

**PHASE II
REQUEST FOR QUALIFICATIONS/REQUEST FOR
PROPOSALS**

**PROPOSED MEDICAL MARIJUANA TREATMENT CENTER DEVELOPMENT
FOR
THE CITY OF SPRINGFIELD, MASSACHUSETTS**

JANUARY 4, 2016

RFP/Q NO. 16-090

PHASE II

ADVERTISEMENT
CITY OF SPRINGFIELD, MASSACHUSETTS
OFFICE OF PROCUREMENT

RFP No. 16-090(Phase II)

Request for Proposals/Qualifications for Proposed Medical Marijuana Treatment Center Development for the City of Springfield- PHASE TWO

Proposal will be received until 2:00 PM: February 4, 2016 BY: The Office of Procurement
Lauren Stabilo, Chief Procurement Officer
36 Court Street, Room 307, Springfield MA 01103
Phone (413) 787-6284 fax 787-6295

at which time the proposals will be privately opened and logged in the Office of Procurement.

The City is issuing this Phase II Request for Qualifications/Request for Proposals to obtain information and pre-qualify enterprises desirous of participating in the City's Phase II-RFP process, the purpose of which will be to select one or more enterprises with whom the City will negotiate and execute a Host Community Agreement for the development, construction, and operation of a Medical Marijuana Treatment Center within the City in accordance with applicable laws and regulations. This RFQ/RFP is intended to provide a public selection process but is not issued pursuant to Mass. Gen. Laws Ch. 30B.

Pursuant to Chapter 369 of the Acts of 2012- November 6, 2012, Ballot Question 3, Massachusetts became the 18th state in the nation in addition to approve the use of marijuana for medical purposes.

The City is inviting the applicants, who have complied with DPH's regulations and have been invited to submit a Phase II DPH application, to participate in the City's Phase II RFQ/P process. The City's Phased application process is designed to help it coordinate its planning process and facilitate the implementation of the Act within the City of Springfield in accordance with the current regulations and the development of local regulations within the City. The City's intent in carrying out this process is to implement, at the local regulatory level, a careful balance of promoting appropriate access for patients with identified need, while mitigating secondary effects as to security and community impacts, including the inappropriate use and subsequent potential for diversion, as well as fiscal impacts.

Phase II RFP documents can be requested through the City's website; www.springfieldcityhall.com or in person (during normal business hours) beginning on January 4, 2016 at the Office of Procurement for no charge.

All questions regarding the Phase II RFP or its specifications must be made in writing and received by the Office of Procurement on or before January 27, 2016 by 4:00 PM in order to be considered. Responses to questions will be in the form of numbered addenda issued from the Office of Procurement.

Note: to newspaper: Insert the above advertisement in the Springfield Union-News ONLY under the heading "Legal Notice" on the following date: January 8, 2016

Phone: 413-784-4898 - Reference: 4137836285 – RFP/Q No.16-090

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Section I. Introduction.

A. Overview and Description of Opportunity

Through this Phase II Request for Qualifications/Request for Proposals (“**Phase II-RFQ/P**”), the City of Springfield, Massachusetts (the “**City**”) expects to negotiate and execute a Host Community Agreement (“HCA”) for the development, construction and operation of a Medical Marijuana Treatment Center project (the “**Project**”) within the City, in accordance with applicable laws and regulations. This RFQ/RFP is intended to provide a public selection process but is not issued pursuant to Mass. Gen. Laws, Ch. 30B.

The City’s Phased application process is designed to help it coordinate its planning process and facilitate the implementation of the Act within the City of Springfield in accordance with the current regulations and the development of local regulations within the City. The City’s intent in carrying out this process is to implement, at the local regulatory level, a careful balance of promoting appropriate access for patients with identified need, while mitigating secondary effects as to security and community impacts, including the inappropriate use and subsequent potential for diversion, as well as fiscal impacts.

B. Phase II-RFQ/P

The purpose of the Phase II-RFQ/P process will be to determine whether the City will negotiate with a qualified company and if such negotiations are successful, execute a HCA for the Project and issue a letter of support or non-opposition. The proposal submitted in response to the Phase II-RFQ/P will be evaluated based on the quality of responses to the criteria established herein.

The City is still contemplating the use of a consultant to provide expert assistance in consideration of the Phase II applications and negotiation of agreements to assure that the criteria used and terms of any agreement are consistent with best practices within the industry insofar as addressing the City’s concerns about land use regulation, public health, safety, and monitoring of operations for compliance with local regulations. No determination has been made at this time as

to the use of such a consultant. As such, the City reserves its rights, set forth in the RFQ/P, to request that any applicant agree to cover the costs of retaining such an expert.

C. Potential Project Sites

While, the Phase I DPH process was not site specific, as part of the RFQ/P process, the City expects that all applicants will provide a location for the Project in compliance with the City's zoning ordinance. The City expects that any proposed Project will take into account potential impacts on and compatibility with the area surrounding the Project. A copy of the City's zoning ordinance is attached as Exhibit C.

As part of the Phase II DPH process, the provisions of 105 C.M.R. 725.100(B)(3)(d) requires DPH applicants shall submit, with respect to each application, a response in a form and manner specified by the Department

Such requirements are incorporated herein, and the Applicant shall submit a copy of such submissions made, or to be made, to the DPH in response to the requirements of 105 C.M.R. 725.100(B)(3)(d), to the City in accordance with the same provisions applicable to the DPH filing as part of their submission in response to this RFQ/P.

In addition, the City is aware that General Laws Chapter 40A, Section 3 extends certain protections to agricultural uses and that General Laws Chapter 128, Section 1A defines agriculture.

The City is also aware that under 105 CMR 725.100 (A)(4) a MMTC may not have more than two locations in Massachusetts at which marijuana is cultivated, Marijuana-Infused Product's ("MIP's") are prepared, and marijuana is dispensed. Each of these activities may occur at only one such location, which may be either the MMTC principal place of business or one DPH approved alternate Massachusetts location, but not both.

D. Selection Criteria

In order to submit a proposal in response to this Phase II RFQ/P, interested firms must have successfully completed the City's Phase I RFQ/P pre-qualification process. The proposal submitted in response to this RFQ/P will be evaluated by the City based upon the quality of the proposer's responses to the criteria set forth in Section II hereof as well as any and all relevant information about the proposer known to the City. In evaluating proposals, no specific weight is being assigned to any of the criteria set forth in Section II hereof, as the City is interested in obtaining the best overall proposal for the City and the Commonwealth.

E. Timetable

Unless otherwise specified, the time of day for the following events shall be between 9:00 a.m. and 4:00 p.m. Eastern Standard Time. All other times specified in this Phase II-RFQ/P are Eastern Standard Time.

The City may adjust this scheduled as it deems necessary. Notification of any adjustment to the timetable will be posted the City’s Website (see Section 4.B. below).

Action	Date
1. City reviews responses to Phase I-RFQ/P and issues Phase II – RFQ/P to qualified responders	January 4, 2016
2. City holds information meeting for participant in Phase II- RFQ/P	January 14, 2016
3. The City responds to written questions from proposer received- (Questions due by 4:30PM)	January 27, 2016
4. Public Presentations by Applicants	January 28, 2016
5. Responses to Phase II-RFQ/P due by 2:00 p.m.	February 4, 2016
6. City announces name of proposer qualifying for right to negotiate agreement	February 12, 2016
7. City negotiates terms of agreement with proposer	February 15, 2016- March 1, 2016
8. City enters into agreement with proposer and issues a letter of support or non-opposition	March 18, 2016

Section II. Proposal Requirements.

A. Specific Proposal Requirements

1. In order to submit a proposal in response to this Phase II RFQ/P, interested firms must have successfully completed the City’s Phase I RFQ/P pre-qualification process.
2. Each response to this RFQ/P must address, in detail, each of the items listed below. To the extent the proposer is a newly formed or to-be-formed entity, the responses should be provided from the main operating entity and/or its significant business units:
 - a. An update to the information provided in response to the RFQ/P I including any amendments of changes required to meet its continuing duty to disclose

promptly any changes to the information submitted in its Phase I-RFQ/P or any related materials submitted in connection therewith.

- b. Accordingly, each proposer must submit as an Exhibit any changes to the information submitted in its Phase I-RFQ/P Proposal not otherwise submitted as part to of its Phase II-RFQ/P.
 - c. The applicant is asked to submit a complete copy of its filing with the DPH Phase II process as part of the City's review and negotiation of a HCA.
3. In addition, to the extent the following information has not been submitted or requires updating, a narrative proposal addressing, at a minimum, the following criteria must be included:
- a. Background, reputation and expertise of the proposer in designing, developing and operating complexes similar to the Project proposed to be located in the City;
 - b. Detailed concept and design of, and construction budget for, the Project, setting forth
 - i. Components of proposed operation, including square footage estimates planned to be used for cultivation, dispensary, and other components of the Project;
 - ii. Conceptual Site Plan (indicating proposed customer and employee parking, dumpster locations, security fencing, lighting, signage, etc.)
 - iii. Accessibility of the proposer's Project to highways and major thoroughfares;
 - c. Proposer's plans for mitigating adverse impacts of the Project on the City, its citizenry and on the City's infrastructure and services including, without limitation, plans for mitigating traffic, increased demands on the City's services including but not limited to increased demands on the City's police, fire, emergency and health related services;
 - d. Security measures proposed to address the City's law enforcement priorities with regard to :
 - i. Preventing the distribution of marijuana to minors other than as allowed by state law and regulations;
 - ii. Preventing revenue from the sale of marijuana from going to criminal enterprises, gangs, and cartels;
 - iii. Preventing the diversion of marijuana from states where it is legal under state law in some form to other states;

- iv. Preventing state-authorized marijuana activity from being used as a cover or pretext for the trafficking of other illegal drugs or other illegal activity;
 - v. Preventing violence and the use of firearms in the cultivation and distribution of marijuana;
 - vi. Preventing drugged driving and the exacerbation of other adverse public health consequences associated with marijuana use;
 - vii. Preventing growing or use of marijuana on public lands and the attendant public safety and environmental dangers posed by marijuana production or use on public lands; and Preventing marijuana possession on City property.
- e. A detailed report concerning the estimated fiscal impacts of the proposal on the City of Springfield, including, the types of, and the duration of, such costs or benefits;
 - f. Ability of the proposer to meet or exceed the criteria and objectives for obtaining a DPH license under the Act;
 - g. Proposer's willingness to offer inducements, incentives or other benefits to the City to mitigate any secondary effects associated with the Project;
 - h. Proposer's plan for marketing the Project;
 - i. Compatibility of the proposer's Project with potential adjacent and neighboring businesses or residential neighborhoods, including odor related issues;
 - j. Proposer's plans for mitigating social issues associated with the Project; and
 - k. Estimates of revenues, expenses and income from the operation of the Project;
4. In addition to considering the above factors, the City's decision as to whether to negotiate a Host Community Agreement will take into account a number of other aspects and facts for consideration in this process including:
- a. Only a qualified non-profit can apply for a Registered Marijuana Dispensary (RMD), which includes cultivation, processing and dispensing.
 - b. The RMD can cultivate, process and dispense on a single site, or can cultivate it on one site and sell it on another site. However, the City has security concerns about cultivating on one site and processing or dispensing on another.

- c. One qualified non-profit can apply for up to 3 separate RMDs which can share cultivation facilities or each can have its own cultivation site.
- d. An RMD can either cultivate and sell, or just sell but must provide its Medical Marijuana (MM) from another RMD that cultivates which is owned by the same non-profit.
- e. One non-profit RMD may not buy cultivated MM from another non-profit's RMD except in emergencies as specified DPH regulations.
- f. DPH will be approving RMDs geographically (i.e. spread across the state to provide them within easy access to all communities (reducing hardship cultivation) rather than demographically (i.e. where the population concentrations are).
 - i. RMDs will likely have smaller facilities in areas serving areas with smaller populations and larger facilities when serving the areas of concentrated populations
- g. Production of medical marijuana is an industrialized process that must take place in highly secured, climate controlled structures 24 hours/day, 7 days/week, 52 weeks/year. Production is not just cultivating the plants but also processing of the marijuana into various forms for application (smoked, eaten, rubbed on, vaporized, etc.).
 - i. Production facilities should be directed to areas where the City has large (perhaps already vacant) buildings, likely an Industrial or Heavy Business Zone.
- h. Because Medical Marijuana Dispensaries serve an extremely limited clientele (must be a Qualifying Patient registered with the Massachusetts Department of Public Health) and not the general public, they don't need to be located on a main street or even necessarily in a neighborhood commercial district. They are a specific destination for a specific limited clientele and do not need exposure for attracting impulse shoppers.
- i. Dispensaries will have to have the same high level of security as production facilities (cameras, fencing, secured windows, etc.) and may not be in character with downtowns and other neighborhood commercial districts. It is anticipated that the DPH will provide Guidance Documents for use by City officials to implement these provisions of the Act.
- j. It is anticipated that local regulations will include provisions to address health related standards for MIP's as well as the proper disposal of any wastes, and public safety related issues as to fire and security. These concerns will likely be addressed in an HCA or other local regulations that may be deemed reasonable and necessary as well as appropriate monitoring of operations for compliance with such terms or regulations.

- k. The Act and regulations provide for “hardship cultivation” at home can occur under certain circumstances, and that physical incapacity to access transportation, or the lack of a MMTC within a reasonable distance of a patient’s residence, as well as financial hardship will part of the criteria for allowing hardship cultivation. Such cultivation is likely to present one of the greatest challenges with regard to the necessity to properly balance access with security and community impacts. The DPH regulations require MMTC’s to have a program to provide reduced cost or free marijuana with documented verified financial hardship. It is anticipated that the DPH will provide Guidance Documents for use by City officials to implement these provisions of the Act.
- l. Whether Home Delivery is going to be part of the Business Model:
 - i. Requiring Qualified Patients to take public transit to dispensaries could put them at risk (riding on the bus (or even walking) with large amounts of cash/marijuana).
 - ii. Home Delivery may reduce the need for hardship cultivation
 - iii. What security measures will be undertaken to guard against the dangers associated with Home Delivery.

B. Public Presentations

Proposers will be invited to make a public presentation of their proposals at the time and date of previously set forth in this RFQ/P or as otherwise scheduled by the City. At such forum, each proposer will make a formal presentation of its proposal and the public will be allowed to ask questions of the proposers. Details of the format for the presentation will be given to the proposers prior to the scheduled presentation date to allow sufficient time to prepare. Mock-ups of the Project will not be required.

C. Protocol for Prospective Developer’s Interactions with Local Agencies

The proposers may contact City employees at the various City departments to obtain information customarily needed by a developer interested in developing a building site within the City. For example, this would include information concerning zoning, permits, building codes and restrictions, sewer, water, electricity, police, fire, and traffic.

Section III. Response Submittal Requirements.

A. Specific Submittal Requirements: Each response to the Phase II-RFQ/P must address, in detail, each of the items listed below.

1. Concept and Design for the Project

- a. Submit as **Exhibit 1(a)** a description of the Project, including but not limited to:
 - i. a description of and site plan for the proposed Project site, including any off-site ancillary property to be used by proposer in connection

- with the Project, and describe how proposer controls or expects to obtain control of the real property comprising the Project Site and any off-site assemblage;
- ii. a description of the proposed MMTC, including the approximate number of square feet;
 - iii. a description of the proposed retail space and how such retail development will serve the general community;
 - iv. a description of any proposed ancillary facilities, including approximate number, sizes, and types;
 - v. a description of any other proposed and related facilities or amenities;
 - vi. a description of a proposer's ability to expand the proposed MMTC or add other related facilities or amenities on the Project site at a future date.
- b. Submit as **Exhibit 1(b)** a colored rendering of the Project illustrating the proposed location, design and layout of each element, and its urban context including not less than 500 feet of surrounding area.
- c. Submit as **Exhibits 1(c)(i) through 1(c)(x)** schematic drawings illustrating (at a minimum) the following items:
- i. total gross floor area and usable area for each element of the proposal;
 - ii. the floor plans for all floors (include space allocations and major functions, accessibility and exiting);
 - iii. detailing of interior and exterior finishes;
 - iv. typical building sections indicating interior and exterior site relationships;
 - v. building elevations and perspectives (showing heights, relative scale and relationship to adjacent existing or proposed buildings and areas);
 - vi. the approximate number, location and accessibility of parking spaces and structures for employees, patrons and buses/drop-off facilities; plans for service vehicle parking and other related infrastructure;
 - vii. proposed landscape and landscape treatments including any off-site improvements required to implement the proposal; and
 - viii. indicate adjacent properties and buildings, streets, automobile and pedestrian access and site circulation, parking, building footprints, service areas/treatments, vegetation, and other related infrastructure and access to and egress from all major traffic arterials and downtown freeways identifying those off-site improvements required to implement the proposal.
- d. Submit as **Exhibit 1(d)**, a description of the property boundaries, dimensions and total acreage for the Project and the proposed relationship of the Project to adjoining land uses and proposed land uses to ensure compatibility with those adjoining land uses.
- e. Submit as **Exhibit 1(e)** detailed approximate total Project costs, showing hard costs (e.g., land acquisition, construction, site improvements, including

infrastructure in direct relation to both construction and operations of the Project, furnishing and equipping), construction soft costs (*e.g.*, architectural, consulting fees, insurance, contingency reserve), financial and other expenses (interest reserve, legal, financing fees) and pre-opening expenses (*e.g.*, training, pre-opening marketing and initial working capital), and timing of such expenditures, together with a construction cash flow analysis.

- f. Submit as **Exhibit 1(f)** a description of any zoning requirements applicable to the Project and the proposer's commitment to adhere to applicable zoning requirements, including regulations for casinos and casino entertainment complexes adopted by the City.
- g. Submit as **Exhibits 1(g)(i) through 1(g)(xi)** the following:
 - i. a description of the major transportation and circulation routes serving the Project, and a description and analysis of the adequacy of the existing regional roads and proposed mitigation measures to serve the Project, including the anticipated number of trips to and from the Project each day by employees and visitors;
 - ii. the proposer's plans for traffic control measures such as pedestrian grade street crossing systems, traffic control devices, off-site signage, bus and other large vehicle turnout facilities, drainage mitigation and street lighting systems, including the proposer's proposed financial contribution thereto;
 - iii. an analysis of the existing regional water facilities to serve the Project, including the effect of any officially adopted plans and/or schedules for publicly provided improvements, and the impact the Project will have on such facilities including the number of acre-feet of water to be put to use, the location, type and size of water facilities and distribution system;
 - iv. an analysis of the existing regional sewer facilities to serve the Project, including the effect of any officially adopted plans and/or schedule for publicly provided improvements, and the impact the Project will have on such facilities including the daily average and peak flows to be generated in millions of gallons per day and the location, type and size of sewer facilities and distribution lines;
 - v. a description of proposer's snow removal plan;
 - vi. an analysis of the adequacy of the existing police, fire protection and emergency medical services currently available to the Project and the impact the Project will have on such services (see Section 2.A.8(a), below);
 - vii. the proposer's plans for procuring, purchasing or generating energy for the operation of the Project; and
 - viii. an analysis of all federal, state and local environmental laws, rules and regulations, which, if applicable to the Project or Project site, could materially affect the Project or the construction schedule for the Project, which analysis must include a description of any environmental due diligence conducted by proposer and the results of

such due diligence, any remediation which proposer reasonably believes will be necessary on or related to the Project site in order to comply with all such laws, rules and regulations, and any matters related to such laws, rules and regulations which proposer reasonably believes could delay construction of the Project beyond the dates set forth in the construction schedule the proposer is furnishing under Section 2.A. or which require further investigation by proposer. Such analysis must specifically address whether the proposed project will: (i) require review by the Massachusetts Historical Commission (“MHC”); (ii) meet the thresholds for review under the Massachusetts Environmental Policy Act (“MEPA”); or (iii) require a mandatory Environmental Impact Report (an “EIR”). If such analysis concludes that MHC and/or MEPA review is required for the proposed project or that an EIR is reasonably likely to be required, proposer must indicate the likely effect such requirements may have on the construction time line and/or feasibility for the project.

- h. Submit as **Exhibit 1(h)** a Project construction schedule including major construction milestones and the dates related thereto and any proposed phasing plan and the approximate dates of beginning and completion of each phase. Indicate anticipated street and sidewalk closures, plans for redirecting traffic, impacts on existing parking and plans for mitigating such impacts both during and following construction. Describe measures that will be taken to mitigate all other construction impacts on the local community. In the event the financing for any further phase is not included in **Exhibit 2(a)**, indicate the anticipated sources of financing for such phase and the details of such financing.
 - i. If proposer’s plan for the Project are expected to displace or relocate any existing businesses, tenants or services, submit as **Exhibit 1(i)** proposer’s plans for relocating or compensating such displaced parties.
 - j. Submit as **Exhibit 1(j)** a five (5) year history of: (1) real estate tax and personal property tax payments and valuations for proposer’s projects located in the United States, indicating for each such project the number of aggregate square feet and method for determining such valuations; and (2) tax appeals for such projects. Indicate whether proposer has formal tax agreements in any taxing jurisdiction in the United States with respect to such projects. Also, please indicate proposer’s estimate of real estate and personal property taxes with respect to the Project during the first full year of operations.
2. **Financing:** Submit as **Exhibit 2(a)** a detailed explanation of anticipated sources of financing for the Project
3. **Business Operations and Marketing Plan**
- a. Submit as **Exhibit 3(a)** the minimum creation of new jobs and employment opportunities, to the City.

- b. Submit as **Exhibit 3(b)** an explanation of the operating and marketing plans for the Project. Include the minimum annual dollar amounts, kinds and types of general promotion and advertising campaigns that will likely be undertaken, and the proposed market to be reached; any examples of joint marketing ventures, if any, undertaken by the proposer in other jurisdictions.
- c. Submit as **Exhibit 3(c)** a description of the proposer's plan and for utilizing home delivery services, if any, and the security measures surrounding the use of such service.
- d. Submit as **Exhibit 3(d)** a description of proposer's plans to ensure that its products are reasonably affordable and appropriate for its prospective clients and their affected families.
- e. Submit as **Exhibit 3(e)** a detailed discussion on how the proposer will ensure that minors will be identified and prohibited from loitering in the area. If the proposer has operations in other locales, include specifics of such programs used in those locales.
- f. Submit as **Exhibit 3(f)** a detailed discussion concerning the proposer's operating policies, programs and procedures for providing security inside and surrounding the Project. This should include coverage of all details as to the supply of products, the transportation of product from the supplier, security measures for transportation, as well as disposal of any refuse associated with the facility.
- g. Submit as **Exhibit 3(g)** a detailed history of the relationship between organized labor and proposer.

4. Additional Information

- a. Submit as **Exhibit 4(a)**, a statement as to whether proposer is, or at any time within the last ten (10) years has been, in breach or default of any agreement with any state, municipality, or governmental agency, board, authority, or subdivision, together with a description of any such breach or default.
- b. Submit as **Exhibit 4(b)** a list of other jurisdictions in which the proposer and/or any of its owners, key persons or other qualifiers holds a similar license or has been qualified by a public authority in any other jurisdiction and the history of the proposer's, owner's, key person's or other qualifier's compliance with the medical marijuana statutes, rules and regulations in such other jurisdictions including, without limitation, any denial, suspension, withdrawal or revocation of any such license.

5. Additional Services; Community Impacts; Contributions

- a. Submit as **Exhibit 5(a)** any study detailing the Additional Services and proposer's commitment to pay for the impact on the City of such Additional

Services. "Additional Services" means the additional police, fire protection, administrative, education, housing and emergency medical services directly or indirectly resulting from or related to the construction or operation of the Project, and necessary from time to time to protect the health, safety and welfare of the City's residents, the temporary workforce needed to construct the Project, the employees of the Project and the expected increased number of visitors to the City.

- b. Submit as **Exhibit 5(b)** proposer's commitment to pay for Community Impacts. "Community Impacts" means collectively, the following potential and actual impacts to the City directly or indirectly related to or resulting from the construction and operation of the Project from time to time not specifically covered under Additional Services: (i) increased use of City services; (ii) increased use of City infrastructure; (iii) the need for additional City infrastructure, employees and equipment; (iv) increased traffic and traffic congestion; (v) increased air, noise, light and water pollution; (vi) issues related to public safety and addictive behavior; (vii) loss of City revenue from displacement of current businesses; (viii) issues related to education and housing; (ix) quality of life; and (x) costs related to mitigating other impacts to the City and its residents. Indicate how such commitment would be funded (e.g. upfront payments, revenue sharing, etc.)

B. Duty to Update Phase I-RFQ/P Proposal.

1. The proposer shall have a continuing duty to disclose promptly any changes to the information submitted in its Phase I-RFQ/P or any related materials submitted in connection therewith. Accordingly, each proposer must submit as **Exhibit 10** any changes to the information submitted in its Phase I-RFQ/P Proposal not otherwise submitted as part to of its Phase II-RFQ/P.

C. General Submission Instructions.

Complete responses must be submitted by the date listed in the Timetable, **Section I.E.** hereof, no later than February 4th, 2016 2:00 p.m., Eastern Standard Time. Responses may not be e-mailed or faxed to the City. Responses must be submitted by mail, courier or hand-delivered to:

City of Springfield Office of Procurement
Attn: Ms. Lauren Stabilo, Chief Procurement Officer
36 Court Street, Room 307
Springfield, MA 01103

In the event that the Springfield City Hall and/or the Office of Procurement are closed on the submission date due to weather or otherwise, the submission deadline will be automatically extended to 2 p.m. on the next business day that City Hall and the Office of Procurement are open for business.

The proposer must submit:

- Ten (10) hard copies of its complete response. Each separate page must clearly set forth the proposer's name and date of submission in case the pages are separated from the binders;
- each copy of the response must include a clearly marked executive summary of the response, no more than two standard pages in length;
- one (1) electronic copy of its complete response on a CD-ROM or flash drive;
- acknowledgements, consents and releases in the form attached hereto as Exhibit B executed by proposer, and any direct or indirect owner of proposer having a five percent (5%) or greater direct or indirect equity interest in proposer (excluding any equity holders of any publicly held parent company)*; and
- a submission fee in the form of a cashier's check made payable to the "City of Springfield" in the amount of Two thousand and five hundred and no/100 dollars (\$2,500.00). This submittal fee is non-refundable. All submittal fees will be used by the City to defray certain costs incurred by the City in connection with this process. The City shall not have any obligation to account to the proposer as to the expenditure of these funds. Any unexpended funds will be transferred to the City.

All proposers shall familiarize themselves with the Massachusetts Public Records Law, M.G.L. c. 66, § 10 and M.G.L. c. 4, § 7 subsection 26. If any proposer desires to designate any portion of its response "confidential" the proposer shall follow the instructions set forth in Section 3.L. hereof.

Section IV. Evaluation Process.

A. Compliance with Submission Instructions

All Phase II-RFQ/P responses will be reviewed by the City to determine compliance with the response submission instructions described in Sections II and III hereof. Those responses that comply with the response submission instructions will then be evaluated by the City and its consultants.

B. Evaluation of Responses

The Phase II-RFQ/P responses will be evaluated based on the criteria described in Sections II hereof.

* After reviewing the proposer's ownership chart, the City may require that other parties having an indirect ownership in proposer also execute a release and consent in the form of Exhibit B.

C. Non-Qualifying Responses

The City reserves the right to reject a response at any time during the evaluation process if the response:

1. Fails to demonstrate to the City's satisfaction that it meets all Phase II-RFQ/P requirements; or
2. Fails to submit all required information or otherwise satisfy all response requirements in Sections II or III hereof.
3. If the City determines such a rejection is within the best interest of the public

D. Clarifications

The City reserves the right to contact a proposer after the submission of a response for the purpose of clarifying a response to ensure mutual understanding. This contact may include written questions, interviews, site visits, or requests for corrective pages in the response. Responses must be submitted to the City within the time specified in the request. Failure to comply with requests for additional information may result in rejection of the response as noncompliant.

E. Negotiation of Host Community Agreement

Following the City's announcement of the Proposer with whom the City will negotiate the terms of a HCA, the City intends to deliver to such Proposer a form of HCA containing minimum provisions. Commencement of such negotiations is no guaranty that the City will execute a HCA with such proposer, or that if executed, such agreement or agreements will be approved by the Springfield City Council. During the course of such negotiations, if it is in the City's best interests, the City may agree to terms in HCA, which differ from those in the proposer's response to this Phase II-RFQ/P. The City may, in its sole discretion, terminate negotiations of a HCA with any proposer at any time and thereafter seek to negotiate with and commence negotiations with another proposer, or abandon all such negotiating and the selection process for a proposed development or recommence such process in any manner that the City deems to be in its best interests. In the event that the City enters into a HCA with a proposer, at that time, the City shall determine issuance of a letter of non-opposition or a letter of support.

F. Issuing Office

This Phase II-RFQ/P is issued by:

City of Springfield Office of Procurement
Attn: Theo G. Theocles, Esq. Deputy Procurement Officer
ttheocles@springfieldcityhall.com
City of Springfield Office of Procurement
36 Court Street, Room 307
Springfield, MA 01103
(413) 787- 6284

The City is disseminating this Phase II-RFQ/P to the companies that have been pre-qualified in the City's Phase I-RFQ/P. At the same time, this Phase II-RFQ/P will be posted on the City's Webpage described below.

G. Dedicated City Webpage

The City has established a webpage dedicated to informing the City's residents, the enterprises participating in the RFQ/P process and other interested parties as to matters concerning the Project, the process for selecting one or more enterprises with whom the City will negotiate a host community agreement for developing, constructing and operating the Project, and for other matters concerning the Project.

The City will post all information concerning the RFQ/P process on the Webpage including, without limitation, any addenda, the City's written responses to any proposer questions deemed by the City to be relevant to other proposers, or other documents or information relevant to the RFQ/P process. It is each proposer's responsibility to check the Webpage for any such addenda or other documents and information.

Proposers are solely responsible for obtaining all information distributed for this Phase I RFQ/P through the City of Springfield Office of Procurement. All questions, Requests for Information, Requests for Clarification or other communications regarding this RFP/Q should be directed to the Office of Procurement, Attention: Theo Theocles, Deputy Procurement Officer.

It is each proposer's responsibility to confirm receipt of any addenda, if issued, or modifications to this RFQ/P with the Office of Procurement. The City accepts no responsibility and will provide no accommodation to proposers who submit a response based on an out-of-date Solicitation or on information received from a source other than the City of Springfield through numbered addendum. Addenda and other documents relevant to this procurement will be distributed to all known RFP/Q Plan holders. It is the responsibility of the vendor/proposer to visit Contact the Office of Procurement for confirmation of all Addenda.

H. Prohibited Communications

Proposers may contact: Theo Theocles, Deputy Procurement Officer, available at (413) 784-4898 or via email @ ttheocles@springfieldcityhall.com, if they have any questions regarding this Phase II-RFQ/P. Except as indicated below, proposers are prohibited from communicating directly with any City employee regarding this Phase II-RFQ/P and no City employee or representative is authorized to provide any information or respond to any question or inquiry concerning this Phase II-RFQ/P other than as indicated in the previous sentence. The City's attorneys may decline to respond to individual questions and may require that Proposers submit written questions as indicated below.

The proposers may contact City employees at the various City departments to obtain information customarily needed by a developer interested in developing a building site within the City. For example, this would include information concerning zoning, permits, building codes and restrictions, sewer, water, electricity, police, fire, and traffic.

I. City – Proposer Informational Meeting and Phase II-RFQ/P Questions

On January 28, 2016, the City expects to hold a public informational meeting with all proposers in this Phase II-RFQ/P. Details concerning the meeting including the specific time and location of the meeting will be posted on the Webpage at least five (5) business days prior to the date of the meeting, and may also be distributed via written addendum. At the informational meeting, proposers in this Phase II-RFQ/P may ask questions of, and receive answers from, representatives of the City regarding this Phase II-RFQ/P. In addition to the public meeting, the City will arrange to meet each of the proposers privately to respond to any questions which may involve information that would be entitled to confidential treatment pursuant to Section IV.G. below.

Proposers also may submit written questions concerning this Phase II-RFQ/P until no later than the date and time specified for doing so in Section I.F., above. Written inquiries must be sent by e-mail to Attorney Theo Theocles, Deputy Procurement Officer, via fax to 413.787.6295 or by e-mail to **ttheocles@springfieldcityhall.com**. All e-mail inquiries shall state the following in the subject line: "City of Springfield, Phase II-RFQ/P Question(s)."

The City and its consultants will review written questions inquiries received on or before the deadline for receipt of such questions (see Section I.F. above) and, at its discretion, prepare written responses to questions which the City determines to be of general interest and that help to clarify the Phase II-RFQ/P. Written responses will be posted on the Webpage and distributed via numbered addenda to all plan holders. Only written responses will be binding on the City.

J. Amendment or Withdrawal of Phase II-RFQ/P

The City reserves the right to amend or clarify this RFQ/P at any time prior to the deadline for submission of responses and to terminate this procurement in whole or in part at any time before or after submission of responses if it is in the City's best interests to do so. Amendments and/or clarifications will be posted on the Webpage.

K. Costs

The City will not be responsible for any costs or expenses incurred by proposers preparing responses to this Phase II-RFQ/P.

L. Public Records

All responses and related documents submitted in response to this Phase II-RFQ/P may be considered public records and as such be subject to the Massachusetts Public Records Law, M.G.L. c. 66, § 10 and M.G.L. c. 4, § 7 subsection 26. Any statements in submitted responses that are inconsistent with these statutes will be disregarded.

Proposer is encouraged to familiarize itself with the Massachusetts Public Records Law before submitting a response. Any request for confidential treatment of information must be included in the response. The proposer must enumerate the specific grounds in the Public Records Law which support treatment of the material as exempt from disclosure and explain why disclosure is not in the best interest of the public. The request for confidential treatment of information must also include the name, address, and telephone number of the person authorized by the proposer to respond to any inquiries by the City concerning the confidential status of the materials.

Any response submitted which contains confidential information must be conspicuously marked on the outside as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as containing confidential information. Identification of the entire proposal as confidential may be deemed non-responsive and may disqualify the proposer. If the proposer designates any portion of the Phase II-RFQ/P as confidential, the proposer must submit one copy of the proposal from which the confidential information has been excised. This excised copy is in addition to the number of copies requested in Section III.C above. The confidential material must be excised in such a way as to allow the public to determine the general nature of the material removed and to retain as much of the proposal as possible.

Proposers should note that M.G.L. c.4, § 7 subsection 26 paragraph (a) provides an exemption for materials or data that are “specifically or by necessary implication exempted from disclosure by statute.” Proposer should review any applicable statute and any applicable regulations and determine whether such provision provides an exemption from disclosure “by necessary implication.”

All determinations concerning whether responses and/or related documents submitted in response to this Phase II-RFQ/P are subject to disclosure under the Massachusetts Public Records Law will be made by the City in its sole discretion.

M. Reservations

The City reserves the right to reject all responses and to waive any defects. The City may seek clarification of the response from a proposer at any time, and failure to respond may be cause for rejection. Clarification is not an opportunity to change the response. The City may, in its discretion, extend any deadline imposed by this Phase II-RFQ/P. Submission of a proposal confers no rights other than a right to be considered to enter into negotiations for a host community agreement with the City. This process is for the City’s benefit only and is to provide the City with competitive information to assist it in its selection process. All decisions on compliance, evaluation, terms and conditions shall be made solely at the City’s discretion and made to favor the City.

N. Discrepancies and Inconsistencies

The City reserves the right to waive or permit cure of discrepancies and/or inconsistencies in the proposal if it is in the City’s best interest to do so.

O. Verification of Responses

Responses are subject to verification. Misleading or inaccurate responses may result in disqualification.

P. Information from other Sources

The City reserves the right to obtain and consider information from other sources concerning a proposer, such as, among other sources, the proposer’s capability and performance under HCAs with other jurisdictions.

Q. Criminal History and Background Investigation

The City reserves the right, through local, state and federal agencies and/or through its consultants, to conduct criminal history and other background investigation of any proposer, its officers, directors, owners, shareholders or partners and managerial and supervisory personnel retained by the proposer.

R. Applicable Law

This Phase II-RFQ/P and the HCA are to be governed by the laws of the Commonwealth of Massachusetts. Changes in applicable laws and rules may affect the selection process or the host community agreement. Proposer is responsible for ascertaining pertinent legal requirements and restrictions.

S. No Guaranty

This Phase II-RFQ/P does not constitute an offer of any nature or kind whatsoever to any proposer or its agents. The selection of a proposer whether in the Phase I-RFQ/P or the Phase II-RFQ/P does not constitute a binding agreement and the selection of a proposer does not mean that its responses are totally acceptable to the City in every respect or in the form submitted. After completion of the Phase II-RFQ/P selection, the City has the right to negotiate with the successful proposer and, as part of that process, to negotiate changes, amendments or modifications to any of the successful proposer's responses without offering any other proposer the right to amend their response.

T. Duty to Disclose Changes in Information included in a Response

Each proposer is under a continuing duty to disclose promptly any changes in information provided in its response or any related materials submitted in connection therewith.

U. Proposers Agree to all Terms and Conditions of this Phase II-RFQ/P

By submitting a response to the Phase II-RFQ/P, a proposer is deemed to agree to abide by all of the terms, conditions, policies and rules of this Phase II-RFQ/P. In addition, the proposer and certain direct and indirect owners in proposer must execute and deliver the acknowledgement, consent and release in the form attached hereto as Exhibit B by which such parties are consenting to the use of certain information and releasing the City and others from certain claims.

EXHIBIT A

THE ACT

Chapter 369 of the Acts of 2012- (Question 3 ballot initiative)

Be It Enacted By The People And By Their Authority:

Section 1. Purpose and Intent.

The citizens of Massachusetts intend that there should be no punishment under state law for qualifying patients, physicians and health care professionals, personal caregivers for patients, or medical marijuana treatment center agents for the medical use of marijuana, as defined herein.

Section 2. As used in this Law, the following words shall, unless the context clearly requires otherwise, have the following meanings:

(A) "Card holder" shall mean a qualifying patient, a personal caregiver, or a dispensary agent of a medical marijuana treatment center who has been issued and possesses a valid registration card.

(B) "Cultivation registration" shall mean a registration issued to a medical marijuana treatment center for growing marijuana for medical use under the terms of this Act, or to a qualified patient or personal caregiver under the terms of Section 11.

(C) "Debilitating medical condition" shall mean:
Cancer, glaucoma, positive status for human immunodeficiency virus, acquired immune deficiency syndrome (AIDS), hepatitis C, amyotrophic lateral sclerosis (ALS), Crohn's disease, Parkinson's disease, multiple sclerosis and other conditions as determined in writing by a qualifying patient's physician.

(D) "Department" shall mean the Department of Public Health of the Commonwealth of Massachusetts.

(E) "Dispensary agent" shall mean an employee, staff volunteer, officer, or board member of a non-profit medical marijuana treatment center, who shall be at least twenty-one (21) years of age.

(F) "Enclosed, locked facility" shall mean a closet, room, greenhouse, or other area equipped with locks or other security devices, accessible only to dispensary agents, patients, or personal caregivers.

(G) "Marijuana," has the meaning given "marihuana" in Chapter 94C of the General Laws.

(H) "Medical marijuana treatment center" shall mean a not-for-profit entity, as defined by Massachusetts law only, registered under this law, that acquires, cultivates, possesses, processes

(including development of related products such as food, tinctures, aerosols, oils, or ointments), transfers, transports, sells, distributes, dispenses, or administers marijuana, products containing marijuana, related supplies, or educational materials to qualifying patients or their personal caregivers.

(I) "Medical use of marijuana" shall mean the acquisition, cultivation, possession, processing, (including development of related products such as food, tinctures, aerosols, oils, or ointments), transfer, transportation, sale, distribution, dispensing, or administration of marijuana, for the benefit of qualifying patients in the treatment of debilitating medical conditions, or the symptoms thereof.

(J) "Personal caregiver" shall mean a person who is at least twenty-one (21) years old who has agreed to assist with a qualifying patient's medical use of marijuana. Personal caregivers are prohibited from consuming marijuana obtained for the personal, medical use of the qualifying patient.

An employee of a hospice provider, nursing, or medical facility providing care to a qualifying patient may also serve as a personal caregiver.

(K) "Qualifying patient" shall mean a person who has been diagnosed by a licensed physician as having a debilitating medical condition.

(L) "Registration card" shall mean a personal identification card issued by the Department to a qualifying patient, personal caregiver, or dispensary agent. The registration card shall verify that a physician has provided a written certification to the qualifying patient, that the patient has designated the individual as a personal caregiver, or that a medical treatment center has met the terms of Section 9 and Section 10 of this law. The registration card shall identify for the Department and law enforcement those individuals who are exempt from Massachusetts criminal and civil penalties for conduct pursuant to the medical use of marijuana.

(M) "Sixty-day supply" means that amount of marijuana that a qualifying patient would reasonably be expected to need over a period of sixty days for their personal medical use.

(N) "Written certification" means a document signed by a licensed physician, stating that in the physician's professional opinion, the potential benefits of the medical use of marijuana would likely outweigh the health risks for the qualifying patient. Such certification shall be made only in the course of a bona fide physician-patient relationship and shall specify the qualifying patient's debilitating medical condition(s).

Section 3. Protection from State Prosecution and Penalties for Health Care Professionals

A physician, and other health care professionals under a physician's supervision, shall not be penalized under Massachusetts law, in any manner, or denied any right or privilege, for:

(a) Advising a qualifying patient about the risks and benefits of medical use of marijuana; or

(b) Providing a qualifying patient with written certification, based upon a full assessment of the qualifying patient's medical history and condition, that the medical use of marijuana may benefit a particular qualifying patient.

Section 4. Protection From State Prosecution and Penalties for Qualifying Patients and Personal Caregivers

Any person meeting the requirements under this law shall not be penalized under Massachusetts law in any manner, or denied any right or privilege, for such actions.

A qualifying patient or a personal caregiver shall not be subject to arrest or prosecution, or civil penalty, for the medical use of marijuana provided he or she:

(a) Possesses no more marijuana than is necessary for the patient's personal, medical use, not exceeding the amount necessary for a sixty-day supply; and

(b) Presents his or her registration card to any law enforcement official who questions the patient or caregiver regarding use of marijuana.

Section 5. Protection From State Prosecution and Penalties for Dispensary Agents.

A dispensary agent shall not be subject to arrest, prosecution, or civil penalty, under Massachusetts law, for actions taken under the authority of a medical marijuana treatment center, provided he or she:

(a) Presents his or her registration card to any law enforcement official who questions the agent concerning their marijuana related activities; and

(b) Is acting in accordance with all the requirements of this law.

Section 6. Protection Against Forfeiture and Arrest

(A) The lawful possession, cultivation, transfer, transport, distribution, or manufacture of medical marijuana as authorized by this law shall not result in the forfeiture or seizure of any property.

(B) No person shall be arrested or prosecuted for any criminal offense solely for being in the presence of medical marijuana or its use as authorized by this law.

Section 7. Limitations of Law

(A) Nothing in this law allows the operation of a motor vehicle, boat, or aircraft while under the influence of marijuana.

(B) Nothing in this law requires any health insurance provider, or any government agency or authority, to reimburse any person for the expenses of the medical use of marijuana.

(C) Nothing in this law requires any health care professional to authorize the use of medical marijuana for a patient.

(D) Nothing in this law requires any accommodation of any on-site medical use of marijuana in any place of employment, school bus or on school grounds, in any youth center, in any correctional facility, or of smoking medical marijuana in any public place.

(E) Nothing in this law supersedes Massachusetts law prohibiting the possession, cultivation, transport, distribution, or sale of marijuana for nonmedical purposes.

(F) Nothing in this law requires the violation of federal law or purports to give immunity under federal law.

(G) Nothing in this law poses an obstacle to federal enforcement of federal law.

Section 8. Department to define presumptive 60-day supply for qualifying patients.

Within 120 days of the effective date of this law, the department shall issue regulations defining the quantity of marijuana that could reasonably be presumed to be a sixty-day supply for qualifying patients, based on the best available evidence. This presumption as to quantity may be overcome with evidence of a particular qualifying patient's appropriate medical use.

Section 9. Registration of nonprofit medical marijuana treatment centers.

(A) Medical marijuana treatment centers shall register with the department.

(B) Not later than ninety days after receiving an application for a nonprofit medical marijuana treatment center, the department shall register the nonprofit medical marijuana treatment center to acquire, process, possess, transfer, transport, sell, distribute, dispense, and administer marijuana for medical use, and shall also issue a cultivation registration if:

1. The prospective nonprofit medical marijuana treatment center has submitted:

(a) An application fee in an amount to be determined by the department consistent with Section 13 of this law.

(b) An application, including:

(i) The legal name and physical address of the treatment center and the physical address of one additional location, if any, where marijuana will be cultivated.

(ii) The name, address and date of birth of each principal officer and board member.

(c) Operating procedures consistent with department rules for oversight, including cultivation and storage of marijuana only in enclosed, locked facilities.

2. None of the principal officers or board members has served as a principal officer or board member for a medical marijuana treatment center that has had its registration certificate revoked.

(C) In the first year after the effective date, the Department shall issue registrations for up to thirty-five non-profit medical marijuana treatment centers, provided that at least one treatment center shall be located in each county, and not more than five shall be located in any one county. In the event the Department determines in a future year that the number of treatment centers is insufficient to meet patient needs, the Department shall have the power to increase or modify the number of registered treatment centers.

(D) A medical treatment center registered under this section, and its dispensary agents registered under Section 10, shall not be penalized or arrested under Massachusetts law for acquiring, possessing, cultivating, processing, transferring, transporting, selling, distributing, and dispensing marijuana, products containing marijuana, and related supplies and educational materials, to qualifying patients or their personal caregivers.

Section 10. Registration of medical treatment center dispensary agents.

(A) A dispensary agent shall be registered with the Department before volunteering or working at a medical marijuana treatment center.

(B) A treatment center must apply to the Department for a registration card for each affiliated dispensary agent by submitting the name, address and date of birth of the agent.

(C) A registered nonprofit medical marijuana treatment center shall notify the department within one business day if a dispensary agent ceases to be associated with the center, and the agent's registration card shall be immediately revoked.

(D) No one shall be a dispensary agent who has been convicted of a felony drug offense. The Department is authorized to conduct criminal record checks with the Department of Criminal Justice Information to enforce this provision.

Section 11. Hardship Cultivation Registrations.

The Department shall issue a cultivation registration to a qualifying patient whose access to a medical treatment center is limited by verified financial hardship, a physical incapacity to access reasonable transportation, or the lack of a treatment center within a reasonable distance of the patient's residence. The Department may deny a registration based on the provision of false information by the applicant. Such registration shall allow the patient or the patient's personal caregiver to cultivate a limited number of plants, sufficient to maintain a 60-day supply of marijuana, and shall require cultivation and storage only in an enclosed, locked facility.

The department shall issue regulations consistent with this section within 120 days of the effective date of this law. Until the department issues such final regulations, the written recommendation of a qualifying patient's physician shall constitute a limited cultivation registration.

Section 12. Medical marijuana registration cards for qualifying patients and designated caregivers.

(A) A qualifying patient may apply to the department for a medical marijuana registration card by submitting:

1. Written certification from a physician.

2. An application, including:

(a) Name, address unless homeless, and date of birth.

(b) Name, address and date of birth of the qualifying patient's personal caregiver, if any.

Section 13. Department implementation of Regulations and Fees.

Within 120 days of the effective date of this law, the department shall issue regulations for the implementation of Sections 9 through 12 of this Law. The department shall set application fees for non-profit medical marijuana treatment centers so as to defray the administrative costs of the medical marijuana program and thereby make this law revenue neutral.

Until the approval of final regulations, written certification by a physician shall constitute a registration card for a qualifying patient. Until the approval of final regulations, a certified mail return receipt showing compliance with Section 12 (A) (2) (b) above by a qualifying patient, and a photocopy of the application, shall constitute a registration card for that patient's personal caregiver.

Section 14. Penalties for Fraudulent Acts.

(A) The department, after a hearing, may revoke any registration card issued under this law for a willful violation of this law. The standard of proof for revocation shall be a preponderance of the evidence. A revocation decision shall be reviewable in the Superior Court.

(B) The fraudulent use of a medical marijuana registration card or cultivation registration shall be a misdemeanor punishable by up to 6 months in the house of correction, or a fine up to \$500, but if such fraudulent use is for the distribution, sale, or trafficking of marijuana for non-medical use for profit it shall be a felony punishable by up to 5 years in state prison or up to two and one half years in the house of correction.

Section 15. Confidentiality

The department shall maintain a confidential list of the persons issued medical marijuana registration cards. Individual names and other identifying information on the list shall be exempt from the provisions of Massachusetts Public Records Law, M.G.L. Chapter 66, section 10, and not subject to disclosure, except to employees of the department in the course of their official

duties and to Massachusetts law enforcement officials when verifying a card holder's registration.

Section 16. Effective Date.

This law shall be effective January 1, 2013.

Section 17. Severability.

The provisions of this law are severable and if any clause, sentence, paragraph or section of this measure, or an application thereof, shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair, or invalidate the remainder thereof but shall be confined in its operation to the clause, sentence, paragraph, section or application adjudged invalid.

EXHIBIT B

CONSENT AND RELEASE*

RECITALS

A. The City of Springfield, Massachusetts (the "City") is soliciting proposals and information regarding qualifications from enterprises (each, a "Proposer") desirous of entering into an agreement with the City in connection with the development, construction and operation of a Medical Marijuana Treatment Center project (a "Community Agreement") as set forth in a certain Phase II-RFQ/P dated January 4, 2016 issued by the City, together with all previous RFP/Q Phases, alterations, supplements or amendments thereto (collectively, the "RFQ/P").

B. To evaluate the personal, business and financial qualifications and professional capabilities and standing of each Proposer and its affiliates (each, a "Releasor" and collectively, the "Releasors"), the City requires certain information about each Releasor which could be considered confidential and/or proprietary ("Information").

* To be signed by any parent company of proposer on behalf of itself and its affiliates, if any.

C. The collection of Information by the City is essential to select the highest quality proposal for the City.

D. Some of the Information may be collected directly or indirectly from the Releasor and/or other Releasors.

E. Other Information will be collected directly or indirectly from others such as law enforcement agencies, courts, gaming and other regulatory bodies, former employees, and financial sources.

NOW, THEREFORE, the Releasor, in consideration of the City's accepting for review a proposal in which Releasor has an economic interest and other valuable consideration the sufficiency of which is hereby acknowledged, agree as follows:

1. The definitions contained in the RFQ/P are incorporated herein by reference.

2. The Releasor hereby consents and agrees to abide by all of the City's terms, conditions, ordinances, rules, regulations and policies concerning the RFQ/P.

3. The Releasor agrees that the City does not acknowledge or agree that any of the Information is confidential and/or proprietary.

4. Information collected may be used in at least the following ways:

a. To evaluate Releasor's personal, financial and business history;

b. To evaluate Releasor's personal, financial and business integrity, and criminal history, if any;

c. To evaluate Releasor's professional qualifications and capabilities and demonstrated past performance; and

d. Such other uses as the City reasonably believes are necessary to evaluate the Proposer and its response to the RFQ/P.

5. The City may or may not use the Information in any decision with respect to the Massachusetts Department of Public Health (DPH) and may provide this Information to the DPH.

6. Information may be shared with other state, local or federal government agencies, departments or advisors who may work with the City.

7. The City is subject to the federal law, the laws of the Commonwealth and City ordinances. The Releasor acknowledges that such laws and ordinances may provide access by third parties to the Information regarding the Releasor.

8. The Releasor and its successors and assigns, and on behalf of its affiliates and their successors and assigns, hereby release: (i) the City including all departments, agencies and commissions thereof; (ii) the City's consultants (if any); and (iii) their respective principals, agents, subcontractors, consultants, attorneys, advisors, employees, officers and directors (the "Releasees"), and hold each of them harmless from any damages, claims, rights, liabilities, or causes of action, which the Releasor ever had, now has, may have or claim to have, in law or in equity, against any or all of the Releasees, arising out of or directly or indirectly related to the (i) RFQ/P process and the selection and evaluation of proposals submitted in connection therewith; (ii) negotiation of a Community Agreement between the City and the Releasor or any other Proposer; (iii) release or disclosure of any Information whether intentional or unintentional; and (iv) use, investigation of, or processing of the Information.

9. The undersigned (i) has read and understands this Consent and Release; (ii) authorizes the direct and indirect collection of, and consents to the use and disclosure of, the Information as described herein; and (iii) represents and warrants that it has the authority to execute and deliver this Consent and Release on behalf of itself and its affiliates.

Dated: _____

Name of Company

By: _____

Name: _____

Title: _____

EXHIBIT C

SPRINGFIELD ZONING ORDINANCE

ARTICLE 4, SECTION 4.7.100

Section 4.7.100 Registered Marijuana Dispensary (RMD) and Off-Site Medical Marijuana Dispensary (OMMD)

4.7.101 Purpose

It is recognized that the nature of the substance cultivated, processed, and/or sold by medical marijuana treatment centers and off-site medical marijuana dispensaries may have objectionable operational characteristics and should be located in such a way as to ensure the health, safety, and general well-being of the public as well as patients seeking treatment. The specific and separate regulation of REGISTERED MARIJUANA DISPENSARIES (hereafter referred to as a RMD) as Medical Marijuana Treatment Centers and OFF-SITE MEDICAL MARIJUANA DISPENSARY (hereafter referred to as an OMMD) facilities is necessary to advance these purposes and ensure that such facilities are not located within close proximity of minors and do not become concentrated in any one area within the City of Springfield. Subject to the provisions of this Zoning Bylaw, Chapter 40A of the Massachusetts General Laws, and 105 CMR 725.000, Registered Marijuana Dispensaries and Off-site Medical Marijuana Dispensaries will be permitted to provide medical support, security, and physician oversight that meet or exceed state regulations as established by the Massachusetts Department of Health (hereafter referred to as MDPH).

4.7.102 Additional Requirements/Conditions

In addition to the standard requirements for uses permitted by a Tier 3 Special Permit, the following shall also apply to all REGISTERED MARIJUANA DISPENSARIES and OFF-SITE MEDICAL MARIJUANA DISPENSARIES:

A. Use:

1. RMD and OMMD facilities may only be involved in the uses permitted by its definition and may not include other businesses or services.
 2. No marijuana shall be smoked, eaten or otherwise consumed or ingested within the premises.
 3. The hours of operation shall be set by the Special Permit Granting Authority, but in no event shall an RMD or OMMD facility be open to the public, and no sale or other distribution of marijuana shall occur upon the premises or via delivery from the premises, between the hours of 8:00 p.m. and 8:00 a.m.
-

4. RMD facilities that can demonstrate that they comply with the agricultural exemption under M.G.L. Chapter 40A, Section 3 must still apply for Site Plan Approval.

B. Physical Requirements:

1. All aspects of the use/facility relative to the acquisition, cultivation, possession, processing, sales, distribution, dispensing, or administration of marijuana, products containing marijuana, related supplies, or educational materials must take place at a fixed location within a fully enclosed building and shall not be visible from the exterior of the business.
2. No outside storage is permitted.
3. No OMMD facility shall have a gross floor area in excess of five thousand (5,000) square feet.
4. Ventilation – all RMD and OMMD facilities shall be ventilated in such a manner that no:
 - a. Pesticides, insecticides or other chemicals or products used in the cultivation or processing are dispersed into the outside atmosphere, and
 - b. No odor from marijuana or its processing can be detected by a person with an unimpaired and otherwise normal sense of smell at the exterior of the medical marijuana business or at any adjoining use or property.
5. Signage shall be displayed on the exterior of the RMD and OMMD facility's entrance in plain sight of clients stating that "Registration Card issued by the MA Department of Public Health required" in text two (2) inches in height.

C. Location:

1. No RMD and OMMD facility shall be located on a parcel which is within five hundred (500) feet (to be measured in a straight line from the nearest points of each property line) of parcel occupied by:
 - a. a public or private elementary, junior high, middle, vocational or high school, college, junior college, university or child care facility or any other use in which children commonly congregate in an organized ongoing formal basis, or
-

- b. another RMD or OMMD facility, except that this limitation shall not apply in Industrial zones.
2. No RMD or OMMD facility shall be located with five hundred (500) feet of a residence, a building containing residences, (including commercial residential uses such as hotels, motels, lodging houses, etc.) or a residential zoning district.
3. No RMD or OMMD facility shall be located inside a building containing residential units, including transient housing such as lodging houses, motels and dormitories.

D. Reporting Requirements:

1. All Special Permit holders for an RMD or OMMD facility shall provide the Police Department, Fire Department, Board of Health, Building Commissioner, Zoning Administrator and the Special Permit Granting Authority with the names, phone numbers and email addresses of all management staff and key-holders, including a minimum of two (2) operators or managers of the facility identified as contact persons to whom one can provide notice if there are operating problems associated with the establishment. All such contact information shall be updated as needed to keep it current and accurate.
 2. The local Building Commissioner, Board of Health, Police Department, Fire Department and Special Permit Granting Authority shall be notified in writing by an RMD or OMMD facility owner/operator/ manager:
 - a. A minimum of thirty (30) days prior to any change in ownership or management of that facility.
 - b. A minimum of twelve (12) hours following a violation or potential violation of any law or any criminal or potential criminal activities or attempts of violation of any law at the RMD or OMMD.
 3. Permitted RMD and OMMD facilities shall file an annual report to the Building Commissioner and Zoning Administrator no later than January 31st of each year, providing a copy of all current applicable state licenses for the facility and/or its owners and demonstrate continued compliance with the conditions of the Special Permit.
 4. The owner and/or manager is required to respond by phone or email within twenty four (24) hours of contact by a city official concerning their RMD or OMMD at the phone number or email address provided by the City.
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E. Issuance/Transfer/Discontinuance of Use:

1. Special Permits shall be issued for an initial period of three (3) years. If there are no violations of Section 4.7.100 and/or breaches of the conditions of the Special Permit during that time frame, the Special Permit shall be automatically renewed.
2. Special Permits shall be issued to the RMD or OMMD Operator only.
3. Special Permits shall be issued for a specific parcel.
4. Special Permits shall be non-transferable to either another RMD or OMMD Operator or parcel.
5. Special Permits shall have a term limited to the duration of the applicant's ownership/control of the premises as a RMD or OMMD, and shall lapse:
 - a. If the permit holder ceases operation of the RMD or OMMD; and/or
 - b. The permit holder's registration by MDPH expires, is suspended or is terminated.
6. The permit holder shall notify the Building Commissioner/Zoning Administrator and Special Permit Granting Authority, in writing, within forty eight (48) hours of such lapse, suspension, cessation, discontinuance or expiration; and
7. An RMD or OMMD facility shall be required to remove all material, plants, equipment and other paraphernalia prior to surrendering its state Registration or ceasing its operation.
8. In addition to the issuance of a Special Permit, the applicant shall also be required to enter into an approved Host Community Agreement (HCA).
9. The Special Permit shall be subject to revocation for violations of Section 4.7.100 and/or breaches of the conditions of the Special Permit.

4.7.103 Application Requirements

In addition to the standard application requirements for Special Permits, such applications for an RMD or OMMD facility shall include the following:

- A. The name and address of each owner of the RMD or OMMD facility/operation;
- B. A copy of its registration as an RMD from the Massachusetts Department of Public Health or documentation that demonstrates that said RMD or OMMD facility, and its owner/operators, qualify and are eligible to receive a Certificate of Registration and meet all of the requirements of a RMD in accordance with 105 CMR 725.000 of the Massachusetts Department of Public Health.
- C. Evidence that the applicant has site control and right to use the site for a RMD or OMMD facility in the form of a deed or valid purchase and sales agreement or, in the case of a lease, a notarized statement from the property owner and a copy of the lease agreement;
- D. A notarized statement signed by the RMD or OMMD organization's Chief Executive Officer and corporate attorney disclosing all of its designated representatives, including officers, directors, shareholders, partners, members, managers, or other similarly-situated individuals and entities and their addresses. If any of the above are entities rather than persons, the applicant must disclose the identity of all such responsible individual persons;
- E. In addition to Site Plan Review Submission Requirements found in Section 12.3.40, plans must also detail all exterior proposed security measures for the RMD or OMMD including but not limited to lighting, fencing, gates and alarms, etc., thus ensuring the safety of employees and patrons and to protect the premises from theft or other criminal activity.
- F. A detailed floor plan identifying the areas available and functional uses (including square footage).
- G. All signage being proposed for the facility.
- H. A traffic study to establish the RMD or OMMD impacts at peak demand times.
- I. A management plan to include a description of all activities to occur on site, including all provisions for the delivery of medical marijuana and related products to OMMDs or off-site direct delivery to patients.

4.7.104 Findings

In addition to the standard Findings for a Special Permit the Special Permit Granting Authority must also find all the following:

- A. That the RMD or OMMD facility is designed to minimize any adverse visual or economic impacts on abutters and other parties in interest;
 - B. That the RMD or OMMD facility demonstrates that it will meet all the permitting requirements of all applicable agencies within the Commonwealth of Massachusetts and will be in compliance with all applicable state laws and regulations;
 - C. That the applicant has satisfied all of the conditions and requirements of this Section and other applicable Sections of this Ordinance;
 - D. That the RMD or OMMD project meets a demonstrated need;
 - E. That the RMD or OMMD facility provides adequate security measures to ensure that no individual participant will pose a direct threat to the health or safety of other individuals, and that the storage and/or location of cultivation is adequately secured; and
 - F. That the RMD or OMMD facility adequately addresses issues of traffic demand, circulation flow, parking and queuing, particularly at peak periods at the facility and its impact on neighboring uses.
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Table 4-4 Use Table

USE	Residential Districts										Commercial & Business Districts							Industrial Districts			Additional Regulations
	O S	Res A/A1	Res B/B1	Res C-1	Res C/C2	Office A	Com P	Com A	Bus A	Bus B	Bus B1	Bus C	Bus D	RF	MUI	IA	IP				
		N	N	N	N	N	N	N	N	N	N	N	N	N	N	1	1	T			
13. Industrial Uses																					
13.1 Light Industrial	N	N	N	N		N	N	N	N	2	N	3	N	N	1	1	T				
13.2 Industrial Use																					
1 High Hazard Use A	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	3	3				
2 High Hazard Use B	N	N	N	N	N	N	N	N	N	N	N	N	N	N	3	3	3				
3 Other Industrial Use	N	N	N	N	N	N	N	N	N	N	N	N	N	N	T	T	T				
13.3 Research and Development Laboratory																					
1 Biotechnology Research and Development	N	N	N	N	N	N	N	N	N	N	2	T	N	N	2	2	2				
2 Other Research and Development	N	N	N	N	N	N	N	N	N	N	T	T	N	N	2	2	2				

Table 4-4 Use Table

USE	Commercial & Business Districts											Industrial Districts			Additional Regulations					
	Residential Districts					Commercial & Business Districts											MUJ	IA	IP	
	O S	Res A/A1	Res B/B1	Res C-1	Res C/C2	Office A	Com P	Com A	Bus A	Bus B	Bus B1	Bus C	Bus D	RF						
13.4 Registered Marijuana Dispensary (RMD)	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	Article 4, Section 4.7.100	
13.5 Off-Site Medical Marijuana Dispensary	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	Article 4, Section 4.7.100	
13.6 Packing, Warehousing and/or Distribution of goods, merchandise, and equipment	N	N	N	N	N	N	N	N	N	T	T	N	N	N	N	2	2	2		