



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR282825
Original Issued Date: 04/09/2020
Issued Date: 04/09/2020
Expiration Date: 04/09/2021
Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: BWell Holdings, Inc
Phone Number: 617-283-9806 Email Address: karen@bwell.life
Business Address 1: 220 Commercial St Business Address 2: Unit 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: 80 Percentage Of Control: 80

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: 20 Percentage of Ownership: 20

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: Sole beneficiary of The Judy K. Mencher Trust (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 Road 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

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 220 Commercial St

Establishment Address 2: Unit 2

Establishment City: Provincetown Establishment Zip Code: 02657

Approximate square footage of the establishment: 1000 How many abutters does this property have?: 153

Have all property abutters 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	5d754d673567ed1db89e2126	09/08/2019
Community Outreach Meeting Documentation	BWell_COM Attestation and Documentation_220 Commercial Street.pdf	pdf	5e38940e69dc9d0456db71e4	02/03/2020
Plan to Remain Compliant with Local Zoning	BWell_Plan to Remain Compliant with Local Zoning_220 Commercial St.pdf	pdf	5e38a1cf5a2369047f224092	02/03/2020

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	BWell_Plan for Positive Impact.pdf	pdf	5e39937961c9e9045a790deb	02/04/2020

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: Shareholder
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	5d1a60a9748dc71348c3b71c	07/01/2019
Secretary of Commonwealth - Certificate of Good Standing	mass cert good standing.pdf	pdf	5d7bba560473c3226f35d372	09/13/2019
Department of Revenue - Certificate of Good standing	mass DOR cert of good standing.pdf	pdf	5d7fd4aa3aff472290ba1a46	09/16/2019
Bylaws	BWell Holdings_Bylaws_Updated.pdf	pdf	5e34442a7b9883042b36fe5e	01/31/2020

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 Date
Proposed Timeline	BWell Timeline.pdf	pdf	5d8258e03567ed1db89e3f09	09/18/2019

Business Plan	BWell_Business Plan.pdf	pdf	5e38a5be64339304b08fd9b8	02/03/2020
Plan for Liability Insurance	BWell_Plan to Obtain Liability Insurance.pdf	pdf	5e38a88b61c9e9045a790cb9	02/03/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Obtaining marijuana for re-sale.pdf	pdf	5d825d1ec544c91e011c93b7	09/18/2019
Dispensing procedures	Dispensing procedures .pdf	pdf	5d83c5fd271f0d1dcdf33be0	09/19/2019
Security plan	Security Amended.pdf	pdf	5e275c845a2369047f2219ae	01/21/2020
Transportation of marijuana	Transportation of Marijuana Amended.pdf	pdf	5e275cf761c9e9045a78e5d9	01/21/2020
Personnel policies including background checks	Personnel Amended.pdf	pdf	5e275df7813339048c3f885d	01/21/2020
Record Keeping procedures	Record Keeping Amended.pdf	pdf	5e275e8c02a6e70453528a23	01/21/2020
Maintaining of financial records	Maintenance of Financial Records Amended.pdf	pdf	5e275eb9fe55e40432f6c501	01/21/2020
Quality control and testing	QC and Testing Amended.pdf	pdf	5e276007d43df3043d4b4e1c	01/21/2020
Storage of marijuana	Storage Amended.pdf	pdf	5e27642581ae16046bec4e33	01/21/2020
Prevention of diversion	Prevention of Diversion Amended.pdf	pdf	5e304f8d69dc9d0456db5e4a	01/28/2020
Diversity plan	Diversity Plan Amended.pdf	pdf	5e3050c54fa2b0047569ec3a	01/28/2020
Qualifications and training	Qualifications and Trainings for Agents Amended.pdf	pdf	5e30662c64339304b08fc642	01/28/2020
Inventory procedures	BWell_Inventory Procedures.pdf	pdf	5e38ade77b9883042b370676	02/03/2020
Restricting Access to age 21 and older	BWell_Plan for Restricting Access.pdf	pdf	5e38aec51c3b1d04a32b0ae6	02/03/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

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

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 10:00 PM
Tuesday From: 10:00 AM	Tuesday To: 10:00 PM
Wednesday From: 10:00 AM	Wednesday To: 10:00 PM
Thursday From: 10:00 AM	Thursday To: 10:00 PM
Friday From: 10:00 AM	Friday To: 10:00 PM
Saturday From: 10:00 AM	Saturday To: 10:00 PM
Sunday From: 10:00 AM	Sunday To: 10:00 PM



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 through the Judy K. Mencher Trust and Advisor). As we grow a CEO will be brought on through partnership/ownership.

Products & Services

Aside from the dispensing of dried cannabis and concentrates which are our core products, BWell will eventually 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 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.

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%.

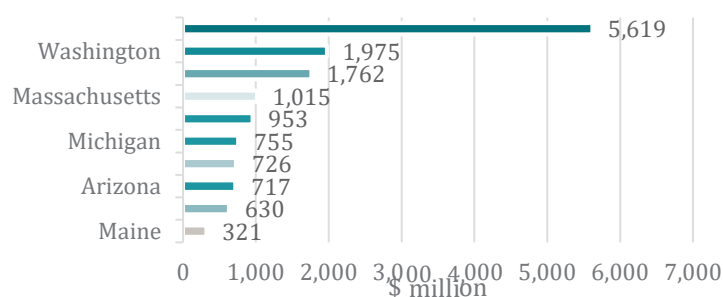


Figure 1. Medical and recreational cannabis sales in top states, 2020

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 market provides the opportunity to capture \$100 million 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 as 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.

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. BWell also intends to allocate 3% of dispensary and 1% of production wholesale sales to schools, different community programs and infrastructure of Provincetown. 1% of all sales will be donated to a charity that works with the Provincetown community.

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 Obtain Liability Insurance

BWell will contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. BWell will consider additional coverage based on availability and cost-benefit analysis.

If adequate coverage is unavailable at a reasonable rate, BWell will place in escrow at least \$250,000 to be expended for liabilities coverage (or such other amount approved by the Commission). Any withdrawal from such escrow will be replenished within 10 business days of any expenditure. BWell will keep reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

At this time, BWell plans to obtain all necessary liability insurance through Corcoran & Havlin, as listed below. This agency has worked with numerous marijuana dispensaries.

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

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

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant 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).

I, Karen Nash, (*insert name*) attest as an authorized representative of BWell Holdings, Inc (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on July 24, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on July 16, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on June 30, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on June 30, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment 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 Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.



Order Confirmation

Attachment A

Ad Order Number

0000801914

Customer

BWELL

PO Number**Sales Rep.**

mcdermottf

Customer Account

52178

Ordered By

Email-Karen

Customer Address

336 COMMERCIAL ST #5
PROVINCETOWN MA 02657 USA

Customer Fax**Customer Email**

karen@bwell.life

Customer Phone

617-283-9806

Total Amount

\$271.05

Payment Method**Payment Amount**

\$0.00

Amount Due

\$271.05

Ad Number

0000801914-01

Pick Up**Placement**

Legals CC - CLS

Position

Legal Ads C-Legal

Run Dates

7/16/2019

Classification: Legal Ads CLS

NOTICE OF COMMUNITY OUTREACH MEETING

BWell, Inc.
for a proposed Marijuana Establishment
at 220 Commercial Street, Unit 2, Provincetown, Massachusetts

The Community Outreach Meeting is scheduled for Wednesday July 24, 2019 at 10:00AM at 336 Commercial Street, Unit 5, Provincetown, Massachusetts, when representatives of BWell will outline its proposal to site a retail dispensary at 220 Commercial Street, Unit 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.

7/16/19

Signature of approval:

7/12/2019 2:33:00PM

NOTICE OF COMMUNITY OUTREACH MEETING

**BWell, Inc.
for a proposed Marijuana Establishment
at 220 Commercial Street, Unit 2, Provincetown, Massachusetts**

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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.

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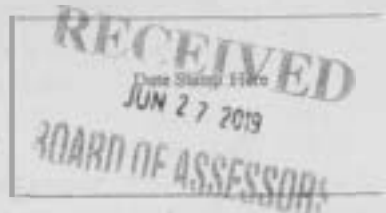
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5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

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.

Fee Paid: 25
 Cash: cash
 Check: cash
 Extra Fees: cash
 Mailing: cash
 Extra Labels: cash
 Entered in Log: cash



Town of Provincetown
 DME/Assessor
CERTIFIED ABUTTERS LIST



Person Making Request	Karen Hach		
Address	11 Conant St		
Phone (Home)	(019) 243-9414	Phone (Work/Biz)	

Property Location (Street Address)	220 Commercial St
Map/Parcel Number	11-3-0341 - 001

Board of Submission	Criteria	Criteria Met	Criteria	Criteria Met	Criteria Met
Board of Health	Immed. Abutters	<input type="checkbox"/>	Commercial Community	100 Feet	<input type="checkbox"/>
Cape Cod Commission	Immed. Abutters	<input type="checkbox"/>	Planning Board	75 Feet	<input type="checkbox"/>
Curb Cut	Immed. Abutters	<input type="checkbox"/>	Signage License	500 Feet	<input type="checkbox"/>
Historic District Commission	75 Feet	<input type="checkbox"/>	Marine Community Outreach	300 Feet	<input checked="" type="checkbox"/>
Pole Placement	Immed. Abutters	<input type="checkbox"/>	Zoning Board of Appeals	300 Feet	<input type="checkbox"/>

Certification

I certify to the Board of Submission (see above) that the following list contains all parties in interest and their addresses, as set forth in Massachusetts General Laws, c. 40A, § 11, consisting of persons who are owners of land immediately abutting the above identified property, owners of land directly opposite said property on any street or way, abutters to abutters within (see above criteria) feet of the said property, and/or parties in interest all as they appear on the most recent applicable tax list.

This certification shall be valid for a period of thirty (30) days from date of process.

Scott Fable
 Principal Assessor

(We have ten days to process request)

Key	Parcel ID	Owner	Location	Mailing Street	Mailing City	ST	Zip	County
1473	7-4-0-000-01							
1474	7-4-0-000-02							
1475	7-4-0-000-03							
1476	7-4-0-000-04							
1477	7-4-0-000-05							
1478	7-4-0-000-06							
1479	7-4-0-000-07							
1480	7-4-0-000-08							
1481	7-4-100-01							
1482	7-4-100-02							
1483	7-4-100-03							
1484	7-4-100-04							
1485	7-4-100-05							
1486	7-4-100-06							
1487	7-4-100-07							
1488	7-4-100-08							
1489	7-4-100-09							
1490	7-4-100-10							
1491	7-4-100-11							
1492	7-4-100-12							
1493	7-4-100-13							
1494	7-4-100-14							
1495	7-4-100-15							
1496	7-4-100-16							
1497	7-4-100-17							
1498	7-4-100-18							
1499	7-4-100-19							
1500	7-4-100-20							
1501	7-4-100-21							
1502	7-4-100-22							
1503	7-4-100-23							
1504	7-4-100-24							
1505	7-4-100-25							
1506	7-4-100-26							
1507	7-4-100-27							
1508	7-4-100-28							
1509	7-4-100-29							
1510	7-4-100-30							
1511	7-4-100-31							
1512	7-4-100-32							
1513	7-4-100-33							
1514	7-4-100-34							
1515	7-4-100-35							
1516	7-4-100-36							
1517	7-4-100-37							
1518	7-4-100-38							
1519	7-4-100-39							
1520	7-4-100-40							
1521	7-4-100-41							
1522	7-4-100-42							
1523	7-4-100-43							
1524	7-4-100-44							
1525	7-4-100-45							
1526	7-4-100-46							
1527	7-4-100-47							
1528	7-4-100-48							
1529	7-4-100-49							
1530	7-4-100-50							
1531	7-4-100-51							
1532	7-4-100-52							
1533	7-4-100-53							
1534	7-4-100-54							
1535	7-4-100-55							
1536	7-4-100-56							
1537	7-4-100-57							
1538	7-4-100-58							
1539	7-4-100-59							
1540	7-4-100-60							
1541	7-4-100-61							
1542	7-4-100-62							
1543	7-4-100-63							
1544	7-4-100-64							
1545	7-4-100-65							
1546	7-4-100-66							
1547	7-4-100-67							
1548	7-4-100-68							
1549	7-4-100-69							
1550	7-4-100-70							
1551	7-4-100-71							
1552	7-4-100-72							
1553	7-4-100-73							
1554	7-4-100-74							
1555	7-4-100-75							
1556	7-4-100-76							
1557	7-4-100-77							
1558	7-4-100-78							
1559	7-4-100-79							
1560	7-4-100-80							
1561	7-4-100-81							
1562	7-4-100-82							
1563	7-4-100-83							
1564	7-4-100-84							
1565	7-4-100-85							
1566	7-4-100-86							
1567	7-4-100-87							
1568	7-4-100-88							
1569	7-4-100-89							
1570	7-4-100-90							
1571	7-4-100-91							
1572	7-4-100-92							
1573	7-4-100-93							
1574	7-4-100-94							
1575	7-4-100-95							
1576	7-4-100-96							
1577	7-4-100-97							
1578	7-4-100-98							
1579	7-4-100-99							
1580	7-4-100-100							

Key	Panel ID	Owner	Location	Material Group	Material ID	Material Description
1818	11-1-13-003-R					
1819	11-1-13-004-R					
1821	11-1-14-0-R					
1822	11-1-15-0-R					
1823	11-1-16-00A-R					
1824	11-1-16-00B-R					
1825	11-1-16-00C-R					
1826	11-1-16-00D-R					
1827	11-1-17-0-R					
1828	11-1-18-0-R					
1829	11-1-19-0-R					
1830	11-1-20-0-R					
1831	11-1-21-000-R					
1832	11-1-22-00A-R					
1833	11-1-22-00B-R					
1834	11-1-22-00C-R					
1835	11-1-22-00D-R					
1836	11-1-22-00E-R					
1837	11-1-22-00F-R					
1838	11-1-22-00G-R					
1839	11-1-22-00H-R					
1840	11-1-22-00I-R					
1841	11-1-22-00J-R					
1842	11-1-22-00K-R					
1843	11-1-22-00L-R					
1844	11-1-22-00M-R					
1845	11-1-22-00N-R					
1846	11-1-22-00O-R					
1847	11-1-22-00P-R					
1848	11-1-22-00Q-R					
1849	11-1-22-00R-R					
1850	11-1-22-00S-R					
1851	11-1-22-00T-R					
1852	11-1-22-00U-R					
1853	11-1-22-00V-R					
1854	11-1-22-00W-R					
1855	11-1-22-00X-R					
1856	11-1-22-00Y-R					
1857	11-1-22-00Z-R					
1858	11-1-22-00A-R					
1859	11-1-22-00B-R					
1860	11-1-22-00C-R					
1861	11-1-22-00D-R					
1862	11-1-22-00E-R					
1863	11-1-22-00F-R					
1864	11-1-22-00G-R					
1865	11-1-22-00H-R					
1866	11-1-22-00I-R					
1867	11-1-22-00J-R					
1868	11-1-22-00K-R					
1869	11-1-22-00L-R					
1870	11-1-22-00M-R					
1871	11-1-22-00N-R					
1872	11-1-22-00O-R					
1873	11-1-22-00P-R					
1874	11-1-22-00Q-R					
1875	11-1-22-00R-R					
1876	11-1-22-00S-R					
1877	11-1-22-00T-R					
1878	11-1-22-00U-R					
1879	11-1-22-00V-R					
1880	11-1-22-00W-R					
1881	11-1-22-00X-R					
1882	11-1-22-00Y-R					
1883	11-1-22-00Z-R					
1884	11-1-22-00A-R					
1885	11-1-22-00B-R					
1886	11-1-22-00C-R					
1887	11-1-22-00D-R					
1888	11-1-22-00E-R					
1889	11-1-22-00F-R					
1890	11-1-22-00G-R					
1891	11-1-22-00H-R					
1892	11-1-22-00I-R					
1893	11-1-22-00J-R					
1894	11-1-22-00K-R					
1895	11-1-22-00L-R					
1896	11-1-22-00M-R					
1897	11-1-22-00N-R					
1898	11-1-22-00O-R					
1899	11-1-22-00P-R					
1900	11-1-22-00Q-R					
1901	11-1-22-00R-R					
1902	11-1-22-00S-R					
1903	11-1-22-00T-R					
1904	11-1-22-00U-R					
1905	11-1-22-00V-R					
1906	11-1-22-00W-R					
1907	11-1-22-00X-R					
1908	11-1-22-00Y-R					
1909	11-1-22-00Z-R					
1910	11-1-22-00A-R					
1911	11-1-22-00B-R					
1912	11-1-22-00C-R					
1913	11-1-22-00D-R					
1914	11-1-22-00E-R					
1915	11-1-22-00F-R					
1916	11-1-22-00G-R					
1917	11-1-22-00H-R					
1918	11-1-22-00I-R					
1919	11-1-22-00J-R					
1920	11-1-22-00K-R					
1921	11-1-22-00L-R					
1922	11-1-22-00M-R					
1923	11-1-22-00N-R					
1924	11-1-22-00O-R					
1925	11-1-22-00P-R					
1926	11-1-22-00Q-R					
1927	11-1-22-00R-R					
1928	11-1-22-00S-R					
1929	11-1-22-00T-R					
1930	11-1-22-00U-R					
1931	11-1-22-00V-R					
1932	11-1-22-00W-R					
1933	11-1-22-00X-R					
1934	11-1-22-00Y-R					
1935	11-1-22-00Z-R					
1936	11-1-22-00A-R					
1937	11-1-22-00B-R					
1938	11-1-22-00C-R					
1939	11-1-22-00D-R					
1940	11-1-22-00E-R					
1941	11-1-22-00F-R					
1942	11-1-22-00G-R					
1943	11-1-22-00H-R					
1944	11-1-22-00I-R					
1945	11-1-22-00J-R					
1946	11-1-22-00K-R					
1947	11-1-22-00L-R					
1948	11-1-22-00M-R					
1949	11-1-22-00N-R					
1950	11-1-22-00O-R					
1951	11-1-22-00P-R					
1952	11-1-22-00Q-R					
1953	11-1-22-00R-R					
1954	11-1-22-00S-R					
1955	11-1-22-00T-R					
1956	11-1-22-00U-R					
1957	11-1-22-00V-R					
1958	11-1-22-00W-R					
1959	11-1-22-00X-R					
1960	11-1-22-00Y-R					
1961	11-1-22-00Z-R					
1962	11-1-22-00A-R					
1963	11-1-22-00B-R					
1964	11-1-22-00C-R					
1965	11-1-22-00D-R					
1966	11-1-22-00E-R					
1967	11-1-22-00F-R					
1968	11-1-22-00G-R					
1969	11-1-22-00H-R					
1970	11-1-22-00I-R					
1971	11-1-22-00J-R					
1972	11-1-22-00K-R					
1973	11-1-22-00L-R					
1974	11-1-22-00M-R					
1975	11-1-22-00N-R					
1976	11-1-22-00O-R					
1977	11-1-22-00P-R					
1978	11-1-22-00Q-R					
1979	11-1-22-00R-R					
1980	11-1-22-00S-R					
1981	11-1-22-00T-R					
1982	11-1-22-00U-R					
1983	11-1-22-00V-R					
1984	11-1-22-00W-R					
1985	11-1-22-00X-R					
1986	11-1-22-00Y-R					
1987	11-1-22-00Z-R					
1988	11-1-22-00A-R					
1989	11-1-22-00B-R					
1990	11-1-22-00C-R					
1991	11-1-22-00D-R					
1992	11-1-22-00E-R					
1993	11-1-22-00F-R					
1994	11-1-22-00G-R					
1995	11-1-22-00H-R					
1996	11-1-22-00I-R					
1997	11-1-22-00J-R					
1998	11-1-22-00K-R					
1999	11-1-22-00L-R					
2000	11-1-22-00M-R					
2001	11-1-22-00N-R					
2002	11-1-22-00O-R					
2003	11-1-22-00P-R					
2004	11-1-22-00Q-R					
2005	11-1-22-00R-R					
2006	11-1-22-00S-R					
2007	11-1-22-00T-R					
2008	11-1-22-00U-R					
2009	11-1-22-00V-R					
2010	11-1-22-00W-R					
2011	11-1-22-00X-R					
2012	11-1-22-00Y-R					
2013	11-1-22-00Z-R					
2014	11-1-22-00A-R					
2015	11-1-22-00B-R					
2016	11-1-22-00C-R					
2017	11-1-22-00D-R					
2018	11-1-22-00E-R					
2019	11-1-22-00F-R					
2020	11-1-22-00G-R					
2021	11-1-22-00H-R					
2022	11-1-22-00I-R					
2023	11-1-22-00J-R					
2024	11-1-22-00K-R					
2025	11-1-22-00L-R					
2026	11-1-22-00M-R					
2027	11-1-22-00N-R					
2028	11-1-22-00O-R					
2029	11-1-22-00P-R					
2030	11-1-22-00Q-R					
2031	11-1-22-00R-R					
2032	11-1-22-00S-R					
2033	11-1-22-00T-R					
2034	11-1-22-00U-R					
2035	11-1-22-00V-R					
2036	11-1-22-00W-R					
2037	11-1-22-00X-R					
2038	11-1-22-00Y-R					
2039	11-1-22-00Z-R					
2040	11-1-22-00A-R					
2041	11-1-22-00B-R					
2042	11-1-22-00C-R					
2043	11-1-22-00D-R					
2044	11-1-22-00E-R					
2045	11-1-22-00F-R					
2046	11-1-22-00G-R					
2047	11-1-22-00H-R					
2048	11-1-22-00I-R					
2049	11-1-22-00J-R					
2050	11-1-22-00K-R					
2051	11-1-22-00L-R					
2052	11-1-22-00M-R					
2053	11-1-22-00N-R					
2054	11-1-22-00O-R					
2055	11-1-22-00P-R					
2056	11-1-22-00Q-R					
2057	11-1-22-00R-R					
2058	11-1-22-00S-R					
2059	11-1-22-00T-R					

Key	Parcel ID	Owner	Location	Market Street	Market City	ST To/Of County
0101	11-3-33-000-6					
0102	11-3-33-000-7					
0103	11-3-33-000-8					
0104	11-3-33-000-9					
0105	11-3-33-000-10					
0106	11-3-33-000-11					
0107	11-3-33-000-12					
0108	11-3-33-000-13					
0109	11-3-33-000-14					
0110	11-3-33-000-15					
0111	11-3-33-000-16					
0112	11-3-33-000-17					
0113	11-3-33-000-18					
0114	11-3-33-000-19					
0115	11-3-33-000-20					
0116	11-3-33-000-21					
0117	11-3-33-000-22					
0118	11-3-33-000-23					
0119	11-3-33-000-24					
0120	11-3-33-000-25					
0121	11-3-33-000-26					
0122	11-3-33-000-27					
0123	11-3-33-000-28					
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0125	11-3-33-000-30					
0126	11-3-33-000-31					
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0129	11-3-33-000-34					
0130	11-3-33-000-35					
0131	11-3-33-000-36					
0132	11-3-33-000-37					
0133	11-3-33-000-38					
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0141	11-3-33-000-46					
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0143	11-3-33-000-48					
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0191	11-3-33-000-96					
0192	11-3-33-000-97					
0193	11-3-33-000-98					
0194	11-3-33-000-99					
0195	11-3-33-000-100					

Key	Parcel ID	Owner	Location	Market Street	Market City	ST	ParCo	Country
1990	11-3-48-0-R							
1991	11-3-49-0-R							
1995	11-3-53-0-R							
1996	11-3-54-0-R							
1997	11-3-55-0-R							
1998	11-3-56-0-R							
1999	11-3-57-0-R							
1960	11-3-58-1-001-R							
1961	11-3-58-1-002-R							
1962	11-3-58-2-003-R							
1963	11-3-59-0-R							
1964	11-3-60-0-R							
1965	11-3-61-0-R							
1966	11-3-62-0-R							
1967	11-3-63-0-R							

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 Remain Compliant with Local Zoning

BWell will remain in compliance at all times with the local zoning requirements set forth in the Town of Provincetown's (the "Town" or "Provincetown") Zoning By-laws. Article 1 of the Zoning By-laws specifically defines the following:

- "Marijuana Establishment – Retailer" means an entity licensed to purchase and deliver marijuana and marijuana products from Marijuana Establishments and to deliver, sell or otherwise transfer marijuana and marijuana products to Marijuana Establishments and to consumers. Shall include those institutions authorized to dispense medical marijuana.
- "Marijuana Establishment – Industrial" means a marijuana cultivator, independent testing laboratory, marijuana product manufacturer, or any other type of licensed marijuana-related business.

As per Section 2440 of the Zoning By-laws, Marijuana Establishment – Retailer and Marijuana Establishment – Industrial facilities are allowed in the General Commercial ("GC") and Town Commercial Center ("TCC") zoning districts, pursuant to receipt of a Special Permit for such a facility.

The Planning Board is the Special Permit Granting Authority for Marijuana Establishments. No facility or business is 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. Special Permits lapse three years following grant thereof (plus such time required to pursue or await the determination of an appeal referred to in Sec. 17, Ch. 40A, G.L.) if a substantial use thereof or construction has not sooner commenced except for good cause as determined by the Special Permit Granting Authority (i.e. the Planning Board).

BWell's proposed Marijuana Establishment – Retailer facility (at 220 Commercial Street, Provincetown) is located in the TCC zoning district. The proposed Marijuana Establishment – Retailer facility is not located within a radius of 100 feet of a school or daycare center. BWell was required by the Town to apply for a special permit and appear in front of the Planning Board for BWell's proposed Marijuana Establishment – Retailer facility. BWell's special permit was approved on September 12, 2019.

BWell will appear in front of the Provincetown licensing board upon receiving a final license from the Commission. At that time, BWell will pay any required marijuana establishment fees, and BWell will renew the Marijuana Establishment – Retailer license on an annual basis.

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



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
		<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

**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
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0412211072
Notice Date: September 13, 2019
Case ID: 0-000-730-206



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



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.

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:

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

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 of all gender identities and sexual orientations.¹

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 50% of BWell's workforce is comprised of women, minorities, veterans, people with disabilities, or people identifying as LGBTQ+ and at least 20% of Senior Management is comprised of women, minorities, veterans, people with disabilities, or people identifying as LGBTQ+; and
2. BWell will Train and Educate all of its employees on unconscious bias and equity initiatives through annual, mandatory training sessions and meetings.

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 (largest online diversity job board); Hire Autism (made for individuals on the autism spectrum); Hire Purpose (job seeking veterans, service members and military spouses); and Recruit Disability (job seekers who have disabilities).
 - 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,

¹ As per 935 CMR 500.101(1)(c)(8)(k) as promulgated on 11/1/19 and the Commission's *Guidance on Required Positive Impact Plans and Diversity Plans* as revised 2/25/19. For purposes of this Diversity Plan, BWell is interpreting "[p]eople of all gender identities and sexual orientations" to mean people identifying as LGBTQ+.

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

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 to avoid bias in recruitment and training; and
- b. BWell will provide a dedicated time and place (not less than semiannually) for discussing 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 discussions 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 meetings.

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 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

- 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

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

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

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

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.

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

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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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;

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- 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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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.

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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);

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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

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

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. Any employee infractions 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, visitor, or agent shall not be admitted to the premises unless BWell has verified that the individual, visitor, or agent 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 BWell's premises without first producing a valid, state or federal, photo ID;
- All employees and registered agents must be 21 years of age or older as required by 935 CMR 500.030.
- Valid ID must be presented to the Security Guard Agent at the entrance to the premises, **and** again at the POS station at BWell's retail facility for data-entry purposes;
- Visual inspection of the proper ID ensuring it belongs to the customer presenting such identification;
- Electronic inspection software of the proper ID may also be performed by utilizing ID scanning technology:
 - These ID scanners are designed to validate the age based on ID submitted for ID verification ID (driver's license, military ID, passport or other government issued ID);
 - No internet connection required;
 - Group classification lists, for example, black list, VIP list;
 - Stores and manage visitor profiles;
 - Multiple entry alert message;
 - Design and printing badges, reports, applications; and
 - IN/OUT tracking feature.
- 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 wait outside the facility or off the premises. Should the person refuse, the matter should be elevated to a Manager who may, if necessary, contact local law enforcement for assistance in removing the person from the premises;
- In accordance with 935 CMR 500.150, BWell will not sell more than one ounce of marijuana or five grams of marijuana concentrate to a consumer per transaction at its retail facility;
- Unauthorized sales and right to refuse sales at the retail facility:

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- BWell will refuse to sell marijuana to any consumer who is unable to produce valid proof of identification;
- BWell will refuse to sell marijuana products to a consumer if, in the opinion of the marijuana establishment agent based on the information available to the agent at that time, the consumer or the public would be placed at risk;
- BWell will not sell to an individual more than one ounce of marijuana or five grams of marijuana concentrate per transaction;
- BWell is prohibited from selling marijuana products containing nicotine;
- BWell is prohibited from selling marijuana products containing alcohol, if sales of such alcohol would require licensure pursuant to M.G.L. c. 138.

END

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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; and Massachusetts residents with parents or spouses who have drug convictions.

Goals

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 and Massachusetts residents with parents or spouses who have drug convictions.

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

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

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

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