



Calyx Peak Companies

Request for Proposal Non-Priced

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CONFIDENTIAL: CALYX PEAK COMPANIES 2019



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INTRODUCTION

Calyx Peak Companies (also referred to as 'CPC' or 'Calyx Peak') appreciates the opportunity presented by the Town of Swampscott to have our application for retail dispensary operations considered for licensure.

CPC is submitting this Request for Proposal for an adult-use retail cannabis dispensary, with anticipated operations to serve the surrounding community. This will require securing a retail dispensary license from the Cannabis Control Commission (CCC), with authorization for adult-use cannabis sales.

CPC's leadership team is deeply committed to the needs of patients, while recognizing that Massachusetts consumers are establishing a high demand for recreational products as dispensaries begin opening their doors to adult-use clientele. Given the area's demographics, geographic location, and proximity to complimentary amenities, CPC sees a potential partnership within the Swampscott community as an exciting opportunity.

MOST EXPERIENCED RETAIL DISPENSARY TEAM IN THE INDUSTRY

Our team is composed of professionals with extensive corporate retail experience along with deep cannabis industry knowledge and dispensary operational expertise. With successful operations in three states with regulated cannabis industries, our team of executives have demonstrated experience leading licensed cannabis companies.

Calyx Peak has assembled an A-class team of executives and industry experts who will oversee the retail operations and create a strong brand image:

- With over 30 years of experience in the retail industry, CPCs CEO, Edward Schmults, has established robust operational teams and company infrastructure. Before transitioning to the cannabis industry, he focused primarily on major consumer brands, such as REI (Vice Chairman), Patagonia (COO), and FAO Schwarz (CEO). He is now the CEO of Calyx Peak Companies (CPC).
- Our CFO, Hyong-gue Michael Bang, has close to 20 years of experience in the finance sector, and is the principal founder of a commercial real estate company. Michael has leveraged his financial acumen to develop licensed cannabis entities in multiple states. Michael is also the CIO of CPC.
- Our Chief Medical Officer (CMO), Dr. Paul Song, is an accomplished physician and researcher with over 20 years of experience in the field of oncology. He serves as the CMO of CPC. Dr. Song is also the President and CMO for CPC Compassion, and the inspiration for CPC's SONG brand.
- Our Director of Operations and Community Outreach, Mark Niedermeyer, has experience in the highly-regulated securities industry, as well as logistics and delivery services, and has been associated with multiple nonprofits in Massachusetts.

With our industry knowledge, professionalism, and proven ability to bring ambitious visions to fruition, CPC hopes to set the standard for Massachusetts operators.



COMMITTED TO MASSACHUSETTS

Calyx Peak Companies, also referred to herein as 'CPC' or 'Calyx Peak', is a company that owns and operates licensed cannabis entities across the United States. As we begin to establish operations in Massachusetts, CPC has underscored our commitment to the Bay State by locating our corporate headquarters in Foxborough, MA. As a local outlet of the larger company, our Swampscott adult-use dispensary would enjoy the benefits of direct access to our executive team, who have made the strategic decision to prioritize ensuring our first retail location on the East Coast a success. As our team and operations continue to expand, we look forward to growing CPC's presence in Swampscott and throughout the Commonwealth.

VERTICAL LICENSING SUPPLY CHANNELS

CPC plans to expand operations in Massachusetts and has received our Host Community Agreement for a cultivation and manufacturing facility in the City of Worcester, MA. This allows CPC to establish an existing licensed supply chain in Massachusetts that includes cultivation and product manufacturing facilities. With direct access to production, CPC will be capable of providing the proposed dispensary with access to the company's award-winning products as well as the opportunity to develop an economical house brand.

WORCESTER CULTIVATION AND MANUFACTURING

CPC has been issued a Special Use Permit through the Planning Department and is currently underway to receive Preliminary licensing with the Cannabis Control Commission (CCC). With CPC's combination of industry knowledge, professionalism, and proven record as top ranked cultivators and product manufacturers, we are confident we will be in a position to set the standard for operators in Massachusetts. To that end, our propagation team has committed to maintaining best industry practices.

ESTABLISHED INDUSTRY BEST PRACTICES

An example of CPC's proficiency and ability to set the standard for other operators is our dispensary location in the Bay Area of California, which has managed over \$17 million worth of cannabis sales since 2015, in addition to hosting many educational and community fundraising events. In 2018, our California cultivation team earned both 2nd and 9th place for our branded flower in the Emerald Cup, one of the best recognized, premier cannabis competitions in the country, competing against more than 300 products and brands. Additionally, our Ohio cultivation facility captured an estimated 25% of market share in the state's first months of sales.

REGULATORY COMPLIANCE

CPC's compliance team works closely with state regulators in order to ensure the compliance of all facilities. None of these facilities have been penalized by any cannabis regulatory agency for a compliance issue, earning us a 100% compliance rating. With state-of-the-art security technology, diligent staff training, and operational transparency, CPC is able to ensure we meet all licensing and operational compliance requirements. Calyx Peak looks forward to working closely with Board of Selectmen, as well as local and state enforcement offices, to act as a responsible corporate citizen.



EXECUTIVE TEAM

Our team incorporates professionals with extensive corporate retail experience as well as deep cannabis industry knowledge and dispensary operational expertise, with the aim of creating a reputation for excellence.

ED SCHMULTS, CEO

With over 30 years of experience in the retail industry, Ed Schmults has transformed major global consumer brands, such as REI, Patagonia, and FAO Schwarz, by establishing robust operational teams and company infrastructure. His extensive leadership at some of the world's best-known consumer brands have facilitated the launch of many innovative and high-quality products. Ed is currently CEO of Calyx Peak Companies, a multi-state cannabis operation with over 170 employees.

Ed holds comprehensive operational experience in enterprise management and branding, production, warehousing, logistics, and technology infrastructure. He enjoys the challenges of working with small companies by applying sophisticated and innovative business strategies gained from industry best practices. Furthermore, Ed possesses a demonstrated ability to facilitate social change through business, advocacy, and education. Under his direction, CPC will implement programs to support local communities, including on-the-job training programs, green initiatives, and volunteer work.

Ed holds an MBA from Harvard Business School and a Bachelor's Degree in Economics and Political Science from Yale University.

Ed will primarily oversee this facility from the corporate office in Foxborough, MA to provide a hands-on approach, as with CPC's other operations. From attending local government hearings in Worcester, MA, to working directly with branding agencies to set the direction for the company's future, to connecting one-on-one with team members, Ed will work to ensure the success of the proposed CPC facility.

HYONG-GUE MICHAEL BANG, CFO

Michael Bang has close to 20 years of experience in the global financial sector. Prior to his involvement with the cannabis industry, Michael worked as an Investment Analyst and Managing Director of Technology Research at Goldman Sachs Global Investment Research division. In this position, Michael excelled in fundamental bottom-up financial analysis, competitive analysis, and strategic financial planning. Michael's leveraged his financial acumen to develop our Swampscott adult-use dispensary financials, assuring that the monetary requirements of the investments to date were carefully and mindfully prepared. His expertise results in greater investor confidence.

Now the CIO for CPC, Michael oversees the CAPEX spending strategies for the company's portfolio of cannabis companies, which comprises over 245,000 square feet of cultivation space. Over the last 24 months, he has managed the fundraising and deployment of over \$45M into cannabis investments for CPC. Michael has leveraged his experience in developing several additional cannabis entities, which, in one case, included successfully stabilizing a large cultivation facility in Nevada by analyzing the company's balance sheet, re-negotiating predatory deals into favorable terms, and securing sufficient investment.



Michael is the principal and founder of a successful commercial real estate company in Ontario, Canada. He holds a Bachelor of Arts with Honours in Economics from Queen's University, Kingston, Ontario, Canada.

DR. PAUL SONG, CHIEF MEDICAL OFFICER

Dr. Paul Song is a 20-year physician radiation oncologist whose many credentials include completing a residency in Radiation Oncology from the University of Chicago Medical Center, serving on the board of the Physicians for a National Health Program, and completing a brachytherapy fellowship at the Institute Gustave Roussy in Villejuif, France, as well as providing oversight for regulatory support prominent biotech companies including ATGen Global and NKMax.

As a radiation oncologist who has in the past recommended medicinal cannabis to his patients, he encouraged his father to try medicated edibles when he was ill with cancer. Dr. Song's father was able to replace opioids, which had negative side effects, with medicinal cannabis as his primary means of pain management. He continued to use medicinal cannabis until he passed away at the Saint John's Health Center in Santa Monica.

Dr. Song is the CMO of CPC, as well as the President and CMO of CPC Compassion, a medical cannabis dispensary set to open in Santa Monica, CA. Prior to joining the CPC team, Dr. Paul acted as CMO for Cynvenio Biosystems in Thousand Oaks was on staff at Cedars-Sinai Medical Center Radiation Oncology department. Dr. Paul received an MD from the George Washington School of Medicine and Health Sciences, and earned a BA with honors in Biological Sciences from the University of Chicago.

MARK NIEDERMEYER, OPERATIONS DIRECTOR & COMMUNITY OUTREACH

Mark Niedermeyer will focus his role at Calyx Peak to assist day to day operations on-site as well as work to execute the company's community outreach programs.

Mark is closely associated with multiple local nonprofits, including Boston Gives and The Light Foundation, as well as other organizations that benefit the communities of Massachusetts. Currently, Mark serves as the East Coast Director of Sales for Overseas Food Distribution, a distributor of world-class food products to markets across the U.S. and Canada, where he focuses on developing business opportunities, expanding product lines, and growing new store accounts.

Previously, Mr. Niedermeyer served as Vice President of Institutional Sales Trading at Knight Capital Group, a highly regulated securities firm located in the greater Boston area. In this role, Mark was instrumental in bringing in new business to a highly saturated market, as well as servicing institutional accounts based in London and the U.S. Additionally, Mr. Niedermeyer possesses a broad understanding of logistics and delivery services, gained through his experience working with Winston Flowers of Massachusetts. In his position there, he oversaw 40 full-time drivers and delivery trucks processing up to 500 orders per day.

Mark earned a BA in English Language and Literature from Boston College.



BUSINESS DESCRIPTION

CPC's commitment to quality and professionalism has resulted in a national reputation for producing consistently safe, and high-quality cannabis products. Building on this reputation for excellence, CPC envisions an attractive and modern adult-use cannabis dispensary that will serve the patients and customers of the Town of Swampscott that includes:

- High quality, lab certified adult-use products
- An exceptional, highly trained local staff and management team
- A charcoal activated Odor Control System
- Live security agents and 24-hour video surveillance

Our plan to establish a high-end retail dispensary that offers superior quality products will create a strong brand image that patients and customers trust. The dispensary facility itself would allow for at least 6 point-of-sale terminals. To ensure the public's safety, the facility would feature a high-tech security system, including security guard on site during operations, and safe storage for inventory and sales receipts.

CALYX PEAK BRANDS

At its Swampscott dispensary, CPC plans to offer a diverse selection of products featuring a wide variety of price points and methods of consumption. The company will designate shelf space and stock inventory with our signature brands, along with other new products that will be developed as our Worcester cultivation and product manufacturing facility becomes operational in the coming months.

FOCUSED ON WELLNESS

To address the wellness market, we will carry the Song brand of infused products that our facility in Ohio, and soon in California and Nevada offers. CPC will further benefit from a statewide brand campaign to be launched in the late Fall of 2019. We believe the Massachusetts market will be primed to welcome these products once fully available to consumers.

THIRD PARTY PRODUCT OFFERINGS

CPC will work with existing operators to offer a variety of diverse strains and products for customers in the Town of Swampscott. Once Calyx establishes its own cultivation and manufacturing facility, the proposed retail location will be able to offer competitive pricing on CPC's signature brand. Our initial focus includes heritage brands developed from the West Coast as well as locally curated strains. All selected third party offerings will be sourced from local producers, with an emphasis on Social Equity businesses. In support of these vendors, we also plan to implement a monthly rotation system with featured products, brands, and cultivators.

BRAND SELECTION

When identifying distributors to partner with, CPC will seek companies that reflect our values of promoting an ethical and transparent supply chain - sourcing from brands that emphasize environmentally friendly and socially responsible manufacturing processes. By establishing relationships with others aligned with our vision, Calyx will remain a known source for safe and effective, high-quality cannabis brands. Because our team is deeply committed to social justice and supporting state efforts to promote these operators, CPC is also interested in establishing relationships with Social Equity company brands.



CALYX PEAK SERVICES

Calyx plans to stand out as a dispensary through exceptional customer service, with an emphasis on well-trained staff, consumer education, and quality control.

WELLNESS CONSULTATIONS

With experiences developing standard operating procedures and currently running efficiently at Magnolia Wellness, our existing adult use dispensary in Oakland, CA, our key focus for clients will be education and customer experience. Our dedicated dispensary staff will receive thorough training with proven models for successful cannabis retail practices, including the option for wellness consultations.

IN-STORE LEARNING SYSTEM

CPC has the intent to work with Seed.io, cannabis education software that offers resources alongside custom product recommendations based on user-supplied information. Customers will access this information in the waiting room via a 32-inch interactive touch screen display.

Features the platform offers include:

- Customer education from cannabis fundamentals to advanced chemistry
- Interactive consultation, which suggests cannabinoid profiles--and specific products--based on the customer-supplied goals, demographics, and experience
- Customer profile to track purchases and recommend new products based on past experience
- Education for staff on customer profile in order to make more informed recommendations

COMPATIBILITY WITH SWAMPSCOTT AREA

Our location on New Ocean St. is centrally located to several area transit locations, bus stops and has ample on-site parking for clients. The nearby farmers market within walking distance, as well as the Whole Foods shopping plaza a short drive away allows Calyx Peak to capture our primary target demographic with convenient access to a professional adult use cannabis experience.

STRATEGIC MARKET ADVANTAGE

CPC is uniquely qualified to meet the demands of the Massachusetts adult use cannabis market. We have the requisite experience necessary to design, build, and operate a cannabis retail facility. Our strategic advantage is best reflected through the CPC family of businesses, all of which are operating successfully in three states with regulated cannabis industries - including Ohio, Nevada, and California. CPC currently operates 245,000 square feet of licensed cultivation. Our ability to consistently produce high-quality, safe cannabis products is among the top companies throughout the state.

Additionally, with our corporate headquarters in Massachusetts, we have direct resources for on-site access and in person connections to our executive team. We are eager to secure CPC's first retail location in the Northeast market and excited for the promising opportunity to partner with the Town of Swampscott.

LOCAL PARTNERS FOR COMMUNITY LEADERSHIP

With many local elected and community offices nearby, including Swampscott Police, Swampscott Fire Department, and the local library, we anticipate contributing as a positive influence for the community and



working alongside local leadership. With a solid history of Private/Public partnership and working collaboratively with regulators and enforcement agencies, our team enjoys the opportunity to engage directly with all government offices.

PROPOSED LOCATION

CPC is interested in securing a commercial lease from the Town of Swampscott for the property located at 16 New Ocean Street. This location includes 5,000 square feet of land and a one-story brick veneer building that contains +/- 2,100 square feet of retail space. With approximately 150 feet of frontage on New Ocean Street (Route 1A) and paved parking adjacent to the building, this is the ideal layout for our intended adult use dispensary location.

DISPENSARY DESIGN CONCEPT



Dispensary Floorplans will be tailored to represent the design guidelines and approval of the Town of Swampscott's Board of Selectmen.

Reflection of Architectural Traditions with a well-developed, original design with storefront renderings showing an eclectic mix of Art Deco, modern, and colonial elements.

Patient/Customer Entry Experience and High-Quality Materials and Fixtures that reflect neutral, cool tones with a clean, white finish to allow decorative design elements and branding to stand out.

ANTICIPATED RENOVATIONS

Our intent is to retrofit the property into a high-end retail dispensary after a Provisional license is granted from the Cannabis Control Commission (CCC). Calyx estimates for construction and renovations at this location have been budgeted to include all required facets of local permitting, construction costs, labor requirements, and any other project management needed for a timely and proper execution.



LOCAL PERMITTING AND LICENSES

Similarly, as with our facilities build out in the City of Worcester, CPC will seek approval from the Board of Selectmen, Planning Board, Municipal Design Committee, or any other related authority prior to undergoing any structural or cosmetic alterations to the building; or placing any additional equipment outside the building.

APPROVAL FROM LOCAL SELECTMEN

Although the Town of Swampscott has not yet finalized zoning ordinances, we have determined that a property within this commercial neighborhood will best meet the requirements for our planned dispensary. Our team enjoys the opportunity to work in collaboration with town and county officials to ensure that our vision meets the needs of our clients and the community.

HOURS OF OPERATION

Given the current use and homogenous uses within the neighboring commercial businesses, Calyx Peak will intend to operate 9am – 9pm, accepting our last client no later than 8:40pm.

PROPERTY MANAGEMENT

Maintaining our commitment to ensure we meet our internal 'Good Neighbor' policies, Calyx has designated a full-time role for a property manager to meet the needs of all CPC facilities locally. As budgeted in our build out and onboarding schedules, we have committed to our responsibility in all aspects of managing operations which include, but are not limited to:

- Utilities
- Real estate taxes
- Building insurance
- Landscaping
- Common area maintenance expenses

We are committed to maintaining our accounting standards with timely payment, in full for all utilities, building maintenance, local services, and other needed property management duties – both internally and throughout the premises. In addition to the items listed above, CPC will accept any other direct overhead associated with operating on the property, including potential or currently unknown service requirements for this commercial property.



SECURITY PLAN

CPC's security plan is to protect the premises, provide a safe environment for clients, staff, visitors and the general public, as well as to deter and prevent theft and diversion of product. Although the proposed facility on New Ocean Street is absent any unusual or highly tactical security concerns outside the scope of a typical cannabis dispensary, Calyx recognizes and prepares for both internal and external security threats that may arise. All employees will complete security training and all security plans will be reviewed and amended as needed. Violation of security policies by CPC agents and employees is grounds for immediate dismissal.

CPC will work with the Town of Swampscott's Police Department to implement a comprehensive plan to prevent diversion, with such plan to be in place prior to the sales commencement date. This will include, but is not limited to:

- Training employees to be aware of, observe, and report any unusual behavior in customers or CPC's marijuana establishment employees that may indicate the potential for diversion;
- Strictly adhering to CCC Regulations as to certification amounts and time periods;
- Rigorous customer identification and verification procedures required by the CCC; and
- Utilizing seed-to-sale tracking software to closely track all inventory.

Calyx will annually obtain a security system audit by a vendor approved by the Commission and at Calyx Peak's expense, pursuant to 935 CMR 500.100(8). CPC will submit said report within 30 days after the audit is completed and, if areas of concerns are identified, CPC will submit a mitigation plan to address the issue. Additionally, our team will follow up in filing a satisfactory security and emergency response plan with the Town of Swampscott's Police Chief and Fire Chief to include pertinent details therein.

SURVEILLANCE AND 24 -HOUR MONITORING

CPC's highest priority is the safety and security of employees, patients, customers, and the surrounding community of Swampscott. To that end, CPC will work with Director of Security to develop security plans and employee training programs tailored to our New Ocean St. location. This will include a focus on areas that includes:

- Limited Access Areas
- 24 Hour Video Surveillance Systems
- Commercial Locks and Alarm Systems
- Live Security Personnel
- Diversion Prevention Training
- Nuisance Mitigation Plan

COMPLIANCE WITH LOCAL ENFORCEMENT

CPC will additionally work with local law enforcement to implement security best practices and ensure community concerns are addressed. Furthermore, our team operates in full compliance with all applicable local laws and regulations, as well as the Cannabis Control Commission (CCC) and other state requirements.



Appendix i

TEAM RESUMES

Edward M. Schmults

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PROFESSIONAL EXPERIENCE

WILD THINGS, LLC

2009 – February 2018

Middletown, RI

Chief Executive Officer

Hired by Private Equity firm to reinvigorate this 36 year-old military and consumer brand faced with pending conclusion of a major military contract. Developed and launched industry first mass customized apparel experience on www.wildthingsgear.com as key competitive advantage in an industry characterized by many similar competitors.

- Led marketing team to refine brand story. Vetted new logo via new predictive analytics company in 2009 to gauge consumer reaction in 48 hours.
- Implemented new scalable policies and procedures.
- Upgraded product designs and color story to meet competitive environment. Pushed expansion of military product line into new categories to reduce reliance on extreme cold weather products.
- Implemented new ERP system for finance, accounting, inventory and production.
- Selected as apparel licensee by Smith & Wesson as part of effort to expand sales into the law enforcement and consumer categories. Negotiated and signed agreement with Chinese manufacturing partner to finance inventory until paid by customers and for revenue share in Chinese market.
- Negotiated new licensing agreement with W.L. Gore for the military market. New Gore waterproof/breathable and fire retardant products hit the market in 2013/14.
- Worked with Gore to win selection to US Army Soldier Enhancement Project for Low Loft Fire Retardant Jacket. Potential opportunity size ~ \$200MM.
- Reduced dependence on major distributor from 90% of total revenues in 2009 to 30% by 2013.
- Drove expansion into international military markets as a means to diversify away from US Military spending. Opened up manufacturing in Jordan. Sold to Australia, Canada, Hong Kong, Japan, Jordan, New Zealand, Poland, Russia, UAE and United Kingdom.
- Gross Margins increased by 1000 bp over five years through more aggressive pricing, less discounting and changing product and channel mix.
- Launched first in industry mass customization configurator in 2012 – first scalable customized process for technical apparel via wildthingsgear.com website. Customized products immediately went to 30% of total ecommerce sales and ecommerce jumped 230% in 2012 holiday season.
- Restructured company to maintain viability in the face of significant revenue declines due to Sequestration in 2013 and the expiration of major US Army contract.
- Conceived and launched new product category for offshore product to hit market opportunity in Federal and Law Enforcement market.
- Signed licensing agreement with Itochu to expand consumer product sales first in Japan and then across Asia
- Initiated, negotiated and closed sale of underutilized Wild Things trademark in Asia as well as a product distribution agreement with major Japanese trading company.
- Sold company in February 2018 to a financial buyer.

FAO SCHWARZ INC.

2005 - 2009

New York, NY

Chief Executive Officer

Hired to rebuild this storied brand after it was purchased out of bankruptcy by hedge fund. Repositioned brand to focus on high-quality toys not found in mass retailers. Launched Macy's shop-in-shop program resulting in 265 shops opening on-time and on-budget across the country within four months.

- Brand positioning reworked and focused on Good Play – high quality products, made right that spark imaginative based play. Focus on quality protected the brand during 2007 toy recalls – Thomas the Tank Engine was the only item carried by FAO Schwarz that was recalled.

- Eliminated grossly expensive products and focused on quality construction and play value. Cut over 10,000 SKU's and 200+ vendors after first holiday season to better reflect the new brand positioning.
- Grew sales 50% in three years and the EBITDA loss was cut in half
- Improved retail store conversion while lowering payroll/sales by 30% through strong training program and improved product mix. Sales per square foot averaged \$1,200 in NYC.
- Internet and Catalog sales nearly doubled over three years to 25% of sales in 2008
- Built FAO Schwarz branded product to 23% of estimated total sales in 2009 with additional exclusive products making up another 15% of total sales
- Led Macy's deal that made FAO Schwarz a national brand again. Opened 265 shop-in-shops in four months – all on-time and on-budget.
- New vendor relationships and exclusives flowed from the Macy's deal – including Disney, Ringling Brothers, Curious George and The Little Engine that Could
- Consigned inventory program grew to over 40% of New York store sales. Vendors paid for inventory, staff and shop build-out for committed space; FAO Schwarz received full margin on the products and sometimes equity in the vendor. Missing key hurdles in terms of sales per square foot resulted in closure of shop.
- Upgraded IT infrastructure in 2008 to latest JDA version, along with POS system, EDI linkage with Macy's and key planning modules.
- Press and PR – generated over 3.2 billion impressions in 2008 and appeared on most major TV and news outlets including CNBC, CBS News, Bloomberg, WSJ, NYT and hundreds of regional news programs and local newspapers.
- Hedge fund owners supported my effort to buy FAO Schwarz from them in Spring 2009. Effort was unsuccessful and company was then sold to Toys R Us in June 2009.

REDENVELOPE, INC.

2004 - 2005

San Francisco, California

Chief Operating Officer

Hired to help turnaround this \$100 million catalog and internet retailer of affordable luxury gifts - ticker REDE (www.redenvelope.com). Promoted to COO in January 2005 after successful Holiday operating performance. New responsibilities included Technology and Call Center in addition to existing responsibilities. Reported to CEO.

- Installed scalable processes to manage and control growth of business
- Technology – reinvigorated the department in the midst of an aggressive software and new functionality roll-out, including new merchandise planning software, new web site and customer service software and customized gift and personal digital image gift capabilities
- Call Center – focused on customer experience and lowered costs per minute
- Led effort to eliminate organizational silos between Merchandising, Marketing, Catalog and Operations
- Worked with CEO to hone product line and catalog to inject freshness

Senior Vice President, Operations

2004

Responsible for Fulfillment, Sourcing, Merchandise Planning, Forecasting and Logistics. Reported to CEO.

- Replaced most of management team at 260,000 sq foot distribution facility prior to key holiday season – new team reached performance expectations and continue to drive improvements in efficiency, accountability and accuracy.
- Implemented new material handling equipment and new Manhattan Associates Warehouse Management software to improve throughput and order accuracy
- Led build-up of new Sourcing department at REDE, resulting in higher quality and significantly higher margins vs. the prior year

BENCHMARK CAPITAL and YOOX

2003

Bologna, Italy

Consultant in the Entrepreneur in Residence Program

Led project team in an Italian web-based retailer of high fashion apparel and footwear (www.yoox.com) to set up a logistics operation in the US and to expand their existing logistics capability in the European market to meet the demands of their fast-growing business. Key issues included site location, RFP creation and bid process management, pricing and contract negotiation, capacity and systems interface requirements, receiving and quality control, order management, inventory control and returns management. Project completed in September 2003.

FREEBORDERS, INC.

2000 - 2003

San Francisco, California

President, Global Accounts

Built the sales organization for this three year-old enterprise software company with a dominant market share in the retail, apparel and textile product lifecycle management market. Reported to CEO.

- 35% revenue growth in 2002 versus 2001 in difficult technology market, SG&A expenses were 17% under budget
- Hit bookings targets for six consecutive quarters
- Led account management at key strategic accounts – Liz Claiborne, Target, Coach and Dillard’s, with significant supply chain consulting responsibilities as part of the software sale
- Led multi-day workshops to identify areas for improvement in client product development processes
- Rationalized product line, sales force and marketing after two acquisitions to drive single brand message
- Pushed product development priorities to focus sales and development efforts around core products and skill sets
- Recruited Managing Director for Europe and led development of UK operations – generated positive cash flow within eight months
- Key presenter to venture community for fund raising – participated in successful 3rd and 4th round fundraising
- Sales process selected as “Best in Class” by investor for presentation to portfolio companies

MOONSTONE MOUNTAIN EQUIPMENT INC.

1997 - 2000

San Francisco, California

President

Recruited to turn around this high-end outdoor apparel and equipment company purchased out of bankruptcy by Esprit, the women’s clothing company. Member of Esprit Management Committee. Reported to Esprit CEO.

- Conceived and initiated Esprit’s acquisition of Moonstone; performed valuation and negotiation
- Devised new strategic direction to pursue younger customer base; led the outdoor industry in pursuing this important market segment
- Successfully created and developed new brand direction and built company culture, product and marketing around the 18 - 30 year old customer segment – over 50% of Moonstone customers were under 30 within 18 months of brand relaunch
- Recruited entire team to implement above strategy with zero turnover during tenure
- Renewed and improved relationships with key vendors and contractors that were sundered by bankruptcy – became strategic customer to some of the largest outdoor industry suppliers
- Rebuilt relationships with dealer base in US, Europe and Japan so that the company was taking orders for the Fall 1998 season within three months of hire date
- Managed all aspects of product development, including design, style, color, fabric and construction
- Grew sales to over \$8 million, equal to Moonstone’s historical high, by the second year
- Doubled sales over previous year with only a 14% increase in operating expenditures
- Successfully introduced enhanced Spring line to reduce seasonality of sales
- Moonstone was sold in February, 2000 to Gerry Sportswear

PATAGONIA, INC.

1990 - 1997

Ventura, California

1995-1997

Chief Operating Officer/Chief Team Leader, Patagonia, Inc.

Responsible for Finance, Design, Production and Information Systems at this \$160 million high-end outdoor clothing company. Appointed Acting General Manager pending hiring of new CEO. Led reorganization that realigned the Company with its customer base to create new growth opportunities. Member of both Management Committee and Operating Committee. Reported to CEO.

- Led company-wide reorganization that grouped all product development, design, product management, buying, sales forecasting and marketing functions into seven teams to improve speed to market and customer responsiveness
- Managed all product teams that resulted from company reorganization
- Developed business plans within each team setting long-term goals and strategies to enhance brand positioning
- Responsible for developing and implementing sales and marketing strategies, design and merchandising, product management, new business development and acquisitions, inventory forecasting and buying
- Revamped corporate advertising and marketing approach, pulling together scattered campaigns into a cohesive brand building, results oriented program

- Improved product development and design cycle to meet established timelines resulting in 98% on time completion versus 65% in the prior season
- Developed Advanced Concept Design Center, Patagonia's long-term R&D center
- Directed IS project to link all Patagonia offices on a worldwide PC network

**Chief Information Officer, Patagonia, Inc.
Ventura, California**

1994-1995

Responsible for all information technology worldwide. Turned the IS function into a strategic asset of the company. Reported to CEO.

- Replaced 18-year veteran and successfully changed the culture of the department into a service orientation
- Initiated and opened web site for Patagonia, despite broad resistance to new technology within the organization
- Changed corporate mainframe orientation - pushed adoption of PC's and network computing
- Led systems development work for new global distribution center in Reno, NV. Facility opened on time, systems were on budget and fully operational
- Oversaw installation of new Retail POS system, upgraded Mail Order software and initiated sales force automation effort that resulted in significantly improved communication and customer service

**Managing Director, Patagonia Japan
Kamakura, Japan**

1992-1994

Directly responsible for all aspects of Patagonia's wholly owned business, including hiring, marketing, product selection and pricing, sales and finance. Reported to Global VP of Sales.

- Tripled sales in two years to \$14 million through more aggressive marketing and expansion of mail order, retail and wholesale businesses
- Adjusted product selection, pricing and distribution strategy that turned five years of losses into the most profitable division for Patagonia and the second largest national sales market after the US
- Generated 10% of Patagonia's total sales and 30% of profits in second year
- Moved offices from Tokyo to Kamakura to improve employee lifestyle and lower costs
- Opened new retail store in Kamakura
- Contracted out warehouse function to reduce fixed costs and improve service
- Installed new mail order software and inventory tracking system that automated manual processes

**Director of Strategic Planning, Patagonia, Inc.
Ventura, California**

1990-1992

Worked closely with the CEO and owners of the corporation on strategic planning directions. Involved in all areas of work-out in 1991 after CEO, COO and CFO resigned, including lay-offs, operational improvements, cost cutting and communications with employees. Successfully worked on search for external financing and recruitment of new CFO. Reported to CEO.

**Business Analyst, Patagonia, Inc.
Ventura, California**

1990

Performed competitive analysis. Developed strategic planning framework utilized by Board of Directors. Reported to Director of Strategic Planning.

ALLIANCE CONSULTING GROUP

1989 - 1990

**Boston, Massachusetts
Consultant**

Performed strategy consulting for this Boston Consulting Group spin-off. Assisted a large insurance company in building marketing strategies to push their 401(k) services into small companies. Advised a large computer hardware/software company on ways to increase their presence as an information provider to the financial services industry.

GOLDMAN, SACHS & CO.

1984 - 1987

**Financial Analyst, Goldman Sachs International Corp.
London, England**

1986-1987

Selected to work in London on the privatization of British Gas, at the time, the largest initial public offering ever. Performed additional M&A and corporate finance work for American and European clients. One of two members of class asked to remain at firm without going to business school.

Financial Analyst, Goldman, Sachs & Co. **1984-1986**
New York, New York
Member of eight-person team performing corporate finance and M&A work for electric utilities, natural gas pipeline and telecommunications companies.

EDUCATION

Harvard Business School **1987 - 1989**
Cambridge, MA
Received MBA in June of 1989. Coach - Novice Women's Crew.

Yale University **1980 - 1984**
New Haven, CT
Awarded BA in Economics and Political Science, May 1984. Varsity Lightweight Crew - three years. First Team All Ivy League, 1984. Elihu Senior Society.

BOARD SEATS

Vera Bradley (NASDAQ: VRA) – 2010 – Present. Chair of Compensation Committee; Member of Nominating & Governance Committee www.verabradley.com

Wild Things, LLC – 2009 – 2018. www.wildthingsgear.com

Recreational Equipment, Inc. – 2007 – 2010; Vice Chairman of the Board of Directors www.rei.com

Advisory Board

First Insight – Predictive data analytics software for merchandising and planning decisions. www.firstinsight.com

V-Star Entertainment – Live entertainment production company – featuring show like Sesame Street Live, Paw Patrol as well as Cirque Dreams. Bought by Cirque du Soleil in July 2018. www.vstarentertainment.com

Non-Profit

National Outdoor Leadership School (NOLS) – 2009 – 2015. Board of Trustees. Member of the Nominating & Governance Committee; Member of Marketing and Admissions Committee www.nols.edu

Outdoor Industry Association Board of Directors – 2012 to 2015. Member of the Nominating & Governance Committee. www.outdoorindustry.org

American Prairie Foundation – National Council member. www.americanprairie.org

The Station Foundation – Mentor to retiring Special Forces personnel. www.thestationfoundation.org

PERSONAL

Married with two daughters and a son. Hobbies include getting outside with my children, fly-fishing, surfing, skiing and rowing. Completed two marathons.

REFERENCES

Furnished upon request

Michael Bang

michael.bang@calyxpeak.com

Highly accomplished equity research professional with over 18 years of experience at leading global investment banks including Goldman Sachs, Macquarie Securities, ING Financial Markets, and Nomura International. Active research and ratings on over 20 Korean technology companies including the largest technology company in Asia, Samsung Electronics.

Co-Founder and Chief Investment Officer
Calyx Peak Capital

2016 to Present

Oversee the CAPEX spending strategies for Calyx's portfolio of cannabis companies, including over 245,000 square feet of cultivation space. Over the last 24 months, he has managed the fundraising and deployment of over \$45M into cannabis investments for Calyx. Michael has leveraged his experience in developing several additional cannabis entities, including successfully stabilizing a large cultivation facility in Nevada by analyzing the company's balance sheet, re-negotiating predatory deals into favorable terms, and securing sufficient investment.

Managing Director
Goldman Sachs

2010 - 2014
Seoul, Korea

Provided objective and differentiated long term fundamental research on global technology trends to institutional clients. Performed fundamental bottom up analysis of coverage stocks including Samsung Electronics, utilizing information gathered from meetings with company managements, suppliers, customers, and industry experts. Frequent interaction with senior management of coverage companies to discuss strategy, outlook, and industry issues. Established and maintained strong institutional client relationships. Led a team of three investment professionals in Korea. Consistently ranked in the first quartile or high second quartile in half year and year end internal employee reviews.

Division Director
Macquarie Group

2001 - 2010
Seoul, Korea

Promoted to Regional Head of Asia Technology Research in 2009. Led a highly ranked team of 15 investment professionals across Asia. Coordinated cross border coverage and projects within the technology sector. Actively covered 15 companies which accounted for over 20% of the Korean stock market capitalization. Built and maintained global memory semiconductor and display industry supply/demand models. Established and maintained strong institutional client relationships. Cultivated and developed relationships with the technology food chain to gain knowledge on industry trends and emerging technologies. Provided objective research for corporate finance for initial public offerings and debt issuance.

Research Analyst
Nomura

1999 - 2001
Seoul, Korea

Actively covered companies across the chemical, oil refining, retail, Internet, and technology hardware sectors.

Bachelor of Arts with Honours in Economics
Queen's University

Kingston, Ontario, Canada

Curriculum Vitae
Paul Y. Song, M.D.

CURRICULUM VITAE

PAUL Y. SONG, MD

Home:

234 Alta Avenue
Santa Monica, CA 90402
(310) 310-1992

PROFESSIONAL EXPERIENCE:

- 1/18 - present Chief Operating Officer/Chief Medical Officer – NKMax America (subsidiary of ATGen Global) – Lead entire US Operations and team while overseeing all major aspects of our global clinical programs and trials, regulatory filings, and investigational applications of our autologous/allogenic cell therapy.
- 12/17 – Present Chief Medical Officer of Hawkeye Bio – a private company which has developed a first in kind lung cancer screening test currently being validated through clinical trials.
- 10/17 – Present Chief Medical Officer – Calyx Peak Companies – lead and provide oversight to all major aspects of the medicinal cannabis program a leading multi-state operator of over 280,000 square feet of cultivation, extraction and distribution facilities across multiple states.
- 7/14 – Present SVP/Chief Medical Officer – ATGen Global - Provide strategic corporate leadership while overseeing all major aspects of our global clinical programs and trials, regulatory filings, and investigational applications of our innovative core technology.
- 7/15 – 8/17 Chief Medical Officer – Cynvenio Biosystems, Inc., oversaw all aspects of Liquid biopsy clinical utility programs and translational research programs.
- 1/13 – 12/13 Visiting Fellow on Health Care Policy – California Department of Insurance Office of the Commissioner.
- 6/12 – 7/15 Attending Staff Physician – Dept of Radiation Oncology – Samuel Oschin Cancer Center – Cedars Sinai Medical Center, Los Angeles, CA
- 6/09 – 7/12 Senior Adviser/Chief Medical Officer – Berg Pharma, Framingham, MA
- 9/07 – 12/12 Adjunct Faculty /Attending Radiation Oncologist – John Wayne Cancer Institute/Saint Johns Health Center – Santa Monica, CA

5/06-9/07 Attending Physician, Clinical Director& ACOS Cancer Committee Liaison
Dept. of Radiation Oncology - University of Chicago/Little Company of
Mary Regional Cancer Center and Palos Community Hospital - Palos, IL

12/03-5/06 Attending Physician - Dept. of Radiation Oncology and the Center
for Prostate Disease Research - Walter Reed Army Medical Center
Washington, DC

1996-11/03 Attending Physician - Dept. of Radiation Oncology
The Cancer Center at Fairfax Hospital, Falls Church, VA

**LICENSURE AND
CERTIFICATION:**

California – expires July 2020,
Recertification American Board of Radiology - 2016
American Board of Radiology – 1996

EDUCATION AND POST DOCTORAL TRAINING:

6/95-6/96 Fellowship, American Society for Therapeutic Radiology and
Oncology Research Fellowship, Dept. of Radiation and Cellular Oncology
The University of Chicago Medical Center
Chicago, IL

1/95-6/95 Visiting Brachytherapy Fellow at the Institut Gustave
Roussy
Villejuif, France

6/92-6/95 Resident (Chief Resident 1995), Dept. of Radiation and
Cellular Oncology
The University of Chicago Medical Center
Chicago, IL.

1992-1996 Instructor
Michael Reese/University of Chicago School for Radiation Therapy
Chicago, IL

8/87-6/91 M.D. Degree
George Washington University School of Medicine
Washington, D.C.

9/83-6/87 Awarded the A.B. Degree with Honors in the biological sciences
The University of Chicago
Chicago, IL.

HONORS:

- 2005 Washingtonian Magazine List of Top Doctors
- 2003 Consumer's Checkbook List of Top Doctors in the Washington, DC region
- 2002 Washingtonian Magazine List of Top Doctors
- 1995 Awarded the ASTRO Research Fellowship Award
- 1992 Awarded the Emergency Medicine Award for Top Overall Housestaff Physician by the Dept. of Emergency Medicine St. Barnabas Medical Center Livingston, N.J.
- 1989-1991 Teagle Foundation Post-graduate Scholarship
- 1984-87 Dean's List of Distinguished Students The University of Chicago, Chicago, IL

MEMBERSHIPS:

American Society for Therapeutic Radiology and Oncology
American Association of Cancer Research
American Society of Clinical Oncology
American College of Radiology

RESEARCH EXPERIENCE:

- 1995-96 ASTRO Research Fellow, Dept. of Radiation and Cellular Oncology – The University of Chicago Medical Center, Chicago, IL. Researched the treatment of U-87-MG Glioblastoma in vivo with genetic radiotherapy and attenuated viruses.
- 1985-87 Research Assistant, Dept. of Radiation and Cellular Oncology, The University of Chicago Medical Center, Chicago, IL. Researched the mechanism and sequelae of induced sister chromatid exchange induction in CHO cell lines.

PUBLICATIONS:

1. Schwartz, J. and **Song, P.**: *Inhibition of Poly (ADP-Ribosyl)ation and Sister Chromatid Exchange Induction*. ADP-Ribose Reactions: Mechanisms and Biological Significance. Eds. MK Jacobson. Springer-Verlag, New York, 1989.
2. **Song, P.Y.**, Lu, Y., Li, S., Spelbring, D., Haraf, D., Vijayakumar, S., Chen, G. T. Y.: *Correlation of Late Radiation Rectal Damage and Dose Surface Histograms in Prostate Patients Treated by High Dose Conformal Radiotherapy*. Int. J. Radiat. Oncol. Biol. Phys. 1993; 27(Supp) 237-238.
3. Lu, Y., Li, S., Spelbring, D., **Song, P.Y.**, Vijayakumar, S., Pelizzari, C., Chen, G. T. Y.: *Dose Surface Histograms as an Evaluation Tool for Prostate Conformal Therapy Planning*. Med. Phys. 1993; 20:890.
4. Lu, Y., Li, S., Spelbring, D., **Song, P.Y.**, Vijayakumar, S., Pelizzari, C., Chen, G. T. Y.: *Dose Surface Histograms as an Evaluation Tool for Prostate Conformal Therapy*. Med. Phys. 1995; 22:279-284.
5. **Song, P.Y.**, Sweeney, P.J., Rubin, S.J., Nautiyal, J.: *Acute Effects of Curative Radiation Therapy +/- Concomitant Chemotherapy in HIV+ Patients With Non-AIDS Associated Malignancies* (Abstract). Proc. of the Amer. Radium Society 78th Annual Meeting - Paris, France, April 30, 1995.
6. Haie-Meder, C., **Song, P.Y.**: *Medulloblastoma : Differences in Adults and Children*. Int. J. Radiat. Oncol. Biol. Phys. 1995; 32: 1255-57.
7. Lu, Y., **Song, P.Y.**, Li, S., Spelbring, D., Vijayakumar, S., Haraf, D., Chen, G. T. Y.: *An Approach to the Correlation of Late Rectal Complications and Rectal Surface Area in Prostate Conformal Radiotherapy*. Int. J. Radiat. Oncol. Biol. Phys. 1995; 33:1121-25.
8. **Song, P.Y.**, Vijayakumar, S., Washington, M., Vaida, F., Hamilton, R., Spelbring, D., Wyman, B., Harrison, J., Chen, G. T. Y.: *A Comparison of Four Patient Immobilization Devices in the Treatment of Prostate Cancer Patients With Three Dimensional Conformal Radiotherapy*. Int. J. Radiat. Oncol. Biol. Phys. 1996; 34:213-19.
9. Mantzavrakos, G.A., **Song, P.Y.**, Faranghi, E., Awan, A., Ignacio, L., Weichselbaum, R. R., Vijayakumar, S.: *Impotence Prevalence Following External Beam Radiation Therapy for Localized Prostate Cancer*. Int. J. Radiat. Oncol. Biol. Phys. 1997, 37:551-557.
10. **Song, P.Y.**, Sibley, G. S., Advani, S., Hallahan, D. E., Hyland, J., Kufe, D. W., Chou, J., Roizman, B., Weichselbaum, R. R.: *Enhanced Control of Human Glioblastoma Multiforme Xenografts With Concomitant Use of Radiotherapy and an Attenuated Herpes Simplex-1 Virus*. Int. J. Radiat. Oncol. Biol. Phys. 1996; 36:227.
11. Advani, S.J., Kataoka, Y., Sibley, G.S., **Song, P. Y.**, Hallahan, D.E., Roizman, B., Weichselbaum, R.R.: *Enhanced Replication of Attenuated HSV-1 in Irradiated Human Glioma Xenografts*. Int. J. Radiat. Oncol. Biol. Phys. 1997; 39:251.

12. Yang, F.E., **Song, P.Y.**, Wayne, J., Vaida, F., Vijayakumar, S.: *A New Look at an Old Option in the Treatment of Early-Stage Prostate Cancer: Hormone Therapy as an Alternative to Watchful Waiting*. Medical Hypothesis 1998; 51:243-251.
13. Advani, S.J., Sibley, G.S., **Song, P.Y.**, Hallahan, D.E., Kataoka, Y., Roizman, B., and Weichselbaum, R.R., *Enhancement of Replication of Genetically Engineered Herpes Simplex Viruses by Ionizing Radiation: A New Paradigm for Destruction of Therapeutically Intractable tumors*. Gene Ther 1998; 5:160-165.
14. Dale, W., Campbell, T., Ignacio, L., **Song, P.**, Kopnick, M., Mamo, C., Ray, P., Vijayakumar, S. *Self-Assessed Health-Related Quality of Life in Men Being Treated for Prostate Cancer With Radiotherapy: Instrument Validation and Its Relation to Patient-Assessed Bother of Symptoms*. Urology 1999; 53:359-366.

Contact

markniedermeyer@yahoo.com

www.linkedin.com/in/mark-niedermeyer-8382577a (LinkedIn)

Top Skills

Marketing

Direct Sales

People-oriented

Mark Niedermeyer

East Coast Director of Sales at Overseas Food Distribution USA
Greater Boston Area

Summary

Regional and international sales and marketing experience with a background in institutional sales trading and finance. Strong ability to partner with clients to learn their needs and build business through relationships. Highly motivated and competitive, committed to goal setting, planning, and follow-through to achieve results. Excellent computer, reporting, interpersonal, and communication skills.

Experience

Overseas Food Distribution

East Coast Director of Sales

September 2014 - Present

Developing business opportunities and expanding product lines for OFDUSA East Coast. Planning and executing product presentations at major food shows throughout the region and organizing and preparing presentations for large scale product sampling with several chain store accounts. OFDUSA provides world class food products to grocery stores and supermarkets across the US and Canada. Continuing with our commitment to growth and expansion, OFDUSA with its now state of the art headquarters and expanded facilities, OFDUSA is in a position to not only continue distributing its products to its loyal and devoted small, local, and community markets, but to introduce "the best of the best" products to national supermarket chains as well more cities and communities all over the United States and Canada.

Rhino Real Estate LLC

Director of Property Management

November 2011 - August 2014 (2 years 10 months)

Greater Boston Area

I managed several investment and vacation properties for high net worth individuals throughout the US and Canada. Assisted in disaster cleanup and general upkeep of large high end luxury properties with complicated home systems. Oversaw large teams of professionals and sub-contractors.

KCG Holdings, Inc.

Vice President---Institutional Sales and Trading

2008 - 2011 (4 years)

Greater Boston Area

Opened new accounts and serviced institutional accounts based in London and the US trading domestic equities and ADR's. Instrumental in bringing in new business to a heavily saturated space. Worked alongside international and regional desks on daily write-ups and trading commentary for sales force. Backed up senior salespersons on large institutional accounts.

Winston Flowers

Assistant General Manager

June 1999 - June 2008 (9 years 1 month)

Assistant Manager of the delivery department operations for the largest flower distributor/retailer in the US. Oversaw 40 full time drivers/delivery trucks in deadline oriented workflow. Responsible for the execution and delivery of 400-500 orders per day.

Paine Webber

Marketing Intern

June 1998 - August 1998 (3 months)

portland area, oregon

Worked directly with senior salespersons organizing leads, cold calling, and prospecting potential new clients for a Senior V.P. Several leads developed into multiple seven figure accounts.

Paine Webber

Marketing Intern

June 1997 - August 1997 (3 months)

Portland Area, Oregon

Worked directly with senior salespersons organizing leads, cold calling, and prospecting potential new clients for a Senior V.P. Several leads developed into multiple seven figure accounts.

Education

Boston College

Bachelor of Arts (BA), English Language and Literature, General

Jesuit High School--Portland, OR



Appendix ii

COMMERCIAL LIABILITY INSURANCE




CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

8/2/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Leavitt Insurance Agency 7881 W. Charleston Blvd. Suite 140 Las Vegas NV 89117		CONTACT NAME: CeCile Webb PHONE (A/C, No, Ext): (702) 382-4010 FAX (A/C, No): (702) 947-4010 E-MAIL ADDRESS: cecile-webb@leavitt.com												
		<table border="1"> <tr> <th>INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> <tr> <td>INSURER A: Falls Lake National Ins CO/Pending</td> <td></td> </tr> <tr> <td>INSURER B: United Specialty Ins Co/Pending</td> <td></td> </tr> <tr> <td>INSURER C:</td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> </tr> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A: Falls Lake National Ins CO/Pending		INSURER B: United Specialty Ins Co/Pending		INSURER C:		INSURER D:		INSURER E:	
INSURER(S) AFFORDING COVERAGE	NAIC #													
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INSURER B: United Specialty Ins Co/Pending														
INSURER C:														
INSURER D:														
INSURER E:														
INSURER F:														
INSURED Calyx Peak Companies 16 New Ocean Street Swampscott MA 01907														

COVERAGES

CERTIFICATE NUMBER: 2019-2020 Master

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.


INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR			Pending	Pending	Pending	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 1,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000
	<input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:			Pending	Pending	Pending	PRODUCTS - COMP/OP AGG \$ 2,000,000
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS						COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A				PER STATUTE OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Certificate Holder is Named As Additional Insured.

Coverage subject to policy terms, conditions, limitations, and exclusions.

CERTIFICATE HOLDER**CANCELLATION**

Town of Swampscott 22 Mounument Ave Swampscott, MA 01907	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE Scott Hoffman/WEBB 
--	--

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ADDENDUM ONE

Date Issued: August 5, 2019

From: M. Ronald Mendes, Esq., Chief Procurement Officer

RE: Lease of 16 New Ocean Street

ADDENDUM ONE

RECEIPT OF THIS ADDENDUM MUST BE ACKNOWLEDGED ON THE BID FORM.

The following corrections, changes, additions, and / or clarifications are hereby made a part of the Bid Documents. In case of conflicts between this Addendum and previously issued documents, this addendum shall take precedence.

This Addendum is issued prior to receipt of bids and does hereby become part of the Contract Documents and in case of conflict, it shall supersede original plans and specifications. Each bidder shall acknowledge receipt of this Addendum on the Proposal Form.

1. Bid is POSTPONED until Tuesday, August 20, 2019 at 10:00 am.

Calyx Peak Companies acknowledges receipt and understanding of Addenda One (1) included from the Town of Swampscott within the Request for Proposal requirements.

Signature: 
Name: Hyong-Gue Michael Bang
Title: Chief Financial Officer

Date: August 19th, 2019

ADDENDUM TWO

Date Issued: August 9, 2019
From: M. Ronald Mendes, Esq., Chief Procurement Officer
RE: Lease of 16 New Ocean Street

ADDENDUM TWO


RECEIPT OF THIS ADDENDUM MUST BE ACKNOWLEDGED ON THE BID FORM.

The following corrections, changes, additions, and / or clarifications are hereby made a part of the Bid Documents. In case of conflicts between this Addendum and previously issued documents, this addendum shall take precedence.

This Addendum is issued prior to receipt of bids and does hereby become part of the Contract Documents and in case of conflict, it shall supersede original plans and specifications. Each bidder shall acknowledge receipt of this Addendum on the Proposal Form.

1. The property card for 16 New Ocean Street (parcel 3-3-0) includes two structures.
2. This RFP is seeking proposals for the lease of one of the structures (parcel 3-3-0 - card 2 of 2).
3. The subject structure contains +/- 5,000 square feet of land and one-story brick veneered building that contains +/- 2,100 square feet of retail space.
4. Any sale of town own property is subject to approval by Town Meeting.

Calyx Peak Companies acknowledges receipt and understanding of Addenda Two (2) included from the Town of Swampscott within the Request for Proposal requirements.

Signature: 
Name: Hyong-Gue Michael Bang
Title: Chief Financial Officer

Date: August 19th, 2019

(Note: This form must be included in the proposal submission)

TOWN OF SWAMPSCOTT
REQUEST FOR PROPOSALS
LEASE OF 16 NEW OCEAN STREET

FORM A

Certificate of Non-Collusion

Under Massachusetts General Laws Ch. 30B, Sec. 10 the following Certification must be provided:

"The undersigned certifies under penalties of perjury that this bid or proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals."

(Please Print)



Authorized Official's Signature

Hyong-gue Michael Bang

Typed or Printed Name of Person Signing

646-209-4533

Telephone Number

Fax Number

Date: August 19, 2019

CFO

Title of Person Signing

Calyx Peak Companies

Company Name
2 Hampshire Street, Suite 100B

Address

Foxborough, MA 02035

Address

(Note: This Form must be included in the proposal submission)

REQUEST FOR PROPOSALS
LEASE OF 16 NEW OCEAN STREET

FORM B

Certificate of Tax Compliance

Pursuant to Chapter 62C of the Massachusetts General Laws, Section 49A(b), I, the undersigned, authorized signatory for the below named contractor, do hereby certify under the pains and penalties of perjury that said contractor has complied with all laws of the Commonwealth of Massachusetts relating to taxes, reporting of employees and contractors, and withholding and remitting child support.



Authorized Official's Signature

Hyong-gue Michael Bang

Typed or Printed Name of Person Signing

646-209-4533

Telephone Number

Fax Number

Date: August 19, 2019

Tax ID. Number: 822150719

CFO

Title of Person Signing

Calyx Peak Companies

Company Name

2 Hampshire Street, Suite 100B

Address

Foxborough, MA 02035

Address

(Note: This Form must be included in the proposal submission)

TOWN OF SWAMPSCOTT
 REQUEST FOR PROPOSALS
 LEASE OF 16 NEW OCEAN STREET

FORM C

Certificate of Authority

Give full names and residences of all persons and parties interested in the foregoing proposal:

(Notice: Give first and last name in full; in case of Corporation give names of President, Treasurer and Manager; and in case of Firms give names of the individual members.)

NAMES	ADDRESSES	ZIP CODE
Edward Schmults	310 President Ave, Providence, RI	02906
Hyong-gue Michael Bang	4202-8 The Esplanade, Toronto, Ontario	M5E 0A6
Dr. Paul Song	234 Alta Ave, Santa Monica, CA	90402
Mark Niedermeyer	25 Morse Street, Natick, MA	01760

Kindly furnish the following information regarding the Proposer:

(1) If a Proprietorship

Name of Owner:

ADDRESS	ZIP CODE	TEL #
Business: _____	_____	_____
Home: _____	_____	_____

(2) If a Partnership

Full names and address of all partners:

NAMES	ADDRESSES	ZIP CODE
_____	_____	_____
_____	_____	_____
_____	_____	_____

BUSINESS ADDRESS	ZIP CODE	TEL #
_____	_____	_____

(3) If a Corporation, Limited Liability Company, or other entity

Full Legal Name: Calyx Peak Companies

State of Incorporation: Delaware

Principal Place of Business: 2 Hampshire Street, Suite 100B
Foxborough, MA Zip Code 02035

Qualified in Massachusetts: Yes No

2 Hampshire Street, Suite 100B, Foxborough, MA 02035 646-209-4533

Place of Business in Massachusetts: ZIP CODE TEL. #

(4) If a trust

Full Legal Name of Trust: _____

Date of Declaration of Trust and Recording Information: _____

Name of all Trustees:

NAMES	ADDRESSES	ZIP CODE
_____	_____	_____
_____	_____	_____
_____	_____	_____

Authorized Signature of Proponent:



Title: CFO

Date: July 19, 2019

(Note: This Form must be included in the proposal submission)

TOWN OF SWAMPSCOTT
REQUEST FOR PROPOSALS
LEASE OF 16 NEW OCEAN STREET

FORM D

DISCLOSURE STATEMENT FOR
TRANSACTION WITH A PUBLIC AGENCY CONCERNING REAL PROPERTY
M.G.L. c. 7C, s. 38 (formerly M.G.L. c. 7, s. 40J)

The undersigned party to a real property transaction with a public agency hereby discloses and certifies, under pains and penalties of perjury, the following information as required by law:

- (1) Real Property: A parcel of land with improvements thereon, located at 16 New Ocean Street, Swampscott, containing 5,000 square feet, more or less, and being Assessor's Map 3, Block 3, Lot 0.
- (2) Type of Transaction, Agreement, or Document: Lease of property by the Town of Swampscott.
- (3) Public Agency Participating in Transaction: Town of Swampscott
- (4) Disclosing Party's Name and Type of Entity (if not an individual): Calyx Peak Companies, a Corporation
- (5) Role of Disclosing Party (Check appropriate role):

____ Lessor/Landlord Lessee/Tenant

____ Seller/Grantor ____ Buyer/Grantee

____ Other (Please describe): _____

(6) The names and addresses of all persons and individuals who have or will have a direct or indirect beneficial interest in the real property excluding only 1) a stockholder of a corporation the stock of which is listed for sale to the general public with the securities and exchange commission, if such stockholder holds less than ten per cent of the outstanding stock entitled to vote at the annual meeting of such corporation or 2) an owner of a time share that has an interest in a leasehold condominium meeting all of the conditions specified in M.G.L. c. 7C, s. 38, are hereby disclosed as follows (attach additional pages if necessary):

DISCLOSURE STATEMENT FOR
TRANSACTION WITH A PUBLIC AGENCY CONCERNING REAL PROPERTY
M.G.L. c. 7C, s. 38 (formerly M.G.L. c. 7, s. 40J)

(6) CONT.

NAME	RESIDENCE
N/A	
_____	_____
_____	_____
_____	_____
_____	_____

(7) None of the above-named persons is an employee of the Division of Capital Asset Management and Maintenance or an official elected to public office in the Commonwealth of Massachusetts, except as listed below (insert "none" if none): None

(8) The individual signing this statement on behalf of the above-named party acknowledges that he/she has read the following provisions of Chapter 7C, Section 38 (formerly Chapter 7, Section 40J) of the General Laws of Massachusetts:

No agreement to rent or to sell real property to or to rent or purchase real property from a public agency, and no renewal or extension of such agreement, shall be valid and no payment shall be made to the lessor or seller of such property unless a statement, signed, under the penalties of perjury, has been filed by the lessor, lessee, seller or purchaser, and in the case of a corporation by a duly authorized officer thereof giving the true names and addresses of all persons who have or will have a direct or indirect beneficial interest in said property with the commissioner of capital asset management and maintenance. The provisions of this section shall not apply to any stockholder of a corporation the stock of which is listed for sale to the general public with the securities and exchange commission, if such stockholder holds less than ten per cent of the outstanding stock entitled to vote at the annual meeting of such corporation. In the case of an agreement to rent property from a public agency where the lessee's interest is held by the organization of unit owners of a leasehold condominium created under chapter one hundred and eighty-three A, and time-shares are created in the leasehold condominium under chapter one hundred and eighty-three B, the provisions of this section shall not apply to an owner of a time-share in the leasehold condominium who (i) acquires the time-share on or after a bona fide arms-length transfer of such time-share made after the rental agreement with the public agency is executed and (ii) who holds less than three percent of the votes entitled to vote at the annual meeting of such organization of unit owners. A disclosure statement shall also be made in writing, under penalty of perjury, during the term of a rental agreement in case of any change of interest in such property, as provided for above, within thirty days of such change.

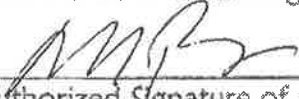
Any official elected to public office in the commonwealth, or any employee of the division of capital asset management and maintenance disclosing beneficial interest in real property pursuant to this section, shall identify his position as part of the disclosure statement. The commissioner shall notify the state ethics commission of such names and shall make copies of any and all disclosure statements received available to the state ethics commission upon request.

The commissioner shall keep a copy of each disclosure statement received available for public inspection during regular business hours.

(9) This Disclosure Statement is hereby signed under penalties of perjury.

Calyx Peak Companies Hyong-gue Michael Bang

Print Name of Disclosing Party (from Section 4, above)



08/19/2019

Authorized Signature of Disclosing Party

Date (mm / dd /yyyy)

Hyong-gue Michael Bang

Print Name & Title of Authorized Signer

(Note: This Form must be included in the proposal submission)