



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

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

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

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

INSTRUCTIONS

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

If seeking a Certificate of Registration for more than one RMD, the applicant non-profit corporation ("Corporation") must submit a separate *Application of Intent*, all required attachments, and an application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting an *Application of Intent* for more than one RMD, an applicant need only submit one *Character and Competency form* for each required individual.

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

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

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

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

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

Application fees are non-refundable and non-transferable.

RECEIVED

SEP 30 2015

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

Application 1 of 3 Applicant Non-Profit Corporation _____

REVIEW

Applications are reviewed in the order they are received.

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

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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

Application 1 of 3 Applicant Non-Profit Corporation _____

CHECKLIST

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

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

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Application 1 of 3 Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Happy Valley Ventures MA, Inc.
Legal name of Corporation
2. Edward Lauth III
Name of Corporation's Chief Executive Officer
3. 1150 Walnut Street
Newton, MA 02461
Address of Corporation (Street, City/Town, Zip Code)
4. Michael D. Reardon
Applicant point of contact (name of person the Department should contact regarding this application)
5. (843) 819-0866
Applicant point of contact's telephone number
6. mreardon@reardondevelopment.com
Applicant point of contact's e-mail address
7. Number of applications: How many *Applications of Intent* do you intend to submit? 3

SECTION B. INCORPORATION

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

SECTION C. CHARACTER AND COMPETENCY

9. Attach a *Character and Competency* form (use template provided) for each of the following actors:
 - The Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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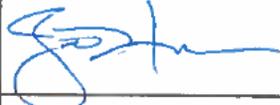
Application 1 of 3 Applicant Non-Profit Corporation _____

SECTION D. INITIAL CAPITAL REQUIREMENT

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

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

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

Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
Justin W. Harmon	Waddell & Reed	Equities	\$ 118,971.00	
Justin W. Harmon	Waddell & Reed	Equities	\$ 304,971.00	
Justin W. Harmon	Waddell & Reed	Equities	\$ 24,449.00	
Justin W. Harmon	Metro Bank	Savings	\$ 139,885.00	
-----	-----	TOTAL:	\$ 588,276.00	----

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Application 1 of 3 Applicant Non-Profit Corporation _____

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Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
Michael D. Reardon	SunTrust Bank	Checking	\$ 198,467.00	
-----	-----	TOTAL:	\$ 198,467.00	----

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



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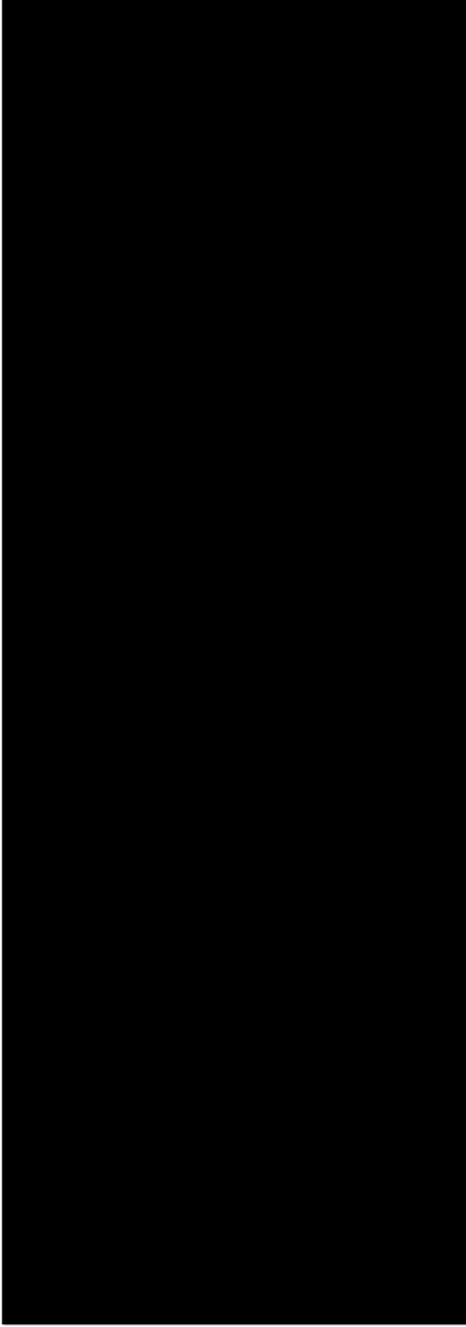
- Portfolio Summary**
- Transaction History
- Historical Account Balance
- Statements
- Profile Maintenance

Account Portfolio Summary - Data as of 09/22/2015



Portfolio Total: \$493,986.09

[View Asset Allocation Chart](#)





6300 Lamar
P.O. Box 29217
Shawnee Mission, KS 66201-9217

Quarterly Investment Statement

Summary of Accounts

Statement Period

April 1, 2015 - June 30, 2015

Page 1 of 48

JUSTIN W HARMON (TOD)



Your Financial Advisor Walter C Wilhelm Jr
Waddell & Reed, Inc.
214 Senate Ave
Suite 302
Camp Hill, PA 17011-2336
(717) 975-9350

Advisor E-Mail wilhelm@wradvisors.com

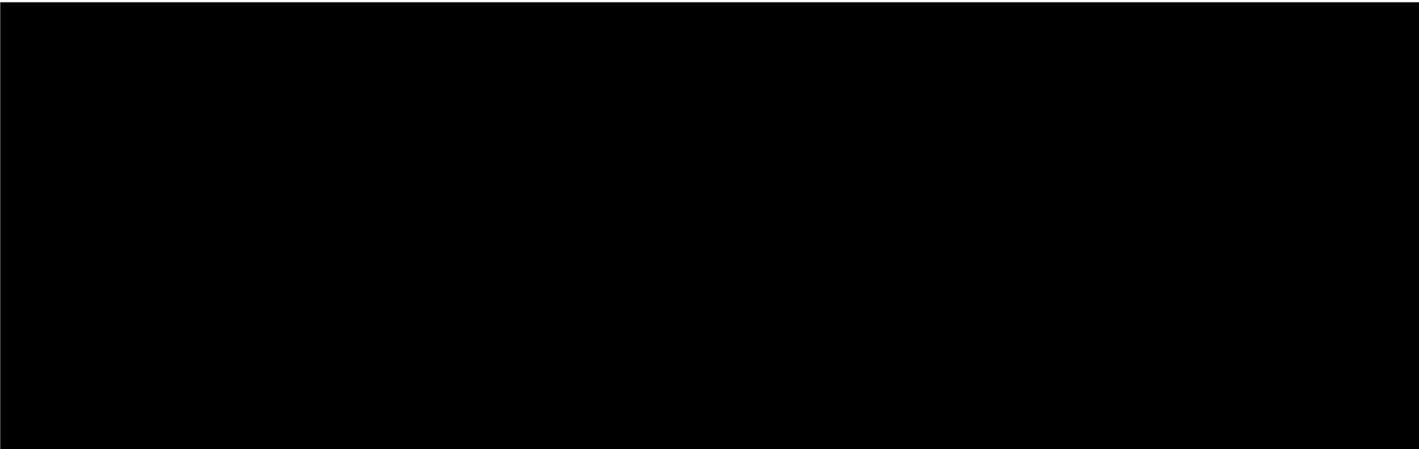
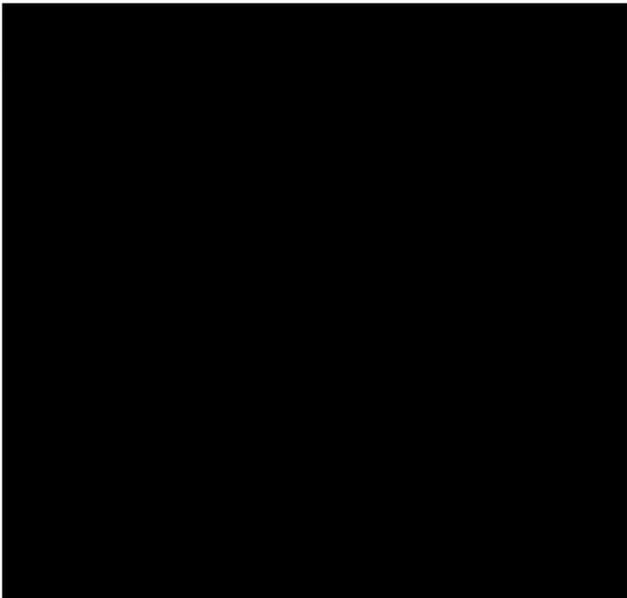
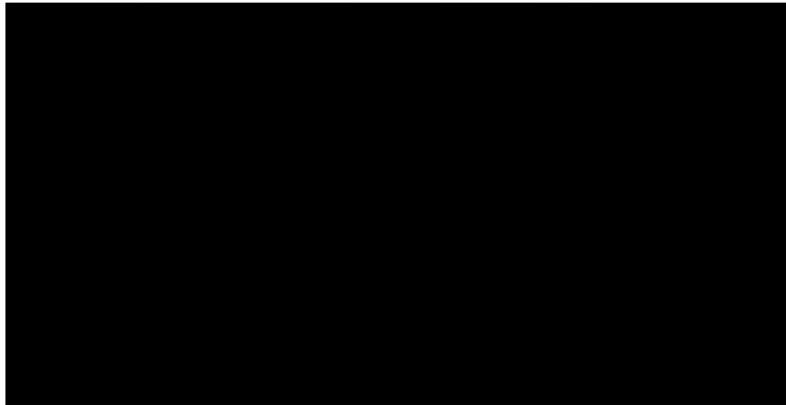
Branch Office Waddell & Reed, Inc.
214 Senate Ave
Suite 302
Camp Hill PA 17011-2336
(717) 975-9350

Client Services (888) 923-3355

Internet Services www.waddell.com

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Total Portfolio Value **\$525,668.08**



Total Value

\$525,668.08



Metro Bank
3801 Paxton Street
Harrisburg PA 17111-1418
1-888-937-0004
mymetrobank.com

06697 5655034 001 092140
JUSTIN W HARMON



We're here to assist you 7 days a week, 365 days a year!
Call us Monday - Friday: 6AM - Midnight, Saturday: 8AM - 8PM, Sunday: 10AM - 8PM at 1-888-937-0004.

TOTALLY FREE CHECKING

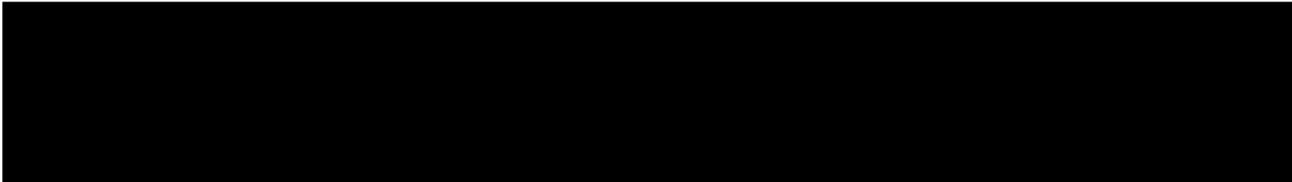


Statement Balance as of 09/13/15

\$30,082.97

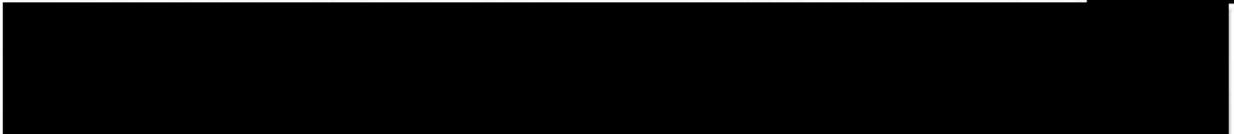


06697 5655034 016262 032522 00001700000



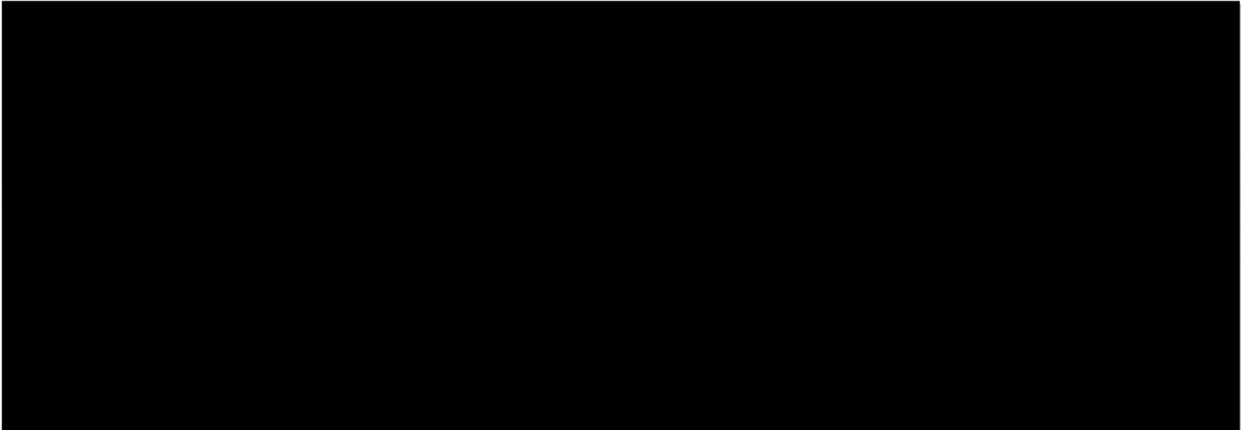
For your convenience, a summary of overdraft and returned item fees appears on your monthly statement. Please note that the overdraft fee summary includes non-sufficient funds fees, uncollected funds fees and unavailable funds fees. The summary does not reflect refunded or waived items credited to your account.

PERS STATEMENT SAVINGS



Statement Balance as of 09/13/15

\$139,885.03



For your convenience, a summary of overdraft and returned item fees appears on your monthly statement. Please note that the overdraft fee summary includes non-sufficient funds fees, uncollected funds fees and unavailable funds fees. The summary does not reflect refunded or waived items credited to your account.

Simplify online payment with Visa Checkout and your Metro Bank Visa card. Enroll your card now to breeze through checkout with a single sign-in anytime you see the Visa Checkout button. Shopping stays convenient, and paying online gets even easier.

Get the credit you deserve! Metro Bank offers a variety of credit products to meet your needs. From credit cards that reward you with cash back, travel, merchandise and gift cards to Home Equity Loans & Lines. Speak to a Metro Bank representative or visit mymetrobank.com to apply!

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Close Window

Print Screen

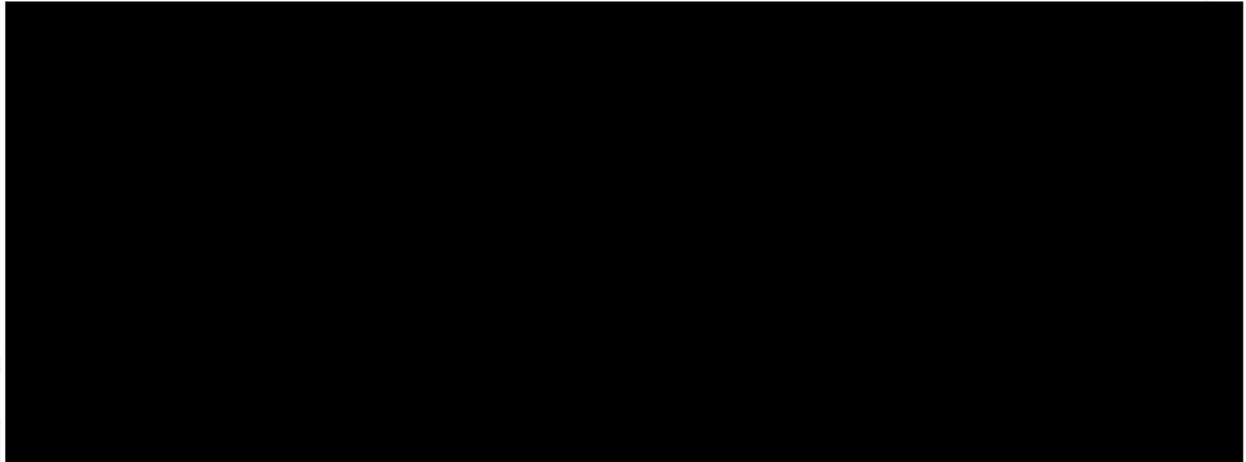
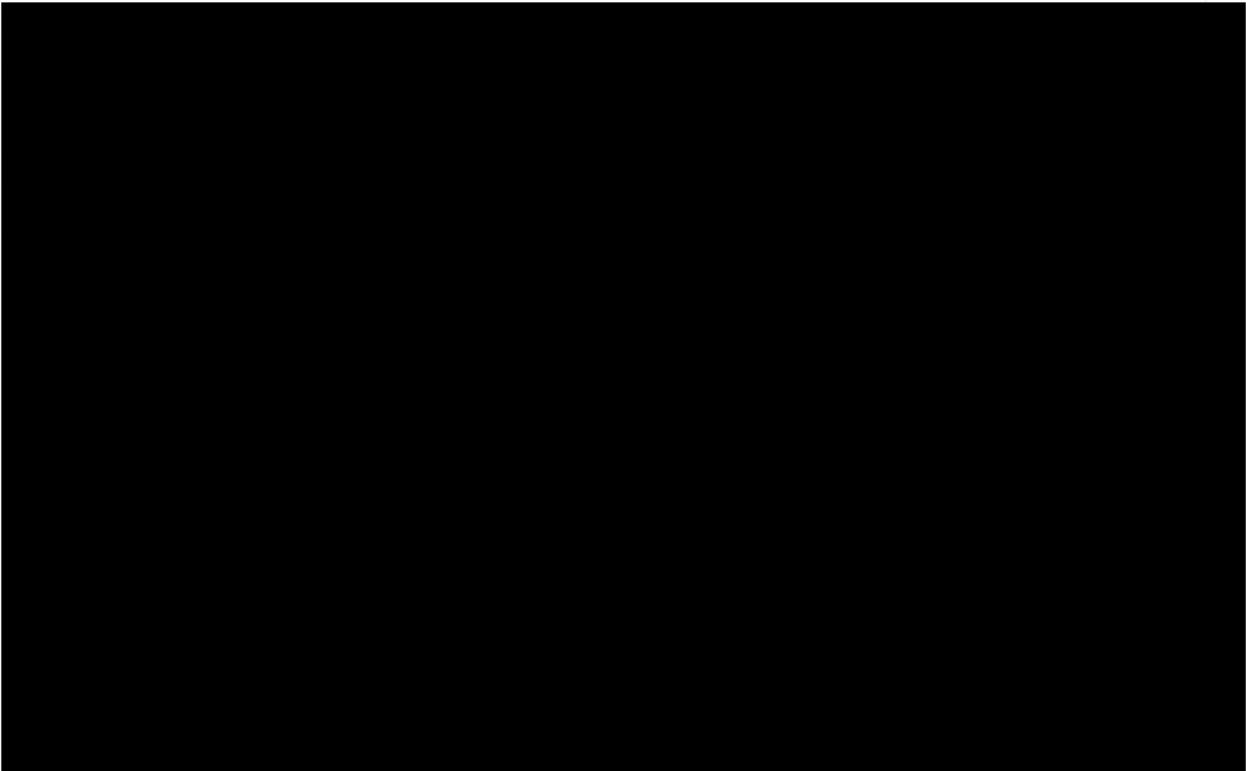
Transaction Activity Printable View

Solid Choice Banking - *****[REDACTED]

Account Number : *****[REDACTED]

Available Balance : \$198,467.64

As Of : 09/28/2015 10:26



charles SCHWAB

September 28, 2015

Account [REDACTED]

Questions: +1 (800) 378-0685
x71482

Christopher Charles Wunz
[REDACTED]

We're confirming the following information about your account(s) in response to your request.

Dear Mr. Wunz,

I'm writing in response to your request for balance information for your account:

On September 28, 2015, your total account value is \$798,178.73.

The following is Schwab's terms of withdrawal policy:

Charles Schwab doesn't restrict access to available funds and securities in the above-referenced account(s). An account holder or authorized agent can request withdrawals from an account on demand.

Thank you for investing with Schwab. We appreciate the opportunity to serve you. If you have any questions or need assistance, please call me at +1 (800) 378-0685 x71482, Monday through Friday, from 8:30 a.m. to 8:00 p.m. ET, or call 1-800-435-4000 for service outside these hours.

Sincerely,



Mina Jones

Sr Specialist, Resolution Team
8332 Woodfield Crossing Blvd
Indianapolis, IN 46240-2482
+1 (800) 378-0685 x71482

Application 1 of 3 Applicant Non-Profit Corporation _____

ATTESTATIONS

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

Michael D. Reardon
Signature of Authorized Signatory

9/28/15
Date Signed

MICHAEL D. REARDON
Print Name of Authorized Signatory

TREASURER
Title of Authorized Signatory

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

Michael D. Reardon
Signature of Authorized Signatory

9/28/15
Date Signed

MICHAEL D. REARDON
Print Name of Authorized Signatory

TREASURER
Title of Authorized Signatory

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

Michael D. Reardon
Signature of Authorized Signatory

9/28/15
Date Signed

MICHAEL D. REARDON
Print Name of Authorized Signatory

TREASURER
Title of Authorized Signatory

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

William Francis Galvin
Secretary of the
Commonwealth

September 28, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that

HAPPY VALLEY VENTURES MA, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **September 28, 2015 (Chapter 180)**.

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



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth