachusetts in the amount of \$30,000. Personal checks will not be accepted. Failure to include a bank/cashier's check or money order will result in disqualification of the application.

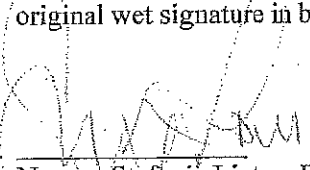
☒ \$30,000 bank/cashier's check attached.

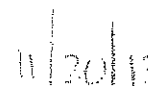
A selection committee established by the Department shall evaluate and score applications for the purpose of granting registrations. Decisions will be based on the thoroughness and quality of the applicants' responses to the required criteria, and the applicants' ability to meet the overall health needs of registered qualifying patients and the safety of the public.

Required Signatures

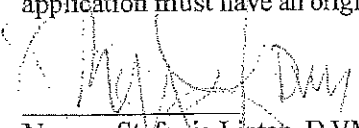
Failure to provide original "wet" signatures in blue ink will result in disqualification of the application.

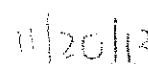
Signed under the pains and penalties of perjury, the authorized signatory (as designated in exhibit B) agrees that all information included in this application is complete and accurate. The hard original application must have an original wet signature in blue ink.


Name: Stefanie Lipton, D.V.M.
Title: President


Date

I hereby attest that if the corporation is approved for a provisional RMD certificate of registration, the corporation is prepared to pay a non-refundable registration fee of \$50,000, as specified in 105 CMR 725.000, within two weeks of being notified that the RMD has been selected for a provisional registration. The hard original application must have an original wet signature in blue ink.


Name: Stefanie Lipton, D.V.M.
Title: President


Date

APPLICATION RESPONSE FORM

Enter your response in the gray shaded areas using Microsoft Word.



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A note about the text boxes: Type or paste text into the gray areas. Text input is limited to a maximum number of characters. MS Word will not allow more than this limit. Spaces, commas, line breaks, etc. are counted as characters. The spell-check feature does not work in a text box.

Example: text input limit 625 characters, 100 words, 1 paragraph
limit 1,250 characters, approximately 200 words, 2 paragraphs
limit 2,500 characters, approximately 400 words, 4 paragraphs
limit 6,000 characters, approximately 1,000 words, one page

Enter text here: example text limit 1,250 characters

If a question includes a text box, a narrative response in the text box is required.

When a question indicates that an exhibit must be included, the response must be included as an attachment, as instructed. The provided exhibit forms are not optional and must not be left blank.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000.

Definitions

EXECUTIVE MANAGEMENT TEAM means the individuals who are responsible for the day-to-day operations of the RMD, including the chief executive officer (CEO) or executive director (ED), chief operations officer (COO) or director of operations, chief financial officer (CFO) or director of finance, director of human resources, chief medical officer and any other individuals involved in the oversight and business management of the RMD operations.

BOARD OF DIRECTORS means the directors of a corporation, including persons and officers having the powers of directors, with fiduciary responsibility for the RMD.

BOARD OFFICERS means the board president/chair, vice president/vice chair, treasurer, and clerk/secretary.

MEMBER means an individual having membership rights, whether or not designated as a member, in a corporation in accordance with the provisions of its articles of organization or bylaws.

Questions

1. Applicant's Corporate Background

1.1 Provide the legal name of the applicant's non-profit corporation/organization and date of incorporation.

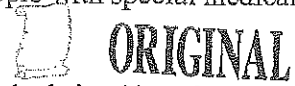
[NEW ENGLAND WELLSPRING, INC., August 21, 2013]

1.2 Describe the organization's mission and vision.

[New England Wellspring is a group of professionals dedicated to providing the highest quality medicine, service and experience to registered medical marijuana patients. We are passionate citizens that

strive to enhance the lives of our patients while changing the perception of marijuana as a viable and safe medicine for an array of conditions. We will be an active member of the community through social action and philanthropy.

It is our vision to be recognized for our excellent products and services for people with special medical needs.]

 ORIGINAL

1.3 Provide an organizational chart that clearly demonstrates the roles, responsibilities, and relationships of individuals within the organization. Clearly identify the **Executive Management Team** and any management consultants or contractors for the provision of services, and include title, name (if known at the time of submission), and function for each position.

☒ Organizational chart attached as exhibit 1.3

1.4 Provide the name and contact information of each individual on the applicant's **Board of Directors**.

☒ List of Board of Directors attached as exhibit 1.4

1.5 Provide the names and contact information for each **Member** having membership rights in the applicant corporation. In the event a **Member** of the corporation is an organization, provide the names and contact information of the CEO/ED and Board Officers of that entity. If there are no **Members** of the non-profit corporation, indicate N/A on the exhibit.

☒ List of members of the applicant corporation attached as exhibit 1.5

1.6 Attach the corporation's bylaws.

☒ Bylaws attached as exhibit 1.6

1.7 Attach any amendments to the corporation's articles of organization made since August 22, 2013, and explain in the text box the reason(s) for the amendments. If the articles have not been amended, indicate N/A in the text box and on the exhibit.

[N/A]

☒ Amended articles of organization attached as exhibit 1.7

1.8 Provide a list of the names and addresses of any parent corporation, any partially or wholly owned subsidiaries, and any other organizations related to the applicant non-profit corporation, and explain the nature of each relationship.

☒ List of parent corporation, partially or wholly owned subsidiaries, or related organizations attached as exhibit 1.8 (if not applicable indicate N/A on the exhibit)

1.9 Provide three professional references from among those entities with which the applicant's CEO/ED has had business or employment experience within the last three years. DPH may contact these references and any other individual or organization, whether or not identified by the applicant.

☒ List of references attached as exhibit 1.9

2. Applicant's Evidence of Business Management Experience

2.1 Provide a list of the applicant's **Executive Management Team** (as defined above) including each person's name, business address, email, and role within the organization.

☒ List of Executive Management Team attached as exhibit 2.1

 ORIGINAL

2.2 Describe the **Executive Management Team's** experience with running a non-profit organization or other business, including the type of business and its performance. Please indicate how this experience will ensure the success of the proposed registered marijuana dispensary. Attach each Executive Team Member's current résumé.

[Stefanie M. Lipton, D.V.M., M.S.

Female

Over 16 years experience as the founder and owner of a highly successful mobile veterinary practice and maintaining a DEA license in good standing. Coverage spans within a 60 mile radius of Boston. Services include general internal medicine, hospice care, minor surgery, pharmacy dispensary, ultrasonography, acupuncture and Chinese herbs. Successfully increased the customer base by at least 20% per yr. Profitable within 4 months of founding practice. Experience in financial management, marketing, operations, sales and strategic planning. Instituted payment programs to assist low income pet owners with long-term payment options and/or discounted programs for seniors and the disabled. This experience works strongly in favor of running a successful marijuana dispensary by having a solid foundation in providing mobile pharmacy/dispensary services, protecting patients' and the public's security and confidentiality, understanding and maintaining accurate and detailed medical records, ensuring patient follow-up care and providing delivery services for patients that are unable to travel to receive their medicine. This extensive experience and knowledge in formulating operating budgets, strategic planning and revenue/growth projections, will lead to running a highly successful dispensary.

Jennifer Davies R.N. R.M.

Female

17years experience working as a Registered Nurse and four years' experience working as a Midwife within the National Health Service. Responsible for organizing up to eight staff members and delivering safe, effective and empathetic care for a ward with a capacity of 48 patients. This was achieved by efficient time management and working with all members of the health care team including business professionals. Organized educational opportunities for students and staff. This experience will enable her to work efficiently within the dispensary and provide an excellent standard of patient care at New England Wellspring (N.E.W.). As a senior staff nurse her duties included stock management and budget control at ward level. At N.E.W. the experience and skills she has gained will enable her to meet budgets, record sales, and maintain accurate financial records. At N.E.W. she will arrange working clinics, community lectures, provide leaflets and more to broaden the patient/caregiver and the community's awareness of marijuana as an alternative medicine with benefits. Regularly updating information as research becomes available and counseling patients regarding strain selection, its use, and monitoring its effect. Working at N.E.W. she will work with all team members, the community and all officials. Liaising with community groups and local media improving public opinion by education and demonstrating the progress at the dispensary with the aim of delivering safe, effective medicine to all those in need.

Olof H. Ingare, M.S., M.B.A.

Detailed experience as a Director and Board Member in two non-profits that focus on children's charities. Experience includes budget negotiations, event coordination and scheduling, IT development and integration, management and fund raising. This experience lends itself to working as part of a team in shaping the framework of a non-profit so it best serves the patients in need. Understanding and formulating operating

budgets and the actuarial responsibilities of a non-profit so that it can maintain a secure, financial standing is vital to the long-term success of N.E.W.

Founder and President of a financial services company which extends credit to pet owners in economic need. Experience in budgeting, financial management, statistical analyses and secure integration of finances with the Federal Reserve's Automatic Clearing House and IT integration. Extensive experience in researching and developing accurate operating budgets and formulating revenue projections. This knowledge lends itself to accurate strategic planning assumptions and formulating precise growth projections. Understanding sophisticated financial tools and statistics enables an accurate utilization projection assessment, thus ensuring N.E.W.'s ability to remain solvent while offering low cost and free medicine to those patients in need.

As the Founder of a nurse recruitment agency the experience gained in sales, customer service, designing contractual agreements, budgeting, negotiations, scheduling, and public presentations will all be invaluable to running and maintaining a financially sound and efficient dispensary.

Extensive experience in designing and installing security systems in corporate and government facilities including pharmacies and municipal buildings. This expertise will enable N.E.W. to understand the technical differences between security systems on the market so that only the most sophisticated and sensitive security system will be chosen and implemented at N.E.W. Understanding the shortfalls of any security system is critical- the previous experience in designing security systems enables N.E.W. to have a cutting edge advantage in dispensary and patient security.

Nate Lipton
Latino

While at the University of Oregon I was campus director of two successful student groups- The Oregon Bus Project and Students for Sensible Drug Policy (SSDP). The Oregon Bus Project's directive was to educate and mobilize youth and young adults in the political process. SSDP works towards educating the public on the impact of drug abuse on communities and is dedicated to creating sensible drug policies. As campus director for both of these organizations I was involved in managing volunteers, planning events, educating the public, and fundraising.

After employment at a California dispensary I co-founded Growers House retail and online store with my father, Paul Lipton. Over the course of 2yrs. Growers House has become Arizona's largest hydroponics retailer. Responsibilities include managing and training employees in sectors including warehouse and inventory management, retail operations, and software/website updating.

These experiences highlight my understanding and participation in laws, regulations, and political topics surrounding medical marijuana. Founding and running Growers House, with its exponential growth rate and success, has taught me how to ensure that operations run smoothly during rapid business growth and the ensuing demands it places. These include the need for recruiting more staff, ensuring their proper training in procedures and adherence to protocols such as OSHA, Federal and State regulations.

Paul Davies

17+years employment in the high-tech industry with some of the world's largest electronic companies, including Panasonic, Philips Electronics, and NXP semiconductors. His main responsibilities include developing sales and marketing plans across Europe and North America and successfully executing these plans to win a major market share. After winning a contract it was essential that the project was properly managed to remain within budget and delivered on schedule. Any deviations from the plan or corrective actions were implemented to ensure a successful conclusion to the project. Employing skills such as planning, budgeting and execution of plans will be essential to the successful operation of an RMD. His additional experience with the latest medical/consumer technology will help ensure N.E.W. delivers the best possible medical delivery instruments and, thus, patient care, in a safe environment.

Paul's nonprofit experience includes 5+ years as an active member of the local Boy Scouts troop where he is involved in organizing fundraising activities and events for his troop of over 30 boys. This role requires

attention to detail and planning to ensure activities such as camping, hiking, skiing, etc. are executed safely while maintaining an enjoyable environment.



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Paul Lipton

With a history in business spanning more than forty-two years, Paul has developed and fostered businesses in retail, internet, and mail order sales ranging in size from a negative position (startup or losing money) to greater than \$86 M annually- all of which have been profitable. The vicissitudes of learning and implementing all aspects of business from origination through major growth has led to Paul's comprehensive and broad based skill set. Growers House LLC is his latest venture and is currently the largest hydroponics store in AZ. His honing of best practices learned and their implementation have catapulted the business to profitability within six months of opening. His knowledge has proved invaluable as a basis for the current business. Mr. Lipton's business acumen, especially in relation to startup planning, implementation, and sales procedures is an essential part of N.E.W.'s anticipated success. He has consistently demonstrated how to bring startup businesses to viability as profitable entities and continue their growth.]

☒ Current résumé of each Executive Management Team member attached as exhibit 2.2--clearly labeled on each page with the individual's name and title within the applicant's organization

2.3 Describe the **Executive Management Team's** experience, by team member, with providing health care services or services providing marijuana for medical use.

[Stefanie Lipton, D.V.M., M.S.

President, New England Wellspring, Inc.

Dr. Lipton provides health care services for both humans and non-humans. Utilizing her background in Psychology she has been a volunteer grief counselor for over 19 years and delivers healthcare services to her patients as a veterinarian. In her role as a veterinarian, she also counsels pet owners regarding the zoonotic potential of certain diseases (diseases transmissible from pets to humans). In doing so, numerous pet owners were able to either prevent exposure to these diseases or were able to quickly seek further advice and treatment from their physicians after being counseled by Dr. Lipton. As a veterinarian, her oath mandates that she use her scientific knowledge and skills for the benefit of society through the protection of animal health and welfare and the promotion of public health and advancement of medical knowledge. She follows this mandate each day in her practice.

Jennifer Davies, R.N. R.M.

17 years experience working within the National Health Service providing individual patient centered-care in the hospital and the community. She worked with patients and their families to plan and implement holistic care. Together, with all members of the Health Care team, she evaluated patient care daily and amended treatment as the patient's condition warranted. She mentored student nurses/midwives and helped them to achieve their learning objectives. As a Health Promotion Link Nurse she was instrumental in assisting with changing hospital policies relating to healthier nutrition options for patients post-op and disseminating research throughout the department. She was involved in coordinating monthly ward meetings to discuss health promotion, organized seminars and maintained a health promotion bulletin board. As a nurse/midwife she collaborated with a variety of health professionals such as doctors, midwives, health visitors, physiotherapists, Macmillan nurses, community nurses, social workers, and nursing homes providing continuity of care and seamless transition from hospital to home. As a nurse/midwife she delivered babies and was involved in caring for the terminally ill. She was able to provide support and advice to patients and their families during these intensely personal and private moments. As a nurse/midwife she worked within the professional constraints of codes of conduct respecting patient safety and privacy, delivering care that was professional, empathetic and confidential, regardless of their ethnicity, religious beliefs, gender and orientation or the nature of their health problem.

Olof Ingare, M.S., M.B.A.

Provided assistance as a caretaker for mentally handicapped children and adults in an assisted living facility. Responsibilities included bathing, grooming, clothing, medicating and assisting in physical and occupational therapy. Organized group sessions to encourage social interactions and facilitate companionship. Assisted in chaperoning on field trips and outside events.

As the President of NordicMed, Olof assisted hospitals in filling required nursing positions in hospitals and clinics within the United States. Understanding the professional needs of both hospitals and nurses, and knowledgeably placing high quality nursing staff in medical facilities.

Nate Lipton

Employed as a manager at The Green Cross dispensary in San Francisco, CA, one of the largest dispensaries in the Bay Area and the largest delivery dispensary in California. Managed customer delivery, website operations, and consulted on a one-on-one basis with customers requiring medical marijuana for palliative relief of their respective illnesses. These recommendations included matching the strains and types of medical marijuana to the patients' needs and maladies. These recommendations include the various forms of medical marijuana such as flowers, tinctures, kief, hash, topicals, and infused edible products, as well as the instruments of delivery that safely enhance the efficacy of the medicine.

Paul Davies

Worked closely with multiple companies in the healthcare industry developing technologies to aid in the diagnosis and prevention of illnesses. Some examples include ultrasound imaging equipment, diabetes management systems and medical infusion pumps. During his time at Wavetrend he also consulted on developing and deploying a patient wandering system which was used to prevent the loss of Alzheimer patients in large hospitals. This work exposed him to the extensive rules and regulations that needed to be followed to ensure that any medical device deployed to the market passed rigorous safety standards for patient use. It also shaped his opinion highlighting the need for strict regulations protecting patient and consumers against the hazards of unregulated medical devices. This experience will be a valuable asset within an RMD and shows a proven capability to work within the healthcare guidelines.

Paul Lipton

Currently, Mr. Lipton's business is the primary provider of both products for cultivation and the information necessary for a successful harvest focused of medicinal plants. His hydroponics store caters the country and worldwide via their internet store. His communications with these customers has provided extensive insight into the problems, solutions, and day to day workings associated with indoor, greenhouse, and hydroponic cultivation of medicinal plants. The specifics of these problems and solutions will provide an invaluable tool in avoiding many of the pitfalls faced by the industry today.

Mr. Lipton is also a member of Southwest Arizona Patient Alliance, a consultant for Tumbleweed Health Center, Tucson, AZ and a registered Arizona Medical Marijuana patient as well as an authorized cultivator. He shares the production of his cultivation with those authorized but with financial hardship to purchase medicine. Through this, individual care has been provided and firsthand knowledge gained into the applicable medicines for specific conditions. This will add to the information necessary to provide help and guidance for the production of our medicines and the treatment of our patients.]

2.4 Describe the **Executive Management Team's** experience, by each individual team member, with running a financially sound organization/business (including budget size) and indicate which member of the team will be responsible for the financial management and oversight of the organization.

[Stefanie Lipton, D.V.M., M.S.



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President, New England Wellspring, Inc.

Stefanie is the founder and owner of A House Call Vet-In Home Care for your Pets. She is responsible for providing mobile medical services and pharmacologic agents to patients. She is also responsible for the business and daily operational aspects of running the company including financial management, marketing, operations, sales and strategic planning. A House Call Vet has grossed over \$2.5 million since inception and has at least a 20% increase in client base per year. A House Call Vet was profitable within four months after its founding.

Paul Lipton

Director of Retail & Dispensary, New England Wellspring, Inc.

Paul is the President, and Chief Executive Officer of Growers House LLC, in Tucson, AZ.

Paul shares responsibility for all facets of business with the co-owner. Growers House was profitable after five months in business. Year two sales should exceed \$5M with a profit exceeding \$425K. Budget \$823K.

Rymax Marketing Inc., Director of Market Development, Pine Brook, NJ.

Paul added more than ten major vendors and over \$20M in profitable annual sales. Budget for his division approximated \$530K.

Huppin's Hi-fi, Audio and Video, Director, Spokane, WA.

Paul was the primary driver taking an eighty-seven year old company with \$6M annual sales retailer to \$86M in annual sales by developing and initiating a mail order and internet division. The mail order and internet division revenue reached \$79.6M during Paul's directorship. Budget was approximately \$16M.

Clarity Electronics Ltd., Bellingham, WA. Clarity Electronics became profitable after four months of operation. Paul was responsible for profitable sales of more than \$3.5M in the second year of operation. Budget was approximately \$785K.

Avia Intl., Consultant, Canoga Park, CA.

Paul was a consultant responsible for designing and implementing all phases of a mail order division. Profitable after three months with an annual revenue of \$7M. Budget was approximately \$197k.

Video Depot, Vice President of Sales, Bellingham, WA.

Paul took an unprofitable mail order division from \$1.3M; to profitability and sales exceeding \$23M, annually. Budget was approximately \$4.78M.

Barney's Val-U-Line, Purchase Manager, New York, NY.

As the consumer electronics purchase manager he also helped manage the retail and mail order division. Between the two divisions, yearly sales topped \$11M. Budget was approximately \$2.7M.

Olof Ingare, M.S., M.B.A.

Director of Finance, New England Wellspring, Inc.

Mr. Ingare will be responsible for the financial management and oversight of New England Wellspring.

He has a detailed knowledge of finance, cash management, financial hedging using derivatives, debt underwriting, the Federal Reserve's Automatic Clearing House (ACH) and complex financial transfers and transactions. Mr. Ingare is the founder and President of Vet Payment Plans, Inc.(VPP), a financial services company. VPP extends credit to economically disadvantaged pet owners with limited ability to pay for their pet's veterinary care. VPP has instituted Wellness Plans for veterinary hospitals throughout New England. The budget for hospitals and clients under management is approximately \$1.2M. The responsibility entails acquisitions, partnership negotiations, general management, supervising all credit underwriting of clients based on FICO and Vantage credit scores.

Mr. Ingare also co-founded A House Call Vet- a mobile veterinary service. He was involved in strategic planning, marketing, finance and IT solutions for handling financial transactions which has helped the business gross over \$2.5M with an increase in client base by over 20% per year.

Mr. Ingare also co-founded NordicMed- a health care staffing agency with a focus on nurse staffing.

Paul Davies

Director of Operations, New England Wellspring, Inc.

Over the past 17 years Paul has been responsible for a number of projects with budgets of \$10-50M for the development of new silicon chip technology for use in the consumer, medical, and communications industry. The correct deployment of this new technology would yield sales in the region of \$100-500M, depending upon the end application. When deciding to invest in a new technology with such a large capital investment it is essential that you have an accurate and detailed plan which clearly defines resources, return on investment (ROI) and detail timing, etc. His was responsible for identifying opportunities and developing a plan for the new market/product ensuring the plan was properly executed as detailed while managing customers' expectations. Most projects took 18-24 months and were highly complex involving teams and technologies from various countries, providing communication and cultural challenges. These challenges needed to be overcome to deliver a project on time and within budget. Utilization of leadership, communication, financial, and negotiation skills to vital to ensuring success. All the skills he has used during his previous roles are essential tools required to run a successful business and he believes translate to



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any industry. These skills will ensure that N.E.W. runs to a defined plan that operates within a budget that will guarantee long-term patient care.

Nate Lipton

Director of Cultivation, New England Wellspring, Inc.

Nate co-founded Growers House, LLC in 2011 and has managed it for the last two years. Growers House became profitable after five months in operation. For the first two years of operations Growers House has grown at a rate of 300% per year. Growers House is currently a profitable organization that spends its money strategically on purchasing inventory and judiciously allocating budgets. As of two years after opening its doors Growers House has an annual revenue that will surpass \$5M in 2013, has a projected 2014 revenue exceeding \$10M, and is turning over inventory 20 times a year via calculated inventory methodology.

Jennifer Davies

Director of Health & Medicine, New England Wellspring, Inc.

As a nurse, she worked to deliver a safe effective service to patients within defined budgets, ensuring the resources were used to maximum effect. She was responsible for the tracking of patient medication and for working within the ward budget. These budgets were set using predetermined government standards, input from ward management and senior nursing staff. The NHS Medication department operated with a multi-million budget and she worked diligently to ensure the best quality of care available with the resources available.]

2.5 Describe the **Executive Management Team's** experience, by team member, with managing financial corrective action measures that they had to undertake as the result of an operational review.

[Olof Ingare

Director of Finance, New England Wellspring, Inc.

Olof was involved in a project at PRI Automation where our product failed to deliver the performance expected by our customers and our own design specification. Our customers complained that no information was included as to how they could inform us when our products and services failed to satisfy expected performance. The customer also complained that our response time was too slow. We setup a group who's task was to investigate the problem and how we could improve. We started with defining the problem and trying to understand the effects of the problem followed by a risk assessment. After the problem was defined, we used facts to determine the need for action and analyzed performance data to pinpoint the root cause. We then started to implement a plan to resolve the problem and carefully assessed that the proposed fix was an improvement. To make certain the customer could contact us at any time we setup a call center with a toll free number that customers could call 24x7 to notify us quickly in case of a problem. After the fix was implemented we followed up by asking the customer of any performance issues, analyzed captured data and monitored the performance over time. Once the customer was satisfied with our fix we tried to

determine the long term effectiveness and how we could eliminate similar problems in the future. The financial savings for our customer was estimated to be in the Millions since any minute our product was off-line their production line stopped.

Dr. Stefanie Lipton

President, New England Wellspring, Inc.

Founder and Practice Owner of A House Call Vet

14 Years ago, prior to the business transitioning to a paperless practice, we relied upon an office manager to manually generate rabies vaccine and physical exam reminders. We found that, on occasion, patients due for these services would neglect receiving their reminder cards by mail. Our experienced team members met to determine the root cause of this oversight. We recognized that this problem was due to simple human error. It is vital that our patients are up to date on their exams and vaccines, so failure to remind even one client was unacceptable. Once we isolated the causes of the problem we discussed ways to avoid similar problems so that patients would receive the highest level of care and the practice would thrive by increasing the frequency of necessary services. We established an action plan that included instituting a "paperless" computerized system that automatically generates reminders to be mailed to our clients (through both email and postal mail). This ensures all pet owners receive reminders in a timely manner. In addition, those pet owners who fail to respond within 30 days after receiving their reminder receive a follow-up phone call from our office to gently remind them that their pet is due for a visit. All attempts to communicate with our clients are recorded in a medical record. Since implementing our computerized system we have increased client compliance, enhanced the quality of care for our patients, and improved profits by almost 15%. Gathering the appropriate team members to discuss the failures on the part of the business, recognizing the sources of the problems, understanding the repercussions, and instituting changes to prevent future deleterious issues enable us to provide higher quality care and services for our patients while improving our bottom line.

Paul Davies

Director of Operations, New England Wellspring, Inc.

When working on a project to develop a new ASIC (Application specific integrated Circuit) it was essential to hold monthly operational reviews in addition to our weekly project review meetings. The operation review was used to step back from the day to day tasks, look at the bigger picture and to evaluate if assigned resources were able to achieve the desired results. An example of the success of our review process includes the development of an ASIC for a large medical company. A detailed plan was developed with the customer on how to design their ASIC, all features, timing, pricing and milestones were agreed upon. Normally, the process works well; however, due to the size of the customer and their influence with our design team, they wanted to expand the scope of the design. These small design changes would have resulted in our exceeding the budget and a delayed delivery date. Fortunately, our monthly review process was able to identify the design creep and the reason for the requested changes. As a result, we worked to amend the specification, taking into account their new requirements. We adjusted their budget and timing and we were able to deliver the new ASIC to plan. The objective of an operational review is to help us learn how to deal with and address issues, instead of simply reacting to the challenges on a daily basis. The

information gathered during the review is practical from a financial and operational perspective. Using the data, the team can formulate realistic recommendations and, more importantly, help the organization achieve its goals. The review recognizes the extent to which the internal controls actually work, and enables the ability to identify and understand the strengths, weaknesses, opportunities and threats.

Paul Lipton

Director of Retail & Dispensary, New England Wellspring, Inc.

Mr. Lipton's experience with a financially challenged business involved a complete restructuring of how a business operated. A new three-year business plan was developed including a vision for differentiation in the market place. A new marketing program was put in place. Discounts were negotiated with merchandise and service vendors. A sales training program defining the manner in which customers would be treated as well as detailed product training was instituted. Along with these was the team concept where each member, no matter what their position, was cycled through all departments. These changes created a profitable entity with a future and a cohesive team. The business went from an annual loss of \$200K to a \$1.4M profit after 3 years.

Jennifer Davies

Director of Health & Medicine, New England Wellspring, Inc.

Part of her role on the surgical ward was to act as a Health Promotion Link nurse. While collaborating with the Wound Team, she addressed post-operative healing and length of ward stay, which was increasing, causing ward budgets to escalate and tie up valuable beds. After researching the issue and documenting her findings she presented to the ward management her recommendations on how to decrease post-operative recovery time. The key element of the plan was to improve the nutrition of post-op food by providing more fresh fruit and vegetables and reducing processed food. This change was first implemented within the surgical unit and then expanded throughout the hospital. Initially, costs increased, but after calculating the reduction in hospital stay, post-operative complications, and increased bed availability the overall savings were significant.

Nate Lipton

Director of Cultivation, New England Wellspring, Inc.

When first operating Growers House we had a limited budget to get our business started and become cash flow positive. We began spending the cash resources for initial operating costs, but soon found that there was \$15,000 in expenses that were unaccounted for due to unexpected circumstances. We quickly found ways to offset these expenses by doing renovations for our retail and warehouse space ourselves, and limited supplies to necessities to make sure we had working capital. By doing this we offset the expenses

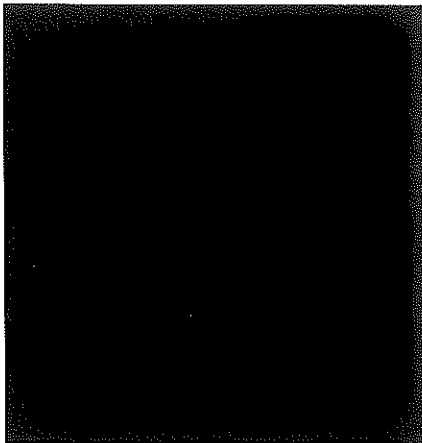
and continued with our original expectation of overall expenses to start our business until we became cash flow positive.]

3. Applicant's Evidence of Suitability

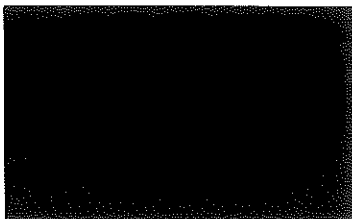
- 3.1 Indicate whether is/has been in compliance with all laws of the Commonwealth relating to taxes, child support, and workers' compensation with regard to any business in which the individual has been involved. In cases in which an Executive Management Team member is not in compliance with such a law, indicate which team member is non-compliant and describe the circumstances surrounding that situation. Indicate N/A for each individual with no history of non-compliance.



- 3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to action against any health care facility or facility for providing marijuana for medical purposes in which those individuals either owned shares of stock or served as executives, and which resulted in conviction, guilty plea, plea of nolo contendere, or admission of sufficient facts. If no history of such criminal action, indicate N/A.



- 3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to actions related to fraudulent billing practices and any attempt to obtain a registration, license, or approval to operate a business by fraud, misrepresentation, or submission of false information. If no history of such civil or administrative action, indicate N/A.



3.4 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, has been the subject of any past discipline, or a pending disciplinary action or unresolved complaint, by the Commonwealth, or a like action or complaint by another state, the United States, or a military, territorial, or Indian tribal authority, with regard to any professional license or registration.

3.5 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, with respect to any business, has filed (or had filed against it) any bankruptcy or insolvency proceeding, whether voluntary or involuntary, or undergone the appointment of a receiver, trustee, or assignee for the benefit of creditors. If no such history, indicate N/A.

4. Applicant's Evidence of Financial Condition

4.1 Provide a one-page statement in the name of the applicant's non-profit corporation, or in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, from an insured financial institution documenting the available liquid cash balance in a single account (\$500,000 for the first application and \$400,000 for each subsequent application, if invited to submit more than one), dated no earlier than 14 days prior to the response deadline (November 7, 2013). If the Corporation has the required funds in an individual account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, said individual must provide a completed and signed a notarized Letter of Commitment (in exhibit 4.1).

☒ Proof of liquid funds in an account in the name of the corporation or, if applicable, in an account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, plus the Letter of Commitment attached as exhibit 4.1

4.2 If applicable, provide the names and addresses of all persons or entities contributing 5% or more of the initial capital to operate the proposed RMD, by application, and specify the actual percentage contributed by each person or entity. Indicate whether the contribution is cash, in-kind, or land or building. When the contributor is an entity include the names and addresses of its CEO/ED and Board Officers.

☒ List of persons/entities/creditors contributing more than 5% and what form that capital takes attached as exhibit 4.2

4.3 Provide a narrative summary of projected capital expenses to build out both the proposed dispensary and cultivation or processing facilities, and attach a copy of the proposed capital budget.

[New England Wellspring's (N.E.W.) dispensary location will encompass 800 sq. ft. of retail space, and initial build out of the cultivation site will be 2,500 sq. ft. The remaining 862 sq. ft. of the building will be divided between processing and an employee area with tables and lockers.

The build-out of N.E.W.'s retail space will be focused around providing a professional, safe, comfortable, and clean environment while having a high degree of security.

N.E.W.'s retail location will need a full renovation including all equipment and fixtures. We will begin by painting the walls and installing new flooring. Upon completion of those tasks we will acquire the fixtures necessary for the retail space including the glass display cases and checkout desks, lights, and chairs. An audio system will be provided for the retail area to provide an atmosphere of calm and comfort. We will also purchase all packaging and storage equipment necessary for the processing, harvesting, and day-to-day operations. A multi-line phone system will also be installed connecting retail, offices and the cultivation site. To obtain a Massachusetts food establishment license and pass the state health inspection for food safety, N.E.W. will purchase necessary industrial kitchen supplies. The required kitchen equipment will help N.E.W. process and produce MIPs for sale. Along with kitchen equipment, supplies for food preparers and food handlers will be purchased and made available. Lockers will also be made available for employees to put their personal belongings and to change into their necessary uniforms for either the retail, kitchen, or cultivation area (see retail capital budget attached). The total capital expenditure during the start up phase as detailed in exhibit 4.3 is \$244,750.

The cultivation and processing facility equipment will consist of both hydroponic and organic soilless media growing equipment for the two methods of growing (see cultivation section 7.3). The equipment associated with the cultivation operation will include grow lights of high-pressure sodium, metal halide, LED, and induction. Split air conditioning units, nutrients, environmental controllers & monitors, ventilation, and trimmers will be the major capital expenses of equipment for the cultivation operation. Before the equipment is installed in the cultivation area the walls will first be insulated and sealed off to ensure maximum energy savings and the keeping of a sterile and controllable environment. The growing area will also need to have electricity properly wired to the points of highest electrical capacity including lights and AC units. The cultivation and processing facility equipment is attached in an itemized fashion. The build-out of the cultivation and processing facility will be in terms of electrical work, walls, and air conditioning equipment and ventilation.

These costs equate to \$119,000 during the start up phase and are listed in Exhibit 4.3 under Construction expenses, Cultivation equipment & HVAC.]

☒ Capital expenses attached as exhibit 4.3

4.4 Provide a narrative summary of the proposed year-one RMD operating budget, including projected revenues by sales type, line item operating expenses, and budget assumptions, and include the budget as an attachment.

[The following presents the proposed 2014/2015 operating budget for New England Wellsprings (N.E.W's) first year of operation. The total expenses equate to \$631,023 which is derived from \$396,000 employee costs and other expenses of \$262,023 which are related to year one operating costs, lease fees and production costs. We are forecasting year 1 revenue of \$674,205 from plant and plant based products in addition to medicine delivery paraphernalia. Based on the above summary we will utilize \$43,182 from the \$500,000 initial investment from the 6 founding members. The balance will be available as needed for additional expenditure.

Medical Marijuana sales

N.E.W. will offer 10 different strains in the first year of operation to meet the various needs of our patients which we estimate will generate \$570,000 in the first 12 months

Sativa dominant strains:

OG Kush (neurological symptoms, pain and anti-nausea)	\$100,000
Silver Haze (Crohn's disease and neurological conditions)	\$70,000
Pondo (appetite stimulation, depression)	\$60,000
Sage (epilepsy, multiple sclerosis)	\$50,000

Hybrid strains:

Blue Dream (anxiolytic, appetite stimulant)	\$40,000
Harlequin (strong pain relief, low psychoactivity)	\$40,000

Indica dominant strains:

Tahoe 00 (chronic pain, sleep disorders)	\$40,000
Night Shade (strong pain relief)	\$50,000
A-Train (chronic pain, decreased ocular pressure)	\$70,000
Bubblegum (muscle spasms and gastrointestinal relief)	\$50,000

Other supplies sold:

N.E.W. will manufacture products such as edibles, MIPs, tinctures, oils, or ointments and sell a range of vaporizers and other paraphernalia which will generate \$104,205.

Capital funding:

N.E.W.'s six founding members will invest \$500,000 which will be used to fund year one operations.

Payroll Expenses:

N.E.W. will employ nine permanent staff. All will be highly trained and paid accordingly with a full benefits package. Total personal budget for year one is \$396,000 including a fringe rate of 30%.

Master Grower :

Will have responsibility for setting up the growing rooms; maintaining the cultivation site and ensuring maximum yields. Gross initial salary of \$4000 per month. Salary bonus' will be commensurate with crop yield.

Assistant Grower:



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As sales increase we will employ an additional grower to support the master grower. We anticipate employment to start six months after the Master grower. Gross salary of \$4000 per month. Salary bonus' will be commensurate with crop yield.

General Administration:

Will oversee the operations of the facility including grow rooms and dispensary. Gross initial salary of \$5000 per Month.

Point of Sales Staff: Will act as a pharmacy technician offering advice on the best strains to meet patients' needs. Gross initial salary of \$4000 per month.

Security Guard:

Will be responsible to ensure patients, staff safety and product security. Gross initial salary of \$4000 per month.

Dispensary Manager:

Will oversee the running of the RMD and ensure we maintain high standards of care. Gross initial salary of \$6000 per month.

Delivery Employees:

After our first 6 months of operation N.E.W. plans to ramp up our scheduled delivery service to our registered patients. Gross initial salary of \$4000 per month.

Consultants:

Labs and consultants will be used for product testing. We estimate \$3000 for marijuana property analysis and quality control batch testing.

Equipment:

N.E.W. will utilize the latest hydroponic growing equipment from our supplier- Grower house. Equipment covers everything from Light, Grow Trays, Water Chiller, Dehumidifier, etc. needed to setup 4, 500sq ft. grow rooms. After installation we estimate \$5000 in repairs and maintenance equipment to keep the growing operation fully functional.

Supplies:

Supplies refer to seeds and grow nutrients/grow medium that will be required for every 3 month grow cycle. Estimate cost, \$3654 per year.

Office Expenses:

Office expenses refer to the cost of running our IT systems, software, phones and marketing and general stationary requirements. Estimate cost, \$7500 per year.

Utilities:

Utilities cover water, and electric -which is mainly driven by the grow lamps, and cooling- that is required in the grow rooms. Estimate cost, \$48,938 per year.

Insurance:

Liability insurance from Lloyds of London for \$1M per occurrence and \$2M aggregate coverage is estimated to cost, \$9,300 per year.

Interest:

10% interest will be paid to the founding investors totaling \$50,000.

Depreciation/Amortization:

The capital expenditure of all grow room equipment will depreciate over 5 years.

Leasehold Expenses:

N.E.W has secured a 4162 sq ft facility in Needham for dispensing and cultivation. Year one rent will cost \$97,440.

Bad Debt:

Potential issues with credit card transactions are estimated to cost \$2000.

Vaporizers/ Other Paraphernalia
N.E.W. will offer a variety of methods for ingestion of medical marijuana. We estimate a purchase cost of \$28,191 in year one.]

☒ Year-one operating budget attached as exhibit 4.4

4.5 Provide a detailed summary of a three-year business plan for the proposed RMD, including strategic planning assumptions, utilization projections, growth projections, and projected revenue and expenses. Note that the complete business plan will be reviewed as a component of the provisional inspection process. Include projected revenue and expenses as an attachment.

[Startup Funding

N.E.W. estimates an initial investment of \$500,000 is needed to open our dispensary. The six founders have contributed \$84,000 each as seed money. The founders will assume most of the operative roles until most startup problems have been resolved and the dispensary is fully operational.

Strategic Planning and Utilization

The dispensary will start with four grow rooms, each 500 square feet and that will yield enough raw medical marijuana for the first 18 months of operations. We will gradually add more grow rooms to meet projected future demand. Our cultivation floor space utilization will be approximately 50% for the first year, 80% in year two and 100% in year three. The dispensary will focus the first six months on grow operations and fine-tuning retail processes. Once our initial patients are educated about our products and more experienced in medicating themselves, we will ramp up our free home delivery service.

Staffing

We will hire a master grower shortly after being awarded the provisional license and after approximately six months we will begin hiring retail and delivery staff.

Growth Projections

We estimate that, on average, we will have two patients per day for the first month after opening (approximately six months after being granted a provisional license from the Board of Health) and our daily patient count will double every 40 days for the first six months. The growth rate for the first year of operation is estimated to be 800% this growth rate is not maintained and due to the low patient count at start up. Year 2 growth is estimated to be 69% and in year 3 our business will mature and growth will reduce to 60%. In case of faster growth, we will ramp up production and the number of grow rooms and possibly lease more floor space or open a new cultivation facility.

Pricing and Transaction Amount

We estimate that our pricing will be \$10 per gram or \$283 per ounce; we also estimate our patients will purchase 10 grams of Marijuana per month, or \$100 per transaction a month, this is the basis for our calculation but we understand that the prescribing physician will dictate the quantity each patient requires.

Pro Forma- Projected Revenue and Expenses

Year 1, February 2014-December 2014

Projected Revenue	1H: \$0	2H: \$196,000	=	\$196,000
Projected Expenses	1H: \$244,750	2H: \$305,776	=	\$550,526

Net Profit 1H: \$(244,750) 2H: \$(109,776) = (\$354,526)

Year 2, 2015

Projected Revenue	\$1,061,436
Projected Expenses	\$836,226
Net Profit	\$225,210

Year 3, 2016

Projected Revenue	\$1,787,245
Projected Expenses	\$1,075,203
Net Profit	\$712,042

Porter's Five Forces Analysis

By using Five Forces analysis, we can better assess the attractiveness of the Medical marijuana industry in Massachusetts.

Power of suppliers- Since only registered marijuana dispensaries are allowed to sell medical marijuana to patients we are in a unique position where competition is limited.

Power of buyers- Buyers are limited in finding alternative products and suppliers.

Barriers to entry- There are initially limited numbers of registered marijuana dispensaries allowed in Massachusetts- the Board of Health is the only government department who can grant dispensary licenses so the barrier of entry is high.

Competitive rivalry- There are limited numbers of competitors in each county (max 5).

Availability of substitutes- Traditional pharmaceuticals are often tried before trying medical marijuana for an illness so limited substitutes exist.

SWOT Analysis

By using SWOT analysis we can examine and assess our internal strengths, weaknesses and how we can address outside threats and future opportunities.

Internal Strengths

- Long successful history of patient health care.
- Long history and experience handling controlled drugs. Dr. Lipton has a current DEA license and has a flawless track record of cataloging, dispensing and securing controlled drugs for over 16 years.
- Highly diverse, experienced, and professional management team.
- Solid experience with hydroponics and organic cultivation.
- Strong financial background of the management team.
- Strong IT background.
- Strong security background.
- Long history of retail experience among founders.
- Easy access for patients, location sited near route 128, route 9 and interstate 90; also close to public transportation.

Internal Weaknesses

- Uncertainty in how future changes in rules regarding patient access will affect demand.
- The market size and demand can be hard to predict.

Opportunity

- Our free delivery service for all patients may distinguish us from our competition.
- Our community awareness programs may provide goodwill in the local community.
- Public awareness and opinion regarding medical marijuana are changing for the better.
- Laws are changing towards a more liberal approach when viewing medical marijuana and its benefits.

Threats

- There is currently a negative stigma regarding medical marijuana and its use.
- Cultivation and dispensing marijuana is still illegal according to Federal law.
- Pest or mold problems may prevent us from cultivating a quality product.
- Crime or abuse from the public may cause legal issues and damage our brand.]

☒ Three-year projections attached as exhibit 4.5

4.6 Provide a description of the proposed RMD's plan to obtain a liability insurance policy or otherwise meet the requirements of 105 CMR 725.105(Q).

[We have contacted two reputable liability insurance companies (Cannasure and Premier Southwest Insurance Group) which have agreed to provide policies for our medical marijuana dispensaries, the cultivation site (if different from the dispensary or within the dispensary location) and kitchens for manufacturing MIPS with financially reasonable terms. They source their policies from carriers who are "A-rated". They believe in full disclosure and, as such, insure dispensaries as Medical Marijuana Dispensaries (as opposed to calling them "health centers" or "agricultural operations"- which is a misrepresentation and can lead to grounds for claim denial). They have agreed to cover Professional Liability, Product Liability, Business Auto (including dispensary delivery vehicles and their contents), Directors and Officers, Medical Malpractice, Monoline Property and Worker's Compensation. In addition, they will offer "slip and fall coverage" which offers protection for a wide range of liability and property risk exposures. This insurance is also required by landlords and mortgage companies. Crop insurance (seeds, clones, immature seedlings, plants in veg./flower, harvested product and finished stock) will also be offered under the policies.

The terms will provide us with general liability insurance coverage for \$1M per occurrence and \$2M aggregate limits annually ("1/ 2M") and product liability insurance coverage for \$1M per occurrence and \$2M aggregate annually. The liability insurance deductible will be less than \$5,000 per occurrence.

Policies for higher limits called Excess Policies (e.g. \$2M combined Single Limit).are also available.

All documents supporting our insurance compliance will be made available to the Department of Health upon request.

New England Wellspring, Inc. has engaged the Corcoran & Havlin Insurance Group of Wellesley, Medfield and Duxbury, MA. to procure Property and Casualty insurance, as set forth in: MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes. New England Wellspring, Inc. with the Corcoran & Havlin Insurance Group as agent, has reviewed, submitted and received APPROVAL from Lloyd's of London, through Cannasure, Inc. a Managing General Agent to provide the coverage outlined below for New England Wellspring, Inc. These policies will be bound upon the awarding of a Registered Marijuana Dispensary license by the MA Department of Public Health. Please note terms are subject to change upon review of final application awarded by the MA DPH.

- General Liability: \$1M Each Occurrence / \$2m General Aggregate.
- Workers Compensation.
- Builders Risk – If a new facility is being built by the applicant.
- Property Insurance, including but not limited to Building Coverage, Business Personal Property, Business Interruption and theft.
- Product Liability.
- Employee Practices Liability.
- Live Plant Coverage.
- Directors & Officers Liability.
- Professional Liability Insurance (Errors and Omissions).

5. Locati]

5. Location and Physical Structure

- 5.1 Provide the physical address of the proposed RMD dispensary site if a location has been secured. If a location has not been secured, indicate N/A in the text box and exhibit. 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 the Department determines that the applicant qualifies for registration as a RMD; or (e) evidence of binding permission to use the premises.

[Dispensary site physical address: 238 Highland Ave., Needham, MA 02494

(New England Wellspring will consider relocating if deemed important by the Massachusetts Department of Public Health)]

☒ Evidence of interest attached as exhibit 5.1

- 5.2 Provide the physical address of the proposed RMD cultivation site if a location has been secured (the response must be the same as the location indicated in the response to 5.1 or 5.3). If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location (see examples of evidence in 5.1).

[Cultivation site physical address: 238 Highland Ave., Needham, MA 02494]

☒ Evidence of interest attached as exhibit 5.2

- 5.3 Provide the physical address of the proposed RMD processing site if a location has been secured (the response must be the same as the location indicated in the response to 5.1 or 5.2). If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location (see examples of evidence in 5.1).

[Processing site physical address: 238 Highland Ave., Needham, MA 02494]

☒ Evidence of interest attached as exhibit 5.3

- 5.4 Describe efforts to obtain assurances of support or non-opposition from the local municipality(ies) in which the applicant intends to locate a dispensary, cultivation site, and/or processing site and indicate whether the municipality expressed any opposition. If the sites are in different municipalities, provide information related to each community. If available, include a demonstration of support or non-opposition furnished by the local municipality, by attaching one or more of the following:

- A letter from the Chief Administrative Officer, as appropriate, for the desired municipality, indicating support or non-opposition;¹
- A letter indicating support or non-opposition by the City Council, Board of Aldermen, or Board of Selectmen for the desired municipality; or
- A letter indicating support or non-opposition by the Board of Health in the desired municipality.

[On September 27, 2013 Dr. Lipton telephoned the Needham Chief of Police-P. Droney and the Sheriff of Norfolk County- M. Bellotti, to notify them of our intent to obtain a license to both cultivate and dispense medical marijuana. Letters were also sent reiterating our intent and expressing a willingness to meet with them. Dr. Lipton also telephoned the Town Manager of Needham- Kate Fitzpatrick, in an

¹ Chief Administrative Officer is the Mayor, Town Manager, Town Administrator, or other municipal office designated to be the chief administrative officer under the provisions of a local charter.

attempt to schedule a meeting to discuss our plans as well as to hear her concerns regarding having a dispensary in their city. Ms. Fitzpatrick's secretary advised us that she would not schedule meetings with any applicants until the town has further information from the Department of Public Health and the Moratorium expires. She also indicated that town officials would not meet with applicants until the Needham Planning Board met to determine where they will permit dispensary locations.

On October 16, 2013 Dr. Lipton and Ms. Davies went to the Needham Town Hall to introduce themselves to Janice Berns, Director at the Needham DPH. They sat with her and discussed, in detail, our medical backgrounds, our long standing experience, Dr. Lipton's patient ties to the Needham community and how we wished to have a collaborative relationship with Needham's DPH regarding public education on the avoidance of substance abuse. We emphasized programs that educate adolescents and their parents regarding the prevention of drug abuse. We left her with a letter highlighting our backgrounds and our desire to obtain a letter of support/non-disapproval. She said she would consider the information we presented and she recommended that we speak directly to the Town Manager- Kate Fitzpatrick, regarding obtaining such a letter. She felt that Ms. Fitzpatrick was the more appropriate town official to approach.

Ms. Davies and Dr. Lipton then proceeded to speak with Ms. Fitzpatrick. Initially she was reluctant to engage in conversation but she then agreed to talk to us. We explained who we were, our professional medical backgrounds, Dr. Lipton's ties to the Needham community through her patients, and our desire to work closely with the Town of Needham to initiate a positive working relationship. She expressed confusion regarding the Massachusetts' Statute and application deadline. In particular, she desired an explanation as to why the applications were due before the moratorium expired since the planning board was not scheduled to vote on the zoning restrictions until long after the application deadline. We were unable to answer her questions other than to state that we were working as best as we could, with the information and time given, to satisfy the DPH's requirements set forth in the application instructions. She stated she wanted more detailed information from DPH regarding location, crime prevention, etc. We asked if she would be willing to sign a letter of support or non-opposition to which she replied she didn't understand the necessity for either letter. She also expressed confusion as to the meaning of a letter of non-opposition. She finally stated that I would need to speak with the Board of Selectmen to discuss our plans and request the letter of support/non-opposition. Her office then scheduled an appointment for Dr. Lipton with the Board of Selectmen at their town meeting for October 12, 2013. This was to be an informal meeting prior to initiating discussion of their agenda.

On October 12, 2013, Dr. Lipton and Ms. Davies sat in front of the five paneled Board of Selectmen and the Needham public and introduced themselves- noting their desire to obtain a licensed dispensary. They discussed their medical backgrounds, Dr. Lipton's experience in providing mobile health care and pharmaceutical dispensary services, Dr. Lipton's ties to the Needham community and their desire to have a positive, collaborative relationship with the town of Needham. They advised the Board and the public that the dispensary was for medical marijuana- only for those patients who have obtained a registration card from the state of Massachusetts following receipt of a prescription from a licensed and registered physician. Further, we emphasized that this medication is for severely debilitated patients suffering from chronic diseases and pain/nausea that are not treatable through conventional therapies. They discussed, in detail, how their medical backgrounds were in synch with the mission of their proposed dispensary. They also outlined how their planned dispensary differs from other applicants in that they will be providing a primary delivery service to all their registered patients, emphasizing their strict controls regarding the safety and security of the patients, the employees and the Needham community. Dr. Lipton explained that by offering this extensive delivery service, New England Wellspring can limit the traffic generated at the site. They also expressed a desire to have a positive working relationship with the Town of Needham- one that involves continuing education programs aimed at preventing substance abuse- particularly in teens. At the meeting the Chairman, Daniel Matthews, expressed an understanding that legalization of medical marijuana was now the law in

Massachusetts but he was confused regarding the new law and stated that they are awaiting further information from the Massachusetts DPH regarding implementation of the law allowing dispensaries. We advised him that all the information was posted on the Department's website and that they offered periodic clarification on queries posted to the department. Mr. Matthews commented that the Selectmen needed more time to review the DPH recommendations/requirements. Dr. Lipton mentioned that one of the requirements of the application is to attempt to obtain a letter of support/non-disapproval of a dispensary by one of several stated town officials. Mr. Matthews replied he was unfamiliar with such a letter and mentioned he was never contacted by the other applicants who are attempting to obtain a licensed dispensary in Needham. He stated that he wanted to meet with all of the applicants before he would sign-off on a letter. When I advised him that the deadline for application submittal was November 21, 2013 he said the Board of Selectmen would not be meeting in time to discuss who would be receiving such letters. He asked that I put together a PDF file of information to give back to the Town Manager (Kate Fitzpatrick).

On November 4, 2013 Dr. Lipton called the Planning Board of Needham and spoke with Alex Cree asking if there was a date settled by the Planning Board where they would make their final decision regarding zoning of dispensaries in Needham. She said no such date was scheduled and it would likely not occur until the beginning of next year. She mentioned a previous informal discussion by the Planning Board which was recorded and stated Dr. Lipton could purchase the recorded minutes. On November 5, 2013 Dr. Lipton and Ms. Davies obtained the recording of the Planning Board meeting. They then met again with Janice Berns to ask once more for a letter of support/non-disapproval, but she declined saying it was more appropriate for Kate Fitzpatrick to sign such a letter. When we arrived to deliver the requested PDF information to Kate Fitzpatrick she was not in her office so the material and letter request was left with the secretary.

On November 18, 2013 we received a letter from Mr. Matthews stating that no letters of support or non-opposition would be issued to applicants. Rather, a letter to DPH stating desired criteria of applicants by Needham would be issued (see attachment).

New England Wellspring meets ALL 6 of the criteria:

1. We provide programs that help to decrease the need for hardship cultivation through generous programs.
2. We have longstanding ties to the Needham community through Dr. Lipton's patients.
3. Our unique, primary delivery system to ALL our patients limits the traffic to our site.
4. Dr. Lipton has an extensive and long-standing history of dispensing controlled substances to patients.
5. Both Dr. Lipton and Ms. Davies are medical professionals.
6. N.E.W. has no plans to equip delivery personnel with firearms.

In general, the town representatives neither stated nor implied they were opposed to a dispensary opening within their town. In fact, several individuals stated they understood that medical marijuana was now the accepted law and that patients were entitled to have access to this form of medication in a secure manner. Bruce Eisenhut, Chair of the Planning Board, was highly positive in his remarks regarding having a medical marijuana dispensary in Needham. Most other members were positive as well.

The reluctance to sign any official letter stemmed from their confusion regarding the meaning of such a letter and their desire to meet all the individuals applying for a dispensary in Needham so they could make a determination upon which individual best suited the interests of Needham.]

☒ Letter(s), if any, attached as exhibit 5.4

- 5.5 Provide a summary chart reflecting answers to questions 5.1 -5.4 indicating evidence of local support or non-opposition for cultivation, processing or dispensing activities of the proposed RMD.

☒ Summary chart attached as exhibit 5.5

5.6 Provide a description of the applicant's plans to ensure that the proposed RMD is or will be compliant with local codes, ordinances, zoning, and bylaws, as well as state requirements for the physical address of the proposed RMD dispensing site and for the physical address of the additional location, if any, where marijuana will be cultivated or processed.

[New England Wellspring (N.E.W.) will comply with all municipal and state rules, regulations, ordinances, and bylaws. Needham passed a medical marijuana moratorium that is in effect until March 1st, 2014 and no official decisions have yet been made. Needham officials stated that this moratorium is not to thwart medical marijuana dispensaries, but to give the county more time to come up with regulations and finalize zoning as it pertains to the new laws. N.E.W. intends to fully comply with all local codes, ordinances, zoning and by laws once they are established by the town of Needham. In accordance with Massachusetts State regulations, N.E.W. will not be sited within 500 feet of a school, daycare center, or any facility in which children commonly congregate. N.E.W. has established a policy of working in concert with the local board of Selectmen and zoning officials to make sure they are responsive to the local municipality's laws and town rules.

Of the available by-laws for Needham, in general, snow and ice will be removed within 5 hours between sunrise and sunset. No discharge of water onto the street will be allowed. No retail sales will be allowed between the hours of midnight and 6:00am. We will work to minimize false alarms to the local police and fire departments and follow the by-laws regarding documentation of all discharged alarms. Rules regarding signage and allotted spaces for handicapped parking will be strictly enforced. We will conform to rules regarding fire lane/hydrant access when defining N.E.W.'s parking spaces. Noise will be limited from 7:00am-8pm. In keeping with the character of the town we will follow by-laws restricting signage and architectural aesthetics. There will be no illumination of the sign from 11:00pm-7:00am, or as otherwise directed by DPH, or the town. N.E.W.'s location will follow State guidelines and restrict signage to the name only and have no indication of medical marijuana or cannabis. Further, we will ensure that no cannabis products will be visualized from outside the dispensary. Accessibility to public transportation and regional roadways are important criteria for our dispensary. N.E.W. will also be in an area where it may be readily monitored by law enforcement for health and public safety purposes, and where it will not impact the character of lower-scale residential neighborhoods, business districts and educational institutions.

N.E.W. will comply with the rules of The Americans with Disabilities Act of 1990 (ADA) for both the dispensary and cultivation areas. Disability is defined by the ADA as "...a physical or mental impairment that substantially limits a major life activity." The determination of whether any particular condition is considered a disability is made on a case by case basis. In order to comply with Title III of the act, N.E.W. will reconstruct the facilities to enable access for all. This will include, but is not limited to, handicap parking, wheelchair access, railings for stair areas, disabled-friendly bathrooms, and access to all purposeful fixtures and services provided by N.E.W.

N.E.W. has already, and will continue to communicate with Norfolk County and Needham City officials regarding the best methods and actions to integrate safely and effectively into the surrounding community. Through continued participation and discussion, N.E.W. plans on being a beneficial addition to the local community and the medical marijuana patients within it.]

5.7 Describe the applicant's plan to continue to develop and maintain a positive relationship in each community in which the RMD is/will be located.

[New England Wellspring (N.E.W.) will continue to develop and maintain a positive relationship in the community by demonstrating that N.E.W. will provide a safe service that is patient-focused with the aim of enhancing their lives. When hiring employees consideration will be given to hiring employees from the local community, who have a positive attitude towards the clinic and its mission. All staff will be rigorously trained

in the policies and procedures; they will act at all times in a professional and polite manner while dealing with registered patients and caregivers. This is integral to our company's mission.

Arrange regular meetings with community leaders to continue to develop a supportive and positive relationship. N.E.W. will work with all government authorities, including law enforcement, and health department officials to ensure that state laws are upheld, and that the clinic provides an empathetic service to its patients/caregivers in a safe and supportive atmosphere. One of N.E.W.'s top priorities will be to co-operate and work with the town of Needham to protect the peace and safety of the community and its people.

N.E.W. will support Needham's Annual Diversity summit which is committed to embracing the town's diversity through town-wide dialogue and participation.

Communication between N.E.W. and all community services will be transparent. All enquiries by phone, e-mail, and letter or in person will be answered in a timely, professional, and polite manner. We welcome all State & Town officials to meet with us to check and ensure that we are compliant with regulations, that all policies and procedures are in place to ensure a smooth and safely operated RMD. N.E.W. policies and procedures will be available upon inspection to provide evidence that we are offering a service that is safe for the community, our registered patients and the general public.

We will address the concerns of the general public regarding the use of medical marijuana by arranging informational seminars and talks by specialists to discuss using marijuana as a viable, and safe alternative medicine. N.E.W. will provide free seminars to patients and care-givers in an effort to broaden awareness and promote thoughtful discussion explaining the benefits of medical marijuana, answer questions about Massachusetts laws, rules, and regulations, and the use of medical marijuana using information based on the latest evidence based scientific research.

Build positive perceptions about medical marijuana use by promoting new science-based research as it becomes available, and will actively work to change the negative stereotypes of marijuana users. As legal concerns abate, more physicians and health professionals are likely to consider recommending medical marijuana, and N.E.W. will encourage guest speakers to promote their findings and encourage all health professionals to attend these educational and training sessions.

N.E.W. will work together and support CTC (Community That Cares) programs and will form strong links with the public health department to achieve their goals by supporting workshops and drug prevention programs. We will also sponsor a child under the "RAY OF HOPE" program which acknowledges young people who have performed outstanding service for their community. This gift will be organized through the town's Business Association. A scholarship will be established for local children- particularly those children who have worked to make the most progress in their school grades.

N.E.W. will strive to be a good neighbor to local residents and businesses by engaging community leaders and citizen groups as a responsible provider. We will endeavor to maintain a clean environment and be considerate towards neighboring businesses.

We will engage with support groups that promote medical marijuana as a legal, safe alternative form of treatment. Examples of this include:

MPAA - Massachusetts Patient Advocacy Alliance. A high priority will be placed on supporting this group, which is at the forefront of bringing about compassionate relief for Massachusetts patients in need. ASA- Americans for Safe Access, a patients' rights advocacy group.

NORMAL- National Organization for the Reform of Marijuana Laws.

DPA- Drug Policy Alliance.

LEAP - Law Enforcement Against Prohibition.

MPP - Marijuana Policy Project, a political lobbying org.

SSDP - Students for Sensible Drug Policy

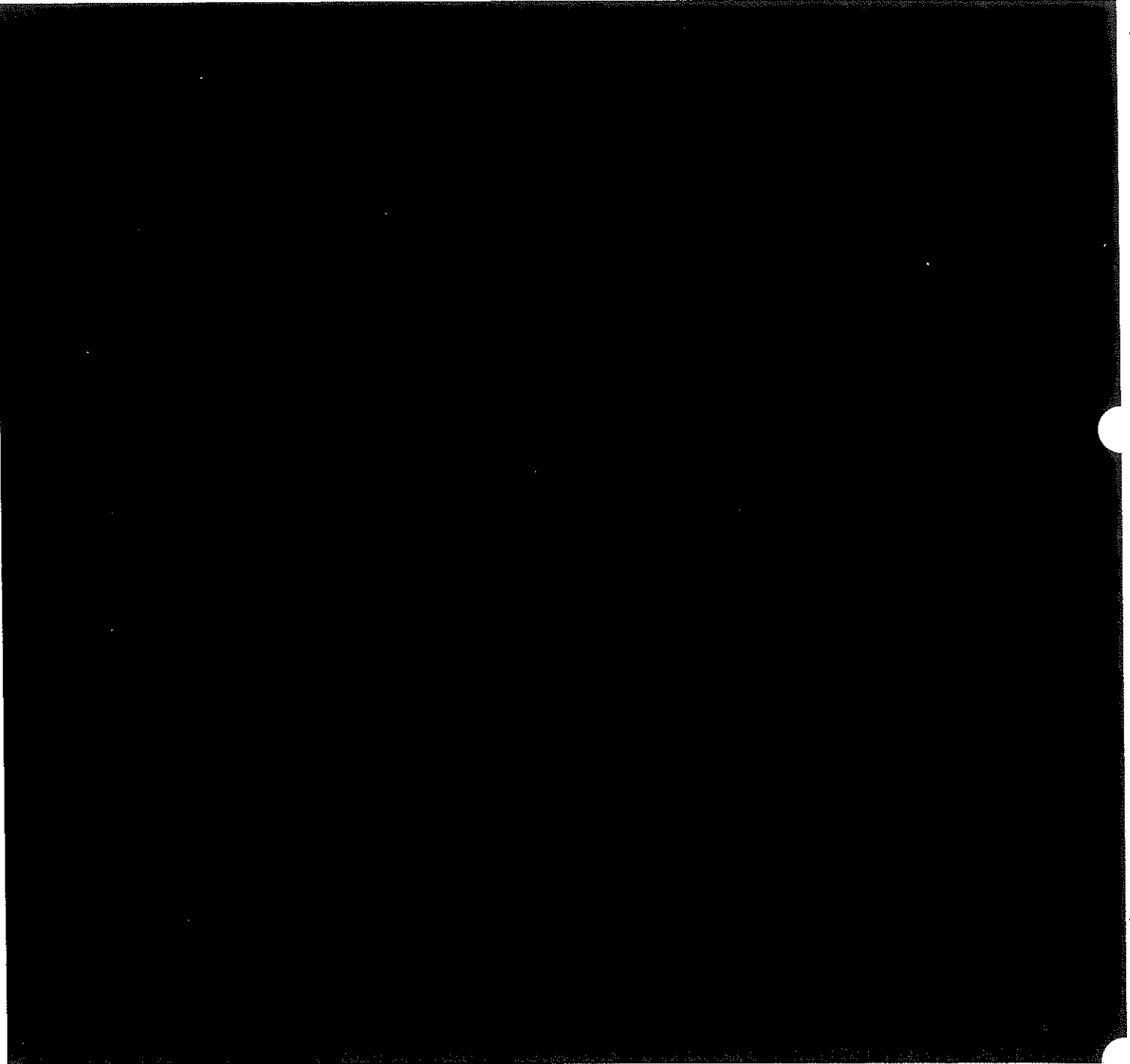
MCSC - Medical Cannabis Safety Council

Local media- providing periodic press releases for local newspapers, community newsletters, and hospice and patient bulletin boards. This will work to increase awareness and positive information about the clinic, highlighting its services and work in the community.

 ORIGINAL

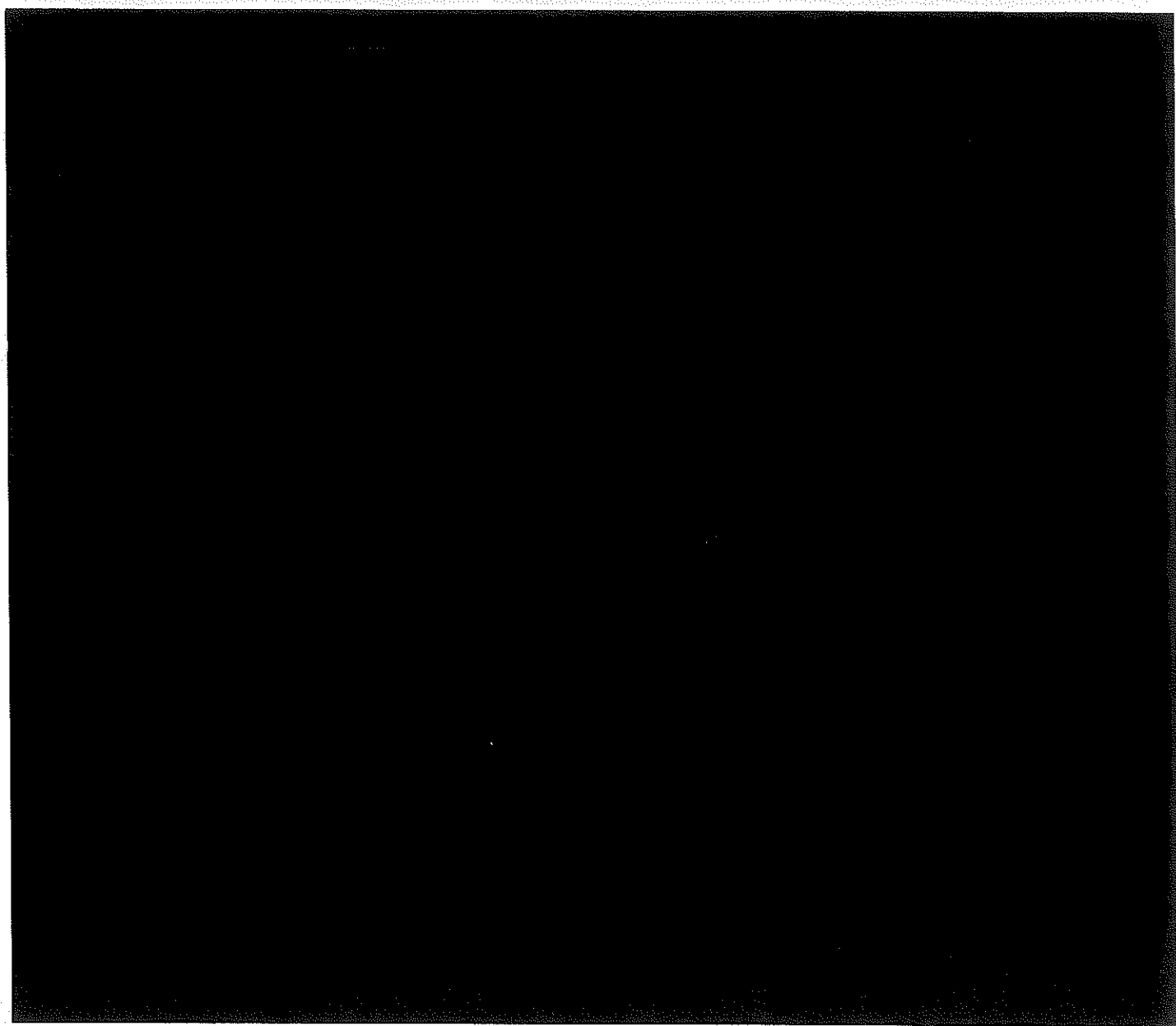
N.E.W. will also regularly publish a newsletter that reaches out to our members, highlighting events at the clinic and the latest findings in research articles. We hope to build strong alliances with various associations such as AID'S Action Council, American Public Health Association, Lymphoma Association, Multiple Sclerosis Society (Canada), American Cancer Society, American Medical Association, and the Massachusetts Nursing Association.]

5.8 Provide a description of the proposed enclosed, locked facility that would be used for the cultivation and/or processing of marijuana, including steps to ensure that marijuana production is not visible from the street or other public areas. Note that the security plan will be reviewed as a component of the provisional inspection process.





5.9 Describe how the facility's security plan will help deter and prevent unauthorized entrance into areas containing marijuana and/or MIPs and theft of marijuana and/or MIPs at the proposed RMD and the alternate location, if any. Note that the security plan will be reviewed as a component of the provisional inspection process.



6. Staffing Plan and Development

- 6.1 Provide a narrative description of the proposed RMD staffing plan including position description, full time equivalency, and reporting structure. Attach an organizational chart in which you identify all staff and all reporting relationships. If this level of detail is already included in exhibit 1.3, include the same organizational chart in exhibit 6.1.

[Dr. Stefanie Lipton, D.V.M., M.S.- President

All positions, including Directors, will convene with Dr. Lipton on their departments and responsibilities. Dr. Lipton will oversee all operations to ensure N.E.W. carries out its goals, mission, and objectives. Dr. Lipton will be the direct contact between the state and local Departments of Health, the Local Police and Sheriff's Department. All critical incidents will be reported to her by the Directors. All issues involving the modification of procedures and policies, including security, patient welfare, cultivation area concerns, financial matters, and public outreach policies will initially be evaluated by the President. Dr. Lipton will then be responsible for calling all Special Meetings of the Board of Directors to discuss and vote upon these procedures and policies. The President will preside at all meetings.

Jennifer Davies, R.N. R.M.- Director of Health and Medicine

Will work in accordance with the regulations of the Department of Public Health to deliver empathetic and patient centered care at all times. She will assist the President in developing the patient/caregiver information packet to be given to each patient/caregiver on arrival. Assist in the development of all N.E.W. policies and procedures manuals including the CLAS initiative. Counsel the patient/caregiver in the process of strain selection and its effect. Maintain accurate, legible and secure patient/caregiver information records using N.E.W.'s secure BioTrackTHC computer system. Assist patients/caregivers in the purchase of marijuana, use the POS system and maintain all records accurately. Education: Create an environment in the clinic and the community that promotes education about the medicinal use of marijuana and its positive effects. Responsible for organizing educational and wellness lectures/materials for patients/caregivers and professionals. Organize training sessions and informational seminars for staff. Assist in the hiring process of qualified personnel for employees involved in patient/caregivers services. Assure staffing is adequate to meet the needs of the

patient/caregivers, and reflects population diversity within the community. Assist with all management team meetings, and collaborate with Community Leaders/ Police and Health Department officials to promote a consistent standard of care across the state for RMD's, and strengthen our working relationship

Olof Ingare, M.S., M.B.A.- Director of Finance and Security.

He shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise determined by the Board, he shall prepare a yearly report on the financial status of the Corporation to be delivered at the regular meeting of the Board of Directors to be held each year. He shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, or other federal and state agencies. He shall supervise all items associated with the facility security, inventory, products and funds tracking.

Nate Lipton- Director of Cultivation.

Within his purview, he will manage all cultivation and harvesting techniques and processing. This includes the cleanliness of the facilities, health of the plants, testing of cannabinoid makeup, and choice of strains available. He will develop and train all staff on procedures relating to all aspects of cultivation and harvesting. All staff involved with cultivation and harvesting will report to him for information on staying within state guidelines and ensuring that cultivation standards are consistent with U.S. Department of Agriculture organic regulations as defined in 7 CFR Part 205 and the Department of Public Health

Paul Lipton - Director of Retail & Dispensary.

His duties will include ensuring a safe and comfortable environment for both patients and employees. The design, forms of patient interaction, and adherence to state regulations with regard to the retail space will be his responsibility. He will formulate the training manual and training procedures for all staff interactions with patients. He will also be responsible for the design and implementation of a training manual and training procedures for all employees directly interfacing with N.E.W.'s patients. He will also oversee retail packaging, display, and proper dispensing of medicine.

Paul Davies -Director of Operations

He will ensure all processes are efficient and effective while meeting guidelines set out by the state. He will work in concert with all other Directors to ensure NEW successfully operates to the benefit of its patients. Responsible for day-to-day operations with the dispensary. The delivery and security staff will report directly to him.

N.E.W.'s staffing goal is to provide an individual one-on-one service to ensure we get to know our patients/caregivers and are able to meet their needs, thereby providing the highest standard in care. On top of the President and Directors, N.E.W. will employ staff as needed to achieve this goal. N.E.W. will plan to have 8 full-time equivalent employees one year after doors open to patients.

For the safety of our patients and personnel, all new employees will go through a three-month probationary period where they will be trained in their respective area by the appropriate Director. During this time the new employee will have limited access to sensitive areas of the organization. All new employees will go through a general training by the President and Director of Operations that will cover in detail Massachusetts State Law with respect of RMD.

New employees will be reviewed after their probationary period to determine their performance and adherence to education and guidelines. All employees will get yearly performance reviews to monitor these same measures.]

☒ Organizational chart attached as exhibit 6.1

6.2 Explain the hiring plan for the RMD staff by role, including qualifications and experience by position description. Include a description of the applicant's process to complete a Criminal Offender Record Information (CORI) check on each staff member working at the RMD at hire and on an ongoing basis.

[N.E.W. will work within the Americans for Disability Act 1990 and will not discriminate against a qualified individual with a disability.

New England Wellsprings' (N.E.W.) policy for hiring will include: a disclosure that there will be a Massachusetts mandated Criminal Offender Record Information Check (CORI) done for all applicants. N.E.W. will also require a written affirmation of N.E.W.'s three month probationary period and a release to acquire confirmation of work history and references signed by applicants at time of submission. No employee will be hired unless all the proceeding have come back with responses judged necessary for hire. CORIs will be rechecked as required by DPH.

Master cultivator - The position of Cultivation Manager will be overseen and hired by the President and Director of Cultivation. Because of laws prohibiting cultivation of marijuana in many locales, this search will be made on a nationwide basis. Preference will be given to an applicant who has worked in a successful commercial grow of medicinal marijuana including an extensive knowledge of plant sciences. Our specific application demands that the cultivator have a work history of three years or more as a worker in the commercial production of leafy plants. Furthermore, the cultivator must have had at least one year of experience in Closed Environment Agriculture as well as one year of experience using hydroponics as a grow method. The applicant must demonstrate an intimate knowledge of both growing from seed as well as cloning. It is further recommended the applicant have an extensive background in the use of organic nutrients, their storing, and application in a hydroponic system. The applicant must have a proficiency in the use of scientific instruments and their calibration in terms of PAR, PPM, and pH on a spot and continuous basis. The candidate must also have extensive knowledge of the methods used in a prophylactic manner to avoid infestation and management of destructive insects through the use of beneficial insects as well as knock down solutions. The applicant should have knowledge of the methodology necessary for keeping a daily log of procedures performed, visual observations in relationship to plant health including signs of abnormal growth either positive or negative, and the quantities of nutrients dispensed. All the aforementioned qualifications can be fulfilled by most candidates who have worked in the commercial greenhouse industry. All applicants' work history will be verified.

Assistant cultivator - Preference will be given to an applicant who has worked one or more years in a successful commercial grow of medicinal marijuana. Candidates should have a degree in or a demonstrated knowledge of plant sciences including knowledge of hydroponics and Closed Environment Agriculture. A two year history or like experience growing leafy plants in a commercial environment. Applicant's work history will be verified.

Retail manager - It is our intention to promote one of our retail patient advisors to this position as they will have been trained in our methodology and have had the mentoring directly from our directors. If this is deemed to not be feasible, we will be looking for candidates who have had managerial retail or professional health care experience. The candidate should demonstrate the ability to resolve client issues demonstrating empathy and understanding in coming to a satisfactory resolution. The candidate must have experience in the closing out of daily records and have an understanding of the necessity for documentation in this process as well as documentation of any unusual or out of the ordinary event that occurs with either client or staff.

Retail staff - We have a need for three employees for this function. The candidate should express interest in helping others and empathy for persons in need of medication. The prospective hires must be willing to go through a rigorous training program with the understanding that they will be constantly monitored and only hired on a permanent basis if their performance during this period is deemed up to standard.

Security agent - This employee will have had two or more years experience acting as a security agent who monitors entrances and exits. Former members of the military who have worked as military police or former members of law enforcement, either full time or volunteer, will be considered qualified applicants. The applicant must understand that diffusing any behavior that is deemed to be obstreperous or in conflict with a patient's rights qualifies for interdiction on a verbal level. Any behavior that threatens patients or staff or is in violation of any civil statute is the purview of local law enforcement and it will be the security agent's responsibility to contact them immediately.

Preference for employment will be extended to veterans and former members of the military.]

☒ Proof of enrollment with Department of Criminal Justice Information Systems (DCJIS) to complete CORI checks attached as exhibit 6.2

6.3 Provide a detailed summary of the RMD's personnel policies, including proposed wages, opportunities for advancement, the benefits package, and any employment provision required by law that will be offered to employees. Note that the Department will review the RMD's personnel policies as a component of the provisional inspection process.

[Personnel Policies

Confidentiality, Company Information & Patient Matters

Confidentiality of Patient information, Company policy, procedures, standards, finances, etc. is a strictly enforced policy. All information created while employed is the property of N.E.W. & may not be removed from the premises unless directed by DPH and law enforcement. While employed at N.E.W. & after leaving the company employees must keep all proprietary information in the strictest confidence. The law & our professional ethics require that each employee maintain confidentiality when handling patient matters. N.E.W. has policies & procedures regarding HIPAA compliance & employees are expected to adhere to them.

Conflicts of Interest

Employees are not precluded from working another job if it does not conflict with the employee's ability to perform effectively or with the mission & activities of N.E.W.

Proprietary Information

Employment by N.E.W. is based on confidence & trust with respect to any confidential information that may be disclosed to employees. Proprietary information includes what is identified by N.E.W. as confidential, is known by an employee to be confidential, or reasonably should be known by an employee to be confidential.

Professional Conduct

Solicitations & Distributions

N.E.W. does not allow solicitation, money collection, or sale of merchandise by one employee to another while either employee is on work time.

Training & Education

Qualified candidates will be hired on a three-month probationary status during which they will receive training & evaluation.

Personal Property

N.E.W. cannot be held responsible for lost or stolen personal property.

Searches

Personal workspaces are subject to inspection without prior notice. This includes desks, computers, personal property such as purses & bags.

Diversion of Medical Cannabis

N.E.W. will contact police & DPH if an employee is caught stealing or illegally distributing medical cannabis. Employees will be dismissed if found in violation of N.E.W.'s policies/procedures.

Public Conversations

Employees are prohibited from conducting personal conversations while in the presence of the patients. The only conversations that should take place in public area conversations are to be between employees & patients.

Electronic Communications

Employees may only use N.E.W. communication devices to relay company business.

All electronic communications are company records & are subject to periodic unannounced inspections.

All employee codes, encryption keys & passwords must be available & known to N.E.W.

Personal Appearance & hygiene

Employees must wear appropriate clothing lacking images or statements. They must be well groomed and dressed in a casual yet professional manner.

Employees must present themselves in a clean & odor-free fashion.

Performance Reviews

Employees will be reviewed at the end of their three-month probationary period.

They will receive yearly performance reviews to monitor progress & discuss strengths, weaknesses & goals.

Jury Duty

Employees must make arrangements with N.E.W. as soon as they receive a summons.

Military Leave

Employees who are required to fulfill military obligations in any branch of the U.S. Armed Forces or in state military service will be given the necessary time off & reinstated in accordance with federal & state law.

Tardiness & missed work

All employees must arrive at their work areas, ready to start work, at the beginning of their assigned shift.

For emergencies (unexpected absences) that were not called in within the appropriate time frame, employees must provide verification or documentation.

Visitors

Under no circumstances will visitors be allowed in confidential, unauthorized or potentially hazardous areas.

Visitors are not allowed in any area of the building without prior authorization by the Executive Director.

Contact with the Media

No employee, unless specifically designated by the Executive Director, is authorized to make public statements. Only the Executive Director is authorized to make or approve public statements pertaining to N.E.W. or its operations.

Personnel Procedures

Health & Safety Procedures

Every employee will learn N.E.W.'s policies & procedures for manual handling, critical incident reporting, sexual harassment guidelines, fire evacuation protocol & sickness guidelines.

Employees must immediately notify their manager if they suspect an unsafe situation.

Managers must be notified of an employee becomes ill or injured while at work & comply with set guidelines for reporting sickness.

The use of alcoholic beverages or illegal substances before or while at work is prohibited.

Know the locations, contents & use of first aid & fire extinguishing equipment.

Comply with OSHA standards at all time.

Door Protocol

All doors equipped with a security locks must only be open when in use.

Immediately close any door that you see is left open.

Sexual Harassment

N.E.W. as a company will address any issue of sexual harassment, harassment or retaliation very seriously.

Any employee who feels this is an issue should report it immediately to N.E.W. both verbally & in writing.

Any issue will be investigated and followed-up as described in N.E.W policies & procedure booklet.

Benefits

N.E.W. will offer a comprehensive set of benefits including health insurance, dental & vision options & 401(k) plan after the first year. N.E.W. will contribute an amount equal to 4% of the employee's annual salary.

Salary

N.E.W. is an equal-opportunity employer. We will pay well above the minimum wage, in recognition of the fact that our employees have specialized knowledge & perform difficult work. We will also offer a generous bonus program if employees meet the yearly performance goals.

Advancement,

Employees are also encouraged to take advantage of special classes, leadership trainings, & other educational opportunities that may arise. Performance throughout the year will be used to assess promotions & salary increases.]

6.4 If known at the time of submission, provide the name and the role/title of each dispensary agent that the proposed RMD intends to employ. If the identity of dispensary agents is unknown at the time of application, indicate N/A.

☒ Completed list of known RMD staff attached as exhibit 6.4

6.5 Describe the applicant's staff development plan, including a detailed description of all proposed training(s) for dispensary agents.

[Qualified candidates will be hired on a three-month probationary status. During which time each employee will

receive an employee handbook that will include N.E.W.'s mission and various aspects of the conduct policies and procedures. The handbook will explain the rules of employment including benefits. Staff will be able to record their progress, training and goals for development. This information will also be recorded on their personnel files. Provisions will be made for employees with disabilities by providing all appropriate training material in a variety of forms such as large print and sign language. Staff will have an induction day to meet the management team of N.E.W. where they will be given an overview of the dispensary philosophy, a tour of the dispensary and a team building session to encourage a strong and loyal workforce. They will then undertake a rigorous training process and will be closely evaluated for suitability in a restricted-access medical environment.

Training will include lectures by qualified professionals, hands-on training, video's and handouts. Staff progress will be evaluated by written tests and observation. The program will be based on

a comprehensive operations manual to guide virtually every aspect of daily activities for each department including our Culturally and Linguistically Appropriate Services (CLAS) initiative training plan. The manual will cover all the policies and detailed procedures of the dispensary and will provide the basis for training. Employees will receive training specifically tailored to their area of work. It will address a wide variety of topics, including:

Patient Care: Dispensary agents will be taught how to get to know our patients/caregivers with regard for their cultural and linguistic needs, effective and respectful communication skills, an overview of various medical conditions, patient safety, confidentiality (HIPAA) and how to counsel patients/caregivers regarding selection of strains and the ideal methods of medicine delivery. Dispensary employees will be also be educated as to patient/caregivers rights to make a complaint if the patient is dissatisfied with the service or care they receive.

Marijuana: A history of marijuana, including the different strains and their effects, and an explanation of THC versus CBD levels, will be included in the training manual at N.E.W.. Signs of abuse/misuse of medicine will be highlighted. Dosage and methods of delivery, as well as potential side effects, will be described in this information. Lastly, the cultivation process from seed to sale will be explained so that our employees have a full understanding of the structure and function of New England Wellspring in its entirety.

Massachusetts and Federal laws: Laws relating to marijuana, particularly medical cannabis, will be enumerated. Legal obligations of RMD's will be emphasized. The regulations of the dispensary, the rights and responsibilities of registered patients/caregivers will be highlighted. Also included will be the legal implications for all employee's working at N.E.W and handling marijuana and the role and responsibilities of a registered dispensary agent while employed at N.E.W., and afterwards.

Safety & Security: Staff will be educated about N.E.W.'s policy regarding the wearing of employee identification badges. They will receive manual handling training, counterfeit card detection, and correct identification of currency. Any dispensary agent whose job includes contact with marijuana and MIPs, including cultivation, production, or packaging, will be trained in hand washing techniques, sanitary practices and personal hygiene guidelines while on duty as per state regulations 105 CMR 300.000. Staff will receive lock and alarm procedures, incident reporting, sexual harassment prevention and education, fire drill and health /safety training appropriate to their area. Dispensary staff will receive Red Cross training, CPR, First Aid and Automated External Defibrillator (AED) education to be able to respond to a medical emergency. Staff will be able to complete a complaint record, without fear of retaliation, if they feel they are not being treated in a fair or respectful manner.

Processing and Storage: How medicine will be handled, acquired, and stored safely, and by whom. Dispensing procedures-step-by-step guidance for providing a high quality service to patients. Including all DPH guidelines.

Information Technology: Covers N.E.W.'s BioTrackTHC system which covers POS, inventory procedure and patient information systems, access, security, back-up procedures, etc.

Banking: Covers cash handling, basic accounting, banking procedures and recognition of counterfeit currency.

Emergency Procedures- Provides specific protocols in case of medical, police or other emergencies to ensure rapid response involving the appropriate personnel and/or outside authorities, and as per the Department of Health's guidelines and states regulations.

N.E.W. will require employees to attend at least a minimum of eight hours of continuous training in a period of one year. Employees will be encouraged to take advantage of special classes, leadership training, and other educational opportunities that N.E.W. will provide.]

7. Operations and Programmatic Response Requirements

- 7.1 Explain the RMD start-up timeline, including evidence that the RMD will be ready to dispense within that proposed timeline if the RMD receives a provisional certificate of registration by the Department. The timeline must detail, by location, the start up period, including key benchmarks, leading up to the Department's final inspection.

[Start-up timeline

Schedule from 11/21/13 - 1/31/2014:

1. Continued investigation of local zoning laws, apply for the permits and licenses within the proposed town of Needham
2. Contact local contractors and inspectors
3. Design the floor plan and blue prints for the facility
4. Research necessary grow equipment, plumbing, heating, cooling, electrical, IT and security systems

High level schedule after provisional license has been awarded:

The cultivation, processing and dispensing site is located at the same address within the same facility

Week 1, 2/3/14

1. Apply for planning, zoning and use licenses and permits with the local town
2. Site design
3. Order grow room equipment (proposal already in hand)
4. Order security systems (proposal already in hand)
5. Order surveillance systems (proposal already in hand)
6. Order electrical wiring, outlets, circuit breakers, panels (proposal already in hand)
7. Order plumbing
8. Order flooring

Week 2, 2/10/14

1. Initial building inspection by the local town
2. Install security system
3. Install surveillance system
4. Install Phone System
5. Install Computer network (LAN)
6. Biometric Access System
7. Start grow room construction
8. Develop staffing procedures and processes
9. Develop employee training and education materials
10. Obtain insurance policies
11. Obtain build permit
12. Obtain a use license
13. Obtain a zoning permit
14. Obtain a plumbing permit
15. Obtain an electrical permit

Week 3, 2/17/14

1. Continue grow room construction
2. Install electrical wiring and panel upgrade
3. Develop staffing procedures and processes
4. Develop employee training and education materials

Week 4, 2/24/14

1. Build cultivation security walls
2. Install external air-conditioning
3. Install plumbing and drains
4. Install vents and ducts

Week 5, 3/3/14

1. Build grow area
2. Build seed and cloning areas
3. Install Seed to Sale software (BioTrackTHC)

4. Building inspection
5. Test security system
6. Test surveillance system
7. Test phone system
8. Test network system
9. DPH Provisional Inspection of the cultivation area
10. Approval to grow received

Week 6, 3/10/14

1. Obtain seeds
2. Start seed and cloning
3. Start inventory tracking and assign barcodes to clones
4. Food processing construction
5. Obtain kitchen equipment
6. Configure and Test POS software

Week 7, 3/17/14

1. Grow clones

Week 8, 3/24/14

1. Grow clones
2. Start POS construction

Week 9, 3/31/14

1. Vegetative state started

Week 10, 4/7/14

1. Vegetative state

Week 11, 4/14/14

1. Flowering started
2. POS and retail construction
3. Develop staffing procedures
4. Develop employee training and education materials

Week 12, 4/21/14

1. Flowering continued
2. FDA Inspection

Week 13, 4/28/14

1. Flowering continued

Week 14, 5/5/14

1. Flowering continued
2. Determine staffing requirements
3. Write job descriptions
4. Post job openings

Week 15, 5/12/14

1. Flowering continued
2. Obtain FDA permit

Week 16, 5/19/14

1. Flowering continued

Week 17, 5/26/14

1. Flowering continued
2. Install inventory control and ERP system
3. Install POS and POS software

Week 18, 6/2/14

1. Harvest

2. Curing Started
3. Install retail flooring
4. Hire employees
5. Register employees with the DPH
6. Inform local physicians of the RMD capabilities

Week 19, 6/9/14

1. Curing continued
2. Test transactions

Week 20, 6/16/14

1. Curing continued

Week 21, 6/23/14

1. Curing continued
2. Packaging
3. Prepare the retail area
4. Make edibles
5. Make tinctures
6. Make lotions
7. DPH Provisional Inspection of the dispensary area

Week 22, 6/30/14

1. Open the dispensary to the public

The following is a break down by category (Start date, Duration, Task):

Permits and Approvals

- 2/3/14, 1 week, Meet with the planning board and director
- 2/3/14, 1 week, Meet with the Town Manager, Building inspector, Fire Marshall and Board of Health
- 2/3/14, 2 days, Obtain insurance policies
- 2/10/14, 1 week, Obtain build permit, use license, zoning, plumbing permit and electrical permit
- 5/5/14, 1 week, Obtain FDA permit
- 3/3/14, 2 days DPH Provisional Inspection of the cultivation area
- 6/23/14, 2 days, DPH Provisional Inspection of the dispensary area

Location

COMPLETED-Secure a lease

- 2/3/14, 1 week, -Site design
- 2/17/14, 1 week, -Electrical wiring
- 2/24/14, 1 week, -Plumbing construction
- 2/24/14, 1 week, -Ventilation construction
- 2/10/14, 1 week, -Cultivation and grow room construction
- 4/14/14, 1 week, -POS and retail construction
- 3/10/14, 1 week, -Food processing construction

Cultivation and Processing

- 2/3/14, 1 week, Obtain grow equipment (cloning, seeding, vegetative, flowering, harvesting and processing)
- 3/10/14, 2 days, Obtain seeds
- 3/10/14, 1 week, Grow seeds
- 3/10/14, 1 day, Barcodes plants
- 3/17/14, 2 weeks, Grow clones

3/31/14, 2 weeks, Move to vegetative room
 4/14/14, 8 weeks, Move to flowering room
 6/2/14, 1 day, Harvest
 6/2/14, 4 weeks, Curing
 6/23/14, 1 day, Quality Inspection
 6/23/14, 1 day, Packaging
 3/10/14, 1 week, Obtain kitchen equipment
 4/21/14, 1 week, FDA Inspection
 6/23/14, 2 days, Make edibles
 6/23/14, 2 days, Make tinctures
 6/23/14, 2 days, Make lotions

Staffing

5/5/14, 2 days, Determine staffing requirements
 5/5/14, 2 days, Write job descriptions
 5/5/14, 2 days, Post job openings
 6/2/14, 1 week, Hire employees
 6/2/14, 1 day, Register employees with the Board of Health

Education and Training

3/10/14, 1 week, Configure and Test POS software
 3/3/14, 2 days, Test and training of security system
 3/3/14, 1 day, Test and training of surveillance system, phone system and network system
 4/7/14, 1 week, Develop staffing procedures
 4/14/14, 1 week, Develop employee training and education materials

IT and Security

5/26/14, 1 week, Install inventory control and ERP system
 5/26/14, 1 week, Install POS and POS software
 2/10/14, 1 week, Install Security System
 2/10/14, 2 days, Install Surveillance System
 2/10/14, 2 days, Install Phone System
 2/10/14, 2 days, Install Computer network (LAN)
 2/10/14, 1 week, Biometric Access System]

☒ Start-up timeline with clear benchmarks and dates attached as exhibit 7.1

7.2 Provide a detailed summary of the year-one operating plan, including key business check-in points over the year that will inform business practice improvements.

[During year 1 of operation New England Wellspring (N.E.W.) will be laying the foundation for the next 3 years which will ensure we are profitable & able to support our patients with quality medical marijuana. The following goals in year 1 will enable growth:

Provide quality & compassionate care to all patients

Patient care is our top priority & we will request regular feedback from patients & caregivers. This feedback will be analyzed weekly in the first 3 months & countermeasures will be put in place to improve our service on a weekly basis. After 3 months we will move to a monthly change of procedures on all minor issues, major issues will be dealt with immediately. Feedback is essential to delivering quality care thus ensuring continued growth of the RMD.

Provide the highest quality marijuana & associated products

N.E.W.'s high quality products will drive patient visits & ensure that N.E.W. is selected as the dispensary of choice. All our products will meet the highest of standards & we will work closely with patients gaining feedback on product efficacy. This feedback will be used to fine tune our offerings. If products receive positive feedback we will increase production of the product & meet future demand. If feedback is negative production will be decreased & potentially cease.

Add additional marijuana strains

N.E.W. will start with 10 strains of marijuana but will be evaluating the market for and customer feedback on products in other RMD's. It will be our plan to offer additional products to ensure that we have the most effective marijuana to treat the widest range of patients' ailments.

Build a positive working relationship with Needham & its residents

The executive members of N.E.W. will start the process of building awareness by disseminating literature to medical establishments, clinics & hospitals in the area. Executive managers will liaise with local medial to highlight the goals of the clinic and benefits to the community. N.E.W.'s web site & online message board will focus on the developments of the dispensary and be a resource for the public, patients & caregivers. Our progress will be tracked monthly and any feedback will be used to improved services.

Achieve our year 1 patient Forecast

One of the early challenges for a dispensary is generating awareness & developing loyal clientele. Our high quality products & service based programs will make us one of the leading RMD's in MA. N.E.W will also develop programs to educate the local community, patients & caregivers about using marijuana as a safe alternative medicine. Free seminars will be offered to the community and medical establishments. N.E.W.'s monthly patient targets will be reviewed and our marketing strategy will be adjusted to ensure we are on track to meet our year 1 patient forecast. This passive marketing campaign & positive customer experience will help us achieve our patients' goals for year 1.

Hit our revenue projections for year 1

Year 1 revenue projections are dependent upon implementing the strategies above, positive patient experience, the correct product offering and ensuring N.E.W.'s mission reaches the necessary medical professionals. This strategy will be reviewed & adjusted on a weekly/monthly basis to ensure we achieve our goals. If we exceed our plans we will work with other RMD's to ensure their patients' needs are met while we modify our production.

Bring on-line delivery service for register patients

A unique and vital aspect of N.E.W.'s services is free delivery to all patients. N.E.W. will build its initial customer base over 6months & gain an understanding of medical needs. N.E.W. believes the delivery service will be a key component in patient retention & will enable continued growth. Patient feedback will be requested after every delivery & corrective actions will be put in place to ensure we meet patient needs.]

7.3 Describe the applicant's knowledge of (and experience with) growing methods to be used in the cultivation of medical marijuana. Note that a copy of the marijuana cultivation and management plan will be reviewed as a component of the provisional inspection process.

[Nate and Paul Lipton bring a wealth of experience to the N.E.W. Team. Both Nate and Paul Lipton received their medical marijuana licenses through the Department of Health of Arizona with an authorization to cultivate. Nate Lipton has also had a medical marijuana card in California prior to moving to Arizona in 2011. Nate and Paul Lipton are experienced growers having grown from small to commercial sized growing operations of up to 3,000 sq. ft. and comprising 80,000 watts of light output. At present, Nate and Paul Lipton consult large growing operations of organic greenhouses, indoor and hydroponic environments as part of their current business-Growers House Hydroponics. Nate and Paul Lipton have over 50 commercial operations they have consulted over that have ranged from 1,000 sq. ft. to 20,000 sq. ft. using both hydroponic and fully organic methods. When designing these grow rooms, Nate and Paul design and procure all equipment including, but not

limited to, media, lighting, nutrients, environmental controllers, electrical components, air conditioners, and irrigation. Some examples of safety precautions are: All electrical equipment other than environment readers will be kept out of the growing environment to remove unwanted heat, decrease electrical failures, and make for easier maintenance. This equipment includes, but is not limited to split air conditioning units, ballasts, environmental controllers, and high amperage lighting controllers. All electrical equipment purchased will be ETL and/or UL listed to ensure that if there is a failure, the equipment is trusted by a 3rd party, government trusted authority to fail safely. Together, Nate and Paul have over 40 years of greenhouse, indoor, and hydroponic growing experience.

As the owners of Growers House, Nate and Paul Lipton also do objective testing of growing equipment including fans, carbon filters, high intensity discharge lamps, LED grow lights, induction grow lights, harvesting equipment, growing media and more. Readings of equipment are taken with scientific instruments such as photosynthetically active radiation (PAR) meters and spectroradiometers, then posted online to be publicly available. Through these tests, Growers House has become a trusted source for product testing and knowledge. Growers House also shares this information with agriculture departments from large Universities who are also clients of Growers House. The process of testing this equipment and the exchange of knowledge with academic institutions give Nate and Paul Lipton a unique understanding and perspective on the best methodologies and equipment to use for growing plants inherent yield potential and overall high quality.

N.E.W. will use the best-known methods and state-of-the-art equipment to maintain the highest degrees of quality control for its growing environment of medicinal Cannabis. N.E.W. will employ Controlled Environment Agriculture (CEA) perfected by the University of Arizona Department of Controlled Environment Agriculture Center. Both Nate and Paul Lipton have been taught these methods by the University of Arizona through classes and meetings with professors within their Plant Sciences department. This method of growing can keep the environment stable, yet adaptable to plants needs as all variables can be manipulated and controlled. CEA is the practice of creating the ideal environment for a plant to grow at its maximum natural potential by controlling the variables that influence growth including nutrient concentration in terms of electro-conductivity; temperature; humidity; levels of CO₂, nitrogen, and oxygen in the air in PPM; and wind replication. This method of growing makes the indoor growing environment completely separate from outside influences including insects, fungi, spores, mold, and other contaminants that can impair or lower the quality of the medicine.

At N.E.W. we plan to use our knowledge of different strains of medical marijuana and their growth styles to benefit our customers. We plan on growing strains that are high in multiple different cannabinoids including THC, CBD, and CBN because of their varied effects and palliative characteristics. Using distinct rooms for different strains of different growth patterns, we will isolate strains that have different nutrient and environmental characteristics such as light intensity, temperature, and humidity. Different strains must be grown different in order to maximize the potential of certain cannabinoids, so isolating multiple flowering rooms is necessary to have distinct high-quality medical marijuana.]

7.4 Describe steps that will be taken to ensure the quality of the medical marijuana, including purity and consistency of dose and the presence of potential contaminants. Include a description of the testing process and frequency, quality standards, and plans to engage with a lab to conduct the testing. Note that a copy of the RMD's quality control plan will be reviewed as a component of the provisional inspection process.

[• Different strains of medical marijuana will be placed under different lighting technologies depending on their growth characteristics and expected cannabinoid ratios. Some strains of cannabis are known to produce different levels of resin/trichomes and certain cannabinoids when different nanometer wavelengths of spectra are used. N.E.W. will employ the use of LED, induction, High Pressure Sodium (HPS), and Metal

Halide (MH), and Ceramic Metal Halide (CMH) light sources to accomplish the goal of consistent production of cannabinoid percentages. Mother plants will be used allowing us to take clones (asexual propagation) for genetic replicates, begetting consistency in our medication for our patients.

- Clones will be cut from the mother using disinfected scalpels, which will be disposed of or disinfected between each cloning procedure.
- Prior to harvesting, all Cannabis plants will be flushed using a flushing agent to remove any residual and built-up nutrients in the plants vascular system. This is to prevent any nutrients not intended for human ingestion to be left in the plant for patient ingestion.
- We will harvest flowering plants by monitoring their capitate stalked glandular trichomes, which are the round gland heads supported on the flowers and stalks. When the majority of these glands turn from clear or slightly amber to opaque, it means the cannabinoid levels have peaked and will soon begin to degrade. At this point when the majority of the trichome glands are opaque, we will harvest the plant.
- The drying and curing area will have a controlled environment with an ambient temperature kept at 65 degrees Fahrenheit and a relative humidity between 40 and 60 percent in a completely dark environment. This environment will have constant air movement and will be monitored multiple times a day to ensure the highest quality. If done incorrectly, this process can cause mold to grow in Cannabis, which can be extremely harmful for patients, especially those with compromised immune systems. All specimens will be checked daily for any signs of excess moisture, which can bring about mold. Any plants found with the onset of mold will be removed and taken into quarantine.
- We will cure Cannabis for four to six weeks, depending on the strain. This is about 1 to 3 weeks longer than the average curing time. The slower the drying process is for Cannabis, the better quality the Cannabis is for ingestion as medical marijuana. Evaporating the moisture out of Cannabis slowly will ensure the highest quality medicine for our patients.
- All water for the plants will first be run through a reverse osmosis system to keep the PPM of the water below 30. This will ensure we have the highest control of what nutrients and chemical salts the plants are up-taking, bringing about more consistent medicine.
- If there are any signs that plants are infected with pests, molds, or any other pathogens, the affected plants will be immediately removed and put in quarantine for disposal. Only OMRI certified organic pesticides will be used in our facility, or beneficial predator insects. These will be used as preventatives, as we will not choose to treat plants that have been found to have pests, molds, or other pathogens, and instead will quarantine and destroy those plants.
- For every harvest of the same strain, a sample will be sent to a pathogen, mold, and cannabinoid percentage level testing center. Because no two growing cycles are identical, testing must be done every harvest, and with every respective strain harvested. Information will be updated to patients on any changes in cannabinoid percentage makeup as it may change from one harvest to the next.]

7.5 Describe the applicant's plan to dispose of excess or damaged plants or products, including security and plans to avoid diversion. Note that a copy of the RMD's marijuana disposal plan will be reviewed as a component of the provisional inspection process.

[New England Wellspring (N.E.W.) will safely dispose of excess and damaged plants and products in order to avoid unintended use and diversion. They will be weighed and barcodes scanned into BioTrackTHC, then destroyed to prevent diversion.

Liquid waste containing any marijuana or by-products of marijuana will be disposed of in compliance with requirements for discharge into groundwater and sewers under 314 CMR 5.00 & 314 CMR 7.00. Any liquids that can be added to N.E.W.'s anaerobic digestion compost system will be disposed of in such a manner.

For all plant material and MIPs, N.E.W. will reduce it to an unusable form by grinding the material and mixing it with the organic waste we create at N.E.W. In compliance with the requirements of 310 CMR 16.00 we will compost all food waste via the process of Anaerobic Digestion. Anaerobic Digestion is the process of

composting food waste in sealed digesters which have bacteria that feed on the waste and produce biogas. Anaerobic Digesters offer an accelerated mode of composting and decomposition. Biogas is made up of 60% methane and 40% carbon dioxide. During the process no methane is released into the atmosphere. The digestate that the process creates undergoes pasteurization to ensure that any pathogens are killed and is stored for use to be applied as an organic fertilizer. This nutrient biofertilizer replaces fossil fuel derived fertilizer and ensures nothing is wasted. For each ton of food waste recycled by anaerobic digestion as an alternative to landfill prevents between 0.5 and 1.0 ton of CO₂ entering the atmosphere. The biogas produced by anaerobic digestion can also be combusted to produce renewable electricity, cleaned to pipeline natural gas standards, or further processed into compressed natural gas (CNG) fuel.

Although anaerobic digesters began as large scale operations they have been getting smaller and are used by other small businesses such as hotels, restaurants, and commercial kitchens. These systems do not produce odors and are entirely sealed, requiring minute levels of oxygen as compared to traditional composting, which must maintain high levels of oxygen.

All destruction of marijuana and by-products will be video recorded. N.E.W will record the weight, liquid volume, and/or quantity disposed and manner of disposal of in a written disposal journal. There will be no fewer than two employees present during the disposal who are required to apply their signatures in the disposal journal. These records will be kept for two years.

N.E.W will accept- at no charge- unused, excess, or contaminated marijuana from a registered qualifying patient or personal caregiver, and shall weigh, scan and record, then destroy it as provided in 105 CMR 725.105(J) This information entered into our system shall include the name of the supplying registered qualifying patient or personal caregiver if applicable.

The BioTrackTHC inventory management system is able to track and label inventory as in-stock and available, or not in sellable condition and marked for discard/destruction. Inventory moved from in-stock to marked for discard/destruction will be password enabled in BioTrackTHC for managers only. All waste still in a consumable form, if unable to be discarded/destroyed same-day, will be stored in the locked room in our GSA approved double lock safes.]

7.6 If the proposed RMD intends to produce MIPs, describe the types and forms of MIPs that the RMD intends to produce, the methods of production (including sanitation and food protection processes), and procedures for labeling, storing, disposing, dispensing, and tracking MIPs. Note that a copy of the MIPs production plan will be reviewed as a component of the provisional inspection process. If the RMD does not plan to produce MIPs, indicate N/A.

[N.E.W. will produce MIPs including edible baked goods, butters, lozenges, and tinctures. To keep the dosage as consistent as possible, N.E.W. will use oil extraction to synthesize the cannabis to its most pure form, being an oil-based solution of cannabinoids- essentially a cannabis extract. Using this extract, cannabis can be measured in dosage of milliliters added to cooking recipes for baked goods, butters, and lozenges. Having a precise milliliter measurement of cannabis extract brings about the most consistent medicine in terms of experience to the patient.

Tinctures will be infused as strain specific Indica and Sativa, and hybrid strains which can vary in cannabinoid makeup and overall effect to the patient. Infusion will be done using both alcohol and vegetable-glycerin solutions for those patients who refrain from alcohol. The tincture making process is done by adding six grams of medical marijuana per gallon of solution and then mixing it once daily for 60 days. After 60 days the liquid is strained into vials for consumption.

N.E.W.'s kitchen will obtain a Massachusetts food establishment license by passing the State Health Inspection for food safety. All MIP preparers will be Massachusetts licensed food workers. As part of the food preparation and sanitation process NEW employees will follow the procedures for cleaning cooking utensils:

1. Immerse in 175+ degree water for at least 2 minutes.
2. Immerse in a solution of 100ppm chlorine for 2 minutes.
3. Run through industrial dish washer.

N.E.W. will also keep the kitchen clean by sweeping and mopping the floor daily, cleaning all surfaces with one tablespoon of bleach per gallon of water, keeping all food products wrapped and/or covered. A daily schedule will be maintained and signed by staff responsible for keeping the kitchen clean. The following FDA food preparation guidelines will be adhered to:

- Wearing clean aprons.
- Maintaining adequate personal cleanliness.
- Washing hands thoroughly followed by hand sanitizer before engaging in food preparation.
- Removing unsecured jewelry and other objects that may fall into food.
- Wearing gloves made of an impermeable material (e.g., Nitrile).
- Storing food or other personal belongings in areas other than where food is exposed and utensils are used, washed, and stored. Medicine will be refrigerated if required.

All MIPs will be labeled with recommended dosage, nutritional information, and ingredients list. All MIPs will have their respective and appropriate labeling for date of expiration dependent upon the ingredients used and their shelf life. Tamper-proof and child-resistant packaging will be used for all MIPs, as well as labels that clearly indicate the product is a medicine. All packaging will be opaque to hide the contents of the MIP for child protection.

After MIPs have passed their expiration date, or if they have been produced in error, they will be disposed of via the methods described in section 7.5.

Tracking MIPs will be done via the BioTrackTHC software. A designated amount of medical marijuana will be brought from the cultivation site dependent upon demand for MIPs. The allocated medical marijuana for MIPs will be then processed into either a tincture or extract form. The conversion of medical marijuana flowers to milliliters of tincture and extract is fixed so the ratio will be easily tracked as a conversion. Once MIPs are made they will have their own Stock Keeping Unit (SKU) affixed to their MIP type and be entered into the BioTrack inventory system.]

7.7 Describe the applicant's inventory management program, including seed-to-sale tracking procedures, prevention of diversion, and storage of marijuana products. Note that a copy of the inventory management program policies and procedures will be reviewed as a component of the provisional inspection process.

[New England Wellspring (N.E.W.) plans on using BioTrackTHC as our software system that meets Massachusetts State regulations as an acceptable tracking, inventory, accounting, reporting, patient management, and point-of-sale system. BioTrackTHC allows for all aspects of our business to be clearly and transparently managed via different modules that make monitoring and control easier than with any other systems currently available.

Inventory begins at the cloning stage of a plant's life for our system. Upon being cloned, plants are labeled with their strain and a unique barcode. We expect 10% of clones to die, and they will be disposed in the State approved methods in section 7.5. The remainder of the clones will continue their lives into the vegetative and flowering growth rooms where they will mature and then be harvested. When harvesting the plants they will be trimmed one plant at a time to record the wet weight of the flowers, and to have metrics on yield per strain type as a measurement and improve performance. We will use drying racks with space available for each plant's harvested flower material to be sectioned off on a per plant basis. Once the flower material has dried, its dry weight will be taken and recorded. The dried material will then be packaged into pre-determined sizes dependent upon patient demand and will be barcoded. The dried material will be transferred into inventory to the specific barcoded SKUs of packaged, ready-for-sale medical marijuana.

During the harvesting process excess material (trim) is collected in the trimming machines. This material will be used for MIPs. We will weigh this material after harvesting and seal it for the kitchen to then convert into an ingestible MIP form. N.E.W. will produce MIPs including edible baked goods, butters,



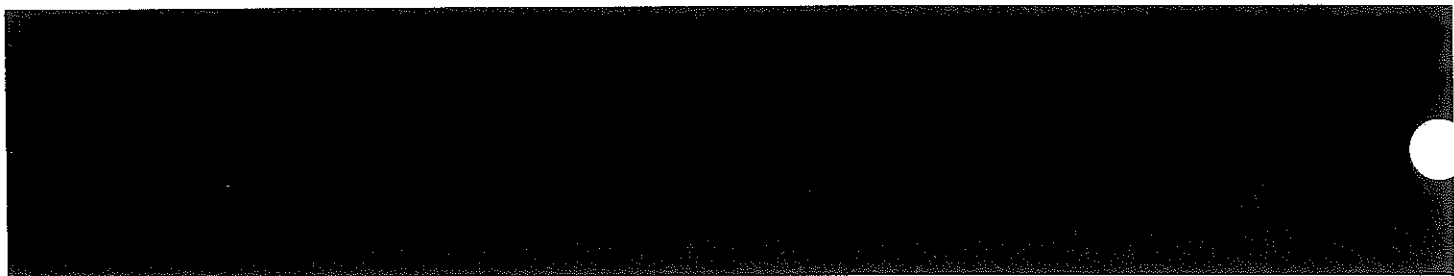
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lozenges, and tinctures. To keep the dosage as consistent as possible, N.E.W. will use oil extraction to synthesize the cannabis to its most pure form, being an oil-based solution of cannabinoids- essentially a cannabis extract. Using this extract, cannabis can be measured in dosage of milliliters added to cooking recipes for baked goods, butters, and lozenges. Having a precise milliliter measurement of cannabis extract brings about the most consistent medicine in terms of experience to the patient. Similarly to flowers, inventory of harvest trim will be in dry weight. Once processed into a soluble form, inventory will be transferred from trim weight to solution liquid volume and applied to recipes in consistent dosages. Each MIP will be labeled with the specific dosage, barcoded, and entered into BioTrac and inventory as a SKU.

Within N.E.W. only managers and directors can adjust quantity on hand (QOH) stock levels via a password protected field. Daily reports will also be taken for all transfers of inventory from one form to another e.g., day of harvesting plants into off-plant medical marijuana. Reports will note inventory at beginning of day and end of day, and must be signed off by a manager or director. If physical counts of medicine do not match records then the Director of Operations and the President will be notified immediately. The President will then notify the Massachusetts Department of Health and the Needham Police department of the discrepancy within 24 hours. The Director of Operations will coordinate with both the Director of Cultivation and the Director of Retail and Dispensary to determine the source and reason for the discrepancy. The Director of Operations will document the incident in a report that includes the following information: date, name of people involved, a description of the incident(s), identification of known or suspected cause(s) for the event(s), and any corrective action(s) taken. Learning the root cause of the discrepancy is the highest priority. Inventory counts will be examined from plant to purchasing. Cultivation counts will be examined closely (viewing security video footage and analyzing logged data), noting any possible failures in our security. A specific timeline of events will be created and documented evidence will be collected in an attempt to understand the relationship of the contributory factors. Once the cause has been determined, corrective actions will be implemented to prevent its recurrence. Every detail of the discrepancy will be documented. Inventory shortages as a result of theft or diversion will be documented in the Incident Report. All documents will be made available to the Department of Public Health and the Needham Police Department.

Medical marijuana products will be stored in carefully labeled plastic tubs with three distinct labels including barcode, SKU, and spelled out item name. Within the retail space all products will be either kept in glass display cases, plastic tubs behind the retail desks and display cases, or in labeled glass jars on shelves behind the retail desks and display cases. Only anticipated sales volume will be taken out to the retail area each day. During non-business hours all products will be stored in a GSA approved safe in our fortified room. Medicine requiring refrigeration will be entered into a locked refrigeration unit kept in our fortified room. Only the anticipated sales volume will be taken out into the retail area each day. At any time, if demand necessitates, a manager can enter the locked room and access more medical marijuana and/or MIPs.]

- 7.8 Describe how the applicant will transport marijuana, whether between the cultivation and dispensing site or between the dispensing site and a patient's home, including provisions for preventing diversion and tracking inventory during transport. Include a description of the RMD's proposed home delivery protocol, including an identification check of the registered patient or registered personal caregiver and record keeping. Note that a copy of the transportation program policies and procedures will be reviewed as a component of the provisional inspection process.



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7.9 Define the applicant's service area and provide an analysis of the projected patient population and projected need in the service area of the proposed RMD, including the applicant's strategy for delivering culturally competent and linguistically appropriate services.

[N.E.W. has chosen Needham in Norfolk County as its service area, with a population of 28,886 (2010 census), 10,341 households, & 7,792 families residing in the town. Norfolk County has a population of 681,845 (2012 estimation). Population density: 1690 people per sq. mile.

Males- 321,087 or 46.3%

Females- 349,763 or 53.7%

Approximately 40,877 veterans in the county.

15% (135,815) are over 65 years of age.

89,792 people in the county live with a disability.

Average annual cancer rates in Norfolk County (2006-2010) were 3,931. National data for 2009 reports an incidence rate for breast cancer at 130.3 per 100,000 women in MA. Breast cancer rates for Norfolk County was 2,863 as a five year aggregate (6/2013).

MA Pain Initiative states that approximately 1 in 4 adults suffer with chronic pain associated with injuries & diseases. (24% of the general population of MA & 42% of minorities).

According to the Department of Health & Human Services there are approximately 862 people in Norfolk County living with HIV/AIDS (2011)-: 650 male, 212 female.

N.E.W. estimates that the potential patient count will be in the range of 0.2%-1%.

Within a 7 mile radius of our proposed Needham location we estimate a population of 715,927.

Patients Low estimate $715,927 * 0.2\% = 1432$

Patients High estimate $715,927 * 1\% = 7159$

Estimated total patients available to N.E.W assuming 5 RMD's within a 7mile radius.

Year 1

$715,927 * 0.5\% = 3580$ (Patients with in 7 mile radius)

$3580 / 5$ (RMD's) = 716 (Max patients available in year 1)

Year 2

$715,927 * 0.75\% = 5369$ (Patients with in 7 mile radius)

$5369 / 5$ (RMD's) = 1074 (Max patients available)

Year 3

$715,927 * 1\% = 7159$ (Patients with in 7 mile radius)

$7159 / 5$ (RMD's) = 1432 (Max patients available)

N.E.W. will provide equitable & respectful services that are responsive to the diverse cultural health beliefs & practices, preferred languages, health literacy, & other communication needs by:

Nominating a member of the executive team to co-ordinate, oversee & implement Culturally and Linguistically Appropriate Services (CLAS) initiatives.

Using published statistics to understand the demographics for Needham & Norfolk County in regards to cultural competence & language including disabilities to better serve the needs of the patients, caregivers & staff.

Working within the ADA Act of 1990 and will not discriminate against individuals with a disability.

Hiring staff that reflects the cultural, racial & language backgrounds of the service area. N.E.W. will provide multilingual counselors.

Provide cultural competence as part of training & ongoing evaluation for staff & management.

Will continue to assess how staff deal with patients/ caregivers and & monitor progress.

N.E.W. will be involved in community programs such as Needham's Annual Diversity Summit- which looks to improve diversity within the community. We will create alliances with local groups to help set up CLAS initiatives.

N.E.W. will provide individual patient care, tailored to meet the cultural & linguistic needs in a polite & respectful manner. We will provide a welcoming environment for patients and caregivers regardless of culture or language by providing all written material in four main languages (English Spanish, Chinese, & Portuguese). We will also utilize language software that enables us to translate spoken conversations in multiple languages. All publications will be available in Braille for the visually impaired. Patient/client forms will be color-coded stating preferred spoken & written language. Picture graphs, symbols & easy to read signs will be used to address lower literacy skills.

N.E.W. is accessible to wheelchairs and provides disabled restrooms and toilets.

N.E.W. will offer extended hours of operation to enable access to those that cannot attend during regular office hours. Patient/client feedback forms will be used to review N.E.W.'s performance in meeting the needs of the patient. These will be used to evaluate our CLAS initiatives.]

7.10 Describe the RMD's procedures for safely dispensing medical marijuana to registered qualifying patients or their registered personal caregiver, including a process for identifying patients/caregivers, ensuring their safety, and protecting their privacy.

7.11 Describe the RMD's patient record keeping system and planned use of technology to support business operations, including use of the Department's electronic registration and dispensing tracking system. Note that a copy of the patient record keeping policies and procedures will be reviewed as a component of the provisional inspection process.

[We plan to use the Medical Marijuana Dispensary industry leader BioTrackTHC as our IT vendor to track seed to sale and patient sales tracking. Our supply chain management system will be Open ERP.

Patient Record Keeping System & Electronic Registration

Patient records are private & confidential. As such, all dispensary agents will be trained in HIPAA protocols before working in this area. They will counsel patients/caregivers regarding the registration process, confidentiality and security of their records. Written information will also be provided. Patients' information will be updated and all purchases made will be added into the database using the BioTrackTHC system. Patient records will be available in electronic and paper form. All paper copies of patient records will be secured in a locked filing cabinet and only the President and the Director of Health & Medicine will have access. Patient records will remain at N.E.W. Any falsification of patient files or breach of confidentiality will result in dismissal and DPH and police will be notified. An electronic thumb-print and photograph will be taken for security purposes and will be used for identification for each subsequent visit. The agent will follow all protocols/procedures to verify a patient has designated N.E.W. as their dispensary and they are a current Massachusetts registered patient/caregiver card holder. . Patient verification status and medicine quota will be confirmed through the Department of Health for each order. Patient records will be access restricted. Our local LAN will not be connected to the internet to prevent transmission of patient information over the internet. The President and Director of Health & Medicine will be responsible for determining access to information and monitor all logins and edits. Digital/paper records will be disposed of properly ensuring they are unable to be reconstructed. Unauthorized duplication will be prevented by restricting printer access and disabling the CD-ROM and USB ports on the computers. Should a patient request a copy of their records, the President or the Director of Health & Medicine will review the request and release them only to the patient as per DPH

regulations. Information held by an RMD about registered patients, personal caregivers, and dispensary agents is confidential and shall not be disclosed without the written consent of the individual, as per DPH guidelines.

Use of Current Technology

(N.E.W.) will use the BioTrackTHC software system that meets state regulations, is HIPAA compliant and will be tailored to meet our specific needs. It allows for cultivation location tracking, inventory tracking, patient management, point-of-sales system, accounting reporting and manages transactions. Each department will have its own monitor and can input its own data making accountability transparent and allowing a timeline to be established in the event of any inventory discrepancies. Documentation and records will be available for inspection by DPH regarding all operating procedures, inventory records, seed-to-sale tracking for all marijuana and MIPs as required by 725.105(G)(5). All personnel records will be maintained and available for 12 months after termination. If N.E.W. closes, all records will kept for 2 years as per state guidelines.

Dispensing Tracking System

The BioTrackTHC software system will record and monitor progress from Seed-to Sale. Every plant in the Grow House will be bar-coded which allows a user with a password to lookup a specific plant on the monitor and track its progress. The system allows plants to be moved to other rooms and still track its location. Information that can be tracked on the system will include the barcode, strain, phase, age, time in room, patient, and destination. The entire process from the cultivation to the dispensary and sale will be recorded.]

- 7.12 Provide a detailed summary of the proposed RMD's policies and procedures for the provision of marijuana to registered qualifying patients with verified financial hardship at no cost or reduced cost, including a sliding fee scale. Note that a copy of these policies and procedures will be reviewed as a component of the provisional inspection process.

[New England Wellspring (N.E.W.) recognizes that many patients may fall under the verified financial hardship category due to ill health and the inability to work (i.e., recipients of MassHealth or Supplemental Security Income, or whose income doesn't exceed 300% of the federal poverty level- adjusted for family size). N.E.W. will provide free or reduced cost medicine to such patients as per our sliding-scale assessment. N.E.W. will ensure that medical marijuana is not denied to those most in need because of their financial hardship.

20 % Discounts will also be given to the elderly and all U.S. military veterans.

Children under 18 years of age will receive free medicine, regardless of financial status of the family.

N.E.W.'s Pay It Forward Policy

To receive free or discounted medicine from N.E.W. patients must be a current registered card holder for the Massachusetts Medical Marijuana Program. At registration the RMD agent will counsel and provide information to patients regarding the "Pay It Forward Program" and they will be given an application form that they will need to complete. Information about all the programs will be available on N.E.W.'s web-site along with printable forms. This form will include patient information, marijuana need, and financial information to help N.E.W. determine whether the patient qualifies for the program and to what extent they require assistance. Once verification of a patient's status has been made, a program co-coordinator will contact patients to schedule an intake appointment. This 20 minute appointment will primarily validate the information provided on the application form, and patients will be required to show documentation such as W-2 forms, SSI checks, tax returns, and /or employment pay stubs to ascertain eligibility and to determine the appropriate program.

Patient's privacy will be maintained at all times and records remain confidential as per HIPAA guidelines.

Patients that qualify for the "Pay It Forward Program" will receive free or discounted medicine dependent upon their financial assessment and according to N.E.W.'s sliding scale assessment (See attachment).

The need assessment method used by N.E.W. to determine whether patients qualify will be modeled after a standardized data analysis formula that is used by local community assistance programs.

Records will be kept and maintained for each visit. Membership in the "Pay It Forward Program" will need to be renewed every six months.

N.E.W.'s Pay It Forward donation program

Registered patients/caregivers who use N.E.W. as their designated RMD will be given an information sheet and counseling about how to donate funds that will be used to assist other members who are unable to afford the cost of their medical marijuana. Information regarding the members in need will be confidential.

If patients/ caregivers are interested they will be asked to complete a confidential registration form which will include details such as, name, address, telephone number, email, and payment options. They may also opt out of providing this information if they wish to remain anonymous.

N.E.W. Pay It Forward Sponsorship Program

N.E.W.'s sponsorship program will allow local businesses, health care organizations and the general public to assist in paying the cost of a patient's marijuana medicine. Patients will need to qualify according to N.E.W.'s sliding scale assessment in order to receive the benefits from the sponsorship program. Information in the form of leaflets will be sent out detailing the program and how to become a donor. Further details will be available on N.E.W.'s web site.]

☒ Proposed sliding price scale attached as exhibit 7.12

7.13 Describe the proposed plans to provide counseling and educational materials to registered qualifying patients and their personal caregivers related to methods of marijuana administration and information about the health effects of marijuana use.

[An RMD agent will spend approximately 30-40 minutes counseling and assisting the patient/caregivers in selecting a strain of marijuana to suit their needs. An explanation will be given covering the medicinal history of marijuana. We will discuss the two main types- Cannabis Indica and Cannabis Sativa- their differences, effects and the terminology such as THC, CBD and CBC will be included. The RMD agent will go over the strains available at N.E.W. and the modes of administration, highlighting the safest methods. The dosage and titration for different routes of administration will be addressed. Understanding allowable amounts, by law, will be addressed so that the patient understands the limits of dispensed medicine. A demonstration of the most commonly used delivery equipment will be given. Potential side effects and understanding the signs of abuse will be conferred to the patient/caregiver. This will include a discussion of tolerance, dependence, and withdrawal. Patients will be advised that driving or operating machinery while using marijuana medication is prohibited under Mass. Gen. Laws Ann. ch. 90 § 24(1)(a)(1). Advice for pregnant women will include the following: Research into maternal marijuana use is continually being studied and many remain controversial. Counseling regarding the risks associated with marijuana use in pregnancy will be given. Information sheets will be provided by OTIS(Organization of Teratology Information Specialists) who recommend avoiding marijuana in pregnancy and while breast feeding. Information regarding the abuse risks to adolescents using recreational marijuana will be given so that parents may feel more comfortable initiating a conversation with their children. Patients will be informed that they may not distribute marijuana to any other individual, and that they must return unused, excess, or contaminated product to the N.E.W.

Regular smoking can have a negative impact on pulmonary health and therefore N.E.W. will recommend patients use vaporizers or edible forms of medicine whenever possible. A full explanation regarding the benefits of edibles (Foods cooked with medical cannabis-infused oils, honeys, and butters) will be given along with information regarding lotions, ointments, alcohol sprays or salves, and how they alleviate the symptoms of certain ailments such as psoriasis and eczema. The advantages of using Tinctures, which are a

concentrated form of cannabis extract in an alcohol solution or glycerin, will also be discussed providing an alternative to smoking or vaporizing medication.

We will advise patients to start with the smallest amount of medicine and titrate to effect. Patients/caregivers will be asked to maintain an evaluation form monitoring the effects of the strain.

An introductory guide of the clinic will be provided for patients or care-givers to take home. The RMD agent will provide written leaflets/brochures with frequently asked questions, further reiterating the discussed information, including ways to contact the dispensary should questions arise.

Seminars and workshop will be arranged to educate patients, caregivers and the public on a variety of topics such as Introduction to Marijuana: its history, the law, research findings, abuse prevention, etc.

Peer support groups and counseling will be offered to patients and caregivers who are new to marijuana use.

A variety of books, DVD's and literature including ASA informational leaflets that summarize the history of medical cannabis and recent research on using it to treat a variety of conditions including Cancer, Multiple Sclerosis, Chronic pain, Arthritis, Gastro-Intestinal Disorders, Movement disorders, HIV/Aids and conditions relating to age will be available. Written material will be in a variety of languages and forms to aid patients that are visually and hearing impaired. The educational material will state that marijuana has not been analyzed or approved by FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, that it may not be appropriate for children (unless medically prescribed) and that it should be stored in a locked cabinet. N.E.W.'s web site and newsletter will provide additional educational information and will be a valuable tool for patients and caregivers.]

7.14 Describe the RMD's proposed marketing and advertising plan, including the company logo, printed materials and flyers, external signage, advertising practices, and outreach and promotional materials. Note that a copy of the marketing and advertising plan will be reviewed as a component of the provisional inspection process. Do not include reproductions or representations of the logo, printed materials, or flyers.

[New England Wellspring (N.E.W.) will focus on the following:

Branding: N.E.W. believes in providing a professional patient focused service that encourages holistic care, promotes a healthy lifestyle and provides FREE delivery to all its patients. N.E.W. hopes to erase the negative stereotypes many have of a person using marijuana by establishing this wellness culture and will offer wellness information to support this. It will also be reflected in the staff we hire, who will be professional in appearance, demeanor and in the service they provide to patients/caregivers, and the general public.

Advertising: The external sign for N.E.W. will simply state New England Wellspring, Inc. There will be no motifs or symbols that depict marijuana or marijuana products. No-one will be able to view the inside of the dispensary externally. All N.E.W. literature will be designed with respect to DPH guidelines 105 CMR 725.105(K) or (L) and will include the company name as the logo which will not depict images of marijuana or related products. The dispensary guide will include a description of the dispensary's professional services, high quality medicine, medicine delivery systems and mission/vision statement.

Education: N.E.W. plans to organize seminars and lectures for professionals, patients, caregivers and the community illustrating scientific based research that highlights the benefits of medicinal marijuana. Information leaflets will be available at the dispensary from health organizations that have based their research on science, debunking the misconceptions about using marijuana as a safe alternative medicine.

Public Relations: with local media is important to promote the work of the RMD and increase public awareness. Articles in local community papers and community services will highlight the dispensary's progress and work in the community. N.E.W. plans to work with all the community services, town officials and police department.

Recruiting Patients: N.E.W. will endeavor to make each visit for patient/caregiver an experience they will want to share with others. N.E.W. will provide a "friend" referral information card, detailing the web-site

and contact details of the RMD. At the end of each visit patients/caregivers will be asked to complete a satisfaction survey so we can judge our performance and make changes as necessary to improve service.

High Quality Medicine: Our aim is to cultivate safe, high quality medicine grown through organic processes. Medicine will be strictly tested for contaminants and to determine potency at an independent laboratory.

Environment: N.E.W. will be a modern space for patient/caregivers to visit. Display cases will be glass and lockable. Only one sample of each product will be shown and all marijuana will be stored in a limited access area. N.E.W. will not advertise the price of marijuana, except on printed material that will be available to patients and caregivers. Marijuana, MIPs, and associated products will not be visible to a person from the exterior of a RMD. We will not sell any merchandise that advertises marijuana or MIPs as per state guidelines.

Community relationship: N.E.W. will participate in local events and community programs. We have dedicated a line item in our budget for investment in worthy outreach programs to help patients and give back to the community. It will increase awareness, and deepen relationships leading to an increase in referrals and member growth. We will support local charities, the police/fire department fundraisers and local scholarship programs for adolescents.

Building Alliances: N.E.W. will visit various health care providers and ancillary services such as chiropractors, cancer support groups, pain clinics, AIDS organizations, and senior centers to inform them of our dispensary and what we provide for patients/caregivers. A key part of this initiative will be educating alliance partners on the benefits, legalities and processes involved with referring patients.]

7.15 Describe the RMD's emergency preparedness procedures, including a disaster plan with procedures to be followed in case of fire or other emergency. Note that a copy of the safety and security procedures will be reviewed as a component of the provisional inspection process.

7.16 Describe the RMD's employee security policies, such as an employee ID/badge system and personal safety. Note that a copy of employee security policies will be reviewed as a component of the provisional inspection process.

7.17 Describe the RMD's incident management program, including policies and procedures to document, report, and manage adverse incidents, consumer complaints, operational concerns, and issues that will be reported to law enforcement and/or the Department. Note that a copy of the incident management program policies will be reviewed as a component of the provisional inspection process.

[There are two levels of incidents which New England Wellspring (N.E.W.) has categorized: Minor Incidents- those that are addressed within N.E.W., & Critical Incidents- where notification to DPH/local police are required.

Minor incidents, such as minor customer complaints, staff conflicts, minor injuries/accidents on N.E.W. premises will be recorded within the Minor Incident Report by a Director who will investigate the incident and

record the following in the Report: date, time, type of occurrence, persons involved, and description of resolution. Directors will meet weekly to discuss the incidents and policy changes to prevent recurrence. Each Director has a manual on procedures to follow should a minor incident occur. If the Director feels it is necessary to deviate from the manual instructions he/she will explain their reason in the incident log and it will be reviewed at the Directors' meeting.

A Critical Incident is an emergency which threatens the safety of people or property and will be regarded as the following: A security incident, law, violation or threat to an individual's safety or dispensary's security which may result in the dismissal, arrest or prosecution of an employee or a non-employed individual. Critical incidents require notification/intervention by the DPH and/or the local police dept., EMTs and fire dept. These incidents include, but are not limited to, the following:

- Accident-dispensary vehicle
- Arrest
- Assault
- Breaking & entering
- Confrontations between staff and the public
- Complaint by patient/caregiver which warrants a report to DPH/police
- Diversion
- Drug Abuse
- Environmental catastrophe (temp., humidity, light, flooding, mold or pest)
- Explosions/Hazardous chemicals
- Failure of alarm for >8 hrs.
- Fire
- Found/missing property
- Forgery
- Homicide/Weapons/Hostages
- Injury/Medical Emergency
- Inventory loss
- Missing/Stolen/Misuse of confidential data
- Robbery- Armed/Unarmed
- Sexual Incident- Harassment/Assault
- Suspicious Person/Object/Circumstances
- Theft
- Threat- Bomb/Gun/Other
- Trespass/Intruder
- Unauthorized destruction of cannabis
- Unauthorized sale, cultivation or processing of marijuana by a person unrelated to a dispensary
- Use of narcotics on property
- Vandalism
- Violation of any Mass. State laws and DPH rules

Critical incident events will be immediately contained by employees and the Director within the region/division of occurrence. The situation will be quickly yet thoroughly evaluated by the Director who will determine the safest course of action for the patients, employees and the public. Once this decision has been reached Emergency Services (police, EMT, fire dept.) may be called. If evacuation of the facility is required the Director will initiate the alarm protocol and ensure that all areas of the dispensary are safely evacuated in an orderly manner. N.E.W. has a Critical Incident Manual that clearly defines such incidents and gives procedural directions to its employees. Directors and employees will need to read and show a thorough knowledge of the manual prior to working within the dispensary.



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In case of a critical incident N.E.W. shall immediately notify appropriate law enforcement, agencies and the DPH within 24 hrs. A written incident report shall be provided within 10 calendar days to DPH in a form and manner determined by DPH regulations which details the circumstances of the event, any corrective actions taken, and confirmation that the appropriate law enforcement authorities were notified. The incident report will be maintained by N.E.W. for at least one year and made available to DPH and law enforcement acting within their lawful jurisdiction upon request.

Following the incident the relevant Director will interview persons involved, review CCTV footage and document all significant information in the Critical Incident Report. This includes: date, time, type of incident, persons involved, regulatory agency/law enforcement notified, contact with Emergency Services, description of actions towards resolution and prevention. All Directors will meet within 24 hrs to discuss the incident, understand the cause(s) and institute policy changes to prevent recurrence. CCTV footage will be stored for 2 yrs unless related to a critical incident, in which case it will be held for 10 yrs. Employees in violation of any N.E.W. personnel policies will receive a warning and risk dismissal. Employees involved in any illegal activities will be dismissed and their RMD card confiscated. DPH/Police will be notified.]

APPLICATION RESPONSE FORM SUBMISSION PAGE

**CERTIFICATION OF ASSURANCE OF COMPLIANCE:
ADA and NON-DISCRIMINATION BASED ON DISABILITY**

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

- I certify, that the Applicant is in compliance and shall maintain compliance with all applicable federal and state laws protecting the rights of persons with disabilities, including but not limited to the Americans with Disabilities Act ("ADA"), 42 U.S.C. §§ 12131-12134; Article CXIV of the Massachusetts Constitution; and; Chapter 93, § 103; Chapter 151B; and Chapter 272, §§ 98 and 98A of the Massachusetts General Laws.
- I understand that federal and state laws prohibit discrimination in public accommodations and employment based solely on disability. I recognize that to make goods, services, facilities, privileges, advantages, or accommodations readily accessible to and usable by persons with disabilities, the Applicant, under the ADA, must:
 - remove architectural and communication barriers in existing facilities, when readily achievable and, if not readily achievable, must use alternative methods;
 - purchase accessible equipment or modify equipment;
 - modify policies and practices; and
 - furnish appropriate auxiliary aids and services where necessary to ensure effective communication.

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

- I agree that the Applicant shall cooperate in any compliance review and shall provide reasonable access to the premises of all places of business and employment and to records, files, information, and employees therein for reviewing compliance with the ADA, the Massachusetts Constitution, other applicable state and federal laws, and this Contractual Agreement.
- I agree that any violation of the specific provisions and terms of this Assurance or of the ADA, and/or of any Corrective Action Plan shall be deemed a breach of a material provision of the Registered Facility registration between DPH and the Registered Facility. Such a breach shall be grounds for cancellation, termination, or suspension, in whole or in part, of the registration by the Department.

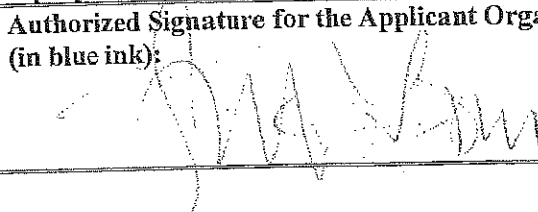
I affirm that I will comply with the requirements of this proposal.

Authorized Signatory (as designated in exhibit B):

First Name: [Stefanie] **Last Name:** [Lipton]

Title: [President]

**Authorized Signature for the Applicant Organization
(in blue ink):**





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CHECKLIST OF REQUIRED DOCUMENTS FOR SUBMISSION IN PHASE 2

Assemble the required items for each individual application in the following order. If an exhibit is not applicable, indicate N/A on the exhibit form and submit it in order.

- ☒ Package Label (attached to the front or side of banker's box) — exhibit C
- ☒ Package Label (with original only) — exhibit C
- ☒ Bank/cashier's check for \$30,000 (with original only)
- ☒ 2 CDs (with original only)
- ☒ Sealed envelope with signed background check authorization forms and list—exhibits A1-A5 (with original only)
- ☒ List of authorized signatories—exhibit B
- ☒ Application Response Form (cover page on top)—original signed in blue ink by authorized signatory
- ☒ Organizational chart—exhibit 1.3
- ☒ List of Board of Directors (as defined on the Application Response Form)—exhibit 1.4
- ☒ List of Members of the corporation (as defined on the Application Response Form), if any—exhibit 1.5
- ☒ Corporation bylaws—exhibit 1.6
- ☒ Amended articles of organization (if applicable)—exhibit 1.7
- ☒ List of parent or subsidiary corporations, if any—exhibit 1.8
- ☒ List of references—exhibit 1.9
- ☒ List of Executive Management Team (as defined on the Application Response Form)—exhibit 2.1
- ☒ Resumes for Executive Management Team—exhibit 2.2
- ☒ One-page statement demonstrating liquid funds in an account in the name of the corporation; or in an account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, with Letter of Commitment —exhibit 4.1
- ☒ List of individuals/entities contributing 5% or more of the RMD's initial capital—exhibit 4.2
- ☒ Capital expenses—exhibit 4.3
- ☒ Year-one operating budget—exhibit 4.4
- ☒ 3-year budget projections—exhibit 4.5

- ☒ Evidence of interest in dispensary site—exhibit 5.1
- ☒ Evidence of interest in cultivation site—exhibit 5.2
- ☒ Evidence of interest in processing site—exhibit 5.3
- ☒ Evidence of local support or non-opposition—exhibit 5.4
- ☒ Summary chart of responses to questions 5.1 to 5.4—exhibit 5.5
- ☒ RMD organizational chart—exhibit 6.1
- ☒ Proof of enrollment with the Department of Criminal Justice Information Services (DCJIS)—exhibit 6.2
- ☒ List of RMD staff, if known—exhibit 6.4
- ☒ RMD start-up timeline—exhibit 7.1
- ☒ Proposed sliding price scale—exhibit 7.12
- ☒ Certification of Assurance of Compliance: ADA and Non-Discrimination Based on Disability (original signed in blue ink)—part of Application Response Form

Addendums or attachments not specifically requested in this document or on Comm-PASS will not be reviewed.



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ORGANIZATIONAL CHART
(Exhibit 1.3)

This exhibit must be completed and attached to a required document and submitted as part of the application.

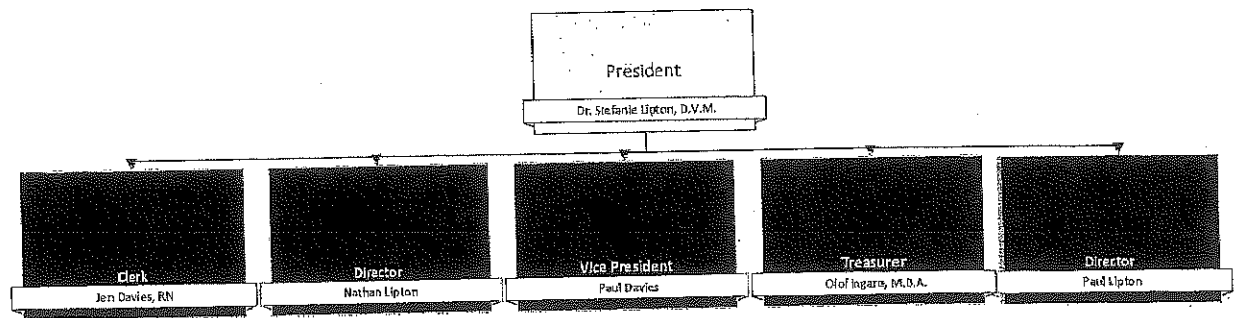
Corporation Name: NEW ENGLAND WELLSPRING, INC

Application # (if more than one): _____

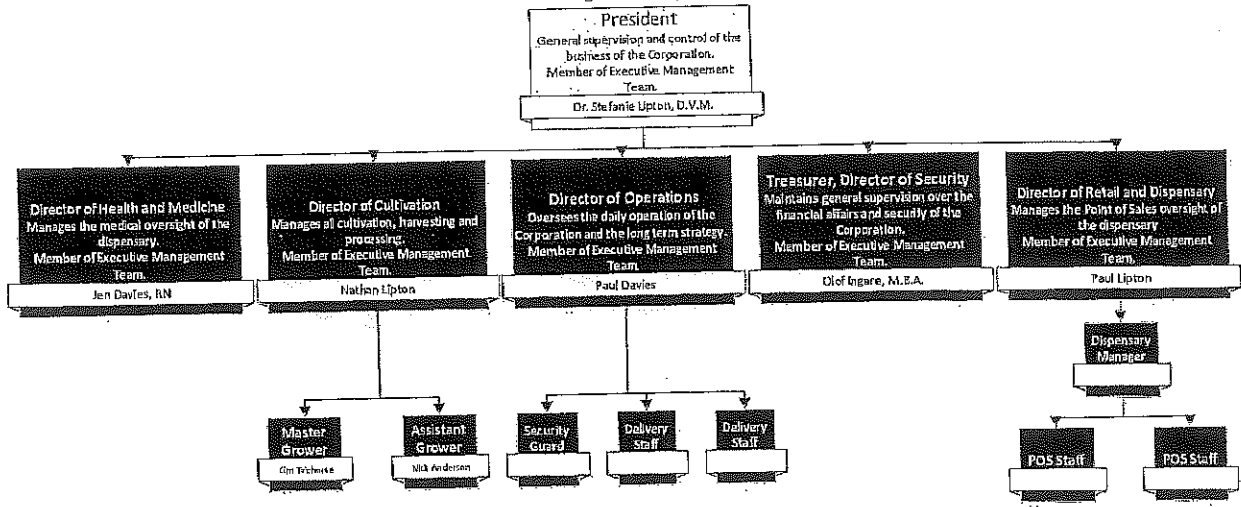
Attach organizational chart. _____

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Board of Directors
New England Wellspring, Inc.



Organizational Chart
New England Wellspring, Inc.



BOARD OF DIRECTORS (Exhibit 1.4)

This exhibit must be completed and submitted as part of the application.

Application # (if more than one): _____

Corporation Name: NEW ENGLAND WELLSPRING, INC

Board Role	Name	Date of Birth	Business Email	Business Address
1 President	DR. STEFANIE LIPTON (FEMALE)		slipton@ahousecallvet.com	P.O. Box 1222 Andover, MA 01810
2 Vice President	PAUL DAVIES		padavies@arrow.com	35 Upton Dr. Wilmington, MA 01887
3 Treasurer	OLOF INGARE		oingare@vetpaymentplans.com	67 South Bedford St. Suite 400 W Burlington, MA 01803
4 Clerk	JENNIFER DAVIES (FEMALE)		jdavies@gmail.com	81 Christian Way North Andover, MA 01845
5 Director	PAUL LIPTON		paul@growershouse.com	1501 E 21ST Street Tucson, AZ 85719
6 Director	NATHAN LIPTON (LATINO)		nate@growershouse.com	1501 E 21ST Street Tucson, AZ 85719

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MEMBERS OF THE CORPORATION (Exhibit 1.5)

This exhibit must be completed or marked N/A and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

A. Member as Individuals

	Individual Name	Business Address	Type of Membership Rights	If Member of Other RMD, Which One?
1	STEFANIE LIPTON	P.O. Box 1222 Andover, MA 01810	N/A	N/A
2	OLOF INGARE	67 South Bedford St. Suite 400 W Burlington, MA 01803	N/A	N/A
3	JENNIFER DAVIES	P.O. Box 1087 Waltham, MA 02454	N/A	N/A
4	PAUL DAVIES	P.O. Box 1087 Waltham, MA 02454	N/A	N/A
5	PAUL LIPTON	1501 E 21ST Street Tucson, AZ 85719	N/A	N/A
6	NATHAN LIPTON	1501 E 21ST Street Tucson, AZ 85719	N/A	N/A

B. Member as Corporations

	Corporate Name/ Business Address	Leadership	Type of Membership Rights	If Member of Other RMD, Which One?
1	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	N/A	N/A

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2	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	N/A	N/A
3	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary	N/A	N/A



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CORPORATE BYLAWS
(Exhibit 1.6)

This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC

Application # (if more than one): _____

Attach bylaws.



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BY-LAWS
OF
NEW ENGLAND WELLSPRING, INC.

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NEW ENGLAND WELLSRING, INC.

By-Laws

Article I - THE CORPORATION

1. Name. The name by which the corporation shall be known is NEW ENGLAND WELLSRING, INC (the "Corporation"), These By-Laws, the powers of the Corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any. as are set forth in the Corporation's Articles of Organization.

2. Purpose. The Corporation is a corporation organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. 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 of the Corporation may change the location of the principal office in The Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of State of the Commonwealth.

ARTICLE II - MEMBERSHIP

1. Eligibility for membership. Application for membership shall be open to invited individuals only. Membership shall be granted upon a majority vote of the board.

2. Rights of members. Members have no voting rights.

3. Resignation and termination. Any member may resign by filing a written resignation with the clerk. A member can have their membership terminated by a majority vote of the membership.

ARTICLE III - BOARD OF DIRECTORS

1. Powers. The Board of Directors shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these By-Laws. The Directors may determine their own duties in addition to those prescribed by the By-Laws, as well as the duties of all officers, agents and employees of the Corporation. The Directors shall serve with reasonable compensation. The Directors may be designated informal titles commensurate with the duties assigned to such Directors.

2. Composition. The Board of Directors shall consist of no less than three (3) Directors, such number of Directors to be fixed by vote of the Board of Directors at any regular or special meeting of the Board of Directors.

3. Tenure. Unless otherwise determined by vote of the Board of Directors, each Director shall hold office for a term of two (2) years and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4. Resignation and Removal. A Director may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. A Director may be removed from office at any time with or without cause, by vote of at least 5/6th or 83.3% majority of the votes at a special meeting (at which a quorum of Directors is present) called for that purpose. A Director may be removed for cause only if notice of such action shall have been given to all Directors prior to the meeting at which such action is to be taken and if the Director so to be removed shall have been given reasonable notice and opportunity to be heard before the body proposing to remove him.

5. Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the Directors by vote of a majority of the remaining Directors present at a meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum shall remain in office. Each such Director elected to fill a vacancy for the unexpired term of the Director whom he replaced shall hold office until a successor (which such successor may be the Director elected to fill the vacancy) is elected and qualified, or until his earlier death, resignation or removal. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

6. Enlargement or Decrease in Number of the Board. At any special meeting or regular meeting of the Board of Directors, the Directors may (a) increase the number of members of the Board of Directors, or (b) decrease the number of members of the Board of Directors, but only to eliminate vacancies resulting from the death, resignation, removal or disqualification of one or more Directors.

7. Regular Meetings. The Board of Directors shall hold a regular meeting in each year for the election of Officers and Directors and the conduct of other business. Other regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

8. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the President, the Clerk, or by three (3) or more Directors.

9. Notice of Meetings. A notice of the time and place of each meeting of the Board of Directors shall be given by the Clerk or by any other Officer of the Corporation to each Director at his business or home address as it appears in the records of the Corporation in person or by telephone, telegram, telecopy, e-mail or other electronic means at least seventy-two (72) hours before the meeting, or by written notice mailed by first class mail, postage prepaid, at least five (5) days before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws,

10. Actions of Board of Directors With and Without Meeting. Except as otherwise required by law, the Articles of Organization or these By-Laws, any action of the Board of Directors, including the election of Officers and Directors, shall be taken by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

11. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Each Director shall have one vote. 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.

12. Board Committees. The Directors may, from time to time, appoint one or more committees having such authority and duties and consisting of such Directors or other persons, serving for such terms and in such capacities, as the Directors shall determine; provided that voting members of any committee to which powers of the Directors are delegated shall consist solely of Directors.

Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the conduct of business by the Directors. The Board of Directors may, by vote of a majority of the Directors then in office, (a) remove any member from any committee appointed by the Directors, with or without cause, (b) fill vacancies in or change the composition of any such committee, or (c) terminate any such committee. Any committee to which the Board of Directors may delegate any of its powers or duties shall keep minutes or records of its meetings, signed by the Clerk or by an Assistant Clerk or temporary Clerk, reflecting attendance and all votes and other action taken at such meetings; and any action taken by any such committee on behalf of the Directors of the Corporation shall be reported to the Board of Directors no later than the date of formal notice given for the meeting of Directors next following the date of such action.

13. Advisory Committee. The Directors may appoint an advisory Committee consisting of such individuals as the Directors may from time to time designate to provide the Corporation and its Directors with informal advice concerning matters related to the future of the Corporation and its mission. Any such advisory committee shall not be a committee of the Board, and individuals serving on any advisory committee shall not, in that capacity, have the legal or fiduciary obligations of Directors or any authority to act on behalf of the Corporation. An advisory committee may, however, be asked to assist the Corporation in activities of the Corporation or in soliciting other assistance or support for the Corporation and its tax-exempt activities. The President may at any time terminate any such advisory

committee or add, remove or replace any member of any such advisory committee with or without cause. No advisory committee shall be required to keep minutes or other records of its meetings or activities. Advisory committee members may be present at Board of Director meetings and may participate in discussions at such meetings but shall not have a vote.

ARTICLE IV - OFFICERS

1. Enumeration. The Officers of the Corporation shall consist of a President, a Treasurer and a Clerk, or such other officers having other titles but having the powers of President, Treasurer and Clerk as the Board of Directors may determine. The Corporation may have such other Officers and assistant Officers as the Board of Directors may determine. Any two or more offices may be held by the same person, except that the President and the Clerk shall not be the same person. An Officer may but need not be a Director of the Corporation.

2. Election. The President, Treasurer, and Clerk shall be elected annually by affirmative vote of a majority of the Board of Directors present and voting at the regular meeting of the Board of Directors to be held each year. Other Officers may be elected by the affirmative vote of a majority of the members of the Board of Directors present and voting at such meeting or at any other meeting at which there is a quorum.

3. Tenure. Except as otherwise provided by law, the Articles of Organization or these By-Laws, or as otherwise determined by vote of the Board of Directors, the President, Treasurer, Clerk and all other Officers shall hold office for a term of two (2) years and thereafter until their successors are elected and qualified.

4. Resignation and Removal. An Officer may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. The Board of Directors may remove any Officer with or without cause by a vote of at least 5/6th or 83.3% majority of the Directors, at a special meeting of the Board of Directors (at which a quorum of Directors is present) called for that purpose. An Officer may be removed for cause only if notice of such action shall have been given to all of the Directors prior to the meeting at which such action is to be taken and if the Officer so to be removed shall have been given reasonable notice and opportunity to be heard before the Board of Directors.

5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Directors at any meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum of Directors shall remain in office. Each such successor shall hold office for the unexpired term of his predecessor 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, is removed or becomes disqualified.

6. President. Unless otherwise voted by the Board of Directors, the President shall be the chief executive officer of the Corporation and shall have, subject to oversight by the Directors, general supervision and control of the business of the Corporation. The President shall, when present,

preside at all meetings of the Directors and shall have such other powers and duties as may be vested in him by the Board of Directors.

7. Vice President. The Vice President, if any, or if there shall be more than one, the Vice Presidents in the order determined by the Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

8. Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. the Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise determined by the Board, the Treasurer shall prepare a yearly report on the financial status of the Corporation to be delivered at the regular meeting of the Board of Directors to be held each year. The Treasurer shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the internal Revenue Service, or other federal and state agencies.

9. Clerk. The Clerk shall be a resident of the Commonwealth of Massachusetts, unless the Corporation has designated a resident agent in the manner provided by law. The minutes and records of all meetings of the Directors shall be prepared and maintained by the Clerk. The Clerk shall keep such minutes and records within the Commonwealth at the principal office of the Corporation or the office of the Clerk or its resident agent; such minutes and records shall be open at all reasonable times to the inspection of any Director. Such minutes and records shall also contain records of all meetings of the incorporators and the original or attested copies of the Articles of Organization and these By-Laws and the names of all Directors and the addresses of each such person. The Clerk shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe. In the absence of the Clerk from any meeting, a temporary Clerk shall be appointed by the President and shall exercise the duties of the Clerk at the meeting.

10. Other Powers and Duties. Each Officer shall have, in addition to the powers and duties specifically set forth in these By-Laws, such powers and duties as are customarily incident to his office, and such powers and duties as the Directors may from time to time designate.

ARTICLE V - INDEMNIFICATION

Except as otherwise provided below, the Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt Under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") is not adversely affected thereby, indemnify each person who is, or shall have been, an incorporator, Director, unpaid Officer or member of the advisory committee of the Corporation (each such person being herein called a "Person"), against all liabilities and expenses (including without limitation judgments, fines, penalties, and reasonable attorney's fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which

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such Person may be a defendant or with which such Person may be threatened or otherwise involved, directly or indirectly, by reason of being or having been such a Person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (a) a disinterested majority of the Board of Directors or (b) if there are no disinterested Directors, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this ARTICLE V, the terms "incorporator," "Director," "unpaid Officer," and "advisory committee member" include their respective heirs, executors, administrators and legal representatives, and an "interested" Director or Officer is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this ARTICLE V shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled under any agreement, statute or otherwise. The Corporation's obligation to provide indemnification under this ARTICLE V shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person.

ARTICLE VI- AMENDMENTS

These By-Laws may be amended by a majority of the votes cast by Directors at any meeting of Board of Directors at which a quorum is present; provided that the substance of any proposed amendment shall have been stated or summarized in the notice of such meeting.

ARTICLE VII- MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.

2. Seal. The Corporation may have a seal in such form as the Directors may adopt and alter from time to time.

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3. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Board of Directors or any Officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action; and any party to whom an Officer or representative of the Corporation delivers an agreement or document signed on behalf of the Corporation by the President or Treasurer of the Corporation shall be entitled to rely in good faith that such delivery and execution have been duly authorized by the Corporation unless such party knows of facts or circumstances to the contrary.

4. Transactions with Interested Parties. To the extent that the status of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Code is not adversely affected thereby, and in the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any firm, association, partnership or person shall be affected or invalidated by the fact that any Director, Officer or advisory committee member of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or is in any way connected with any person or persons, firm, association, partnership, or corporation pecuniarily or otherwise interested therein; provided that the fact that such Director, Officer or advisory committee member individually or as a director, member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority of such members thereof as shall be present or represented at a meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; any Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership, provided that any vote with respect to such contract or transaction must be adopted by a majority of the Directors then in office who have no interest in such contract or transaction.

5. Dissolution. Unless otherwise required by law, in the event of the termination, dissolution or liquidation of the Corporation in any manner or for any reason whatsoever, its assets, if any, remaining after the payment of all of the liabilities of the Corporation, shall be distributed to one or more organizations with purpose similar or related to the purposes of the Corporation and exempt from federal income tax under Section 501(c)(3) of the Code, in such manner and in such proportions as shall be approved by vote of a majority of the Directors then in office.

6. Proprietary Information Confidentiality. All information regarding the Corporation's activities and membership, including but not limited to, databases containing individuals' names and contact information ("Proprietary Information") shall be the sole property of the Corporation and shall not be used by any Director, Officer, advisory committee member or other representative of the Corporation for any purpose not related to the Corporation's business. The Directors, Officers and advisory committee

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members shall use reasonable efforts to maintain the confidentiality of all Proprietary Information.

7. Gender. The personal pronoun "he" or possessive pronoun "his," when appropriate, shall be construed to mean "she" or "her".

8. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

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Jennifer Davis
CLERK

MINUTES OF MEETING OF THE BOARD OF DIRECTORS

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OF NEW ENGLAND WELLSPRING, INC.
A Massachusetts Nonprofit Corporation

On November 11, 2013 the Board of Directors of the NEW ENGLAND WELLSPRING, INC. (the "Board") held a meeting. The following directors, who constitute the entire Board of Directors, were present:

Dr. Stefanie Lipton
Jennifer Davies
Paul Davies
Olof Ingare
Paul Lipton
Nathan Lipton

Upon a duly seconded and carried motion, Dr. Stefanie Lipton was elected acting Chairperson, and Jennifer Davies was elected acting Secretary of the meeting.

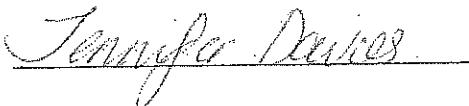
Next, the following individuals were nominated to serve as Officers of the Corporation:

Dr. Stefanie Lipton, President;
Jennifer Davies, Clerk;
Paul Davies, Vice President;
Olof Ingare, Treasurer;
Paul Lipton, Director;
Nathan Lipton, Director

The directors then voted on the nominations and each of the nominated individuals was elected to the office that appears after his/her name.

Next, a copy of the proposed Bylaws for the management of the Corporation's internal affairs was distributed to each director and read aloud. Then, upon a duly made, seconded and carried motion, it was

RESOLVED, that the Bylaws for the management of the internal affairs of the Corporation, which each director has read and approved article by article, are hereby adopted, and the Secretary is ordered to attach a copy of the aforesaid Bylaws to the minutes of this meeting. There being no further business, upon a duly made, seconded and carried motion, the meeting was adjourned.



Secretary of the Meeting



ORIGINAL

AMENDED ARTICLES OF ORGANIZATION
(Exhibit 1.7)

This exhibit must be completed and attached to a required document (if applicable) and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC

Application # (if more than one): _____

Please check box if articles have changed since Phase 1:

☐ YES

☒ NO

PARENT OR SUBSIDIARY CORPORATIONS
(Exhibit 1.8)

This exhibit must be completed and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

Corporation Name	Chief Executive Officer	CEO Business Phone & Email	Corporation's Board Officers	Corporate Relationship to Applicant
1 N/A	N/A	N/A	President/Chair: N/A Treasurer: N/A Clerk/Secretary: N/A	N/A
2			President/Chair: Treasurer: Clerk/Secretary:	
3			President/Chair: Treasurer: Clerk/Secretary:	
4			President/Chair: Treasurer: Clerk/Secretary:	
5			President/Chair: Treasurer: Clerk/Secretary:	

ORIGINAL

REFERENCES (Exhibit 1.9)

This exhibit must be completed and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

	Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1	Dr. June Bemben	904-771-6968 junegatorvet@aol.com	Colleague/Co-worker	1991-2013
2	Dr. John Ledoux	603-362-9294 johneneg@gmail.com	Colleague/Co-worker	1997-2013
3	Denise Block, LICSW	781-254-2913 dblockmsw@aol.com	Client	2009-2013



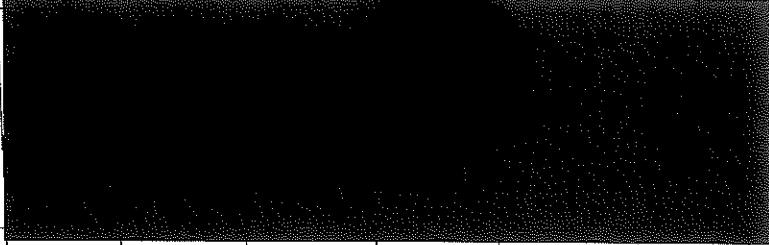
ORIGINAL

EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.1)

This exhibit must be completed and submitted as part of the application.

Application # (if more than one): _____

Corporation Name: NEW ENGLAND WELLSPRING, INC.

	Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1	President	DR. STEFANIE LIPTON (FEMALE)		slipton@ahousecallvet.com 888-414-7297	P.O. Box 1222 Andover, MA 01810
2	Director of Finance and Security	OLOF INGARE		oingare@vetpaymentplans.com 888-697-2975	67 South Bedford St. Suite 400 W Burlington, MA 01803
3	Director of Operations	PAUL DAVIES		padavies@arrow.com 978-494-0516	35 Upton Dr. Wilmington, MA 01887
4	Director of Health and Medicine	JENNIFER DAVIES (FEMALE)			81 Christian Way North Andover, MA 01845
5	Director of Retail and Dispensary	PAUL LIPTON		paul@growershouse.com 855-289-1441	1501 E 21ST Street Tucson, AZ 85719
6	Director of Cultivation	NATHAN LIPTON (LATINO)		nate@growershouse.com 855-289-1441	1501 E 21ST Street Tucson, AZ 85719

ORIGINAL

ORIGINAL

RESUMES FOR EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.2)

This exhibit must be completed and attached to the required documents and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Application # (if more than one): _____

List the résumés attached:

	Title	Name
1	President	DR. STEFANIE LIPTON
2	Director of Finance and Security	OLOF INGARE
3	Director of Operations	PAUL DAVIES
4	Director of Health and Medicine	JENNIFER DAVIES
5	Director of Retail and Dispensary	PAUL LIPTON
6	Director of Cultivation	NATHAN LIPTON

Stefanie M. Lipton, D.V.M., M.S.

**Veterinary License #4713- Massachusetts
DEA Registration #BL 5287289**

President, New England Wellspring, Inc.

Medical, Surgical, Pharmaceutical & Executive Management Experience

- Mobile medical, surgical and pharmaceutical delivery to patients at home- specializing in pain management, hospice and palliative care.
- Financial, management, marketing, operations, sales and strategic planning.
- Business start-up experience- mobile veterinary practice and cofounder of Vet Payment Plans.
- Holder of both federal and Massachusetts DEA licenses schedule 2, 2N, 3, 3N, 4 and 5 controlled drugs since April, 1997 in good standing and in compliance.
- Detailed knowledge and experience in the use of, storage/security and dispensation of controlled drugs to patients and caregivers.
- USDA certified
- Grief counseling.

Summary: Massachusetts Resident; Female
Over 21 years of experience in medical science and business including veterinary medicine/surgery, psychology (addiction studies and grief counseling), and research. Detailed experience in business start-ups and business management of mobile veterinary medical and pharmaceutical services.

Veterinary practice founder and owner. Over 18 years' experience as a practicing veterinarian; 16 years as a mobile veterinarian (in-home veterinary care) and practice owner in Massachusetts. Pharmaceutical dispensary and delivery services are provided to pet owners.

Prior to a career in veterinary medicine, I obtained a Master's degree in Psychology where I studied the psychological aspects of addiction. Volunteered for 2 years as a grief counselor while a student in veterinary school. Currently provide grief counseling as a free service for my clients.

Studied Agriculture and Life Sciences while an undergraduate at Cornell University. Graduate level course work at Bucknell University also included plant-animal interactions and sustainable agriculture.

Education

Doctorate of Veterinary Medicine (D.V.M.), University of Florida, College of Veterinary Medicine, 1995 USDA Certified.

Masters of Science- Psychology (M.S.), Bucknell University, 1992

Stefanie Lipton- President

 ORIGINAL

Bachelors of Science (B.S.), Cornell University- Animal Science- Agriculture and Life Sciences, 1988

Graduate of Acupuncture School- International Veterinary Acupuncture Society, 2000-2001.

Professional Experience

A House Call Vet- Andover, MA

Founder and Veterinary Practice Owner- 1997-present

Providing mobile veterinary medicine, surgery and pharmacy dispensary for 16 years serving Boston and surrounding areas. Utilizing traditional Western and Eastern medicine (Acupuncture and Chinese Herbs). Majority of patients are hospice, geriatric, debilitated or fearful/aggressive dogs and cats that require in-home care and palliative therapy. End-stage treatment, including pain management with controlled drugs and gentle, human euthanasia, performed in the home. Complimentary grief counseling is also offered at home visits and via phone consultation. Pet owners who are senior or handicapped and who are unable to drive receive free or reduced fee care for their pets-. Mobile pharmacy delivery is an essential service offered to our clients.

Grief Counselor Volunteer- University of Florida; Gainesville, FL

Member Counselor- 1993-1995

Counseled individuals experiencing grief through pet loss.

Smithsonian Conservation and Research Center for Endangered Species, National Zoologic Parks- Front Royal, VA

Reproductive Physiology Research Intern 1989-1990

Conducted hormone assays and collected/analyzed data to determine reproductive cycling in endangered primates by non-invasive sample methods.

National Institutes of Health, Bethesda, MA 1990

Research/Data Collection- Hormone assays; Radiologic Material Compliance Certification

Memberships

AVMA- American Veterinary Medical Association

MVMA- Massachusetts Veterinary Medical Association

Stefanie Lipton- President

ORIGINAL

PTO- Parent-Teacher Organization- Weston

Girl Scouts of America-Weston coop parent leader

Non-for Profit/Volunteer Work

Volunteered for numerous non-for- profit organizations, rescue leagues and animal control facilities including free and low cost spay/neuter clinics throughout Florida and Massachusetts over the past 19 years.

Summary:

Olof Ingare is an engineer and entrepreneur with a solid background in Finance, IT and Security Systems. He is the former co-founder of an international nurse recruitment agency. He is also a board of director for two non-for profit organizations that focus on children and children charities.

Work Experience:

Vet Payment Plans

4/2007 - Present

President and Founder

Founder of a financial service company with a focus on extending credit to pet owners in financial need. Performed risk and market analysis, raised capital from investors, coordinated and designed IT solutions, developed a marketing strategy and designed the roadmap for the company. Directly involved in designing, coding, testing a cloud-based hosted front and back-end IT solution for handling financial transactions via the U.S. treasury's Automatic Clearing House (ACH bank transactions) using Agile/Scrum methodologies.

A House Call Vet

2/2004 - 3/2007

Director of Operations and Marketing; Co-founder

Directed financial decisions such as funding requirements, market analysis, investment budgets and created P&L statements. Developed operational plans and the ROI for various medical projects. Responsible for all parts of getting a new venture off the ground during the start-up phase and its transition into a more mature and stable company. Coordinated and developed IT solutions, marketing strategy, advertising partnerships and campaigns. Negotiated co-operative marketing programs. Initiated co-branded credit card programs. Responsible for all IT related issues. Worked with various media such as TV, Radio, Direct Mail, Google, MSN, Overture, SuperPages, Yellowpages, etc. Responsible for developing and implementing a wireless broadband VPN solution to enable field personnel to access corporate and client data from remote locations using their cell phones and /or laptops. Directly responsible for increasing the number of new clients while decreasing the total marketing and advertising budget.

NordicMed

11/2002 - 1/2004

President and Co-founder

Developed and implemented business strategies and partnerships in the healthcare industry. Coordinated a team to develop a new market strategy and laid down the framework for capturing new markets and clients. Performed negotiations and successfully reached beneficial agreements with the top level management of publicly traded companies. Designed and structured business relationship and partnership deals with multiple business entities. Developed valuation models and negotiated financial terms with investors. Presented publicly at various seminars and conferences.

PRI Automation

7/1997 - 11/2002

Senior Software Engineer

Managed concurrent cross department projects such as IT, Network Design and Code Development of software products. Developed system software, firmware and databases for robots in the Semiconductor industry using C++, SQL and in-house languages. Managed user accounts and source code administration for all product lines. In charge of automating and improving the release process and roll outs to customers in a live

production environment (Intel and AMD fabs). Responsible for international assignments supporting new and existing software products worldwide.

Synergistic Systems

1/1997 - 7/1997

C/C++ Programmer

Maintained and developed fleet tracking advanced software programs and databases for handheld devices using streaming map data, billing and dispatching in the freight industry.

Teleteknik

8/1990 - 8/1991

Operations and Service Manager

Supervised and directed several installation and service crews. Designed and implemented Video Surveillance, Security, CATV and LAN systems. Developed security protocols and safety procedures and personally in charge of the security system at a large pharmaceutical distribution location where controlled drugs and substances were handled, processed and dispensed.

Geotronics

5/1988 - 10/1989

Electronics Engineer

Developed optical electronic measuring equipment.

Education:

Masters of Business Administration,
Babson College- Wellesley, Massachusetts

5/2004

Masters and Bachelors of Science in Mechanical Engineering.
Royal Institute of Technology- Stockholm, Sweden

5/1996

Masters' Thesis.
CIMAR Lab- University of Florida, Gainesville, FL
Development and Implementation of a Dead Reckoning Navigation System
For an Autonomous Vehicle for the US Air Force.

4/1996

Military:

Second Lieutenant, Helicopter Mechanic.

6/1987 - 4/1988

Computer Skills:

Extensive knowledge of computers, internet and networking. Windows, Linux, Unix, TCP/IP, FTP, SECS, SQL Server, MySQL, IIS, ISA Server, , MS Exchange, Word, Excel, Access, PowerPoint, Visio, Project, Outlook, MapPoint, Quickbooks, Small Business Accounting, Dreamweaver, C, C++, C#, Visual C++, Java, ASP, SQL, XML, HTML, Java Script, VB, Pascal, Assembler, OOD/OOP, Agile/Scrum methodologies.

Non-Profit and Membership Associations

Weston Dad's Foundation-Board Director of IT
Prospect Hill Race Team-Board Director and ski coach
Weston youth soccer- Head coach

Paul Davies- Vice President, Director of Operations

 ORIGINAL

Paul Davies

North Andover, MA, 01845

Email: [REDACTED]

Summary

An energetic self motivated senior executive in the Semiconductor industry with excellent strategic sales, marketing and business development skills. Over 17 years experience in developing and implementing sales and marketing plans, leading teams and securing significant business growth in fortune 500 companies across America and Europe. I have extensive experience working with high tech medical device companies and helping them implement new technology to aid in enhancing patient care.

Key Achievements

- Responsible for managing the New England distribution channel and Driving the continued financial success
- Identified and secured the first design sockets for the Cortex ARM microcontrollers in the consumer medical market which will lead to a significant financial return
- Managed the Nokia UK account which yielded sales in millions of dollars in standard products, whilst supporting our SOC business.
- Developed and implemented the North American RFID and Smart card business marketing plan across America. The new plan enabled growth in new markets and enhanced product margins.
- Identified a number of RFID portfolio gaps and was instrumental in the definition of new products and improved features to meet our partner's needs.
- Managed a national team of sales/application engineers with the sole responsibility of ensuring targets were met and strategy implemented.
- Increased sales generated by the local New England reps by over 30%. This was achieved with product training, close co-operation with the internal and external stakeholders and executing my well defined marketing plan.

Professional Experience

A Electronics April 2012- To date

Applications/Marketing Engineer

- I have successfully identified and currently manage new opportunities with a value of over \$30m.
- Working on a project to enhance A's capabilities in RFID, enabling them to win new business in this emerging market.
- Secured the first 3 NFC Opportunities in New England within the medical vertical.
- I have identified and secured agreements with a number of third party design and consultancy companies to help support the development of solutions using the latest Micro processor.
- Responsible for managing monthly project reviews where we ensure projects remain on schedule and stay within budget.
- Held regular training classes with the team on all Aspects of the local business and to introduce new products with the aim of increasing our market share.

NXP Semiconductors May 2010- April 2012

Senior Account Manager

- Successfully reengaged NXP at our local distribution partners with the aid of special training programs and margin enhancements on key technologies enabling POS growth in 2011.
- Responsible for all branch reviews and the implementation of New England strategic plans.
- As the Medical champion, I was instrumental in reintroducing NXP to the Medical market and coordinated our sales and marketing activities.

Paul Davies- Vice President, Director of Operations

- Instrumental in obtaining preferred supplier status which gained NXP access to the Raytheon Semiconductor commodity teams, a major milestone in increasing visibility across Raytheon.
- Designed a number of our new Next Power Trench MOSFETS, into one of the larger storage network companies and expect to see several millions of dollars in revenue in the coming years.
- Identified and won a number of opportunities in local power supply and LED lighting companies with our discrete power portfolio and SSL driver products.
- Local advocate for the RF portfolio and the introduction of our new GaN technology to the military and amplifier customers.
- Identified and won a major NFC project at a large Cell phone manufacture. The project will be instrumental in bringing NFC capabilities to a number of large Asian Markets.
- Introduced a targeted selling campaign in the New England market to focus on the growing medical device/imaging companies.

Wavetrend Technologies (Active RFID)

Jan 2009-May 2010

VP of Sales/Marketing

- Reorganized the North American product marketing strategy with the introduction of new partners in key market verticals. Enhanced the visibility of our products at the key customers and implemented a new pricing structure to enhance margins.
- Managed a national team of sales/application engineers with the sole responsibility of ensuring targets were met and strategy implemented and monitor their performance to contract.
- Negotiate Major Sales contracts and managed the P&L, decide on selling prices and gross margin together with the preparation of annual sales and cost budgets along with Industry business plans.
- Introduced a new training program to increase our partner's product/system knowledge along with a new incentive program to drive partner sales in North America.
- Successfully Identified and managed a project with first responders to give visibility during an emergency situation and enable accountability of all personnel during the incident.

NXP Semiconductors/STNXP March 2008-Jan 2009

Nokia Global Business development Manager

- Identified and Won a number of key projects which continues to generate significant revenue for NXP with a BT/Wi-Fi/GPS solution, upside in discrete sales realized as a solution sale.
- Led the Global team that was responsible for NFC (Near Field communication) integration to all Nokia mobile devices. This will deliver sales revenue in the tens of millions of dollars and help drive a new emerging market.
- Responsible for all UK commercial price negotiations, with the Nokia team and ensuring our pricing models were aligned across all NXP business units.
- Responsible for ensuring the NXP product development strategies were aligned with the Nokia long term roadmaps.

Philip Semiconductors

Jan 2005-March 2008

North American RFID/Smartcard Marketing Manager

- Developed and implemented the North American RFID marketing strategy for our new G2 UHF chip, enabling the roll out of our product to the Tier 1 retailers in North America.
- Marketing lead for the introduction of all new RFID products to the USA sales team and customers.
- Worked closely with the global marketing team to set pricing and ensured gross margin was maintained at the desired levels.
- Project lead for the first embedded UHF RFID production trials with the top mobile phone manufacturers.
- Built a number of strategic relationships with the top North American banks and card manufacturers which helped NXP enter the North American contactless banking market

 ORIGINAL

Paul Davies- Vice President, Director of Operations

- Drove the their final selection of the NXP Mifare tags for the Boston transits system which has a city wide rollout and resulted in several multimillion piece orders.

Philips Semiconductors USA July 2001 –Jan 2005

New England Sales Manger

- Won new projects utilizing the latest Philips technology with a design win value of more than \$40m.
- Identified and led the team for the development of a new audio device for a major consumer company. Project value is estimated to be over \$30m.
- Project lead for the Philips medical account development, where I increased the number of key projects by 50%. These new projects ensured continued growth of the medical division and have significant revenue upside.
- Worked closely with all the New England distributors to ensure Philips had significant visibility in the local branches and Philips was a key player on their line cards.
- Consistently exceeded my sales targets by identifying realistic design win opportunities that were well aligned with the internal organization and supported during the production ramp up phase.

Philips Semiconductors UK LTD Feb 1998 - June 2001

Motorola European Account Manager/ Nokia Account Manger

Rohde & Schwarz UK LTD. Feb 1996- Feb 1998

Key Account Manger

Matsushita Electric UK. LTD Sept 1985 - Feb 1996

Quality Engineer

Education

University of Wales, Llandaff, Cardiff, UK 1985-1991

HND (BSEE)	Electronics and Electrical Engineering
HNC (BA)	Electronics and Communications
OND	Electronics and Communications

Whitchurch high school 1980-85

6 O-levels (Equivalent to US High School Diploma and graduating at Honors level)

PERSONAL DETAILS

Name: Jennifer Davies.

Marital Status: Married

EDUCATION AND QUALIFICATIONS

1996-1998 School of Midwifery, Sully Hospital, Sully, Wales.

1998-Registered Midwife.

1986-1990 University Hospital of Wales, Combined Training Institute, Cardiff, Wales.

1990 Registered Nurse.

Modules and courses

Common Core, Teaching and Assessing, I.V. Administration, Stress and Relaxation,

The Administration of Entonox, Epidural Studies, Preceptorship Studies, Discharge Planning,

Bereavement Studies, Manual Handling.

1977-1983 Lady Mary High School, Cardiff, Wales.

G.C.S.E. Mathematics, English Language, English Literature, History, Biology, Geography, Art, Religion and Cookery.

Employment History.

2003-current- Volunteering: I have been extremely fortunate to be involved within the North Andover Elementary school system supporting my children's education at every step of the way. I have been a room-parent and a volunteer in each of their classes from kindergarten through until fifth grade. I have assisted the teachers with the work-board, helping children in small groups to complete their assigned tasks and to help where needed. I have worked with children in small groups to play academic based games and to learn their math facts. Last year, I assisted in the second grade class with Writer's Workshop which helped students to create ideas for stories

and through a series of brain storming sessions, and editing, the children created a complete story. I have also used Microsoft Office Word to co-ordinate and schedule volunteers on a monthly basis for the Writer's Workshop program. Currently, I am assisting in a third grade class with the book club project where I work with a group of students and we discuss the book's theme and likes/dislikes. [REDACTED] being able to assist in the classroom has been wonderful because I have seen how each child learns differently and yet can be successful if given the right encouragement, support and environment.

1998/2001---Midwife Grade E -University Hospital of Wales, Maternity Unit.

- I worked on the Maternity ward delivering babies, providing immediate postnatal care to mothers and babies working within the rules and code of conduct set by the UKCC at all times.
- Worked diligently as a member of the Midwifery team providing patient centered care.
- Assessed and met the needs of mother, baby and their families.
- Manage records pertaining to ward stock levels and budgetary controls.
- Maintained a professional portfolio.
- Participated in assisting and educating junior staff and students, creating an atmosphere conducive to learning.
- Liaised with all members of the health care team, following all policies where appropriate.
- Reported any concerns regarding child safety to the senior Midwife.

1996-1998 Student Midwife

- Completed both theoretical and practical requirements and gained over 50 live deliveries to be able to register as a Midwife.

1993-1996 Staff Nurse Grade E , Marnetz Ward, Cardiff Royal Infirmary.

- Supported and assisted the F grade in the management of the ward and control ward level budgets.
- Health Care Promotion Link Nurse.
- Identify, anticipate and meet the needs of the patients and provide written care plans for an Emergency Admission Ward.
- Mentor for assigned Students.
- Liaised with all professionals involved in patients care to ensure effective delivery of care.

Jennifer Davies- Clerk, Director of Health and Medicine



ORIGINAL

-Managed my workload effectively to meet the needs of a busy A&E ward.

1993 Staff Nurse Grade E A2 Surgical Ward/High Dependency

-Managed a designated team in the absence of the F grade.

-Delegated workloads to junior members of the team and ensured the smooth running of the ward and delivery of patient care.

-Gained experience in the care of patient on the High Dependency Unit, and provided one on one care.

-Acted as a named nurse for an individual patient providing all aspects of care from admission to discharge.

1990-1993 Staff Nurse grade D Ward C2, General Surgical Ward, UHW, Wales

-Responsible for a group of patients as designated by a senior nurse.

-Assessing, planning and implementing patient care based on the needs of the individual and updating the patients care plans as relevant, and reassessing the needs to ensure effective treatment.

-Breast link nurse. I provided information sheets to pre-op/post operative patients regarding surgery, post-operative exercises and post-op follow up treatment.

-Responsible for maintaining the Health Education Board. Looked into ways to ensure post-operative patients were able to eat healthy food whilst recovering post-op.

1986-1990 Student nurse at CTL, UHW, Wales.

Successfully completed the General Nurse Training, and gained experience working with pediatrics, geriatrics, pre-post surgical patients completing all relevant practical and theoretical components in order to register as a general nurse.

Paul Lipton

Tucson, AZ 85719 •  • paul@growershouse.com

EXPERIENCE

Business Owner, May 2011 – Present

Growers House Hydroponics, GrowersHouse.com, Tucson, Arizona

- Business strategy and direction management.
- Manage a ten person staff in retail, online, and warehouse operations.
- Chief decision maker for all major functions through five-year business plan.

Director of Market Development, 2005 – 2011

Rymax Marketing Inc., Pine Brook, NJ

- Acquisition and maintenance of strategic customers and vendors related to premium incentive wholesale business.

VP of Internet & Mail Order Division, 1995 – 2005

Huppin's Hi-Fi Audio & Video, Onecall.com, Spokane, Washington

- Established and headed internet/mail order departments.
- Implemented a computer based sales and accounting system.
- Redesigned and augmented new office and warehouse facilities for internet and mail order divisions.
- Responsible for all day-to-day functions and operations including purchasing, advertising, marketing, training, sales, and customer service.

President & CEO, 1990 – 1993

Clarity Electronics, Bellingham, Washington

- Started and ran retail and mail order divisions.
- Managed all day-to-day operations including sales, merchandising, accounting, advertising, design, and implementation of business strategy.

Consultant, 1989 – 1989

Avia Intl., Canoga Park, California

- Initiated mail order division and all processes related with startup up from scratch to full operation.

Vice President of Sales, 1985 – 1988

Video Depot, Bellingham, Washington

- Responsible for all daily sales in retail and mail order divisions, expansion of physical plant including warehouse and office, and implementation of computer based system for sales and inventory management.
- Responsible for reestablishment of a profitable mail order division with all related functions including hiring programs, training, customer service, advertising, and accounting oversight.

Purchasing Manager, 1982 – 1985

Barney's Val-U-Line, New York, New York

- Purchased consumer electronics for retail and mail order departments.
- Worked and negotiated with suppliers on procuring consumer electronics dependent on price, seasonality, and market trends.

Sales Manager, 1978 – 1982

Grand Central Camera, New York, New York

- Managed a sales team of 17 including training, scheduling, retail maintenance, retail displays, and customer service

Paul Lipton- Director, Director of Retail and Dispensary

- Established a consumer electronics department and was in charge of merchandising, purchasing and displays.

Business Owner, 1975 - 1978

The Hobbit Pre School, San Francisco, California

- Responsible for daily care taking of up to thirty children a day with my staff.
- Managed all advertising, customer acquisition, bookkeeping, bus driving, and managerial operations.

Salesman & Team Leader, 1972 - 1975

Mathews Hi-Fi and TV, Daily City, California

- One-on-one sales of consumer electronics equipment.
- Became manager and was in charge of performance reviews, scheduling, and resolution of customer related problems.

EDUCATION

B.S., Major in Sociology, Minor in Bio Chemistry, June 1971

City College of the City University of New York, New York, New York

ORIGINAL



Nate Lipton

Tucson, AZ 85706 • [REDACTED] • nate@growershouse.com

EXPERIENCE

Business Owner, May 2011 – Present

Growers House Hydroponics, GrowersHouse.com, Tucson, Arizona

- Consult in making indoor and outdoor organic certified and hydroponic growing farms.
- Manage a ten person staff in retail, online, and warehouse operations.
- Computerize all processes and workflows including automated purchasing, inventory management, and employee task tracking.

Garden Consultant, October 2010 – April 2011

Greners Hydroponic Supplies, Greners.com, Santa Rosa, California

- Assisted customers, universities, and government agencies in building greenhouse and indoor growing environments.
- Maintained continued relationships with customers and managed their continual needs in a customer service role.

Community Organizer, June 2010 – January 2011

Americans for Safe Access (ASA), Non-Profit Organization, San Francisco, California

- Ran biweekly meetings bringing together industry leaders, politicians, and advocates to discuss medical marijuana as a therapeutic option and access to research.
- Kept the accounting records for donations and money spent for expenses.

Manager, June 2010 – October 2010

The Green Cross, Medical Marijuana Dispensary, San Francisco, California

- Responsible for website and web related tasks. Developed online ordering for patients to get delivery to residence.
- Managed inventories of product according to State procedures.
- Wrote policies and procedures for employees in concert with local departments and changing regulations.

Campus Director, 2010 – June 2010

Students for Sensible Drug Policy, Non-Profit Organization, Eugene, Oregon

- Organized on campus forums with economists, lawyers, law enforcement, local politicians, and medical marijuana patients on the same panel to discuss and debate issues relating to drug policy.
- Managed a group of more than 20 students to accomplish goals set out by the student group, which had a national branch.

EDUCATION

B.S., Double Major in Economics and Business Administration with Honors, June 2010

University of Oregon, Eugene, Oregon

- Economics degree with concentration in Environmental Economics
- Business degree with a concentration in Entrepreneurship and Finance

ORIGINAL

EVIDENCE OF CAPITAL
(Exhibit 4.1)

This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Application # (if more than one): _____

Total Capital needed for this application: \$ 500,000

Attach one-page bank statement.

Letter of Commitment

ORIGINAL

This letter must be completed when the Corporation has its liquid operating capital in an individual account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors instead of in the name of the Corporation. If this letter is not applicable, indicate N/A.

Date: N/A

Name of the Corporation: N/A

Name of CEO/Executive Director of the Corporation: N/A

Name of Account Holder: N/A

This Letter of Commitment is to ensure access to the required liquid capital to support the operations of [NAME OF CORPORATION] if so approved by the Department of Public Health. The total required capital needed for this application equals \$_____.

As Chief Executive Officer/Executive Director or President of the Board of Directors of [NAME OF CORPORATION], I affirm that these funds will remain in [ACCOUNT #] with [FINANCIAL INSTITUTION NAME] for the sole purpose of supporting the operations of the Corporation. Exhibit 4.1 of this application includes a one-page copy of the bank statement referenced here.

Signature of CEO/Executive Director or President of the Board of Directors: _____

Print Name _____

Date: _____

Notary Public

On this (insert date) day of (insert month), 20____, before me, the undersigned notary public, personally appeared (insert name of document signer), proved to me through satisfactory evidence of identification, which were (insert type of ID presented), to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (insert he/she/they) signed it voluntarily for its stated purpose.

If applicable, add:

- (as partner for (insert name of partnership), a partnership)
- (as (title) for (name of corporation), a corporation)
- (as attorney in fact for (name of principal), the principal)
- (as (title) for (name of entity/person), (a) (the) (type/description))

Signature of Notary Public



Bank

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TD Bank, N.A.
108 Main Street
North Andover, MA 01845
T: 978-684-6612 F: 978-683-4001
www.tdbank.com

November 16, 2013

Massachusetts Department of Public Health
250 Washington St
Boston, Massachusetts 02108

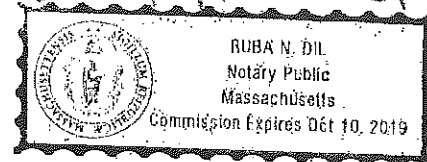
RE: NEW ENGLAND WELLSPRING, INC.

To Whom It May Concern:

I, Sara J. Spaulding, Assistant Store Manager TD Bank, do confirm that NEW ENGLAND WELLSPRING, INC. possess \$530,000.00 in available liquid funds to deploy as NEW ENGLAND WELLSPRINGS, INC. requires.

Sincerely

Sara J. Spaulding
Assistant Store Manager
TD Bank- 108 Main St North Andover, MA 01845
(978)684-6612



INDIVIDUALS/ENTITIES CONTRIBUTING 5% OR MORE OF INITIAL CAPITAL (Exhibit 4.2)

This exhibit must be completed and submitted as part of the application.

Application # (if more than one): _____

Corporation Name: NEW ENGLAND WELLSPRING, INC.

	Individual Name	Business Address	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in- kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	STEFANIE LIPTON	P.O. Box 1222 Andover, MA 01810	\$83,333 16.67%	CASH	PRESIDENT	
2	OLOF INGARE	67 South Bedford St. Suite 400 W Burlington, MA 01803	\$83,333 16.67%	CASH	Director of Finance and Security	
3	JENNIFER DAVIES	P.O. Box 1087 Waltham, MA 02454	\$83,333 16.67%	CASH	Director of Health and Medicine	
4	PAUL DAVIES	P.O. Box 1087 Waltham, MA 02454	\$83,333 16.67%	CASH	Director of Operations	
5	PAUL LIPTON	1501 E 21ST Street Tucson, AZ 85719	\$83,333 16.67%	CASH	Director of Retail and Dispensary	
6	NATHAN LIPTON	1501 E 21ST Street Tucson, AZ 85719	\$83,333 16.67%	CASH	Director of Cultivation	ORIGINAL



ORIGINAL

	Entity Name/ Business Address	Leadership Names	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	N/A	N/A	N/A	N/A
2	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	N/A	N/A	N/A	N/A

ORIGINAL

CAPITAL EXPENSES **(Exhibit 4.3)**

This exhibit must be completed and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

	Expense Type	Costs	Explanation of Expense
	Planning and Development		
1	Architect and design fees	\$3000	Plans for RMD and grow rooms/ no structural changes
2	Environmental survey	\$3000	Charges for Water, Air, Mold, Radon testing
3	Permits and Fees	\$84,500	Phase 1/2, license fee, local building permits
4	Security assessment	\$2000	Lease hold building security review
5	Land/building cost	\$0	Lease is covered in 4.4
6	Site clean-up and preparation	\$2000	Limited work is needed
7	Other- describe	\$	
8		\$	
9		\$	
	Build-out Costs		
1	Construction expenses	\$40,000	Grow rooms Manufacture/ RMD Refit
2	Painting and finishes	\$4000	Upgrade to lighting, RMD painting
3	Security system	\$15,450	Security and surveillance system, Safe
4	Landscape work	\$0	Landlord's responsibility
5	Parking facility	\$0	Landlord's responsibility
6	Other- describe	\$	
7		\$	
8		\$	
9		\$	
	Equipment Costs		
1	Vehicles and transportation	\$4000	Delivery vehicle leases
2	Cultivation equipment	\$60000	Grow equipment 4 rooms @ 500Sft
3	Furniture and storage needs	\$4000	Desks, cabinets chairs
4	Computer equipment	\$5000	Main server, Terminals, LAN, Wireless
5	HVAC	\$11,000	Air-conditioning for cultivation /RMD provide by landlord
6	Kitchen/food prep equipment	\$9000	Stainless steel kitchen, refrigeration, range, etc
7	Other- describe	\$	
8		\$	
9		\$	
	TOTAL	\$246,950	

YEAR-ONE OPERATING BUDGET (Exhibit 4.4)

ORIGINAL

This exhibit must be completed and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

Budget Period: July 1st 2014 to June 30th 2015

Projected Number of Patients: 725 and Number of Visits: 4400

			Year ONE Budget	Budget Notes ¹
	REVENUE			
1	Medical Marijuana sales		\$ 440,000	Sales of marijuana plant (6 months)
2	Other supplies sold		\$ 89,711	Vaporizers/ Paraphernalia/Baked goods/Tinctures
3				
A	TOTAL REVENUE:		\$ 529,711	Totals sales from July 2014–June 2015.
	PAYROLL EXPENSES			
	Personnel Category	8 FTE		
1	Master Grower	1	\$ 33,600	\$24 Per/hr, (12 months)
2	Assistant Grower	1	\$16,800	\$24 Per/hr, (6 months) starting 2015
3	General Administration	1	\$ 42,000	\$30 per/hr (12 months)
4	Point of sales staff	2	\$ 67,200	\$24 Per/hr, (12 months) 2 staff
5	Security Guard	1	\$ 33,600	\$24 Per/hr, (12 months)
6	Dispensary manager	1	\$ 50,400	\$36 Per/hr, (12 months)
7	Delivery employs	2	\$ 33,600	\$24 Per/hr, (6 months) starting 2015
B	TOTAL SALARIES		\$ 277,200	Total not including fringe
C	Fringe Rate and Total	30%	\$118,800	Anticipated fringe rate of 30%
D	TOTAL SALARIES PLUS FRINGE (B+C)		\$ 396,000	Total including fringe
	OTHER EXPENSES			
1	Consultants		\$ 3000	Lab work and consultants
2	Equipment		\$ 5000	Repairs replacement of grow equipment
3	Supplies		\$ 4000	Grow room supplies
4	Office Expenses		\$ 7500	IT, Phone, Marketing
5	Utilities		\$ 49,938	12 months electric/water
6	Insurance		\$9,300.00	Liability insurance/property
7	Interest		\$ 50000	Interest to investors/ start up costs @ 10%
8	Depreciation/Amortization		\$ 5000	Capital equipment
9	Leasehold Expenses		\$ 97,440	12 months
10	Bad Debt		\$ 2000	Credit card problems
11	Security systems		\$ 1000	Yearly monitoring /maintenance
12	Vaporizers/ other paraphernalia		\$ 35,000	Purchase price of Supplies
E	TOTAL OTHER EXPENSES		\$269,178	
	TOTAL EXPENSES: (D+E)		\$ 665,178	
	DIFFERENCE		\$ (135,467)	Loan from 6 founding members

¹ Enter short explanation of expenses

THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS (Exhibit 4.5)

This exhibit must be completed and submitted as part of the application.

Application # (if more than one):

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Projected Start Date for the First Full Fiscal Year: JULY 2014

Fiscal Year Time Period: JANUARY to DECEMBER

	FIRST FULL FISCAL YEAR PROJECTIONS 2014		SECOND FULL FISCAL YEAR PROJECTIONS 2015	THIRD FULL FISCAL YEAR PROJECTIONS 2016
	1H: \$0	2H: \$196,000 = \$196,000	\$1,061,436	\$1,787,245
Projected Revenue				
	1H: \$244,750	2H: \$305,776 = \$550,526	\$836,226	\$1,075,203
Projected Expenses				
	1H: \$(244,750)	2H: \$(109,776) = (\$354,526)	\$225,210	\$712,042
TOTAL:				
			917	1469
Number of Patients	350			14335
Number of Patient Visits	1100		8741	
Projected % of growth rate annually	800%		129%	54%
Total FTE in staffing	6		9	12
Projected Medical Marijuana Inventory	56 Lbs.		250Lbs.	410Lbs.

ORIGINAL

**EVIDENCE OF INTEREST IN DISPENSARY SITE
(Exhibit 5.1)**

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
238 Highland Ave Needham, MA 02494	NORFOLK	LETTER OF INTENT

ORIGINAL

Terrazzino Investment Trust



ORIGINAL

Letter Of Intent To Lease

November 18, 2013

Olof Ingare
Stefanie Lipton, D.V.M.
New England Wellspring, Inc.
P.O. Box 1087
Waltham, MA 02454-1087

RE: Letter of Intent (LOI) to Lease 4162 SF Space
238 Highland Avenue, Needham, MA 02494

The following is a LOI and reflects those terms in which the Tenant would consider a Lease for that certain space ("Premises") located at 238 Highland Avenue, Needham, MA 02494.

1. Landlord: Terrazzino Investment Trust
c/o Samuel Terrazzino, Trustee
18 Oak Hill Road
Needham, MA 02492

2. Tenant: Olof Ingare
Stefanie Lipton, D.V.M.
New England Wellspring, Inc.
514 North Avenue
Weston, MA 02493

Mailing Address: P.O. Box 1087
Waltham, MA 02454-1087
Mobile Phone: 855-693-4773
Email: oingare@newellspring.org
slipton@ahousecallvet.com

3. GUARANTOR: Olof Ingare
Stefanie Lipton, D.V.M.

4. ADDRESS FOR NOTICES: New England Wellspring, Inc.
P.O. Box 1087
Waltham, MA 02454-1087

5. PERMITTED TRADE NAME: Tenant shall operate under the following trade name
New England Wellspring, Inc.

6. LOCATION OF THE PREMISES: 238 Highland Avenue, Needham, MA 02494

7. APPX SIZE OF PREMESIS: Approximately 4162 square feet

8. CONDITION OF PREMESIS: Good; Tenant agrees to perform demolition and removal of existing displays and agrees to remove, repair and replace existing fixtures and structures.

Terrazzino Investment Trust



ORIGINAL

9. INITIAL MINIMUM MONTHLY RENT: Minimum Monthly Rent during the initial year of the Primary Term of the Lease shall be \$18.00 NNN per square foot.
10. MINIMUM RENT ADJUSTMENTS: The Minimum Rent shall be adjusted annually by the increase from the United States Department of Labor Statistics for all Urban Consumers (CPI-U) Boston, Massachusetts (all items 1982-84 equals 100, or equivalent). In no event will said adjustment be lower than 3% of the previous year's minimum rental.
11. COMMON AREA OPERATING EXPENSES (NNN'S): Tenant shall pay it's pro rata share of Tenants obligations for the payment of building maintenance, common area costs, real estate property taxes, insurance and all other center expenses, payable when due OR may be paid monthly in advance on an estimated basis and subject to quarterly reconciliation during each year of the term of the lease. Currently, this amount is estimated at approximately \$4.50 per square foot during the initial year of the lease and could vary from year to year.
12. PREPAID RENT AND SECURITY DEPOSIT: Prepaid Rent (first month's rent) estimated to be \$6,243.00 shall be due on Effective Date of Lease and applied as rental for the first month rent. On the date of execution of the Lease, Tenant shall deposit with Landlord equivalent to two (2) month's minimum base Rent estimated to be \$12,486.00 (security deposit) to be held by Landlord.
13. EFFECTIVE DATE: The Lease shall be effective no later than 10 days after the day the Tenant obtains the necessary Permits from the town of Needham; with the understanding that the Landlord may continue to show the property to prospective tenants until Tenant obtains necessary permits from the Town of Needham. Tenant agrees and acknowledges the premises shall not be held in waiting and Landlord shall be held harmless should the premises be rented before and up to the day prior of effective date.
14. POSSESSION DATE: Tenant shall accept Premises on Effective Date of Lease.
15. RENT COMMENCEMENT DATE: The Rent Commencement Date for first month of rent of Initial Term of Lease shall occur on Effective Date of Lease and the rent for said month shall be prorated should the Effective Date not be on the 1st of the month. Rent shall be due on or before the 1st of every month, thereafter, through the end of the Lease.
16. TERM: Initial Term, one (1) year, beginning upon the Effective Date. Tenant shall have the option to extend the Lease for two (2) periods of five (5) years each.
17. LANDLORD: IMPROVEMENTS Landlord shall provide space to Tenant in "as is" condition,
18. TENANT'S SCOPE: OF CONSTRUCTION: Scope of Tenant Improvement, materials, and plans, all are subject to approval by Landlord and must be in accordance to the governed by-laws of the State of Massachusetts and Town of Needham.
19. USE: Tenant shall continuously occupy the Premises to operate a Registered Marijuana Dispensary according to the Department of Public Health Regulation 105.CMR.725 as a business under the name of New England Wellspring, Inc.

Terrazzino Investment Trust

ORIGINAL

20. FINANCIAL STATEMENTS: Tenant shall provide the following financial information to Landlord: 2 years of taxes, 2 months of bank statements, and a profit & loss statement.
21. INSURANCE: Tenant shall maintain during entire term of the Lease and renewal thereof, at its own expense, general liability comprehensive public liability insurance and property damage in addition to payment for Tenant's pro rata share of the Landlord's annual insurance premium accruing on the building and land in which the Premises is located.
22. BUILDING SIGNS: Tenant will have the right to install signage upon the building in accordance with Landlord's sign criteria and as approved by the Landlord and the appropriate governing regulatory agencies. Tenant's building signage and pylon signage shall be at Tenant's sole expense.
23. UTILITIES: Tenant shall pay for all separately metered utilities and hook-up fees, other than Water/Sewer, which shall be included in NNN/CAMS.
24. ADDITIONAL TERMS:
- A. Execution of Lease: Assuming all terms and conditions of this letter are acceptable, parties shall have until February 1, 2014 to compete and execute the Lease.
- B. Facsimile Machine or Scan to Email Transmission: Tenant and Landlord agree to authorize the transmission of all documents by facsimile machine or scan to email and acceptance via facsimile machine or email transmission.
- C. Landlord and Tenant agree that if the Tenant has not obtained the necessary permits and approvals by March 31, 2014, then the Lease shall be null and void.
25. EXPIRATION OF LOI: This LOI shall remain in force until February 1, 2014.

Landlord and Tenant agree, that the LOI contained herein shall not constitute a formal offer to lease, or the solicitation of an offer to lease the real estate described herein or any interest thereto. This letter reflects our present understanding of the discussions we have had regarding the terms and conditions of the proposed transaction and we expect a definite agreement which may be negotiated between us with respect to this transaction may be generally consistent with the provisions of this letter. This letter does not, however, create any legal rights and obligations between us and it is expressly understood that this LOI is not binding on either of the parties. It is intended that all legal rights and obligations between us will come into existence if, and only if, a definitive agreement is signed and delivered. The legal rights and obligations of each of us shall be only those which are set forth in such definitive agreement. Information and data contained herein is subject to amendment or change without further notice.

The information contained herein is deemed reliable, but is not guaranteed. All information should be verified prior to final execution of the Lease.

Should these conditions meet with the approval of both parties, Landlord shall submit to Tenant a lease based upon the terms and conditions set forth in this LOI, and containing such other provisions as are customary in Landlord's standard property.

Terrazzino Investment Trust

ORIGINAL

Agreed to and Accepted by **LANDLORD: Terrazzino Investment Trust**

By: Samuel Terrazzino
Samuel Terrazzino

Title: Trustee

Dated: 11/19/13

If the foregoing provisions are acceptable, please acknowledge your acceptance in the signature space provided below and return to me.

TENANT: New England Wellspring, Inc. a Massachusetts based company

By: Olof Ingare

Title: TREASURER

Dated: 11/19/13

By: Stefanie Lipton, D.V.M.

Title: President

Date: 11/19/13

I hereby acknowledge that the terms contained herein will remain confidential between the parties of the proposed lease and with, if requested, by the town of Needham and the Massachusetts Department of Health.

LANDLORD: Terrazzino Investment Trust X S.T. (initial)

TENANT: New England Wellspring, Inc. X SL (initial)

X Co. (initial)

**EVIDENCE OF INTEREST IN CULTIVATION SITE
(Exhibit 5.2)**

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
238 Highland Ave Needham, MA 02494	NORFOLK	LETTER OF INTENT



ORIGINAL

ORIGINAL

Terrazzino Investment Trust

Letter Of Intent To Lease

November 18, 2013

Olof Ingare
Stefanie Lipton, D.V.M.
New England Wellspring, Inc.
P.O. Box 1087
Waltham, MA 02454-1087

RE: Letter of Intent (LOI) to Lease 4162 SF Space
238 Highland Avenue, Needham, MA 02494

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c/o Samuel Terrazzino, Trustee
18 Oak Hill Road
Needham, MA 02492

2. Tenant: Olof Ingare
Stefanie Lipton, D.V.M.
New England Wellspring, Inc.
514 North Avenue
Weston, MA 02493

Mailing Address: P.O. Box 1087
Waltham, MA 02454-1087
Mobile Phone: 855-693-4773
Email: oingare@newwellspring.org
slipton@ahousecallvet.com

3. GUARANTOR: Olof Ingare
Stefanie Lipton, D.V.M.

4. ADDRESS FOR NOTICES: New England Wellspring, Inc.
P.O. Box 1087
Waltham, MA 02454-1087

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ORIGINAL

Terrazzino Investment Trust

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Terrazzino Investment Trust

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at its own expense, general liability comprehensive public liability insurance
and property damage in addition to payment for Tenant's pro rata share of
the Landlord's annual insurance premium accruing on the building and land
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ORIGINAL

Terrazzino Investment Trust

Agreed to and Accepted by LANDLORD: Terrazzino Investment Trust

By: Samuel Terrazzino
Samuel Terrazzino

Title: Trustee

Dated: 11/19/13

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TENANT: New England WellSpring, Inc. a Massachusetts based company

By: Olof Ingare

Title: TREASURER

Dated: 11/19/13

By: Stefanie Lipton, D.V.M.

Title: President

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LANDLORD: Terrazzino Investment Trust X ST (Initial)

TENANT: New England WellSpring, Inc. X SL (Initial)

X CI (Initial)

EVIDENCE OF INTEREST IN PROCESSING SITE
(Exhibit 5.3)

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Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
238 Highland Ave Needham, MA 02494	NORFOLK	LETTER OF INTENT



ORIGINAL

Terrazzino Investment Trust

Letter Of Intent To Lease

November 18, 2013

Olof Ingare
Stefanie Lipton, D.V.M.
New England Wellspring, Inc.
P.O. Box 1087
Waltham, MA 02454-1087

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Stefanie Lipton, D.V.M.
New England Wellspring, Inc.
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Mailing Address: P.O. Box 1087
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Mobile Phone: 855-693-4773
Email: oingare@newellspring.org
slipton@ahousecallvet.com

3. GUARANTOR: Olof Ingare
Stefanie Lipton, D.V.M.

4. ADDRESS FOR NOTICES: New England Wellspring, Inc.
P.O. Box 1087
Waltham, MA 02454-1087

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7. APPX SIZE OF PREMESIS: Approximately 4162 square feet

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Terrazzino Investment Trust

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13. EFFECTIVE DATE: The Lease shall be effective no later than 10 days after the day the Tenant obtains the necessary Permits from the town of Needham; with the understanding that the Landlord may continue to show the property to prospective tenants until Tenant obtains necessary permits from the Town of Needham. Tenant agrees and acknowledges the premises shall not be held in waiting and Landlord shall be held harmless should the premises be rented before and up to the day prior of effective date.
14. POSSESSION DATE: Tenant shall accept Premises on Effective Date of Lease.
15. RENT COMMENCEMENT DATE: The Rent Commencement Date for first month of rent of Initial Term of Lease shall occur on Effective Date of Lease and the rent for said month shall be prorated should the Effective Date not be on the 1st of the month. Rent shall be due on or before the 1st of every month, thereafter, through the end of the Lease.
16. TERM: Initial Term, one (1) year, beginning upon the Effective Date. Tenant shall have the option to extend the Lease for two (2) periods of five (5) years each.
17. LANDLORD IMPROVEMENTS: Landlord shall provide space to Tenant in "as is" condition,
18. TENANT'S SCOPE OF CONSTRUCTION: Scope of Tenant Improvement, materials, and plans, all are subject to approval by Landlord and must be in accordance to the governed by-laws of the State of Massachusetts and Town of Needham.
19. USE: Tenant shall continuously occupy the Premises to operate a Registered Marijuana Dispensary according to the Department of Public Health Regulation 105.CMR.725 as a business under the name of New England Wellspring, Inc.



ORIGINAL

Terrazzino Investment Trust

20. FINANCIAL STATEMENTS: Tenant shall provide the following financial information to Landlord:
2 years of taxes, 2 months of bank statements, and a profit & loss statement.
21. INSURANCE: Tenant shall maintain during entire term of the Lease and renewal thereof, at its own expense, general liability comprehensive public liability insurance and property damage in addition to payment for Tenant's pro rata share of the Landlord's annual insurance premium accruing on the building and land in which the Premises is located.
22. BUILDING SIGNS: Tenant will have the right to install signage upon the building in accordance with Landlord's sign criteria and as approved by the Landlord and the appropriate governing regulatory agencies. Tenant's building signage and pylon signage shall be at Tenant's sole expense.
23. UTILITIES: Tenant shall pay for all separately metered utilities and hook-up fees, other than Water/Sewer, which shall be included in NNN/CAMs.
24. ADDITIONAL TERMS:
- A. Execution of Lease: Assuming all terms and conditions of this letter are acceptable, parties shall have until February 1, 2014 to compete and execute the Lease.
 - B. Facsimile Machine or Scan to Email Transmission: Tenant and Landlord agree to authorize the transmission of all documents by facsimile machine or scan to email and acceptance via facsimile machine or email transmission.
 - C. Landlord and Tenant agree that if the Tenant has not obtained the necessary permits and approvals by March 31, 2014, then the Lease shall be null and void.
25. EXPIRATION OF LOI: This LOI shall remain in force until February 1, 2014.
- Landlord and Tenant agree, that the LOI contained herein shall not constitute a formal offer to lease, or the solicitation of an offer to lease the real estate described herein or any interest thereto. This letter reflects our present understanding of the discussions we have had regarding the terms and conditions of the proposed transaction and we expect a definite agreement which may be negotiated between us with respect to this transaction may be generally consistent with the provisions of this letter. This letter does not, however, create any legal rights and obligations between us and it is expressly understood that this LOI is not binding on either of the parties. It is intended that all legal rights and obligations between us will come into existence if, and only if, a definitive agreement is signed and delivered. The legal rights and obligations of each of us shall be only those which are set forth in such definitive agreement. Information and data contained herein is subject to amendment or change without further notice.
- The information contained herein is deemed reliable; but is not guaranteed. All information should be verified prior to final execution of the Lease.
- Should these conditions meet with the approval of both parties, Landlord shall submit to Tenant a lease based upon the terms and conditions set forth in this LOI, and containing such other provisions as are customary in Landlord's standard property.



ORIGINAL

Terrazzino Investment Trust

Agreed to and Accepted by LANDLORD: Terrazzino Investment Trust

By:

Samuel Terrazzino
Samuel Terrazzino

Title: Trustee

Dated:

11/19/13

If the foregoing provisions are acceptable, please acknowledge your acceptance in the signature space provided below and return to me.

TENANT: New England Wellspring, Inc. a Massachusetts based company

By:

Olof Ingare
Olof Ingare

Title:

TREASURER

Dated:

11/19/13

By:

Stefania Lipton, D.V.M.
Stefania Lipton, D.V.M.

Title:

President

Date:

11/19/13

I hereby acknowledge that the terms contained herein will remain confidential between the parties of the proposed lease and with, if requested, by the town of Needham and the Massachusetts Department of Health.

LANDLORD: Terrazzino Investment Trust

X S-T (initial)

TENANT: New England Wellspring, Inc.

X SL (initial)

X CO (initial)

EVIDENCE OF LOCAL SUPPORT
(Exhibit 5.4)

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

Site	City/Town	County	Type of Support Attached
1	NEEDHAM	NORFOLK	LETTER FROM THE BOARD OF SELECTMEN, CHAIRMAN, TOWN OF NEEDHAM
2			

ORIGINAL



Office of the
TOWN MANAGER

TOWN OF NEEDHAM
TOWN HALL
1471 Highland Avenue
Needham, MA 02492-2669

ORIGINAL

TEL: (781) 455-7500
FAX: (781) 449-4569
TDD: (781) 455-7558

November 18, 2013

Commissioner Cheryl Bartlett
Department of Public Health
250 Washington Street
Boston, MA 02108-4619

RE: Medical Marijuana Dispensary Applications

Dear Commissioner Bartlett:

This is to inform you that at its meeting on November 12, 2013, the Needham Board of Selectmen voted to take no action in support of, in opposition to, or in "non-opposition" to any of the pending applications for the licensing of a medical marijuana dispensary in the Town of Needham at this time. Although the Board did not discuss the merits of any individual applicant, the five applicants listed below have provided information to the Town of Needham as part of the application process:

Applicant	Contact Person
Bio-Care Collaborative, Inc.	Jack Madigan
Botanica/MA Military Veterans Group	Duncan Rose
G2NE	Frank Loulourgas
LB Compassion Center, Inc.	Bruce Berger
✓ New England Wellspring, Inc.	Susan Lipton & Jennifer Davies

In its discussion, and based on its current understanding of planning for permitting and regulation of medical marijuana dispensaries, the Board did identify several criteria that would be desirable features of any RMD that is licensed by the Commonwealth to operate in the Town of Needham, and submits this letter for your Department's consideration in this process. These include, but are not limited to:

1. The business model provides services that eliminate the need for hardship cultivation.
2. The license holder has demonstrated familiarity with the community.
3. The business model limits the amount of traffic generated at the site.
4. The on-site manager has experience in the dispensing of controlled substances for use by patients.
5. The Board of Directors of the license holder includes at least one member qualified in the medical profession.
6. Delivery personnel are not equipped with firearms.

 ORIGINAL

Commissioner Cheryl Bartlett
November 18, 2013

Page 2.

If you have any questions or need additional information please contact Kate Fitzpatrick, Town Manager at 781-455-7500 extension 0.

Very truly yours,



Daniel P. Matthews, Chairman
Needham Board of Selectmen

cc: Board of Selectmen
Kate Fitzpatrick, Town Manager
RMD License Applicants

SUMMARY CHART OF LOCATIONS AND LOCAL SUPPORT
(Exhibit 5.5)

This exhibit must be completed or marked N/A and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC. Application # (if more than one): _____

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	Dispensing	238 Highland Ave, Needham, MA 02494	LETTER OF INTENT	LETTER FROM THE BOARD OF SELECTMEN, CHAIRMAN, TOWN OF NEEDHAM
2	Cultivation	238 Highland Ave, Needham, MA 02494	LETTER OF INTENT	LETTER FROM THE BOARD OF SELECTMEN, CHAIRMAN, TOWN OF NEEDHAM
3	Processing	238 Highland Ave, Needham, MA 02494	LETTER OF INTENT	LETTER FROM THE BOARD OF SELECTMEN, CHAIRMAN, TOWN OF NEEDHAM

 ORIGINAL

RMD ORGANIZATIONAL CHART
(Exhibit 6.1)

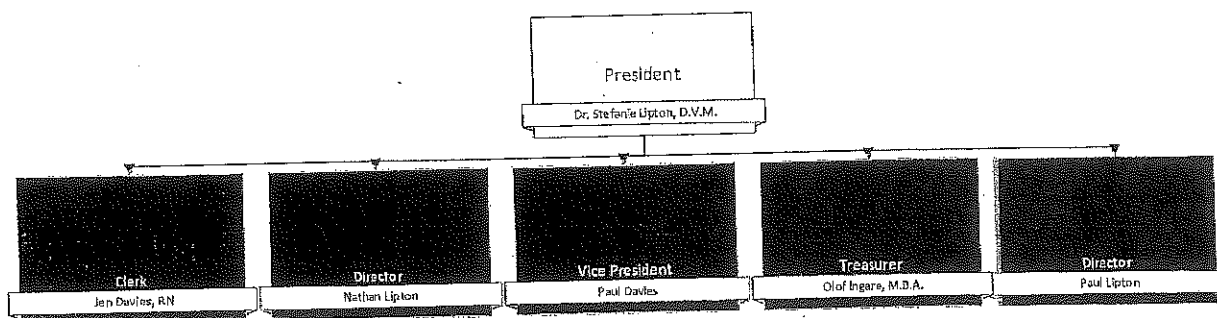
This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC.

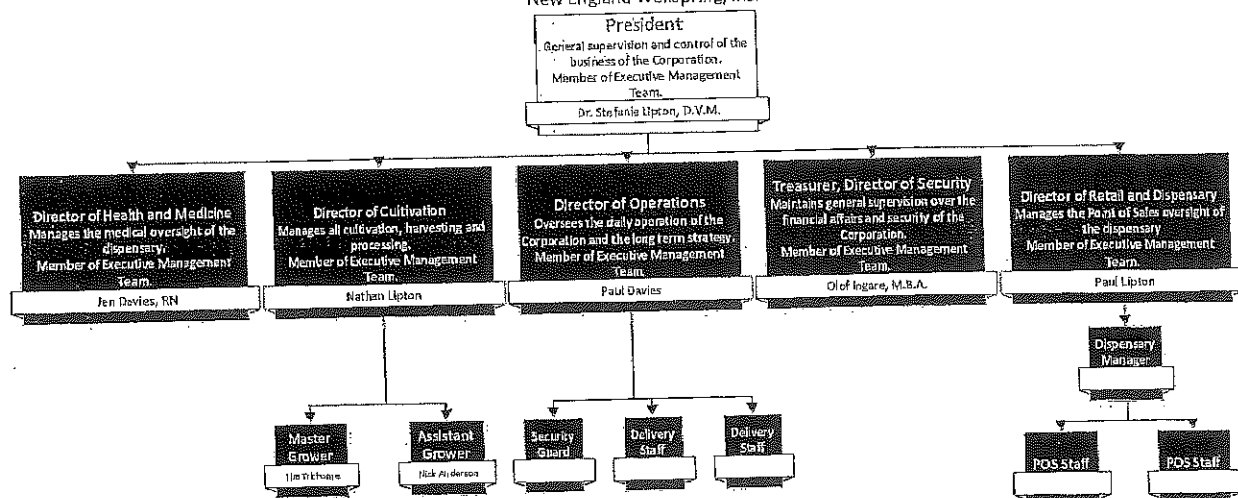
Application # (if more than one): _____

Attach organizational chart. _____

Board of Directors
New England Wellspring, Inc.



Organizational Chart
New England Wellspring, Inc.



 ORIGINAL

**EVIDENCE OF ENROLLMENT WITH DEPARTMENT OF CRIMINAL JUSTICE
INFORMATION SERVICES (DCJIS)
(Exhibit 6.2)**

This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Application # (if more than one): _____

Attach evidence of enrollment.

ORIGINAL

Logged in as: owellspring | [Home](#) | [Help](#) | [Logout](#)**iCORI**Commonwealth of Massachusetts
Department of Criminal Justice Information Services[Home](#)[Add Request](#)[View CORI Results](#)[Manage Account](#)[iCORI Cart \(0\)](#)**New England Wellspring, Inc.**Status: Active
Account Type(s): Employer**Account**[Account Details](#)[Representatives](#)[Users](#)[Authorized Consumer Reporting Agencies](#)[\[Cancel Account\]](#)**Account Details****Account Status**

Account Status: Active

Date Last Renewed:

Date First Registered: 10/22/2013

[\[Edit\]](#) [\[Change Org Name\]](#) [\[View Org Name History\]](#)**Organization Details**

Account Type(s): Employer

Organization ID: [REDACTED]

Organization Name: New England Wellspring,
Inc.

Address: 514 North Ave, Weston, MA 02493

Phone No.: 978-335-5365

Website:
[REDACTED][FAQ](#) | [Contact Us](#) | [Terms of Use](#) | [Accessibility](#) | [Policies](#) | Version: 1.0.4

© 2012 Massachusetts Department of Criminal Justice Information Services

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RMD STAFF
(Exhibit 6.4)

This exhibit must be completed or marked N/A and submitted as part of the application.

	Name	Role/Title
1	Tim Trichome	Master Grower
2	Nick Anderson	Assistant Grower
3		
4		
5		
6		

RMD START-UP TIMELINE (Exhibit 7.1)

This exhibit must be completed and submitted as part of the application. Include benchmarks for ALL RMD sites.

Application # (if more than one): _____

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Key Benchmarks	Due Dates	Person Responsible	Risk Level If Not Completed on Time High = Severely prevents progress Medium = Prevents progress but not critical to overall success Low = Does not prevent overall progress	Date RMD Opens
Provisional certificate of registration	1/31/14	DPH	High	07/2014
Permit- Apply for permits	2/10/14	Director of Operations	High	
Cap. Exp.- Order equipment	2/3/14	Director of Operations	Low	
Facility- Site Design	2/15/14	Director of Operations	Low	
Facility- Install security system	2/17/14	Director of Security	Low	
Facility- Install surveillance system	2/17/14	Director of Security	Low	
Facility- Install phone system	2/17/14	Director of Security	Low	
Facility- Install LAN	2/17/14	Director of Security	Low	
Facility- Install access system	2/17/14	Director of Security	Medium	
Facility- Start grow room construction	2/17/14	Director of Cultivation	Medium	
HR- Develop staffing procedures and processes	4/7/14	Director of Medicine	Low	
HR- Develop employee training and education materials	4/7/14	Director of Medicine	Low	
Permit- Obtain permits	2/17/14	Director of Operations	High	
Facility- Install electrical system	2/24/14	Director of Operations	Medium	
Facility- Install Security Wall	2/24/14	Director of Operations	Low	
Facility- Install AC	3/3/14	Director of Operations	Low	
Facility- Install plumbing and drains	3/3/14	Director of Operations	Low	
Facility- Install vents and ducts	3/3/14	Director of Operations	Low	
Facility- Build seed and cloning area	3/10/14	Director of Cultivation	Low	

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IT- Install BioTrackTHC software	3/10/14	Director of Security	Medium	
Facility- Test security, surveillance, phone	3/10/14	Director of Security	Medium	
Facility-Grow area completion	3/10/14	Director of Cultivation	High	
DPH Provisional cultivation area inspection	3/14/14	DPH	High	
Cultivation- Grow seeds and clones with barcodes	3/24/14	Director of Cultivation	High	
Facility- Order and obtain kitchen equipment	3/17/14	Director of Cultivation	Low	
Facility- Food processing construction	3/24/14	Director of Cultivation	Low	
IT- Configure and test POS	3/17/14	Director of Security	Low	
Facility- POS construction		Director of Operations	Low	
Cultivation- Vegetative state	4/14/14	Director of Cultivation	High	
Cultivation- Flowering state	6/2/14	Director of Cultivation	High	
Cultivation- FDA inspection	4/28/14	Director of Medicine	Low	
HR- Develop staffing and job hiring procedure	5/12/14	Director of Medicine	Low	
IT-Configure POS and ERP system	6/2/14	Director of Security	Medium	
Cultivation- Harvest	6/9/14	Director of Cultivation	High	
Cultivation- Curing	6/23/14	Director of Cultivation	High	
HR-Register employees with DPH	6/9/14	Director of Medicine	High	
Retail- Packaging	6/29/14	Director of Retail	High	
Retail- Prepare and test POS	6/29/14	Director of Retail	High	
Cultivation- Make edibles, tinctures, lotions	6/29/14	Director of Cultivation	Medium	
DPH Final inspection	6/30/14	DPH	High	

Insert more rows if needed

ORIGINAL

PROPOSED SLIDING PRICE SCALE
(Exhibit 7.12)

This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: NEW ENGLAND WELLSPRING, INC.

Application # (if more than one): _____

Attach sliding price scale.

Patients category	Federal poverty level 100%	Federal poverty level 200%	Federal poverty level 300%	Federal poverty Above 300%
Under 18	Free	Free	Free	free
Over 65	Free	Free	Free	20%
Veterans	Free	Free	Free	20%
All other Patients	3g free/pw 50% discount 3-5g	2g free/pw 30% discount 2-4g	1g free /pw 20% discount 1-3g	Full price

ORIGINAL

PROPOSED SLIDING PRICE SCALE
(Exhibit 7.12)

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ORIGINAL

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Veterans	Free	Free	Free	20%
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**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	Charles River Reservation/Barnes Pathway
Presenter(s)	Kate Fitzpatrick, Town Manager

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
As part of the permitting and construction staging process for the construction of Charles River Landing at 300 Second Avenue, CFRI/Doherty Second Ave. LLC contributed \$225,000 to an account held for the project at Needham Bank. Under the terms of the Agreement, the Town was to hold the funds pending the design of the project to be overseen by the Department of Conservation & Recreation. In addition to accrued interest, the DCR has contributed an additional \$60,000 bringing the total project cost for design and construction to approximately \$297,000. All of the funds held by the Town have been disbursed. The project, designed by Beals + Thomas, is intended to improve the existing 1/2 mile pathway along the Charles River behind the Charles River Landing property, and enhance the entry points to the path located at Highland Avenue and Fourth Avenue. The installation of a crosswalk across Fourth Avenue is also contemplated, to be constructed by the Town. Construction is proposed for fall, 2014.			
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
3.	BACK UP INFORMATION ATTACHED	YES	NO
(Describe backup below)			
a. Charles River Reservation Pathway Contract No. P13-2836-C1A (17 pages)			

CONTRACT NO. P13-2836-C1A
CHARLES RIVER
RESERVATION PATHWAY

NEEDHAM, MASSACHUSETTS

FOR THE
Commonwealth of Massachusetts



DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET, SUITE 600
BOSTON, MASSACHUSETTS 02114

DEVAL L. PATRICK
RICHARD K. SULLIVAN, JR.
JOHN P. MURRAY

GOVERNOR
ENERGY AND ENVIRONMENTAL AFFAIRS SECRETARY
DEPARTMENT OF CONSERVATION AND
RECREATION COMMISSIONER

MICHAEL MISSLIN, ACTING CHIEF ENGINEER, DCR

100% DRAWINGS – ISSUED FOR BIDDING

DRAFT - 5/9/2014

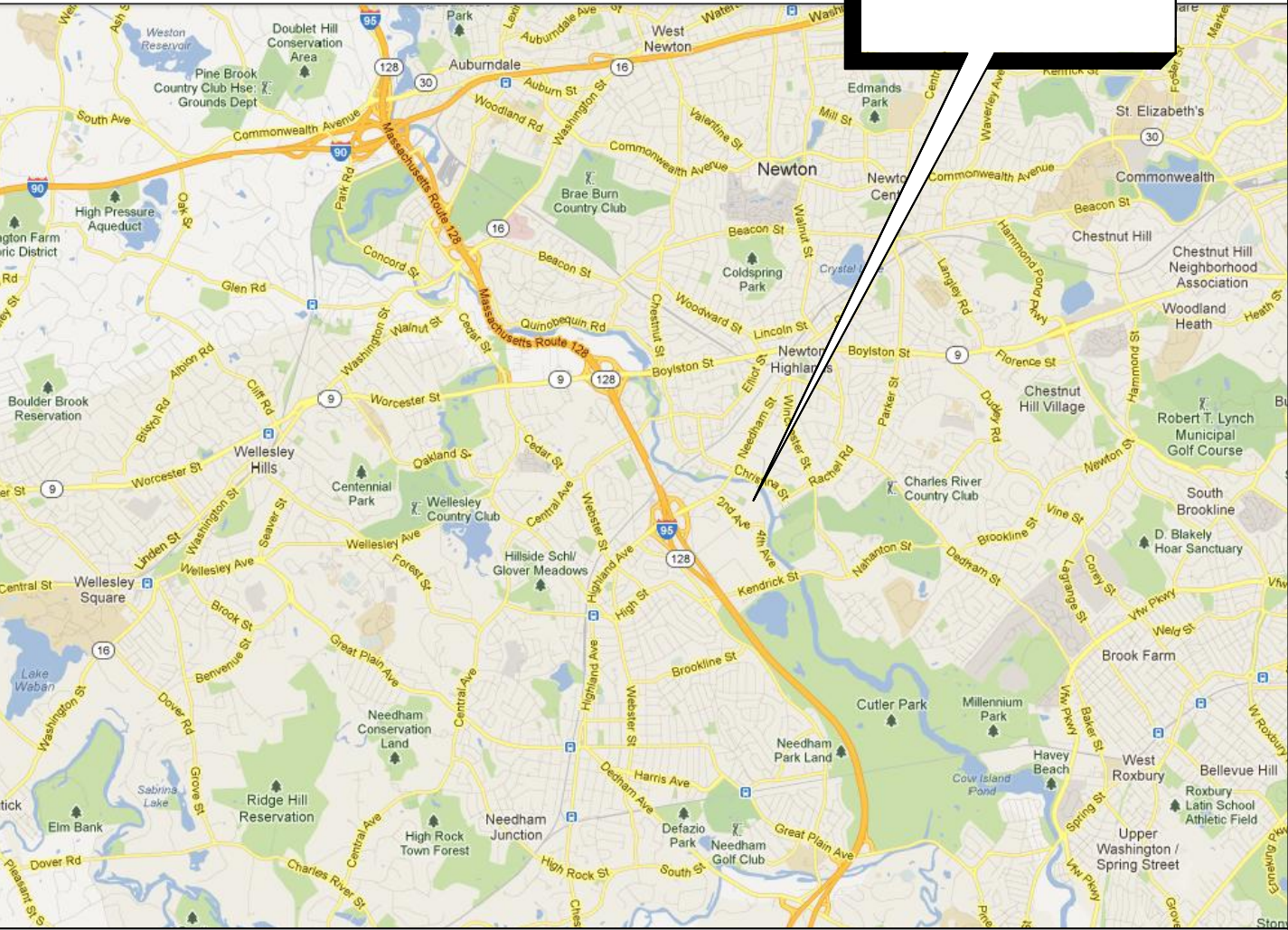
FOR NOTES, REFERENCES AND LEGEND SEE SHEET C1.1.

BEALS AND THOMAS, INC. SHALL NOT BE RESPONSIBLE FOR CONSTRUCTION MEANS, METHODS, TECHNIQUES, OR PROCEDURES UTILIZED BY THE CONTRACTOR, NOR FOR THE SAFETY OF PUBLIC OR CONTRACTORS EMPLOYEES; OR FOR THE FAILURE OF THE CONTRACTOR TO CARRY OUT THE WORK IN ACCORDANCE WITH THE CONTRACT DOCUMENTS.

NO PART OF THIS DOCUMENT MAY BE REPRODUCED, STORED IN A RETRIEVAL SYSTEM, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC, MECHANICAL, PHOTOCOPYING, RECORDING OR OTHERWISE, WITHOUT THE PRIOR WRITTEN PERMISSION OF BEALS AND THOMAS, INC. EXCEPT THAT ANY REGULATORY AUTHORITY MAY REPRODUCE AND TRANSMIT COPIES AS REQUIRED IN CONJUNCTION WITH PERFORMANCE OF OFFICIAL BUSINESS UNDER ITS JURISDICTION. ANY MODIFICATIONS TO THIS DOCUMENT WITHOUT THE WRITTEN PERMISSION OF BEALS AND THOMAS, INC. SHALL RENDER IT INVALID AND UNUSABLE.



144 Turnpike Road Southborough, Massachusetts 01772-2104
T 508.366.0560 | www.btlweb.com



LOCUS PLAN
SCALE: 1" = 3000'
DRAWING INDEX

C1.1	COVER SHEET
C1.2	NOTES, REFERENCES AND LEGEND SHEET
TP1.1	TOPOGRAPHIC PLAN
TP1.2	TOPOGRAPHIC PLAN
TP1.3	TOPOGRAPHIC PLAN
TP1.4	TOPOGRAPHIC PLAN
C2.1	SITE PREPARATION PLAN
C2.2	SITE PREPARATION PLAN
C2.3	SITE PREPARATION PLAN
C2.4	SITE PREPARATION PLAN
C3.1	LAYOUT AND MATERIALS PLAN
C3.2	LAYOUT AND MATERIALS PLAN
C3.3	LAYOUT AND MATERIALS PLAN
C3.4	LAYOUT AND MATERIALS PLAN
C3.5	ENLARGEMENT PLANS
C4.1	SITE DETAILS #1
C4.2	SITE DETAILS #2

	5/XX/2014	ISSUED FOR BIDDING
	2/11/2014	95% DRAWING SET—REVIEW WITH TOWN
	12/6/2013	75% DRAWING SET
	04/09/2013	FIRST ISSUE
REV.	DATE	ISSUE

NOT ISSUED FOR
CONSTRUCTION

COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C1.1
DRAWN:	PROJECT NUMBER: 2374.00	SCALE:
CHECKED:	DRAWING NUMBER: 2374P002D-001	DATE: APR 09, 2013

ALL LINES AND DIMENSIONS ARE PARALLEL OR PERPENDICULAR TO THE LINES FROM WHICH THEY ARE MEASURED UNLESS OTHERWISE INDICATED.

CONTRACTOR SHALL REPORT SIGNIFICANT CONFLICTS TO THE OWNER AND THE ENGINEER FOR RESOLUTION.

THE CONTRACTOR SHALL NOTIFY THE ENGINEER OF ANY DISCREPANCIES BETWEEN SITE PLAN DIMENSIONS AND BUILDING PLANS BEFORE PROCEEDING WITH ANY PORTION OF THE WORK WHICH MAY BE AFFECTED SO THAT PROPER ADJUSTMENTS TO THE SITE LAYOUT CAN BE MADE IF NECESSARY.

ACCESSIBLE RAMPS SHALL BE PER MASSACHUSETTS STATE CODE AND THE AMERICANS WITH DISABILITIES ACT (ADA) ACCESSIBILITY GUIDELINES (WHICHEVER IS MORE STRINGENT).

PROTECT EXISTING PROTECTED MONUMENTS AND ABUTTING PROPERTIES DURING CONSTRUCTION ACTIVITIES.

PLANTING NOTES

ALL PLANT MATERIAL SHALL CONFORM TO THE MINIMUM GUIDELINES ESTABLISHED BY THE AMERICAN STANDARD FOR NURSERY STOCK PUBLISHED BY THE AMERICAN NURSERY AND LANDSCAPE ASSOCIATION.

ANY PROPOSED SUBSTITUTIONS OF PLANT MATERIAL SHALL BE MADE WITH MATERIAL EQUIVALENT TO THE DESIRED MATERIAL IN OVERALL FORM, HEIGHT, BRANCHING HABIT, FLOWER, LEAF, COLOR, FRUIT AND CULTURE. PROPOSED SUBSTITUTIONS WILL ONLY BE CONSIDERED IF SUBMITTED WITH ENUMERATED REASONS WHY SUBSTITUTIONS ARE PROPOSED.

ALL PLANTING BEDS TO BE FILLED WITH SOIL AND CROWNED ABOVE ADJACENT LAWN OR IMPROVED AREAS. ALL PLANTING BEDS TO BE MULCH WITH AGED PINE BARK MULCH TO A DEPTH OF THREE (3) INCHES.

CAUTION SHALL BE USED NOT TO EXTEND MULCH LAYER ABOVE SOIL LEVEL AT TRUNKS/STEMS OF INSTALLED PLANT MATERIAL.

PROVIDE FIVE (5) FOOT DIAMETER MULCH CIRCLE AROUND EACH ADJACENT TREE PLANTINGS AND CONTINUOUS MULCH BED AROUND SHRUB PLANTINGS.

VERIFY ALL EXISTING UTILITY LINES PRIOR TO PLANTING AND REPORT ANY CONFLICTS TO THE OWNER OR HIS REPRESENTATIVE.

NO PLANT SHALL BE PLANTED BEFORE ACCEPTANCE OF ROUGH GRADING.

PLANT MATERIALS SHALL BEAR SAME RELATIONSHIP TO GRADE AS THEY BORE TO GRADE IN THE NURSERY.

ALL PLANT MATERIALS SHALL BE GUARANTEED FOR ONE YEAR FOLLOWING DATE OF FINAL ACCEPTANCE.

LOAM AND SEED ALL DISTURBED AREAS UNLESS OTHERWISE INDICATED.

REGRADE STOCKPILE AREA AFTER REMOVAL OF SURPLUS MATERIALS (SEE SITE WORK SPECIFICATIONS). LOAM AND SEED THE DISTURBED AREA.

TPOSSL STRIPPED FROM THE SITE AND PROPERLY STOCKPILED PRIOR TO APPLICATION MAY, UPON APPROVAL OF THE ENGINEER, BE USED FOR PREPARATION OF LAWNS AND PLANTING AREAS. SOIL OF LARGE ONE (1) INCH OR GREATER COBBLES, ROCKS, OLD SOD, TRASH, WOOD OR OTHER CONTAMINANTS AND BE OF A FRIABLE CONSISTENCY AND SUITABLE FOR PLANT GROWTH.

THE LANDSCAPE CONTRACTOR SHALL FURNISH TPOSSL. TPOSSL SHALL BE FERTILE, FRIABLE, NATURAL AND PRODUCTIVE TPOSSL OF GOOD LOAM-LOAM TYPE. IT SHALL BE FREE OF WEED SEEDS. TPOSSL SHALL BE WITHOUT ADDITION OF SUBSOIL AND SHALL BE REASONABLY FREE OF STONES, LIMBS, ROCKS, STICKS AND OTHER FOREIGN MATTER. TPOSSL SHALL NOT BE WORKED OR APPLIED IN A MUDDY OR WET CONDITION.

TPOSSL SHALL BE SPREAD TO A MINIMUM DEPTH OF FOUR (4) INCHES AFTER SETTING ON ALL STRIPPED PLANTED AREAS INCLUDING SLOPE STABILIZATION, LAWN AREAS AND PLANTING BEDS AFTER FILLS ARE PROPERLY SETTLED AND SUBGRADE HAS BEEN APPROVED BY THE OWNER. SETTLED TPOSSL SHALL BE UP TO THE FINISHED GRADE AS CALLED FOR ON THE DRAWINGS. SCARIFY SUBGRADE TO A DEPTH OF TWO (2) INCHES BEFORE PLACING TPOSSL.

REMOVE ALL ROCKS AND DEBRIS FROM SOIL SURFACE AND GRADE TO AN EVEN SURFACE.

SPREAD 10-10-10 FERTILIZER AT A RATE OF TWENTY-TWO (22) POUNDS PER ONE THOUSAND (1,000) SQUARE FEET AND INCORPORATE INTO THE SOIL UNFORMALLY.

APPLY DOLOMITE LIME AT THE RATE OF ONE HUNDRED (100) POUNDS PER ONE THOUSAND (1,000) SQUARE FEET THE AREAS BEING PREPARED FOR PLANTING.

PLANTING SEED SHALL BE SOWN IN SEASONAL CONDITIONS AS APPROPRIATE FOR GOOD SEED SURVIVAL, OR AT SUCH TIMES AS APPROVED BY THE OWNER. PROVIDE SUFFICIENT HOSE AND SPRINKLER HEADS FOR ADEQUATE WATERING TO MAINTAIN A MOST SEED BED AT ALL TIMES.

PLANTING SEED SHALL BE SOWN EVENLY WITH MECHANICAL SPREADER OR BY HAND AT THE RATE OF SIX (6) POUNDS PER ONE THOUSAND (1,000) SQUARE FEET. ALL SEEDING SHALL BE DONE IMMEDIATELY WHEN THE WIND DOES NOT EXCEED A VELOCITY OF FIVE (5) MILES PER HOUR AND THE SOIL SHALL BE DRY.

AFTER SEEDING, THE SURFACE OF THE SOIL SHALL BE EVENLY RAKED WITH A FINE-TOOTHED RAKE OR RAKE OWNERS REPRESENTATIVE WITH A HAND ROLLER WEIGHING NOT LESS THAN ONE HUNDRED (100) POUNDS PER FOOT OF WIDTH.

STRAW MULCH SHALL BE SPREAD UNFORMLY AROUND ALL SEEDED AREAS AT THE RATE OF TWO (2) BALES PER ONE THOUSAND (1,000) SQUARE FEET.

WATER, MULCH AND SEED BED THOROUGHLY AND IMMEDIATELY AFTER COMPLETION OF MULCHING. SOIL SHALL BE MOISTENED TO A DEPTH OF FOUR (4) INCHES. CONTRACTOR SHALL INSTRUCT OWNERS REPRESENTATIVE ON APPROPRIATE WATERING PROCEDURES DURING INITIAL ESTABLISHMENT.

IF CERTAIN OF THE LAWN AREAS DO NOT SHOW A PROMPT "CATCH", THESE SHALL BE RESEEDED AT THE SAME RATE AND IN THE SAME MANNER AS BEFORE IN INTERVALS OF TEN (10) DAYS, WHICH PROCESS SHALL CONTINUE UNTIL A GROWTH OF GRASS IS ESTABLISHED OVER THE ENTIRE AREA.

PROTECT NEWLY TPOSSLED, GRADED AND/OR SEEDD AREAS FROM TRAFFIC AND EROSION. KEEP AREAS FREE OF TRASH AND DEBRIS RESULTING FROM LANDSCAPE CONTRACTOR OPERATIONS.

PLACE WARNING SIGNS IN SEEDD AREAS AND ERECT NECESSARY BARRICADES TO PREVENT DAMAGE BY PERSONS OR MACHINES AND MAINTAIN THESE FOR AT LEAST THIRTY (30) DAYS.

REPAIR AND REESTABLISH GRADES IN SETTLED, ERODED AND RUTTED AREAS TO THE SPECIFIED GRADE AND TOLERANCES.

	EXISTING	PROPOSED	
SEWER LINE/MANHOLE			100' BUFFER ZONE
DRAIN LINE/MANHOLE			MINOR CONTOUR
CATCH BASIN			MAJOR CONTOUR
FLARED END/INVERT			SPOT ELEVATION
GAS LINE/GATE	AD	AD	EDGE OF WATER
WATER LINE/GATE	BIT CONC	BIT CONC	AREA DRAIN
HYDRANT	BM	BM	BITUMINOUS CONCRETE
POST INDICATOR VALVE	CCB	CCB	BENCHMARK
TELEPHONE LINE/MANHOLE	CATV	CATV	CAPE COD BERM
ELECTRIC LINE/MANHOLE	CLDI	CLDI	CABLE TELEVISION
OVERHEAD WIRE	CONC	CONC	CEMENT LINED DUCTILE IRON
LIGHT POLE	CMP	CMP	CONCRETE
UTILITY POLE	CPE	CPE	CORRUGATED METAL PIPE
GUY WIRE	D	D	CORRUGATED POLYETHYLENE
SIGN	DCB	DCB	DOOR
POST	DI	DI	DOUBLE CATCH BASIN
BOLLARD POST	EM	EM	DROP INLET
HAND HOLE	EOP	EOP	ELECTRIC METER
CHAIN LINK FENCE	GM	GM	EDGE OF PAVEMENT
GUARDRAIL/GUIDERAIL	HW	HW	GAS METER
CONCRETE CURB	LD	LD	HEAD WALL
GRANITE CURB	OCS	OCS	LOADING DOCK
BITUMINOUS CONCRETE BERM	POB	POB	OUTLET CONTROL STRUCTURE
TREE	PVC	PVC	POINT OF BEGINNING
TREE LINE	RCP	RCP	POLYVINYL CHLORIDE
STONE WALL	RD	RD	REINFORCED CONCRETE PIPE
RIPRAP	ROW	ROW	ROOF DRAIN
	SGC	SGC	RIGHT-OF-WAY
BUILDING	TRANSF	TRANSF	SLOPED GRANITE CURB
No. OF PARKING SPACES IN ROW	WQI	WQI	ELECTRIC TRANSFORMER
BOUNDARY OF BORDERING	WW	WW	WATER QUALITY INLET
VEGETATED WETLAND	SB		WING WALL
APPROXIMATE BOUNDARY OF	CB		STONE BOUND
BORDERING VEGETATED WETLAND	DH	●DH	CONCRETE BOUND
APPROXIMATE GPS BOUNDARY OF	IP	○IP	DRILL HOLE
BORDERING VEGETATED WETLAND	IR	○IR	IRON PIN/IRON PIPE
BANK/BANK FLAG	FND		IRON ROD
POTENTIAL VERNAL POOL/FLAG	EPLP		FOUND
100-YEAR FLOOD ELEVATION	LCD		ESCUTCHEON PIN, LEAD PLUG
EROSION CONTROL BARRIER	MHB		LAND COURT DISK
	SB	SB	MASSACHUSETTS HIGHWAY BOUND
	CB	CB	STONE BOUND (TO BE SET)
	S/N		CONCRETE BOUND (TO BE SET)
	SPK		STAKE AND NAIL
	PK		SPIKE
			PK NAIL

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REV.	DATE	ISSUE

COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts

DRAWING NO.

C1.2

CONTRACT NO.

P13-2836-C1A

PROJECT NUMBER: 2374.00

SCALE:

DRAWING NUMBER: 2374P002D-002

DATE: APR 09, 2013

NOT ISSUED FOR
CONSTRUCTION

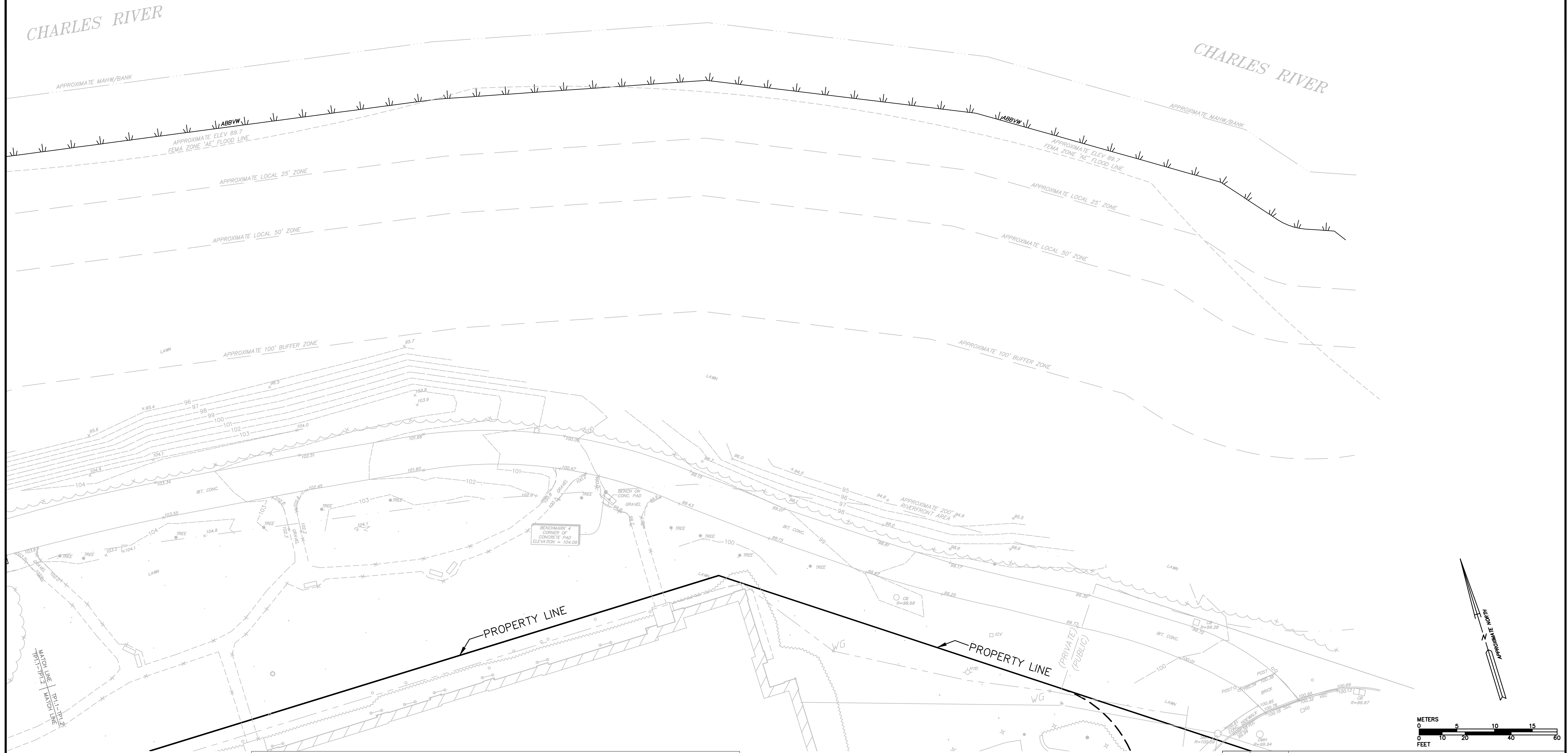
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NOTES

- 1) UNDERGROUND UTILITIES ARE NOT SHOWN.
- 2) THIS PLAN WAS PREPARED FROM AN ACTUAL SURVEY MADE ON THE GROUND USING A ZEISS ELTA TOTAL STATION ON OR BETWEEN DECEMBER 12, 2012 AND DECEMBER 13, 2012.
- 3) ALL ELEVATIONS REFER TO THE NORTH AMERICAN VERTICAL DATUM OF 1988 (NAVD88).
- 4) NAVD88 DATUM ESTABLISHED BY GPS-OPUS METHODS.
- 5) THE 100-YEAR FLOOD ELEVATION ESTABLISHED BY FEMA FLOOD INSURANCE STUDY FIS25021CV003A PANELS 38P & 39P.
- 6) APPROXIMATE FEMA ZONE 'AE' FLOOD LINE SCALED FROM FIRM MAP 25021C0037E.
- 7) WETLAND RESOURCE AREAS DELINEATED/IDENTIFIED BY BEALS AND THOMAS, INC. ON MARCH 12, 2013 IN ACCORDANCE WITH LOCAL, STATE AND FEDERAL REQUIREMENTS. FLAGS WERE LOCATED BY TAPE SURVEY METHOD.
- 8) APPROXIMATE MAHW/BANK SCALED FROM MASS GIS AERIAL IMAGE 22378945 AND REVIEWED FOR ACCURACY IN FIELD.

LEGEND

SMH
DMH
CB
G
HYD
UP
RES
S
ICV
MH
SGC
CONC
BIT. CONC.
TO
DCB
CLF
MAHW

SEWER MANHOLE
DRAIN MANHOLE
CATCH BASIN
GAS GATE
HYDRANT
UTILITY POLE
RAILROAD SIGNAL
SIGN
GATE POST
BOULDER
IRRIGATION CONTROL VALVE
TREE
MISC. MANHOLE
SLOPED GRANITE CURB
CONCRETE
BITUMINOUS CONCRETE
SPOT ELEVATION
TOP OF OVERGROWTH
DOUBLE CATCH BASIN
CHAIN LINK FENCE
MEAN ANNUAL HIGH WATER

VOC
BCB
124
130
BBVW
ABBVW
8F

FENCE
VERTICAL GRANITE CURB
BITUMINOUS CONCRETE BERM
EDGE OF WOODED AREA
MINOR CONTOUR
MAJOR CONTOUR
BOUNDARY OF BORDERING
VEGETATED WETLAND/BVW FLAG
APPROXIMATE BOUNDARY OF
BORDERING VEGETATED WETLAND
BANK/BANK FLAG
APPROXIMATE MAHW/BANK
BUFFER ZONE
APPROXIMATE BUFFER ZONE
RIVERFRONT AREA
APPROXIMATE RIVERFRONT AREA
APPROXIMATE 100-YEAR FLOOD
LINE (BORDERING LAND SUBJECT
TO FLOODING)

FOR NOTES, REFERENCES AND LEGEND SEE SHEET C1.1.

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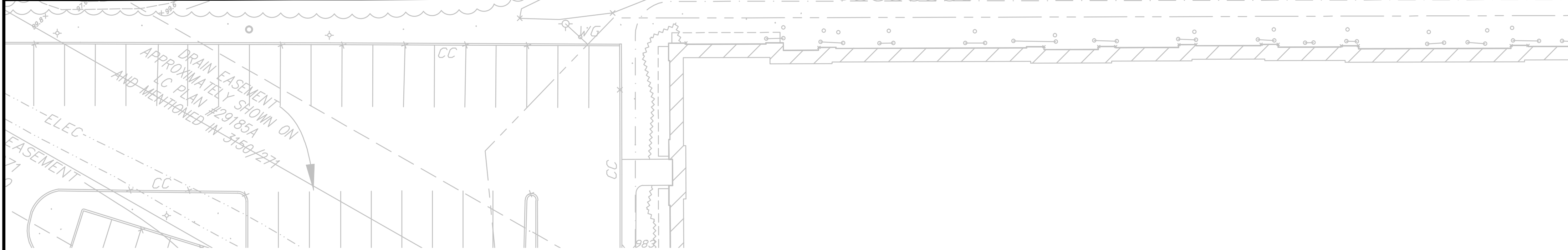
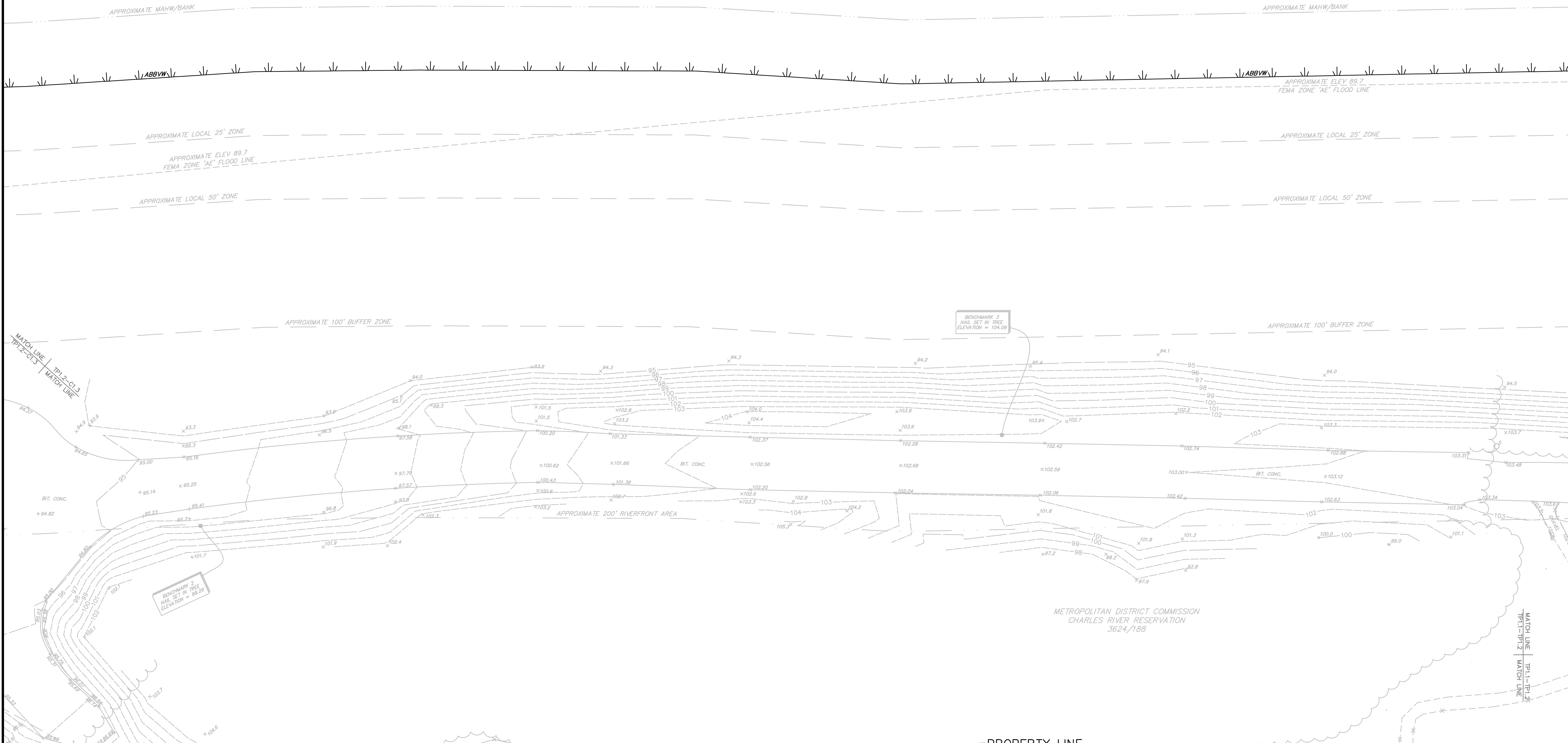
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	04/09/2013	FIRST ISSUE

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DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
TOPOGRAPHIC PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	TP1.1
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-003	DATE: APR 09, 2013

CHARLES RIVER



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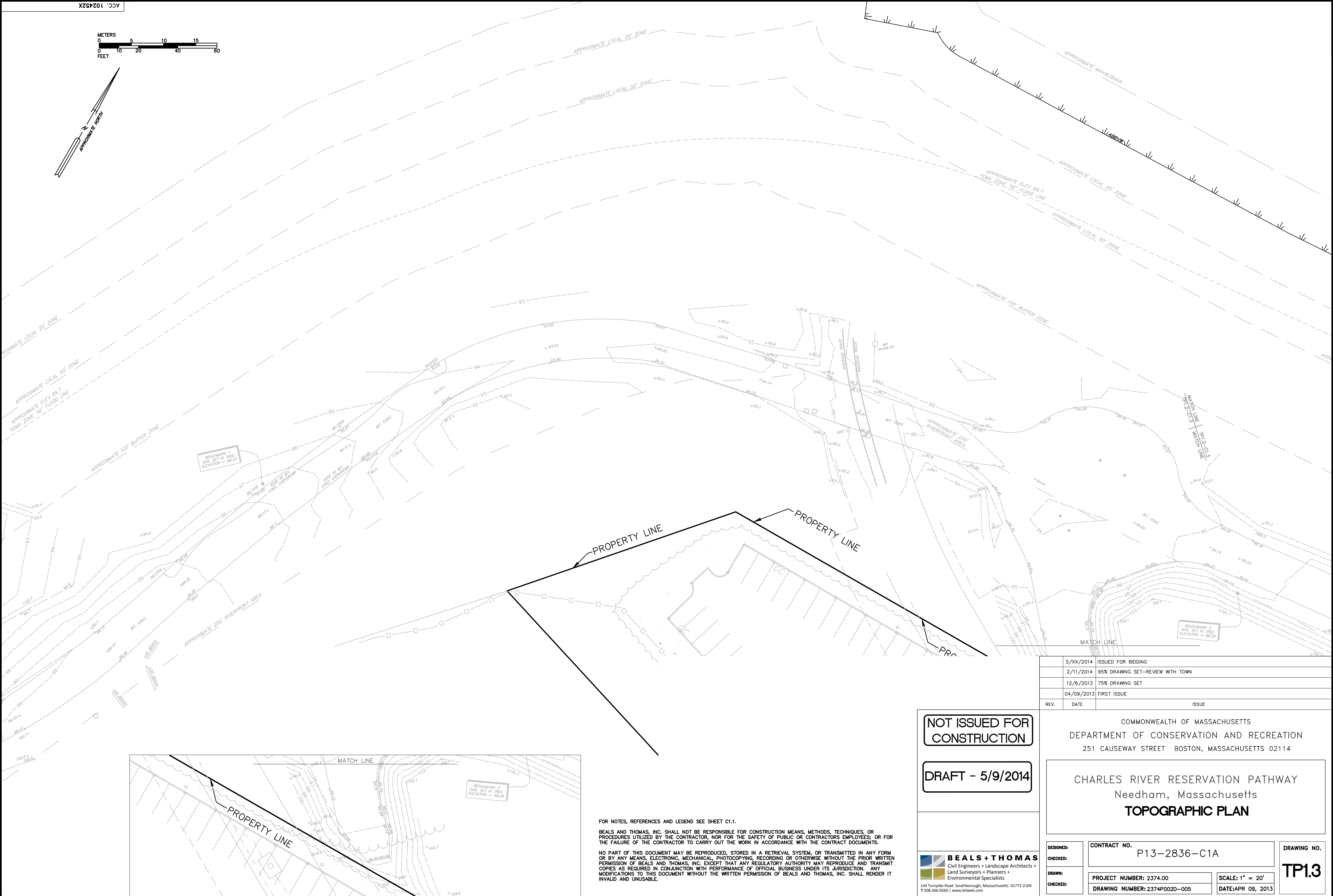
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COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
TOPOGRAPHIC PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	TP1.2
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-004	DATE: APR 09, 2013



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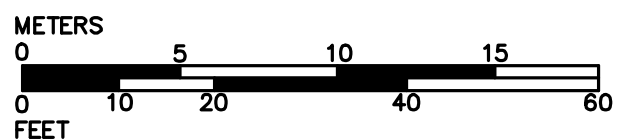
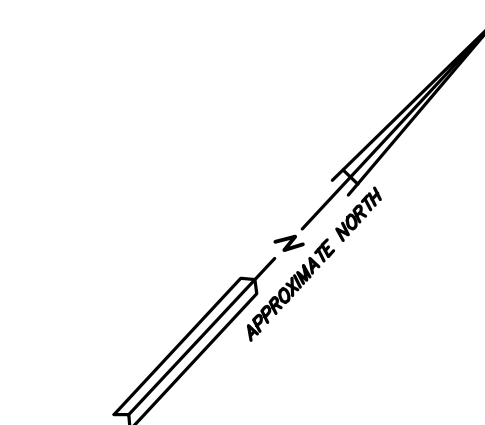
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COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
TOPOGRAPHIC PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	TP1.3
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-005	DATE: APR 09, 2013



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	2/11/2014	95% DRAWING SET--REVIEW WITH TOWN
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COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
TOPOGRAPHIC PLAN

DESIGNED: CHECKED: DRAWN: CHECKED:	CONTRACT NO. P13-2836-C1A		DRAWING NO. TP1.4	
	PROJECT NUMBER: 2374.00			SCALE: 1" = 20'
	DRAWING NUMBER: 2374P002D-006			DATE: APR 09, 2013

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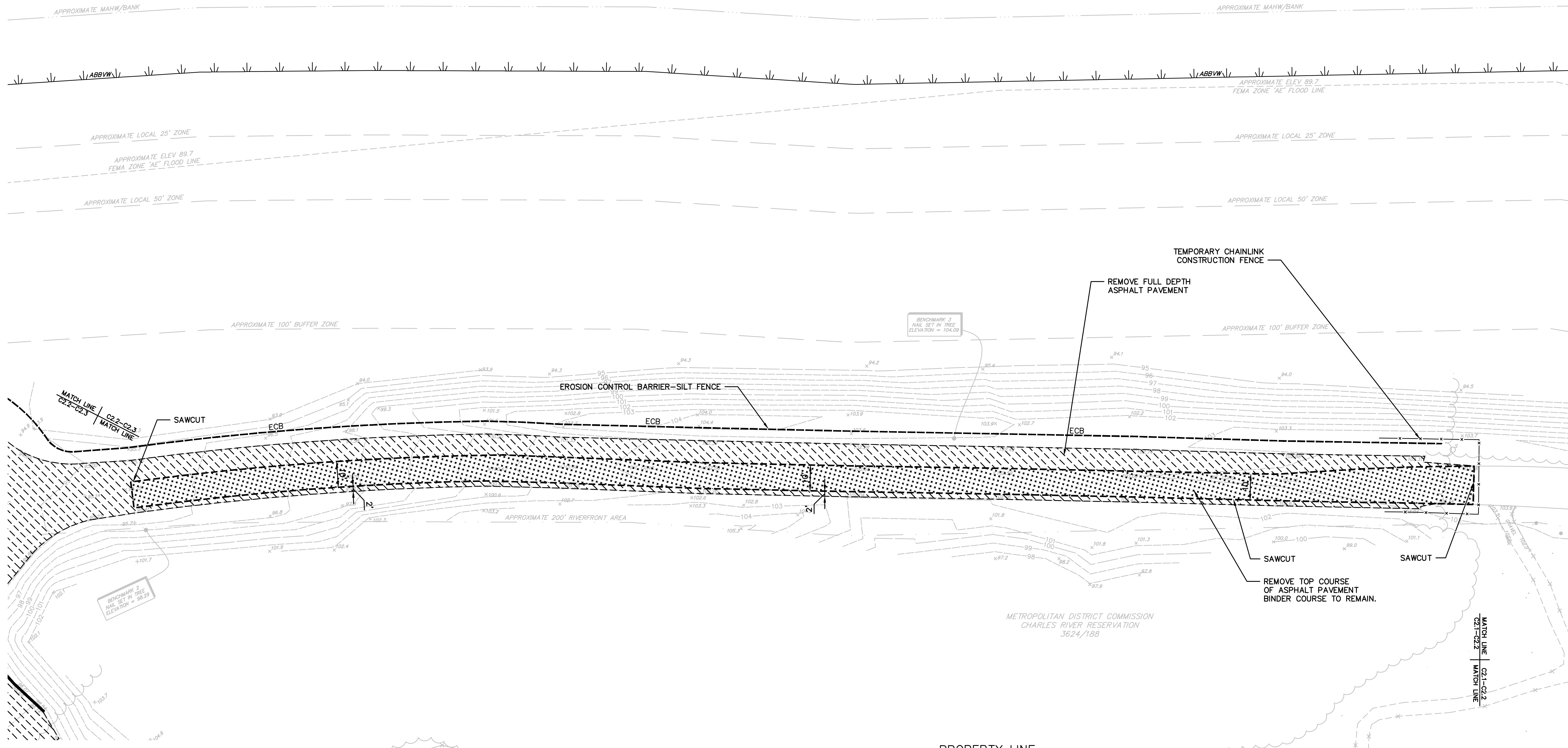
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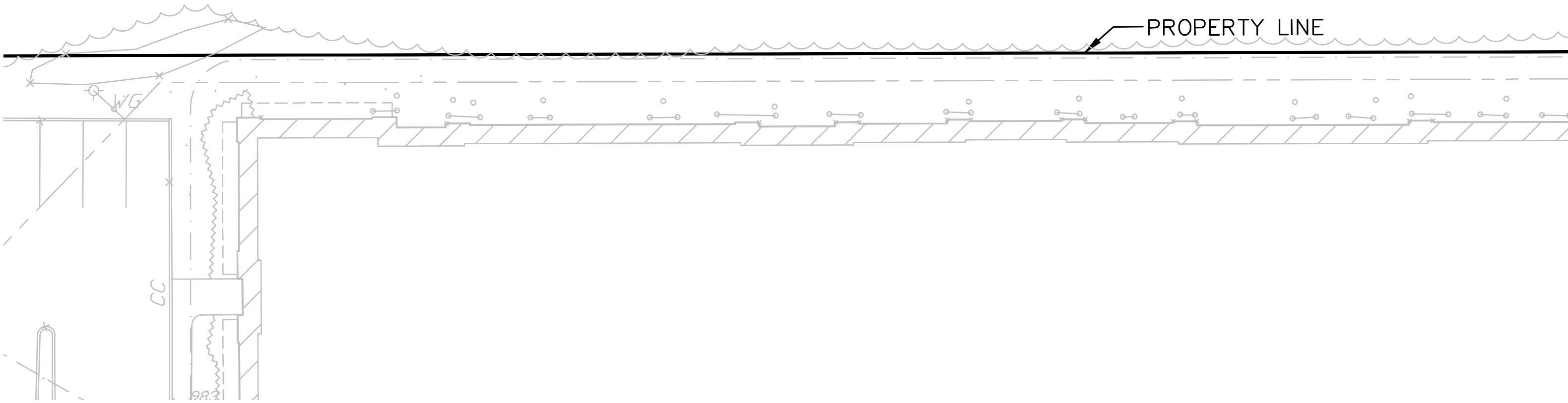
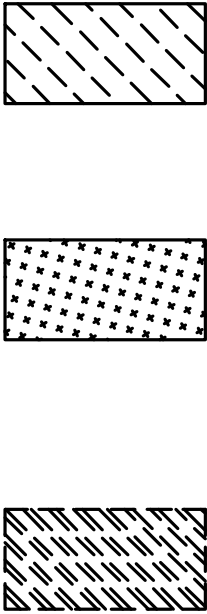


CHARLES RIVER



LEGEND

- REMOVE BITUMINOUS CONCRETE WALK (FULL DEPTH)
- REMOVE BITUMINOUS CONCRETE WALK TOP COURSE (COLD PLANE TO BINDER COURSE)
- REMOVE CONCRETE PAVERS



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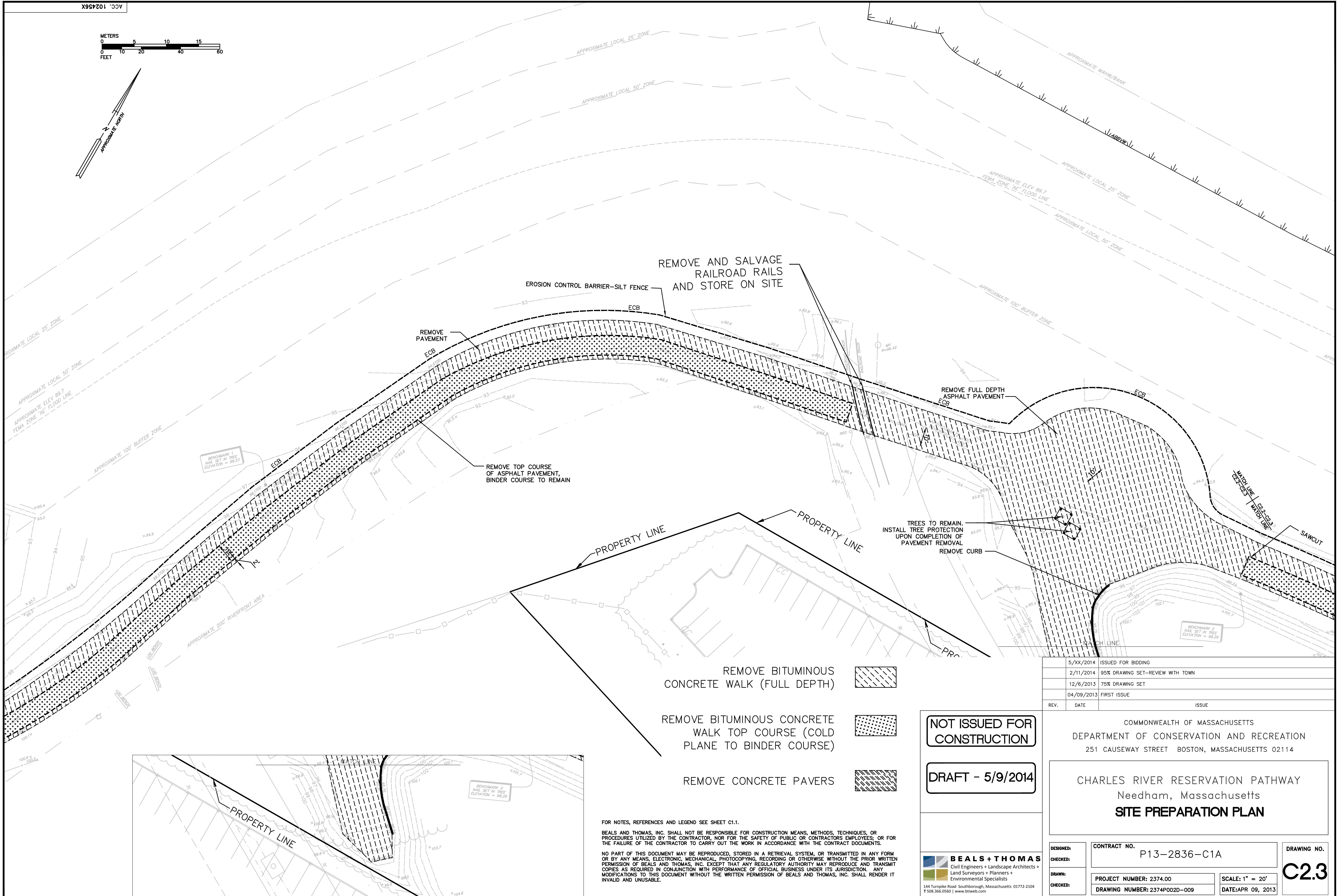
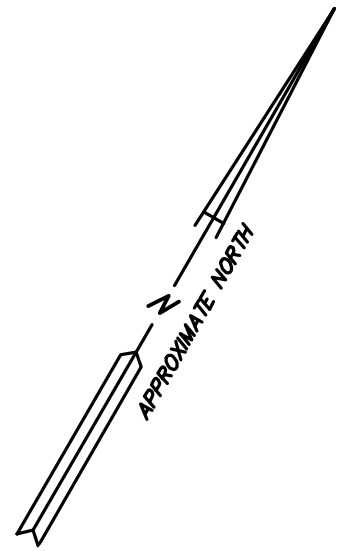
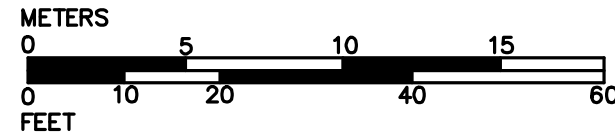
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	2/11/2014	95% DRAWING SET-REVIEW WITH TOWN
	12/6/2013	75% DRAWING SET
	04/09/2013	FIRST ISSUE
REV.	DATE	ISSUE

COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
SITE PREPARATION PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C2.2
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-008	DATE: APR 09, 2013

X654201 ACC. 102456X



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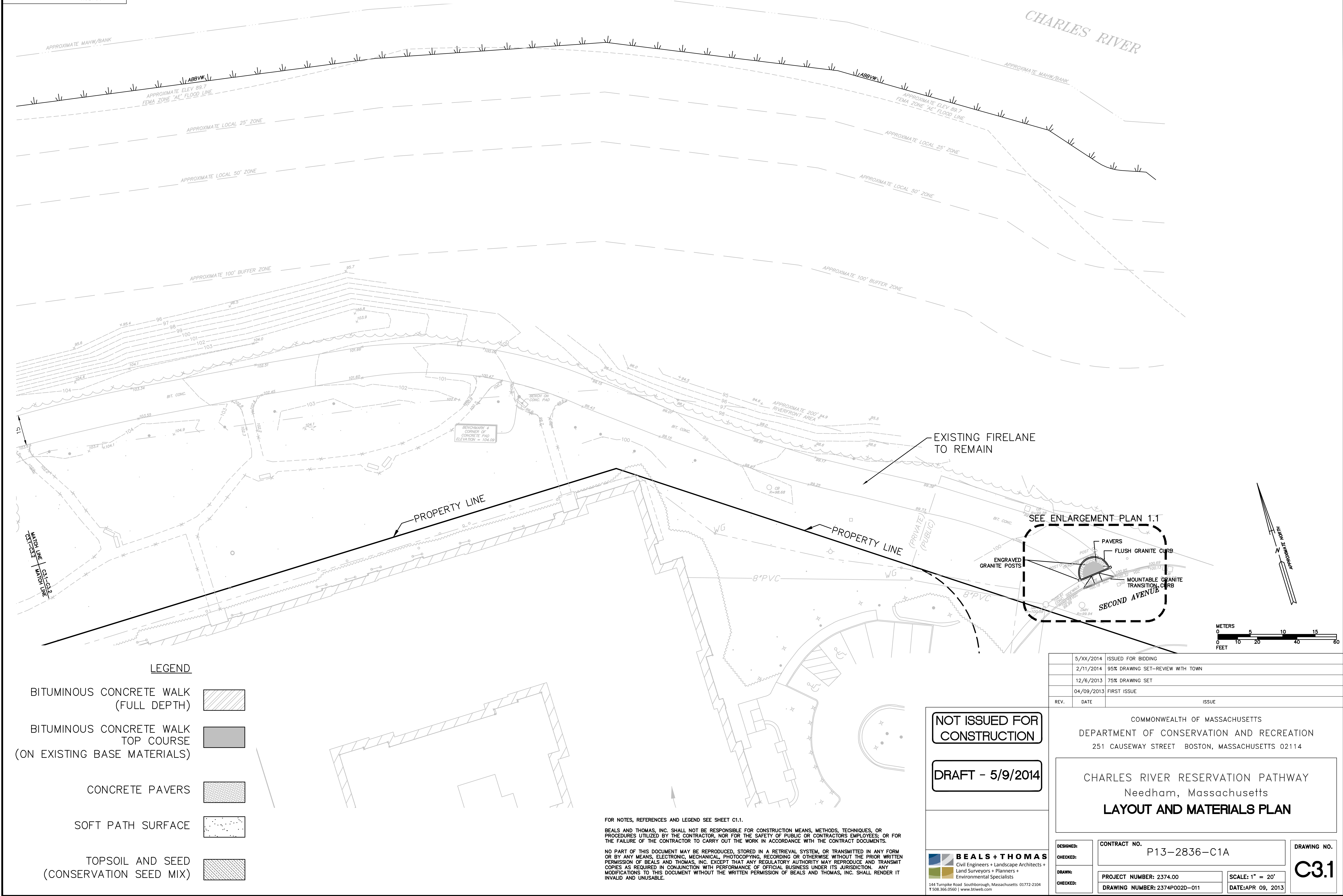
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	2/11/2014	95% DRAWING SET-REVIEW WITH TOWN
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COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
SITE PREPARATION PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C2.3
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-009	DATE: APR 09, 2013

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LEGEND

- BITUMINOUS CONCRETE WALK (FULL DEPTH)
- BITUMINOUS CONCRETE WALK TOP COURSE (ON EXISTING BASE MATERIALS)
- CONCRETE PAVERS
- SOFT PATH SURFACE
- TOPSOIL AND SEED (CONSERVATION SEED MIX)

FOR NOTES, REFERENCES AND LEGEND SEE SHEET C1.1.

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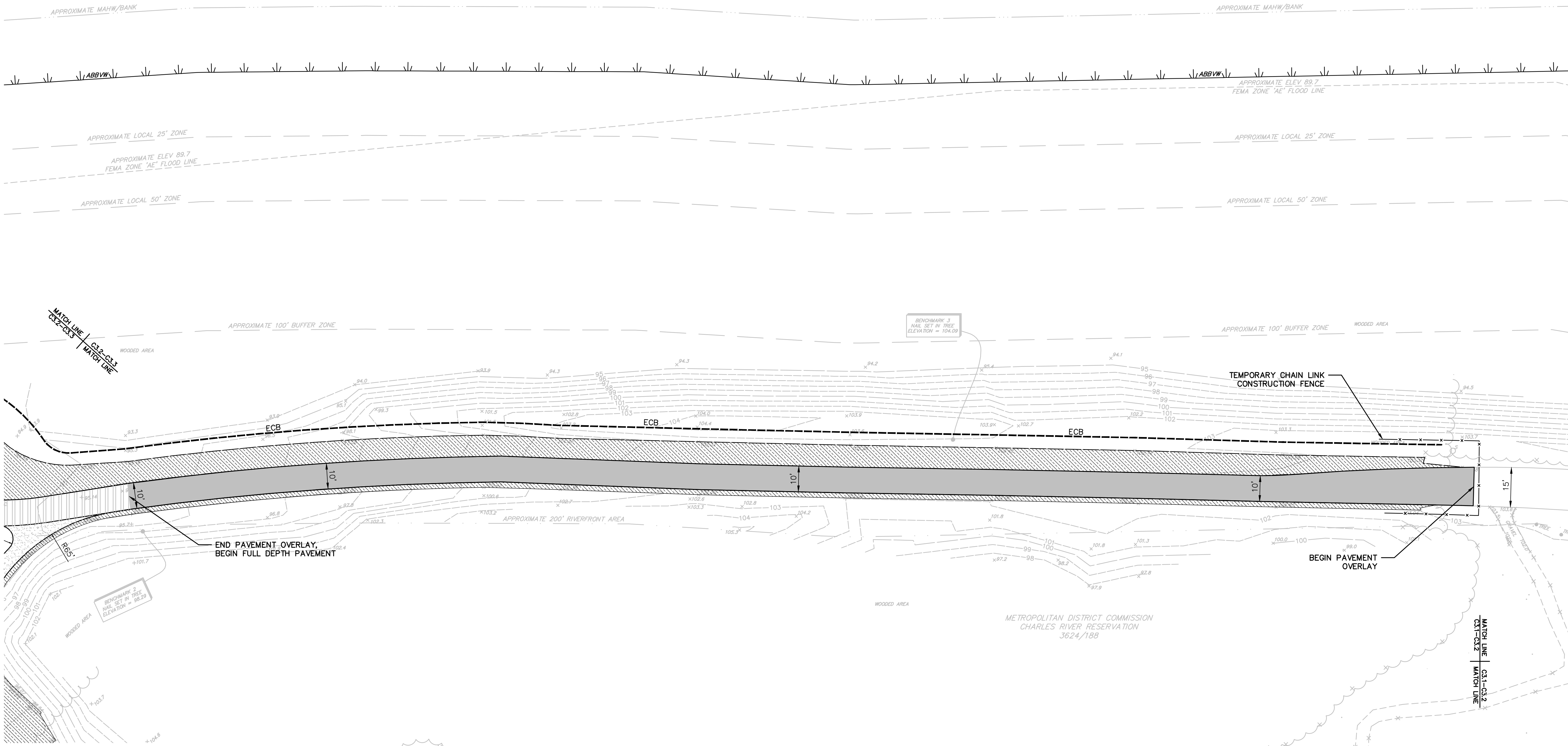
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COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
LAYOUT AND MATERIALS PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C3.1
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-011	DATE: APR 09, 2013

CHARLES RIVER



LEGEND

- BITUMINOUS CONCRETE WALK (FULL DEPTH)
- BITUMINOUS CONCRETE WALK TOP COURSE (ON EXISTING BASE MATERIALS)
- CONCRETE PAVERS
- SOFT PATH SURFACE
- TOPSOIL AND SEED (CONSERVATION SEED MIX)

FOR NOTES, REFERENCES AND LEGEND SEE SHEET C1.1.

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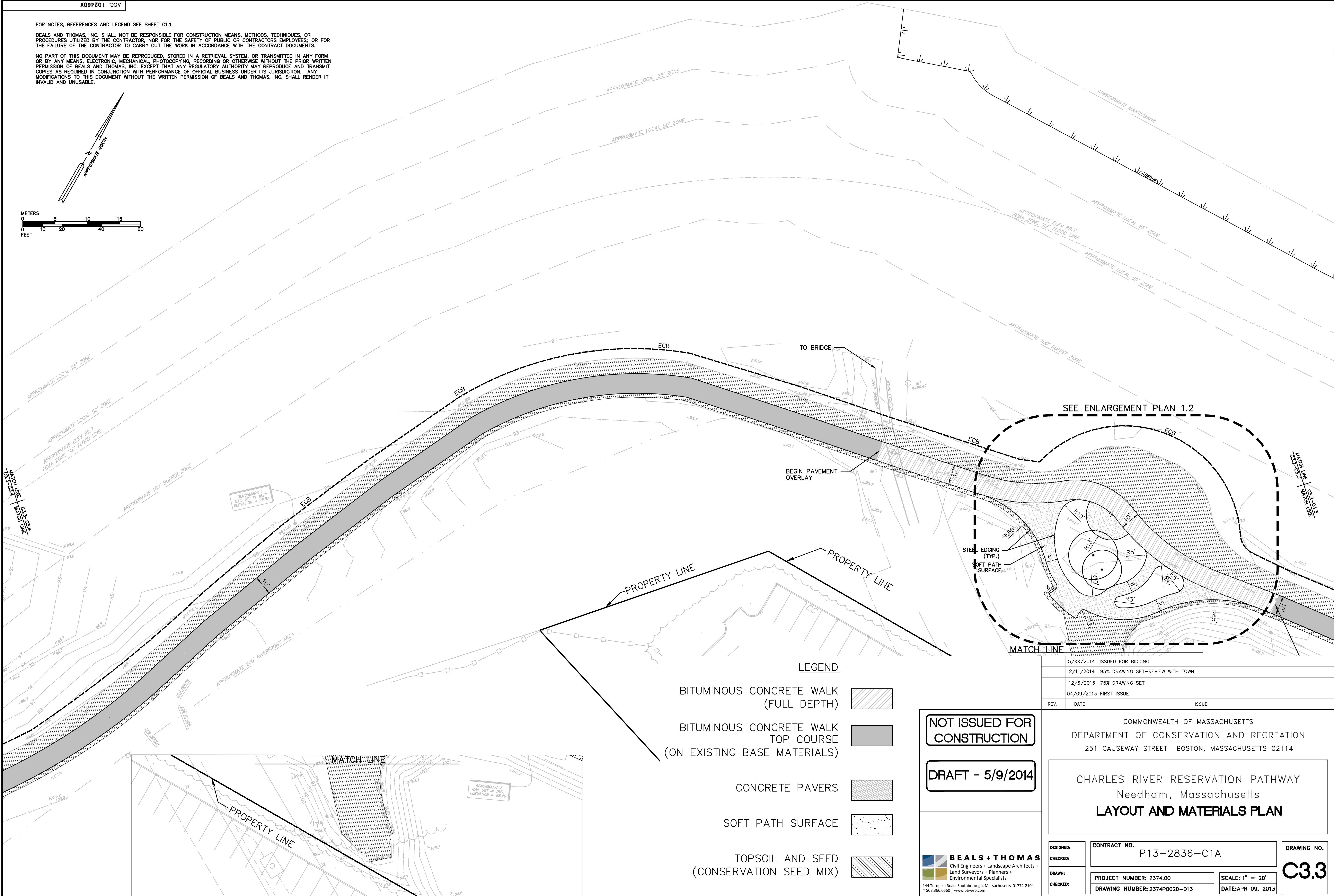
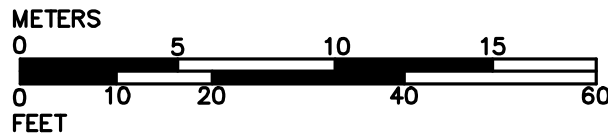
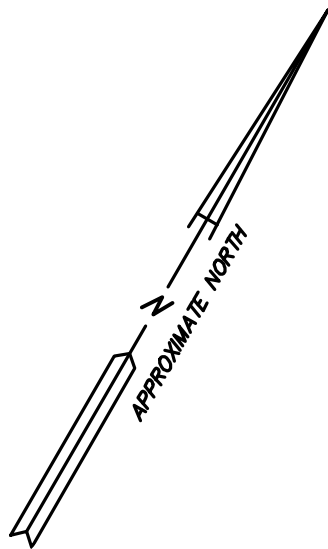
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Land Surveyors + Planners +
Environmental Specialists
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T 508.366.0560 | www.btlweb.com

	5/XX/2014	ISSUED FOR BIDDING
	2/11/2014	95% DRAWING SET—REVIEW WITH TOWN
	12/6/2013	75% DRAWING SET
	04/09/2013	FIRST ISSUE
REV.	DATE	ISSUE
COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF CONSERVATION AND RECREATION 251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114		
CHARLES RIVER RESERVATION PATHWAY Needham, Massachusetts LAYOUT AND MATERIALS PLAN		
DESIGNED:	CONTRACT NO.	
CHECKED:	P13—2836—C1A	
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D—012	DATE: APR 09, 2013
		C3.2

FOR NOTES, REFERENCES AND LEGEND SEE SHEET C1.1.

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LEGEND

- BITUMINOUS CONCRETE WALK (FULL DEPTH)
- BITUMINOUS CONCRETE WALK TOP COURSE (ON EXISTING BASE MATERIALS)
- CONCRETE PAVERS
- SOFT PATH SURFACE
- TOPSOIL AND SEED (CONSERVATION SEED MIX)

NOT ISSUED FOR CONSTRUCTION

DRAFT - 5/9/2014

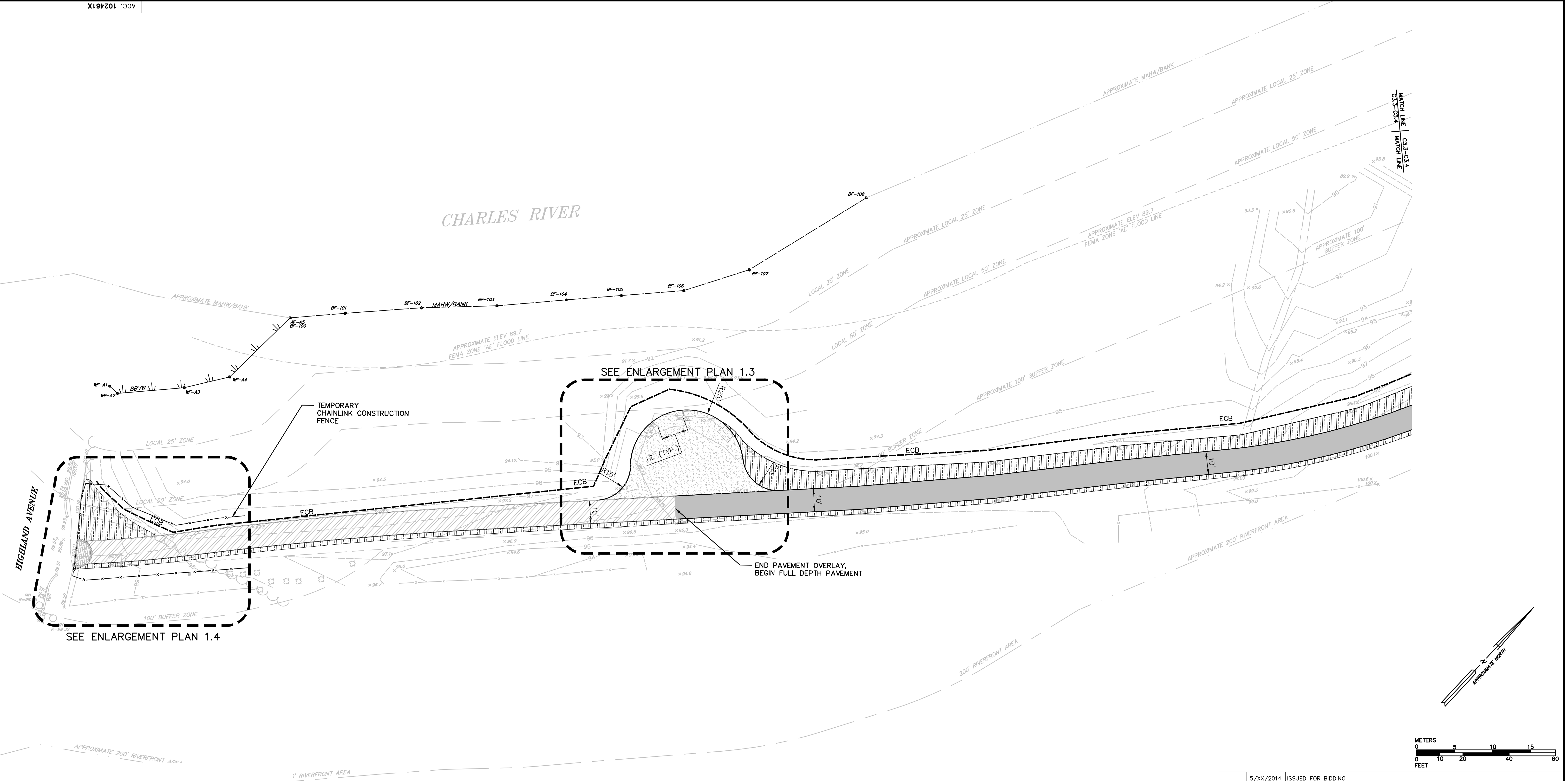


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CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
LAYOUT AND MATERIALS PLAN

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C3.3
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-013	DATE: APR 09, 2013



LEGEND

- BITUMINOUS CONCRETE WALK (FULL DEPTH)
- BITUMINOUS CONCRETE WALK TOP COURSE (ON EXISTING BASE MATERIALS)
- CONCRETE PAVERS
- SOFT PATH SURFACE
- TOPSOIL AND SEED (CONSERVATION SEED MIX)

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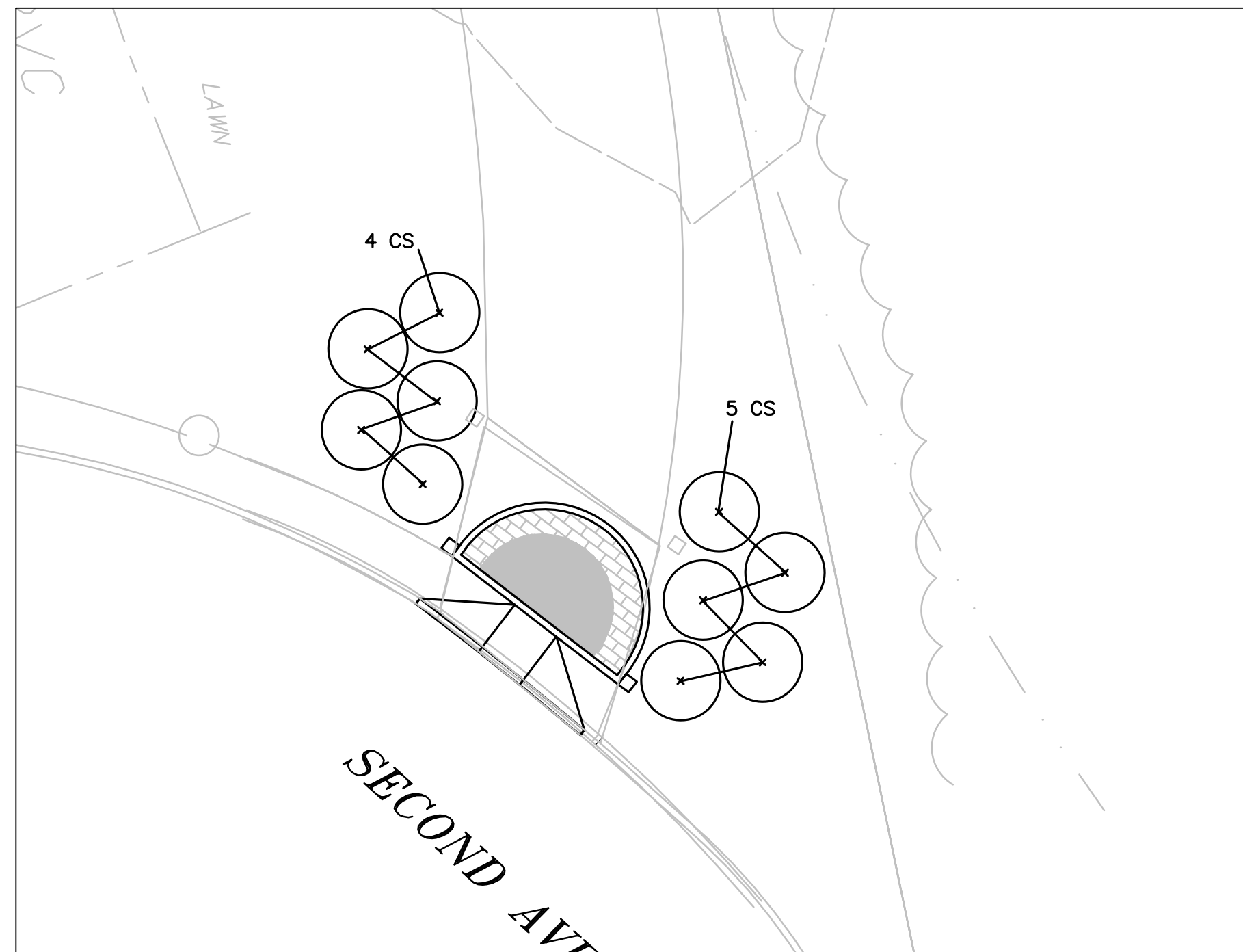
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CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
LAYOUT AND MATERIALS PLAN

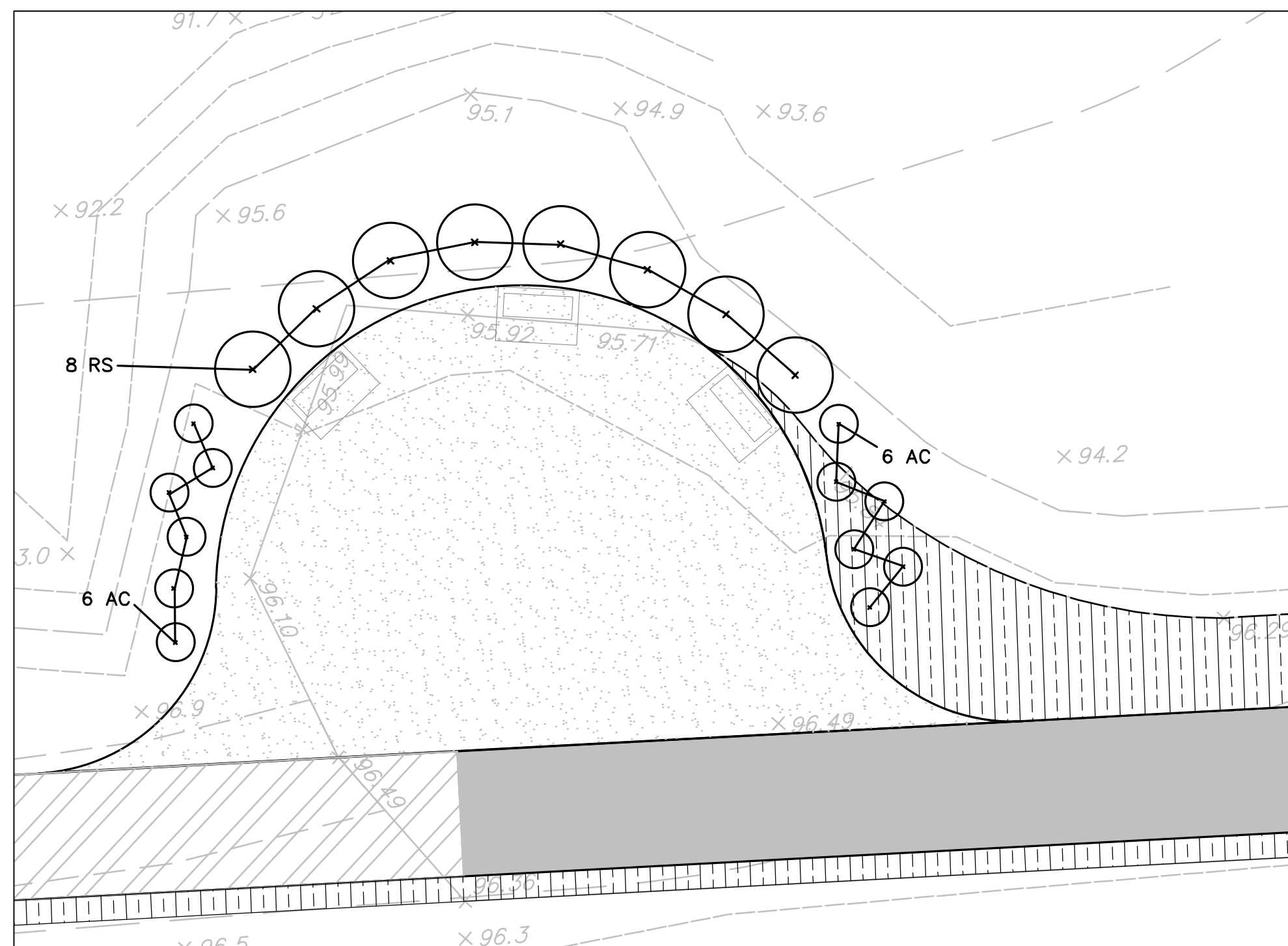
DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C3.4
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'
CHECKED:	DRAWING NUMBER: 2374P002D-014	DATE: APR 09, 2013

QUANTITY	KEY	BOTANICAL NAME	COMMON NAME	SIZE	MIN. TREE HT PER CAL. (ANSI Z.60.1)	SPACING	COMMENTS
DECIDUOUS TREES							
2	AR	ACER RUBRUM	RED MAPLE	2 1/2" - 3" CAL	8'	AS SHOWN	B&B
2	BP	BETULA POPULIFOLIA	GRAY BIRCH	2 1/2" - 3" CAL		AS SHOWN	B&B
SHRUBS							
16	AC	AMLANCHER CANADENSIS "SHADBLW"	SHADLOW SERVICEBERRY	18-24" HT		AS SHOWN	CONT.
10	IM	ILEX X MESEREAUE "BLUE GIRL"	"BLUE GIRL" HOLLY	#5 POT		AS SHOWN	CONT.
10	LC	LEXANTIA "GREEN LUSTRE"	"GREEN LUSTRE" HOLLY	#5 POT		AS SHOWN	CONT.
17	CS	CORNUS SERICEA "BAILEY"	BAILEY RED TWIG DOGWOOD	#7 POT		AS SHOWN	CONT.
20	MP	MYRTILLA PENSYLVANICA	NORTHERN BAYBERRY	#7 POT		AS SHOWN	CONT.
10	CD	CHOCODENDRON "SCINTILLATION"	SCINTILLATION RHODODENDRON	2-5' HT		AS SHOWN	CONT.
16	VD	VIBURNUM PENTATUM	ARROWWOOD VIBURNUM	3-4" HT		AS SHOWN	B&B
16	VB	VIBURNUM BURKWOODII	BURKWOOD VIBURNUM	#7 POT		AS SHOWN	CONT.
10	VP	VIBURNUM PLICATUM TOMENTOSUM "SHASTA"	"SHASTA" DOUBLEFILE VIBURNUM	#7 POT		AS SHOWN	CONT.
HERBACEOUS							
41	HP	HOSTA "PATRIOT"	PATRIOT HOSTA	#2 POT		AS SHOWN	CONT.



ENLARGEMENT PLAN 1.1

SCALE: 1 = 10'



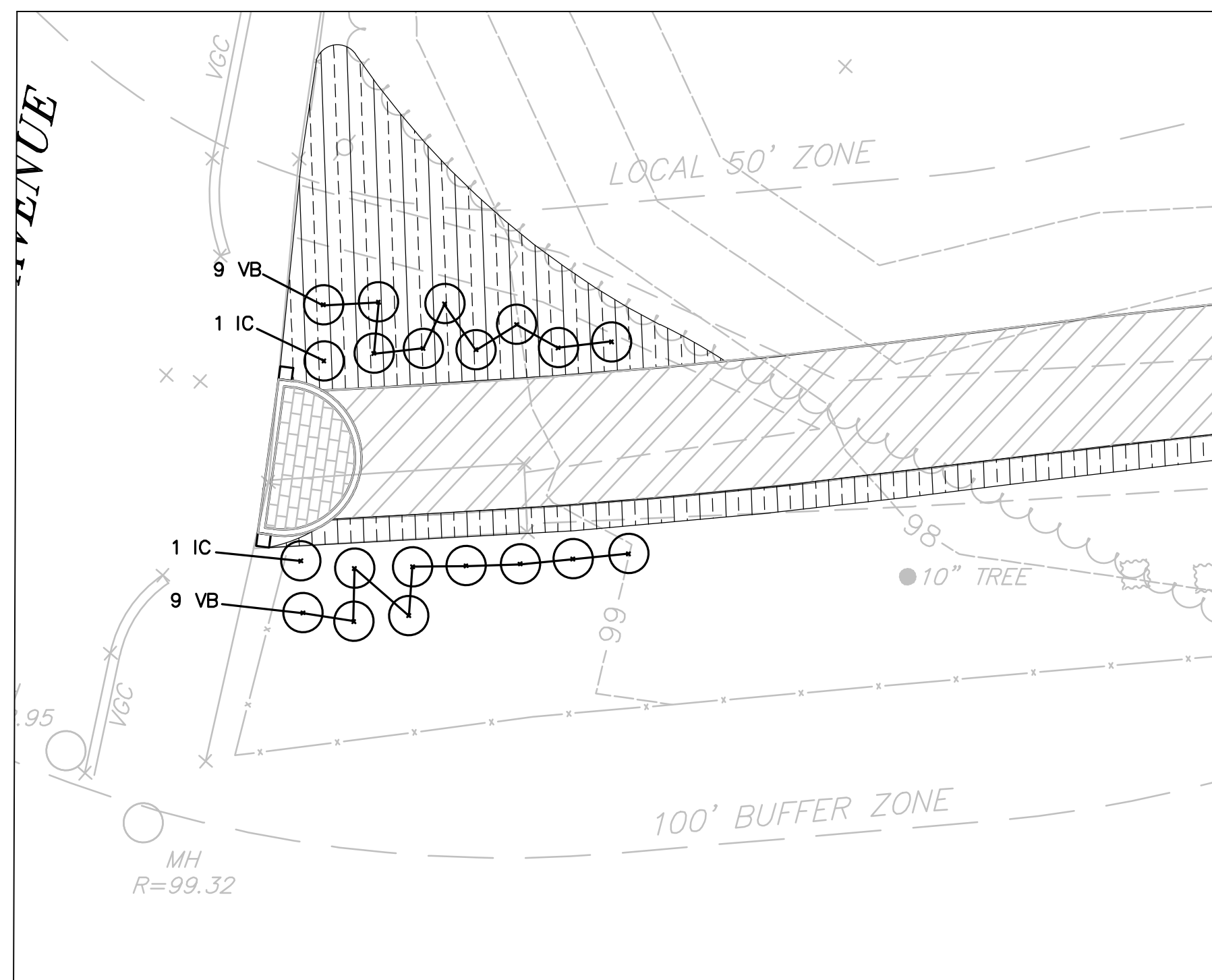
ENLARGEMENT PLAN 1.3

SCALE: 1" = 10'



ENLARGEMENT PLAN 1.2

SCALE: 1 - 10



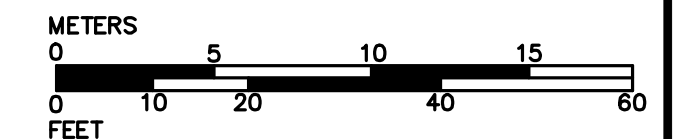
ENLARGEMENT PLAN 1.4

SCALE: 1" = 10'

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DEPARTMENT OF CONSERVATION AND RECREATION
251 CAUSEWAY STREET BOSTON, MASSACHUSETTS 02114

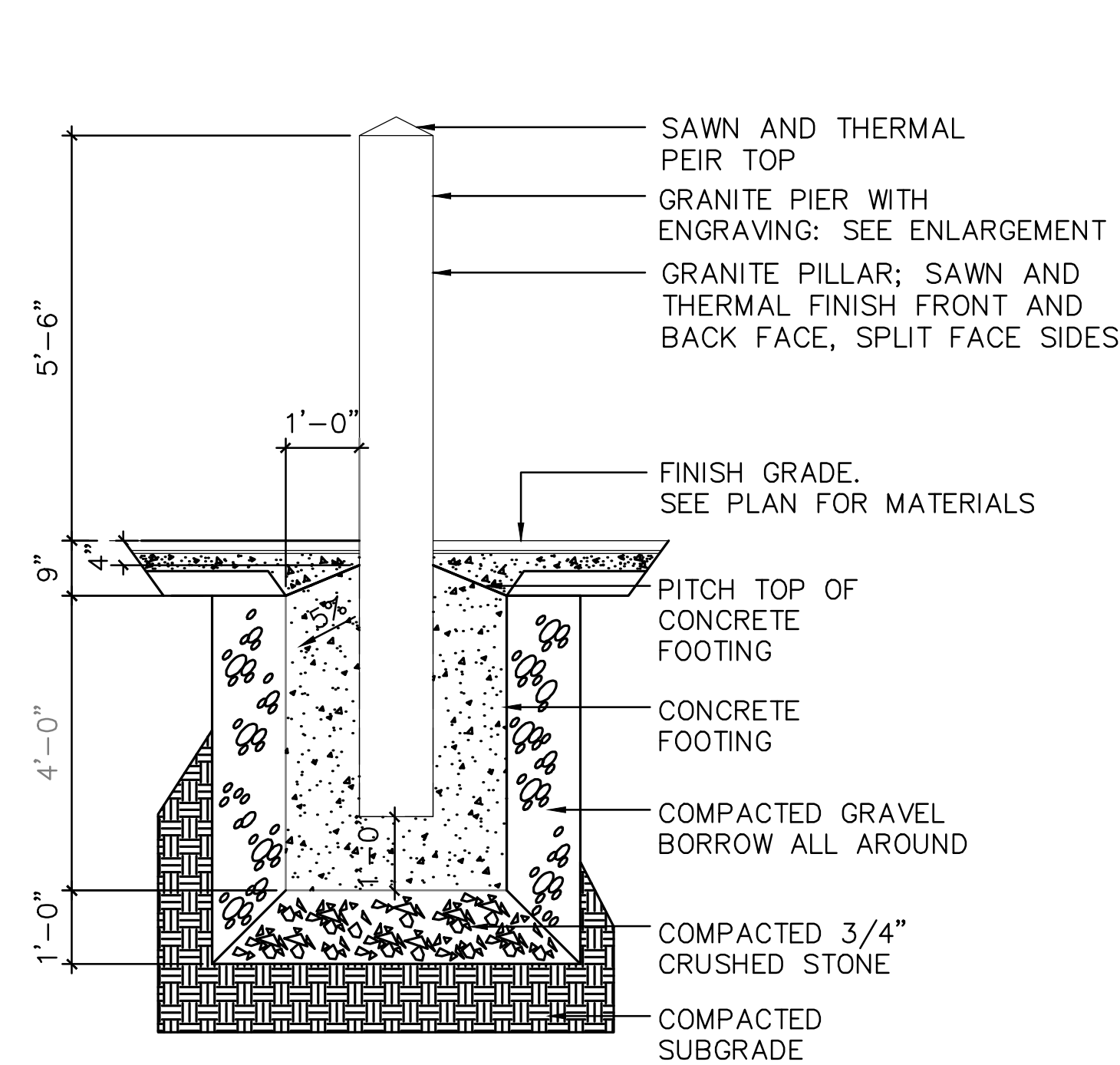
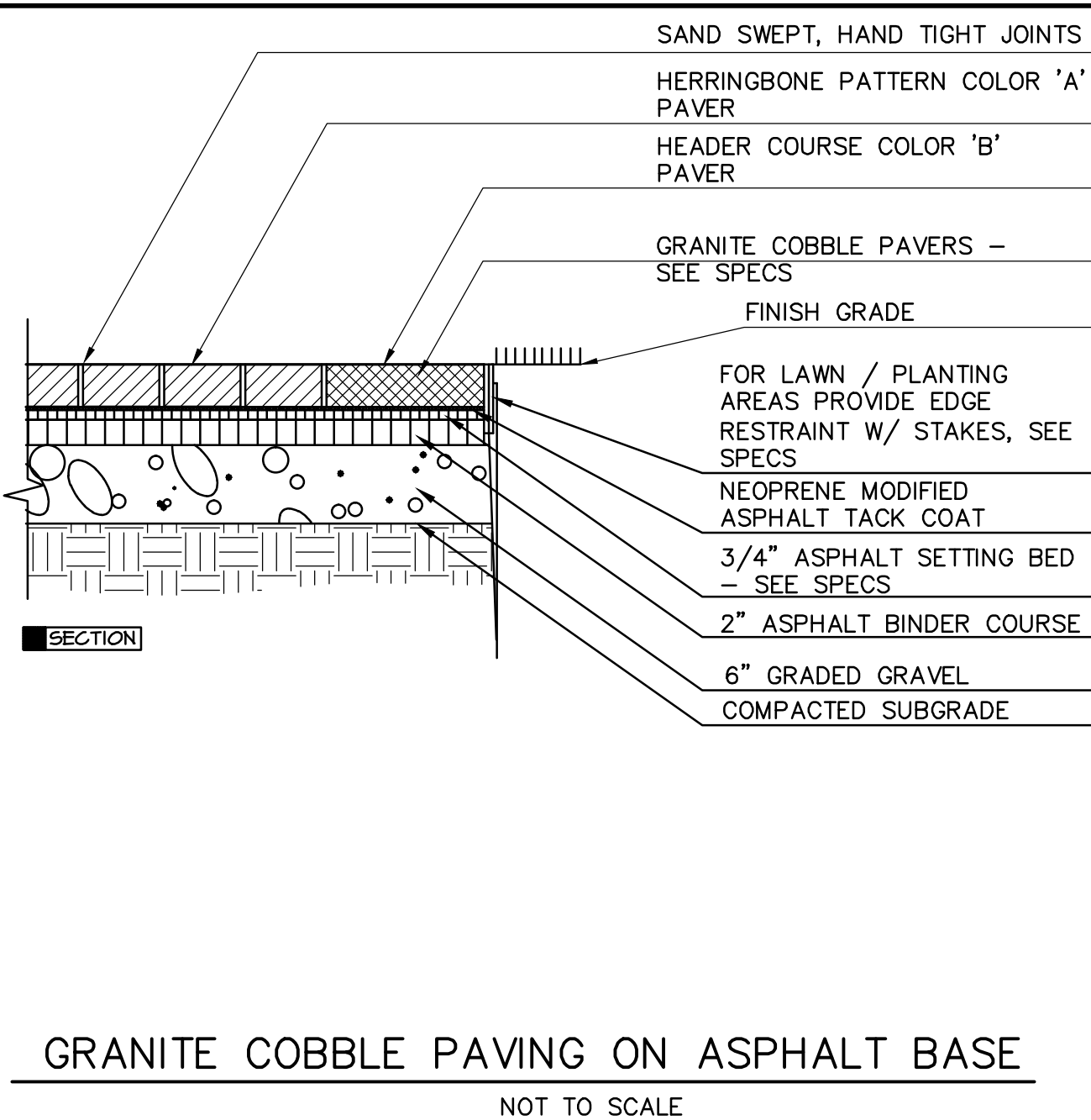
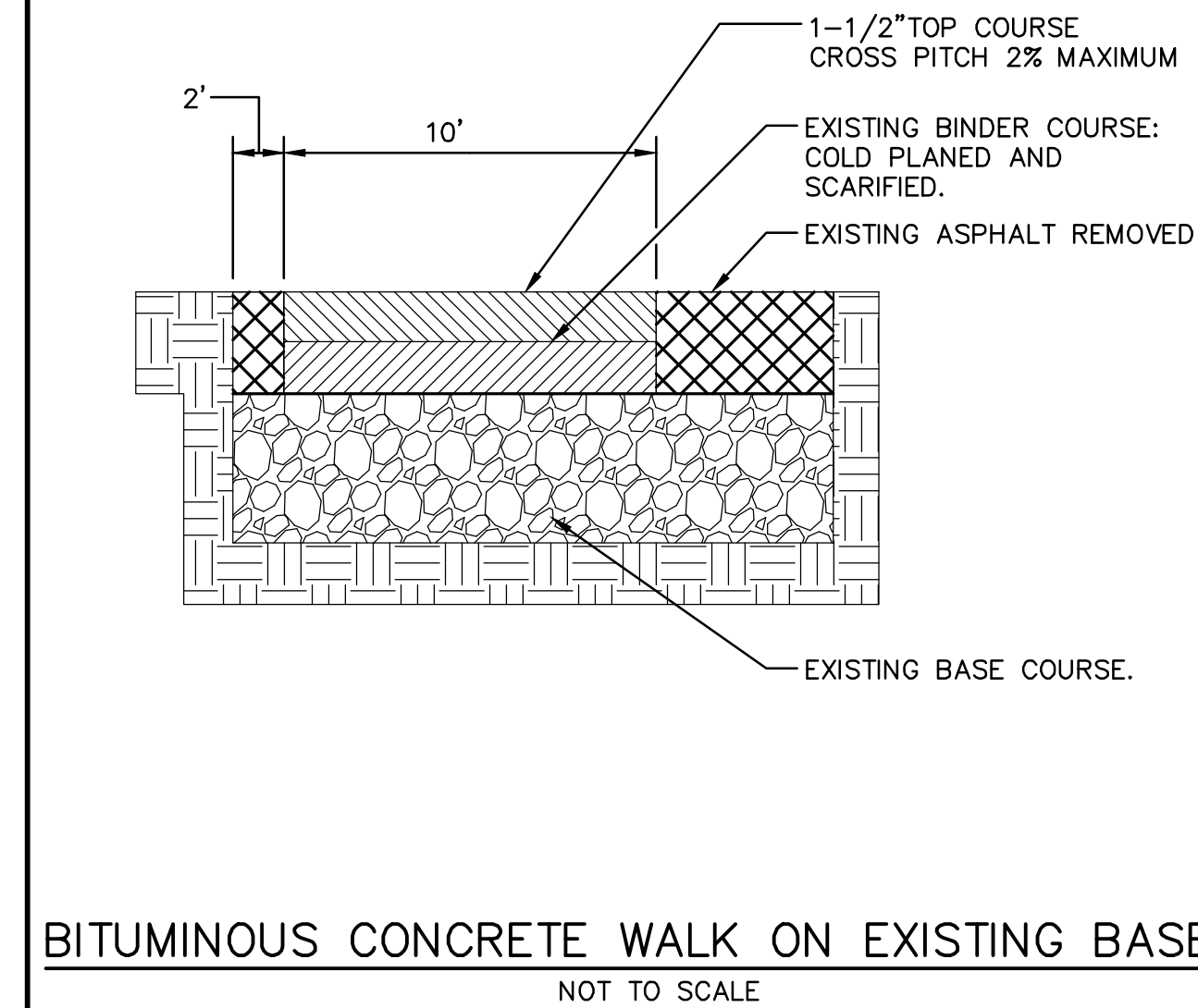
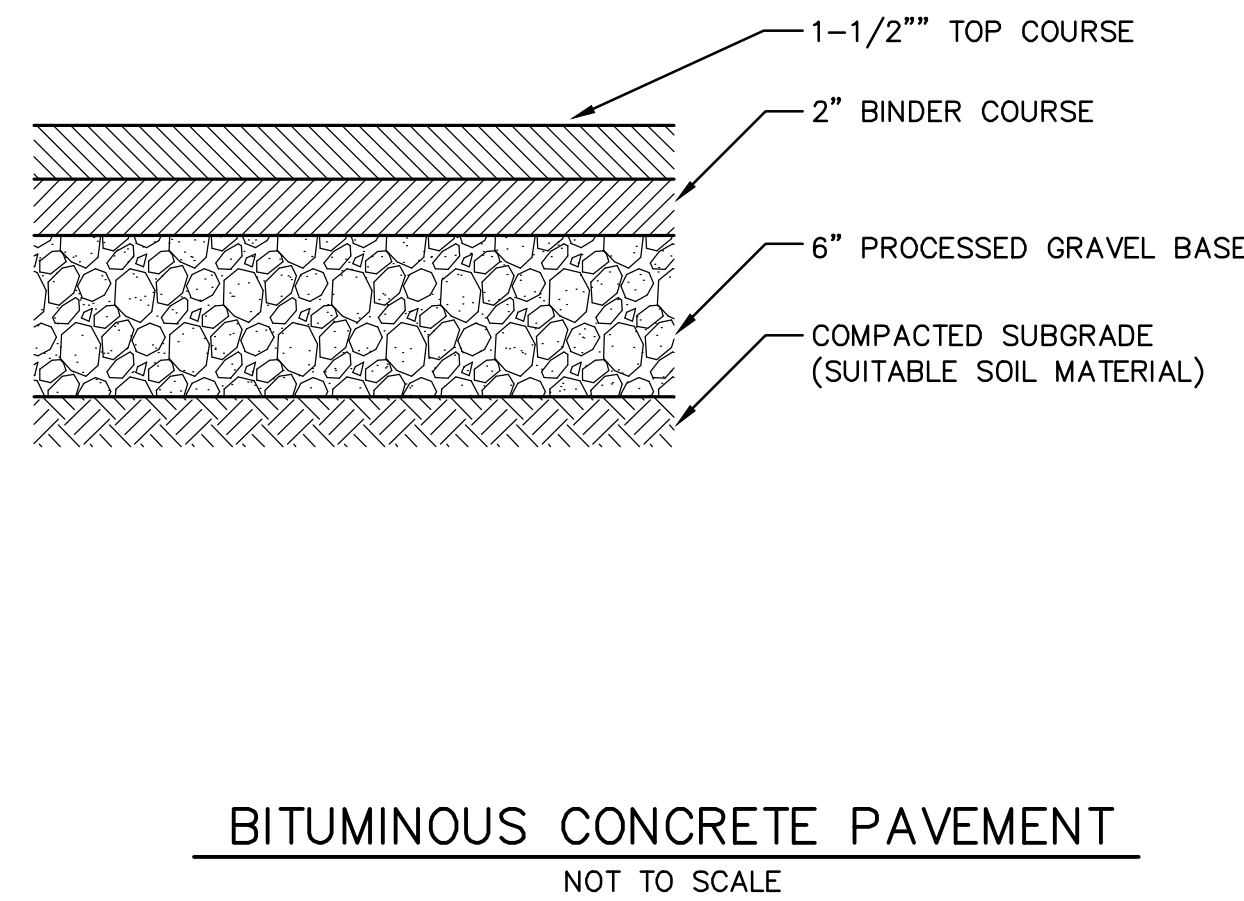
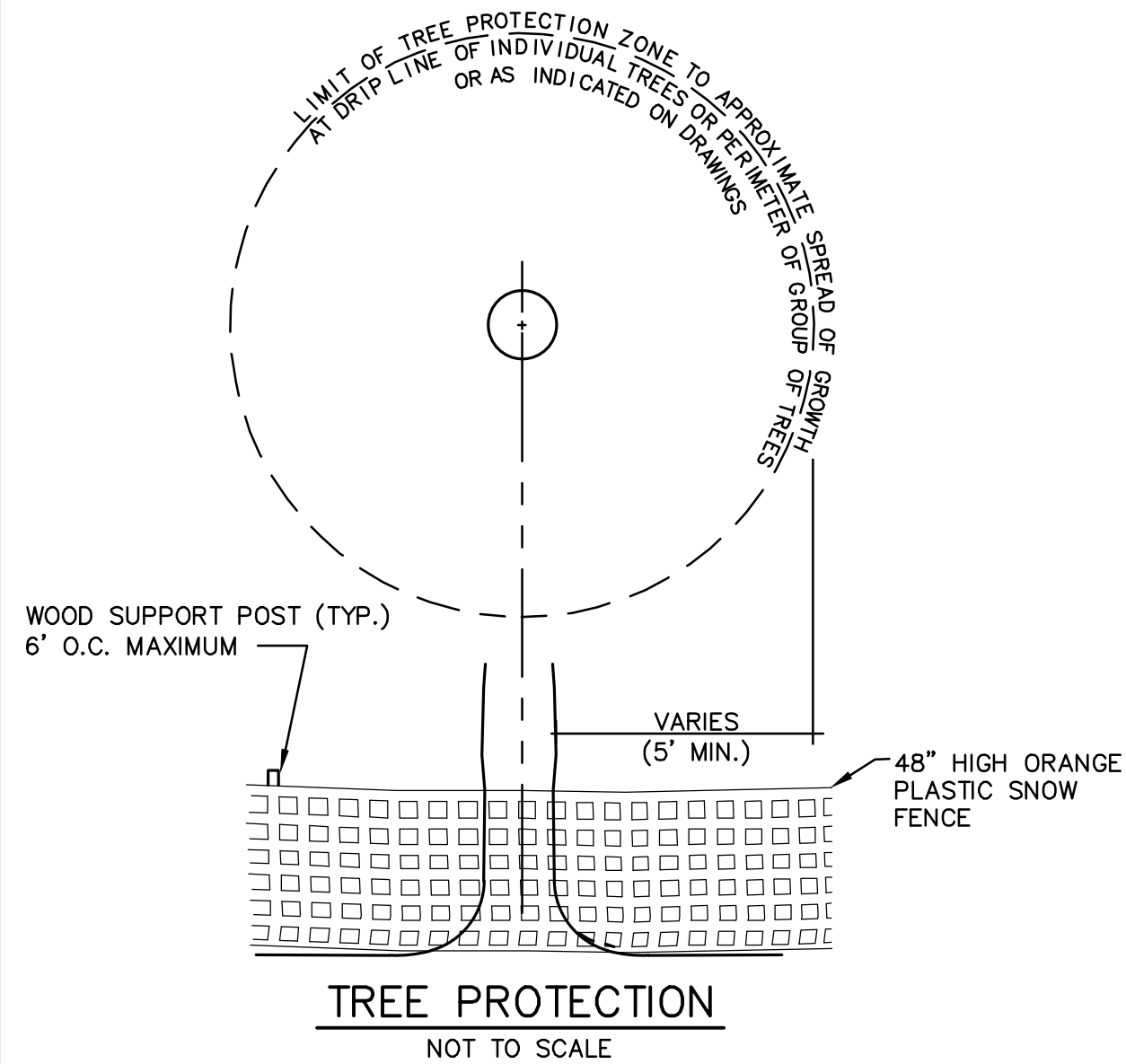
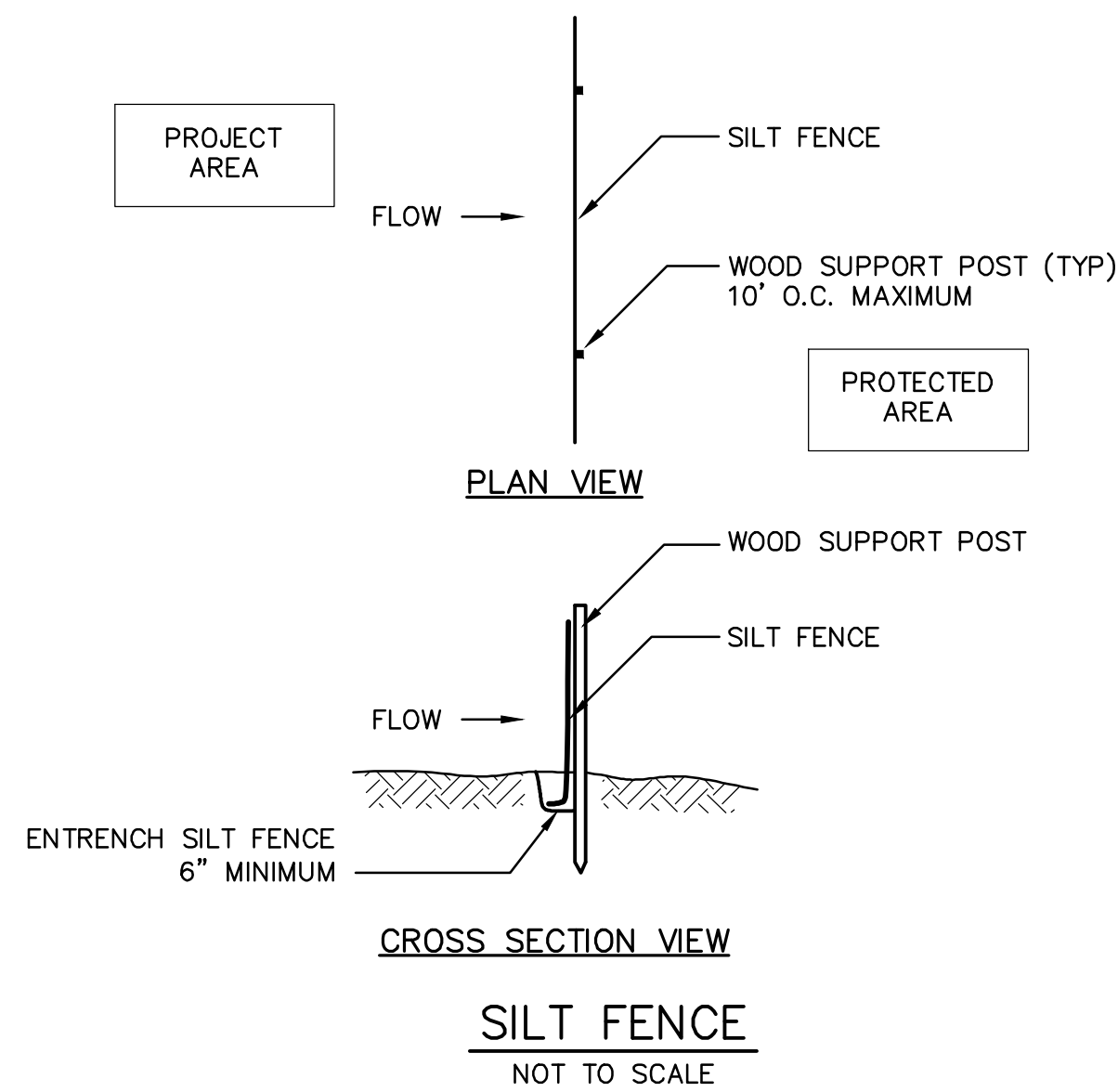
CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
ENLARGEMENT PLANS

DESIGNED:	CONTRACT NO.		DRAWING NO. C3.5
CHECKED:	P13-2836-C1A		
DRAWN:	PROJECT NUMBER: 2374.00	SCALE: 1" = 20'	
CHECKED:	DRAWING NUMBER: 2374P002D-015	DATE: APR 09, 2013	

DRAWING NO.

C3.5

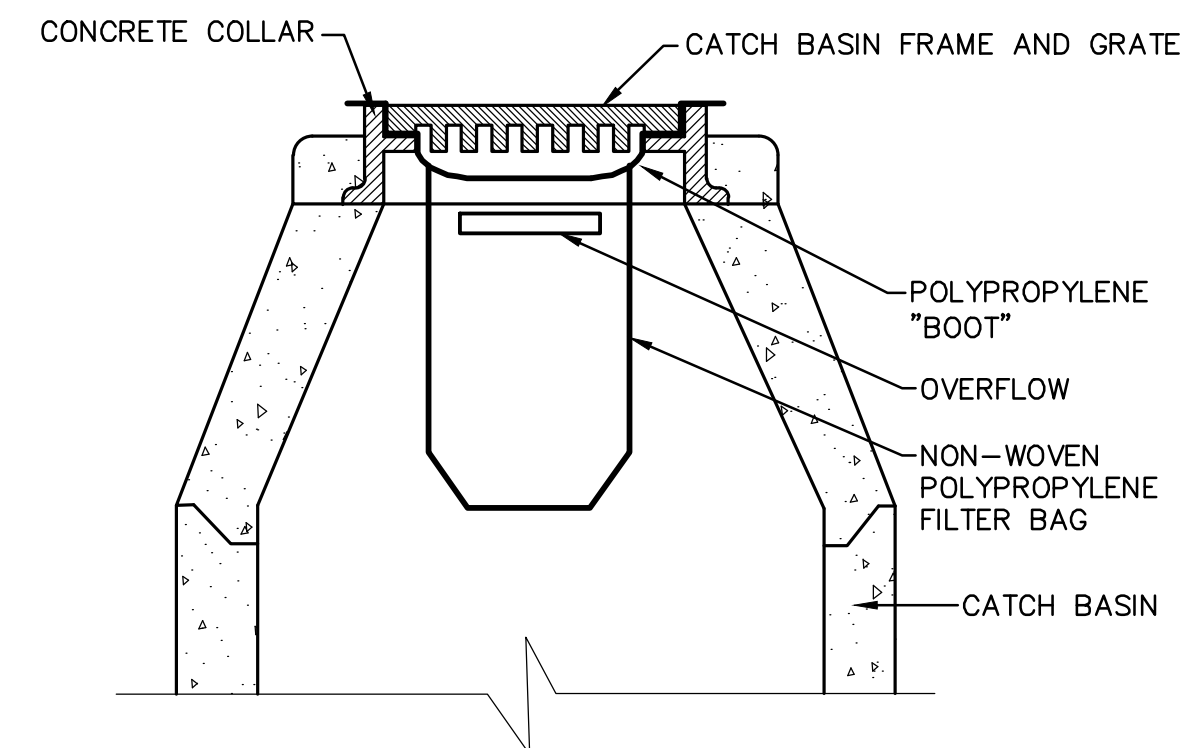
COPYRIGHT (C) BY BEALS AND THOMAS, INC. ALL RIGHTS RESERVED



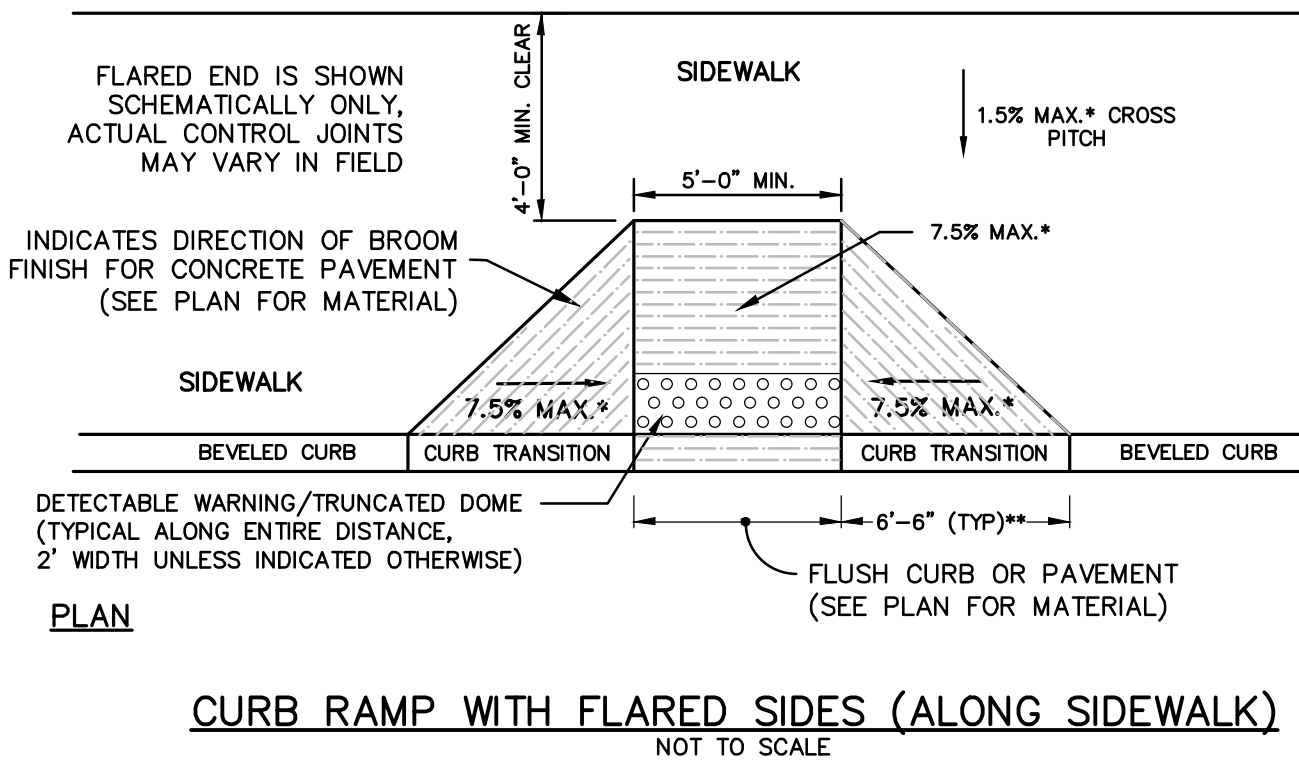
- NOTES:
1. WHITE AREA INDICATES LIGHT SANDBLASTED SURFACE.
 2. BLACK AREA INDICATES RECESSED AREA WITH DEEP SAND-BLASTED SURFACE WITH DARK GRAY LITHOCHROME.
 3. ELECTRONIC IMAGE TO BE PROVIDED BY THE DESIGN ENGINEER.
 4. BIRD ENGRAVINGS SHALL FACE INWARD TOWARD EACH OTHER. THE EXISTING PILLARS AT THE SECOND AVE. ENTRANCE FACE THE SAME DIRECTION. REMOVE AND RE-USE ONE OF THESE PILLARS AT THE HIGHLAND STREET ENTRANCE.

GRANITE ENGRAVING DETAIL

STANDARD DCR GRANITE PIER
NOT TO SCALE



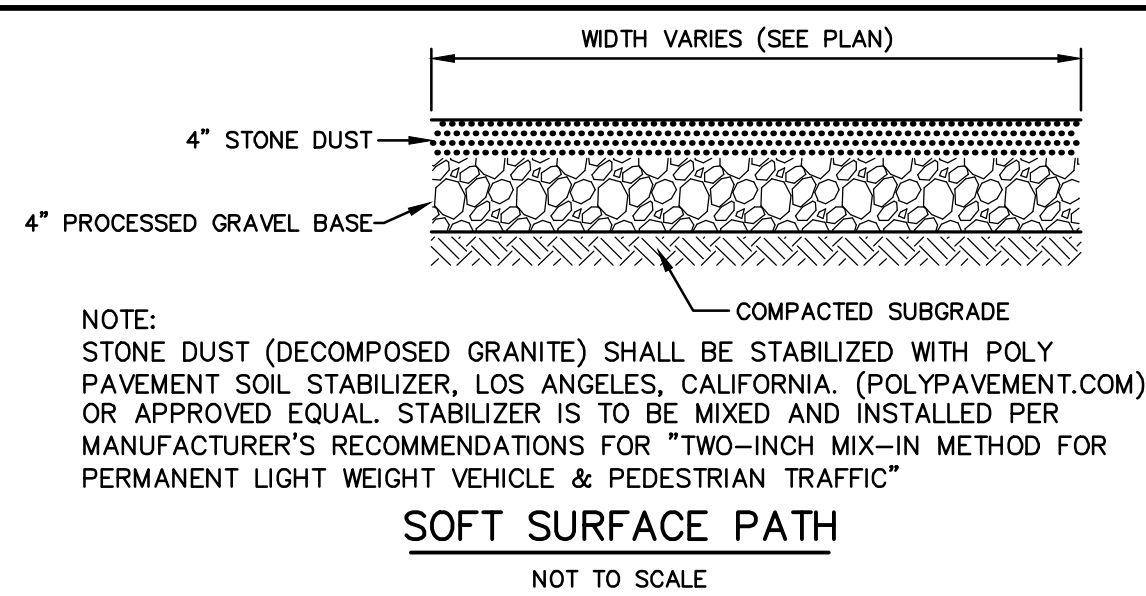
- NOTES:
1. TO BE INSTALLED IN CATCH BASINS IN TRAFFIC AREAS UNTIL COMPLETION OF CONSTRUCTION.
 2. BOOT ADAPTER MAY BE TRIMMED TO SIZE.



- NOTES:
1. RAMP SURFACE SHALL BE NON-SLIP AND ROUGHENED AS SHOWN IN PLAN.
 2. ASSUMES 6" (NOMINAL) CURB REVEAL UNLESS NOTED OTHERWISE.
 3. DETECTABLE WARNING/TRUNCATED DOME PER ADA SEC. 4.29.2. (USE RETROFIT TILES BY ADA SOLUTIONS, INC. OR APP. EQ.)

- * TOLERANCE FOR CONSTRUCTION ±0.5%
- ** FOR CURB HIGHER THAN 6.5" TRANSITION MUST BE LONGER TO PROVIDE MAX 7.5% SLOPE.

CURB RAMP DETAILS
SEE PLAN FOR TYPE AND LOCATIONS



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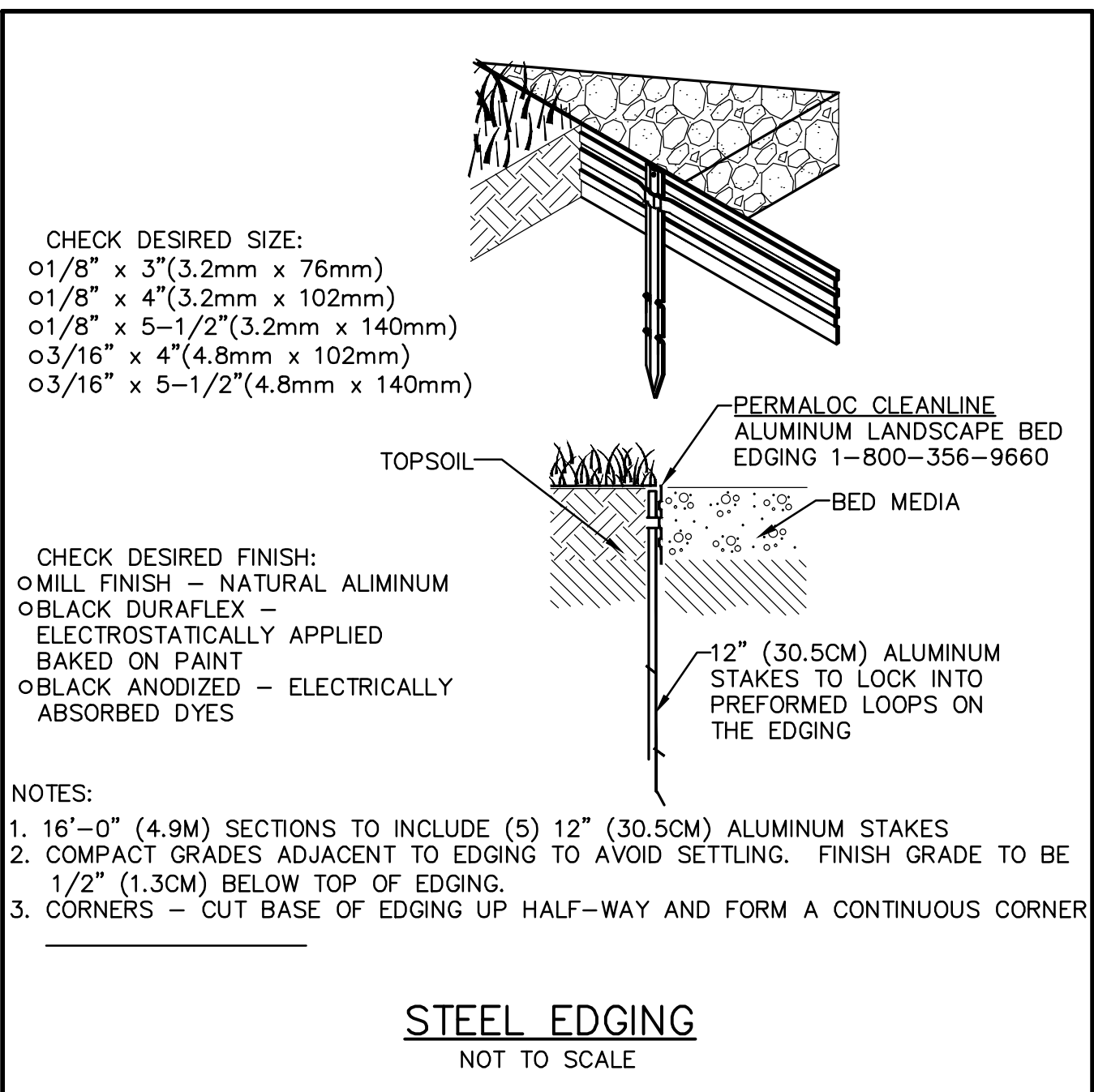
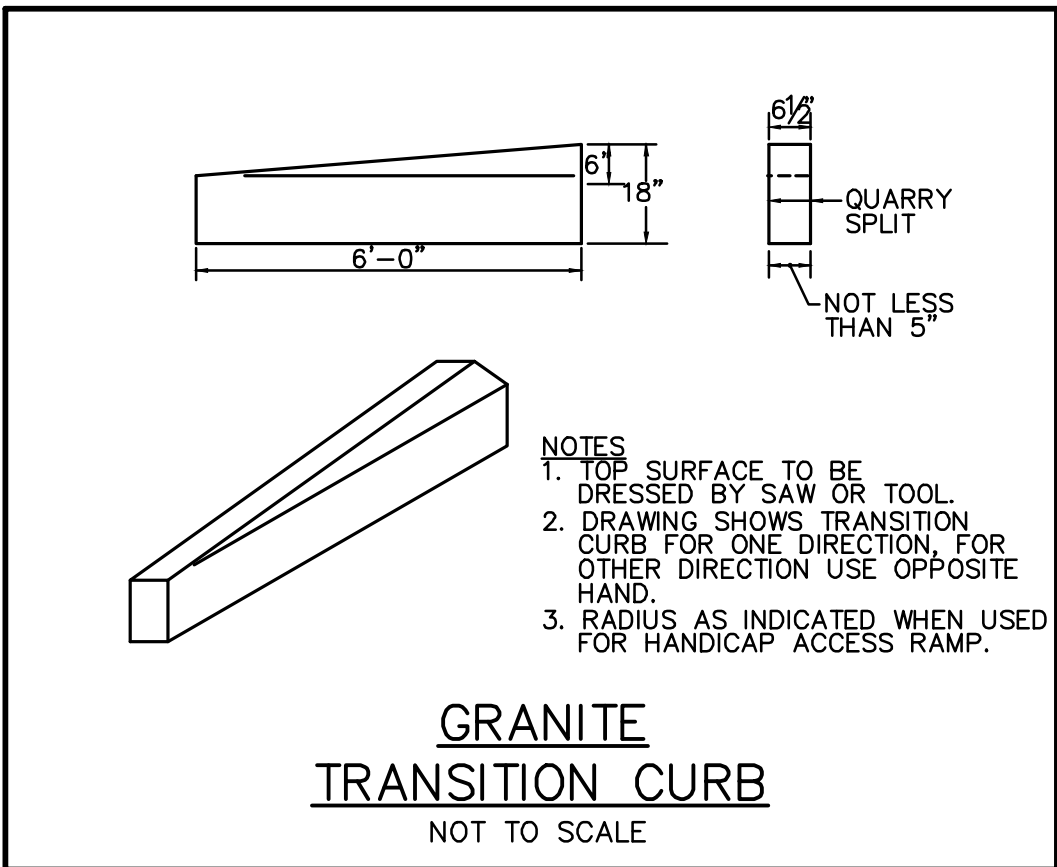
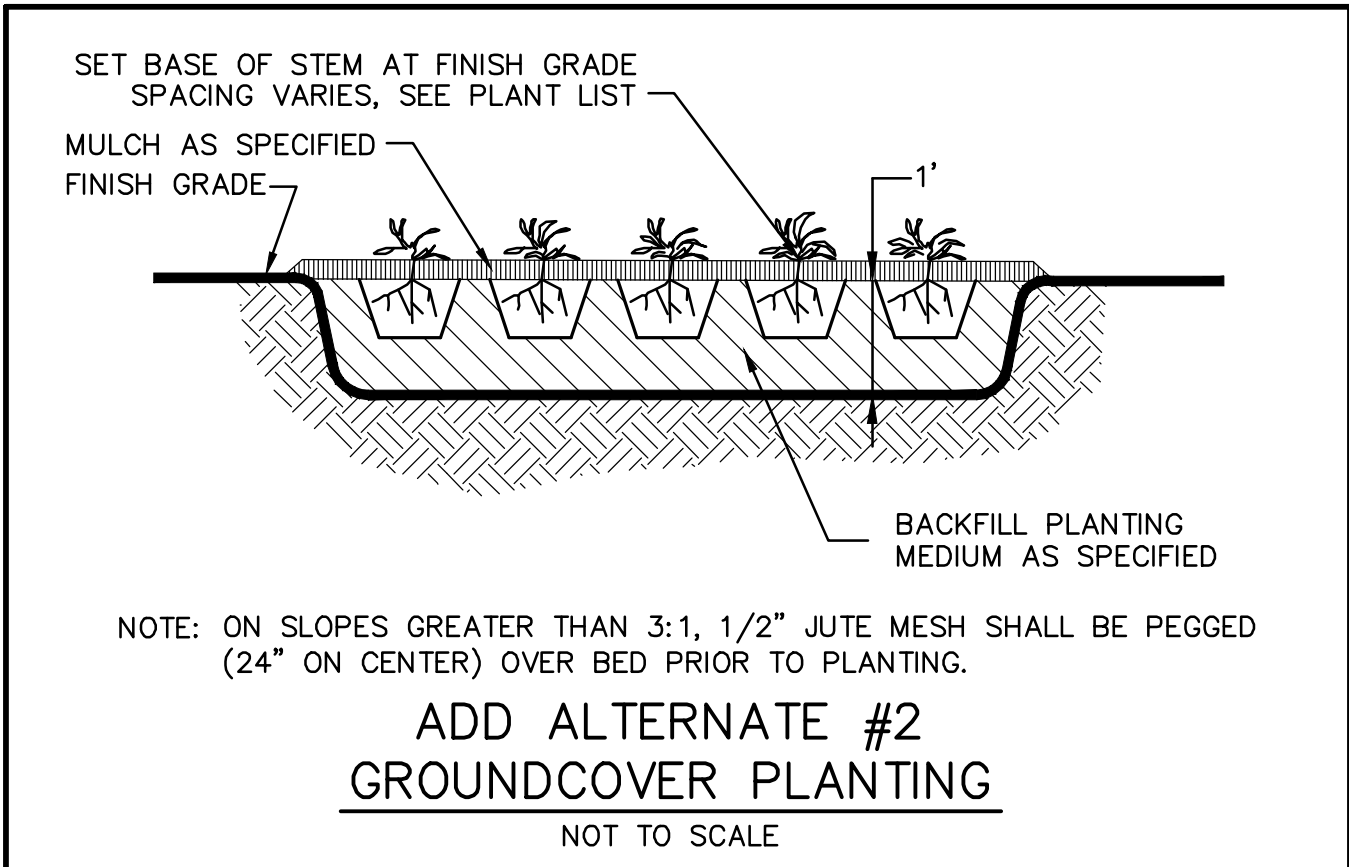
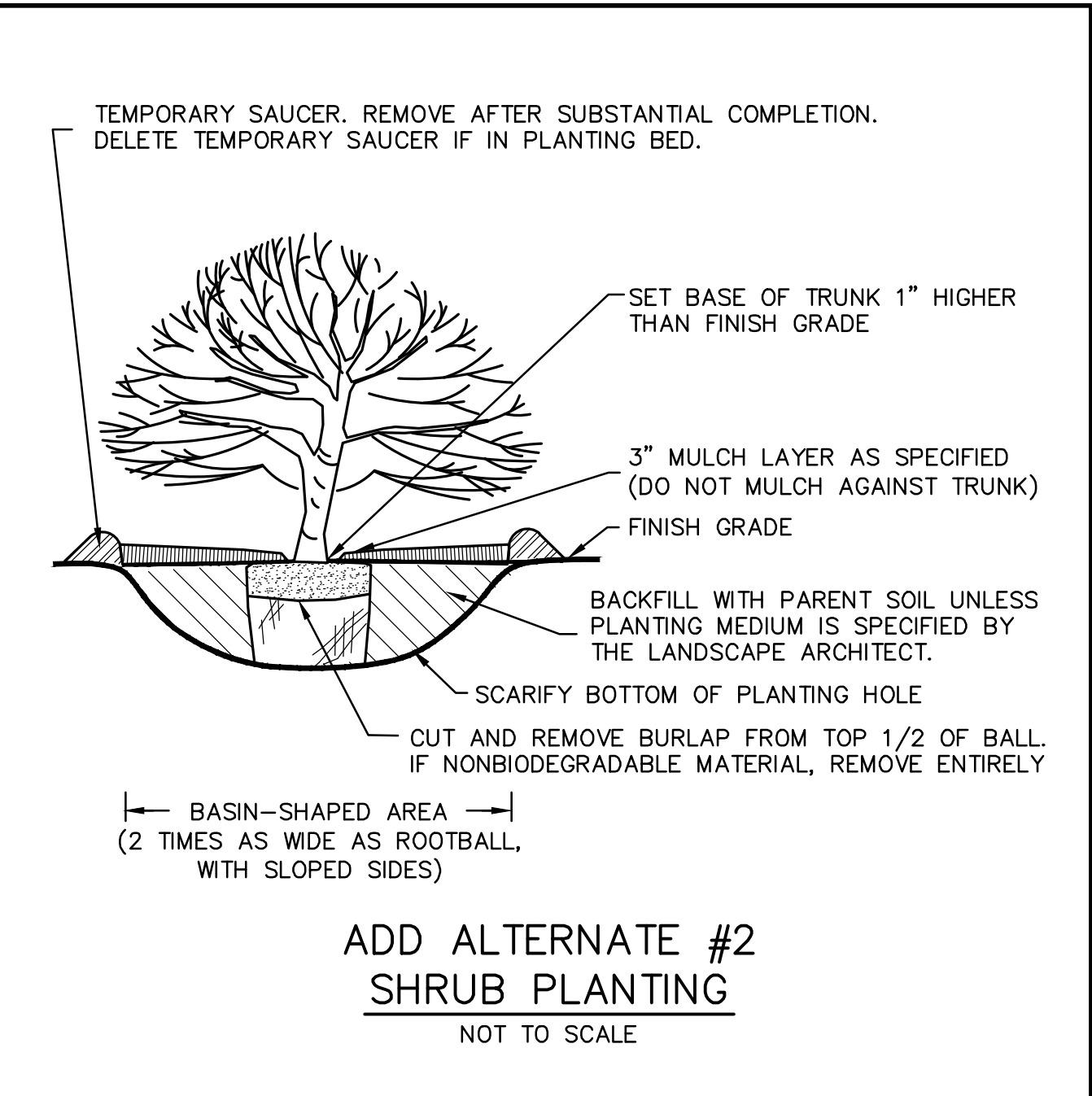
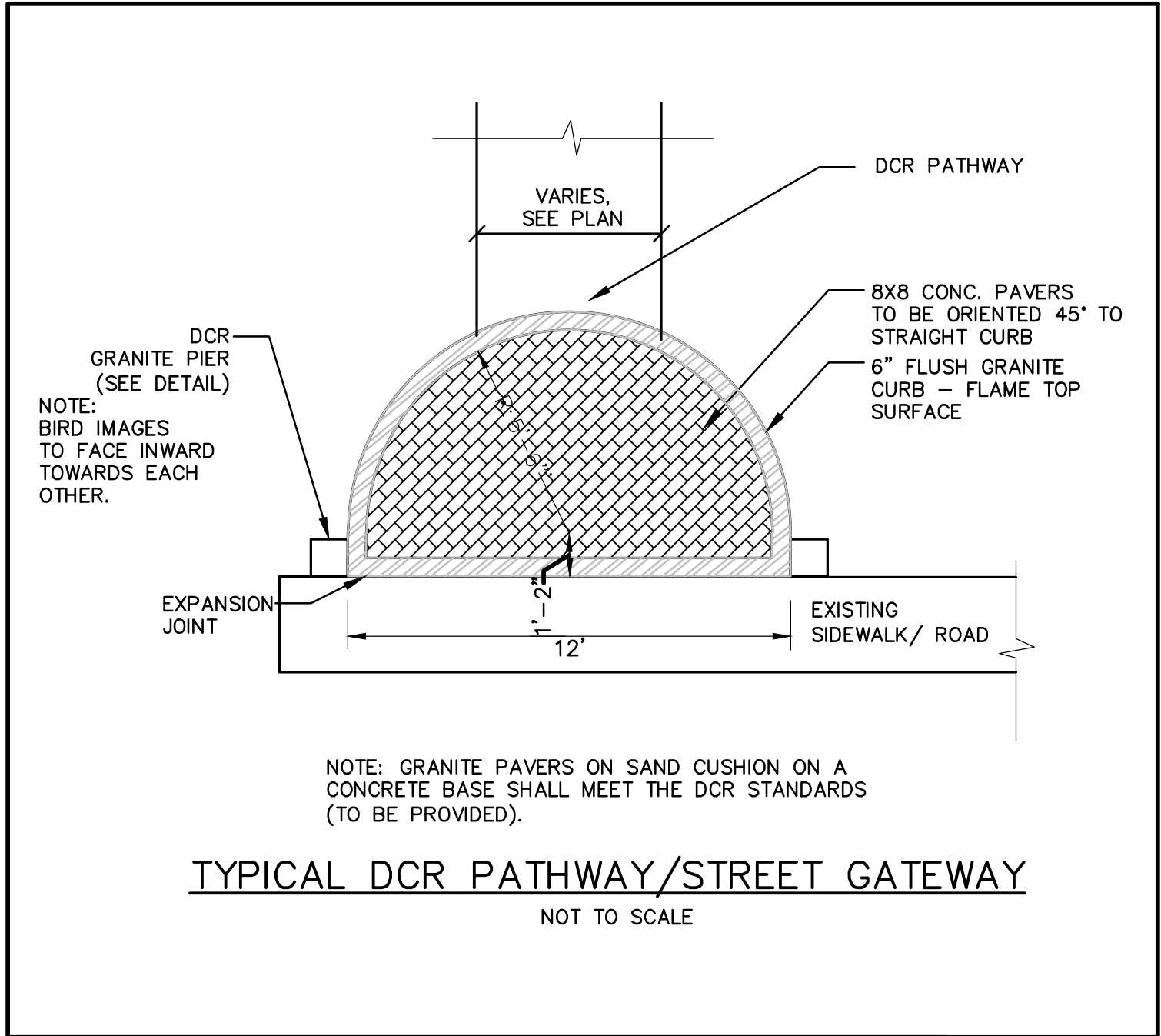
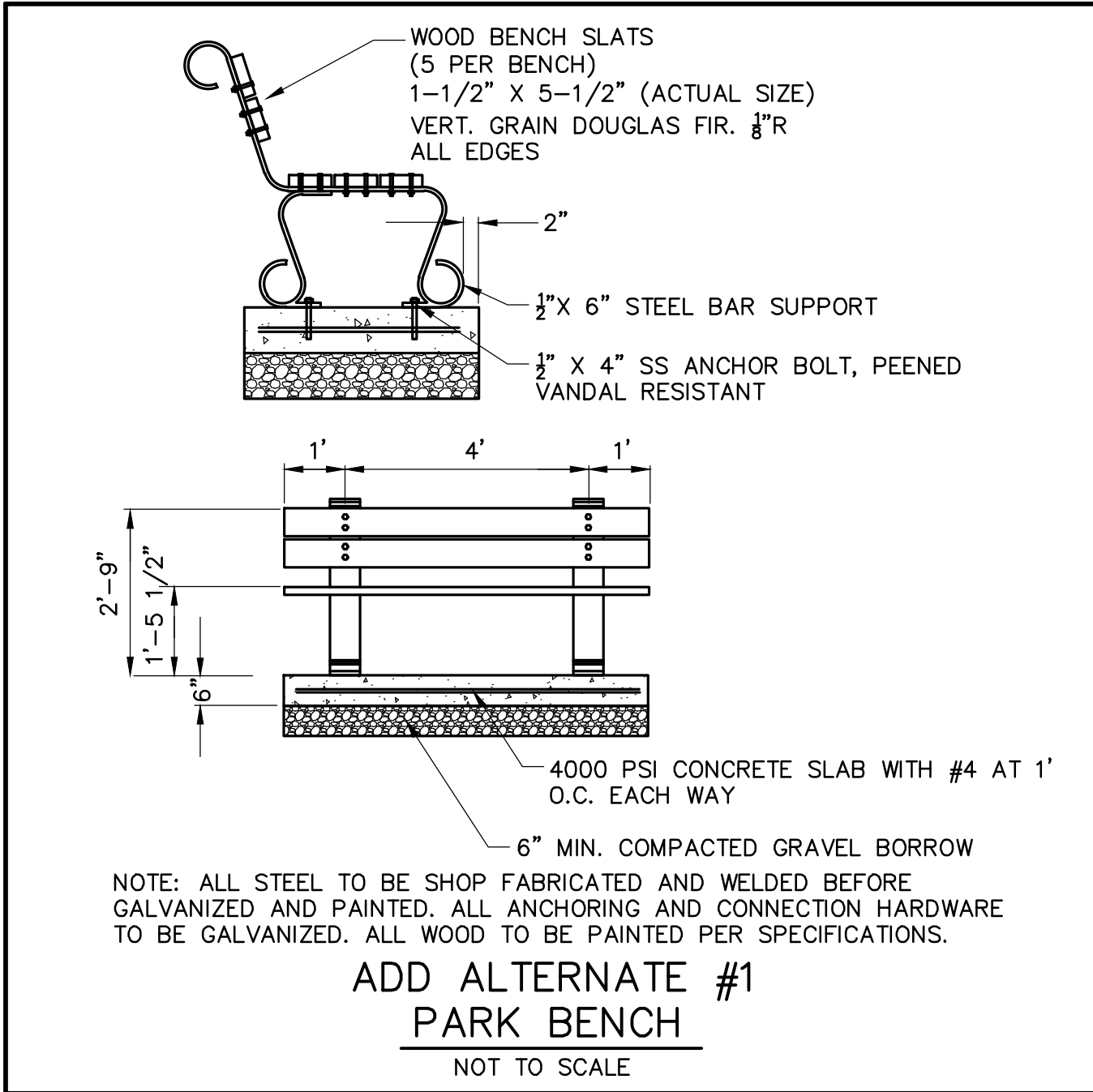
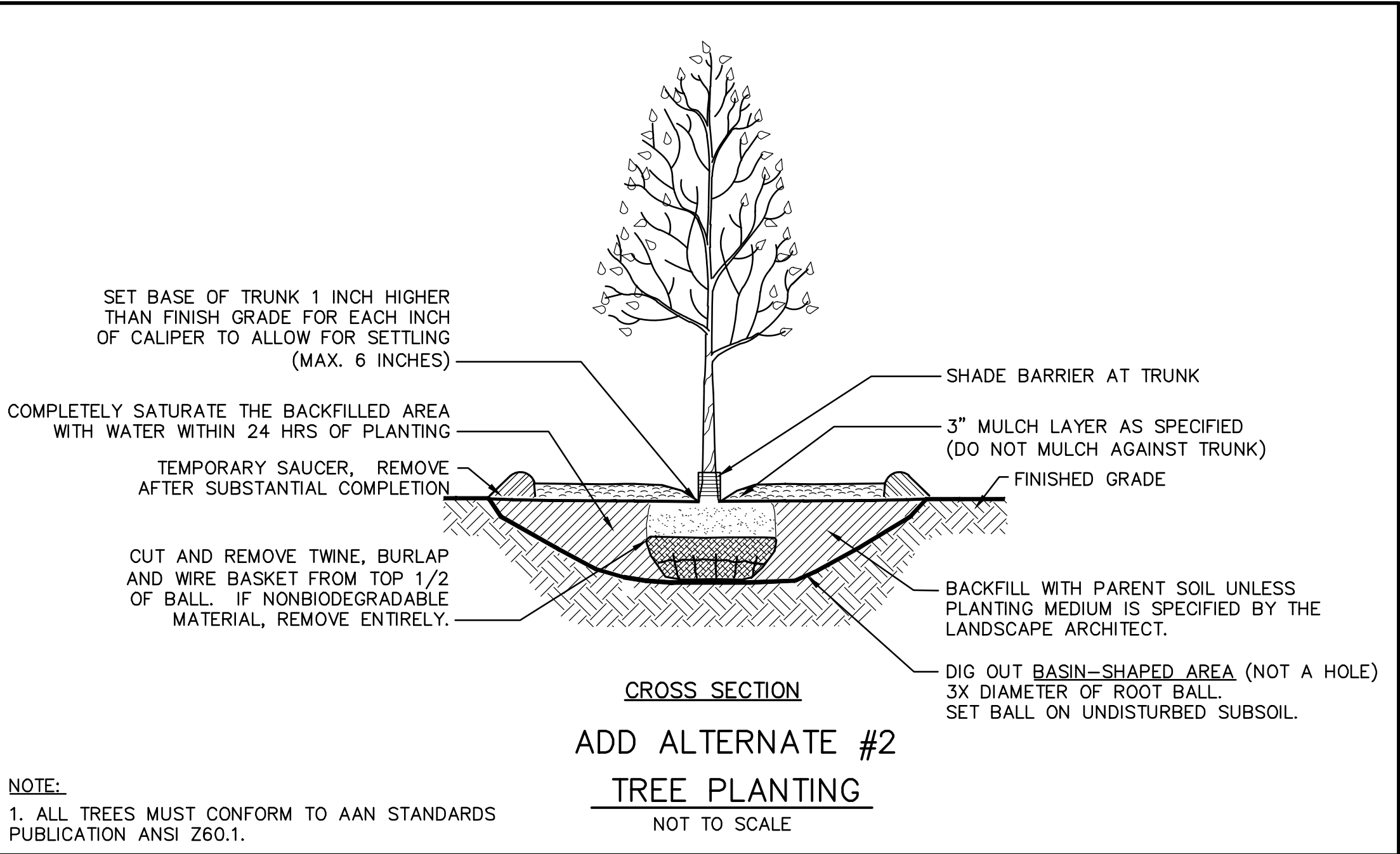


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CHARLES RIVER RESERVATION PATHWAY
Needham, Massachusetts
SITE DETAILS

DESIGNED:	CONTRACT NO.	DRAWING NO.
CHECKED:	P13-2836-C1A	C4.1
DRAWN:	PROJECT NUMBER: 2374.00	SCALE:
CHECKED:	DRAWING NUMBER: 2374P002D-016	DATE: APR 09, 2013



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Needham, Massachusetts
SITE DETAILS

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DRAWN:	PROJECT NUMBER: 2374.00	SCALE:
CHECKED:	DRAWING NUMBER: 2374P002D-017	DATE: APR 09, 2013



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	Road / Walk/ Bicycling Event Policy
Presenter(s)	Kate Fitzpatrick, Town Manager

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
In the past 2 1/2 years, Needham has been a venue for 41 walking, running, bicycling or motorcycling events. Calendar year 2014 is already on track to exceed calendar year 2013 with 19 events and calendar year 2012 with 15 events. There are many details that require consideration within the Town before permission is granted for a race. Having a policy to provide guidelines for these events will help streamline the process and identify events that may pose a public safety concern. The Town Manager will present the Board with a draft Road/Walk/Bicycling Event Policy for review, discussion and comment. The Policy will be presented for approval at a later meeting.			
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
<i>None</i>			
3.	BACK UP INFORMATION ATTACHED	YES	NO
(Describe backup below) a. Road /Walk / Bicycling Event Policy DRAFT dated 5/6/2014 b. Road / Walk / Bicycling Event Form c. List of events held in Needham for the last 2 1/2 years			

Board of Selectmen

Policy Number:	
Policy:	Road / Walk / Bicycling Event Policy
Date Approved:	
Date Revised:	
Approved:	Chairman, Board of Selectman

It is the policy of the Town of Needham to allow Road Events (walking/running, bicycling, and motorcycles) to be held on/through Needham roads. The event organizers must represent a not-for-profit entity.

POLICY

1. Running/walking races that start and finish in Needham are limited to 5K or shorter.
2. Baby strollers and/or dogs are not allowed in running events.
3. Race courses may not have multiple loops. Multiple loop courses, because of their nature, are difficult to cover safely and may cause confusion for those involved.
4. No more than one road event will be held in Needham on any given day. Event applications will be processed on a first-come, first-served basis and priority will be given to those that have complete packets of information.
5. Event applications will be reviewed by the Police Department and the use of Police details may be required. Police detail requirements are based on factors such as public safety considerations, number of participants, and general size of event.
6. An on-site race day contact with cell phone number must be provided to the Police Department before the day of the event.
7. The Town Manager is authorized to limit the number of participants in an event and determine that some days are not available for an event.
8. The Town Manager is authorized to make exceptions to this policy if it is deemed to be in the best interest of the community to do so.

PROCEDURE

9. A completed road race application must be submitted at least 60 days prior to the event date. Also required with application form and fee:
 - route plan including parking plan, route plan should include map version and also written turn by turn directions;
 - logistics and volunteer locations;

- location of restroom facilities and approval for building use (if applicable); and clean-up plan.

10. A certificate of insurance is required to be filed with the Office of the Town Manager no later than 10 working days before the event.

FEES

Event application fees:

- \$150 for routes that strictly start and finish in Needham;
- \$100 to pass through Needham with one stop in Needham; and
- \$50 to pass through Town with no stops, payable to the Town of Needham.

Payment must be submitted with completed application.

OTHER

11. Events where alcohol is served require a One day special permit from the Board of Selectmen.
12. Use of Town fields, parks and playgrounds require approval from the Park and Recreation Commission; please call (781)455-7550, option 3 or visit <http://www.needhamma.gov/index.aspx?nid=718> for more information.
13. Use of school parking lots require approval from the Public Facilities Department at (781)455-7550 extension 365 or for more information, visit <http://www.needhamma.gov/index.aspx?nid=2324>.



**Town of Needham, Massachusetts
Road Event Form**

INTERNAL USE ONLY

☐ DPW ☐ Police
☐ Fire ☐ OTM
☐ Park & Rec
☐ PFD ☐ Paid

TYPE OF EVENT: (check all that apply)

☐ RUN ☐ WALK ☐ BICYCLE ☐ MOTORCYCLE

Name of Event:

Name of Organization:

**Has this event been conducted in other
Towns in the past?** ☐ YES ☐ NO

If yes, name of Town and date:

Organization Mailing Address:

☐ **Organization
is
Not-for-Profit**

Organization Billing Address (if Police Detail is required):

Primary Contact:

Contact Title:

Contact Address:

Contact Phone (Day):

Contact Phone (Cell):

Contact Email:

Event Date(s):

Date Expected to be in Needham:

<i>Earliest Time Expected in Needham:</i>	<i>Latest Time Expected in Needham:</i>
<i>Number of Expected Participants:</i>	<i>Number of Expected Spectators at Peak Time:</i>
<i>Are participants charged a fee?</i> ☐ YES ☐ NO	
<i>Estimated Number of Vehicles:</i>	<i>What type of Parking is required:</i>
<i>Describe Parking Plan, include where participants and spectators will park and length of time expected to be parked:</i>	
<i>Are event organizers available to meet with members of the Town to plan event?</i>	
<i>Do event organizers foresee the need for any road closures (subject to police review)?</i>	
<i>What will be done in case of inclement weather?</i>	
<i>Will neighborhoods be impacted by parking and traffic?</i>	
<i>What activities are planned for the start of the race (if in Needham)?</i>	
<i>What activities are planned for the end of the race (if in Needham)?</i>	
<i>What facilities are needed for the start of the race (if in Needham)?</i>	

What facilities are needed for the end of the race (if in Needham)?	
Once the event begins, how long will it take to complete the event?	
Are signs requested to post at the start of the race? At the end of the race? Are signs requested for along the route?	
Will volunteers be placed along the route?	
Will you be using a sound system? (includes music) If yes, please describe where and when it will be used.	
Will there be any food served? (contact Needham Health Dept: 781-455-7500 x262)	
Will portable toilets be used? List locations	
Will hydration stops be set up along route? If yes, please include these on route plan.	
If the event takes place after dark, what is the plan to meet lighting needs?	
What safety measures are being made for participants and spectators? What are plans for handling first aid and medical emergencies?	
Does the event take place during commuter times?	
Is school in session during the event? Will school drop off or pick up be impacted by the event?	
Are businesses open during the time of the event?	
Does the route pass any business that might be impacted by the event? (e.g. funeral homes, markets, restaurants)	
Are there any churches/houses of worship located along the event route? Will church/house of worship services take place during the event?	
What is the plan to handle trash?	

Please return the completed application and attachments to the Office of the Town Manager, Needham Town Hall, 1471 Highland Avenue, Needham, MA 02492:

- ***event route map (include map and text of route, parking plan, volunteer placement)***
- ***application fee***
- ***certificate of insurance***

Road/Bike Races
2011/2012/2013/2014

Date Approved	Date of Event	Organization	Name of Event	Location
10/25/2011	11/6/2011	Charles River Center	5K Race & 1 mile Walk	Charles River Center
12/20/2011	1/1/2012	Needham Running Club	New Year's Day race	Route approved by DPW, Police, Fire and Park & Rec
2/14/2012	5/20/2012	A Children's Brain Tumor Cure Foundation	Geared Up for Kids 2012	Route approved by DPW, Police, Fire and Park & Rec
2/28/2012	5/6/2012	Needham Track Club	The Great Bear Run	Pollard Middle School/Route has been approved
2/28/2012	4/28/2012	Middle School PTC & Needham SEPAC	Walk	Pollard Middle School/Route has been approved
5/8/2012	5/13/2012	CCG Foundation	Christina Clarke Genco Foundation Mother's Day Memorial Bike Ride	Walker-Gordon Field as a rest stop
5/22/2012	6/3/2012	Wellesley-Weston PMC	Wellesley-Weston PMC Tour	ride through roads in Needham
6/12/2012	6/17/2012	Natick Rotary	Tour de Natick	Charles River St at the Dover line to South St
6/12/2012	6/3/2012	Bikes not Bombs	Bike-a-thon event	Passing through Needham
6/12/2012	9/16/2012	Cystic Fibrosis	Motorcycle Benefit Ride	Pass through Needham
8/14/2012	9/23/2012	Charles River Center	5k Race	Route approved by DPW, Police, Fire and Park & Rec
8/14/2012	9/28/2012	HIV/AIDS services of New York	Braking the Cycle	Passing through Needham
8/14/2012	9/16/2012	Dedham Food Pantry	bike ride to fundraise for Dedham Food Pantry	Pass through Needham
8/14/2012	9/23/2012	Walker School	Walk for Walker	1 or 3 mile walk through town
8/14/2012	8/4-8/5/12	Pan Mass Challenge	Pan Mass Challenge	Pass through Needham
9/18/2012	9/23/2012	American Legion /Canton	Tony Andreotti Veterans Charity Motorcycle Ride	Passing through Needham
11/14/2012	1/1/2013	Needham Running Club	New Year's Day race	Route approved by DPW, Police, Fire and Park & Rec
1/29/2013	4/7/2013	AT Children's Project	AT Children's Project/Road Race	Route approved by DPW, Police, Fire and Park & Rec
2/26/2013	3/16/2013	Greene's Field Fundraising Committee	Go Greene 5K Run	Route approved by DPW, Police, Fire and Park & Rec
3/19/2013	5/5/2013	Needham Track Club	The Great Bear Run	Pollard Middle School/Route has been approved
3/19/2013	6/2/2013	Sean Madsen	Bikes Not Bombs	Needham portion of the route has been approved by the DPW, Police, Fire and Park & Rec
4/10/2013	6/16/2013	Emma Bagnell	Have2Run Productions	Lt Mason Carter VFW

Road/Bike Races
2011/2012/2013/2014

4/23/2013	6/16/2013	Natick Rotary	Tour de Natick	Needham portion of the route has been approved by the DPW, Police, Fire and Park & Rec
5/14/2013(ratify)	5/12/2013	CCG Foundation	The Christina Clarke Genco Foundation	Newman School
5/14/2013	5/19/2013	PLGA Foundation	Geared Up for Kids 2013	PTC 140 Kendrick St
6/11/2013 (ratify)	6/2/2013	Dunn Gaherins	Pete Leary Road Race	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
7/16/2013	9/15/2013	Greg Jundanian	Dedham Food Pantry/benefit food pantries	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
7/16/2013	9/27/2013	Braking Aids Ride	Braking Aids Ride	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
8/20/2013	9/29/2013	Walker School	Walk/Run for Walker	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
Ratify 8/20/2013	8/3, 8/4	Pan Mass Challenge	Pan Mass Challenge	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
8/20/2013	10/6/2013	The Charles River Center	5K 1 mile walk	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
8/20/2013	11/10/2013	Christopher George	Sean Biggs Memorial	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
8/20/2013	9/8/2013	Ride 2 Recovery	Ride 2 Recovery	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
9/10/2013	9/14/2013	Warrior Thunder Foundation		Route approved by DPW, Police, Fire and Park & Rec

Road/Bike Races

2011/2012/2013/2014

10/8/2014 (Ratify)	9/29/2013	Mike Chinitz	Kids PMV	Route approved by DPW, Police, Fire and Park & Rec
10/8/2014	1/1/2014	Needham Running Club	New Year's Day Race	Route approved by DPW, Police, Fire and Park & Rec
2/11/2014	5/18/2014	PLGA Foundation	Gear Up for Kids 2014	Bike ride will be starting and ending at PTC, 140 Kendrick Street. Needham Police has been hired for the Needham portion.
4/9/2014	4/6/2014	Project Hope	Run for the Nun	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
4/22/2014	9/28/2014	The Charles River Center	The Charles River Center	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
4/22/2014	6/15/2014	Natick Rotary	Tour de Natick	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
4/22/2014	5/11/2014	The Christina Clarke Genco Foundation	Mother's Day Memorial Day Ride	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
4/22/2014	5/4/2014	Needham Baseball & Softball	Opening Day Parade	The route was approved by the following departments: Police, Fire, DPW & Park & Recreation
	5/18/2014	Needham Track Club	The Great Bear Run	
	6/8/2014	Bikes not Bombs Alzheimer's Assn.	Bike-a-thon event	
	9/7/2014	MA/NH Chapter	Jog Your Memory Run	
	9/12/2014	Braking Aids Ride	Braking Aids Ride	
	9/21/2014	Three Squares of New England	Ride for Food 2014	
	10/19/2014	Sean D. Biggs Memorial Foundation	BigSteps 5K	
	Not yet approved			



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	Updated Alcohol Regulations
Presenter(s)	Board Discussion

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
The Board will discuss and vote on a revision to the Town of Needham Regulation for the Sale of Alcoholic Beverages. The revision includes provisions to accommodate the sale of alcohol in restaurants with a seating capacity of less than 100 seats.			
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
<i>Suggested Motion:</i> That the Board vote to approve the revised Town of Needham Regulations for the Sale of Alcoholic Beverages dated May 13, 2014.			
3.	BACK UP INFORMATION ATTACHED	YES	NO
a. Final Town of Needham Rules and Regulations for the Sale of Alcoholic Beverages revised May 13, 2014.			



TOWN OF NEEDHAM

REGULATIONS FOR THE SALE OF ALCOHOLIC BEVERAGES

- I. Types of Licenses to be Granted in Needham
- II. Compliance
- III. Special License Provisions
- IV. Rules and Regulations Applicable to all Holders of Licenses to Sell Alcoholic Beverages within the Town
- V. Rules and Regulations for the Sale of Alcoholic Beverages by Innholders
- VI. Rules and Regulations Applicable to the Sale of Alcoholic Beverages in Restaurants and Function Rooms with a Seating capacity of not less than 100 persons
- VII. Rules and Regulations Applicable to the Sale of Wine and Malt Beverages in Restaurants with a Seating Capacity of less than 100 persons
- VIII. Rules and Regulations applicable to Clubs and Veterans Organizations seeking and issued Alcoholic Beverage Licenses within the Town authorized by Special Act of the General Court (Chapter 3 of the Acts of 1977)
- IX. Rules and Regulations applicable to One-Day Special Event Licenses
- X. Rules and Regulations applicable to Package Stores

Licensing Authority: Board of Selectmen

Revision Date: 5/13/2014

The Needham Board of Selectmen, acting as local licensing authority pursuant to the provisions of Massachusetts General Laws Chapters 138 and 140 and other relevant legal authority, promulgates these regulations applicable to the sale and distribution of alcoholic beverages in the Town of Needham. These regulations are in addition and supplemental to all other legal requirements, including but not limited to applicable State and Federal law and regulations.

I. TYPES OF LICENSES TO BE GRANTED IN NEEDHAM

The Town of Needham issues the types of alcoholic beverages licenses listed below. All licenses shall comply with Chapter 138 of the Massachusetts General Laws, and Chapter 204 of the Code of Massachusetts Regulations, as they relate to the specific type of license.

- 1.1 Innholders All Alcoholic Beverages: issued to qualified applicants to sell all alcoholic beverages in a hotel dining area with a seating capacity of not less than ninety-nine (99) persons and a living capacity of not less than fifty (50) rooms, under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. The Service of alcoholic beverages to the room of any registered guest is prohibited unless otherwise authorized by the Board of Selectmen. (M.G.L. c.138, s.11, D; 11/7/72 election)
- 1.2 Restaurant All Alcoholic Beverages: issued to qualified applicants to sell all alcoholic beverages in a restaurant and/or function room under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. (M.G.L. c.138, s.11, E; 11/4/80 election; M.G.L. c.138, s.12; Chapter 32 of the Acts of 2014; 4/8/2014 election)
- 1.3 Restaurant Wine and Malt Beverages: issued to qualified applicants to sell only wine and malt beverages in a restaurant under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. (M.G.L. c.138, s.12; Chapter 169 of the Acts of 2001; 11/8/01 election)
- 1.4 Club and Veterans' Organization All Alcoholic Beverages: issued to qualified applicant Clubs existing under Chapter 180 of Massachusetts General Laws and Veterans' Organizations duly chartered or authorized by the Laws of the United States or the Commonwealth of Massachusetts to sell all alcoholic beverages under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. (M.G.L. c.138, s.12; 11/8/88 election)
- 1.5 One Day Special Event: issued to qualified applicants of non-profit status to sell all alcoholic beverages; or to sell wine and malt beverages only; or to qualified applicants of for profit status to sell wine and malt beverages only under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. (M.G.L. c.138, s.14)

- 1.6 Package Store All Alcoholic Beverages: issued to qualified applicants to sell all alcoholic beverages in packages not to be consumed on the premises under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. (Chapter 207 of the Acts of 2012; Approved 11/6/2012 election)
- 1.7 Package Store Wine and Malt Beverages: issued to qualified applicants to sell wine and malt beverages in packages not to be consumed on the premises under the applicable regulations of Massachusetts General Laws, the Town of Needham Rules & Regulations Governing the Sale of Alcoholic Beverages, and any and all conditions stipulated for the specific license. (Chapter 207 of the Acts of 2012; Approved 11/6/2012 election)

II. COMPLIANCE

- 2.1 The issuance of a license by the Board of Selectmen for the sale of alcoholic beverages under M.G.L. c. 138 applies only to said sales and does not release the licensee from compliance, nor does it assume compliance with the rules, regulations, requirements and procedures of other government boards, agencies or bodies having jurisdiction.
- 2.2 Failure to comply with these regulations, the laws of the Commonwealth of Massachusetts, the Regulations of the Alcoholic Beverages Control Commission or the Town's bylaws may result in the revocation, suspension or cancellation of the license.

III. SPECIAL LICENSE PROVISIONS (applicable to Restaurants only)

- 3.1 Service Bars / Waiting Areas (with or without stools/chairs), as defined for the purposes of these regulations as a counter, tabletop or other mechanism which is used for the purpose of providing alcoholic beverages to patrons who are waiting to dine, are permitted only in locations expressly approved and authorized by the Board of Selectmen. The sale or service of alcoholic beverages for consumption at any unapproved service bar / waiting area bar is prohibited.

An applicant or licensee may request from the Board of Selectmen, on an annual basis, an addendum to allow for the premises to have designated waiting areas for the service of alcoholic or wine and malt beverages only to those patrons who are waiting to dine, including stools / chairs located at the service bar area. This addendum shall be for one year and shall lapse unless renewed. In each instance, such addendum shall not be granted or renewed except under the following conditions:

- a) the Board makes a finding that it is in the best interest of the Town to allow the service of alcoholic beverages in the designated waiting areas;

- b) no more than a total of fifteen (15) seats or ten percent (10%) of the total seats in the premises, whichever is less, shall be allowed in the designated waiting area, including any seats at service bar(s);
- c) when calculating the number of seats in the premises, the seats where food is served in the designated waiting areas and service bars shall be included;
- d) all food and beverages on the menu served in the public dining room shall be available for service to the patrons in the designated waiting areas, including service bars. This requirement may be waived by the Board of Selectmen in waiting areas that do not have a service bar, but in such event no alcoholic or wine and malt beverages shall be served except to patrons who have asked to be seated in the dining area for a meal;
- e) no patron shall be served more than two (2) drinks or two (2) servings of wine or malt beverage until such time as a meal is served to that patron. For the purposes of this provision, a drink shall not contain more than one ounce of (pure) alcohol;
- f) any violation of the conditions set forth in this section, or any violation of any of the laws of the United States of America, the Commonwealth of Massachusetts or the Town of Needham shall be a basis for denying the granting or renewal of the allowance or for the revoking of the addendum;
- g) the applicant for a renewal of an addendum shall provide the Board of Selectmen with a statement certified by a Certified Public Accountant as to the percentage the annual sales for the previous period of October 1-September 30 of alcoholic beverages compared to the total annual sales of food and alcoholic or wine and malt beverages. If the percentage exceeds twenty-five (25%), the Board of Selectmen may investigate to determine whether the service of alcoholic beverages has become more than incidental to the service of food on the premises. If the Board determines that the sale of alcoholic beverages has become more than incidental to the sale of food on the premises, it may deny the granting or renewal of the addendum or suspend or revoke the addendum;
- h) any application for the original granting of an addendum shall be acted on only after notice as set forth in M.G.L. Chapter 138, Section 15A and a hearing by the Board of Selectmen. The annual renewal of the addendum shall be in a manner to be determined from time to time by the Board of Selectmen; and
- i) upon approval of such application for an addendum, the licensee shall pay an additional fee determined by the Board.

IV. GENERAL RULES AND REGULATIONS APPLICABLE TO HOLDERS OF LICENSES TO SELL ALCOHOLIC BEVERAGES WITHIN THE TOWN

This section shall apply to any and all alcoholic beverages licenses issued by the Board to eligible restaurants, clubs, veterans' organizations, innholders licensees, package stores and, with noted exceptions, one-day special event licensees. The Licensing Board reserves the right to add to, amend, modify or revoke these rules and regulations at such time or times as the Licensing Board deems appropriate.

Subject to further limitations fixed or from time to time modified by the Board of Selectmen with respect to a particular license, the General Laws of Massachusetts and the regulations

of the Alcoholic Beverages Control Commission, the following rules and regulations shall be in full force and effect:

4.1 Fire Safety Inspections (applicable to Restaurants, Innholders & Clubs only)

Chapter 304 of the Acts of 2004, An Act Relative to Fire Safety In the Commonwealth, requires that every license holder under M.G.L. Chapter 138 Section 12 must submit as a precondition of renewal of the license "a valid certificate of inspection issued by a local inspector and signed by the head of the fire department for the city, town or district in which the premises is located." No license shall be issued for the sale of alcoholic beverages in the Town until such time as a copy of the valid certificate of inspection has been filed with application.

4.2 Hours of Operation

The hours during which the sale of all alcoholic beverages may be made in a dining room are further limited to the time when the dining room is open and food service is available to the public. No alcoholic beverages shall be sold or served in a dining room before the dining room is open and food service is available, or after the dining room has been closed and food service has been suspended to the public. The hours during which the sale of all alcoholic beverages to be consumed on the premises may be made by any licensee shall be from 11:00 a.m. to 12:00 midnight on secular days and from 12:00 noon to 12:00 midnight on Sundays unless otherwise determined by the Board of Selectmen. The hours during which the sale of all alcoholic beverages to be consumed off the premises may be made by any licensee shall be from 9:00 a.m. to 10:00 p.m., Monday through Saturday and 12:00 noon to 5:00 p.m. on Sundays and legal holidays unless otherwise determined by the Board of Selectmen. The hours when sales may be made will be established by the Board of Selectmen with each individual application.

- 4.2.1 The Board may adjust hours for individual and/or classifications of licensees upon receipt of their request(s) for consideration of special circumstances and/or occasions.
- 4.2.2 No patron shall be served or sold alcoholic beverages within the licensed premises before or after the hours stated in the license.
- 4.2.3 No alcoholic beverages shall be served within the licensed premises during the fifteen (15) minutes preceding the hours stated on the license at which service of alcoholic beverages must cease.
- 4.2.4 All bottles, glasses, containers, etc., shall be cleared from all tables and bars within thirty (30) minutes of the established closing hour and all patrons will be off the licensed premises within forty-five (45) minutes of the established closing hour.
- 4.2.5 With the exception of the licensee and the manager, all employees shall vacate the licensed premises no later than sixty (60) minutes after the official closing hour designated on the alcohol license. Bona fide employees of the licensed establishment may remain upon or enter upon the licensed premises outside of the regular hours of operation while actually engaged in cleaning, opening, closing or preparing for the current or next day's business, but they may not dispense or consume any alcoholic beverage during such non-public hours. In any instance wherein

a licensee will have employees working on the licensed premises in excess of sixty (60) minutes before or after the serving times, the licensee shall cause notification of the fact to be given by telephone to the Needham Police Department along with the estimate as to how long the work party will be on the premises.

4.3 Payment of Charges and Taxes

Applicants and licensees must pay in full all taxes and charges owed to the Town on a current basis prior to the issuance of a new license, the transfer of an existing license and/or the annual renewal of a license.

4.4 Filing and Application Requirements (excludes One Day Special Event Licenses)

4.4.1 Abutter Notification

When conducting a public hearing to consider the issuance of a license to sell or serve wine, malt and/or alcoholic beverages, the Board will endeavor to ask applicant to notify all owners of property within a 300 foot radius of the premises to be licensed. This will be in addition to any notification which is required by law.

4.4.2 Insurance

No license shall be issued for the sale of alcoholic beverages (one day special licenses excluded) in the Town until such time as the applicant shall present to the Board of Selectmen a certificate of insurance showing that the applicant carries the following policies of insurance from an insurance company licensed by the Department of Insurance of the Commonwealth of Massachusetts as follows: workers' compensation insurance as required by M.G.L. Chapter 152; and liquor liability insurance in the minimum amount of \$100,000 per person/\$1,000,000 aggregate for personal injury and \$100,000 per occurrence for property damage.

4.4.3 Fees

All license fees of the Board are incorporated in these rules and regulations as Attachment I, Schedule of Town of Needham Liquor License Fees. These fees shall be non-refundable.

4.4.3.1 Filing Fees All required filing fees shall be paid in full at such time as the application is filed. The Board's filing fee shall be paid by check, made payable to the "Town of Needham". Filing fees required by the Commission must be by certified check or bank treasurers check made payable to the "Commonwealth of Massachusetts" and/or the "Alcoholic Beverages Control Commission". Filing fees shall not be pro-rated for any reason.

4.4.3.2 License Fees All license fees for the initial issuance of a new license, or for the transfer of an existing license, for a change in the structural composition of a licensed premises, and/or for the annual renewal of a license shall be paid in full prior to the

issuance of the license. The payment of the license fee shall be by cash, certified check or bank treasurer's check payable to "Town of Needham". The license fee shall only be pro-rated if fewer than six (6) months remain in the calendar year for at the time when a new license is issued by the vote of the Board.

4.4.4 Floorplans – On Premises Licenses (M.G.L. Ch 138 s.12)

4.4.4.1 With the exception of applicants for package store licenses and a one-day special events license and without limiting the application of Chapter 6 of the State Building Code, applicants or licensees shall submit to the Board along with the application for license, an architectural floor plan, drawn to scale, that includes the following information, which will be clearly marked:

- a. the net floor area (net floor area shall be the area of the rooms measured between the interior walls exclusive of stairways, service bars, hallways, etc.) and dimensions of the existing room or rooms and exterior premises requested to be licensed including dining rooms, function rooms, exterior premises and rooms in which alcoholic beverages are to be stored;
- b. the location of any proposed bars/waiting areas and cocktail lounges (for innkeepers license only);
- c. areas in which seats or benches are to be securely fastened to the floor and areas in which the seats and tables are moveable;
- d. entrances and exits;
- e. kitchens and/or food preparation areas;
- f. take out areas;
- g. storage areas;
- h. restrooms;
- i. all rooms not being requested to be licensed shall be labeled as to their function, such as, kitchen, coatroom, lobby, etc.;
- j. total occupant load; and
- k. other spaces, or in relevant cases, exterior premises for which approval of the Board for the sale of alcoholic beverages is requested. Approval of the use of exterior space will only be allowed if there is a physical barrier and signage restricting the transportation or possession of any alcohol, wine, or malt beverage beyond the limitation of the barrier.

4.4.4.2 The number and location of all seats, chairs, and stools upon or within the licensed premises must be approved in writing by the Board. In no event shall the total number of seats, chairs, and stools upon the licensed premises exceed the maximum seating capacity nor the maximum occupancy capacity of the licensed

premises.

4.4.4.3 No physical alteration, the effect of which would be to constitute a change in the description of the licensed premises as shown on the license, shall be made without prior written approval of the Board.

4.4.4.4 Outdoor seating shall be excluded from the seating capacity used to determine the type of license granted to applicant.

4.5.5 Floor Plans – Off Premise Licenses (M.G.L. Ch 138 s. 15)

4.5.5.1 Applicants for a package store license shall submit to the Board along with the application for license, an architectural floor plan, drawn to scale, that includes the following information, which will be clearly marked

- a. the net floor area (net floor area shall be the area of the rooms measured between the interior walls exclusive of stairways, service bars, hallways, etc.) and dimensions of the existing room or rooms and exterior premises requested to be licensed;
- b. gross floor area of the premises and those portions of the premises proposed to be dedicated to the sale, storage or display of alcoholic beverages;
- c. entrances and exits;
- d. storage areas;
- e. restrooms;
- f. cash register areas.

4.5.5.2 Applicants shall submit a plan for signage including window display signs.

4.6 General and Miscellaneous Provisions

4.6.1 No alcoholic beverages shall be taken from the building so approved in the licenses, with exception of approved exterior seating noted on floorplan, as noted in section 4.4.4.1 (k). This does not apply to package stores.

4.6.2 No licensee shall sell alcoholic beverages in any part of the premises not specified on this license. No change of such area or location shall be made without prior written approval of the Board of Selectmen. The licensed premises shall meet and fully comply with all health standards and regulations applicable to the sale of alcoholic beverages.

4.6.3 The licensed premises must be well lighted at all times.

4.6.4 There shall be no indecent or immoral entertainment on the licensed premises.

- 4.6.5 Gambling, lotteries, or other illegal machines or games are prohibited except as otherwise permitted by law.
- 4.6.6 The licensed premises shall be subject, at all times, to inspection by members of the Board of Selectmen, the Town Manager, Inspector of Buildings, Board of Health or its representatives, Police Department, Fire Department, or any other department or official of the town so directed by the Selectmen.
- 4.6.7 Service of food is required in all areas where alcoholic beverages are to be served for consumption on premises.
- 4.6.8 Meals must be served on solid dinnerware with silverware accompanying the same. No paper plates or plastic cutlery is permitted. Alcoholic beverages may be consumed only from glassware. Package stores and one day licenses are excluded from this provision.
- 4.6.9 No pitchers of beer may be served. (applicable to on premises licenses only)
- 4.6.10 No licensed restaurant or package store may permit the use of any amusement service such as electronic games on the premises.
- 4.6.11 Service of alcoholic beverages shall be by a server/wait person.
- 4.6.12 At all times that the licensed premises are open for the sale or service of alcoholic beverages, the licensee shall have on the premises a manager or assistant manager who has successfully completed an alcoholic beverage server training program satisfactory to the Board of Selectmen.
- 4.6.13 The alcoholic beverage license must be prominently displayed and available for public viewing inside the premises.

V. RULES AND REGULATIONS FOR THE SALE OF ALCOHOLIC BEVERAGES BY INNOLDERS

Subject to further limitations fixed or from time to time modified by the Board of Selectmen with respect to a particular license, the General Laws of Massachusetts and the regulations of the Alcoholic Beverages Control Commission, the following rules and regulations shall be in full force and effect:

- 5.1 No application for an alcoholic beverage license shall be accepted except from qualified owners of a hotel having a dining room capacity of not less than ninety-nine [99] persons and living capacity of not less than fifty [50] rooms.
- 5.2 Each applicant shall submit to the Board of Selectmen with each application for a license a floor plan of the building or that portion of the building on which is clearly marked and designated the location of the proposed seating arrangement, service

bars, dining rooms, function rooms or other rooms in which approval of the Board of Selectmen for the sale of alcoholic beverages is requested.

- 5.3 Cocktail lounges are permitted with the approval of the Board of Selectmen but limited to approved areas by the Board of Selectmen with appropriate identification of the specific location documented by the Inspector of Buildings.
- 5.4 The Service of alcoholic beverages to the room of any registered guest is prohibited unless otherwise authorized by the Board of Selectmen.

VI. RULES AND REGULATIONS APPLICABLE TO THE SALE OF ALCOHOLIC BEVERAGES IN RESTAURANTS AND FUNCTION ROOMS

Subject to further limitations fixed or from time to time modified or amended by the Board of Selectmen acting as the duly constituted Licensing Board of the Town of Needham with respect to this class of license, the General Laws of Massachusetts and the Regulations of the Alcoholic Beverages Commission, the following rules and regulations shall be in full force and effect:

- 6.1 It is the policy and purpose of the Board of Selectmen acting as the Licensing Board of the Town of Needham to limit the issuance of alcoholic licenses as an accommodating and incidental part of a Common Victualler's primary and principal business endeavor of preparing and serving food to the public in a restaurant and function room.
- 6.2 The issuance of alcoholic licenses will be utilized so as to both enhance the dining experience of individuals patronizing Needham restaurants and to foster the economic development of business areas in the Town by encouraging and promoting foot traffic in those areas where restaurants are located. The Board will consider when deciding upon a license application the foregoing factors and any other matter deemed appropriate by the Board including by way of description but not limitation: proximity to residential neighborhoods, traffic, parking, appropriateness of menu and other aesthetic considerations including the physical layout of the interior of the establishment. Licenses will not be granted to establishments whose principal business activity is fast food, take-out, or which has any "drive-through" component.
- 6.3 No function room may be separately licensed.
- 6.4 No alcohol license will be issued to any applicant unless such applicant is the licensee named in a common victualler's license and has operated a restaurant and function rooms for the twelve month period immediately preceding the filing of an application. When deemed appropriate by the Board of Selectmen this provision may be waived.
- 6.5 Service of food is required in all areas in which alcoholic beverages are to be served. Where a function room is available, the service of alcoholic beverages is permitted as authorized herein and may be closed to the general public.

VII. RULES AND REGULATIONS APPLICABLE TO CLUBS AND VETERANS ORGANIZATIONS SEEKING AND ISSUED ALCOHOLIC BEVERAGE LICENSES WITHIN THE TOWN AUTHORIZED BY SPECIAL ACT OF THE GENERAL COURT (CHAPTER 3 OF THE ACTS OF 1977)

Licenses issued by the Needham Licensing Board shall be subject to the minimum requirements of G.L. Chapter 138, Regulations of the Alcoholic Beverage Commission and the following regulations of the local Licensing Board and any amendments thereto hereinafter adopted:

- 7.1 Every club applicant to be eligible to be licensed to sell any or all alcoholic beverages within the Town of Needham must be a corporation duly organized and existing under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and has maintained club facilities for not less than three (3) years prior to the filing of an application. The within provisions may be waived by the Licensing Board.
- 7.2 Every Veterans organization to be eligible to be licensed to sell any and all alcoholic beverages within the Town of Needham must be duly chartered or authorized by the Laws of the United States or the Commonwealth of Massachusetts.
- 7.3 Each applicant shall furnish the Licensing Board with a copy of its Charter or other legal evidence of its eligibility as herein specified when requested by the Licensing Board.
- 7.4 Each eligible club and veteran's organization must have the exclusive legal right to the possession and enjoyment of indoor facilities of not less than 2,000 square feet of floor space on one or more floors and which may consist of one or more rooms.
- 7.5 Each licensee hereunder acting by and through its Board of Directors or other governing body shall appoint a manager or bartender who is of good moral character and a responsible person. The manager or bartender will be in charge during open hours acting for and on behalf of the Board of Directors or other governing Board. Acting for and on behalf of the Board of Directors the manager or bartender shall be responsible for the conduct of the members and guests, accountable for keeping order and the prevention of undue noise and disturbances on the licensed premises and the neighborhood.

VIII. RULES AND REGULATIONS APPLICABLE TO ONE-DAY SPECIAL EVENT LICENSES

The Board will review requests for One-Day Special Event Licenses in accordance with section 14 of Chapter 138 of the General Laws after receipt of the following documentation. A public hearing is not required for the issuance of a One-Day Special Event License.

- 8.1 Request for the sale of alcohol under a Special License is limited to between the hours of 11:00 a.m. and 12:00 a.m. on secular days and 12:00 p.m. and 12:00 a.m. on Sundays.

- 8.2 One-Day licenses are exempt from the legal notice and publication requirements.
- 8.3 No special event license will be granted to a licensed premise of any person whose application for a license is pending before the licensing authorities.
- 8.4 No person shall be granted a special license for more than 30 days in a calendar year.
- 8.5 Forms and documentation required for One-Day Special License:
- a) ABCC Notice of Approval of Special License (completed by the Town)
 - b) Town of Needham Board of Selectmen Event Information Sheet
 - c) Descriptive information about the event (invitation, flyer, letter of explanation, etc.)
 - d) Written indication of the manner by which service, sale, delivery, and/or dispensing of alcoholic beverages are to be controlled.
 - e) Written evidence of the owner's permission to use the proposed licensed premises.
 - f) Proof of Non-profit Status (if request is for all alcoholic beverages).
 - g) Sketch/floorplan of the proposed licensed premises detailing where alcohol will be served, sold, delivered, and/or dispensed.
 - h) Designation and identification in writing of all individuals who will serve, sell, deliver, and/or dispense alcoholic beverages and evidence of whether or not said individuals have completed in the past three years an appropriate Massachusetts alcoholic beverages server training program.
 - i) Acknowledgement that the person holding the special license has purchased the alcoholic beverages from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder. A person holding a section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04)
- 8.6 The One-Day Special Event Manager shall provide for the orderly and safe conduct of the event, shall be responsible for the proper sale, service, delivery, dispensing and consumption of alcoholic beverages, shall be physically present during the duration of the entire event and shall sign the Event Information Sheet. The One-Day Special Event Manager shall display such special One-Day License where sale of alcoholic beverages is taking place.

IX. RULES AND REGULATIONS APPLICABLE TO PACKAGE STORES (M.G.L. CH 138, SEC. 15)

9.1 General Provisions

- 9.1.1 Employees at the licensed premises on which a Section 15 license is exercised, must be 21 years of age except that such licensees may employ a person under the age of 21 who does not directly handle, sell,

store, or prepare for display any alcoholic beverages. Notwithstanding the foregoing, food store employees 18 years of age or older may handle, store, or prepare any alcoholic beverages for display and may sell alcohol provided that the onsite designated manager, aged 21 or over, approves and authorizes the transaction for sale.

- 9.1.2 No seating, chairs, stools, or tables for use by customers or patrons shall be placed or permitted by a retail package store licensee upon or within the licensed premises, or upon any area under the direction and control of the licensee.
- 9.1.3 Where the liquor licenses are granted to serve the public, licensees shall be open to the public and, except in exigent circumstances, operate on all days and hours in accordance with the terms of the issued liquor license. The closing of the licensed premises to the public, for a period of five (5) consecutive days or more, or for any period totaling ten (10) days during the calendar year without the prior approval of the Board of Selectmen may be deemed to be an abandonment of the Liquor License and sufficient grounds for revocation of the Liquor License.
- 9.1.4 All licensed liquor establishments must maintain an updated employee roster that shall be available upon request to the Town. It is the obligation of the licensee to inform all employees about the rules and regulations of the Needham Board of Selectmen, the Alcoholic Beverages Control Commission, and any and all applicable Massachusetts laws.
- 9.1.5 Any employees engaged in the sale and handling of alcoholic beverages must complete Board approved courses in alcohol safety training and have on file with the licensee and available for inspection by the Town a copy of current certification and proof of age. Licensee will provide an approved training program certificate of completion for the manager to the Town with the application.
- 9.1.6 All employees shall be required to be recertified once every three years by a Town- approved program. Newly hired employees shall complete a Town-approved training program within 30 days of their employment, or provide proof of training certification at a Town-approved course within the last three years. In addition, all employees that are engaged with the direct handling, selling, storing or the preparation for the display of any alcoholic beverages are required to watch annually a Town-approved training video as part of the license renewal process.
- 9.1.7 A designated manager will be onsite at all times the establishment is open. The onsite manager shall be responsible for compliance with all applicable laws of the Commonwealth of Massachusetts concerning the sale of alcoholic beverages and the Town's rules and regulations for the provision and consumption of alcoholic beverages. The designated

manager shall have full authority to make decisions concerning the operation of the establishment.

- 9.1.8 No consumption of alcoholic beverages shall be permitted on the premises outside of the licensed hours of operation.
- 9.1.9 Licensees shall make all reasonable and diligent efforts to ensure that loitering, disorder, disturbances or illegality of any kind does not occur at the licensed premises. The licensee shall ensure that business in the licensed premises is conducted in a responsible manner so that no activity shall detract from the quality of life in the Town generally, or in the neighborhood in which the licensed premises are located. The licensee may be held responsible for such activity, whether present or not.
- 9.1.10 Licensees shall at all times maintain the immediate and surrounding area outside the licensed premises in a state of cleanliness and upkeep.
- 9.1.11 The licensing of liquor establishments, and what constitutes the public convenience in Needham, will be subject to the informed discretion of the Board of Selectmen. In determining suitability for licenses, the Board of Selectmen will consider the proximity of the proposed premises to neighborhoods, especially residential neighborhoods, and other sensitive areas as determined by the Board.
- 9.1.12 Section 15 licenses may be granted to food stores as defined in these regulations, but will not be granted to convenience stores.
- 9.1.13 Alcohol-related signage displayed so that it is visible to the public will be limited. As a condition of the license, the licensee will comply with the Town of Needham Sign By-law, as from time to time amended.
- 9.1.14 Advertisement at local sporting events or school events and sponsorships of sporting teams where participant's uniforms carry the name, logo or advertisement for any business which derives more than 25% of its gross revenues from the sale of alcoholic beverages is prohibited.
- 9.1.15 "Nips" or bottles of spirits containing fewer than eight (8) fluid ounces shall not be located in an area directly accessible by customers, and shall be offered for sale upon the request of a customer from a location within the premises to which customers do not have direct access, such as behind a counter.

9.2 Hours Of Operation

- 9.2.1 Subject to further conditions or limitations fixed or from time to time modified by the Board with respect to a particular liquor license, these regulations and the laws of the Commonwealth of Massachusetts,

including but not limited to M.G.L. c.138, the hours during which sales of alcoholic beverages may be made by any approved licensee shall be from no earlier than 9:00 a.m. to no later than 10:00 p.m. Monday through Saturday, and from no earlier than 12:00 noon to no later than 5:00 p.m. on Sundays and legal holidays recognized by the Commonwealth of Massachusetts. The hours which sales may be made will be established by the Board of Selectmen with each individual application.

9.2.2 No sales are permitted on Memorial Day, Thanksgiving Day or Christmas.

9.2.3 For all deliveries conducted off the licensed premises, the licensee shall keep written records including the date of sale, quantities and sizes of items purchased, method of payment transaction, and name and address of purchaser. In addition to the preceding requirements, the amount of the beverages that were delivered, the date and time of delivery, the signature of the person receiving the delivery and the type of identification card used to confirm age. Such written records shall be maintained by the licensee within or upon the license premises for a period of not less than one year and must be readily available for inspection by the Town.

- a. Deliveries must be made during the operating hours of the store.
- b. Deliveries shall be made by persons no less than 21 years of age.
- c. A copy of Off-Premises Transportation Permit, license to deliver issued by the ABCC, shall accompany application at time of submittal.

9.2.7 All transactions for the sale of alcoholic beverages must be completed on or before the closing hour set out in this section.

9.2.8 Hours for product deliveries to establishment and/or pick-up of bottle returns should be arranged so that activity does not interfere with the quiet enjoyment of the neighborhood.

9.3 Consumption On Premises Prohibited Except Sample Tastings

9.3.1 Consumption of alcoholic beverages within or upon the retail package store licensed premises, or upon any area under the direction and control of the licensee, by any person is strictly prohibited except for sample tasting.

9.4 Limitations On Transferability Of Off-Premises Section 15 Licenses

9.4.1 An application for a transfer of ownership at the same location or transfer of location may be granted by the Board after a public hearing in compliance with these regulations and state law.

9.5 Food Store Alcohol License Requirements

- 9.5.1 A food store is defined as a grocery store or supermarket, which sells at retail, food for consumption on or off the gross premises, whether alone, or in combination with grocery items or other non-durable items typically found in a grocery store and sold to individuals for personal, family or household use. Such food store shall carry fresh and processed meats, poultry, dairy products, eggs, fresh fruits and produce, baked goods and baking ingredients, canned goods and dessert items. Notwithstanding the foregoing, a food store for the purposes of these regulations shall not be a convenience store, any business that sells gasoline, or a business which derives more than 25% of its gross revenues from the sale of alcoholic beverages. The retail space used to display alcoholic beverages shall not exceed twenty-five percent (25%) of the total retail space on the premises. The Board of Selectmen shall determine whether an applicant is a food store as set out herein and in compliance with any and all requirements.
- 9.5.2 A convenience store is defined as an establishment that sells at retail food and other non-durable items to individuals more on a daily basis, such as but not limited to small quantities of food, candy, newspapers, and tobacco products. Convenience stores are frequently open with only one staff member on duty at a time, are usually open later than 10:00 p.m. and may or may not sell gasoline. The Board of Selectmen reserves the right to consider each of these factors when determining if an applicant will be considered a convenience store.
- 9.5.3 Any applicant for a Section 15 License (whether for an original application, change of ownership or change of location) must provide with the application materials, a floor plan evidencing the gross floor area of the premises and those portions of the premises proposed to be dedicated to the sale, storage or display of alcoholic beverages. The licensee may not materially change the portions of its premises dedicated to sale, storage or display of alcoholic beverages without the approval of the Board of Selectmen. The licensee may not be open for business except during its licensed hours for sale of alcoholic beverages unless it has applied for and received approval by the Board of Selectmen of plan to properly secure all alcoholic beverages on the premises from public access during that time.
- 9.5.4 Regular sales and operation of the food store must continue during all times when the sales of wine and malt beverages are permitted.
- 9.5.5 Package store licenses issued to food stores shall be limited to wine and malt beverages only.

APPROVED:	6/14/77
Amended and revised:	11/18/97
Amended and revised:	2/9/99
Revised fee schedule:	12/7/99
Revised fee schedule:	12/5/00
Revised and approved:	8/20/02
Fee changes	12/21/04
Addition of Liquor	
Liability Insurance:	1/25/05
Addition of One-Day License:	1/25/05
Amended and revised:	11/14/06
Amended and revised:	6/22/10
Amended and revised:	12/18/12
Amended and revised:	5/13/14

**BOARD OF SELECTMEN
ACTING AS
NEEDHAM LICENSING BOARD**



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 5/13/2014

Agenda Item	Town Manager Report
Presenter(s)	Kate Fitzpatrick, Town Manager

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	At this time, the Town Manager will update the Board on issues not covered on agenda, as needed.		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
3.	BACK UP INFORMATION ATTACHED	YES	NO
	(Describe backup below) none		

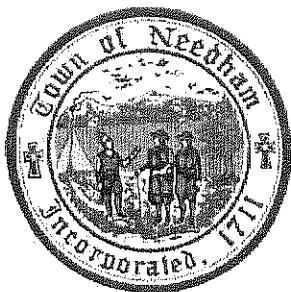


**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 05/13/2014

Agenda Item	Committee Reports
Presenter(s)	Board Discussion

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	<i>Board members will report on the progress and / or activities of their Committee assignments.</i>		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
3.	BACK UP INFORMATION ATTACHED	YES	NO
	(Describe backup below)		
	None		



Application for a Mobile Food Truck

Before completing the following application, please carefully review the "Food Truck Policy" document, which includes important details about the licensing requirements.

Date: April 3, 2014 Applicant (company name): Captain Marden's Seafoods, Inc.

D/B/A (e.g. if food truck name is different from company name): The Cod Squad

Primary Contact Name: Terri Beal Primary Contact Cell Phone: 617-921-9322

Primary Contact Business Phone: 781-329-7007 Primary Contact Email: terrikbeal@comcast.net

Name(s) of Owner(s), Partner(s), or Corporate President: Keith A. Marden, Jr.

Nancy Marden Goodall

Mailing Address of Company: 35 Perwal Street, Westwood, Ma 02090

Address of Vehicle Garaging (if different from above): _____

Address of Commissary (if different from above): _____

Truck License Plate State & Number: P52 716

Make/Model of vehicle: 2010 Workhorse Diesel

Proposed Location(s) /Day(s)/Hour(s) of Operation: Location description shall include address and physical description. Provide a separate site plan and photo(s) for each location(s). See Appendix II of policy for list of locations presently approved for food trucks.

1. 2nd Avenue Across from Charles River Landing

FROM 11 TO 2:30 (MON, TUE, WED, THU, FRI, SAT, SUN)

2. _____

FROM _____ TO _____ (MON, TUE, WED, THU, FRI, SAT, SUN)

3. _____

FROM _____ TO _____ (MON, TUE, WED, THU, FRI, SAT, SUN)

Required Documents (Attach to this application):

- | | |
|---|---|
| <u>X</u> Completed application | <u>X</u> Fees |
| <u>X</u> Insurance Certificate/Worker's Comp | <u>X</u> CORI Request Form w/identification |
| <u>X</u> Site Plan | <u>X</u> Copy of a Menu |
| <u>X</u> A color photo of your truck in operation | <u>X</u> Copy of State Hawkers and Peddlers License |
| <u>X</u> Copy of Needham Health Department License | <u>n/a</u> Current MA Business Registration Certificate |
| <u> </u> Copy of Fire Department Permit | |
| <u>X</u> MA Department of Motor Vehicles (DMV) Vehicle Registration | |

APPLICANT UNDERSTANDS AND AGREES TO COMPLY WITH ALL THE CONDITIONS NOTED ON THIS APPLICATION, THE BOARD OF SELECTMEN, POLICE DEPARTMENT, FIRE DEPARTMENT, HEALTH DEPARTMENT, AND OTHER LOCAL, STATE AND FEDERAL LAWS GOVERNING MOBILE FOOD FACILITIES AND ACCESSIBILITY AS THEY MAY APPLY TO THIS PERMIT.



Signature of Applicant / Authorized Representative

April 9, 2014

Date

Terri Klippert Beal
Print Name

Y FRESH SIMPLY NEW ENGLAND

WWW.CMSFOODTRUCKS.COM

617-921-9322
CATERING & EVENTS



Captain
Marden
Seafood



MENU



Hot & Creamy

Soup of the Day: Market Price

Clam Chowder \$3.75/\$6

Healthy Choices

Locally Sourced Assorted Salads, Plain or with/:

 **Grilled Tuna Tidbits \$10**

•  **Poached Salmon \$9**

•  **Poached Shrimp \$9**

• **Swordfish Kabobs**

 **Grilled Tilapia**

Shrimp Cocktail \$6

Assorted Drinks: \$1.50: water, non-sweetened iced tea, seltzers, sodas

Signature New England Favorites

Fish & Chips \$10

Lobster Roll w/fries & Cole Slaw \$15

Fried Whole Clam Roll w/fries & Cole Slaw \$13

Fresh, Grilled Tuna or Scallops w/Green Salad \$10

Calamari Plate w/fries & Cole Slaw \$8

Haddock Sandwich w/fries & Cole Slaw \$9

Halibut Fingers w/fries & Cole Slaw \$8

BEFORE PLACING YOUR ORDER, PLEASE INFORM YOUR SERVER IF ANYONE IN YOUR PARTY HAS A FOOD ALLERGY.

Captain Marden's Seafoods, Inc.



617-921-9322



www.cmsfoodtrucks.com

CHARLES M.D.C. RIVER RESERVATION

21-01

LEASE AREA
80,000 S.F.

(SEE 30-88)

RAILROAD

EASEMENT

3,461 S.F.
Private Way

REG. PLAN
1994-468
(43-100R)

229,572 S.F.
233,033 S.F.
(INCLUDES
3,461 S.F.
Pr. Way)
26
LOT 6

Second Avenue

68
(5,060 S.F.)
300.17

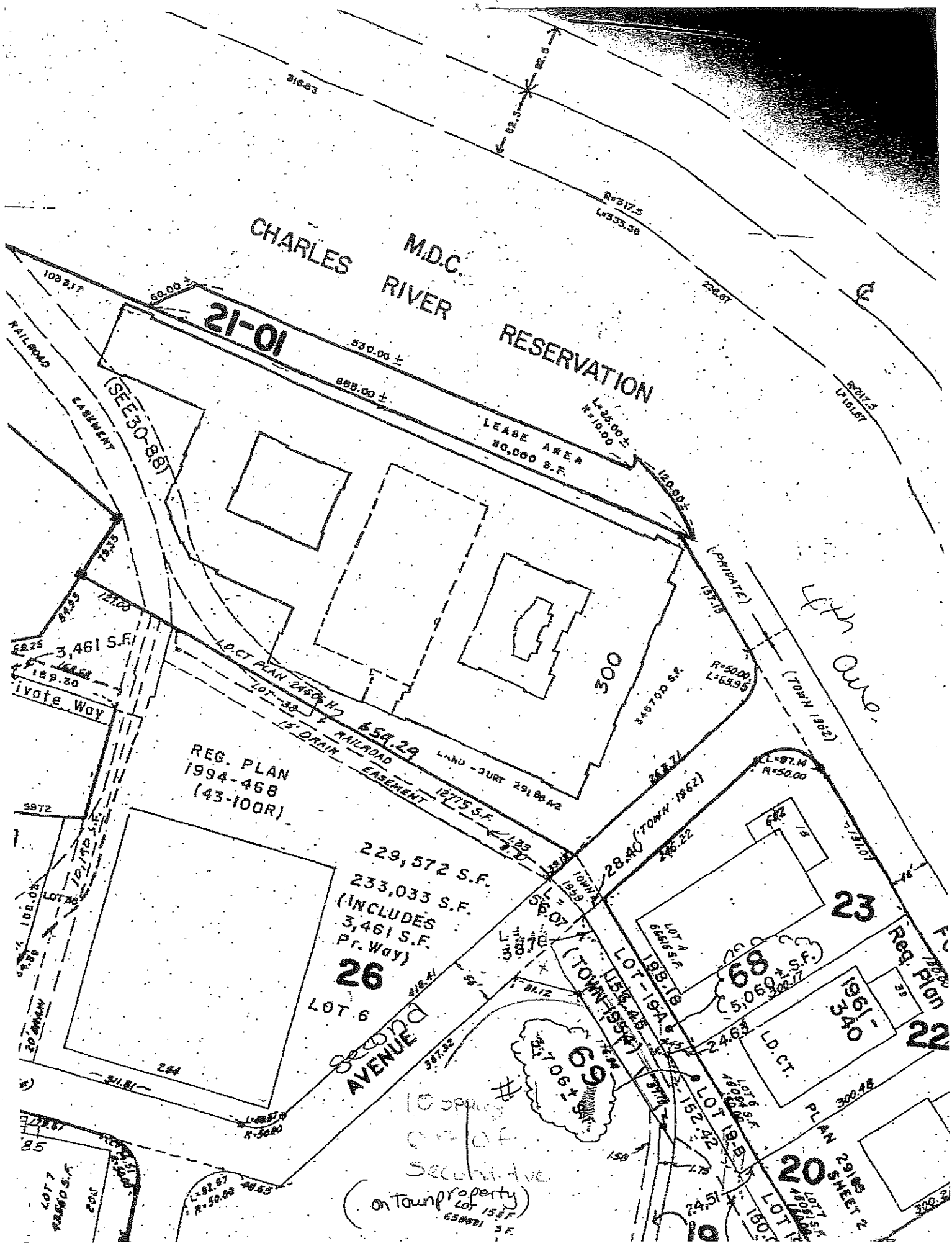
23

Reg. Plan
22

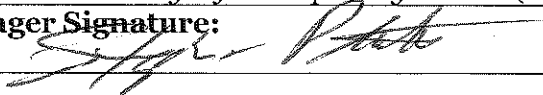
20

PLAN
2915
SHEET 2

100' spacing
of
Security
(on town property)
Lot 15 S.F.
65,000 S.F.



**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Stephen Pitocchello		
Event Manager Address	83 Monton ST		
Event Manager Phone Number	981-444-9677		
Organization Representing (if applicable)	Village club		
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☒ Non-profit ☐ For profit ☐ Proof of non-profit status is attached Form of Proof: <u>on file</u>		
Name of Event	Baptism		
Date of Event	May 10, 2014		
License is for Sale of:			
☐ Wines & Malt Beverages Only ☒ All Alcoholic Beverages (for non-profit groups only)			
Requested Time for Liquor License	FROM:	TO:	
	12	7	
Are tickets being sold in advance for this event?	☐ YES \$	/per ticket	☒ NO
Is there an admission fee for this event?	☐ YES \$	/per ticket	☒ NO
Are you using dues collected to purchase alcohol for this event?	☐ YES	☒ NO	
How many people are you expecting at this event?			
100			
Name & address of event location. Please attach proof of permission to use this facility.			
Village club 83 Monton ST			
Who will be serving the alcohol to your guests?			
Chris Williams			
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate).			
Chris Williams			
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan.			
on file			
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))			
Event Manager Signature:			Date:
			4/17/14

**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Stephen Pirocchelli		
Event Manager Address	83 Montan St		
Event Manager Phone Number	781-444-9677		
Organization Representing (if applicable)	Village Club		
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☒ Non-profit ☐ For profit ☐ Proof of non-profit status is attached Form of Proof: <u>on file</u>		
Name of Event	Relay for Life Fund Raiser		
Date of Event	May 17, 2014		
License is for Sale of:			
☐ Wines & Malt Beverages Only ☒ All Alcoholic Beverages (for non-profit groups only)			
Requested Time for Liquor License	FROM:		TO:
		6	12
Are tickets being sold in advance for this event?	☐ YES \$	/per ticket	☒ NO
Is there an admission fee for this event?	☐ YES \$	/per ticket	☒ NO
Are you using dues collected to purchase alcohol for this event?	☐ YES	☒ NO	
How many people are you expecting at this event?			
100			
Name & address of event location. Please attach proof of permission to use this facility.			
Village Club 83 Montan St			
Who will be serving the alcohol to your guests?			
Bob Mack Chris Williams			
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate).			
Bob Mack Chris Williams			
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan.			
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))			
Event Manager Signature:			Date:
Stephen Pirocchelli			4/17/14

**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Stephen Pitechelli		
Event Manager Address	83 Munton St		
Event Manager Phone Number	781-444-9677		
Organization Representing (if applicable)	Village Club		
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☐ Non-profit ☐ For profit ☒ Proof of non-profit status is attached Form of Proof: <u>on file</u>		
Name of Event	Graduation Party		
Date of Event	May 31 May 31, 2014		
License is for Sale of:			
☐ Wines & Malt Beverages Only ☒ All Alcoholic Beverages (for non-profit groups only)			
Requested Time for Liquor License	FROM:		TO:
		4	12
Are tickets being sold in advance for this event?	☐ YES \$	/per ticket	☒ NO
Is there an admission fee for this event?	☐ YES \$	/per ticket	☒ NO
Are you using dues collected to purchase alcohol for this event?	☐ YES	☒ NO	
How many people are you expecting at this event?			
150			
Name & address of event location. Please attach proof of permission to use this facility.			
Village Club. 83 Munton St			
Who will be serving the alcohol to your guests?			
Chris Williams			
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate).			
Chris Williams			
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan.			
on file			
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))			
Event Manager Signature:			Date:
			4/27/14

**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Stephen Pitarcelli		
Event Manager Address	83 Montan St		
Event Manager Phone Number	781-444-9677		
Organization Representing (if applicable)	Village Club		
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☒ Non-profit ☐ For profit ☒ Proof of non-profit status is attached Form of Proof: <u>on file</u>		
Name of Event	Little League coaches Dinner		
Date of Event	June 13, 2014		
License is for Sale of:			
☐ Wines & Malt Beverages Only ☒ All Alcoholic Beverages (for non-profit groups only)			
Requested Time for Liquor License	FROM:	TO:	
	6	11	
Are tickets being sold in advance for this event?	☐ YES \$	/per ticket	☒ NO
Is there an admission fee for this event?	☐ YES \$	/per ticket	☒ NO
Are you using dues collected to purchase alcohol for this event?	☐ YES	☒ NO	
How many people are you expecting at this event? 100			
Name & address of event location. Please attach proof of permission to use this facility. Village Club 83 Montan St			
Who will be serving the alcohol to your guests? Chris Williams Event is adults only No children			
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate). Chris Williams			
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan. on file			
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))			
Event Manager Signature:			Date:
[Signature]			4/17/14

TIPS[®] TIPS On Premise 2.0 SSN: XXX-XX-XXXX

Issued: 5/28/2013

Expires: 5/28/2016

ID#: 3481972

D.O.B.: XXXXX/XX/XX

Chris R Williams
16 August Way
Needham, MA 02494-1338

For service visit us online at www.gettips.com



For Calendar Year: 2014

TOWN OF NEEDHAM
APPLICATION FOR LICENSE FOR
PUBLIC ENTERTAINMENT ON SUNDAY
2014 APR 29 AM 4:58

The undersigned hereby applies for a License for Public Entertainment on Sunday in accordance with the provisions of the statutes relating thereto:

Name of Establishment: NEEDHAM FARMERS MARKET, INC.

Applicant (must be an individual): JEFF FRIEDMAN

If Business is a Corporation / Corporate Name and Officers: NEEDHAM FARMERS MARKET, INC.

JEFF FRIEDMAN, PRESIDENT, JEFF RICHMAN, TREASURER, DAVE HATTE, SECRETARY

If Business is not a Corporation, Name of Owner: _____

Address of Establishment: 28 PERRAULT ROAD, APT. #1, NEEDHAM 02494

Mailing Address: Same Telephone Number: 781.400.1036

Email Address: Friedman.esq@aol.com Fax Number: none

Describe the type of entertainment at your Establishment: MUSIC ~~AND~~ LIVE, 1

The entertainment above mentioned is to be in keeping with the character of the Lord's Day and not inconsistent with its due observance.

No change to be made in the program without permission of the authorities granting and approving the license.

Signature of Applicant: Jeffrey Friedman Date: 4/29/14

A certificate of insurance showing evidence that the applicant has workers' compensation insurance must be included with this completed application.

Pursuant to M.G.L. Ch. 62C, Sec. 49A:

I certify under the penalties of perjury that I, to my best knowledge and belief, have filed all state tax returns and paid all state taxes required under law.

Jeffrey Friedman
Signature of Applicant (Mandatory)

Jeffrey Friedman
By Corporate Officer
(If applicable)

[Redacted]
Either a Social Security Number
Or Federal Identification Number
Must Be Supplied

4/29/14
Date (required)

This License will not be issued unless this certification clause is signed by the applicant.

**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Maureen Callahan		
Event Manager Address	P.O. Box 920145 Needham MA 02492		
Event Manager Phone Number	781-258-7428		
Organization Representing (if applicable)	Needham Education Foundation		
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☒ Non-profit ☐ For profit ☐ Proof of non-profit status is attached Form of Proof: _____		
Name of Event	NEF Donor Appreciation Event		
Date of Event	Tues Wed , May 13, 2014		
License is for Sale of:			
☒ Wines & Malt Beverages Only ☐ All Alcoholic Beverages (for non-profit groups only)			
Requested Time for Liquor License	FROM:	5:30 pm	TO: 7:30 pm
Are tickets being sold in advance for this event?	☐ YES \$	/per ticket	☒ NO
Is there an admission fee for this event?	☐ YES \$	/per ticket	☒ NO
Are you using dues collected to purchase alcohol for this event?	☐ YES	☒ NO	
How many people are you expecting at this event?	75		
Name & address of event location. Please attach proof of permission to use this facility.			
Needham Historical Society, 1135 Central Ave Needham 02492			
Who will be serving the alcohol to your guests?			
Bartender			
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate).			
John Neri			
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan.			
Alcohol will be provided free of charge. Guests will pick up their drinks from bar area, served by Bartender			
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))			
Event Manager Signature:			Date:
Maureen Callahan			4/29/14

needham
education
foundation

The Needham Education Foundation would like to thank you
for your generous support during the past year.

You are cordially invited to
join Superintendent Gutekanst
at a Donor Appreciation Reception,
immediately followed by our NEF Community Education Event,
"Summer Slide: What Students Lose Over the Summer and
What We Can Do About It".

Tuesday, May 13th

6:00-7:15 p.m. Wine and Cheese Reception
Needham Historical Society
1135 Central Avenue

7:30-9:00 p.m. "Summer Slide" Community Education
Event at the Newman Elementary
School Auditorium

Please RSVP by May 9th by emailing mcallahan@nefneedham.org
or by calling 617-334-8015



On Premise

SSN: XXX-XX-XXXX

Issued: 3/25/2014

Expires: 3/16/2017

ID#: 3686579

D.O.B.: XX/XX/XXXX

JOHN P NERI

109 Cambridge Tpke

Lincoln, MA 01773-1913

For service visit us online at www.getlips.com

Martin D'Apolito, 16823

Event Manager Name (Name that will appear on license)	Ed Davis
Event Manager Address	1191 Greendale Ave
Event Manager Phone Number	781-247-0158
Organization Representing (if applicable)	St Sebastian's School
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☒ Non-profit ☐ For profit ☐ Proof of non-profit status is attached Form of Proof: _____
Name of Event	Reunion
Date of Event	5-17-14
License is for Sale of: ☐ Wines & Malt Beverages Only ☒ All Alcoholic Beverages (for non-profit groups only)	
Requested Time for Liquor License FROM: 12:00pm TO: 12:00am 11:30pm	
Are tickets being sold in advance for this event? ☐ YES \$ /per ticket ☐ NO	
Is there an admission fee for this event? ☒ YES \$ 60 /per ticket ☐ NO	
Are you using dues collected to purchase alcohol for this event? ☒ YES ☐ NO	
How many people are you expecting at this event? 200	
Name & address of event location. Please attach proof of permission to use this facility. St. Sebastian's School - Ward Hall	
Who will be serving the alcohol to your guests? bartenders	
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate). The Bartending Service of NE	
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan. guest will go to bar to get served	
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))	
Event Manager Signature:	Date: 4/28/14

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Middleboro, MA 02346-1920

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CHRISTINE L STEARNS
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Middleboro, MA 02346-1920

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LAUREN R MURRAY
13 W End Ave
Middleboro, MA 02346-1920

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JUSTIN Z PIKE
13 W End Ave
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13 W End Ave
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RONALD M KOLOZIE
13 W End Ave
Middleboro, MA 02346-1920

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STACY J LEARY
182 Thompson St
Middleboro, MA 02346-1608

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SHON M HURLEY
13 W End Ave
Middleboro, MA 02346-1920

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Town of Needham
Water Sewer Billing System
Adjustment Form

DEPARTMENT OF PUBLIC WORKS

TO: TOWN TREASURER AND COLLECTOR
cc: TOWN ACCOUNTANT, WATER AND SEWER SUPERINTENDENT

WHEREAS the appropriate divisions of the Department of Public Works have submitted to you the following commitment(s) on the dates listed below for the collection of water, sewer revenue and

WHEREAS certain inadvertent error(s) were made in said commitment(s), it is hereby requested that you abate these particular account(s) in the amount(s) stated below.

Water Sales:	-\$330.10
Water Irrigation:	\$0.00
Water Admin Fees	\$0.00
Sewer Sales:	-\$774.80
Transfer Station Charges:	\$0.00
Total Abatement:	-\$1,104.90

Order #: 1180

Read and Approved: 5/9/14

5/9/2014

Assistant Director of Public Works

Director of Public Works

For the Board of Selectmen

Date: 5/13/14

**Town of Needham
Water Sewer Billing System
Adjustment Form**

Prepared By:	Last Name	First Name	Customer ID#	Location ID#	Street Number	Street Name	Irrigation Water	Domestic Water	Sewer	Total	Reason	Corrected Last Read Y/N
DB	Feeley	Richard	27915	18654	1546	Great Plain Avenue	\$0.00	-\$12.85	-\$26.45	-\$39.30	ACC	N
JO	Council on Aging (3)						\$0.00	-\$317.25	-\$748.35	-\$1,065.60	COA	N

Total: -\$1,104.90

ALSO, LET THIS SERVE AS AUTHORIZATION TO ABATE ANY PENALTY OR INTEREST WHICH HAS ACCRUED DUE TO THE NON-PAYMENT OF AMOUNTS AS STATED ABOVE.

Legend:

O.I. = O.I. reading slower than inside meter causing large bill when inside meter is read.

TWN = Town Project caused damage to private property

EC = Extenuating Circumstances

Equip = Equipment Malfunction

UEW = Unexplained water loss

ACC = Accidental Water Loss

BP = Billing Period beyond 100 days

COA = Council on Aging



Fire ✓
Police ✓

DPW ✓
P+R ✓

53 Coulton Park, Needham, MA 02492

RECEIVED
TOWN OF NEEDHAM
BOARD OF SELECTMEN

2014 MAR 10 P 2: 52

March 7, 2014

Board of Selectmen, Town of Needham

Dear Selectmen,

I am writing to request your consent for the use of public roads in connection with the 24th running of the **Great Bear Run** on Sunday, May 18, 2014. It is once again to be hosted on the grounds of the Pollard Middle School, for which the school department has issued us a permit.

We will have a need to close down parts of Harris Avenue between 10:00 AM and 2:45 pm. The span of Harris Ave in which we must close runs for varying lengths depending on the specific event in progress (between Bradford and Eaton for the children's events and between Bradford and Fair Oaks for the 1 Mile Run / Walk) Other roads used for the extended race course (5K) include Great Plain Ave to South Street to Dedham Ave and Bradford Street. We deploy road marshals along these parts of the course, with a lead police escort.

MORE ON THE GREAT BEAR RUN OF NEEDHAM....

Last year, the race involved roughly 900 participants.

The race will include a Prostate Cancer Walk – and all proceeds from the Great Bear Run will benefit the Prostate Cancer cause.

For the past 15 years, this race has been recognized in the "They're the Best" (top 50) road races in the New England / New York area by New England Runner magazine in company with many prestigious races. The unique quality of The Great Bear Run is that its emphasis is on entire families participating.

The Needham Track Club appreciates the support we've received from the school system, and public works department in past races. *As always, we invite any and all town officials to come to the race as special guests.* There are plenty of races that can use a distinguished VIP at the starting line, or hand to distribute awards at the finish line !

I await your response to my request for use of public roads on May 18th, 2014.

Sincerely,

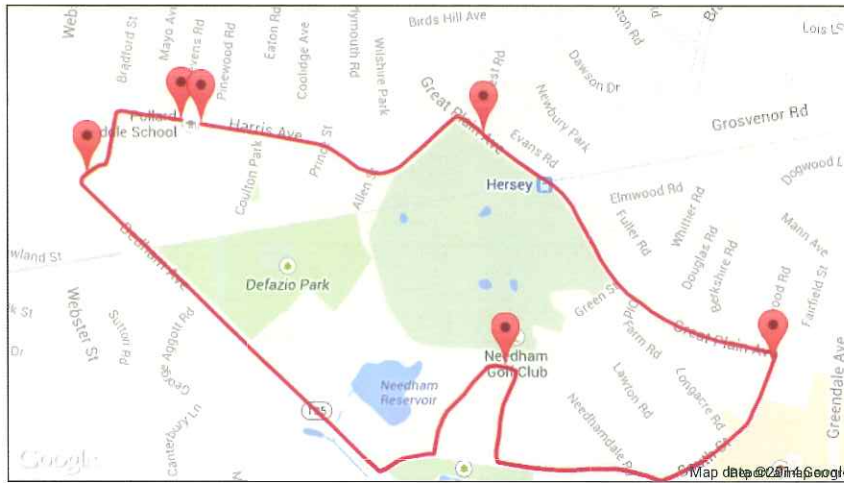


John Hrones, Race Director

cc. Chief of Police, Needham

781-448-4954

Great Bear Run Course Map and Elevation Chart



Comment About this Race

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BOARD OF SELECTMEN

* MINUTES *

May 5, 2014

6:50 p.m. A special meeting of the Board of Selectmen was convened by Chairman John Bulian at the Needham Town Hall. Present were Mr. Maurice Handel, Mr. Matthew Borrelli, Ms. Marianne Cooley, Mr. Daniel Matthews, Town Manager Kate Fitzpatrick.

ATM Article 6 – ITWA Contract

Motion: Mr. Matthews moved that the Board withdraw Article 6. Mr. Handel seconded the motion. Unanimous: 5-0.

ATM Article 11 – FY2015 Operating Budget

Motion: Mr. Handel moved that the Board recommend adoption of Article 11, as amended. Mr. Borrelli seconded the motion. Unanimous: 5-0.

ATM Article 24 – Bow & Arrows

Motion: Mr. Matthews moved that the Board recommend amendment of Article 24 by replacing the word “possess” with the word “hunt.” Mr. Handel seconded the motion. Unanimous: 5-0.

STM Article 1 – FY2014 Operating Budget

Motion: Mr. Borrelli moved that the Board recommend adoption of Article 1, as amended. Mr. Handel seconded the motion. Unanimous: 5-0.

STM Article 2 – Solar Zoning

Motion: Mr. Handel moved that the Board recommend adoption of Article 11, as amended. Mr. Borrelli seconded the motion. Unanimous: 5-0.

Consent Agenda

Motion: Mr. Borrelli moved that the Board certify that the Board of Selectmen does not currently anticipate that the property at 66 – 70 Chestnut Street, to be acquired with the proceeds of bonds, or any portion thereof, will be leased, rented, managed or otherwise exclusively committed to a third party, or sold for so long as any bonds or notes are outstanding. The parcel will be used on a short-term basis, by the Town or by others on terms that are available to the general public, for storage, parking, meeting space, temporary municipal work space, and occasional municipal and/or community events. The long-term use of the parcel is anticipated to be for the expansion or reconstruction of the adjacent Police and Fire Station. Mr. Handel seconded the motion. Unanimous: 5-0.

7:05 p.m. Motion: Mr. Handel moved that the Board adjourn its meeting contemporaneously with the adjournment of Town Meeting. Mr. Handel seconded the motion. Unanimous: 5-0.

Note: The Annual Town Meeting adjourned for the evening at 11:21 p.m.

ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Nancy Wright		
Event Manager Address	117 Chapel Street, Needham		
Event Manager Phone Number	781-449-7227		
Organization Representing (if applicable)	Perennial Designs		
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	☐ Non-profit ☐ For profit ☐ Proof of non-profit status is attached Form of Proof: _____		
Name of Event	Farewell Party		
Date of Event	5/15/14		
License is for Sale of: <u>N/A</u> ☐ Wines & Malt Beverages Only <i>selling wine only</i> ☐ All Alcoholic Beverages (for non-profit groups only)			
Requested Time for Liquor License FROM: <u>6 pm</u> TO: <u>8 pm</u>			
Are tickets being sold in advance for this event? ☐ YES \$ /per ticket ☒ NO			
Is there an admission fee for this event? ☐ YES \$ /per ticket ☒ NO			
Are you using dues collected to purchase alcohol for this event? ☐ YES ☒ NO			
How many people are you expecting at this event? <u>~ 40</u>			
Name & address of event location. Please attach proof of permission to use this facility. <u>117 Chapel Street</u> <u>I lease this space</u> <u>Needham</u>			
Who will be serving the alcohol to your guests? <u>TIPS Certified</u> <u>Nancy Wright</u>			
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate). <u>TIPS certificate on file @ Town Hall</u>			
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan. <u>I will serve wine to guests at a table located in my store.</u>			
☒ I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))			
Event Manager Signature: <u>Nancy Wright</u>			Date: <u>5/30/14</u>

Do you have a Problem? Contact Technical Support for assistance.

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[Main Menu](#)

Do not click Back-Space to leave this window

Certificate of Completion

This Certificate of Completion of
eTIPS On Premise 2.0
For coursework completed on May 4, 2013
provided by Health Communications, Inc.
is hereby granted to:

Nancy Wright

Certification to be sent to:

117 Chapel St
Needham MA, 02492-2600 USA



HEALTH

INC.

✓ Police ✓ Fire
✓ DPW ✓ P&R

Nikki Witham

From: Sean Madsen <sean@bikesnotbombs.org>
Sent: Wednesday, April 09, 2014 5:37 PM
To: Nikki Witham
Subject: Some cyclists to to pass through Needham on Sunday June 8th

Hello Nikki,

This year Bikes Not Bombs is holding our 27th annual fundraising bike ride, the Bike-A-Thon, on Sunday June 8th. As in previous years you may recall, some of our cyclists will be passing through Needham, so I'm writing to provide some information about our plans.

First of all, I want to mention up front that there are no points along our route where we plan to block, obstruct, or in any way interfere with vehicular or pedestrian traffic. This is not a race, and it is not a single mass of cyclists who stay together. Each cyclist rides at their own pace, and they will be spread out over multiple miles and integrated into the normal flow of traffic. We give out a suggested route for cyclists to follow, and each cyclist is on the road as an individual, riding safely and single file on the road as would any other recreational cyclist. Overall, we expect the impact on Sunday traffic to be negligible, and we are not requesting any assistance from town authorities for the event. We simply seek to do our due diligence of informing Needham Town Hall.

Here is a link to our route that briefly travels through Needham:
<http://ridewithgps.com/routes/3362391>

This route has gone through Needham in the past, and note that this year's route will travel on even fewer roads in Needham. We expect riders to begin trickling through South St at around 11:45 am. All riders should be on Kendrick St, about to exit Needham, by 4:30 pm.

We will be instructing all riders to obey all traffic laws. These cyclists will also be experienced and comfortable with safely integrating themselves into the normal flow of traffic. We will not be blocking any intersections. This is our 27th year of running this event smoothly and safely without any significant issues.

Each of these heroic cyclists also raises money to support our bicycle programs, and many of them have already raised very impressive sums of money. Our youth programs in Jamaica Plain help inner-city teens learn safe bicycling skills and mechanics skills, while earning their own bike. These bikes help them get to school or work and the skills lay a foundation for professional development that will help them get jobs.

We hope this information is sufficient to meet your needs. Thank you for your support. Our event participants are very excited about this route!

--
Sean Madsen
Bikes Not Bombs
Bike-A-Thon Route Planner
617-522-0222 x111
sean@bikesnotbombs.org

BAT 80 mile

81.2 miles

Leg	Dir	Type	Notes	Total
	→	Right	Turn right onto New Washington St	1.1
0.0	←	Left	Turn left onto South St	1.2
0.0	↑	Straight	Continue onto Washington St	1.2
0.0	→	Right	Turn right onto South St	1.2
0.6	→	Right	Slight right onto Bussey St	1.9
0.4	←	Left	Turn left onto Walter St	2.2
0.1	→	Right	Turn right onto Weld St	2.4
1.5	←	Left	Turn left onto Ruskin St	3.9
0.1	→	Right	Turn right onto Corey St	4.0
0.0	←	Left	Turn left onto Vermont St	4.0
0.7	←	Left	Turn left onto Baker St	4.7
0.6	→	Right	Slight right onto Spring St	5.3
0.4	↑	Straight	Continue onto Bridge St	5.7
0.1	→	Right	Slight right onto Needham St	5.8
0.4	↑	Straight	At the traffic circle, take the 2nd exit and stay on Needham St	6.3
0.2	←	Left	Slight left onto Pine St	6.4
0.8	→	Right	Slight right onto Bridge St	7.2
0.6	↑	Straight	Continue onto High St	7.9
0.2	←	Left	Turn left onto Lowder St	8.1
0.6	→	Right	Slight right onto Highland St	8.7
0.6	→	Right	Turn right onto Washington St	9.3
0.4	→	Right	Turn right onto Gay St	9.7
2.1	←	Left	Turn left onto MA-109 W/High St	11.8
0.0	→	Right	Slight right onto Hartford St	11.9
2.8	→	Right	Sharp right to stay on Hartford St	14.7
1.0	↑	Straight	Continue onto MA-109 W/Main St	15.6
1.5	→	Right	Turn right onto North St	17.1
0.4	←	Left	Turn left onto Dale St	17.5
0.7	←	Left	Turn left onto Bridge St	18.2
0.2	←	Left	Turn left onto Main St	18.4
0.3	→	Right	Turn right onto Causeway St	18.7
2.4	←	Left	Turn left onto Orchard St	21.1
0.5	↑	Straight	Continue onto Fruit St	21.7
0.0	←	Left	Turn left onto Noon Hill Ave	21.7
1.0	→	Right	Turn right onto Seekonk St	22.7
0.5	↑	Straight	Continue onto Cleveland St	23.3
1.3	→	Right	Turn right onto MA-115 N/Rockwood Rd	24.6
2.5	←	Left	Slight left onto Plain St	27.0
1.0	↑	Straight	Continue onto Exchange St	28.1
0.3	←	Left	Turn left onto Union St	28.4
0.5	→	Right	Slight right onto Ridge St	28.9
0.1	←	Left	Turn left onto Causeway St	29.0
2.3	→	Right	Turn right onto Holliston St	31.3
0.3	↑	Straight	Continue onto Norfolk St	31.6

Leg	Dir	Type	Notes	Total
0.7	←	Left	Turn left onto Stoddard Park Rd	32.3
0.3	←	Left	Turn left onto Norfolk St	32.6
1.0	←	Left	Turn left onto Central St	33.6
0.3	→	Right	Turn right onto MA-126 N/MA-16 E/Washington St	33.9
0.1	←	Left	Turn left onto Hollis St	34.0
1.0	←	Left	Turn left onto Highland St	35.0
0.1	→	Right	Turn right onto Prentice St	35.1
0.5	→	Right	Turn right onto Mill St	35.5
0.4	→	Right	Keep right to stay on Mill St	35.9
0.5	↑	Straight	Continue onto Clinton St	36.4
1.7	→	Right	Turn right onto Olive St	38.1
1.2	→	Right	Slight right onto MA-135 E/W Union St	39.3
1.1	→	Right	Turn right onto Main St	40.4
0.6	↑	Straight	Continue onto Prospect St	41.0
1.3	↑	Straight	Continue onto Ashland St	42.3
0.2	→	Right	Turn right onto Winter St	42.5
1.1	←	Left	Turn left to stay on Winter St	43.6
0.9	←	Left	Turn left onto MA-126 N/MA-16 E/Washington St	44.5
0.5	→	Right	Turn right onto Woodland St	45.0
0.2	←	Left	Turn left onto Lowland St	45.2
0.7	←	Left	Turn left onto Fiske St	45.9
1.3	↑	Straight	Continue onto Mill St	47.2
1.1	↑	Straight	Continue onto Woodland St	48.3
0.1	←	Left	Slight left onto W Goulding St	48.4
1.1	←	Left	Sharp left onto Lake St	49.6
1.1	→	Right	Turn right onto Farm Rd	50.7
1.2	↑	Straight	Continue onto Bridge St	51.9
0.5	←	Left	Turn left onto Farm St	52.4
0.5	←	Left	Turn left onto Glen St	52.9
2.4	→	Right	Turn right onto Pleasant St S	55.3
0.6	←	Left	Turn left onto Claybrook Rd	55.9
2.1	←	Left	Turn left onto Central Ave/Centre St	58.0
0.6	→	Right	Turn right onto Charles River St	58.6
0.6	→	Right	Turn right onto South St	59.2
0.2	↑	Straight	Continue onto Willow St	59.4
0.6	↑	Straight	Continue onto Dedham St	60.1
0.6	←	Left	Turn left onto Centre St	60.7
0.7	←	Left	Slight left onto Pine St	61.4
1.1	←	Left	Turn left onto Rocky Brook Rd	62.4
0.1	→	Right	Slight right onto Riga Rd	62.5
0.3	←	Left	Turn left onto Cedar Hill Rd	62.8
0.4	→	Right	Turn right onto Walpole St	63.2
0.3	←	Left	Turn left onto Powisset St	63.5
1.6	↑	Straight	Continue onto Dover Rd	65.1
1.3	←	Left	Turn left onto Lorraine Rd	66.4
0.3	↑	Straight	Continue onto Country Ln	66.7
0.4	←	Left	Turn left onto Summer St	67.1

Leg	Dir	Type	Notes	Total
1.2	←	Left	Turn left onto Westfield St	68.3
0.7	→	Right	Turn right onto Chestnut St	69.0
0.4	→	Right	Turn right onto South St	69.4
1.9	→	Right	Turn right onto Great Plain Ave	71.2
0.1	←	Left	Turn left onto Greendale Ave	71.3
1.8	↑	Straight	Continue onto Hunting Rd	73.2
0.1	→	Right	Turn right onto Kendrick St	73.3
0.6	↑	Straight	Continue onto Nahanton St	73.9
1.1	→	Right	Turn right onto Dedham St	75.0
0.1	←	Left	Turn left onto Brookline St	75.1
1.1	←	Left	Slight left onto Newton St	76.3
0.4	↑	Straight	At the traffic circle, take the 1st exit onto Lagrange St	76.7
0.2	←	Left	Turn left onto Beverly Rd	76.8
0.7	←	Left	Turn left onto Grove St	77.6
0.2	↑	Straight	At the traffic circle, continue straight to stay on Grove St	77.7
0.3	→	Right	Turn right onto Allandale Rd	78.0
1.1	←	Left	Turn left onto Centre St	79.2
0.7	↑	Straight	At the traffic circle, continue straight to stay on Centre St	79.8
0.3	←	Left	Turn left to stay on Centre St	80.2
0.2	→	Right	Turn right onto Seaverns Ave	80.4
0.3	↑	Straight	Continue onto Gordon St	80.7
0.1	←	Left	Turn left onto SW Corridor Park	80.8
0.3	→	Right	Turn right to stay on SW Corridor Park	81.1

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SEGMENTS CUESHEET

CUE SHEET

Turn right onto New Washington St	1.1 mi
Turn left onto South St	1.2 mi
Continue onto Washington St	1.2 mi
Turn right onto South St	1.2 mi
Slight right onto Bussey St	1.9 mi
Turn left onto Walter St	2.2 mi
Turn right onto Weld St	2.4 mi
Turn left onto Ruskin St	3.9 mi
Turn right onto Corey St	4.0 mi
Turn left onto Vermont St	4.0 mi
Turn left onto Baker St	4.7 mi
Slight right onto Spring St	5.3 mi
Continue onto Bridge St	5.7 mi
Slight right onto Needham St	5.8 mi
At the traffic circle, take the 2nd exit and stay on Needham St	6.3 mi
Slight left onto Pine St	6.4 mi
Slight right onto Bridge St	7.2 mi
Continue onto High St	7.9 mi

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BAT 80 MILE

Created Sep 15, 13

By: Sean Madsen

Started in: Boston, MA, US

Distance: 81.2 mi

Elevation: +3333 / -3334 ft

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