



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281725
Original Issued Date: 12/02/2020
Issued Date: 12/02/2020
Expiration Date: 12/02/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: BWell Holdings, Inc

Phone Number: 617-283-9806 Email Address: karen@bwell.life

Business Address 1: 45 Court Street Business Address 2:

Business City: Provincetown Business State: MA Business Zip Code: 02657

Mailing Address 1: 220 Commercial St Mailing Address 2: Unit 2

Mailing City: Provincetown Mailing State: MA Mailing Zip Code: 02657

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Lesbian, Gay, Bisexual, and Transgender Owned Business, Veteran-Owned Business, Woman-Owned Business

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

To your knowledge, is the existing RMD certificate of registration in good standing?:

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 70.52 Percentage Of Control: 70.52

Role: Executive / Officer Other Role:

First Name: Karen Last Name: Nash Suffix:

Gender: Female

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 17.63

Percentage of Ownership: 17.63

Entity Legal Name: Judy K. Mencher Trust

Entity DBA:

DBA

City:

Entity Description: Grantor Trust

Foreign Subsidiary Narrative:

Entity Phone: 617-803-6591

Entity Email:

judy@racepointinvestors.com

Entity Website:

Entity Address 1: 2900 Bent Cypress Road

Entity Address 2:

Entity City: Wellington

Entity State: FL

Entity Zip Code: 33414

Entity Mailing Address 1: 2900 Bent Cypress Road

Entity Mailing Address 2:

Entity Mailing City: Wellington

Entity Mailing State: FL

Entity Mailing Zip Code:

33414

Relationship Description: The Judy K. Mencher trust is a grantor trust with Judy K. Mencher as the sole beneficiary. The Judy K. Mencher Trust is a shareholder of and capital contributor to BWell.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Judy

Last Name: Mencher

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Judy Mencher is the sole beneficiary of the Judy K. Mencher Trust. The Judy K. Mencher Trust is a shareholder of and capital contributor to BWell.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Judy K. Mencher Trust

Entity DBA:

Email: judy@racepointinvestors.com Phone: 617-803-6591

Address 1: 2900 Bent Cypress Rd

Address 2:

City: wellington

State: FL

Zip Code: 33414

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$225000 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Judy

Owner Last Name: Mencher

Owner Suffix:

Entity Legal Name: PT Worldwide

Entity DBA: Pentones

Entity Description: Vape pen manufacturer located in Los Angeles, CA and incorporated in Nevada

Entity Phone: 323-695-2539

Entity Email:

alex@pentones.co

Entity Website:

Entity Address 1: 11251 Sunshine Terrace		Entity Address 2:	
Entity City: Studio City	Entity State: CA	Entity Zip Code: 92604	Entity Country: United States
Entity Mailing Address 1: 11251 Sunshine Terrace		Entity Mailing Address 2:	
Entity Mailing City: Los Angeles	Entity Mailing State: CA	Entity Mailing Zip Code: 92604	Entity Mailing Country: United States

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Karen	Last Name: Nash	Suffix:
Marijuana Establishment Name: BWell Holdings, Inc	Business Type: Marijuana Retailer	
Marijuana Establishment City: Provincetown	Marijuana Establishment State: MA	

Individual 2

First Name: Judy	Last Name: Mencher	Suffix:
Marijuana Establishment Name: BWell Holdings, Inc	Business Type: Marijuana Retailer	
Marijuana Establishment City: Provincetown	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 45 Court Street	
Establishment Address 2:	
Establishment City: Provincetown	Establishment Zip Code: 02657
Approximate square footage of the Establishment: 4000	How many abutters does this property have?: 54
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes	

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Agreement Certification Form.pdf	pdf	5d86522f18dd08088bb4dbb4	09/21/2019
Community Outreach Meeting Documentation	BWell_COM Attestation_Product Manufacturer-1.pdf	pdf	5f3aed835330a107b966bcf8	08/17/2020
Plan to Remain Compliant with Local Zoning	BWell_Product Manufacturer_Plan to Remain Compliant with Local Zoning.pdf	pdf	5f6a46acd4713f079b923790	09/22/2020

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact Amended.pdf	pdf	5e3060c4fe55e40432f6d84b	01/28/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:**

First Name: Karen **Last Name:** Nash **Suffix:**

RMD Association: Not associated with an RMD

Background Question: yes

Individual Background Information 2

Role: Other (specify) **Other Role:** Sole beneficiary of the Judy K. Mencher Trust (shareholder and capital contributor)

First Name: Judy **Last Name:** Mencher **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**

Entity Legal Name: Judy K. Mencher Trust **Entity DBA:**

Entity Description: Grantor Trust

Phone: 617-803-6591 **Email:** judy@racepointinvestors.com

Primary Business Address 1: 2900 Bent Cypress Road **Primary Business Address 2:**

Primary Business City: Wellington **Primary Business State:** FL **Principal Business Zip Code:** 33414

Additional Information: The Judy K. Mencher Trust is a grantor trust with Judy K. Mencher as the sole beneficiary. The Judy K. Mencher Trust is a shareholder of and capital contributor to BWell.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	articles of organization bwell holdings, inc.pdf	pdf	5d27553ff29d1909b30c10ad	07/11/2019
Secretary of Commonwealth - Certificate of Good Standing	Corporation Cert of Good Standing.pdf	pdf	5d8650eafda609036ddaae28	09/21/2019
Bylaws	BWell Holdings_Bylaws_Updated.pdf	pdf	5e4198b14dd5bb0494105dff	02/10/2020
Department of Revenue - Certificate of Good standing	DOR Cert of Good Standing aug 2020.pdf	pdf	5f36c6523595ff084fed397c	08/14/2020

No documents uploaded

Massachusetts Business Identification Number: 001375971

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload
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				Date
Plan for Liability Insurance	plan to obtain liability insurance.pdf	pdf	5e127ae0b7ff09534ba023fd	01/05/2020
Business Plan	Executive Summary BWell dispensary and production.pdf	pdf	5e2f5e4669dc9d0456db5c82	01/27/2020
Proposed Timeline	BWell_Product Manufacturer_Proposed Timeline.pdf	pdf	5f6a46037e8b3807d9e5dca0	09/22/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	Production_Inventory_procedures.pdf	pdf	5e127fe52f1a0653113981ba	01/05/2020
Security plan	Security Amended.pdf	pdf	5e27708802a6e70453528aa4	01/21/2020
Storage of marijuana	Storage Amended.pdf	pdf	5e2770b6d29b0704447d3527	01/21/2020
Quality control and testing	QC and Testing Amended.pdf	pdf	5e27717f69dc9d0456db4bbc	01/21/2020
Personnel policies including background checks	Personnel Amended.pdf	pdf	5e277216fe55e40432f6c596	01/21/2020
Record Keeping procedures	Record Keeping Amended.pdf	pdf	5e27724e813339048c3f88dc	01/21/2020
Types of products Manufactured.	Description of Products Manufactured Amended.pdf	pdf	5e3061d55a2369047f222cbf	01/28/2020
Transportation of marijuana	Transportation of Marijuana Amended.pdf	pdf	5e3061eafe55e40432f6d85d	01/28/2020
Maintaining of financial records	Maintenance of Financial Records Amended.pdf	pdf	5e306222d43df3043d4b6169	01/28/2020
Prevention of diversion	Prevention of Diversion Amended.pdf	pdf	5e30625d64339304b08fc61c	01/28/2020
Qualifications and training	Qualifications and Trainings for Agents Amended.pdf	pdf	5e30656efe55e40432f6d885	01/28/2020
Plan to Obtain Marijuana	Production Obtaining marijuana.pdf	pdf	5f359c2cdaa09e087b89d3b4	08/13/2020
Restricting Access to age 21 and older	BWell_Product Manufacturing_Restricting Access to 21 and Older.pdf	pdf	5f6a32b79bb9f307992872b9	09/22/2020
Safety Plan for Manufacturing	BWell_Product Manufacturing Safety Plan.pdf	pdf	5f6a32dabe635707e886b51e	09/22/2020
Energy Compliance Plan	BWell_Product Manufacturing Energy Compliance Plan.pdf	pdf	5f6a32e2e3e99907b86593a2	09/22/2020
Sample of unique identifying marks used for branding	BWell_SAMPLES OF UNIQUE IDENTIFYING MARKS USED FOR BRANDING.pdf	pdf	5f6a391e8109e507db03e862	09/22/2020
Method used to produce products	BWell_Methods Used to Produce Products.pdf	pdf	5f6a4042e3e99907b8659412	09/22/2020
Diversity plan	BWell_Diversity Plan Production App.pdf	pdf	5f6cbd82ac4d5e07c7f9c718	09/24/2020

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1)

have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification: I Understand

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.:

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.:

I certify that all information contained within this renewal application is complete and true.:

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

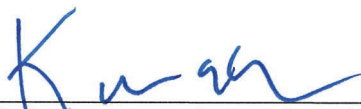
Monday From: 9:00 AM	Monday To: 9:00 PM
Tuesday From: 9:00 AM	Tuesday To: 9:00 PM
Wednesday From: 9:00 AM	Wednesday To: 9:00 PM
Thursday From: 9:00 AM	Thursday To: 9:00 PM
Friday From: 9:00 AM	Friday To: 9:00 PM
Saturday From: Closed	Saturday To: Closed
Sunday From: Closed	Sunday To: Closed

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant

I, Karen Nash, certify as an authorized representative of BWell Holdings, Inc., that the applicant has executed a host community agreement with the Town of Provincetown pursuant to G.L.c. 94G § 3(d) on August 5, 2019.



Signature of Authorized Representative of Applicant

Host Community

I, David Gardner, certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Provincetown to certify that the applicant and the Town of Provincetown has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August 5, 2019.



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least ~~14 calendar days~~ **7 calendar days** prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

a. Date of publication:

b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the ME or MTC to prevent diversion to minors;
 - d. A plan by the ME or MTC to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.




Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:

Note: BWell Holdings, Inc held its Community Outreach Meeting on March 12, 2020, a date prior to the Commission updating this form with the requirement that the Community Outreach Meeting be noticed in a newspaper at least 14 days prior to the Community Outreach meeting.





CAPE COD TIMES

PROOF OF PUBLICATION

Date: 3/4/20

NOTICE OF COMMUNITY OUTREACH MEETING

BWell, Inc.

for a proposed Marijuana Establishment

at 45 Court Street, Provincetown, Massachusetts 02567

The Community Outreach Meeting is scheduled for Wednesday March 12, 2020 at 10:30AM at 220 Commercial Street, Unit 2, Provincetown, Massachusetts, when representatives of BWell will outline its proposal to site for a production facility at 45 Court Street, Provincetown, Massachusetts 02567, pursuant to M.G. L. c.94G and c.55 of the Acts of 2017, and all applicable laws and regulations thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The type of Marijuana Establishments to be located at the proposed site.
2. Information adequate to demonstrate that the Marijuana Establishments will be maintained securely.
3. Steps to be taken by the Marijuana Establishments to prevent diversion to minors.
4. A plan by the Marijuana Establishments to positively impact the community.
5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

There will be an opportunity for the public to ask questions and members of the community are encouraged to attend and to engage representatives of BWell.

3/04/2020



Order Confirmation

DOCUMENT A

Ad Order Number

0000888809

Customer

BWELL

Payor Customer

BWELL

PO Number**Sales Rep.**

varetimosc

Customer Account

52178

Payor Account

52178

Ordered By

karen

Order Taker

varetimosc

Customer Address336 COMMERCIAL ST #5
PROVINCETOWN MA 02657 USA**Payor Address**336 COMMERCIAL ST #5
PROVINCETOWN MA 02657 USA**Customer Fax****Order Source****Customer Phone**

6172839806

Payor Phone

6172839806

Customer EMail

karen@bwell.life

Special Pricing**Tear Sheets**

0

Proofs

0

Affidavits

0

Blind Box**Promo Type****Materials****Invoice Text****Ad Order Notes****Net Amount**

\$312.00

Tax Amount

\$0.00

Total Amount

\$312.00

Payment Method

Credit Card

Payment Amount

\$0.00

Amount Due

\$312.00

Ad Number **Ad Type**
0000888809-01 CC Cls Legal Liner

Production Method **Production Notes**
AdBooker

External Ad Number **Ad Attributes** **Ad Released** **Pick Up**
No 0000801914

DOCUMENT A

Ad Size **Color**
2 X 32 li

WYSIWYG Content

NOTICE OF COMMUNITY OUTREACH MEETING
BWell, Inc.
for a proposed Marijuana Establishment
at 45 Court Street, Provincetown, Massachusetts 02567

The Community Outreach Meeting is scheduled for Wednesday March 7, 2020 at 10:30AM at 220 Commercial Street, Unit 2, Provincetown, Massachusetts, when representatives of BWell will outline its proposal to site for a production facility at 45 Court Street, Provincetown, Massachusetts 02567, pursuant to M.G. L. c.94G and c.55 of the Acts of 2017, and all applicable laws and regulations thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. Th1. The type of Marijuana Establishments to be located at the proposed site.
2. Information adequate to demonstrate that the Marijuana Establishments will be maintained securely.
3. S3 3. Steps to be taken by the Marijuana Establishments to prevent diversion to minors.
4. A plan by the Marijuana Establishments to positively impact the community.
5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

There will be an opportunity for the public to ask questions and members of the community are encouraged to attend and to engage representatives of BWell.

3/07/2020

<u>Run Date</u>	<u>Product</u>	<u>Placement</u>	<u>Rate</u>	<u>Sched Cst</u>	<u>Disc/Prem</u>	<u>Color</u>	<u>Pickup</u>	<u>Tax</u>	<u>Subtotal</u>
03/07/2020	Cape Cod Times	Legals CC	\$48.00 per Inch	\$312.00	\$0.00	\$0.00	\$0.00	\$0.00	\$312.00
03/07/2020	CapeCodOnline	Legals CC	\$0.00 per Inch	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00



Boutique Cannabis Experience

www.bwell.life

karen@bwell.life

NOTICE OF COMMUNITY OUTREACH MEETING
BWell, Inc.
for a proposed Marijuana Establishment
at 45 Court St , Provincetown, Massachusetts

The Community Outreach Meeting is scheduled for Thursday, March 12, 2020 at 10:30AM at 220 Commercial Street, Unit 2, Provincetown, Massachusetts, when representatives of BWell will outline its proposal to site a production facility at 45 Court St, Bay 2, Provincetown, Massachusetts, pursuant to M.G.L. c.94G and c.55 of the Acts of 2017, and all applicable laws and regulations thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The type of Marijuana Establishments to be located at the proposed site.
2. Information adequate to demonstrate that the Marijuana Establishments will be maintained securely.
3. Steps to be taken by the Marijuana Establishments to prevent diversion to minors.
4. A plan by the Marijuana Establishments to positively impact the community.
5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

There will be an opportunity for the public to ask questions and members of the community are encouraged to attend and to engage representatives of BWell.



Boutique Cannabis Experience

www.bwell.life

karen@bwell.life

**NOTICE OF COMMUNITY OUTREACH MEETING
BWell, Inc.
for a proposed Marijuana Establishment
at 45 Court St , Provincetown, Massachusetts**

The Community Outreach Meeting is scheduled for Thursday, March 12, 2020 at 10:30AM at 220 Commercial Street, Unit 2, Provincetown, Massachusetts, when representatives of BWell will outline its proposal to site a production facility at 45 Court St, Bay 2, Provincetown, Massachusetts, pursuant to M.G.L. c.94G and c.55 of the Acts of 2017, and all applicable laws and regulations thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The type of Marijuana Establishments to be located at the proposed site.
2. Information adequate to demonstrate that the Marijuana Establishments will be maintained securely.
3. Steps to be taken by the Marijuana Establishments to prevent diversion to minors.
4. A plan by the Marijuana Establishments to positively impact the community.
5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

There will be an opportunity for the public to ask questions and members of the community are encouraged to attend and to engage representatives of BWell.

Subject: Town of Provincetown Invoice# INV202033125017680 Payment Confirmation
From: "Town of Provincetown" <no-reply@invoicecloud.net>
Date: 3/3/20, 1:56 PM
To: karen@bwell.life

Town of Provincetown

Dear KAREN NASH

Thank you for your payment to Town of Provincetown.

Your payment has been successfully processed and your account has been updated.

You will continue to receive an email each time a bill is ready for your review. This is an easy way to access, review and pay your bills.

If you haven't already gone paperless, please consider helping the environment, reducing your clutter and supporting our green strategy by opting to move to paperless billing in your next billing cycle. You will always have the option to print your bill directly from your computer if you need it for your records.

To go paperless, log on to your account at <https://www.invoicecloud.com/provincetown> and select paperless options under My Profile. Then check the Yes, I want to go Paperless box and press update.

If you have any questions regarding your account, please email us at lgrandel@provincetown-ma.gov and include your account number, first name and last name on the account.







Thank you for being a valued Town of Provincetown customer.

Please Note: To ensure delivery of account related email notifications, please add no-reply@invoicecloud.net to your safe senders list.

Below are the details you entered for this transaction:

Property Location 45 court St
Address:

Payment Confirmation

 Invoice Number:	
INV202033125017680	
 Payment Amount:	
\$26.95	
 Message:	
Approved 135613	

List Type: Certified Abutters List

Cost: 25.00



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Bwell Holdings, Inc., ("Bwell" or the "Company"), a marijuana dispensary to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Plan to Remain Compliant with Local Zoning

The Town of Provincetown, MA requires all Marijuana Establishments to adhere to the following

Marijuana Establishment - Industrial: Means a marijuana cultivator, independent testing laboratory, marijuana product manufacturer, or any other type of licensed marijuana-related business.

	Zones
Marijuana Establishments, Retail	TCC GC
Marijuana Establishments, Industrial	TCC GC

The Planning Board shall be the Special Permit Granting Authority for Marijuana Establishments, except no facility or business shall be permitted within a radius of 100 feet of a school or daycare center. The 100 foot distance is measured in a straight line from the nearest point of the parcel of the school or daycare center to the nearest point of the proposed parcel of the facility or business.

BWell Holdings, Inc was required by the town of Provincetown to apply and appear in front of the planning board in order to be approved for a special permit for a marijuana establishment.

BWell Holdings, Inc product manufacturing location is located in the TCC and GC zones. BWell anticipates receiving a special permit in September 2020.

BWell Holdings, Inc will appear in front of the Provincetown licensing board upon receiving a final license from the Commission At that time BWell will pay the marijuana establishment licensing fees to Provincetown. BWell will renew the ME license on an annual basis.

BWell Holdings, Inc will adhere to all town board requirements. BWell will be required to obtain a building permit, certificate of occupancy and health department approval.

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

BWell Holdings, Inc. ("BWell") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions.

To support such populations, BWell has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") and has identified and created goals/programs to positively impact Massachusetts residents who have past drug convictions; Massachusetts residents with parents or spouses who have drug convictions; and Commission-designated Social Equity Program participants.

Goals

In order for BWell to positively impact Massachusetts residents who have past drug convictions; Massachusetts residents with parents or spouses who have drug convictions; and Commission-designated Social Equity Program applicants, BWell's goal with its employee recruitment plan is to have at least 20% of staff be Massachusetts residents who have past drug convictions or who are Massachusetts residents with parents or spouses who have drug convictions.

Programs

BWell has developed a specific employee recruiting program to effectuate its stated goal to positively impact Massachusetts residents who have past drug convictions; Massachusetts residents with parents or spouses who have drug convictions; and Commission-designated Social Equity Program participants.

Recruiting Program at BWell:

Job postings (as they become available but not less than annually) to attract such candidates will be included:

- On 70 Million Jobs (a job board for candidates who have a criminal record); and
- Online and in local publications (such as the Provincetown Banner) with a specific emphasis on recruiting Massachusetts residents with parents or spouses who have drug convictions.

Measurements

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

The Dispensary Manager and Production Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure BWell continues to meet its commitments. Such measurable outcomes, in accordance with BWell's goals and programs described above, include:

Recruiting Program at BWell:

- Looking at the total number of staff, identifying those hires that are Massachusetts residents who have past drug convictions or whose parents or spouses have past drug convictions and calculating the percentage of those employees to measure the 20% goal;
- The total number of job postings listed with 70 Million Jobs and the number of applications from Massachusetts residents who have past drug convictions received as a result of such postings; and
- The total number of job postings placed in online and local publications (such as the Provincetown Banner) and the number of applications from Massachusetts residents whose parents or spouses have past drug convictions received as a result of such postings.

Beginning upon receipt of BWell's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, BWell will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Senior Management will review and evaluate BWell's measurable outcomes no less than once per calendar quarter to ensure that BWell is meeting its commitments. BWell is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

- BWell will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by BWell will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

END



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$250.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001375971

ARTICLE I

The exact name of the corporation is:

BWELL HOLDINGS, INC

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CNP	\$0.00000	100	\$0.00	0

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ARTICLE VI

Other lawful provisions, and if there are no provisions, this article may be left blank.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

The effective date of organization and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the *90th day* after the articles are received for filing.

Later Effective Date: Time:

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: KAREN NASH
No. and Street: 336 COMMERCIAL ST
UNIT 10
City or Town: PROVINCETOWN State: MA Zip: 02657 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
TREASURER	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
SECRETARY	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
VICE PRESIDENT	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
DIRECTOR	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA

d. The fiscal year end (i.e., tax year) of the corporation:
January

e. A brief description of the type of business in which the corporation intends to engage:

RETAIL STORE

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street: 336 COMMERCIAL ST
UNIT 5
City or Town: PROVINCETOWN State: MA Zip: 02657 Country: USA

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (*post office boxes are not acceptable*):

No. and Street: 336 COMMERCIAL ST
UNIT 5

City or Town: PROVINCETOWN

State: MA

Zip: 02657

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

Signed this 11 Day of April, 2019 at 3:12:45 PM by the incorporator(s). (*If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.*)

KAREN E NASH

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

April 11, 2019 03:11 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 11, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,

BWELL HOLDINGS, INC

is a domestic corporation organized on **April 11, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19090240360

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:

**BYLAWS
OF
BWELL HOLDINGS, INC**

**ARTICLE I
SHAREHOLDERS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting shares.

Section 3. Notice. Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all shareholders of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Shareholders' meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice. Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 5. Quorum. A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders' meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in

writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of 2 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of one (1) year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Resignation. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the corporation's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors or the shareholders by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE VII STOCK CERTIFICATES


The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

ARTICLE VIII DISSOLUTION

The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Certification

Karen E Nash, Secretary of BWell Holdings, Inc hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board of Directors on July 08, 2019.



Karen E Nash, Secretary



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1458648640
Notice Date: August 13, 2020
Case ID: 0-000-808-396



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BWELL HOLDINGS, INC
220 COMMERCIAL ST # 2
PROVINCETOWN MA 02657-2206

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, BWELL HOLDINGS, INC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau

BWell's Plan to obtain Liability Insurance

In accordance with 935 CMR500.101(1) and (2); 935 CMR 500.105(10) (required)

BWell will obtain an insurance policy that will include general liability and product liability insurance coverage of no less than \$1 million per occurrence and \$2 million in aggregate annually. The deductible for each policy will be no higher than \$5,000 per occurrence.

BWell Holdings, Inc plans obtain all necessary liability insurance thru the provider listed below. This agency has worked with numerous marijuana dispensaries.

Mark Sawyer
Senior Vice President
Corcoran & Havlin
287 Linden Street
Wellesley, MA
Phone: 781-235-3100 ext. 103

<https://www.chinsurance.com/commercial-insurance/medical-marijuana-program-2/>



BWell



Date Created:
3/01/2019

Description

BWell is a branded boutique cannabis store that will provide an unparalleled shopping experience. Beginning with our flagship store in Provincetown, Ma, customers will enjoy shopping in a beautiful environment that inspires healing, creativity and comfort.

Our knowledgeable budtenders will navigate and guide our customers through our vast product variety featuring locally sourced medicines along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more.

Executive Summary

Company Summary

BWell is a branded boutique cannabis store that will provide an unparalleled shopping experience.

Our cannabis store will be located on one of the busiest streets in Provincetown, Massachusetts. The facility is well positioned, and it matches the ideal picture of a boutique dispensary. Although the business is launching with just one outlet in Provincetown, we have plans to open one to two more outlets in key locations all around Massachusetts within the year..

Our knowledgeable budtenders will navigate and guide our customers through our vast product variety featuring locally sourced cannabis along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more.

BWELL is organized as a Corporation and is currently led by Karen Nash, Founder and Judy Mencher Shareholder and Advisor. As we grow a CEO will be brought on thru partnership/ownership.

Products & Services

Aside from the dispensing of dried cannabis and concentrates which are our core products, BWell will sell a wide range of additional cannabis Infused products such as edibles and topicals. Our product lines will provide customers the opportunity to choose product by experience and effect. We will also engage in the sale of accessories and supplies related to concentrate delivery methods.

BWell Store will ensure that all our customers are given first class treatment whenever they visit our store. We have a CRM software that will enable us to manage a one-on-one relationship with our customers no matter how large our client base grows. We will ensure that we get our customers involved in their own personal use decisions to make the right choices for their unique needs.

Our mission: To provide high quality cannabis to customers with a product and service they can trust. To build our brand on the core values of customer service and care, hospitality, highest standards of quality, reliable dosing, honesty, integrity and community outreach.

Vision: Be the number one cannabis store in Massachusetts.

Goal: Our primary goal is to advocate and support a proactive approach to wellness management by providing a local and safe environment to dispense cannabis products.

Management: Our owners have several years' experience and will develop strong vendor relationships and many strategic partnerships extending nationally and covering all areas of the Cannabis Industry.

Social Equity: As part of our positive impact plan for disproportionate areas In addition to products and services offered by BWell, we will work with areas disproportionately impacted. BWell's program to achieve these goals in Roxbury and Dorchester include:

- Assisting in the set-up of an adult-use cannabis delivery business by providing business, financial and operational consulting;
- Hiring practices, including preference for individuals who fall under the CCC's definition of disproportionately impacted areas;
- Mentorship from experts and Reviewing application before CCC submission to ensure all requirements are addressed;

Market Opportunities

According to the report by Arcview Market Research and BDS Analytics: "The Road Map to a \$57 Billion Worldwide Market"¹, spending on legal cannabis worldwide is expected to hit \$57 billion by 2027. The recreational cannabis market will cover about 67% of the spending while medical cannabis will take up the remaining 33%.

The North America legal cannabis market amounted to \$12 billion in 2018, growing by 30 percent on the year. The largest market was the United States, which totaled \$10.4 billion. It was followed by Canada with \$1.6 billion. Analysts predict the overall cannabis market for legal adult-use and medical sales in North America to reach \$24.5 billion by 2021 with the compound annual growth rate (CAGR) to almost 28%.

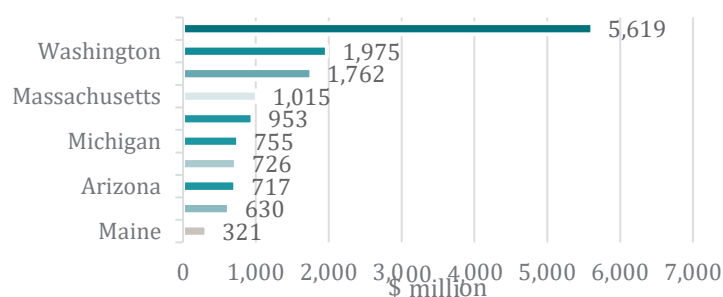


Figure 1. Medical and recreational cannabis sales in top states, 2020

Over 60% of the U.S. population now lives in states that have legalized some form of cannabis use and sales, illustrating the rising acceptance of cannabis nationwide and highlighting the industry's immense potential for future growth.

In 2016, Massachusetts residents voted to legalize recreational cannabis. On December

28, 2016, the Massachusetts state legislature voted to delay sales of recreational cannabis for six months. Originally, licensing for cannabis shops was set to begin on January 1, 2018, under the measure, but the delay set by legislators moved the date and first retail cannabis establishments opened in November 2018.

Massachusetts cannabis market only in recreational part is expected to become a \$1 billion industry by 2020. Research from multiple cannabis data and investment firms predict Massachusetts can become such a travel destination. If correct, an influx of tourists to Massachusetts can expand the economic impact of this legislation far beyond simply the cannabis industry.

Already, 250 entities have applied for 192 business licenses, including 60 retail stores. The review process includes a background check and a 60-day window during which the municipality in which the business hopes to locate must certify that the applicant has met all local requirements.

The Provincetown, Ma market provides the opportunity to capture \$100million in sales. It is a beachside town with a year round population of 5k with a seasonal population of 60K with 1.2 million visitors each year. As well 50k unique daily visitors each day of the 10 week high season. This market segment equates to 700k potential customers in a 10 week period.

¹ <https://arcviewgroup.com/research/reports/>

Proforma Dispensary and Production

Dispensary	Year 1	Year 2	Year 3
Revenue	\$4,653,600	\$10,080,000	\$17,640,000
COGS - Cost of Goods Sold	\$2,326,800	\$5,342,448	\$9,349,284
Gross Profit	\$2,326,800	\$4,737,552	\$8,290,716
% of revenue	50%	47%	47%
SG&A Expenses			
G&A Expenses - Initial & General	\$118,000	\$175,560	\$191,520
SG&A Expenses -			
Marketing & Sales Expenses	\$61,200	\$387,274	\$526,849
Senior Management Salaries &	\$200,638	\$378,345	\$378,345
Other Salaries & Benefits	\$34,395	\$128,981	\$154,778
SG&A Expenses - Misc.	\$3,570	\$6,287	\$6,307
CAPEX	\$78,600		
Total SG&A Expenses	\$496,403	\$1,076,447	\$1,257,798
Operating Income (EBITDA)	\$1,970,005	\$3,661,105	\$7,032,918
Earnings Before Interest &	\$1,970,005	\$3,655,059	\$7,026,872
Income Tax	\$689,501	\$1,287,291	\$2,303,200
Net Income	\$1,280,504	\$2,367,769	\$4,723,672
% of revenue	28%	23%	27%
Production	Year 1	Year 2	Year 3
Revenue	\$2,000,000	\$4,000,000	\$8,000,000
COGS - Cost of Goods Sold	\$600,000	\$1,200,000	\$2,400,000
Gross Profit	\$1,400,000	\$2,800,000	\$5,600,000
% of revenue	70%	70%	70%
SG&A Expenses			
G&A Expenses - Initial & General	151,600	175,560	191,520
SG&A Expenses -			
Marketing & Sales Expenses	120,000	387,274	526,849
Senior Management Salaries &	125,638	378,345	378,345
Other Salaries & Benefits	34,395	128,981	154,778
SG&A Expenses - Misc.	3,570	6,287	6,307
CAPEX	103,600		
Total SG&A Expenses	538,803	1,076,447	1,257,798
Operating Income (EBITDA)	861,197	1,723,553	4,342,202
Earnings Before Interest &	861,197	1,723,553	4,342,202
Income Tax	301,418	603,243	1,519,770
Net Income	559,779	1,120,310	2,822,431
% of revenue	27%	28%	35%

Financial Summary

BWell will fund its startup costs largely through personal savings and private investments.

From a total investment of \$1.5million , BWell Provincetown dispensary and production is expected to generate nearly \$6.6 million in gross revenues with net income of nearly \$1.7 million in Year 1, its first full year of operations. Revenues are expected to grow to nearly \$10 million in Year 2 and \$17 million in Year 3, with net income of nearly \$8 million. With the addition of other locations these numbers will grow.

After the first year of operations, it is expected that BWELL will be able to trim expenses through realizing business efficiencies, gaining operational experience and industry knowledge.

Direct and Indirect Social Impacts

BWell will create more than 10 plus new jobs in Provincetown. Company also intends 3% of dispensary and 1% of production wholesale sales will be allocated to the schools, different community programs and infrastructure of Provincetown. As well 1% of all sales will be donated to a charity which works with the Provincetown community. This along with our plan to work with entrepreneurs in areas disproportionately affected and minorities.

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Procedures for quality control and testing for potential contaminants

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products. Testing of environmental media (e.g., soils, solid growing media, and water) will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the Commission.

For all BWell products:

- Samples, as determined via Commission regulations, will be taken and sent out for testing to one of the Independent Testing Laboratories authorized by the Commission.
- In the unlikely event of negative results, there will be a written policy responding to laboratory results that indicate contaminant levels above acceptable limits established in the Commission protocols identified in 935 CMR 500.160(1). Any such policy will include notifying the Commission within 72 hours of any laboratory testing results indicate that the contamination cannot be remediated and disposing of the production batch.
- The notification must be from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly. The notification from the Marijuana Establishment must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination;
- Sample results will be input into the inventory system in order to adhere to such labeling practices that product has been tested;
- BWell will maintain the results of all testing for no less than one year;
- All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13);
- All storage of marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11);
- All excess marijuana must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly;
- The sale of seeds is not subject to these testing provisions;
- Clones are subject to these testing provisions, but are exempt from testing for metals;
- No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Purchasing finished goods for resale from a Commission authorized wholesaler:

- Testing results from the wholesaler must be reviewed as part of the procurement process to ensure all wholesale products have been properly tested by on one of the independent testing laboratories recommended by the Commission. The sale of seeds is not subject to these testing provisions. Clones are subject to these testing provisions but are exempt from testing for metals.

Requirements for the Handling of Marijuana

A Marijuana Establishment authorized to process marijuana will do so in a safe and sanitary manner. A Marijuana Establishment will process the leaves and flowers of the female marijuana plant only, which will be:

1. Well cured and generally free of seeds and stems;
2. Free of dirt, sand, debris, and other foreign matter;
3. Free of contamination by mold, rot, other fungus, and bacterial diseases;
4. Prepared and handled on food-grade stainless steel tables; and
5. Packaged in a secure area.

All Marijuana Establishments, including those that develop or process non-edible marijuana products, will comply with the following sanitary requirements:

1. Any marijuana establishment agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements;
2. Any marijuana establishment agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in the Marijuana Establishment in production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. There will be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Litter and waste will be properly removed, disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

6. Floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. There will be adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. All contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
11. BWell's water supply will be sufficient for necessary operations. Any private water source will be capable of providing a safe, potable, and adequate supply of water to meet the Marijuana Establishment's needs;
12. Plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing will properly convey sewage and liquid disposable waste from the Marijuana Establishment. There will be no cross-connections between the potable and waste-water lines;
13. A Marijuana Establishment will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Products that can support the rapid growth of undesirable microorganisms will be held in a manner that prevents the growth of these microorganisms;
15. Storage and transportation of finished products will be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.
16. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety must be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

All Marijuana Establishments, including those that develop or process edible marijuana products, will comply with sanitary requirements. All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

END

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Personnel Policies

Background Checks

Marijuana Establishment agents are required to participate in the registration process required under 935 CMR 500.030. Board members, directors, employees, executives, managers, and volunteers, who are associated with BWell:

For an individual to be deemed suitable for registration, they must be:

1. 21 years of age or older;
2. Must never been convicted in the Commonwealth of distribution of controlled substances to minors or a like offense in another jurisdiction; and
3. Must be suitable for registration in accordance with 935 CMR 500.800 and 500.802.

BWell will fill out an application for each individual that will act as its agent within the meaning of 935 CMR 500.030, and any other individuals previously included in BWell's license application. Each application must have the following information:

1. The full name, birthdate and address of the individual;
2. All aliases used previously or currently including maiden names;
3. A copy of the applicant's driver's license or other government-issued ID;
4. Attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledge by the individual of any limitations on his/her authorization to cultivate (not applicable to BWell application), harvest (not applicable to BWell application), prepare, package, possess, transport and dispense marijuana in the Commonwealth. Please note that BWell will not be cultivating. Preparing will depend on purchase from wholesaler, for example, if marijuana is purchased by the pound vs. in already packaged and weighed units sold at BWell.
6. Background information including the following:
 - a. Description and dates of any criminal action that occurred in any jurisdiction which resulted in a conviction, guilty plea, plea of nolo contendere, or admission of sufficient facts;
 - b. Description and dates of any civil or administrative action that occurred in any jurisdiction relating to any professional, occupational or fraudulent practices;
 - c. Description and dates of any past or pending action on a license that occurred or is occurring in any jurisdiction;
 - d. Description and dates of any past or pending disciplinary action or unresolved complaint that occurred or is occurring in any jurisdiction; and
 - e. Nonrefundable application fee paid by BWell (\$100.00).
7. Any other information required by the Commission.

CORI reports

BWell is required to obtain a Criminal Offender Record Information (CORI) report within 30 days prior to submission of an agent registration application. This information will be used to fill out the background check information for criminal actions on each applicant for

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

each application. Please note that CORI reports will not be sent to the CCC unless specifically requested. Instead, CORI reports will be stored securely and kept confidential. CORI reports will be subject to review by CCC investigators on request. CORI reports are only valid for one year from the date generated. New CORI reports must be obtained, for all required individuals, prior to the one-year anniversary of the last report that was generated.

CORI waiver availability

BWell may request a waiver of the CORI report requirement in limited circumstances and with the submission of a signed waiver request form. The CCC's consideration of a waiver request will be based on the following:

1. Compliance with the CORI report requirement would cause undue hardship to the requestor;
2. The requestor's noncompliance would not jeopardize the health or safety of any patient or them public;
3. The requestor will institute compensating features acceptable to the CCC.

Individuals listed on the establishment's application for licensure who were subject to a background check review in accordance with 935 CMR 500.101(1)(b) or 500.101(2)(c), are also subject to the CORI requirement in 935 CMR 500.030(3), and may also request a waiver according to the process outlined below.

A signed and notarized waiver request form is required to assess a waiver request. This request must be filled out, signed, and notarized by an individual with authority or control over BWell. It must be uploaded within the application for agent registration. This request shall include the following:

1. Date of the last generated CORI report for the individual seeking registration as a Marijuana Establishment agent, which must be within the prior 365 days;
2. Name of entity and individual who reviewed the last generated CORI report;
3. Attestations by BWell for the following:
 - a. A new CORI check for the proposed agent per 935 CMR 500.030(3) would cause an undue hardship to undue hardship to the requestor;
 - b. The last generated report was generated within the previous 365 days and that a new CORI report will be generated prior to the last report expiring;
 - c. All required background check information on the CORI was reported in the agent registration application identified above;
 - d. The last generated CORI report will be on file, securely and confidentially kept, for review by the CCC's investigators or agents on request;
 - e. The individual attesting for the Marijuana Establishment reviewed the CORI report with the agent on a specific date and asked if there were any changes since that report. The agent did not report any changes since the issuance of the CORI report. The attesting individual is not aware of any changes since the issuance of the CORI report that would implicate the suitability of the applicant within the meaning of 935 CMR 500.800, 500.802, and 500.803.

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Waivers for agent registration CORI reports will be approved or denied administratively by the Chief of Investigations and Enforcement or his/her designee. If approved, a review of the agent registration application will occur and BWell will be notified regarding the status of the application when applicable. If the waiver is denied, a notice will be sent to BWell with the reasons for the denial and directive to obtain a new CORI report by or before a certain date. Failure to obtain a CORI report by that date may result in the denial of the registration application.

Maintaining Confidential Information

All documents noted above are considered confidential information and will be maintained and secured as such according to 935 CMR 500.105 (1) and (9). Files will be created for each agent registration segregated by individual classification, that is, board member, director, employee, executive, manager, and volunteer. Within these groupings, files will be organized by last name. All files will be maintained in the Dispensary Manager's locked filing cabinet in his/her office, and be made available upon request by the CCC. Files will be updated accordingly with the processing of annual agent registration renewal or inactivation. Also included with these files will be a staffing plan and other records to comply with 935 CMR 105(9) and (1). This staffing plan will reflect active employees and, therefore, active registration cards. Files for inactive agent cards will be marked as such and segregated from the other active files. All information is available upon request to the CCC.

CCC will review agent registration applications after BWell has been issued a notice of provisional licensure. If multiple provisional licenses are issued, agent registration applications will be reviewed in the order of the date of the issuance of the provisional license.

Recommendations will be made to the CCC for agent registration approval or denial as a whole, whenever possible. A marijuana establishment agent shall carry their registration with them at all times, in particular, when they are in possession of marijuana products. A marijuana establishment agent that is licensed for multiple facilities must have a registration card from each facility.

If marijuana establishment agent card is lost, stolen or agent is no longer associated with BWell, BWell will do the following:

1. The CCC will be notified within one day if a registered marijuana establishment agent ceases to be associated with BWell;
2. The CCC will be notified within five days if a marijuana establishment agent card has been lost or stolen.

A denial of a marijuana establishment registration card may occur for any of the following reasons:

1. Failure to provide any of the required materials for the application process;
2. Providing any misleading, incorrect, false, or fraudulent information on the application
3. Revocation or suspension of a registration card in the previous six months;

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4. Failure of marijuana establishment to pay applicable fees;
5. Any other criteria that the CCC deems unsuitable for a Registered Marijuana Agent.

A revocation of a marijuana establishment agent card may occur for the following reasons:

1. Submission of incorrect, false, fraudulent or misleading information on the application process;
2. Violation of the Requirements of State Marijuana Laws;
3. Fraudulent use of a marijuana establishment agent card;
4. Selling, distributing or giving marijuana to any unauthorized person;
5. Failure to notify the commission within five days of a lost, destroyed or stolen registration card;
6. Conviction, guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority;
7. Conviction, guilty plea, plea of nolo contendere or admission to sufficient facts in the Commonwealth, or a like violation of the laws of another state, to another offense, as applicable, that may otherwise affect the status of the suitability for registration of the marijuana establishment agent;
8. The CCC may use its discretion to determine any other disqualifying factors based on the individual's background check. An individual will be given a reasonable opportunity to correct these grounds before having their card revoked;
9. Any BWell agent will be immediately dismissed if he/she has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor in accordance with 935 CMR 500.105(1).

METRC and agent registration

Once BWell receives notice of provisional licensure and pays associated license fees, agent registration applications will be submitted for review and CCC consideration. Once approved, individuals associated with a license will be able to register with METRC, and BWell will begin any METRC required training for its registered agents.

BWell Employee Handbook

The Bwell Employee Handbook is currently being drafted; however, the Table of Contents is below to provide the Company's personnel policies that will be established. Please note that signatures from each employee will be required to confirm:

1. The handbook was provided to the employee;
2. The employee committed to read and understand the handbook;
3. The employee acknowledges and agrees to comply with BWell's alcohol, smoke and drug-free workplace policy according to 935 CMR 500.105(1);
4. The employee acknowledges that his/her immediate dismissal will result if he/she has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor according to 935 CMR 500.105(1); and
5. Such signatures will be maintained in respective personnel files and provided to the CCC upon request.

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END

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Record-Keeping

To ensure that BWell is keeping and maintaining all records as noted in this policy, reviewing Corporate Records, Business Records and Personnel Records to ensure completeness, accuracy and timeliness of such documentation will occur as part of BWell's quarter-end closing procedures. In addition, Operating Procedures will be updated on an ongoing basis as needed and undergo a review by Senior Management annually.

BWell will maintain its records in accordance with generally accepted accounting principles as per 935 CMR 500.105(9).

Permanent Files

BWell's Permanent Files are defined as those that require, at a minimum, annual reviews, updates and renewals. For example:

- Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability
- Third-party Contracts
- Marijuana Establishment Agent Registrations
- Marijuana Certificate of Registration annual fee
- Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-built Drawings
- Governance Structure (Board of Directors, Senior Management Team, Minutes of Board of Directors Meetings)
- Equity share distribution

Business Records

BWell's Business Records are defined as those that require ongoing maintenance and updates. These records can be electronic or hard copy although preferably electronic copy. For example:

- Assets and liabilities;
- Monetary transactions;

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- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records that indicate the employee executing the customer transactions, and the details recorded by POS functionality such as products, quantity, cost and tax;
- Salary and wages paid to each employee, stipend paid to each board member (if any), and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with BWell, if any;
- Waste disposal records as required under 935 CMR 500.105(12);
- Written operating procedures will be maintained as required by 935 CMR 500.105(1) and 935 CMR 500.105(9);
- Inventory records as required by 935 CMR 500.105(8) and 935 CMR 500.105(9); and
- Seed-to-sale tracking records for all marijuana as required by 935 CMR 500.105(8)(e) and 935 CMR 500.105(9)

Personnel Records

BWell's Personnel Records are maintained as a separate category considering the importance of the background checks on employees and well as marijuana establishment agent registration status.

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent. Such records will be maintained for at least 12 months after termination of the individual's affiliation with BWell and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - A copy of the application BWell submitted to the Commission on behalf of any prospective marijuana establishment agent;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- Personnel policies and procedures; and

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- All CORI reports obtained in accordance with 803 CMR 2.09: *Requirements for Requestors to Request CORI*, provided by the Commission, signed by the individual and notarized.

Record-Retention

BWell will retain documents for 7 years. To ensure that BWell is keeping and retaining all records as noted in this policy, reviewing Permanent Files, Business Files and Personnel Records to ensure completeness, accuracy and timeliness of such documents is a recurring task in BWell's quarter-end closing procedures.

Records of BWell will be available for inspection by the Commission, upon request. Written records that are required and are subject to inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000.

Following closure of BWell, all records must be kept for at least two years at the expense of BWell and in a form and location acceptable to the Commission.

BWell will comply with 830 CMR 62C.25.1: *Record Retention* and Department of Revenue (DOR) Directive 16-1 regarding recordkeeping requirements.

BWell will separate sales revenue at the point-of-sale for marijuana products and non-marijuana products.

The Commission and the DOR may audit and examine the point-of-sale system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.

END

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Maintaining accurate financial records is critical to any business but for a marijuana enterprise, it is imperative due to the nature of the business and the differences between state and federal marijuana laws.

Maintenance of financial records

In accordance with section 935 CMR 500.105, BWell will keep accurate records of commercial marijuana activity. The records of BWell will be maintained in accordance with generally accepted accounting principles. All records related to commercial marijuana activity as defined by the taxing authorities will be maintained for a minimum of seven years.

- As detailed here and throughout this application, BWell will implement policies and procedure to ensure the maintenance and secure storage of all required financial and operational records in a confidential manner and the timely provision of files if requested by the administrative and regulatory bodies.
- BWell will maintain true and current books, records, documents and other evidence associated with operating its licenses in accordance with generally accepted accounting principles and practices. Such documentation will include records of assets and liabilities, revenue and expenses, transactions, agreements, checks, invoices, vouchers, and associated operational records. BWell will make available for inspection by the Commission.
- BWell's seed-to-sale tracking system (used in connection with METRC) is designed to collect data associated with business management including assets, liabilities, monetary transactions, and the like. BWell's seed-to-sale tracking system keeps a real-time record of all processes from receipt of inventory throughout its processing, packaging, storage and sale, including disposal of unusable cannabis.
- Detailed, refined reports may easily be configured to produce the information required by management or upon inspection by state and local regulators.
- BWell's seed-to-sale tracking system features password protection and unique codes that will be used as electronic signatures. Records will be kept of all logins and records created or edited during that login time.
- Utilizing software or other methods to manipulate or alter sales data is prohibited as per 935 CMR 500.140(5).
- BWell will conduct a monthly analysis of equipment to ensure that no software has been installed that could be utilized to manipulate or alter sales data in accordance with 935 CMR 500.140(5).
- If BWell determines that software or other methods have been installed/utilized to manipulate or alter sales data, it will immediately disclose the information to the

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Commission, cooperate in any investigation, and take such other action directed by the Commission in accordance with 935 CMR 500.140.

- BWell will maintain records that it has performed the monthly analysis in accordance with 935 CMR 500.140(5).
- BWell will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements in accordance with 935 CMR 500.140(6).
- BWell will adopt separate accounting practices at the point-of-sale for marijuana and non-marijuana sales in accordance with 935 CMR 500.140(5).
- Any paper records will be retained in the short-term on-site and stored in locked cabinets with access limited to the Store Manager or Production Manager. Any hard-copy information not stored will be shredded and disposed of in a secure receptacle.
- BWell will maintain records in auditable formats per local and state regulations and will make these records available for review during inspections and audits initiated by administrative and regulatory bodies.

BWell will maintain operational records that it will make available to the Commission upon request, which will include the following (as applicable):

- The total number of visits during the year;
- The total amount of revenue collected during the year;
- The consideration paid for each item;
- Financial statements and/or list of financial accounts with balances;
- A complete list of the types of marijuana products with customer pricing;
- A description of the facility and its location, including such information as the Commission may require that demonstrates compliance with applicable regulatory provisions; and
- Proof of the nature of BWell's organizational status, such as articles of incorporation, by-laws, partnership agreements, and other documentation as may be appropriate or required by the Commission.

END

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

Employee Qualifications and Training

Employee Qualifications

BWell is committed to providing equality of opportunity to all employees without discrimination on the basis of religion, disability, gender, age, marital status, sexual orientation race, ethnicity or any other category protected by federal, state or local laws and regulations applicable in the jurisdiction BWell employees are located. We encourage and embrace diversity and opportunity, which is reinforced through BWell's Diversity Plan.

BWell aims to recruit, retain and promote the highest caliber of diverse employees and encourage their contribution and development. BWell recognizes that the barriers to entry into the workplace can be higher for certain disadvantaged groups due to societal standards and socioeconomic factors. We also recognize the disproportionate impact that the war on drugs has had on communities and individuals attempting to re-enter the workforce. Therefore, we will proactively recruit, hire and retain talent within diverse groups, including women, veterans, LGBTQ people, people with a disability, and felons convicted of drug charges, or family members of someone convicted of drug charges.

Appropriate career paths and internal recognition programs will be developed for both managerial and non-managerial staff. Employees are provided equally with learning and development opportunities to fulfill their potential.

General requirements

BWell has prepared and developed detailed employee qualifications and training procedures, which provide for the safe, orderly, and legal sale of recreational marijuana. Included in these procedures is the administration and framework for a program that will ensure that our staff only consists of highly qualified employees in order to keep our dispensary in compliance with the state and local requirements. Before working at BWell, employees will go through vigorous background checks and will be required to register with the state. These are mandatory requirements by the state and will ensure that we have qualified employees working with our company

The Store Manager and Inventory Manager are responsible for screening applicants and ensuring that they are meeting our general requirements for employment. They are also responsible for implementing and administering the procedures as prescribed in this document as well as any approved changes to policies and procedures. Senior Management's oversight will ensure the Store Manager and Inventory Manager are rigorously adhering to the standards that we have identified in this packet.

Positions available

- Store Manager position overview of responsibilities:
 - Oversee all operations in the facility on a day to day basis;

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

- Responsible for managing all staff in the facility and managing all tasks related to the facility, marketing, accounting and public relations;
 - Report all daily activities and reports to Senior Management.
 - Demonstrate strong leadership skills;
 - Ensure all employees are operating according to the company's policies and procedures, including CCC regulations;
 - Ensure that employee misconduct is not taking place;
 - Monitor security video screens and ensure all security equipment is running in accordance to state regulations;
 - Serve as BWell's liaison for local law enforcement, fire and other local agencies;
 - Responsible for building appearance, cleanliness, comfort, functionality, safety, security and customer experience;
 - Experience and comfortability in cash handling and payroll;
 - Ability to open and close the store and ensure that facility is locked or unlocked;
 - Provide strong leadership and customer service;
 - Implement new policies and procedures to increase employee productivity and enhance the customer experience;
 - Ensure that BWell remain in compliance with all state requirements and is reporting everything with 100% accuracy to Senior Management and the CCC;
 - Ability to perform tasks of any position in the store;
 - Maintain quarterly staff reviews of all employees;
 - Write up reports when employee misconduct or diversion is discovered;
 - Participates in the recruitment, training, development and success of employees;
 - Stay informed about local and state laws and any changes to these laws;
 - Ability to strengthen team performance via team building skills;
 - Ability to build relationships with internal and external parties;
 - Know POS, seed to sale tracking and METRC systems;
 - Report inventory to CCC if Inventory Manager is not available;
 - Maintain the security of the facility by only allowing authorized personnel into areas of the facility that are limited access;
 - Answer customer complaints and assist in the sales of marijuana;
 - Talk to customers and employees to identify and resolve urgent issues; and
 - Prepare work schedules for all employees.
- Inventory Manager position overview of responsibilities:
 - Responsible for receiving and accounting for all marijuana products, ensuring quality control, separating and accounting for outdated, damaged, deteriorated, misbranded or adulterated marijuana;

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- Adhere to state regulations regarding the disposal of unusable marijuana, ensuring that the oldest stock of marijuana is used first, performing precise inventory reports, conducting audits when required;
- Track and record all marijuana and non-marijuana products both at the dispensary counter and the inventory vault;
- Order all inventory for BWell menu;
- Order all office supplies; ○ Analyze marketplace trends and adjust inventory orders as necessary; ○ Conduct monthly and annual audits of inventory by physical counting and reconciling to inventory records;
- Be knowledgeable about the POS system, METRC and seed to sale tracking software;
- Maintain security of all systems to provide manipulation of data; ○ Conduct investigations into inventory management incidents to verify and resolve complaints;
- Take inventory of all incoming marijuana products; ○ Properly dispose of unusable marijuana products; ○ Ensure that all packaging of marijuana follows state laws;
- Oversee product processing and ensure that quantities, weights, quality, sanitation and packaging are all accurate and in compliance;
- Budtender position overview of responsibilities:
 - Know the state regulations and abide by them at all times, including knowing how to properly dispose of marijuana products, storing defected products, restocking the display cabinets with new products, notifying management of any discrepancies in inventory, spotting diversion and suspicious behavior and keeping up to date with any new regulations;
 - Educate and provide information about the effects, strains, laws and dosages of marijuana in the state;
 - Greet customers and provide excellent customer service in a timely and informative manner;
 - Use the POS system and METRC to ensure that all relevant information is tracked and recorded accurately;
 - Maintain a clean, orderly and safe workplace; ○ Maintain absolute confidentiality at all times; ○ Interact with customers and identifying urgent issues; ○ Check identifications of all customers; ○ Must maintain an accurate cash drawer;
 - Responsible for maintaining excellent customer experience and upselling to increase sales; and
 - Identify expired or unusable products and report to management.
- Security Agent position overview of responsibilities:
 - Know and abide by 935 CMR 110;

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- Responsible for maintaining the safety and security of the facility and all assets within the facility;
 - Responsible for greeting guests and verifying proper government issued IDs preventing any person under age 21 from entering the dispensary;
 - Responsible for preventing loitering in and outside the facility;
 - Must have passion and experience for maintaining security but also a passion for customer service;
 - Sound the alarm or call local law enforcement if necessary;
 - Monitor security cameras to aid in the prevention of diversion in the facility; ○ Help receive delivered packages; ○ Prevent unauthorized entry into the facility; ○ Direct customers where to go; and ○ Ensure that all security equipment is working properly.
- Social Media Agent position overview of responsibilities:
 - Since the CCC advertising regulations for marijuana businesses limit the types of advertisements that can be made, this individual must be able to create visually appealing social media marketing campaigns and develop the brand of BWell;
 - Understand and abide by CCC advertising regulations;
 - Responsible for bringing awareness to the community about our dispensary; ○ Provide education to the public; ○ Attract new customers to our dispensary; ○ Retain existing dispensary customers; ○ Follow market trends and implement creative ideas;
 - Shape the public image of the company with unique branding and social media campaigns;
 - Manage the company's Facebook, Twitter, Instagram, Leafly and Weedmaps accounts;
 - Become well rounded in market trends, and adjust marketing strategies to current trends;
 - Plan events and book conventions and conferences; ○ Work on creative content pieces; ○ Oversee the website and make any updates as needed; ○ Stay up to date with product trends and marijuana knowledge; ○ Create promotions and sales that attract new customers; and ○ Shape the public image of BWell through branding strategies.

Position Requirements

- Requirements for all positions:
 - Must be age 21 or older; ○ Must have a reliable form of transportation; ○ Must be a resident of Massachusetts; ○ Must submit and pass a full background check; and

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- Must have a passion for marijuana and providing customers an amazing experience.
- Requirements for Store Manager:
 - Bachelor's degree; ○ Marijuana experience preferred;
 - 5+ years of experience in retail management, food service management; hotel management, or other similar;
 - Ability to learn, operate and implement software related to sales activities and business procedures, including Microsoft Office Word, Excel and Powerpoint; email; calendar;
 - Ability to effectively manage time;
 - Ability to create and implement management tools. For example, staff scheduling, time management, establishing priorities; ensuring consistency of product supply and quality; and
 - Ability to create and maintain a highly productive team environment.
- Requirements for Inventory Manager:
 - Bachelor's degree; ○ Marijuana experience preferred;
 - At least 2 - 3 of years of experience in inventory management; ○ Preferred 1+ years of experience working in marijuana industry; ○ Ability to learn, operate and implement software related to inventory management via seed to sale tracking; METRC; business applications, including Microsoft Office Word, Excel and Powerpoint; email; calendar;
 - Ability to lift/carry up to 50 pounds; and ○ Meticulous attention to detail and organization.
- Requirements for Budtender:
 - Excellent communication and customer service skills; ○ Ability to listen to our customers and recommend products accordingly; ○ Experience in retail sales, phone sales, food and beverage servers, health care patient services; hotel guest services;
 - At least 1 year prior experience as noted above; ○ Knowledge of marijuana strains;
 - Basic computer operating skills and math skills; and ○ Prefer prior experience working within the marijuana industry.
- Requirements for Security Guard Agents:
 - 1 year of experience working in security;

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- 1+ years of experience working in the marijuana industry preferred; ○ Military or law enforcement background preferred; ○ Customer service experience preferred; and ○ Ability to lift/carry up to 50 pounds.
- Requirements for Social Media Agents: :
 - Bachelor's degree in marketing or graphic design; ○ 4+ years in a related role;
 - Experience developing and maintaining social media accounts (Facebook, Instagram, and Twitter); ○ Ability to create visually appealing graphics and advertisements; ○ Ability to travel and attend events; and
 - Knowledge of market trends and ability to adjust marketing and advertising to current data.

Training

1. Responsible Vendor Training (RVT) - all employees will undergo this standard training process which has been established by the state. RVT requirements are:
 - a) All current owners, managers and employees of a Marijuana Establishment that are involved in the handling and sale of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall have attended and successfully completed a responsible vendor program to be designated a "responsible vendor";
 - b) Once a licensee is designated a "responsible vendor," all new employees involved in the handling and sale of marijuana for adult use shall successfully complete a responsible vendor program within 90 days of hire;
 - c) After initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use shall successfully complete the program once every year thereafter to maintain designation as a "responsible vendor";
 - d) Administrative employees who do not handle or sell marijuana may take the "responsible vendor" program on a voluntary basis;
 - e) Marijuana establishments must maintain records of responsible vendor training program compliance for four years and make them available to inspection by the CCC and any other applicable licensing authority upon request during normal business hours;
 - f) RVT standards include:
 - No owner or employee of a responsible vendor program shall have an interest in a licensed Marijuana Establishment;

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- Program providers shall submit their programs to the CCC every two years for approval as a responsible vendor program;
- The program shall include at least two hours of instruction time;
- The program shall be taught in a real-time, interactive classroom setting where the instructor is able to verify the identification of each individual attending the program and certify completion of the program by the individual identified;
- The program provider shall maintain its training records at its principal place of business during the applicable year and for the following three years;
- The provider shall make the records available for inspection by the Commission and any other applicable licensing authority upon request during normal business hours;
- The program shall provide written documentation of attendance and successful passage of a test on the knowledge of the required curriculum for each attendee;
- Attendees who can speak and write English must successfully pass a written test with a score of 70% or better;
- Attendees who cannot speak or write English may be offered a verbal test, provided that the same questions are given as are on the written test and the results of the verbal test are documented with a passing score of 70% or better; and j. Program providers shall solicit effectiveness evaluations from individuals who have completed their program.

2. New Hire Orientation will include:

- a) Tour of the facility;
- b) Meeting co-workers and Management;
- c) Personnel policies and procedures review as noted in the Employee Handbook. For example, harassment, discrimination, holidays;
- d) Customer service discussion;
- e) Confidentiality discussion; and
- f) POS training.

3. Certification Training Class Core Curriculum includes the following discussions:

- a) Marijuana's effect on the human body. Training shall include:
 - i. Marijuana's physical effects based on type of marijuana product;
 - ii. The amount of time to feel impairment;
 - iii. Visible signs of impairment; and iv. Recognizing the signs of impairment.
- b) Diversion prevention and prevention of sales to minors, including best practices.
- c) Compliance with all tracking requirements;
- d) Acceptable forms of identification. Training shall include:

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i. How to check identification; ii.
Spotting false identification;

iii. Provisions for confiscating fraudulent identifications; and iv.
Common mistakes made in verification.

4. Other key state laws and rules affecting owners, managers, and employees. This will include:

- a) Local and state licensing and enforcement;
- b) Incident and notification requirements;
- c) Administrative and criminal liability;
- d) License sanctions and court sanctions;
- e) Waste disposal;
- f) Health and safety standards;
- g) Patrons prohibited from bringing marijuana onto licensed premises;
- h) Permitted hours of sale;
- i) Conduct of establishment;
- j) Permitting inspections by state and local licensing and enforcement authorities;
- k) Licensee responsibilities for activities occurring within licensed premises;
- l) Maintenance of records;
- m) Privacy issues;
- n) Prohibited purchases and practices; and
- o) Such other areas of training determined by the CCC to be included in a RVT program.

END

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RESTRICTING ACCESS TO AGE 21 AND OLDER

Adhering to these procedures to restrict access to those age 21 and older is of upmost importance to BWell and its reputation. The facility will only be accessible to individuals, visitors, agents, and government officials acting within their lawful jurisdiction; all of the above-listed individuals must be 21 years of age or older with a verified and valid government-issued photo ID. Any employee infractions to these policies will be reviewed by Senior Management, and it should be noted that disciplinary actions, up to and including termination of employment, will result. An individual shall not be admitted to the premises unless BWell has verified that the individual is 21 years of age or older by an individual's proof of identification, and that such proof of identification is current and not expired.

- In accordance with 935 CMR 500.110(1)(a) and 935 CMR 500.105(14), **NO** person may enter the premises without first producing a valid, state or federal, photo ID;
- All employees and registered agents must be 21 years of age or older and must not have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).
- Valid ID must be presented to the Security Guard Agent at the entrance to the premises;
- Visual inspection of the proper ID ensuring it belongs to the individual presenting such identification and that such individual is at least 21 years of age;
- Loitering, in accordance with 935 CMR 500.110(1)(b) is not permitted under any circumstances;
- Any person suspected of loitering should be politely questioned by a member of staff and, if unable to credibly account for their presence, be asked to leave the premises. Should the person refuse, the matter should be elevated to the Store Manager who may, if necessary, contact local law enforcement for assistance in removing the person from the premises.
- BWell will maintain a log of visitors to the facility and will follow any and all requirements related to visitor access and badging pursuant to 935 CMR 500.000.

END

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PRODUCT MANUFACTURING SAFETY PLAN

In accordance with 935 CMR 500.105(3)(c), BWell Holdings, Inc ("BWell") will ensure that all edible products will be prepared, handled and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State sanitary code chapter X: Minimum Sanitation Standards for Food Establishments*.

Agent Hygiene Practices

BWell agents will follow thorough hygienic practices and will maintain adequate personal cleanliness. All BWell agents will wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. Hand-washing facilities will be placed conveniently within the BWell facility and will be equipped with running water, effective hand-cleaning and sanitizing preparations, suitable drying devices, and sufficient storage for all cleaning and sanitation materials. All BWell agents will also wear food grade disposable gloves when handling marijuana and in the creation of marijuana products.

Any agent who, by medical examination or supervisory observation, is shown to have, or appears to have, an illness, open lesion (e.g., boils, sores, infected wounds), or any other abnormal source of microbial contamination for which there is a reasonable possibility of contact with cannabis shall be excluded from any operations that may be expected to result in microbial contamination until the condition is corrected.

Food Material Practices

Food material used in the preparation of marijuana products will be acquired from an approved source. Any and all materials used in the production of marijuana products that can support the rapid growth of undesirable microorganisms will be stored in a manner that prevents the growth of such microorganisms, such as proper refrigeration or other appropriate storage. All thermometers used in the storage and preparation of marijuana products will be tested regularly to ensure accuracy. All food products will be properly stored in their original containers and will be properly labeled. Only approved food additives will be used. Marijuana products and food products used in the production of marijuana products will be maintained in good condition and will be unadulterated.

Food Contact Surface Sanitation Practices

The Company recognizes the importance of properly washing, rinsing, and sanitizing food preparation equipment, utensils, and all surfaces that come into contact with food to reduce the number of bacteria, prevent the spread of bacteria, and eliminate the possibility of cross-contamination. BWell will institute the following sanitation procedures in its commercial kitchen:

- Sanitizing solution should be used in the kitchen and other areas to sanitize food contact surfaces and utensils prior to use.
- All surfaces that come into contact with food will be washed, rinsed, and sanitized after each use, when an agent begins working with another type of food, anytime an agent is interrupted during a task and the tools or items they have been working with may have become contaminated, or at four-hour intervals if the areas or items are in constant use.
- Sanitizing solution will be stored in buckets or other containers such as a spray bottle and used with wiping cloths to sanitize prep tables, prep sinks, dining room tables, bar area, and working utensils; in the third compartment of a 3-compartment sink to sanitize all dishes that are washed; and use the final rinse in the dish machine to sanitize all dishes that are washed.
 - The chlorine-based solution will be prepared each morning, using the following recipe:

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Minimum concentration: 50ppm Range recommended: 50-100ppm. Do not exceed 200 ppm.	Amount needed per unit of water		
	per 2 quarts	per gallon	per 12 gallons
Use provided test strips. Check the temperature of the water for recommend temperature of 75-120 degrees Fahrenheit.	½ tsp.	1 tsp.	1/4 cup

- The sanitizing solution will be measured, tested, and placed into red sanitization bins and used to wipe down surfaces that will then air-dry.
- The third bay in the bay sinks will be filled with the solution, in order to soak utensils, cookware and labware, for a minimum of one (1) minute, and will air-dry.
- Agents will ensure that all wiping cloths are soaked with sanitizer when cleaning food contact surfaces (like cutting boards, prep tables, slicers, etc.) and stored in sanitizer when not in use.
- Sanitizer buckets will be set up at all times in areas where food is being handled. Agents will check sanitizer solutions frequently to ensure that they are at the correct concentration, using the proper test strips for the type of sanitizing chemical that they are using.
- Sanitizer solutions will be changed as needed to properly sanitize food contact surfaces.
- Cleaning of all equipment, work surfaces, laboratory glassware and kitchen cookware can be challenging given the non-aqueous nature of cannabis concentrate. Often, strong solvents such as acetone must be used to chemically dissolve hard-to-clean cannabis concentrate. When acetone is used to clean surfaces, a solvent respirator must be worn to prevent inhalation of fumes. When acetone is used to clean lab glass and utensils, soaking must be done under the fume hood located in the BWell facility, at all times. Used solvent will be disposed of in the provided solvent-waste bin, which is only to be removed by a chemical waste disposal professional.
- Equipment and utensils utilized in the BWell facility be so designed and of such material and workmanship as to be adequately cleanable.

Training

All agents will complete mandatory safety training sessions. BWell agents and BWell management will have the following responsibilities when it comes to health and safety:

- BWell Management:

BWell Holdings, Inc ("BWell" or the "Company"), a Marijuana Establishment to be located Provincetown, MA, has established the following Standard Operating Procedures.

- Ensure the health and safety of all agents.
- Correct any workplace conditions that are hazardous to the health and safety of agents.
- Inform agents about any remaining hazards.
- Make copies of the OSHA Regulations and any workers compensation requirements available by posting throughout the facility.
- Ensure agents know their rights and responsibilities under OSHA Regulations and the Commission's requirements and that they comply with them.
- Provide and maintain protective devices, equipment, and clothing, and ensure that agents use them.
- Provide agents with education, supervision, and training specific to equipment.
- Perform ongoing reviews and updates to policies and procedures as needed.
- BWell Agents:
 - Take care to protect health and safety and the health and safety of others who may be affected by individual actions.
 - Comply with all regulations and other legal requirements.
 - Follow established safe work procedures.
 - Use the required personal protective equipment.
 - Refrain from horseplay or similar conduct that may endanger others.
 - Ensure individual ability to work safely is not impaired by drugs or alcohol.
 - Report accidents and other incidents (including near misses) to the manager on duty.
 - Report the following to the manager on duty:
 - A hazard that might endanger BWell agents;
 - A problem with personal protective equipment or clothing; or
 - Any suggestions to improve workplace safety.

Cleanliness & Sanitation Training:

BWell will combine its existing successful agent training program, supplemented with Commission rules and cannabis specific training to provide exhaustive training curricula to all agents. BWell's training will include USDA Good Handling Practices and Quality Systems, FDA Current Good Manufacturing Practices, and sickness or illness policies. Agents who handle cannabis will receive hygiene training with specific attention to preventing microbial contamination. All employees will receive, at a minimum, the following quality assurance and contamination prevention training:

- USDA Good Handling Practices and Quality Systems, including but not limited to 21 CFR part 110.
- Product care, inspection, and maintenance techniques.
- Company policies which prohibit employees showing signs of illness, open wounds, sores, or skin infections from handling cannabis or materials that come into contact with cannabis.
- Hygiene training for employees who handle cannabis with specific attention to preventing microbial contamination.
- Handwashing requirements, including washing hands with soap and hot water before beginning work, after using the bathroom, and after meal breaks.
- Quality assurance procedures and consequences of failing to follow the company's established processes; and
- ServSafe certification training.

BWell Lab and Production Agent Health and Safety Program

BWell Holdings, Inc ("BWell" or the "Company"), a Marijuana Establishment to be located Provincetown, MA, has established the following Standard Operating Procedures.

BWell has identified eight basic components which have been identified to help prevent accidents and injuries from happening in the BWell facility, as well as to help deal effectively with any incidents that do occur. These components are:

- Hazard Identification & Risk Control—determine which hazards are present in the workplace and take steps to eliminate or minimize such hazard.
- Safe Work Procedures:
 - Dealing with wet surfaces;
 - Wearing proper personal protective equipment and clothing;
 - Handling solvents with use of protective gloves and proper ventilation; and
 - Using proper body mechanics when lifting heavy objects.
- Orientation, Education, Training & Supervision—properly prepare agents for job duties and ensure policies and procedures are consistently followed.
- Safety Inspections—regular safety inspections throughout the BWell facility, which will help identify workplace hazards so that they can be eliminated or controlled.
- Incident Investigation—determine cause of accident or injury and implement preventive measures.
- Health and Safety Meetings—regular meetings to provide an opportunity for agents and managers to communicate any concerns about health and safety.
- First Aid—determine what level of first aid is necessary on-site.
- Records & Statistics—maintain documentation to help identify recurring problems and ensure that hazardous conditions are corrected.

An annual Health and Safety Program review will be carried out to address current concerns.

When selling or otherwise transferring marijuana to another marijuana establishment, BWell will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

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ENERGY COMPLIANCE PLAN

BWell Holdings, Inc ("BWell") has identified potential energy use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities.

BWell has considered opportunities for renewable energy generation (including wind and solar options) and has determined that such options are too expensive at this time, although BWell may reconsider at a future date. Nevertheless, our team is dedicated to consistently striving for sustainability and emissions reduction. BWell is pursuing multiple strategies to reduce electric demand. Programs may include lighting schedules, active load management, and energy storage programs. BWell will create an energy efficient lighting plan including the usage of energy saving light bulbs.

BWell plans on engaging with the energy efficiency program offered by Mass Save and will coordinate with Provincetown officials to identify other potential energy saving programs and initiatives.

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DIVERSITY PLAN

Overview

BWell Holdings, Inc. ("BWell") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who identify as LGBTQ+.

To support such populations, BWell has created the following Diversity Plan (the "Plan") and has identified and created goals/programs to promote equity in BWell's operations.

Goals

In order for BWell to promote equity for the above-listed groups in its operations, BWell has established the following goals:

1. BWell will recruit from diverse talent pools to provide access to a larger range of candidates with the goal that at least 25% of BWell's workforce is comprised of women and at least 25% of BWell's workforce is comprised of individuals identifying as LGBTQ+;
2. BWell will train and educate all of its employees through one (1) annual, mandatory training session on unconscious bias; and
3. BWell will hold two (2) annual employee feedback forums to solicit input on and discussion of BWell's diversity initiatives.

Programs

BWell has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

1. Recruiting at BWell:
 - a. BWell will create employment opportunity postings on diverse job boards (as positions become available, but not less than annually) such as Diversity Working.com.
 - b. BWell will highlight diversity in the career opportunities section of BWell's website (as positions become available, but not less than annually); and
 - c. BWell will establish and utilize a diverse interview panel to help uncover unconscious biases and improve the equity principles of BWell's entire recruitment process. The interview panel, apart from any interview processes, will meet not less than semiannually to review and discuss any and all equity principles and initiatives underpinning BWell's recruitment processes.
2. Training and Education at BWell:
 - a. BWell will hold annual, mandatory unconscious bias training for all of its employees to ensure they are more sensitive to biases and help them learn how

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to avoid bias in recruitment and training. Training topics may include bias triggers; affinity bias; attribution bias; confirmation bias; confronting bias; and the deleterious effects of bias; and

- b. BWell will provide a dedicated time and place (not less than semiannually) for an employee forum on diversity topics to help our employees learn how to address diversity and equity in the cannabis industry and in BWell's operations. BWell will use these forums to inform any adjustments that need to be made to this Plan and BWell's equity initiatives generally and will solicit written feedback via anonymous surveys from its employees during these sessions.

Measurements

The Dispensary Manager and Production Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure BWell continues to meet its commitments. Such measurable outcomes, in accordance with BWell's goals and programs described above, include:

1. Recruiting at BWell:
 - a. A semiannual workforce diversity report with respect to BWell's employees to evaluate BWell's diversity hiring, which will be supplemented by anonymous, voluntary diversity questionnaires submitted by employees;
 - b. A copy of all employment opportunities published on diverse job boards;
 - c. A copy of all career opportunities published on BWell's website; and
 - d. Venue, agendas, names and number of attendees for BWell's semiannual meetings of its interview panel.
2. Training at BWell:
 - a. Venue, agendas, names and number of attendees, and training session evaluations completed by attendees for unconscious bias training; and
 - b. Venue, agendas, names and number of attendees, and anonymous surveys completed by attendees at BWell's semiannual employee diversity forums.

Beginning upon receipt of BWell's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, BWell will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Dispensary Manager and Production Manager will review and evaluate BWell's measurable outcomes no less than semiannually to ensure that BWell is meeting its commitments. BWell is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

- BWell will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures.

- Any actions taken, or programs instituted, by BWell will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

END