



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284729
Original Issued Date: 01/26/2023
Issued Date: 01/26/2023
Expiration Date: 01/26/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: BeWell Organic Medicine, Inc.

Phone Number: 917-612-7987 Email Address: sgrant@publicpolicylaw.com

Business Address 1: 92 Bolt Street

Business Address 2:

Business City: Lowell

Business State: MA

Business Zip Code: 01852

Mailing Address 1: 92 Bolt Street

Mailing Address 2:

Mailing City: Lowell

Mailing State: MA

Mailing Zip Code: 01852

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

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: BeWell Organic Medicine, Inc.

Department of Public Health RMD Registration Number: RMD1245

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 40 Percentage Of Control: 16

Role: Owner / Partner

Other Role:

First Name: Anthony

Last Name: Banks

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 40 Percentage Of Control: 16

Role: Owner / Partner Other Role:

First Name: Paul Last Name: Hearn Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 1 Percentage Of Control: 16

Role: Director Other Role:

First Name: George Last Name: Zalucki Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control: 20

Role: Executive / Officer Other Role:

First Name: Matthew Last Name: Richman Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: BeWell Organic Medicine, Inc. Entity DBA:

Email: mrichamn@bewell420.com Phone: 978-989-1204

Address 1: 9 Bolt Street Address 2:

City: Lowell State: MA Zip Code: 01852

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$34500 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Date generated: 05/01/2023

Individual 1

First Name: Anthony Last Name: Banks Suffix:
Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 2

First Name: Paul Last Name: Hearn Suffix:
Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 3

First Name: Matthew Last Name: Richman Suffix:
Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 4

First Name: George Last Name: Zalucki Suffix:
Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 17 Broad Street
Establishment Address 2:
Establishment City: Merrimac Establishment Zip Code: 01860
Approximate square footage of the establishment: 3170 How many abutters does this property have?: 65
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	HCA Certification Bewell Merrimac signed TB.pdf	pdf	6320d45344fa35000aed6e23	09/13/2022
Community Outreach Meeting Documentation	Bewell Community Presentation v3M (002).pdf	pdf	6324d4f7d87e7d0009e4c5d9	09/16/2022
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 2022.pdf	pdf	6324d5d0d87e7d0009e4c9bb	09/16/2022
Community Outreach Meeting Documentation	COM Attestation with attachments_compressed.pdf	pdf	637bbde3a0fd020008c1a872	11/21/2022

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	Positive Impact Plan RFI.pdf	pdf	637bc061a0fd020008c1b2eb	11/21/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role:
First Name: Anthony Last Name: Banks Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: Owner / Partner Other Role:
First Name: Paul Last Name: Hearn Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 3

Role: Executive / Officer Other Role:
First Name: Matthew Last Name: Richman Suffix:
RMD Association: RMD Staff
Background Question: no

Individual Background Information 4

Role: Board Member Other Role:
First Name: George Last Name: Zalucki Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: licensee
Entity Legal Name: Bewell Organic Medicine, Inc. Entity DBA:
Entity Description: domestic business corporation
Phone: 978-224-1577 Email: mrichman@bewell420.com
Primary Business Address 1: 92 Bolt Street Primary Business Address 2:
Primary Business City: Lowell Primary Business State: MA Principal Business Zip Code: 01852
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	BeWell Bylaws.pdf	pdf	62e97cc01e960b0009f04bfb	08/02/2022
Secretary of Commonwealth - Certificate of Good Standing	BeWell SoS Certificate of In Good Standing 09162022 .pdf	pdf	6324da67d87e7d0009e4d664	09/16/2022
Department of Unemployment Assistance - Certificate of Good	Unemployment Certificate of Good Standing 09142022.pdf	pdf	6324da69d87e7d0009e4d6a8	09/16/2022

standing				
Articles of Organization	Articles of Organization_compressed (1).pdf	pdf	637bc43a52253500082d4981	11/21/2022
Department of Revenue - Certificate of Good standing	BeWell Organic Medicine Inc. MA DOR Certificate of In Good Standing 11182022.pdf	pdf	637bc450a0fd020008c1c7a6	11/21/2022
Bylaws	RFI 2 Response.pdf	pdf	6387bc0a522535000837962f	11/30/2022

No documents uploaded

Massachusetts Business Identification Number: 001320322

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	BeWell Business Plan for Adult-Use Dispensary App 9_16_22 (003).pdf	pdf	6324da77d87e7d0009e4d6fc	09/16/2022
Plan for Liability Insurance	Plan to Obtain Liability Insurance.pdf	pdf	6324dcf28f0d7a0009761216	09/16/2022
Proposed Timeline	BeWell Adult-Use CCC Proposed Timeline 2022.pdf	pdf	637bc487a0fd020008c1c8cd	11/21/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Personnel policies including background checks	beWell Personnel Policies Summary.pdf	pdf	6324de748f0d7a00097614be	09/16/2022
Plan for obtaining marijuana or marijuana products	beWell Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	6324de788f0d7a00097614d2	09/16/2022
Maintaining of financial records	beWell Maintaining of Financial Records.pdf	pdf	6324de9d8f0d7a000976153d	09/16/2022
Prevention of diversion	beWell Prevention of Diversion.pdf	pdf	6324dec8d87e7d0009e4e0f1	09/16/2022
Quality control and testing	beWell Procedures for Quality Control and Testing.pdf	pdf	6324deca8f0d7a000976157b	09/16/2022
Qualifications and training	beWell Qualifications and Training.pdf	pdf	6324dec8d87e7d0009e4e105	09/16/2022
Record Keeping procedures	beWell Record Keeping Procedure.pdf	pdf	6324decdd87e7d0009e4e119	09/16/2022
Transportation of marijuana	beWell Transportation of Marijuana.pdf	pdf	6324deebd87e7d0009e4e1cc	09/16/2022
Security plan	beWell Security Plan.pdf	pdf	6324deecd87e7d0009e4e1ea	09/16/2022
Storage of marijuana	beWell Storage of Marijuana.pdf	pdf	6324deefd87e7d0009e4e208	09/16/2022
Energy Compliance Plan	Bewell Energy Compliance Plan RFI.pdf	pdf	637bc7b952253500082d5b6d	11/21/2022
Inventory procedures	beWell Inventory procedures summary RFI.pdf	pdf	637bc842a0fd020008c1dbea	11/21/2022

Restricting Access to age 21 and older	beWell Restricting Access to age 21 or older RFI.pdf	pdf	637bc94352253500082d6101	11/21/2022
Dispensing procedures	Retail Dispensing Procedures.pdf	pdf	637bccaf52253500082d6c7f	11/21/2022
Diversity plan	beWell Diversity Plan RFI.pdf	pdf	637bd02352253500082d79c3	11/21/2022
Separating recreational from medical operations, if applicable	beWell Separating Recreational from Medical RFI.pdf	pdf	637bd150a0fd020008c1f99d	11/21/2022

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 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:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 9:00 PM
Tuesday From: 8:00 AM	Tuesday To: 9:00 PM
Wednesday From: 8:00 AM	Wednesday To: 9:00 PM
Thursday From: 8:00 AM	Thursday To: 9:00 PM
Friday From: 8:00 AM	Friday To: 9:00 PM
Saturday From: 8:00 AM	Saturday To: 9:00 PM

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Bewell Organic Medicine, Inc.

2. Name of applicant's authorized representative:

Tony Banks

3. Signature of applicant's authorized representative:

T. Banks

4. Name of municipality:

Town of Merrimac

5. Name of municipality's contracting authority or authorized representative:

Benjamin S. Beulieu



6. Signature of municipality's contracting authority or authorized representative:

Carol A. McLeod

Digitally signed by Carol A. McLeod
Date: 2022.08.23 11:30:36 -04'00'

7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

selectmen@townofmerrimac.com

8. Host community agreement execution date:

8/8/22



Bewell

HIGH QUALITY CANNABIS

Town of Merrimac Community Outreach Meeting

June 30, 2022

WELCOME

**Presentation to the Town of Merrimac, MA
Proposed Adult-Use Retail Establishment at BeWell's
existing 17 Broad Street facility**

Thursday, June 30, 2022, at 6:00 PM
Merrimac Council on Aging
100 East Main Street
Merrimac, MA 01860

Management Team

- Matthew Richman, CEO
- Jim Calnan, Controller
- Brianna Tomlinson, Brand and Product Manager
- Jacob Tiar, Merrimac Store Manager
- Matt Jasie, Director of Cultivation
- April Lyskowsky, Esq., Director of Compliance/Human Resources

Core Values

- Passion for Patients/Customers and Team Members, Integrity, Accountability, Respect, Diversity, Quality, Safety

Community Commitment

- Be a Good Neighbor
- Be Compliant
- Be Responsible
- Be Kind
- Be Happy
- Be Successful

Industry Commitment

BeWell Organic Medicine, Inc. is a state-legal cannabis business committed to cultivating, processing, and dispensing high-quality, independently tested medical and adult-use cannabis products.

Licensure Timeline

- In February 2020, BeWell opened its medical cannabis retail dispensary at 17 Broad Street.
- In March 2022, the Town of Merrimac Selectmen voted to change its zoning by-laws to include the sale of adult-use cannabis.
- In April 2022, the Town of Merrimac residents voted YES on Warrant Article 16 to change its zoning by-laws to include the sale of adult-use cannabis.
- On June 15, 2022, BeWell posted a public notice of today's Community Outreach Meeting per Cannabis Control Commission (CCC) Regulations at 935 CMR 500.000.
- On June 21, 2022, BeWell mailed public notice to all abutters within 300 feet of BeWell's retail store.
- BeWell is preparing a Special Permit and Site Plan application to include adult-use sales at 17 Broad Street and expects to submit it to the Town of Merrimac by July 8th.
- BeWell and the town are working through our Host Community Agreement and expect to have that completed by July 15th.
- Upon completion of the HCA with the Town of Merrimac, BeWell will file an adult-use application with the CCC to obtain a provisional license.
- BeWell expects to have the facility operation for adult-use no later than Q1 but is trying to have the facility open by year end.

Training for All Dispensary Team Members

- Responsible Vendor Training
- Workplace Safety
- Security Plan
- Confidentiality & Privacy
- Patient and Visitor Verification
- Compliance
- Diversion Prevention
- Prohibited Sales to Minors
- Dispensing of Products
- Cash Handling
- Dispensing Protocols for Medical and Adult-Use Sales
- Nuisance Prevention

Security

- Comprehensive security and safety plan to ensure the safety of employees, patients, vendors, and the local community and is compliant with CCC regulations.
- The state-of-the-art security system consists of a perimeter alarm on all exit and entry points, perimeter alarms on windows, and duress/panic alarms connected to local law enforcement for prompt notification and response in the event of a threat.
- In addition, the system includes a failure notification system that will immediately alert the executive management team and a secondary back-up alarm system to ensure continuous security is maintained.
- The system has 24/7 interior and exterior HD video surveillance in all areas that contain cannabis and is available to the Merrimac Police Department.
- The facility has a back-up Generac power generator allowing the surveillance cameras to remain active even during a power outage.
- The exterior and surrounding area of the facility will maintain ample lighting outside the facility, clean cameras, and no obstructions.
- All safety equipment requires monthly testing and third-party annual security audits, including perimeter alarms, confirming enough battery back-up, and an interrupted power source for all security systems. In addition, employees monitor daily safety and access logs.

Security (Cont.)

- ▶ Only registered agents, lawful visitors (e.g., contractors, vendors), and law enforcement/emergency services have authorized access to the facility.
- ▶ All authorized visitors must show either a state-issued medical card or ID proving they are 21 years old.
- ▶ Patient access will be verified in Massachusetts Industry Portal (Mass CIP).
- ▶ Agents and visitors must visibly display their agent or a visitor ID badge at all times.
- ▶ Agents entering the facility must swipe their assigned security access card at access points.
- ▶ Only authorized personnel will have access to the inventory vault.
- ▶ Inventory removed from the vault at the beginning of the day and not sold will be secured in the vault.
- ▶ Any live product display on the floor will always be secured and locked.
- ▶ Onsite consumption of cannabis, alcohol, and tobacco is strictly prohibited.
- ▶ All incidents will be reported to the Merrimac Police Department and the CCC within 24 hours.

Preventing Diversion to Minors

- ▶ BeWell will not hire individuals under 21 or convicted of distributing controlled substances to minors.
- ▶ Agents will ensure that only individuals 21 years or older with a verified, valid, government-issued photo ID will be permitted to enter the premises.
- ▶ Will not engage in marketing, advertising, or branding practices targeted to, deemed to appeal to, or portray minors under 21. All labels and packaging will comply with the CCC regulations.
- ▶ Will not sell edible products that resemble a realistic or fictional human, animal, or fruit, including artistic, caricature, or cartoon renderings.
- ▶ The website requires all visitors to verify they are 21 years of age or older before accessing the site.
- ▶ All inventory is closely tracked through the Massachusetts Metrc seed-to-sale system.

Nuisance Prevention

- ▶ Our success as a cannabis operator directly reflects our commitment to the surrounding community.
- ▶ Staff and security personnel undergo rigorous training to implement a series of Standard Operating Procedures to ensure onsite safety and security protocols, product storage, diversion to unauthorized parties, and prevention of neighborhood nuisance.
- ▶ Any disturbance of the peace, loitering, littering, or consumption of cannabis onsite or in the immediate neighborhood will not be tolerated.
- ▶ Any employee violating this provision will be reported to law enforcement and may be terminated.
- ▶ Local business owners and residents will have direct contact information of our store management and leadership team, who will be available to address and immediately remedy any issues that arise.

Traffic and Parking

- ▶ 15 onsite parking for employees and patients/guests.
- ▶ Incentivize employees and customers to take public transit and carpool.
- ▶ We expect that our parking will be sufficient for the volume of business but will constantly monitor for issues.

Positive Impact

BeWell will continue to work cooperatively with the Town of Merrimac and maintain its operation as a responsible, contributing community member.

BeWell anticipates establishing a mutually beneficial relationship with the Town and making a substantial positive impact. The Town stands to benefit in various ways, including but not limited to the following:

JOBS

- Adult-use sales will support an additional 5-8 full-time jobs.
- Committed to hiring qualifies local residents, contractors and vendors.

MONETARY BENEFITS

- Local sales taxes of 3% of adult-use sales
- Charitable donations
- Community service

Positive Impact (cont.)

QUALITY PRODUCTS

BeWell will allow qualified patients and consumers in the Commonwealth to access consistent, high-quality cannabis and cannabis products that are regulated and third-party tested for cannabinoid content and contaminants.

CONTROL

In addition to the CCC, BeWell will consult with the Town of Merrimac Police Department and other municipal departments our security planning and systems/processes, including having access to video footage.

ECONOMIC DEVELOPMENT

BeWell's business operations contribute to the overall economic development of the local community.

Thank you!

Questions?

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Bewell Organic Medicine, Inc. (“Bewell”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the retail marijuana establishment at 17 Broad Street, Merrimac, MA 01860 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

17 Broad Street is located in the Office – Light Industrial Zoning District and properly zoned pursuant to the Town of Merrimac Zoning Ordinance and Warrant Article 18A that was approved on April 25, 2022 by Merrimac voters. In accordance with M.G.L. Chapter 94G, the marijuana retail establishment is not located within 500 feet any pre-existing K-12 public or private school. There are no other codes, ordinances, or bylaws relative to the retail marijuana establishment.

Bewell has been in operation at this location as a medical dispensary for several years and holds all of the required permits for its operation. The Town of Merrimac requires a Special Permit and Site Plan Review prior to commencing adult-use operations. Bewell is preparing both of those documents now and has been in frequent contact with municipal officials. We anticipate submitting these request in the coming weeks and hope to appear on the Planning Board’s agenda on October 18, 2022.

In addition to Bewell remaining compliant with existing Zoning Ordinances; Bewell will continuously engage with Town of Merrimac officials to remain up to date with local zoning ordinances to remain fully compliant.

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

1. The Community Outreach Meeting was held on the following date(s):

6/30/22
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

a. Date of publication:

6/15/22

b. Name of publication:

The Daily News

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

a. Date notice filed:

6/21/22

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

a. Date notice(s) mailed:

6/21/22

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



Name of applicant:

Bewell Organic Medicine, Inc.

Name of applicant's authorized representative:

Matthew Richman

Signature of applicant's authorized representative:





CLASSIFIED MARKETPLACE

THE DAILY NEWS Wednesday, June 15, 2022 A13

ed
Marketplace.

LEM NEWS: Gloucester Daily Times DAILY NEWS

We and report errors immediately. Billing adjustments are made for only one incorrect insertion and for failure to publish and reserve the right to reject, edit or cancel any ad. Ads are subject to credit.

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We are insured & bonded. Other services
include: carpet cleaning, move in, move out
and more. Call: Spencer 978-725-9948
Email: spencer@newenglandcleaning.com

HOUSE PAINTING

ALDASSARI - Painting Interior/Exterior
Wallpapering & removal. Free estimates
Call 781-953-0992, 978-688-0161

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1 Ted 978-387-8776/978-683-7221
Laurance & Surrounding Areas

PAINTING & PAPERING

ALDASSARI - Painting Interior/Exterior
Wallpapering & removal. Free estimates
Call 781-953-0992, 978-688-0161

PAINTING & PAPERING

ALDASSARI - Painting Interior/Exterior
Wallpapering & removal. Free estimates
Call 781-953-0992, 978-688-0161

place

by calling 800.927.9200 fax: 978.685.1588

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FREE FREE!
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**ATTENTION!
ATTENTION!**Beware of anyone replying to your ad offering to
send you a check for shipping and you sending
them back the difference.
Also beware when responding to classified ads
that ask you to send shipping cost.
Possible scam!CALL 800.927.9200
MON.-FRI. 8AM-5PMONLINE: ClassifiedsNorth.com
FAX: 978.685.1588

AUTOS

Buck Century Custom 1990
FWD, 4 door, All Power, fully loaded Tool
gray/gray cloth, Ice Cold A/C air new sticker,
144K... Price to sell at \$2200 best offer. Will
deliver. Call 781 500-2207**Let Me Sell Your
Car!****Guilmette City Service**
Call me: 803-400-4838. Don't trade in your car
I can sell it for more! Professional master sales
person. I can sell any vehicle for you at the price
you want. I can guarantee top dollar for your
sale. Serving New England area for 45 years

WARNING

If you get an email or cashiers check for more
than the asking price for your pet, vehicle or
merchandise asking you to refund the difference
it is likely a scam. Seller Beware!

BOATS/ACCESSORIES & EQUIPMENT



BOAT & MOTOR SERVICE

Mobile and on site. Consignment boats needed.
Actively accepting consignments and always
looking for fresh inventory.
LARRY'S MARINA, new location, conveniently
located off 95 in 110, 213 Elm St., Salisbury
MA. Please call 978-358-8312 Thank You

MOTORCYCLES/ATVS/SNOW MOBILES

Harley Davidson 1994
FXDWL 19k miles, custom paint,
\$5,000 or Best Offer
(603) 386-1728

TRAILER SALES & PARTS

**30' OUTBACK CAMPER TRAILER**
Original cost: \$40K used only 11 months. a
steal at \$8,000 Can be seen at 80 Atlantic St.
West Gloucester at Cape Ann campground
(take Wingershook cut off on 126)
Call (978) 290-3260PUBLIC
NOTICESline ad publication deadline
dailies:The Eagle-Tribune, Gloucester Daily Times,
The Salem News, Daily News of Newburyport
Monday.....5pm Friday
Tuesday-Saturday.....5pm 2 days prior
Sunday paper.....5pm Friday

weeklies:

Carriage Towne News: 12pm Friday
Andover Townsman, Derry News &
Haverhill Gazette: Noon Monday

TRUCKS



Buying Autos, Trucks, Suvs

ESTATE SETTLEMENTS

Can't drive anymore?
Any make, any model.
Appointments at your door.
We will come to you
Since 1985 - Call Joe 978-852-5008

WANTED JUNK CARS/PARTS

\$\$\$ BUYING \$\$\$

Autos, Trucks, SUVs.
Running condition.
Any make. Any Model.
Before you trade call Joe 978-852-5008PUBLIC
NOTICES

PUBLIC NOTICES

**COMMONWEALTH OF
MASSACHUSETTS
THE TRIAL COURT
PROBATE AND FAMILY COURT**
Essex Probate and Family Court
36 Federal Street
Salem, MA 01970
(978) 744-1020
Docket No. ES22P1407EA
Estate of:
Marjorie A. Lupien
Date of Death:
12/15/2021**CITATION ON PETITION
FOR FORMAL ADJUDICATION**
To all interested persons:A Petition for Formal Probate of
Will with Appointment of Personal
Representative has been filed by
James E. Lupien of Manchester,
NH, and Marianne J. Baker of Dan-
vers, MA, requesting that the Court
enter a formal Decree and Order and
for such other relief as requested in
the Petition. The Petitioner requests
that James E. Lupien of Manches-
ter, NH, be appointed as Personal
Representative of said estate.

WANTED JUNK CARS/PARTS

\$250-\$700 CASH
For Junk Cars & Trucks
INSTANT ONLINE OFFER:
www.salisburysalvage.com
978-462-8262 - Free TowingPUBLIC
NOTICES

PUBLIC NOTICES

**NOTICE OF COMMUNITY
OUTREACH MEETING**
BeWell Organic Medicine, Inc.,
92 Bolt Street, Lowell, MA Notice is
hereby given that BeWell Organic
Medicine, Inc. will hold a Commu-
nity Outreach Meeting on Thursday,
June 30, 2022, at the Merrimack
Council on Aging, 100 East Main
Street, Merrimack, MA 01860 at 6:00
PM. The proposed marijuana retail
establishment is anticipated to be lo-
cated at 17 Broad Street, Merrimack,
MA 01860 in accordance with M.G.L.
c. 94G and the Massachusetts Can-
nabis Control Commission's regula-
tions at 935 CMR 500.000 et seq.
Topics to be discussed at the
meeting will include, but not be im-
ited to:

1. The type(s) of Adult-Use Mari-
juana Establishment(s) to be located
at the proposed address
 2. Plans for maintaining a secure
facility.
 3. Plans to prevent diversion to
minors.
 4. Plans to positively impact the
community.
 5. Plans to ensure the establish-
ment will not constitute a nuisance to
the community.
- Interested members of the com-
munity are encouraged to ask ques-
tions and receive answers from
BeWell Organic Medicine, Inc.'s
representatives about the proposed
facility and operations.
NT - 6/15/22

CITY OF AMESBURY
INVITATION FOR BIDS
2022-ASD POLYMER**Sewer Plant Chemical - Polymer**
City of Amesbury through its De-
partment of Public Works is seeking
sealed bids for the 2022 Sewer Plant
Chemical - Polymer for the period
of July 15, 2022, through June 30,
2023, with the option to renew for
two additional years at the City's

April Lyskowsky

From: April Lyskowsky
Sent: Friday, September 16, 2022 4:55 PM
To: Sira Grant
Cc: Matt Richman
Subject: FW: BeWell Community Outreach Meeting Notice
Attachments: BeWell Organic Medicine Inc. Abutter's Notice (003) (004).pdf; Community Outreach Public Posting.jpg

Hi Sira,

Please see the email below and the attached documents. Does this work?

April

From: April Lyskowsky
Sent: Tuesday, June 21, 2022 12:30 PM
To: Gwen Lay, Clerk <townclerk@townofmerrimac.com>; Merrimac Planning Board <planbd@townofmerrimac.com>; Jennifer Penney - BOS <selectmen@townofmerrimac.com>
Subject: BeWell Community Outreach Meeting Notice

Hi all,

The regulations require notice to be filed with each of your offices. Please see attached and let me know if there is anything else I need to do.

I appreciate everyone's assistance.

Best,
April

April Lyskowsky, Esq.
Director of Compliance & HR
beWell Organic Medicine, Inc.

92 Bolt St.
Lowell MA, 01852
978-989-1204
april@bewell420.com
<https://bewell420.com>



The information contained in this electronic message may be confidential, and the message is for the use of intended recipients only. If you are not an intended recipient, do not disseminate, copy, or disclose this communication or its contents. If you have received this communication in error, please immediately notify me by reply email or McLane Middleton at (603) 625-6464 and



BeWell Organic Medicine, Inc.
92 Bolt Street
Lowell MA, 01852
978-683-5200
<https://bewell420.com>

June 21, 2022

RE: BeWell Organic Medicine, Inc., Community Outreach Meeting

Dear Abutter:

NOTICE OF COMMUNITY OUTREACH MEETING BeWell Organic Medicine, Inc., 92 Bolt Street, Lowell, MA
Notice is hereby given that BeWell Organic Medicine, Inc. will hold a Community Outreach Meeting on Thursday, June 30, 2022, at the Merrimac Council on Aging, 100 East Main Street, Merrimac, MA 01860 at 6:00 PM. The proposed marijuana retail establishment is anticipated to be located at 17 Broad Street, Merrimac, MA 01860 in accordance with M.G.L. c. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq.

Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address.
2. Plans for maintaining a secure facility.
3. Plans to prevent diversion to minors.
4. Plans to positively impact the community.
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions and receive answers from BeWell Organic Medicine, Inc.'s representatives about the proposed facility and operations.

If you have any questions, please don't hesitate to contact me via email at april@bewell420.com.

Respectfully,

April Lyskowsky, Esq.
Director of Compliance & HR

NOTICE OF COMMUNITY OUTREACH MEETING

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NT - 6/15/22



BeWell Organic Medicine, Inc.
92 Bolt Street
Lowell MA, 01852
978-683-5200
<https://bewell420.com>

June 21, 2022

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Respectfully,

April Lyskowsky, Esq.
Director of Compliance & HR



TOWN OF MERRIMAC

Board of Assessors

6 School Street
Merrimac, MA 01860
978-346-9022

June 21, 2022

This is to certify the abutters within 300 feet of 17 Broad Street (Parcel 16-1-7.A) Merrimac, MA as follows:

See attached spreadsheet.

Respectfully submitted,

Heather Roche

Heather Roche
Assistant Assessor
hroche@townofmerrimac.com

17 BROAD STREET

ZONING BOARD OF APPEALS (within 300 feet)

PARCEL	LUC	LOCATION ADDRESS	OWNER	MAILING ADDRESS	CITY/TOWN	STATE	ZIPCODE
14-1-1	101	9 BARTLETT ST		9 BARTLETT ST	MERRIMAC	MA	01860
14-1-1.A	101	29 MILL ST		29 MILL ST	MERRIMAC	MA	01860-2016
16-1-1.C	930	15 FEDERAL WY		2-8 SCHOOL ST	MERRIMAC	MA	01860
16-1-5	930	16 MILL ST		2-8 SCHOOL ST	MERRIMAC	MA	01860
16-1-6	935	16 MILL ST		2-8 SCHOOL ST	MERRIMAC	MA	01860
16-1-7	101	18 MILL ST		18 MILL ST	MERRIMAC	MA	01860-2029
16-1-7.A	325	17 BROAD ST		92 BOLT ST	LOWELL	MA	01852
16-2-5.101	102	19 BROAD ST		19 BROAD ST UNIT 101	MERRIMAC	MA	01860-2300
16-2-5.102	102	19 BROAD ST		19 BROAD ST UNIT 102	MERRIMAC	MA	01860
16-2-5.103	102	19 BROAD ST		19 BROAD ST UNIT 103	MERRIMAC	MA	01860-2301
16-2-5.104	102	19 BROAD ST		19 BROAD ST UNIT 104	MERRIMAC	MA	01860-2301
16-2-5.105	102	19 BROAD ST		19 BROAD ST UNIT 105	MERRIMAC	MA	01860
16-2-5.106	102	19 BROAD ST		19 BROAD ST UNIT 106	MERRIMAC	MA	01860-2301
16-2-5.107	102	19 BROAD ST		19 BROAD ST UNIT 107	MERRIMAC	MA	01860
16-2-5.108	102	19 BROAD ST		19 BROAD ST UNIT 108	MERRIMAC	MA	01860
16-2-5.201	102	19 BROAD ST		19 BROAD ST UNIT 201	MERRIMAC	MA	01860
16-2-5.202	102	19 BROAD ST		19 BROAD ST UNIT 202	MERRIMAC	MA	01860-2301
16-2-5.203	102	19 BROAD ST		106 RIDGE RD	NUTLEY	NJ	07110
16-2-5.204	102	19 BROAD ST		19 BROAD ST UNIT 204	MERRIMAC	MA	01860-2301
16-2-5.205	102	19 BROAD ST		19 BROAD ST UNIT 205	MERRIMAC	MA	01860-2301
16-2-5.206	102	19 BROAD ST		19 BROAD ST UNIT 206	MERRIMAC	MA	01860-2301
16-2-5.207	102	19 BROAD ST		19 BROAD ST UNIT 207	MERRIMAC	MA	01860-2301
16-2-5.208	102	19 BROAD ST		19 BROAD ST UNIT 208	MERRIMAC	MA	01860-2301
16-2-5.301	102	19 BROAD ST		19 BROAD ST UNIT 301	MERRIMAC	MA	01860-2301
16-2-5.302	102	19 BROAD ST		19 BROAD ST UNIT 302	MERRIMAC	MA	01860-2301
16-2-5.303	102	19 BROAD ST		19 BROAD ST UNIT 303	MERRIMAC	MA	01860-2301
16-2-5.304	102	19 BROAD ST		19 BROAD ST UNIT 304	MERRIMAC	MA	01860-2301
16-2-5.305	102	19 BROAD ST		19 BROAD ST UNIT 305	MERRIMAC	MA	01860-2301
16-2-5.306	102	19 BROAD ST		19 BROAD ST UNIT 306	MERRIMAC	MA	01860
16-2-5.307	102	19 BROAD ST		19 BROAD ST UNIT 307	MERRIMAC	MA	01860
16-2-5.308	102	19 BROAD ST		19 BROAD ST UNIT 308	MERRIMAC	MA	01860-2301
16-2-5.C	101	12 BARTLETT ST		1 ASHLEY LN	MERRIMAC	MA	01860
16-2-8	930	7 MILL ST		2-8 SCHOOL ST	MERRIMAC	MA	01860
24-1-2	442	13 BROAD ST		45 RIVERSIDE DR	FREEMONT	NH	03044-3346
24-1-3	930	15 BROAD ST		2-8 SCHOOL ST	MERRIMAC	MA	01860
24-1-4	101	20 MILL ST		20 MILL ST	MERRIMAC	MA	01860-2029
24-1-5.1	102	1 CARRIAGE CT		1 CARRIAGE CT	MERRIMAC	MA	01860-2026
24-1-5.2	102	2 CARRIAGE CT		2 CARRIAGE CT	MERRIMAC	MA	01860-2026
24-1-5.3	102	3 CARRIAGE CT		3 CARRIAGE CT	MERRIMAC	MA	01860
24-1-5.4	102	4 CARRIAGE CT		4 CARRIAGE CT	MERRIMAC	MA	01860-2026
24-1-5.5	102	5 CARRIAGE CT		5 CARRIAGE CT	MERRIMAC	MA	01860-2026
24-1-5.6	102	6 CARRIAGE CT		6 CARRIAGE CT	MERRIMAC	MA	01860-2026
24-1-5.7	102	7 CARRIAGE CT		7 CARRIAGE CT	MERRIMAC	MA	01860

24-1-5.8	102	8 CARRIAGE CT
24-1-5.9	102	9 CARRIAGE CT
24-1-5.A	102	10 CARRIAGE CT
24-1-5.B	102	11 CARRIAGE CT
24-1-5.C	102	12 CARRIAGE CT
24-1-5.D	102	13 CARRIAGE CT
24-1-5.E	102	14 CARRIAGE CT
24-1-5.F	102	15 CARRIAGE CT
24-1-5.G	102	16 CARRIAGE CT
24-1-5.H	102	17 CARRIAGE CT
24-1-5.I	102	18 CARRIAGE CT
24-1-5.J	102	19 CARRIAGE CT
24-1-5.K	102	20 CARRIAGE CT
24-1-5.L	102	21 CARRIAGE CT
24-1-5.M	102	22 CARRIAGE CT
24-1-5.N	102	23 CARRIAGE CT
24-1-5.O	102	24 CARRIAGE CT
24-1-5.P	102	25 CARRIAGE CT
24-1-5.Q	102	26 CARRIAGE CT
24-1-5.R	102	27 CARRIAGE CT
24-1-5.S	102	28 CARRIAGE CT
24-1-8	132	0 RR MILL ST
39-1-1	400	51 EAST MAIN ST

8 CARRIAGE CT	MERRIMAC	MA	01860
9 CARRIAGE CT	MERRIMAC	MA	01860-2026
10 CARRIAGE CT	MERRIMAC	MA	01860-2026
11 CARRIAGE CT	MERRIMAC	MA	01860-2026
12 CARRIAGE CT	MERRIMAC	MA	01860-2026
13 CARRIAGE CT	MERRIMAC	MA	01860-2026
14 CARRIAGE CT	MERRIMAC	MA	01860-2026
15 CARRIAGE CT	MERRIMAC	MA	01860-2026
16 CARRIAGE CT	MERRIMAC	MA	01860-2027
17 CARRIAGE CT	MERRIMAC	MA	01860-2027
18 CARRIAGE CT	MERRIMAC	MA	01860-2027
19 CARRIAGE CT	MERRIMAC	MA	01860-2027
20 CARRIAGE CT	MERRIMAC	MA	01860
21 CARRIAGE CT	MERRIMAC	MA	01860-2027
22 CARRIAGE CT	MERRIMAC	MA	01860-2027
23 CARRIAGE CT	MERRIMAC	MA	01860-2027
24 CARRIAGE CT	MERRIMAC	MA	01860-2027
2 FARRINGTON FIELD RD	MERRIMAC	MA	01860
26 CARRIAGE CT	MERRIMAC	MA	01860-2027
27 CARRIAGE CT	MERRIMAC	MA	01860-2027
28 CARRIAGE CT	MERRIMAC	MA	01860
0	MERRIMAC	MA	01860
159 EAST MAIN ST	GLOUCESTER	MA	01930



TOWN OF MERRIMAC

Assessors

6 School Street
Merrimac, MA 01860
(978) 346-9022



\$ PAID
30 chk

REQUEST FOR CERTIFIED ABUTTERS LIST

Please allow 10 business days for list

REQUESTED BY (please print): BeWell Organic Medicine, Inc.

PHONE NUMBER: 978-989-1204

E-MAIL: april@bewell420.com (April Lyskowsky)

MAILING ADDRESS: 92 Bolt Street, Lowell, MA

PARCEL ID: 16-1-7.A

PROPERTY LOCATION: 17 Broad Street

TYPE OF LIST REQUESTED:

☐ Conservation Commission (within 100 feet) - Request for Determination filing

☐ Conservation Commission (within 300 feet) - Notice of Intent filing

☐ Planning Board (within 300 feet)

☒ Zoning Board of Appeals (within 300 feet)

There is a \$30 fee. Payment is required at time of request.

Checks can be made out to *Town of Merrimac*.



Plan for Positive Impact of Areas of Disproportionate Impact

beWell Organic Medicine, Inc. ("beWell") is currently operating a Medical Marijuana Treatment Center, with cultivation and product manufacturing located in Lowell, and medical retail located in Merrimac.

This plan summarizes how beWell will positively impact areas of disproportionate impact to ensure that our business creates lasting impacts on the communities in which it will be involved. We will achieve our goals through community engagement, hiring preferences and charitable giving.

At all times, beWell will adhere to, the requirements outlined 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 beWell, will not violate the Cannabis Control Commission's regulations concerning limitations on ownership or control or other applicable state laws.

I. Intent

beWell is looking forward to the addition of adult-use consumers to its existing operational medical cannabis retail dispensary in Merrimac. beWell operates its cultivation and product manufacturing facility in Lowell and has focused its positive impact plan efforts there as Lowell is one of 29 communities designated as areas of disproportionate impact by the Commission. beWell's plan with the accompanying goals, programs, and measurements will provide opportunities for residents of the City of Lowell.

The specific areas/neighborhoods in Lowell designated as areas of disproportionate impact are:

- Downtown;
- Lower Belvedere;
- Back Central;
- Lower Highlands; and areas of
- Acre; and
- Centralville

These areas/neighborhoods are representative of Census Tracts 3101, 3104, 3111, 3112, 3117, 3118, 3119, 3120, 3124.

II. Goals

COMPANY GOALS FOR POSITIVE IMPACT

1. To assist entry into the commercial cannabis industry by creating jobs for Lowell residents from the areas outlined above with a compensation structure, employee benefits package, and growth opportunities that provide a living wage and encourage consumer spending.
2. Partner with an established not-for-profit community organization that provides direct social service to those individuals identified as in need.

GOAL 1: EMPLOYMENT PROGRAM

Expanding opportunities for gainful employment is a critical driver in helping communities disproportionately affected by cannabis prohibition. Quality jobs that pay above minimum wage and offer benefits assist individuals and families in breaking cycles of poverty and incarceration. Employees working at least 30 hours per week or 130 hours per month will be eligible to participate in an employer-sponsored healthcare plan. Similarly, paid vacation and sick benefits are available to 30+ hour employees.

Our goal is to have at least 25% - 30% of our employees from the “Plan Population” described below

1. beWell will give hiring preference to individuals who meet the following criteria (known as the “Plan Population”):

a. Past or present residents of the geographic "areas of disproportionate impact," including the following areas of the City of Lowell: 1) Downtown; 2) Lower Belvedere; 3) Back Central; 4) Lower Highlands and the designated areas of 5) Acre; and 6) Centralville which are representative of Census Tracts 3101, 3104, 3111, 3112, 3117, 3118, 3119, 3120, 3124;

b. Commission-designated Economic Empowerment Priority applicants;

c. Commission-designated Social Equity Program participants;

d. Massachusetts residents who have past drug convictions; and

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

2. Job Postings will be listed with, but not limited to, the Career Center of Lowell, Lowell Sun newspaper and sent to the following neighborhood groups: 1) ACTION (Acre Coalition to Improve Our Neighborhood; 2) Back Central Neighborhood Association; 3) Centralville Neighborhood Council; 4) Centralville Community Coalition; 5) Lowell Citywide Neighborhood Council; 6) Lowell Downtown Neighborhood Association; 7) and the Lower Highlands Neighborhood Group;

These Job Postings will clearly state beWell's hiring preference for applicants who meet the criteria outlined in section 1 above and encourage those who meet these criteria to apply. Job postings will be made as frequently as hiring needs arise at beWell but at least once per year.

EMPLOYMENT PROGRAM MEASURES

Review quarterly beWell's Program measures below and share them with the management team and necessary community stakeholders.

1. The demographics of all individuals that have applied for positions with beWell, including whether the applicant meets any of the Program Preferences outlined above;
2. The number of job offers made to applicants and whether the applicant meets any of the Program Preferences outlined above; and
3. The number and percentage of employees who meet any of the Program Preferences outlined above.

GOAL 2: COMMUNITY SERVICE PARTNER PROGRAM

beWell will endeavor to provide financial assistance to the CultivatED Program to help those individuals who have been disproportionately harmed by cannabis prohibition receiving training in the cannabis industry and to find meaningful and long-term employment opportunities. beWell will strive to contribute \$1,000 annually to the CultivatED Program. A letter is attached acknowledging CultivatED's willingness to accept cannabis company contributions.

CultivatED is a pilot program first launched in October 2019 that provides scholarships, workforce training, and legal services to individuals disproportionately harmed by cannabis prohibition. These men and women harmed by cannabis prohibition have been identified by the Commission in their *Guidance on Plans to Positively Impact Disproportionately Harmed People* dated January 16, 2020, as the following: (1) past or present residents of the geographic "Areas of Disproportionate Impact"; (2) Certified Economic Empowerment recipients; (3) Social Equity Program participants; (4) Massachusetts residents who have past drug convictions; and (5) Massachusetts residents with parents or spouses who have drug convictions. The *Guidance* also states that an applicant's Positive Impact Plan should impact one of these five groups. It reads, "A compliant Positive Impact Plan will be tailored to benefit at least one of the groups identified..."

As a direct result of the donations of cannabis companies across the state, CultivatED chose 15 fellows for a 12-week summer semester in April 2020. Fellows were either adversely affected by the War on Drugs, had a cannabis-related or other criminal infraction on their CORI, and/or reside in an area of disproportionate impact. These fellows took classes hosted by our partner Roxbury Community College and received additional services from Greater Boston Legal Services, the Urban League of Eastern Massachusetts, and the Commonwealth Dispensary Association, among others. Upon completion of the program, the fellows will be employed in the cannabis industry.

COMMUNITY SERVICE PARTNER PROGRAM MEASURES

1. Documentation demonstrating beWell's contribution through the CultivatED Program and achieve the purpose and goals outlined in this document.

III. Reporting

Sixty days prior to our annual License Renewal, beWell will produce a comprehensive report on our Goals and Programs that will outline each Program's metrics and whether we have met our goals. beWell managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.



MASS CultivatED

February 24, 2020

Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604

RE: Acceptance of Cannabis Funds

Dear Cannabis Control Commission:

It is with great pleasure that we inform you that we will be graciously accepting contributions from licensed Massachusetts cannabis companies in order to assist in funding our program, CultivatED.

CultivatED is a first in the nation jails to jobs cannabis program that focuses on issues such as expungement, education and employment for those who have been affected by the prohibition of cannabis in the Commonwealth. We are an innovative public-private partnership providing our fellows with a robust co-op education program, legal services, workforce preparedness training, and cannabis externships with livable wages and benefits. We work closely with organizations such as Greater Boston Legal Services, Roxbury Community College and the Urban League of Eastern Massachusetts to achieve our program goals.

We appreciate the opportunity to allow Massachusetts licensed cannabis companies to participate through their contributions. Please do not hesitate to contact us should you have any additional questions.

Sincerely,

A handwritten signature in black ink, which appears to read "Ryan Dominguez". The signature is fluid and cursive, with a large, stylized "D" for the last name.

Ryan Dominguez

BY-LAWS OF BEWELL ORGANIC MEDICINE, INC.

Article I. ARTICLES OF ORGANIZATION, CORPORATE SEAL AND FISCAL YEAR

The name and purposes of the corporation shall be set forth in its Articles of Organization (meaning herein as from time to time in effect). These By-laws, the powers of the corporation, and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization.

The seal shall be circular in form with the name of the corporation around the periphery and the year and state of the incorporation within.

The fiscal year shall commence on the first day of January of each year or such other date as the directors may determine.

Article II. MEMBERSHIP

The corporation shall have no members. Any action or vote required or permitted by law to be taken by members of the corporation shall be taken by action or vote of the same percentage of the directors of the corporation.

Article III. OFFICERS AND DIRECTORS

Section 1. Enumeration. The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The officers of the corporation shall be a president, treasurer, clerk and such other officers as the board shall elect. The board of directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate.

Section 2. Qualifications. No officer need be a director. Two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 3. Directors. The initial directors shall be those persons named as directors in the articles of organization. Thereafter, the directors shall be elected at the annual meeting of the directors. The directors may, by vote of a majority of the directorship, elect from time to time additional directors of the corporation. Except as hereinafter provided, the directors shall hold office until the next annual meeting of the directors and until their respective successors are elected and qualified.

The members of the Board of Directors shall serve initial regular terms of two (2) years. The regular terms of Directors shall be staggered to ensure that the terms of no more than one-third of the voting Directors shall expire on June 30 of any given year. The directors will consist of two classes, (a) Operational Directors, and (b) Seated Directors. Every director will possess the same voting rights, regardless of designation. Subsequent to the initial term of two (2) years, the term of the Directors shall be for a period of one (1) year.

Section 4. Officers. The initial officers shall be those persons named as officers in the Articles of Organization. The directors at their annual meeting shall elect a president, treasurer and clerk, who shall hold office until the date fixed by these bylaws for the next annual meeting of directors and until their respective successors are elected and qualified. The directors also may at any time elect such other officers as they shall determine. Officers may be removed from their respective offices with or without cause by vote of a majority of the directors then in office.

Section 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Section 6. Resignation. Any director or officer may resign at any time by giving his or her resignation in writing to the president, treasurer, clerk or any other officer or director of the corporation.

Section 7. Removal of Directors. Directors may be removed from office at any time with or without cause by a majority vote of the directors then in office or by a majority vote of the directors.

Section 8. Vacancies. Continuing directors may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. Any vacancy in the board of directors, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by the directors, unless previously filled by the directors in the election of the directors. Vacancies in any office may be filled by the directors.

Article IV. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place. Meetings of the board of directors shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.

Section 2. Annual and Regular Meetings. The annual meeting of the board of directors shall be held each year immediately after and at the place of the annual meeting of the directors at which the board is elected. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the directors may fix.

Section 3. Special Meetings. Special meetings of the board of directors may be called by the president or any other officer or director at other times throughout the year.

Section 4. Notice. Notice of the time and place of each meeting of the directors shall be given to each director by mail, electronic mail, or facsimile at least seven days before the meeting. Forty-eight hours' notice by mail, telegraph, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, the articles or organization or these bylaws.

Section 6. Action by Consent; Telephone Conference Meetings. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. Directors of the board of directors of the corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Vote of Interested Directors. A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a director who is a member, stockholder, trustee, director, officer or employee of an affiliate of the corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter

dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of all the directors then in office.

Article V. POWERS AND DUTIES OF DIRECTORS AND OFFICERS

Section 1. Directors. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation except with respect to those powers reserved to the directors by law, the articles of organization or these bylaws. The board of directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the board of directors may impose.

Section 2. President. The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors and shall preside at all meetings at which he or she is present. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the board of directors.

Section 3. Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president or the board of directors. The treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation and the care and custody of its funds, securities and valuable papers, except the treasurer's own bond, if any is required, and except records and documents required hereby or by vote of the directors to be kept by some other person. If required by vote of the board of directors, the treasurer shall give bond in such form and with such sureties as the board of directors may require. The treasurer shall keep or cause to be kept accurate books of account available at all reasonable times for inspection by any director and shall also prepare or oversee the preparation of all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The treasurer shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for payment of money to the corporation, and to accept drafts on its behalf. If at any time the treasurer is absent or unable to serve, the assistant treasurer, if one shall have been elected, shall have all of the powers given to the treasurer by these Bylaws.

Section 4. Clerk. The clerk shall record all proceedings of the directors in a book or books to be kept therefore and shall have custody of the seal of the corporation. The clerk shall keep an attested copy of the Articles of Organization and articles of amendment thereof and of these Bylaws, and a true record of all meetings of the board of directors, in a book or books to be kept therefore, which books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of the clerk, and they shall be open at all reasonable times to the inspection of any director. In the absence of the clerk or assistant clerk, if one shall have been elected, at any such meeting, a temporary clerk shall be chosen, who shall record the proceedings of such meeting in the aforesaid books. The clerk shall also keep or cause to be kept a complete list of all directors of the corporation and their residences, at the office of the corpora-

tion in the Commonwealth of Massachusetts, and the list shall be open at all reasonable times to the inspection of any director.

Section 5. Other Officers. Other officers shall have such powers as may be designated from time to time by the board of directors.

Article VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a

majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the directors of the corporation if disinterested; or

- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

The directors and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

Article VII. INTERESTED PARTIES

Section 1. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer, or any concern in which any such director or officer has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a "transaction") of the corporation, and

- (a) such transaction shall not be in any way invalidated or otherwise affected by that fact;
- (b) no such director, officer or concern shall be liable to account to the corporation for any profit or benefit realized through any such transaction;

provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. No interested director may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized or ratified, but may participate in discussion thereof.

Section 2. For purposes of this Article VII, the term "interest" shall include personal interest and also interest as a trustee, officer, stockholder, shareholder, director, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

Section 3. No transaction shall be avoided by reason of any provisions of this Article VII which would be valid but for such provisions.

Article VIII. EXECUTION OF PAPERS

Section 1. Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation shall be signed by the Chairperson, President or Treasurer.

Section 2. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president and the treasurer, who shall be two different persons, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the corporation.

Article IX. NONDISCRIMINATION POLICY

The corporation shall not discriminate on the basis of race, color, religion, national origin, gender, sexual orientation, age, disability and economic condition with respect to employment, volunteer participation or the provision of service.

Article X. AMENDMENT

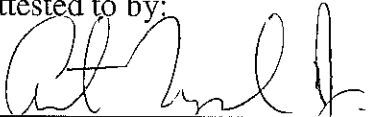
These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directors present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The directors may also make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the directorship before the next meeting of directors. Any such alteration, amendment or repeal by the directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directorship entitled to vote thereon. Notwithstanding the above provisions of this Article X, any amendment, alteration or repeal of a bylaw by the directors as provided for in this Article shall be valid and given full force and effect unless and until acted upon by the directorship.

Article XI. PARLIMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern the corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

Voted the 13th day of November, 2013.

Attested to by:



Arthur Napolitano, Clerk
BeWell Organic Medicine, Inc.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 14, 2022

To Whom It May Concern :

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

BEWELL ORGANIC MEDICINE, INC.

is a domestic corporation organized on **March 29, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 22090274820

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

Processed by: NMa



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: BEWELL ORGANIC MEDICINE, INC.

2. Current registered office address:

Name: JOHN D. COLUCCI, ESQ.
 No. and Street: MCLANE MIDDLETON
300 TRADECENTER, STE. 7000
 City or Town: WOBURN State: MA Zip: 01801 Country: USA

3. The following supplemental information has changed:

X *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	MATTHEW RICHMAN	92 BOLT STREET LOWELL, MA 01852 USA
TREASURER	LOUISE BYARS	92 BOLT STREET LOWELL, MA 01852 USA
SECRETARY	LOUISE BYARS	92 BOLT STREET LOWELL, MA 01852 USA
DIRECTOR	ANTHONY R. BANKS	1 VERNONHOLME RIVERSIDE DRIVE DUNDEE, GBR
DIRECTOR	GEORGE ZALUCKI	1210 ARBORBROKE DRIVE KNOXVILLE, TN 37922 USA
DIRECTOR	PAUL L. HEARN	10 LADYCROFT PADDOCK DERBY, GBR

 Fiscal year end:
 December

 Type of business in which the corporation intends to engage:

BEWELL ORGANIC MEDICINE INC.

 Principal office address:

No. and Street: 92 BOLT ST.
 City or Town: LOWELL State: MA Zip: 01852 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: 92 BOLT STREET
City or Town: LOWELL State: MA Zip: 01852 Country: USA
which is
☒ its principal office ☐ an office of its transfer agent
☐ an office of its secretary/assistant secretary ☐ its registered office

**Signed by / MATTHEW RICHMAN / , its PRESIDENT
on this 18 Day of November, 2022**

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:

November 18, 2022 01:33 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: BEWELL ORGANIC MEDICINE, INC.

2. Current registered office address:

Name: JOHN D. COLUCCI, ESQ.
 No. and Street: MCLANE MIDDLETON
300 TRADECENTER, STE. 7000
 City or Town: WOBURN State: MA Zip: 01801 Country: USA

3. The following supplemental information has changed:

☒ *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	LARS VAULE <i>Mr. Vaule</i>	3 LEXINGTON ROAD LINCOLN, MA 01773 USA
TREASURER	LOUISE BYARS	92 BOLT STREET LOWELL, MA 01852 USA
SECRETARY	LOUISE BYARS	92 BOLT STREET LOWELL, MA 01852 USA
DIRECTOR	ANTHONY R. BANKS	1 VERNONHOLME RIVERSIDE DRIVE DUNDEE, GBR
DIRECTOR	GEORGE ZALUCKI	1210 ARBORBROKE DRIVE KNOXVILLE, TN 37922 USA
DIRECTOR	PAUL L. HEARN	10 LADYCROFT PADDOCK DERBY, GBR

 Fiscal year end:

December

 Type of business in which the corporation intends to engage:

BEWELL ORGANIC MEDICINE INC.

 Principal office address:

No. and Street: 92 BOLT ST.
 City or Town: LOWELL State: MA Zip: 01852 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: 92 BOLT STREET

City or Town: LOWELL

State: MA

Zip: 01852

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

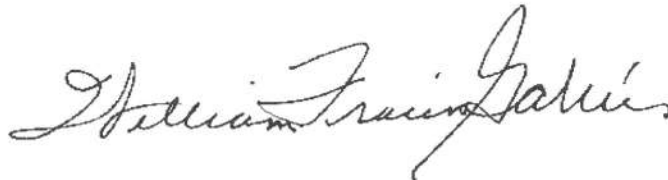
Signed by /LARS VAULE/, its PRESIDENT
on this 29 Day of June, 2022

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:

June 29, 2022 12:54 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

D
PC**The Commonwealth of Massachusetts**

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

**Statement of Change of Supplemental
Information Contained in Article
VIII of Articles of Organization**

(General Laws Chapter 156D, Section 2.02 and Section 8.45; 950 CMR 113.17)

(1) Exact name of the corporation: BeWell Organic Medicine, Inc.(2) Current registered office address: 92 Bolt Street, Lowell, MA 01852
(number, street, city or town, state, zip code)

(3) The following supplemental information has changed:

(check appropriate box)

- ☒
- Names and addresses of the directors, president, treasurer and secretary (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Lars Vaule, 3 Lexington Road, Lincoln, MA 01773

Treasurer: Kevin Close, PO Box 131, Melvin Village, NH 03850

Secretary: Robin Close, PO Box 131, Melvin Village, NH 03850

Director(s): Anthony R. Banks, 1 Vernonholme Riverside Drive, Dundee, GBR
George Zalucki, 1210 Arborbroke Drive, Knoxville, TN 37922
Paul L. Hearn, 10 Ladycroft Paddock Derby, GBR☐ Fiscal year end: _____
(month, day)☐ Principal office address: _____
(number, street, city or town, state, zip code)☐ Type of business in which the corporation intends to engage:
_____☐ Other:

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: _____

Signed by: Lars A. Vaule
Lars Vaule (signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

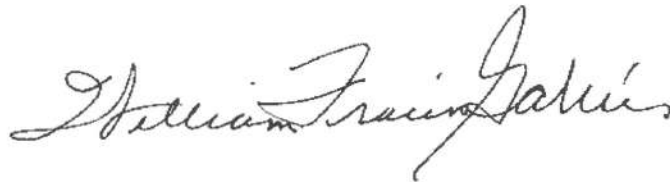
on this 4th day of January, 2022

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:

January 04, 2022 09:10 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: BEWELL ORGANIC MEDICINE, INC.

2. Current registered office address:

Name: JAMES M. BOWERS, ESQ.
 No. and Street: 92 BOLT STREET
 City or Town: LOWELL State: MA Zip: 01852 Country: USA

3. The following supplemental information has changed:

☒ X Names and street addresses of the directors, president, treasurer, secretary

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	LARS VAULE	3 LEXINGTON ROAD LINCOLN, MA 01773 USA
TREASURER	KEVIN CLOSE	P.O. BOX 131 MELVIN VILLAGE, NH 03850 USA
SECRETARY	ROBIN CLOSE	P.O. BOX 131 MELVIN VILLAGE, NH 03850 USA
DIRECTOR	CHARLES M. SABA	20B BRAEMOOR WOODS ROAD SALEM, NH 03079 USA
DIRECTOR	ANTHONY R. BANKS	1 VERNONHOLME RIVERSIDE DRIVE DUNDEE, GBR
DIRECTOR	GEORGE ZALUCKI	1210 ARBORBROKE DRIVE KNOXVILLE, TN 37922 USA
DIRECTOR	PAUL L. HEARN	10 LADYCROFT PADDOCK DERBY, GBR
DIRECTOR	ARTHUR P. NAPOLITANO JR.	15 RICHARDSON ROAD HOLLIS, NH 03049 USA

 Fiscal year end:
 December

 Type of business in which the corporation intends to engage:

CULTIVATE, MARKET, SELL MEDICAL CANNABIS PRODUCTS

 Principal office address:

No. and Street: 92 BOLT STREET
 City or Town: LOWELL State: MA Zip: 01852 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: 92 BOLT STREET

City or Town: LOWELL

State: MA

Zip: 01852

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

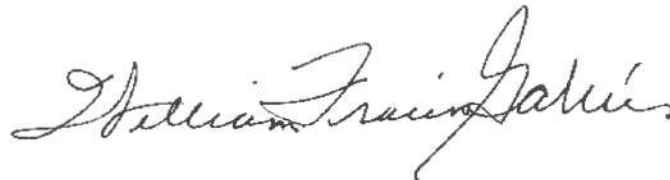
Signed by ROBIN CLOSE, its OTHER OFFICER
on this 8 Day of April, 2021

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 08, 2021 04:26 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation**
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

FORM

BeWell Organic Medicine, Inc. is an applicant
with an application pending before
the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of March 16, 2018.

B. Harter

Bryan Harter
Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

(1) Exact name of the non-profit: BeWell Organic Medicine, Inc.

463466824

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

BeWell Organic Medicine, Inc.

(3) The plan of entity conversion was duly approved in accordance with the law.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

BeWell Organic Medicine, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

The corporation is organized to cultivate, manufacture, market, promote, sell, distribute, and otherwise provide products containing cannabis or cannabis products, that enable persons to consume cannabis in different forms, for both medicinal and recreational uses. Additionally, the corporation is organized to provide medical and managed care to persons within the limits of the area to be served by the corporation, by providing medical supplies, support, counseling, and educational materials to qualifying patients or their personal caregivers.

The corporation may have and exercise all powers necessary or convenient to effect all of the purposes for which the corporation is maintained, consistent with M.G.L. c. 156D, or any other chapter of the General Laws of the Commonwealth.

9

P.C.

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.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	1000 shares			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

See the attached Continuation Sheet V.

ARTICLE VI

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

See the attached Continuation Sheet VI

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

CONTINUATION SHEET V

Any stockholder, including the heirs, assigns, executors, administrators, or personal representatives of a deceased stockholder desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors. Every stockholder, et al, shall, before selling the stock belonging to him, offer to sell the stock to the corporation at the fair book value of the stock at the time the offer is made. In case of disagreement as to what the book value of the stock is at the time the offer is made, the matter in dispute will be resolved in the following manner:

The stockholder, et al, shall notify the directors of his desire to sell or transfer by notice in writing, such notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter, either accept the offer, or by notice to him in writing, name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days the corporation shall not have exercised the right to so purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

CONTINUATION SHEET VI

6.1 Limitation of Director Liability.

Except to the extent that Chapter 156D of the Massachusetts General Laws or any other applicable law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

6.2 Indemnification.

- (a) The Corporation shall, to the fullest extent permitted by the applicable provisions of Chapter 156D of the Massachusetts General Laws, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director or officer of, or in a similar capacity with, another organization or in any capacity with respect to any employee benefit plan of the Corporation, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom; provided, however that the foregoing shall not require the Corporation to indemnify or advance expenses to any person: (i) in connection with any action, suit or proceeding initiated by or on behalf of such person against the Corporation or any counterclaim against the Corporation initiated by or on behalf of such person; and (ii) unless the person seeking indemnification shall execute a written undertaking (reasonably acceptable to the Corporation) to repay the Corporation any expenses or other amounts advanced and/or paid to such person under this Section the event that it is finally adjudicated in such action, suit or proceeding that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of (x) the Corporation or (y) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.
- (b) Notwithstanding the provisions of Section 6.2(a) above, in the event that a pending or threatened action, suit or proceeding is compromised or settled in a manner which imposes any liability or obligation upon any person in a matter for which such person would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such person with respect to such matter if it is determined, pursuant to Section 62(c) below, on the basis of facts known at that time (without independent investigation), that such person did not act in good faith in the reasonable belief that such

person's action was in the best interests of: (i) the Corporation or (ii) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

- (c) Any determination of whether a person is entitled to indemnification pursuant to this Section 6.2 shall be made by: (i) a majority vote of a quorum of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question (the "Disinterested Directors"); (ii) if no such quorum is obtainable, a majority vote of a committee of two or more Disinterested Directors; (iii) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of shareholders who are not at that time parties to the action, suit or proceeding in question; (iv) independent legal counsel (who may be regular corporate counsel to the Corporation) appointed for such purpose by vote of the directors in the manner specified in clause (i) or (ii) above; or (v) a court of competent jurisdiction.
- (d) The indemnification rights provided in this Section 6.2: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the Board, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Section 6.2.

6.3 Other Provisions.

- (a) Meetings of the shareholders of the Corporation may be held anywhere in the United States.
- (b) The Corporation shall have the power to be a partner in any business enterprise which this Corporation would have the power to conduct by itself.
- (c) Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.
- (d) Notwithstanding the provisions of Section 8.03(a) of Chapter 156D of the General Laws of Massachusetts, the Corporation shall have such number of directors as shall be fixed from time to time by the shareholders or directors of the Corporation without regard to the number of shareholders.
- (e) The Board (acting by majority vote) may amend, restate and/or repeal the By-Laws of the Corporation, as amended and/or restated to date, in whole or in part, except with respect to any provision thereof which by virtue of an express provision in: (i) Chapter 156D of

the General Laws of Massachusetts; (ii) the Articles of Organization of the Corporation; or (iii) the By-Laws, requires action by the shareholders of the Corporation.

ARTICLE VII

The effective date of organization of the corporation is the date 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:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
92 Bolt Street, Lowell, MA 01852
- b. The name of its initial registered agent at its registered office: James M. Bowers, Esq.
- c. The names and 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):

President: **Charles J. Saba, 12 Mt. Vernon Circle, Lawrence, MA 01843**

Treasurer: **Jennifer L. Napolitano, 15 Richardson Road, Hollis, NH 03049**

Secretary: **Robyn A. Saba, 20B Braemoor Woods Road, Salem, NH 03079**

Director(s): **See attached.**

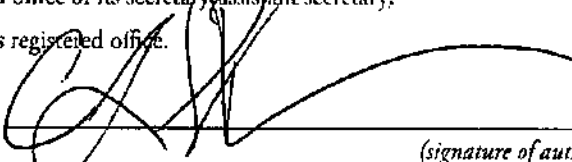
- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivation, manufacture, marketing, promoting, sale and distribution of cannabis and related products.
- f. The street address of the principal office of the corporation:
92 Bolt Street, Lowell, MA 01852
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

92 Bolt Street, Lowell, MA 01852

(number, street, city or town, state, zip code)

, which is

- ☒ its principal office;
- ☐ an office of its transfer agent;
- ☐ an office of its secretary/assistant secretary;
- ☐ its registered office.

Signed by: 

(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 14th day of March, 2018

CONTINUATION SHEET VIII (DIRECTORS)

Dr. Jean Tabit, D.O., 12 Brook Street, Andover, MA 01810

Jennifer Napolitano, 15 Richardson Road, Hollis, NH 03049

Charles J. Saba, 12 Mt. Vernon Circle, Lawrence, MA 01843

Robyn A. Saba, 20B Braemoor Woods Road, Salem, NH 03079

Vincent C. Manzi, Jr., 16 Indian Ridge Road, West Newbury, MA 01985

David T. Hildt, 12 Vine Street, Amesbury, MA 01913

Ronald D'Arcangelo, 4 Lawrence Road, Bradford, MA 01835

Kevin M. Herlihy, 3 West Lowell Street, Lawrence, MA 01841

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth

1308135 One Ashburton Place, Boston, Massachusetts 02108-1512

112

**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation**
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$~~475~~ 295 having been paid, said articles are deemed to have been filed with me this March day of 2018 at 3:37 a.m. (p.m.) time

Effective date: _____
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

James M. Bowers, Esq., Manzi Bonanno & Bowers

280B Merrimack Street

Methuen, MA 01844

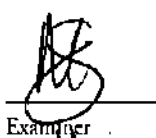
Telephone: 978 686-9000

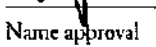
Email: jbowers@mbblawoffices.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

SECRETARY OF THE
COMMONWEALTH
2018 MAR 29 PM 3:37
CORPORATIONS DIVISION

2018 MAR 29 PM 3:37
CORPORATIONS DIVISION


Examiner


Name approval

C

M



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

mass.gov/dor

Letter ID: L0622467104
Notice Date: November 17, 2022
Case ID: 0-001-761-773



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BEWELL ORGANIC MEDICINE INC
92 BOLT ST
LOWELL MA 01852-5316

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, BEWELL ORGANIC MEDICINE 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, 9:00 a.m. to 4:00 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

TO: Cannabis Control Commission
FROM: BeWell Organic Medicine, Inc.
DATE: November 30, 2022
RE: Notice: License Application Request for Information

On May 23, 2022, BeWell Organic Medicine, Inc. (“BeWell”) sent notice to the Cannabis Control Commission that Lars Vaule was no longer with BeWell as of May 6, 2022. Confirmation of this notification was received from a member of Licensing staff on May 24, 2022. This notice referenced all of BeWell’s applications and its pending adult-use cultivation application (MC281924). Mr. Vaule is not a Person with Direct or Indirect Control of BeWell at this time. See attachments.

May 23, 2022

beWell Organic Medicine, Inc.
92 Bolt Street
Lowell, MA 01852
978-989-1204

VIA EMAIL ONLY: Licensing@cccmass.com

Cannabis Control Commission
Licensing Department
Union Station
2 Washington Square
Worcester, MA 01604

Re: Notice of Change in Employment
Company: BeWell Organic Medicine, Inc.
Licenses: RMD 1245 - R; RMD 1245 – P; and RMD 1245 – C
Pending: Adult-Use Cultivation Application, Case # MCN281924

Dear Licensing Team:

Please accept this correspondence as notice that Lars Vaule, Interim CEO, is no longer with BeWell Organic Medicine, Inc. Mr. Vaule's last day of employment was May 6, 2022.

Thank you for your attention to this matter. If any further information is required, please do not hesitate to be in touch.

Respectfully,



April Lyskowsky, Esq.

Director of Compliance & HR

cc: Debra Brown, Compliance Officer II
CCC

From: [April Lyskowsky](#)
To: [Sira Grant](#); [Matt Richman](#)
Cc: [Jim Smith](#)
Subject: FW: Notice of Change
Date: Wednesday, November 30, 2022 2:41:33 PM
Attachments: [image001.png](#)
[image002.png](#)
[image004.png](#)
[image005.png](#)
[image006.png](#)
[image007.png](#)
[image008.png](#)
[BeWell Organic Medicine, Inc. Reg. Notice of Change.pdf](#)

Hi Sira & Matt,

Please see the attached document and below confirmation from the CCC.

April

From: April Lyskowsky
Sent: Tuesday, May 24, 2022 11:15 AM
To: Matt Richman <mrichman@bewell420.com>
Cc: Sira Grant <SGrant@publicpolicylaw.com>
Subject: FW: Notice of Change

Please see below confirmation from the CCC that Lars is no longer with BeWell.

April

From: CCC Licensing <licensing@cccmass.com>
Sent: Tuesday, May 24, 2022 8:23 AM
To: April Lyskowsky <april@bewell420.com>
Cc: Debra Brown <Debra.Brown@cccmass.com>; CCC Licensing <licensing@cccmass.com>
Subject: RE: Notice of Change

Good morning,

I can confirm safe receipt.

Respectfully,
Jody



Jody Kaczowski, Licensing Specialist
Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604
licensing@cccmass.com

www.MassCannabisControl.com



From: April Lyskowsky <april@bewell420.com>
Sent: Monday, May 23, 2022 8:14 PM
To: CCC Licensing <licensing@cccmass.com>
Cc: Debra Brown <Debra.Brown@cccmass.com>
Subject: Notice of Change

Good evening Licensing Team,

Please see the attached Notice of Change.

Thank you,
April

April Lyskowsky, Esq.
Director of Compliance & HR
beWell Organic Medicine, Inc.

92 Bolt St.
Lowell MA, 01852
978-989-1204
april@bewell420.com
<https://bewell420.com>



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Disclaimer

The information contained in this communication from the sender is confidential. It is intended solely for use by the recipient and others authorized to receive it. If you are not the recipient, you are hereby notified that any disclosure, copying, distribution or taking action in relation of the contents of this information is strictly prohibited and may be unlawful.

This email has been scanned for viruses and malware, and may have been automatically archived by Mimecast, a leader in email security and cyber resilience. Mimecast integrates email defenses with brand protection, security awareness training, web security, compliance and other essential capabilities. Mimecast helps protect large and small organizations from malicious activity, human error and technology failure; and to lead the movement toward building a more resilient world. To find out more, visit our website.

BEWELL ORGANIC MEDICINE BUSINESS PLAN – SEPTEMBER 12, 2022

BeWell Organic Medicine (“BeWell”) is currently a vertically integrated medical provider with one small medical location in Merrimac and a cultivation/processing facility in Lowell. To survive in this ever-changing cannabis landscape, it is critical that the business add adult-use operations to both its wholesale and retail operations. BeWell has recently received its provisional license for adult-use cultivation and has completed its HCA with the town of Merrimac to add adult-use operations to its existing dispensary. It is also critical that the Company expands its retail footprint to become more vertically integrated and rely less on survival in the turbulent wholesale market. By having the proper balance of wholesale and retail revenues, we better ensure a profitable future for the business and position it to be longstanding contributing members to the communities within which we operate and the Commonwealth.

Our cultivation footprint is multiple times bigger than required to support our single medical store. Given the extensive competition in the wholesale flower market and compression in wholesale prices, it is critical to the company’s survival that it sell more of its internal products through its own retail channels. Adding adult-use sales to our existing medical facility in Merrimac provides this avenue for BeWell to become more vertically integrated and generate sufficient cash flows to have a sustainable business into the future.

Business Brief

BeWell will become a fully vertically integrated adult-use and medical cannabis company with a boutique wholesale business. We are not trying to create another large, MSO like business that is just about pushing products and clearing inventories. We are creating a boutique business with a culture driven to be the best and create value for all our partners and stakeholders. We strive to create a mini-ecosystem among our vendor partners, dispensary customers, end-user customers, communities and employees focused on providing the highest quality cannabis products and service and creating value for all participants.

We are not looking to have the biggest menu and quantity of products available - our primary focus is to have the capability to support our stores with the desired product mix, and have a wholesale business selling the same items, populating shelves in key markets throughout Massachusetts. Wholesale is not a secondary business, it needs to get the same level of attention and quality of products as in the store. The shelves of our wholesale customers is where we build our brand and there are many more of their shelves than the shelves in our stores.

Regarding wholesale, we are neither trying to nor need to be on every shelf in Massachusetts. Our objective is to be in every key market with select retail partners. We are managing our overall capacity to ensure that we do not have excess product for our retail and wholesale business needs. We prefer to have a limited supply of better products and create a buzz and demand both from the retail dispensaries and end-user customer. Among other avenues, we will support our customers through marketing, social media, collateral, presence, ease of ordering processing, timely deliveries, and being precise and accurate with all documentation, labeling, and compliance related items.

Adult-Use Dispensary - Merrimac

BeWell has been operating a medical dispensary in Merrimac since early 2020. Since COVID, the business at the medical store has declined significantly, largely due to the number of adult use dispensaries now in the surrounding area. This dispensary cannot remain in business as a medical only store which would result in the loss of one of the few medical stores in the state and the loss of six jobs. By adding adult-use sales to this store, the Company believes it will increase revenues substantially and rather than lose jobs, will actually create 3-4 additional jobs immediately. We will be collocating adult-use sales with medical sales in our existing dispensary location and thus there is minimal investment required and we would anticipate generating positive cash flow from the additional of adult-use sales right away.

Products & Capabilities

The Company prides itself on cultivating some of the best flower in Massachusetts. We are in the design phase of the expansion and improvements to our existing cultivation and processing facility. The Company is making a significant investment in this project to support our ability to consistently provide the highest quality flower products and produce them at a low cost, expand our production capabilities and streamline our workflow/efficiency by adding technology solutions.

BeWell will be able provide a full line of cannabis products to its stores and the wholesale market including:

- Whole bud flower – prepacked and bulk
- Pre-rolls, blunts, and infused varieties
- Vape products
- Dry concentrate products such as wax and shatter
- Live concentrate products
- Solventless extraction products (rosin)
- Infused edible products

BeWell Team

BeWell is primarily owned by two individuals:

- Anthony Banks, Chairman of the Board: Anthony is also the Founder, CEO and Chairman of Balhousie Care Group, the leading provider of care and assisted living facilities in Scotland.
- Paul Hearn, Director: Paul is also the owner/CEO of multiple nursing and assisted living facilities in the United Kingdom.

Jim Smith – Legal Counsel (external)

Jim is the founding partner of Boston based Smith, Costello and Crawford and has been an integral part of the development of the Massachusetts cannabis landscape and regulations since industry inception. Jim is a practicing attorney for over 40 years, representing clients in energy, offshore wind, biotech, broadcasting, marijuana policy, gaming and more before the U.S. Congress, the Massachusetts General Court, and Massachusetts executive branch agencies.

Matthew Richman – CEO & President

Matt joined BeWell in May of 2022 as its CEO and President, bring over 25 years of senior management experience. Matt has been working in the Massachusetts cannabis industry since 2020 and served as CEO of a vertically integrated cannabis operator in Colorado from 2018 to 2022. He has a breadth of experience in all aspects of the cannabis business, including: cultivation, processing, inventory management, regulatory and compliance, technology and systems, retail, wholesale, financials and taxes. Prior to entering the cannabis industry in 2018, Matt served as COO and CFO of many companies, both public and private and began his career as a CPA/auditor and consultant with Deloitte. Throughout his career he has spent much time building businesses in retail, wholesale/distribution, and technology. Matt has a BS in Business/Accounting from Shepherd University and an MBA from Florida Atlantic University.

James Calnan – Controller and IT Director

Jim has been with BeWell since December 2018. Mr. Calnan's primary responsible is creating and maintaining all financial records and producing month-end and year-end financial reports for executive management and the BOD. In addition, Jim manages the ordering and receiving of all purchases, makes all necessary payroll data for processing, and oversees building maintenance, security UAC, BA, FA, and all surveillance equipment. Before joining BeWell, Jim was the Corporate and Internal Auditor for Papa Gino's/D'Angelo Grilled Sandwiches for 6 years. Jim was responsible for auditing and investigating all operational records for the corporate office and 300 field restaurant locations. Additionally, Jim was a District Manager for a cluster of retail locations in NH for 12 years and was responsible for all operations and financial results for +\$6 million and annual revenue. Jim held several positions in this company before being Internal Auditor & District Manager, spanning 32 years.

Shane Gallick – Head of Cultivation

Shane joined BeWell in August of 2022 and is an experienced grower with 8 years of cannabis working across different facilities and environments. He spent the past 5+ years working in cultivation for multiple cultivators in Colorado. Shane's experience ranges from fertigation, integrated pest management and being a head grower. Shane puts an emphasize on team building and training for some of the core values of a successful company. Shane's philosophy is always to strive for better while keeping in mind what is the most ethical and efficient way to get things done while maintaining a safe and healthy product from the producer all the way to the consumer.

April Lyskowsky, Esq. – Director of Compliance and Human Resources

April has been with BeWell for almost 3 years. Ms. Lyskowsky's primary responsibilities are advising, training, and maintaining overall regulatory and compliance enforcement and employment issues. In addition, Lyskowsky serves as a liaison to state and local officials and outside counsel on related legal matters. Before joining BeWell, April worked in many capacities in non-profit, municipal, and state government. Primary responsibilities include managing federal and state grants and legislative advocacy, acquiring and disposing of city-owned real estate, and serving as Special Counsel representing the City of Lawrence in Land Court.

Ms. Lyskowsky is a graduate of the University of Massachusetts at Lowell and the Massachusetts School of Law. In addition, she is a Massachusetts Notary, served six years on the Zoning Board of Appeals for the City of Lawrence, and has past and present affiliations with many regulatory bodies, government agencies, and non-profit organizations.

Hilda Peguero – Inventory, Logistics and QC Manager

Hilda joined BeWell in August 2022 and brings close to 7 years of cannabis retail experience. Before joining BeWell, Ms. Peguero worked with 2 Massachusetts vertically integrated adult-use cannabis operators, where she provided extensive knowledge and management efficiencies with key performance indicators. In addition, Ms. Peguero received a Masters' Certificate in Cannabis from CTU in 2016 after the legalization in Massachusetts. Hilda began her cannabis career in an entry-level front desk position, then bud tending and fulfillment to helping manage multiple start-up dispensaries in the Commonwealth, including; Apothca, INSA, Happy Valley, Harbor House Collective, and now BeWell. Over the last few years, Hilda's primary career goals focus has been inventory and loss prevention management. She provides efficient processes using the Seed-to-sale inventory security system, transfer and delivery, and implementing new logistical inventory procedures consistent with the facility layouts.

Brianna Tomlinson – Brand & Product Manager

Bri has been with BeWell for almost 2 years and is the creative heart of BeWell, tackling social media, packaging design, marketing, product creation, events, and partner relationships. With a background in art & marketing, Bri spent 8 years as a Brand & Product Trainer for Lush Cosmetics. Prior to joining BeWell, she spent 3 years in retail operations for another Massachusetts cannabis adult-use retailer. She is passionate about community outreach, cannabis education, and making the world a kinder, greener place.

Jacob Tiar – Merrimac Store Manager

Jacob has been working in our Merrimac store for over 2 years and became the store manager in the middle of 2021. He joined BeWell after working as a retail manager at PacSun. Aside from running a compliant dispensary, his top priority is our patients, customers and employees, providing personal attention, kindness, and compassion.

Investment Needed

The investment needed for opening and operating the adult-use dispensary license will be provided by cash on hand. Since BeWell is already an operating business, and the store is already operating medically, there is minimal investment required and opening for adult-use sales will create incremental cash flow immediately while requiring minimal additional operating costs.

Financial Plan Summary

BeWell High-Level 5 Year Forecast					
	2023	2024	2025	2026	2027
Retail revenue - Adult-use	\$ 1,200,000	\$ 2,150,000	\$ 2,311,250	\$ 2,484,594	\$ 2,670,938
Retail revenue - Medical	642,000	629,160	616,577	604,245	592,160
Wholesale revenue	4,000,000	5,000,000	4,925,000	4,851,125	4,778,358
Rental revenue	240,000	243,600	247,254	250,963	254,727
Total revenue	\$ 6,082,000	\$ 8,022,760	\$ 8,100,081	\$ 8,190,927	\$ 8,296,184
Cost of goods sold	(3,329,940)	(4,434,121)	(4,476,111)	(4,525,779)	(4,583,630)
Gross Margin	\$ 2,752,060	\$ 3,588,639	\$ 3,623,970	\$ 3,665,147	\$ 3,712,554
Operating Expenses	(1,824,600)	(2,406,828)	(2,349,023)	(2,375,369)	(2,405,893)
Operating Income	\$ 927,460	\$ 1,181,811	\$ 1,274,946	\$ 1,289,779	\$ 1,306,660

Bewell Organic Medicine, Inc.
Plan for Obtaining Liability Insurance

I. Purpose

The purpose of this plan is to outline how Bewell Organic Medicine, Inc. (“Bewell”) will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

II. Research

Bewell has engaged with multiple insurance providers offering General and Product Liability Insurance coverage in the amounts required in 935 CMR 500.105(10). These providers are established in the legal marijuana industry. We are continuing these discussions with the insurance providers and will engage with the provider who best suits the needs of the company once we receive a Provisional License.

III. Plan

1. Once Bewell receives its Provisional Marijuana Establishment License, we will engage with an insurance provider who is experienced in the legal marijuana industry.
 - a. Bewell will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy will be no higher than \$5,000 per occurrence.
 - c. Vehicles used for pick-up and delivery shall carry liability insurance in an amount not less than \$1,000,000 combined single limit.
2. In the event that Bewell cannot obtain the required insurance coverage, Bewell will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of these liabilities.
 - a. Bewell will replenish this account within ten business days of any expenditure.
3. Bewell will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

Personnel Policies Summary

It is beWell Organic Medicine, Inc.'s ("beWell") policy to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. beWell will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by beWell to be involved in discriminatory practices are subject to disciplinary action and may be terminated. beWell strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of beWell that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a "responsible vendor" require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. beWell will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID; and key state and local laws.

beWell will maintain records of compliance with all training requirements pursuant to 935 CMR 500.105(2). The records will be maintained for four years and beWell will make the records available for inspection upon request. All of our employees who are agents will receive the training required for each license under which the agent is registered, including, without limitation, with respect to privacy and confidentiality requirements, which may result in instances that would require such an agent to participate in more than 8 hours of training.

All beWell policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(i) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(k). beWell will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(l). beWell will enforce a policy for the immediate dismissal of agents for prohibited offenses including but not limited to diversion of marijuana, unsafe practices, or a conviction or guilty pleas for a felony charge of distribution to a minor according to 935 CMR 105(1)(m).

beWell Organic Medicine, Inc.

All beWell employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by beWell and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

Maintaining Financial Records

beWell Organic Medicine, Inc. ("beWell") policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipends paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the non-profit corporation.

beWell will conduct monthly sales equipment and data software checks and initiate reporting requirements for discovery of software manipulation as required by 935 CMR 500.140(5)(d). beWell will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). beWell will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. beWell will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If beWell determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations. Pursuant to 935 CMR 500.140(5)(e), beWell will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

beWell financial records will be available for inspection by the Commission, upon request. The financial records will be maintained in accordance with generally accepted accounting principles. Following the closure of beWell, all records will be kept for at least two years at the expense of RC and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(5)(e).

Procedures for Quality Control and Testing

Pursuant to 935 CMR 500.160, beWell Organic Medicine, Inc. (“beWell”) will not sell or market any marijuana product that is not capable of being tested by Independent Testing Laboratories, including testing of marijuana products and environmental media. beWell will implement a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by beWell for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to beWell by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). beWell will never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

In accordance with 935 CMR 500.130(2), beWell will prepare, handle and store all edible marijuana products in compliance with the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. In addition, beWell’s policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination.

Pursuant to 935 CMR 500.105(11)(a)-(e), beWell will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. beWell will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. beWell storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The beWell storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

beWell will have a Quality Manager who will oversee the manufacturing at the beWell facility to maintain strict compliance with DPH regulations and protocols for quality control and analytical testing. In accordance with 935 CMR 500.160 beWell grow areas are monitored for temperature, humidity, and CO2 levels this monitoring helps reduce the risk of crop failure. Ethical pest management procedures are utilized to naturally maintain a pest free environment.

All Marijuana Infused Products (“MIPs”) are produced using good manufacturing practices and safe practices for food handling to ensure quality and prevention of contamination.

All beWell agents whose job includes contact with marijuana or nonedible marijuana products

is subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. All beWell agents working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including personal cleanliness and thorough handwashing. The hand-washing facilities will be adequate and convenient with running water at a suitable temperature and conform with all requirements of 935 CMR 500.105(3)(b)(3).

beWell will provide sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations, in accordance with 935 CMR 500.105(3)(b)(4). Litter and waste will be properly removed and disposed of and the operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12). The floors, ceilings and walls will be constructed in a way that allows them to be adequately cleaned and in good repair. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition in compliance with 935 CMR 500.105(3)(b)(9). All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products.

Pursuant to 935 CMR 500.105(3)(b)(11), beWell's water supply will be sufficient for necessary operations able to meet our needs. The plumbing requirements of 935 CMR 500.105(3)(b)(12) will be met through adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the beWell facility. beWell will also provide our employees with adequate, readily accessible toilet facilities that are maintained in sanitary condition and in good repair. All products that can support the rapid growth of undesirable microorganisms will be held in a manner that prevents the growth of these microorganisms.

The Quality Manager will ensure all batches of Marijuana and MIPs will be tested, by an independent testing laboratory pursuant to 935 CMR 500.160. All products shall be tested for the cannabinoid profile and for contaminants as specified by the Department, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides.

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1). All testing results will be maintained by beWell for no less than one year in accordance with 935 CMR 500.160(3).

Samples that pass testing will be packaged for use or utilized in MIPs.

Samples that fail testing will be reported and destroyed. Pursuant to 935 CMR 500.160(9), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the Independent Testing Laboratory standards.

Qualifications and Training

Pursuant to 935 CMR 500.105(2)(a) beWell Organic Medicine, Inc. ("beWell") will ensure all agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Agents will be trained for a minimum of one week before acting as a Marijuana Establishment Agent. At a minimum, staff shall receive eight hours of on-going training annually. New agents will receive employee orientation prior to beginning work with beWell. Each department managed will provide orientation for agents assigned to their department. Orientation will include a summary overview of all the training modules. Marijuana Establishment Agents will first take the Basic Core Curriculum pursuant to 935 CMR 500.105(2).

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of beWell that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program ("RVT"), and once designated a "responsible vendor" require all new employees involved in handling and sale of marijuana to complete the Basic Core Curriculum within 90 days of hire. After successful completion of the Basic Core Curriculum, each Marijuana Establishment Agent involved in the handling or sale of Marijuana for adult use shall fulfill the four-hour RVT requirement every year thereafter for the Marijuana Establishment to maintain designation as a Responsible Vendor. beWell will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

In addition to the Basic Core Curriculum, all Marijuana Establishment Agents acting as delivery employees of a Delivery Licensee or a Marijuana Establishment with a Delivery Endorsement shall have attended and successfully completed Delivery Core Curriculum, pursuant to 935 CMR 500.105(2).

All employees will be registered as agents, in accordance with 935 CMR 500.030. All beWell employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All registered agents of beWell shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in the agent's file. Training records will be retained by beWell for at least one year after agents' termination. Agents will have continuous quality training and a minimum of 8 hours annual on-going training.

A list of anticipated positions and their qualifications are: See attached list.

beWell Organic Medicine, Inc.

BeWell adult-use application cultivation and processing anticipated positions and qualifications:

Administrative Staff:

CEO: Reports directly to the Board of Directors and has overall strategic and operational responsibility for beWell's staff, operations, budget, expansion, and execution of its mission.

Controller: Oversees all accounts, ledgers, purchasing, payroll, and reporting systems, ensuring compliance with MA standards, regulatory requirements, and procedures. Monitors internal controls and safeguards for receipt of revenues, costs, payables, program budgets, actual expenditures, and manages payroll.

Director of Compliance & Human Resources: Oversees compliance and regulatory requirements and procedures, facilitates overall policies, recruitment, training, safety, and risk management, and works with outside counsel on legal matters related to regulatory, compliance, and employment issues.

Cultivation Staff:

Director of Cultivation: The Director of Cultivation is responsible for all aspects of the cultivation and manufacturing of adult-use cannabis. Creates and implement production schedule for continual, ongoing harvests, selects varieties and acquires genetics, manages all phases of plant growth, biosecurity, environment growing conditions, quality assurance, and regulatory requirements. Supervisors train and evaluate staff and schedules and execute daily work assignments.

Cultivation Supervisor: The Cultivation Supervisor will assist the Director of Cultivation in training and developing a team to meet all cultivation production goals, compliance, and regulatory standards while sustaining high-quality cannabis consistent with beWell's Standard Operating Procedures. The Cultivation Supervisor reports directly to the Master Grower.

Fertigation Technician: The Fertigation Technician works under the supervision of the Director of Cultivation to determine the precise mixing and delivery of nutrients to the cannabis crops throughout the facility. Responsible for monitoring the performance of the fertigation system to ensure that it is working according to specifications from the vendor and escalating issues to the executive team in real-time to avoid major issues regarding the delivery of nutrients/or the system itself. This position requires the use of automated computer systems, meters for analytical analysis, and controlled environment technology.

Cultivation Lead: The Cultivation Lead works under the supervision of the Cultivation Supervisor (CS) to determine methods for increasing productivity and overall production for cultivation and improving output in processing and packaging operations. This person will need to conduct careful inspections and analyses and develop innovative solutions. This position requires the use of computer systems, meters for analytical analysis, and controlled environment technology.

Cultivation Technicians: The Cultivation Technician performs manual labor to assist in the upkeep, stocking, and fulfillment of growing medicinal cannabis, including, but not limited to, watering, feeding, pruning, cloning, cleaning, and transplanting. The Trimmer is responsible for

beWell Organic Medicine, Inc.

Trimmer: Responsible for manicuring wet or dry flowers from the stalk and breaking down plants to process/trim them to meet quality standards.

Facilities Maintenance Manager: Oversee the access, security, maintenance, and services of the cannabis cultivation facility.

Processing Staff:

Director of Processing: The Director of Processing is responsible for product manufacturing, processing, packaging, labeling, output metrics, quality assurance, and vault and inventory management. Organizes day-to-day production staff activities, deliveries, POS and METRC management, and external wholesale communication and maintains compliance with SOPs and regulatory requirements. Supervises, train, and evaluate staff and schedules and executes daily work assignments.

Quality Assurance Manager: The Quality Assurance Manager is responsible for overseeing quality-related activities associated with sampling and inspection of in-process and finished products, meeting all specifications and brand consistency, customer complaints, product investigations, and Corrective and Prevention Action plans. The ideal candidate must possess strong attention to detail and experience working within a highly regulated industry.

Packaging Manager: The Packaging Manager oversees all phases of packaging, tracking, and monitoring systems to meet quality standards.

Packaging Lead: The Packaging Lead is responsible for directing and overseeing Packaging employees' work, ensuring compliance with the Cannabis Control Commission regulations, quality assurance, and production schedules.

Packaging Associate: The Packaging Associate is responsible for weighing and packaging cannabis flower, processing material into pre-rolls, packaging vapes cartridges, shatter, and various topical products.

Vault Inventory Lead: The Vault Lead is responsible for organizing and managing all products in the vault, creating an inventory tracking system from in-process packages, and assisting the production manager. This person must be flexible and can adapt to a fast-paced, ever-changing work environment.

Delivery Driver: The Delivery Driver is responsible for safely and securely transporting the delivery of marijuana to and from our facility.

Record Keeping Procedure

beWell Organic Medicine, Inc. ("beWell") records will be available to the Cannabis Control Commission ("CCC") upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

beWell will also keep all waste disposal records as required by 500.105(12), including record keeping procedures. beWell will ensure that at least 2 Marijuana Establishment Agents witness and document how the marijuana waste is disposed or otherwise handled in accordance with 935 CMR 500.105(12). When the marijuana products or waste is disposed or handled, beWell will create and maintain a written or electronic record of the date, the type, and quantity disposed or handled, the manner of disposal or other handling, the location of the disposal or other handling, and the names of the Agents present during the disposal or handling, with their signatures. beWell will keep these records for at least 3 years.

Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to, job descriptions for each employee, organizational charts, staffing plans, personnel policies and procedures and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual's affiliation with beWell, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business will be maintained in accordance with 935 CMR 500.104(9)(e) as well as waste disposal records pursuant to 935 CMR 500.104(9)(f), as required under 935 CMR 500.105(12).

Following the closure of the Marijuana Establishment, all records will be kept for at least two years at the expense of beWell and in a form and location acceptable to the Commission, pursuant to 935 CMR 500.105(9)(g). In accordance with 935 CMR 500.105(9), records of beWell will be available for inspection by the Commission upon request. beWell's records will be maintained in accordance with generally accepted accounting principles. beWell will have all required written records and available for inspection, including all written operating procedures as required by 935 CMR 500.105(1) and business records as outlined by 935 CMR 500.105(9)(e).

Energy Compliance Plan

At all times, Bewell Organic Medicine, Inc. (“Bewell”) Marijuana Establishment will satisfy minimum energy efficiency and conservation standards as required by the Commission and in accordance with 935 CMR 500.105(15). Bewell will strive to reduce energy demand, including by not limited to, the following:

- Use of natural lighting where feasible and compliant with CCC regulations;
- Replacement of the garage doors with high performance low-E glazing
- Insulate remaining walls and the ceiling to meet or exceed the Energy Code for commercial buildings.
- Purchase and installation of LED lights, where feasible;
- Utilization of advanced and energy efficient HVAC systems;
- Energy efficient cooling tower;
- Hot water tank with hybrid design to enhance overall energy efficiency.
- Insulated glazing;
- New building insulation, where feasible.

The project will be in compliance with the International Building Code’s requirements for sustainable and energy conservation in construction. Bewell will work closely with the utility to create and execute an energy savings plan, including:

- Understanding of how we consume energy through analysis generation;
- Compare our operation with similar businesses and act accordingly;
- Solicit customized energy improvement recommendations from professionals and determine how and if such recommendations can be incorporated into our business plan; and
- Identify cost incentives through utility energy programs, such as Mass Save programs to explore financial incentives for energy efficiency and demand reduction measures.

Bewell is already operating as medical-use dispensary and intends to add adult-use operations when approved by the Commission. While renewal energy generation operations are not currently an option for Bewell's retail location, it will consider the implementation of energy generators if such activity is feasible in the future. Bewell shall engage in Mass Save energy efficiency programs whenever feasible. Bewell shall consider an energy assessment from Mass Save in order to identify programs that it could be utilize to ensure energy conservation practices. In the event that new equipment is necessary in Merrimac, Bewell shall utilize Mass Save's equipment rebates in order to prioritize the use of high-efficiency equipment.

Restricting Access to Age 21 or Older

As a co-located adult use and medical use location, and pursuant to 935 CMR 500.140(3), upon entry into the premise of beWell Organic Medicine, Inc. ("beWell") by an individual, a beWell agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. If the individual is younger than 21 but at least 18 years of age, he or she shall not be admitted unless they produce an active medical registration card issued by the DPH. If the person holds an active medical card but is younger than 18, they must be accompanied by a personal caregiver with an active medical registration card. Proof of identification will also be required of personal caregivers.

beWell's management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of beWell are 21 years of age or older. (except in the case of a Registered Qualifying Patient with the Massachusetts Medical Use of Marijuana Program in possession of a valid Program Identification from the Department of Public Health or the Cannabis Control Commission.)

To verify an individual's age, an beWell Agent must receive and examine from the individual one of the following authorized government issued ID cards: Massachusetts issued driver's license; Massachusetts issued ID card; Out-of-state driver's license or ID card (with photo); Passport; or U.S. Military ID. To verify the age of the individual the Agent will use an Age Verification Smart ID Scanner that will be supplied by beWell. If for any reason the identity of the customer or the validity of the ID is in question, the individual will not be granted access to the facility.

beWell will train all Retail and Security Agents on the verification and identification of individuals. All Agents will enroll in and complete the Responsible Vendor Training Program when it is available. This curriculum will include: Diversion prevention and prevention of sales to minors; and Acceptable forms of identification, including how to check identification, spotting false identification, provisions for confiscating fraudulent identifications, and common mistakes made in verification.

beWell will have limited access areas identified with clear signage designating the access point for authorized personnel only, pursuant to 935 CMR 500.110(4). Identification badges will be required to be worn at all times by beWell employees while at the facility or engaged in transportation. beWell will positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years or age or older.

While at the facility or transporting marijuana for the facility all beWell Agents must carry their valid Agent Registration Card issued by the Commission. All beWell Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card. All outside vendors, contractors and visitors shall be required to wear visitor badges prior to entering limited access areas and shall be displayed at all times. Visitors shall be logged in and out and be escorted while at the beWell facility. The visitor log will be available for inspection by the

Commission at all times. All visitor badges will be returned to beWell upon exit.

The following individuals shall be granted immediate access to the facility: Representatives of the Commission in the course of responsibilities authorized by Chapter 334 of the Acts of 2016, as amended by Chapter 55 of the Acts of 2017 or 935 CMR 500.000; representatives of other state agencies in the Commonwealth; emergency responders in the course of responding to an emergency; and law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.

All Limited Access areas will be clearly described by the filing of a diagram of the registered premises, as determined by the Commission, reflecting, where applicable, entrances and exits, walls, partitions, vegetation, flowering, processing, production, storage, disposal and retail sales areas. Access to Limited Access areas will be restricted to employees, agents or volunteers specifically permitted by beWell, agents of the Commission, state and local law enforcement and emergency personnel. All beWell employees will visibly display an employee identification badge issued by beWell at all times while beWell's Marijuana Establishments or transporting marijuana.



Diversity and Inclusion Plan Policy and Procedure Manual

beWell Organic Medicine, Inc. ("beWell") is currently operating a Medical Marijuana Treatment Center, with cultivation and product manufacturing located in Lowell and medical retail located in Merrimac. Our Diversity Plan represents an initial approach to establishing a comprehensive management plan to address diversity and inclusion. It is meant to be an evolving document designed to guide decisions and practices that ensure we can reach our goals outlined below. This Plan summarizes how beWell will promote equity among minorities, women, Veterans, persons with disabilities, and individuals identifying as LGBTQ+.

At all times, beWell will adhere to the requirements outlined 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 beWell, will not violate the Commission's regulations concerning limitations on ownership or control or other applicable state laws.

I. Intent

beWell is committed to a culture of diversity, respect, and appreciation. Diversity is a core value of beWell because it broadens our skill base and helps us become more competitive and innovative. Moreover, beWell recognizes our responsibility to promote a society where underrepresented groups can access employment and contract opportunities.

beWell is committed to providing equal employment opportunities to all applicants and employees. This Plan will address beWell's diversity, specifically the following groups:

- Minorities;
- Women;
- Veterans;
- People with disabilities; and
- LGBTQ+ individuals

II. Goals

DIVERSITY GOALS

1. Build a diverse beWell team and make beWell's workplace an inclusive, welcoming, and respectful environment.

2. Utilize qualified vendors, suppliers, and wholesale partners whose businesses are owned by or have a majority of their employees that are minorities, women, Veterans, people with disabilities, and individuals identifying as LGBTQ+.

GOAL 1: DIVERSITY RECRUITMENT AND EMPLOYMENT PROGRAM

beWell is committed to offering its workforce a livable wage, above the State's required minimum wage, and other employee benefits. Employees working at least 30 hours per week or 130 hours per month are eligible to participate in an employer-sponsored healthcare plan. Similarly, paid vacation and sick benefits are available to 30+ hour employees.

Our goal is to have at least 50% of our workforce be women. Additionally, we will endeavor to have at least 25% - 30% of the beWell team comprised of minorities, 10% comprised of veterans, 5% comprised of people with disabilities, and 15% comprised of individuals identifying as LGBTQ+. To accomplish these goals:

1. beWell will give hiring preference to women, minorities, veterans, people with disabilities, and individuals of the LGBTQ+ community.
2. Job postings will be listed with the Career Center of Lowell, Lowell Sun newspaper, and the CMAA-Cambodian Mutual Assistance Association of Lowell. Jobs will be posted as frequently as beWell has job openings but at least once annually. Job Postings will include beWell's hiring preference outlined in Section 1 above and encourage those who meet the requirements to apply. Job postings will be written in a gender-neutral language and, if necessary, in languages most commonly spoken by the community.
3. Recruitment materials emphasize the company's commitment to hiring a diverse workforce and use images that reflect people from different backgrounds.
4. beWell will provide training to all employees regarding inclusion in the workplace and advanced training to managers to foster an inclusive workplace environment and promote equity.
5. Hiring managers and interview teams will strive to reflect diversity whenever possible and participate in annual training to expose and help mitigate unconscious biases, including implementation of standardized interview and promotion processes that ensure managers focus only on factors that directly impact performance
6. Implement an Anti- Discrimination, Harassment, and Retaliation Policy. This policy includes provisions for responding to complaints, discipline for non-compliance, and evaluating the circumstances to see if this Plan needs improvements.

DIVERSITY RECRUITMENT AND EMPLOYMENT PROGRAM MEASURES

Evaluate Key Performance Indicators (KPIs) listed below towards diversity and share them with the management team and necessary community stakeholders.

Report beWell's diversity outcomes annually, including the following workforce statistics:

1. Demographics of employees hired throughout the year, including race, ethnicity, gender, age, and other categories related to diversity, when the information is available to beWell.

2. Recruitment and hiring data relative to workforce diversity include sourcing candidates, employment opportunities, and actual hires.
3. Rates of retention of employees, by job category, and by categories of diversity.
4. Wage data for gender types of same responsibilities.
5. Recommendations for strengthening beWell's Diversity Program.

GOAL 2: SUPPLIER/CONTRACTOR DIVERSITY PROGRAM

beWell is committed to utilizing, to the extent possible, minority-owned, women-owned, Veteran-owned, LGBTQ+ people-owned, and businesses owned by persons with disabilities (known as our "Supplier Plan Population") as suppliers, contractors, and wholesale partners. Our goal will be to contract with 25% to 30% of companies that fall within the Supplier Plan Population. beWell will actively identify and pursue partnerships with suppliers, contractors, and Marijuana Establishments that consist of 10% women, 5% minority, 5% veterans, 5% of individuals with disabilities, and 5% of individuals that identify as LGBTQ+.

beWell recognizes that sourcing products and services from previously under-represented suppliers helps sustain and progressively transform a company's supply chain, thus quantitatively reflecting the community's demographics. beWell will operate with and record transactions, and maintain records of interactions with diverse suppliers.

1. beWell will provide preference to suppliers and contractors whose owners or employees are minorities, women, Veterans, people with disabilities, and individuals identifying as LGBTQ+ and give more weight to these business when soliciting bids.
2. beWell will actively recruit suppliers by advertising for services or contractors in diverse publications such as local newspapers and bid solicitation websites and promote this beWell's Diversity Program when sourcing these services.
3. beWell will give priority to qualified Marijuana Establishments whose owners or a majority of its employees meet the criteria outlined above when sourcing wholesale products and communicate this to the wholesale businesses it meets with.

SUPPLIER/CONTRACTOR DIVERSITY PROGRAM MEASURES

beWell will keep records of the demographics of all third-party suppliers, contractors, and Marijuana Industry Partners that with who we have engaged and done business.

III. Reporting

Sixty days prior to our annual License Renewal, beWell will produce a comprehensive report on our Goals and Programs that will outline each program's metrics and whether we have met our goals. beWell managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments and devise revisions and updates to our Plan where needed.

Plan for Separating Recreational from Medical Operations

beWell Organic Medicine, Inc. (“beWell”) is planning to operate a co-located medical and adult-use Registered Marijuana Dispensary. This plan summarizes how beWell will separate recreational from medical operations for our dispensary in Merrimac. This plan is compliant with 935 CMR 500.000, 935 CMR 501.000, and 935 CMR 502.000 (“the Regulations”).

beWell is committed to being compliant with all regulations and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) and any other requirements or sub-regulatory guidance issued by any other regulatory agency.

The purpose of this plan is to outline the responsibilities of the Company, the Company’s management team, and Agents to ensure specific, methodical, and consistent compliance with the regulations and to ensure that there is a separation between medical use of marijuana operations and recreational marijuana operations are in compliance with all regulations and laws.

As a Co-located Marijuana Operations (“CMO”), beWell will comply with the physical and virtual separation requirements of medical-use and adult-use marijuana and marijuana products.

- All medical and adult-use products will be stored separately, in designated areas for each type of inventory.
- beWells’ POS system records and tracks medical and adult-use transactions separately.
- beWell will implement procedures for virtual, i.e., electronic, separation of medical-use and adult-use marijuana and marijuana products subject to Commission approval. beWell will use package tags in the Seed-to-sale SOR (METRC System) for this separation. beWell will attach package tags to all finished marijuana and marijuana products and enter any remaining inventory, including seeds, into the Seed-to-sale SOR. beWell will also continue to use the LeafLogix THC Seed to Sales System. beWell’s LeafLogix system is integrated with the Commission required METRC Seed-to-sale SOR.

Pursuant to 935 CMR 500.105(8)(g), as a Marijuana Establishment cultivating, processing, and selling marijuana products for medical use and marijuana products for adult use, beWell will create virtual separation of the products. Using LeafLogix THC seed to sale software system, beWell will designate and track all marijuana and marijuana products as medical and adult-use through the use of package tags in the Seed-to-sale SOR.

Pursuant to 935 CMR 500.140(10), beWell will ensure that medical use of marijuana patients registered under 105 CMR 725.000 have access to the quantity and variety of marijuana products.

1. Marijuana products reserved by beWell for patient supply will be maintained on-site at our co-located facility.
2. For the first six months of operation, beWell will reserve the required percentage of our inventory for medical use of marijuana patients. This will include the required percentage of each type and strain of marijuana and each type of marijuana product, including oils, tinctures, and edibles.

- a. On a weekly basis, beWell will conduct an audit of patient supply to assess if a larger percentage of inventory should be held for patients.
 - i. This audit will be retained for no less than 6 months.
3. After beWell has been open for a period of six months, an analysis of sales data will be conducted of all products sold to patients over the preceding six months.
 - a. Using this analysis, beWell will determine the amounts sufficient to meet the patient demand for marijuana products.

beWell shall maintain a quantity and variety of marijuana for patients that meets the demand indicated by an analysis of sales data collected during the preceding six months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six months. If a substitution must be made, the substitution shall reflect the type and strain that is no longer available as close as possible.

On a quarterly basis, beWell will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical-use products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, beWell will submit a report to the Commission in a form determined by the Commission.

Marijuana products reserved for patient supply will be maintained on-site at the retail establishment. If our on-site supply of medical-use marijuana becomes low, we will immediately transfer products from our Cultivation/Product Manufacturing Establishment in Lowell.

If necessary, beWell will transfer marijuana products reserved for medical use to adult use within a reasonable period of time prior to the date of expiration, provided that the product does not pose a risk to health or safety. If this situation occurs, beWell will immediately replenish the medical-use marijuana.

beWell will maintain and provide to the Commission on a biannual basis accurate sales data collected during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

As a co-located retail, beWell shall provide a separate area for confidential patient consultation. The signage shall state "Consultation Area". beWell shall use best efforts to prioritize patient and caregiver identification verification and physical entry into its retail area.