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March 8, 2016

Kate Fitzpatrick, Town Manager  
Town of Needham  
Needham Town Hall  
1471 Highland Avenue  
Needham, MA 02492

Re: Medical Marijuana of Massachusetts, Inc.'s ("MMM") Application for Letter of Support or Non-Opposition to Operate a Registered Marijuana Dispensary ("RMD") in Needham

Dear Ms. Fitzpatrick:

MMM hereby respectfully applies, under Board of Selectmen Policy #BOS-ADMIN-004, for a letter of support or non-opposition from the Town of Needham to operate an RMD (retail only medical marijuana dispensary) in Needham. Triple M Management Company, LLC ("Triple M") has secured a Letter of Intent for a lease of premises at 85 Wexford Street, Needham. Triple M is MMM's management company. Triple M has received a signed consent from the landlord of 85 Wexford Street for Triple M to sublease the premises to MMM. All cultivation and marijuana-infused product processing will occur at MMM's cultivation and processing facility located in Plymouth, Massachusetts.

MMM has received a Provisional Certificate of Registration (PCOR) from the Massachusetts Department of Public Health ("DPH") to operate an RMD (cultivation facility and retail dispensary) in Plymouth as well as a PCOR to operate an RMD (retail dispensary only) in Mashpee. It has obtained all local zoning approvals for those two locations. On October 9, 2015, MMM was invited by DPH to submit a Siting Profile for a third RMD location. MMM hopes to receive a letter of support or non-opposition from the Town of Needham to operate an RMD (retail dispensary only) at 85 Wexford Street, Needham.

MMM respectfully submits the following for review and consideration in connection with its application:

1. Background: Provided herewith as Tab 1 are PowerPoint slides that provide an overview of MMM's vision and mission, its organizational chart, background of its Board of Directors and Executive Management Team, and a summary of its operational history.

2. Operations: Provided herewith as Tab 2 is a narrative summary of MMM's intended operations, security and home delivery for an RMD at 85 Wexford Street.
3. Resumes: Provided herewith as Tab 3 are resumes of MMM's Executive Management Team (Jonathan H. Herlihy, Trexler M. Topping, M.D, Lianne Ankner, Esq., Joseph F. Flaherty, Esq., and Kevin O'Reilly).
4. DPH's Invitation to Submit a Siting Profile by DPH: On October 9, 2015, DPH invited MMM to submit a Siting Profile for a third RMD location. DPH's October 9, 2015 letter, and DPH's chart entitled DPH's "Current Status of All Registered Marijuana Dispensaries and Applicants as of March 3, 2016", together showing that MMM has been invited to submit a Siting Profile as of October 9, 2015, are provided herewith as Tab 4.A. DPH recently granted MMM's request for an extension to file its Siting Profile to April 30, 2016, evidence of which is provided herewith as Tab 4.B.

By way of background, MMM had originally received three PCORs from DPH, in January, 2014. MMM received the highest scores of any applicants to operate an RMD (160 points out of a possible 163). Provided herewith as Tab 4.C, is DPH's Phase 2 Application Outcome, which demonstrates MMM's score.

DPH de-selected MMM's three PCORs in June, 2014, due to concerns about the payment terms for a related party contract. MMM appealed the DPH de-selection to the Massachusetts Superior Court Business Litigation Section. Judge Mitchell H. Kaplan, in his order dated April 27, 2015, found for MMM as to its Plymouth and Mashpee locations. Judge Kaplan did not, however, believe he had the authority to reinstate the third PCOR, as another applicant had assumed the location that MMM had initially sited (Taunton) while litigation was pending.

DPH subsequently determined that MMM was entitled to submit a Siting Profile for a third location, as documented in its October 9, 2015 letter. MMM has made the decision to apply to the Town of Needham. The October 9<sup>th</sup> letter established a December 31, 2015 deadline for submission. DPH extended the deadline to April 30, 2016, as evidenced by the February 4, 2016 e-mail from RMD Compliance (DPH) that is attached to Tab 4.B (referenced above).

5. Siting Profile: MMM's draft Siting Profile for 85 Wexford Street is provided herewith as Tab 5. The Siting Profile includes (a) the Letter of Intent between Triple M and the landlord of 85 Wexford Street for a 4 year lease, and a consent from the landlord permitting Triple M to sublease the premises to MMM; (b) the letter of support from Plymouth's Town Manager for MMM to operate its RMD in Plymouth and the lease for MMM's cultivation facility in Plymouth; and (c) the language that DPH requires the Town of Needham to use with respect to a letter of support or non-opposition.

6. Approved Application from DPH: As noted in DPH's October 9, 2015 letter inviting MMM to submit a Siting Profile (Tab 4.A), DPH requested that when MMM submits its Siting Profile, it should also submit a Management and Operations Profile which cross-references MMM's original Phase 2 Application as approved by DPH where the responses are the same, and highlight any responses that have changed with respect to MMM's proposed operations since 2014. To provide context: MMM's original Phase 2 Application was a combination of a "Management and Operations Profile" and a "Siting Profile", and, accordingly, specific to Taunton. DPH subsequently awarded a PCOR for Taunton to another applicant. MMM is providing herewith, as Tab 6.A, a copy of the Management and Operations Profile which MMM submitted to DPH on March 3, 2016, which identifies changes to its proposed operations since 2014. As requested by the Needham Town Manager, MMM is also providing herewith, as Tab 6.B, the original Phase 2 Application for Taunton as approved by DPH (which is unredacted).
7. Assessors and Planning Board Maps. Provided herewith as Tab 7 are Assessors and Planning Board maps showing the location of 85 Wexford Street.
8. Business Entity Summaries. Provided herewith as Tab 8 are business entity summaries from the Secretary of State Corporation's Division for MMM and Triple M.
9. MMM's projected Needham RMD operation includes the following features:
  - a) Patient visits by appointment only. No walk-ins.
  - b) Limit on purchases to 1 ounce of marijuana per day.
  - c) No edibles in the form of candy, baked goods or soda.
  - d) All marijuana and receipts removed from the facility at the close of business.
  - e) Home Deliveries to Needham residents, Free-of-Charge.
  - f) Two MMM staff members in delivery vehicles: a Security Guard/Driver who stays with vehicle, and an RMD staff member with hand-held electronic device who will access MMM system and DPH interoperable database at the time of home delivery.
  - g) All RMD staff and patient parking on site at 85 Wexford Street.
  - h) Needham resident as Director of Community Outreach.
  - i) Needham resident on MMM Board of Directors.

- j) Community Host Agreement to provide annual donations to Town of Needham. Provided herewith as Tab 9 is MMM's proposed Community Host Agreement.
- k) MMM profits from the Needham RMD will be distributed to MMM Charitable Foundation, to benefit Needham residents and organizations.
- l) MMM's Executive Management Team and Board of Directors are Massachusetts residents.

Triple M has 45 investors, with 31 (68%) being licensed Massachusetts physicians, who are all Massachusetts residents, and with 13 (30%) being Massachusetts residents who are not physicians, and one individual (2%) who is a non-resident of Massachusetts. Based on the capital that each investor has contributed to Triple M, 99.7% of Triple M's capital, which supports MMM's operations, has been contributed by Massachusetts residents.

MMM respectfully requests that the application for a letter of support or non-opposition for MMM be heard at the Board of Selectmen's March 22, 2016 meeting. Kindly confirm by email or by telephone that MMM's application will be heard on that date.

If any further materials need to be submitted, please let me know.

Sincerely,



Robert T. Smart, Jr.

Enclosures

cc: Medical Marijuana of Massachusetts, Inc.