



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281811
Original Issued Date: 02/05/2021
Issued Date: 02/05/2021
Expiration Date: 02/05/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Mellow Fellows LLC

Phone Number: 978-387-7877 Email Address: hello@mellowfellowsco.com

Business Address 1: 330 Amesbury Road

Business Address 2:

Business City: Haverhill

Business State: MA

Business Zip Code: 01830

Mailing Address 1: P.O. Box 1115

Mailing Address 2:

Mailing City: Haverhill

Mailing State: MA

Mailing Zip Code: 01831

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:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 3

Percentage Of Control: 10

Role: Owner / Partner

Other Role:

First Name: Edward

Last Name: Brown

Suffix:

Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 3	Percentage Of Control: 10	
Role: Owner / Partner	Other Role:	
First Name: Timothy	Last Name: Riley	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 3	Percentage Of Control: 10	
Role: Owner / Partner	Other Role:	
First Name: Charles	Last Name: Emery	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control: 44.35	
Role: Executive / Officer	Other Role:	
First Name: Arthur	Last Name: Becker	Suffix:
Gender:	User Defined Gender:	
What is this person's race or ethnicity?:		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 5

Percentage Of Ownership:	Percentage Of Control: 26.65	
Role: Executive / Officer	Other Role:	
First Name: Alan	Last Name: Kanders	Suffix:
Gender:	User Defined Gender:	
What is this person's race or ethnicity?:		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 91	Percentage of Ownership:	
Entity Legal Name: Mass Invest Group, LLC	Entity DBA:	DBA City:
Entity Description:		
Foreign Subsidiary Narrative:		
Entity Phone: 617-399-6931	Entity Email: trosedale@brllawgroup.com	Entity Website:
Entity Address 1: 16192 Coastal Hwy	Entity Address 2:	
Entity City: Lewes	Entity State: DE	Entity Zip Code: 19958
Entity Mailing Address 1:	Entity Mailing Address 2:	

Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:
Relationship Description: New operating and managing company for the retail establishment.		

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Timothy	Last Name: Riley	Suffix:
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$166000 Percentage of Initial Capital: 33
Capital Attestation: Yes		

Individual Contributing Capital 2

First Name: Charles	Last Name: Emery	Suffix:
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$900000 Percentage of Initial Capital: 33
Capital Attestation: Yes		

Individual Contributing Capital 3

First Name: Edward	Last Name: Brown	Suffix:
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$437000 Percentage of Initial Capital: 33
Capital Attestation: Yes		

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 330 Amesbury Road
Establishment Address 2:
Establishment City: Haverhill Establishment Zip Code: 01830
Approximate square footage of the establishment: 2600 How many abutters does this property have?: 3
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
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 11.14.19.pdf	pdf	5e134bba541f65570b948a24	01/06/2020
Certification of Host Community Agreement	Mellow Fellows - Host Community Agreement Certification Form.pdf	pdf	5e1f3191bcf9aa06f38975f4	01/15/2020
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Packet 4.10.20.pdf	pdf	5e908ef081ed8a355b8d9f33	04/10/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact Mellow Felows Haverhill4.14.20.pdf	pdf	5e971378bddf0438d21de7e4	04/15/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role:
First Name: Edward Last Name: Brown Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Owner / Partner Other Role:
First Name: Charles Last Name: Emery Suffix: Jr.
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: Owner / Partner Other Role:
First Name: Timothy Last Name: Riley Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Arthur Last Name: Becker Suffix:
RMD Association:
Background Question:

Individual Background Information 5

Role: Other Role:
First Name: Alan Last Name: Kanders Suffix:
RMD Association:
Background Question:

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Date generated: 11/19/2021

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Cert of Good Standing scty state.pdf	pdf	5c53d5569ff0081b48217984	02/01/2019
Department of Revenue - Certificate of Good standing	EPB MASS DOR COGS.pdf	pdf	5c559c1b3183181258e186bc	02/02/2019
Department of Revenue - Certificate of Good standing	CFE COGS.pdf	pdf	5c6880f4635d511b3474edb8	02/16/2019
Department of Revenue - Certificate of Good standing	TPR COGS.jpg	jpeg	5c695c80b411c1126cf01e26	02/17/2019
Articles of Organization	Articles of Organization.pdf	pdf	5dbaf1f56b4e192b1d273b9f	10/31/2019
Bylaws	Operating Agreement Amendment 1.13.20_compressed.pdf	pdf	5e1f32b23824dd075849e0ce	01/15/2020

No documents uploaded

Massachusetts Business Identification Number: 001345356

Doing-Business-As Name: Mello

DBA Registration City: Haverhill

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Mellow Fellows_GL.pdf	pdf	5c71a4fc8d16491b5c0f8011	02/23/2019
Business Plan	Mellow Fellows Business Plan 2.21.19.pdf	pdf	5c74acd5b411c1126cf03158	02/25/2019
Proposed Timeline	Proposed Timeline 11.21.19.pdf	pdf	5de92328ea4df3530e647a60	12/05/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	Colocate Separating Medical from Recreational Operations.pdf	pdf	5dd5709a170b4c5353e3ae61	11/20/2019
Dispensing procedures	Dispensing Procedures.pdf	pdf	5dd570a10f35e05798b37d0d	11/20/2019
Diversity plan	Diversity Plan.pdf	pdf	5dd570a7160e3b57a3dd2f83	11/20/2019
Inventory procedures	Inventory procedures summary.pdf	pdf	5dd570ae7aad8653363bdb34	11/20/2019
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	5dd570b4170b4c5353e3ae65	11/20/2019
Personnel policies including background checks	Personnel Policies Summary.pdf	pdf	5dd570bb160e3b57a3dd2f87	11/20/2019
Prevention of diversion	Prevention of Diversion.pdf	pdf	5dd570c38bdcfd57ae52676d	11/20/2019
Quality control and testing	Procedures for Quality Control and Testing.pdf	pdf	5dd570cf9c1081532b9a6086	11/20/2019
Qualifications and training	Qualifications and Training.pdf	pdf	5dd5746040e348579197d494	11/20/2019

Record Keeping procedures	Record Keeping Procedure.pdf	pdf	5dd57467160e3b57a3dd2f9d	11/20/2019
Restricting Access to age 21 and older	Restricting Access to age 21 or older.pdf	pdf	5dd5746dbcb01253152f6af2	11/20/2019
Plan for obtaining marijuana or marijuana products	Retail Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	5dd574749c1081532b9a609d	11/20/2019
Storage of marijuana	Storage of Marijuana.pdf	pdf	5dd5748366a32657cfbddd0a	11/20/2019
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	5dd57489b4f83557d6cc75fe	11/20/2019
Security plan	Security Plan.pdf	pdf	5e97134d554b033566cd2c79	04/15/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 8:30 PM
Tuesday From: 9:00 AM	Tuesday To: 8:30 PM
Wednesday From: 9:00 AM	Wednesday To: 8:30 PM
Thursday From: 9:00 AM	Thursday To: 8:30 PM

Friday From: 9:00 AM	Friday To: 8:30 PM
Saturday From: 9:00 AM	Saturday To: 8:30 PM
Sunday From: 9:00 AM	Sunday To: 8:30 PM

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Mellow Fellows, LLC (“Mellow Fellows”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the retail marijuana establishment 330 Amesbury Road, Haverhill, MA 01830 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

Mellow Fellows is planning to lease the old Seafood Etc. building and property at 330 Amesbury Road from the Mac & D Realty Trust LLC. The footprint of the building will not be changed, and the intensity of use will remain consistent or less than that of the seasonal restaurant that operated successfully on the property for decades.

Mellow Fellows qualifies as a Licensed Marijuana Establishment (LME). Mellow Fellows is seeking to be licensed as a Marijuana Retailer. A marijuana retailer, as defined by § 255-197, is an entity licensed to purchase and deliver marijuana and marijuana products from marijuana establishments and to deliver, sell, or otherwise transfer marijuana and marijuana products to marijuana establishments and to consumers. Mellow Fellows will operate in the form of a storefront. Consistent with state and city regulations, there will be no marijuana consumed on the premises.

Mellow Fellows' location at 330 Amesbury Road lies within the Licensed Marijuana Establishments—Retail Sales Only (LME-RO) zone. Sufficiently meet the requirements of the 500 foot buffer zone as described in § 255-199 (B). Mellow Fellows notified the adjacent property owners, as well as any preexisting licensed childcare facility for children under age of 18, church or place of worship, or youth, center, within 300 feet. § 255-199(C). There is not another LME within $\frac{1}{2}$ mile. § 255-199(D). Accordingly, the building at 330 Amesbury Road satisfied the requirements to house Mellow Fellows as a retail only LME.

Mellow Fellows has satisfied the requirements for a special permit pursuant to code article XIX 255-202 and section 255-80. Mellow Fellows' application for a special permit has been approved by the City of Haverhill. The conditions that must be satisfied to grant a special permits are delineated in Article XIX, § 255-202 through 205 inclusive governing the Licensed Marijuana Establishments Overlay Zone, and in § 255-80 governing special permits in general.

Pursuant to § 255-202, Site Plan Review, the Applicant has submitted its site plan in conjunction with its special permit application and received final approval for the special permit. The site plan meets the requirements of § 255-68.

Pursuant to § 255-203, General Requirements, Mellow Fellows satisfied the general requirements of § 255-203.

- A. There will be no outside storage of marijuana, marijuana products, related supplies, or educational materials.
- B. All activities of Mellow Fellows shall be conducted indoors.
- C. No retail marijuana, marijuana products, or paraphernalia shall be displayed or kept in the store so as to be visible from outside the premises.
- D. The store will not be open between the hours of 9:00 p.m. and 9:00 a.m. The hours as

Mellow Fellows, LLC
Application of Intent

recited in the application are from 9 a.m. to 6 p.m. Monday through Sunday.

- E. There will be no use, consumption, ingestion or inhalation of marijuana or marijuana products on or within the premises.
- F. There will be no alcoholic beverages sold.

Pursuant to of § 255-204, the Application satisfied the design requirements of § 255-204.

- A. The LME shall operate from a fixed location within a fully enclosed building at 330 Amesbury Road. No part of the establishment will be operated from a moveable, mobile or transitory location.
- B. The lighting will comply with § 255-204(B) such that outdoor light levels shall not exceed one footcandle along property lines, nor 10 footcandles for any location on the property. Any light poles, new or existing, may not exceed 18 feet in overall height. All outdoor light fixtures will be shielded and aimed down in order to prevent light trespass onto adjacent properties. The lighting at the building will also be in compliance 935 CMR 500.000.
- C. The landscaping at 330 Amesbury Road shall harmonize with the abutting uses and be provided per requirements in Code Article VI, §§ 255-24 and 255-25. The landscaping at the building will remain as it currently exists.
- D. There will be no drive-through facility.
- E. Appropriate and secure fencing of the property will be installed according to the submitted site plan.
- F. There shall be no outdoor storage of waste, including dumpsters. All waste shall be secured indoors. Mellow Fellows will contract with a professional janitorial company or medical waste company to dispose of such waste.
- G. The store will be ventilated so that no odor from marijuana processing can be detected by a person with an unimpaired and otherwise normal sense of smell at the exterior of the LME or any adjoining use or property.

Pursuant to § 255-205, Mellow Fellows has submitted all required filings to the City Council, including but not limited to (a) Site plan, including the names, mailing addresses, phone numbers, email addresses, and signatures of the applicant, owner, and operator, and physical address, and the map, lot, and block number of the proposed site; (b) Security plan; (c) Traffic study; (d) State license; (e) Proof of site control, (f) Odor control; and (g) Ten-percent contribution.

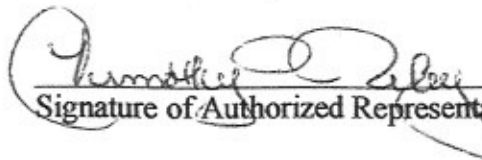
Mellow Fellows will continuously engage with City of Haverhill officials to remain up to date with local zoning ordinances to remain fully compliant.

Host Community Agreement Certification Form

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

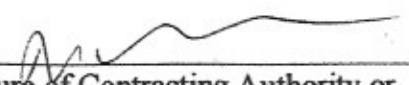
Applicant

I, Timothy P. Riley, (*insert name*) certify as an authorized representative of Mellow Fellows, LLC (*insert name of applicant*) that the applicant has executed a host community agreement with City of Haverhill (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on January 3, 2020 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, James J. Fiorentini, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Haverhill (*insert name of host community*) to certify that the applicant and City of Haverhill (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 1/8/20 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

I, Timothy P. Riley (insert name) attest as an authorized representative of Mellow Fellows, LLC (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on December 11, 2019 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on November 23, 2019 (insert date), which was at least fourteen calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on November 19, 2019 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on November 21, 2019 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).

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

CALL 800.927.9200
MON.-FRI. 8AM-6PM, SAT. 8AM-12PM
FAX 978.685.1588

Announcements

COMMUNITY NOTES



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Convenience Store So. NH. \$99,000
Land, Build. & Bus. \$200,000 yr gr
Pizza Take Out Restaurant. \$99,000
Italian Restaurant Bus. \$189,000
MULTI-FAMILY & INVESTMENT
6 Unit Res. & Commercial NH. \$579,000
House Car lot & 4 apts So. NH. \$795,000
9 Unit Office Bldg & 2 ac. Lot. \$879,000
7 Units/Garages & Hardware. \$879,000
LAND, COMMERCIAL &
COMMERCIAL/INDUSTRIAL
6.24 Ac Commercial Bldg. 40,000 sf
So. NH Downtown. Lease \$650/mo
8 Acres / House needs work. \$298,000
35 Acres Derry NH Bldg/Homes. \$459,000
APARTMENTS SO. NH:
Studios & 1 bed from \$895 a mo.
WAREHOUSES FOR RENT
RENT Hwy 93, NH from 695 mo.
Warehouse from 500-2,000 sf
RETAIL & OFFICES FOR LEASE
Downtown Derry Retail NH. from \$700
Office Space 1 Room. from \$250 mo
Office Space 2 rooms So. NH. \$495 mo
Office Space So. NH 200 ft - 400 ft
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APARTMENTS

Gloucester - Long-Term Rental. Spacious one-bedroom apartment in wooded setting near downtown amenities, beaches and parks. This unit offers approximately 935 square feet of living space, single-level living, washer and dryer and two-car parking. Easy access to Rt 12B, Stage Fort Park and MBTA. No Pets.
No-Fee Application required with minimum credit score of 675 to qualify. First, Last and One-Month's Security required. \$1,075
Rick Petralia
J Barrett & Company
978-239-6207

Gloucester - Long-Term, Year-Round Three-Room, One-Bedroom Apartment in Historic Business District! Updated with open concept living and many modern appointments to include eat-in kitchen with stainless steel appliances, granite counter tops, breakfast bar, hardwood floors, in-unit laundry, two-zone heating and air conditioning, ample closet space and views of harbor and city. Near shops, restaurants, beaches, and commuter rail. First month and one-month security required. No-fee application with credit score of 675 to qualify. No pets. \$1,700/mo
Rick Petralia
J Barrett & Company
978-239-6207

GROVELAND MA - 2 bedroom includes heat & hot water, hardwood, storage, deck, parking, new pool. Cats only... Starting at \$1500/mo.
878-861-3153

LAWRENCE - 81 West St. - 3rd floor 3 bedroom \$1600 + utilities. 1st floor 2 bedroom \$1500 + utilities. Near transportation. 781-888-4726

METHUEN 1st floor house apartment 2 bedrooms. Off street parking. \$1300 includes utilities. No pets/smoke. 1st & last. 603-583-1406

METHUEN, MA - Elm Crest Estates. 2 Bedroom \$1570/mo. 1 Bedroom - \$1350/mo. All utilities included. No pets 978-682-4891
www.fairmont.com/elmcrestestates

Rockport-Heat Included!! Short-Term/Fall to Spring Season Unit Rental Now Available! Pristine separate entrance, two-bedroom unit with wood floors open concept kitchen and dining area leading into relaxing living room. Unit offers many amenities to include washer-dryer, storage, designated parking and a fenced, private patio. Easy access to downtown, highway and commuter rail. One-month security required. No Pets. No-Fee Application with minimum credit score of 685 to qualify. Now available through June 30, 2020. Minimum rental period of seven (7) days.

ROOMMATES

BRADFORD, FURNISHED Room, off 495 & 125. \$550/mo. includes utilities. No pets. 1st & last month. 978-661-8775.

GLOUCESTER: Share 3 room apt. with prof 14 x 14 with walk-in closet, share kitchen/bath with 2 others \$670/mo. includes all utilities, cable and washer/dryer. Call 978-531-3757

NO. ANDOVER, MA Room for rent in private home. All utilities, incl. included. No pets. Available now. \$975. Call 978-697-2094 or email: mjr14@comcast.net

PEABODY - Private Room for rent, good size, 14 x 14 with walk-in closet, share kitchen/bath with 2 others \$670/mo. includes all utilities, cable and washer/dryer. Call 978-531-3757

Employment
BUSINESS OPPORTUNITIES
NOTICE
Some advertisements running in this category may require an investment

GENERAL HELP WANTED

Food Service Help Needed
Join team in **Town school lunch!**
Hiring energetic / reliable people to work in school lunch program. Some food experience & background screen req. Cooks, will train servers. School schedule, competitive wages. Middleboro, Boxford and Ipswich School lunch program
Call 978-739-2800 Ext 4136
For details / to apply:
www.whitsons.com/careers
Middleboro - 6118 Boxford - 6154

JOB WANTED

Ads In This Classification Are WORK WANTED NOT HELP WANTED

ATTENTION CAREGIVERS!
If you are a PCA, CNA, Nurse or other personal care services please go to the business and service directory and check out the category for Adult Care. Your services are needed!

MEDICAL

IMMEDIATE OPENING!
IF YOU ARE LOOKING FOR A POSITION AS A CARE GIVER PLEASE CHECK OUT THE ADULT CARE SECTION IN THE BUSINESS AND SERVICE DIRECTORY... PEOPLE LOOKING FOR PCAS, HEALTH AIDES, CNAS HAVE ADS RUNNING AND COULD USE YOUR HELP

TRADE/INDUSTRIAL

CNC MILLING OPERATOR / MACHINIST
Standley Bros. Machine Co., Inc.

Requirements:
• Able to set-up and establish work/tool offsets.
• Precision measuring tools
• References
\$18-\$26 hourly depending on experience
CALL PHIL / MARK @ 978-927-0278

PUBLIC NOTICES

Take notice, they could affect you!

PUBLIC NOTICES

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Wednesday, December 11th, 2019 at 5:30 pm at the Haverhill Public Library, 99 Main Street, Haverhill, MA 01830. The proposed Marijuana Retail Establishment is anticipated to be located at 330 Amesbury Road, Haverhill, MA 01830. There will be an opportunity for the public to ask questions. ET - 11/23/2019

COMMONWEALTH OF MASSACHUSETTS
TUE 12/01/2019

PUBLIC NOTICES

COMMONWEALTH OF MASSACHUSETTS
(SEAL)
LAND COURT
DEPARTMENT OF THE TRIAL COURT
DOCKET 19 SM 005356
ORDER OF NOTICE
TO:
Maria Santiago
and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. 50 §3901 (et seq):
Select Portfolio Servicing, Inc., claiming to have an interest in a Mortgage covering real property in Lawrence, numbered 89 Cross Street, given by Maria Santiago to Marinara Electronic Bank.

PUBLIC NOTICES

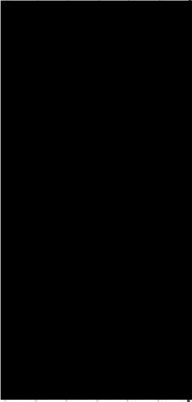
COMMONWEALTH OF MASSACHUSETTS
(SEAL)
LAND COURT
DEPARTMENT OF THE TRIAL COURT
DOCKET 19 SM 005359
ORDER OF NOTICE
TO:
Scherry A. Mezzapella
and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. 50 §3901 (et seq):
NewRez LLC d/b/a Shellpoint Mortgage Servicing, claiming to have an interest in a Mortgage covering real property in Methuen, numbered 28 Avers Vi-

33-11341-1A510046102

November 21, 2019

Dear Sir or Madam,

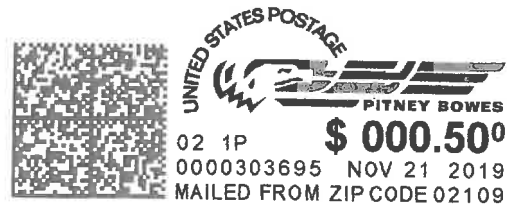
Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Wednesday, December 11th, 2019 at 5:30 pm at the Haverhill Public Library, 99 Main Street, Haverhill, MA 01830. The proposed Marijuana Retail Establishment is anticipated to be located at 330 Amesbury Road, Haverhill, MA 01830. There will be an opportunity for the public to ask questions.

ParcelID	StreetNum	StreetName	LocCity	Owner1	BillingAddress	City	State	Zip
428-628-1	23	WANNALANCET RD	HAVERHILL		298 AMESBURY RD	HAVERHILL	MA	01830
428-628-10	316	AMESBURY RD	HAVERHILL		316 AMESBURY RD	HAVERHILL	MA	01830
428-628-13A	330	AMESBURY RD	HAVERHILL		100-102 MERRIMACK ST	HAVERHILL	MA	01830
428-628-2	35	WANNALANCET RD	HAVERHILL		298 AMESBURY RD	HAVERHILL	MA	01830
428-628-3		WANNALANCET RD	HAVERHILL		298 AMESBURY RD	HAVERHILL	MA	01830
465-4-5	298	AMESBURY RD	HAVERHILL		298 AMESBURY ROAD	HAVERHILL	MA	01830

th, Costello
rawford
Policy Law Group

ss Street, Suite 420
A 02109

**MAC & D REALTY LLC
100-102 MERRIMACK ST
HAVERHILL, MA 01830**



PLAN FOR POSITIVE IMPACT

INTENT

Cannabis prohibition has disproportionately impacted certain communities in Massachusetts. As the Commonwealth begins to embrace the adult-use cannabis industry in earnest, Mellow Fellows, LLC (“MF”) recognizes that it has a responsibility to contribute to the communities in which it does business and the surrounding areas in need. MF has a proposed location in Haverhill, which is identified by the Cannabis Control Commission (“CCC”) as an area of disproportionate impact. Thus, MF will focus its time and resources on the community of Haverhill. MF is fully committed to ensuring that it is making positive and lasting contributions to the community where the company resides as well as neighboring localities that have been disproportionately impacted.

PURPOSE

The purpose of this document is to summarize MF’s plan to ensure our business creates positive and lasting impacts within the communities in which it will be involved. MF will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

MF is committed to fostering positive relationships within the community and identifying ways in which to give back. MF seeks to utilize our resources – including time, talent and monies – to provide assistance to those who may be underserved and/or in need. We plan to achieve these goals through charitable giving, volunteer time and community engagement.

INITIATIVES AND METRICS

MF aims to implement the following initiatives to assist those communities that have been disproportionately impacted.

Proposed Initiative: MF will make a minimum annual financial contribution of at least \$5,000 to the CultivatED program to help promote participation in the cannabis industry by those who were disproportionately harmed by marijuana prohibition. CultivatED is a jails-to-jobs cannabis program that focuses on issues such as expungement, education and employment for those harmed populations. MF will provide money to CultivatED to support its mission and goals but will not offer any of its own programming through the CultivatED program. Attached, please find a letter from CultivatED acknowledging acceptance of funds from cannabis license holders.

Goal: MF will make an annual financial contribution to the CultivatED program which will in turn support the mission of empowering, educating, and employing individuals from areas of disproportionate impact, as identified by the Massachusetts Cannabis Control Commission.

Metrics: MF will maintain a record of its annual donations to the CultivatED program. MF will keep records of feedback that we receive relative to the impact of our contributions, if any. This will in turn help us make decisions about adjustments that need to be made in the future.

Proposed Initiative: MF will commit to provide employees with a minimum of 8 hours per year paid time to participate in a MF-sponsored neighborhood clean-up initiative that serves identified areas of disproportionate impact. MF will focus their clean-ups in Haverhill throughout the City and in the area immediately surrounding the retail establishment. Employees will be notified of those clean-up days through a routine employee newsletter and/or public posting around MF's marijuana establishments.

Goal: MF is committed to serving communities that have been disproportionately impacted by serving individuals and organizations through the contribution of employee volunteer time courtesy of the company with a goal of donating 8 hours per employee per year. MF will have a goal of 85% participation in the neighborhood clean-up program by its employees each calendar year.

Metrics: MF will maintain records of each employee who participates in the neighborhood clean-up program and the number of hours contributed by each employee. MF will host two clean-up days annually, one in the Spring and one in the Fall. These clean-ups will take place once MF obtains its Provisional License with both clean-up days taking place within the first year of its provisional license, prior to its annual renewal. MF will then solicit feedback from each employee to learn about their experiences and determine whether adjustments should be made in the future with regards to this program. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal (one year from provisional licensure, and each year thereafter) to the Cannabis Control Commission. MF will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

CONCLUSION

MF will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Plan for Positive Impact. Any actions taken or programs instituted by MF will not violate the CCC's regulations with respect to limitations on ownership or control or other applicable state laws.



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.

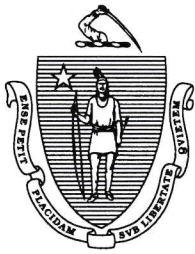
CultivatED is a first in the nation jails to jobs cannabis program that focuses on issues such as expungement, education and employment for those who have been affected by the prohibition of cannabis in the Commonwealth. We are an innovative public-private partnership providing our fellows with a robust 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 written in a cursive, flowing style.

Ryan Dominguez



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

William Francis Galvin
Secretary of the
Commonwealth

January 10, 2019

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

MELLOW FELLOWS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **September 10, 2018.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
EDWARD PHILIP BROWN, TIMOTHY RILEY, CHARLES EMERY

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **EDWARD PHILIP BROWN, TIMOTHY RILEY, CHARLES EMERY**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **EDWARD PHILIP BROWN, TIMOTHY RILEY, CHARLES EMERY**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0947849600
Notice Date: January 10, 2019
Case ID: 0-000-279-964



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



EDWARD PHILIP BROWN
88 STANDISH RD
HAVERHILL MA 01832-2935

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, EDWARD PHILIP BROWN 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) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Use the confirmation code below to print another copy of this letter or to review your submission.



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0055806336
Notice Date: January 21, 2019
Case ID: 0-000-541-349



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CHARLES F EMERY
29 NEWTON AVE
HAVERHILL MA 01830-2233

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, CHARLES F EMERY 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) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Use the confirmation code below to print another copy of this letter or to review your submission.
Confirmation Code: 7n6dpt



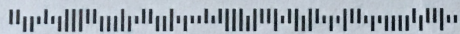
Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0288716416
Notice Date: January 12, 2019
Case ID: 0-000-574-307



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



TIMOTHY P RILEY
70 WASHINGTON ST UNIT 506
HAVERHILL MA 01832-5752

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, TIMOTHY P RILEY 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) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Use the confirmation code below to print another copy of this letter or to review your submission.
Confirmation Code: mkx83k



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Restated Certificate of Organization

(General Laws, Chapter)

Identification Number: 001345356

The date of filing of the original certificate of organization: 9/10/2018

1. The exact name of the limited liability company is: MELLOW FELLOWS LLC
and if changed, the name under which it was originally organized:

2a. Location of its principal office:

No. and Street: 330 AMESBURY ROAD
 City or Town: HAVERHILL State: MA Zip: 01830 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 330 AMESBURY ROAD
 City or Town: HAVERHILL State: MA Zip: 01830 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:
RETAIL STORE SELLING CLOTHING AND VARIOUS OTHER MERCHANDISE.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: EDWARD PHILIP BROWN
 No. and Street: 88 STANDISH ROAD
 City or Town: HAVERHILL State: MA Zip: 01832 Country: USA

I, EDWARD PHILIP BROWN resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CHARLES EMERY	88 STANDISH ROAD HAVERHILL, MA 01832 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	EDWARD PHILIP BROWN	88 STANDISH ROAD HAVERHILL, MA 01832 USA
REAL PROPERTY	TIMOTHY RILEY	88 STANDISH ROAD HAVERHILL, MA 01832 USA
REAL PROPERTY	CHARLES EMERY	88 STANDISH ROAD HAVERHILL, MA 01832 USA

9. Additional matters:

10. Describe any amendments to be effected by the restated certificate, and if none, include a statement to that affect:

CHANGING BUSINESS LOCATION AND MAILING ADDRESS.

11. The restated certificate shall be effective when filed unless a later effective date is specified:

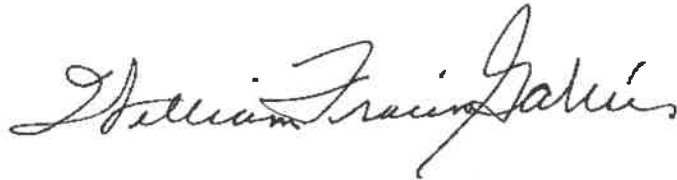
**SIGNED UNDER THE PENALTIES OF PERJURY, this 31 Day of January, 2019,
E. PHILP BROWN , Signature of Applicant.**

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 31, 2019 08:40 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

LIMITED LIABILITY COMPANY AGREEMENT

This Amended Agreement, dated as of September 25, 2018 among the following parties (collectively, the "Members"):

Edward Philip Brown, 88 Standish Road, Haverhill, MA 01832;

Timothy Riley, 70 Washington Street, Unit 506, Haverhill, Massachusetts 01832; and

Charles Emery, 29 Newton Avenue, Haverhill, Massachusetts 01832.

TERMS AND CONDITIONS

Section 1. Effective date: formation of the LLC; addition of the LLC as party to Agreement

- 1.1 The Members formed a limited liability company named **MELLOW FELLOWS, LLC** (the "LLC"), under the Massachusetts Act (the "Act"), effective September 10, 2018.
- 1.2 This Agreement sets forth the understanding among the Members concerning, among other things, the respective rights and duties of the Members among themselves and with regard to the LLC and its assets and liabilities.
- 1.3 The principal office and place of business of the LLC shall initially be:
88 Standish Road, Haverhill, Massachusetts

Section 2. Purposes and powers, etc.

The business and affairs of the LLC shall be conducted solely under the name set forth in the Certificate of Organization, and its purposes, powers, registered agent, registered office, duration and form of management shall be solely as set forth therein.

The purpose of the LLC is to engage in the business of organizing for the purpose of applying for a license with the cannabis control commission, and the retail sale of marijuana and related products.

Powers shall include, without limitation:

- a. To apply for a Special Permit for the retail sale of marijuana and marijuana related products with Cities and Towns in the Commonwealth of Massachusetts, negotiate and execute a Community Host Agreement with Cities and Towns in the Commonwealth of Massachusetts, and apply for a license with the Cannabis Control Commission;

- b. To own, manage and operate a marijuana retail establishment in the Commonwealth of Massachusetts;
- c. To purchase, acquire, sell, lease, assign, mortgage, deal with, or otherwise dispose of, in any form or manner, any and all properties and property interests and all or any part of any property, and to execute on behalf of the LLC all instruments therefore, including (without limitation) deeds, mortgages, notes, leases and other documents affecting the ownership and/or disposition of any such properties;
- d. To sign checks, drafts, notes, bills or exchange, acceptances, undertakings and other instruments or orders for the payment, transfer or withdrawal of money for whatever purpose and to whomsoever payable (including those drawn to the individual order of a signer), and all waivers of demand, protest, notice of protest and dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed in the name of the Trust;
- e. As Lessor or Lessee, to execute and deliver leases and subleases;
- f. To borrow money and to execute and deliver notes or other evidence of such borrowing;
- g. To grant or acquire rights or easements and enter into any agreements or arrangements with respect to real property.
- h. To enter into contracts consistent with the general character of the LLC as defined in the Certificate of Organization.
- i. To purchase and/or lease products and equipment consistent with the general character of the LLC as defined in the Certificate of Organization.
- j. To employ people consistent with the general character of the LLC as defined in the Certificate of Organization.

Section 3. Fiscal Year

The fiscal year of the LLC shall end on December 31.

Section 4. Applicability of the Act

Except as otherwise expressly provided in this Agreement and in the Certificate of Organization, all provisions of the Act as now in effect and as amended from time to time shall apply in the Agreement as if fully incorporated herein.

Section 5. Capital contributions

Promptly after the formation of the LLC, the Members shall contribute to it the amounts of cash set forth in the attached Exhibit A. The LLC shall accept no additional capital contribution from any Member except with the consent of all other Members.

Section 6. Allocations and distributions of profits and assets

- 6.1 Allocations. The profits of the LLC shall be allocated equally between the Members in accordance with their membership interest percentage. Upon its liquidation, its assets shall be allocated among the Members in proportion to their percentage of interest as set forth on Exhibit A.
- 6.2 Distributions. All distributions of LLC profits shall be made in proportion to their membership percentage to the Members. Assets shall be apportioned among the Members in proportion to their percentage of interest as set forth on Exhibit A.

Section 7. Books and records; Member accounts

Promptly after formation, the LLC shall:

- a. Establish and maintain books and records for the LLC in compliance with applicable accounting standards and Treasury Regulations;
- b. Establish a member account ("Member Account") in the LLC's books for each Member in accordance with the rules set forth in applicable United States Treasury Regulations, including, without limitation, Treasury Regulation section 1.704-1(b)(2)(iv) as amended; and
- c. Maintain each such account on a continuing basis in accordance with applicable Treasury Regulations.
- d. Provide reports at least annually to Members at such time and in such manner as may be determined reasonable.

Section 8. Dissolution of LLC upon death, etc., of Member

- 8.1 Upon the dissolution, bankruptcy, withdrawal, resignation, expulsion or death of any Member, the remaining Members shall vote whether to continue the LLC, and unless they vote unanimously to continue it, the LLC shall dissolve.
- 8.2 Upon dissolution of the business the assets of the business shall be divided and distributed pursuant to 6.2 above.

- 8.3 If the remaining Members elect to continue the business upon the withdrawal, resignation, or expulsion of a Member, the remaining Members shall Buy Out the departing Member pursuant to the terms of a Buy/Sell Agreement.
- 8.4 Upon the death of a Member, the remaining Members shall Buy Out the decedent Member's estate. The amount of the Buy Out shall be pursuant to the terms of a Buy/Sell Agreement.

Section 9. Management of LLC.

- 9.1 Participation in LLC management. All members shall be entitled to vote on any matter submitted to a vote of the members. Except as otherwise provided in this Agreement, any action with respect to the conduct of the business of the LLC may be taken by the Manager, if any is designated, and any other action may be taken on the consent or affirmative vote on the approval or consent, either in writing or at a meeting of the members or by a majority of the Members.
- 9.2 Voting rights; allocation of votes. On each LLC matter where the Members are required to vote, each member shall have a number of votes equivalent to his percentage interest shown on Exhibit A. In significant matters relating to the business and affairs of the LLC, the LLC shall record the vote of each Member, and shall maintain permanent records of these votes accessible to all Members.
- 9.3 Meetings of the Company. Meetings of the Company shall be held on five (5) days' notice or on such shorter notice as may be mutually agreeable to the Members, on the call of Members having fifty percent (50%) or more interest in the Company. Notice of the time and place of each meeting shall be given in writing to each Member and shall describe the purpose or purposes of the meeting. Members holding a majority of the total interests of the Company shall constitute a quorum. Except as otherwise provided in this Agreement, the vote of a majority of the interests in the Company that are present at any meeting is required to approve any action taken at a meeting of the Members. At all meetings, a Member may vote in person or by proxy executed in writing by the Member or the Member's duly authorized attorney-in-fact.
- 9.4 Action by Consent. Any action required or permitted by this Agreement to be taken at a meeting of Members may be taken without a meeting, without prior notice, and without a vote by that number of Members having not less than the minimum interests in the Company that would be necessary to take such action at a meeting at which all Members entitled to vote thereon were present and voted. The action must be evidenced by one or more written consents, describing the action taken, signed by the number of Members necessary to take such action, indicating the date of the signature of each Member, and

shall promptly make any amendment of the Agreement and Certificate of Formation necessary or appropriate to ensure this classification and shall take any other action necessary or appropriate to this end.

Section 12. Rights of first refusal: assignments and pledges

- 12.1 Right of first refusal upon offer by third party to purchase Shares. If any member (the “selling Member”) receives a bona fide and legally enforceable offer from a third party to purchase the selling Member’s membership in the LLC (his “Membership”), the selling Member may not sell that Membership to that third party unless he complies with Section 10 and he first offers it to each of the other Members upon the same terms and conditions of sale as those offered by the third party. The other Members shall have 30 days within which to decide whether to accept this offer. The selling Member may sell his Membership to the third party only if, within the 30 days, each other member refuses the offer or fails to reply to it and he has complied with Section 10.
- 12.2 Assignments. No member shall assign any right in respect of his LLC interest to any third party without first receiving the consent of all other Members.
- 12.3 Pledges. No Member shall pledge his Membership or all or any part of his LLC interest or otherwise provide his Membership or his LLC interest or any part of them as security for any debt without first receiving the consent of all other Members.

Section 13. Arbitration

- 13.1 Definition of Dispute; right of each Member to require arbitration of Disputes. For purposes of this Section 13, “Dispute” shall mean any disagreement or deadlock between the Members relating to (i) the LLC or(ii) the rights any duties of the Members in their capacity as Members. If any Dispute (including an employment-related Dispute) arises between the Members that the Members cannot amicably resolve between or among themselves, one or more Members may require resolution of the Dispute by arbitration in accordance with the rules set forth of this Section 13.
- 13.2 Rules for arbitration. The following rules shall govern every arbitration under this Section 13:
 - a. Notice of arbitration or Manager selection, etc., of arbitrator. Any Member or Members may give notice to the other Members or Manager that a Dispute shall be resolved by arbitration under this Section 13. Promptly after this notice is received, the LLC shall request from the American Arbitration Association (“AAA”) a list containing the names of six arbitrators known to AAA. Promptly after

receiving this list, the Members shall agree upon a single person from this list as the person who shall serve as arbitrator (the "Arbitrator") to resolve the Dispute, and the LLC shall engage this person as Arbitrator. The LLC shall formalize this engagement in a written agreement whose provisions shall be consistent with the provisions of this Section 13, and which shall provide for any indemnification reasonably requested by the Arbitrator.

- b. Payment of Arbitrator and arbitration fees and costs: allocation of fees and costs. The Arbitrator shall be paid by the LLC for his or her services as arbitrator at a rate or fee to be agreed upon in advance of the arbitration. At the beginning of the arbitration and at any time during its pendency or upon its conclusion, the Arbitrator in his or her sole discretion may allocate his or her fees and all other arbitration costs among the Members or Manager in any manner the Arbitrator chooses and may require the Members or Manager to pay these fees and costs directly to those to whom they are owed.

In particular (but without limitation), the Arbitrator in his or her sole discretion may allocate all such fees and costs to a single Member or Manager if the Arbitrator determines that the position of that Member or Manager in requiring or participating in the arbitration is unmeritorious.

- c. Miscellaneous rules. Except as otherwise provided in this Section 13, the Arbitrator shall determine in his or her sole discretion all rules and procedures governing the arbitration, including, without limitation:
- (i) The timetable for the resolution of the Dispute and the implementation of any remedy;
 - (ii) The extent to which any Member or Manager may require the others to provide oral, written or other evidence to the Arbitrator concerning the Dispute;
 - (iii) The extent to which, in connection with the arbitration, any Member or Manager may make use of any Attorney or offer witnesses or evidence; and
 - (iv) Whether to retain one or more experts to assist the Arbitrator on technical issues.
- d. Duration and cost of the arbitration. The Arbitrator shall use his or her best efforts to resolve each arbitration issue as promptly and economically as possible.

- e. Written statement of award. Upon conclusion of the arbitration, the Arbitrator shall provide each Member with a brief written statement of the Arbitrator's award, signed by the Arbitrator. This statement shall set forth only the Arbitrator's decision. Promptly after preparing the statement, the Arbitrator shall destroy all other documents in his or her possession or control relating to the arbitration. The Arbitrator shall not disclose to any Member or Manager any of the Arbitrator's findings of fact or rulings of law or any of the reasons for his or her award or for any allocation of fees or costs.
- f. Members' and Manager's waiver of claims against Arbitrator. Each Member hereby irrevocably waives any claims he may have against any Arbitrator relating to any arbitration under this Agreement.
- g. Remedies. Upon resolving a Dispute, the Arbitrator may impose any remedy that he or she determines to be appropriate. Without limitation:
 - (i) The arbitrator may require either Member or Manager to pay money damages to one or more other Members or Manager or to the LLC.
 - (ii) The Arbitrator may require any Member to sell his Membership to one or more other Members or to the LLC or to purchase the Membership of one or more other Members on terms provided by the Arbitrator.
 - (iii) The Arbitrator may require the dissolution of the LLC.
 - (iv) The Arbitrator may impose one or more remedies proposed by any Member.
- h. Confidentiality. The Members, Manager and the Arbitrator shall use every reasonable effort to maintain in confidence the existence and outcome of any arbitration under this Section 13 and all other facts relating to the arbitration.
- i. Finality The award of the Arbitrator shall be final, shall bind the Members, the Manager and the LLC.

Section 14. Confidentiality During the period in which any Member holds a Membership, and Manager holds that position, the Member and Manager shall maintain in secrecy all confidential information relating to the LLC, its products, services and operations. After the Member has disposed of his Membership, or the

Manager is no longer the Manager, he shall continue to maintain this information in secrecy until it enters the public domain.

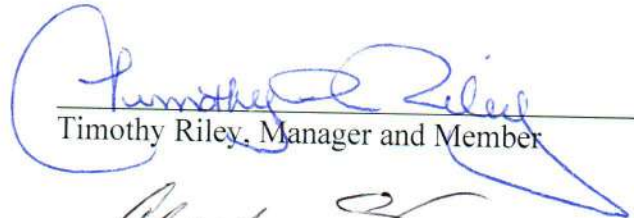
- Section 15. Liquidation and Termination. Subject to any restrictions in agreements to which the Company is a party, the affairs of the Company shall be wound up upon dissociation, unless the remaining Members elect to continue the business of the Company as provided in Section 8, above. In such event, the Members shall promptly liquidate and terminate the affairs of the Company by discharging all debts and liabilities of the Company and by distributing all assets in accordance with Section 6.2.
- Section 16. Entire Agreement; Amendments This Agreement and the Certificate of Formation constitute the complete agreement between the parties with respect to the subject matter of the Agreement, and they supersede any earlier agreements among the parties relating to this subject matter. This Agreement and the Certificate may not be amended except by unanimous vote of the Members.
- Section 17. Notices Notices under this Agreement shall be sent to the LLC at its registered office and to each Member at the Member's address stated on the first page of this Agreement. A Member may change his address for purposes of this Section 17 at any time upon reasonable notice to the other parties.
- Section 18. Governing Law: Severability. This Agreement is governed by and shall be construed in accordance with the law of the Commonwealth of Massachusetts. In the event of a conflict between the provisions of this Agreement and any provision of the Certificate or the Act, the applicable provision of this Agreement shall control, to the extent permitted by law. If any provision of this Agreement or the application thereof to any person or circumstance is held invalid or unenforceable to any extent, the remainder of this Agreement and application of that provision shall be enforced to the fullest extent permitted by law.

In witness of their acceptance of the above terms and conditions, the parties have duly signed and dated this Agreement as follows:

MELLOW FELLOWS, LLC

By:

DATED: 9-25-2018


Timothy Riley, Manager and Member

DATED: 9-25-2018


Charles Emery, Manager and Member

DATED: 9-25-2018

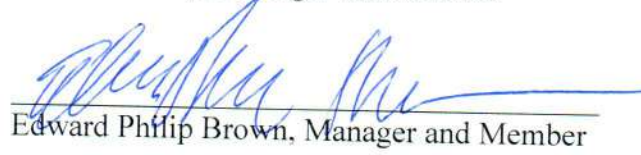
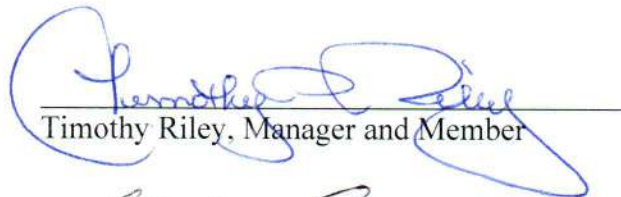

Edward Philip Brown, Manager and Member

EXHIBIT A
CAPITAL CONTRIBUTIONS BY MEMBERS

<u>Contributed by</u>	<u>Percent Interest</u>
1. Timothy Riley	1/3
2. Charles Emery	1/3
3. Edward Philip Brown	1/3

DATED: 9-25-2018



Timothy Riley, Manager and Member

DATED: 9-25-2018



Charles Emery, Manager and Member

DATED: 9-25-2018



Edward Philip Brown, Manager and Member



COMMERCIAL GENERAL LIABILITY SECTION

DATE (MM/DD/YYYY)
2/13/2019

AGENCY James Page Insurance Agency, Inc. 191 Merrimack St., PO Box 111 Haverhill, MA 01830-0111 James Traver	PHONE (A/C, No, Ext): 978-373-3893 FAX (A/C, No): 978-373-9321	APPLICANT Mellow Fellows, LLC (First NAMED Insured)			
CODE:		EFFECTIVE DATE 02/14/19	EXPIRATION DATE 02/14/20	DIRECT BILL AGENCY BILL	AUDIT A
SUB CODE:		FOR COMPANY Use Only			
AGENCY CUSTOMER ID: MELLO-1					

COVERAGES

LIMITS

<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY	GENERAL AGGREGATE	\$	2,000,000	PREMIUMS
<input checked="" type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCURRENCE	PRODUCTS & COMPLETED OPERATIONS AGGREGATE	\$	2,000,000	PREMISES/OPERATIONS
<input type="checkbox"/> OWNER'S & CONTRACTOR'S PROTECTIVE	PERSONAL & ADVERTISING INJURY	\$	1,000,000	\$
	EACH OCCURRENCE	\$	1,000,000	PRODUCTS
DEDUCTIBLES	DAMAGE TO RENTED PREMISES (each occurrence)	\$	100,000	\$
<input type="checkbox"/> PROPERTY DAMAGE \$	MEDICAL EXPENSE (Any one person)	\$	5,000	OTHER
<input type="checkbox"/> BODILY INJURY \$	EMPLOYEE BENEFITS	\$		\$
<input type="checkbox"/> \$				TOTAL
OTHER COVERAGES, RESTRICTIONS AND/OR ENDORSEMENTS (For hired/non-owned auto coverages attach the applicable state Business Auto Section, ACORD 137)				\$

SCHEDULE OF HAZARDS

LOC #	HAZ #	CLASSIFICATION	Class CODE	PREMIUM BASIS	EXPOSURE	TERR	RATE		PREMIUM	
							PREM/OPS	PRODUCTS	PREM/OPS	PRODUCTS
1		Marijuana sales and small cultivation. Gross estimated sales \$910,000			910000					

RATING AND PREMIUM BASIS
 (S) GROSS SALES - PER \$1,000/SALES (P) payroll - per \$1,000/pay (C) TOTAL COST - PER \$1,000/COST (U) unit - per unit
 (A) area - per 1,000/sq ft (M) admissions - per 1,000/adm (T) OTHER

CLAIMS MADE (Explain all "Yes" responses)

EXPLAIN ALL "YES" RESPONSES	Y/N
1. PROPOSED RETROACTIVE DATE: 02/13/19	
2. ENTRY DATE INTO UNINTERRUPTED CLAIMS MADE COVERAGE	
3. HAS ANY PRODUCT, WORK, ACCIDENT, OR LOCATION BEEN EXCLUDED, UNINSURED OR SELF-INSURED FROM ANY PREVIOUS COVERAGE?	N
4. WAS TAIL COVERAGE PURCHASED UNDER ANY PREVIOUS POLICY?	N

EMPLOYEE BENEFITS LIABILITY

1. DEDUCTIBLE PER CLAIM: \$	3. NUMBER OF EMPLOYEES COVERED BY EMPLOYEE BENEFITS PLANS:
2. NUMBER OF EMPLOYEES:	4. RETROACTIVE DATE:

CONTRACTORS**MELLO-1****OP ID: JT****EXPLAIN ALL "YES" RESPONSES (For past or present operations)****Y / N**

1. DOES APPLICANT DRAW PLANS, DESIGNS, OR SPECIFICATIONS FOR OTHERS?

☐

2. DO ANY OPERATIONS INCLUDE BLASTING OR UTILIZE OR STORE EXPLOSIVE MATERIAL?

☐

3. DO ANY OPERATIONS INCLUDE EXCAVATION, TUNNELING, UNDERGROUND WORK OR EARTH MOVING?

☐

4. DO YOUR SUBCONTRACTORS CARRY COVERAGES OR LIMITS LESS THAN YOURS?

☐

5. ARE SUBCONTRACTORS ALLOWED TO WORK WITHOUT PROVIDING YOU WITH A CERTIFICATE OF INSURANCE?

☐

6. DOES APPLICANT LEASE EQUIPMENT TO OTHERS WITH OR WITHOUT OPERATORS?

☐

DESCRIBE THE TYPE OF WORK SUBCONTRACTED

\$ PAID TO SUB-
CONTRACTORS:% OF WORK
SUBCONTRACTED:# FULL-
TIME STAFF:# PART-
TIME STAFF:**PRODUCTS/COMPLETED OPERATIONS**

PRODUCTS	ANNUAL GROSS SALES	# OF UNITS	TIME IN MARKET	EXPECTED LIFE	INTENDED USE	PRINCIPAL COMPONENTS

EXPLAIN ALL "YES" RESPONSES (For any past or present product or operation) PLEASE ATTACH LITERATURE, BROCHURES, LABELS, WARNINGS, ETC.**Y / N**

1. DOES APPLICANT INSTALL, SERVICE OR DEMONSTRATE PRODUCTS?

☐ N

2. FOREIGN PRODUCTS SOLD, DISTRIBUTED, USED AS COMPONENTS? (If "YES", attach ACORD 815)

☐ N

3. RESEARCH AND DEVELOPMENT CONDUCTED OR NEW PRODUCTS PLANNED?

☐ N

4. GUARANTEES, WARRANTIES, HOLD HARMLESS AGREEMENTS?

☐ N

5. PRODUCTS RELATED TO AIRCRAFT/SPACE INDUSTRY?

☐ N

6. PRODUCTS RECALLED, DISCONTINUED, CHANGED?

☐ N

7. PRODUCTS OF OTHERS SOLD OR RE-PACKAGED UNDER APPLICANT LABEL?

☐

8. PRODUCTS UNDER LABEL OF OTHERS?

☐

9. VENDORS COVERAGE REQUIRED?

☐

10. DOES ANY NAMED INSURED SELL TO OTHER NAMED INSUREDS?

☐

INTEREST	RANK:	NAME AND ADDRESS	REFERENCE #:	CERTIFICATE REQUIRED	INTEREST IN ITEM NUMBER	
ADDITIONAL INSURED					LOCATION:	BUILDING:
LOSS PAYEE					VEHICLE:	BOAT:
MORTGAGEE					SCHEDULED ITEM NUMBER:	
Lienholder					OTHER	
EMPLOYEE AS LESSOR						
ITEM DESCRIPTION:						

GENERAL INFORMATION

EXPLAIN ALL "YES" RESPONSES (For all past or present operations)	Y / N
1. ANY MEDICAL FACILITIES PROVIDED OR MEDICAL PROFESSIONALS EMPLOYED OR CONTRACTED?	N
2. ANY EXPOSURE TO RADIOACTIVE/NUCLEAR MATERIALS?	N
3. DO/HAVE PAST, PRESENT OR DISCONTINUED OPERATIONS INVOLVE(D) STORING, TREATING, DISCHARGING, APPLYING, DISPOSING, OR TRANSPORTING OF HAZARDOUS MATERIAL? (e.g. landfills, wastes, fuel tanks, etc)	N
4. ANY OPERATIONS SOLD, ACQUIRED, OR DISCONTINUED IN LAST FIVE (5) YEARS?	N
5. MACHINERY OR EQUIPMENT LOANED OR RENTED TO OTHERS?	N
6. ANY WATERCRAFT, DOCKS, FLOATS OWNED, HIRED OR LEASED?	N
7. ANY PARKING FACILITIES OWNED/RENTED?	N
8. IS A FEE CHARGED FOR PARKING?	N
9. RECREATION FACILITIES PROVIDED?	N
10. IS THERE A SWIMMING POOL ON THE PREMISES?	N
11. SPORTING OR SOCIAL EVENTS SPONSORED?	N
12. ANY STRUCTURAL ALTERATIONS CONTEMPLATED?	N
13. ANY DEMOLITION EXPOSURE CONTEMPLATED?	N
14. HAS APPLICANT BEEN ACTIVE IN OR IS CURRENTLY ACTIVE IN JOINT VENTURES?	N
15. DO YOU LEASE EMPLOYEES TO OR FROM OTHER EMPLOYERS?	N
16. IS THERE A LABOR INTERCHANGE WITH ANY OTHER BUSINESS OR SUBSIDIARIES?	N

EXPLAIN ALL "YES" RESPONSES (For all past or present operations)	Y / N
17. ARE DAY CARE FACILITIES OPERATED OR CONTROLLED?	<div>N</div>
18. HAVE ANY CRIMES OCCURRED OR BEEN ATTEMPTED ON YOUR PREMISES WITHIN THE LAST THREE (3) YEARS?	<div>N</div>
19. IS THERE A FORMAL, WRITTEN SAFETY AND SECURITY POLICY IN EFFECT?	<div></div>
20. DOES THE BUSINESSES' PROMOTIONAL LITERATURE MAKE ANY REPRESENTATIONS ABOUT THE SAFETY OR SECURITY OF THE PREMISES?	<div>N</div>

REMARKS

ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR ANOTHER PERSON FILES AN APPLICATION FOR INSURANCE OR STATEMENT OF CLAIM CONTAINING ANY MATERIALLY FALSE INFORMATION, OR CONCEALS FOR THE PURPOSE OF MISLEADING INFORMATION CONCERNING ANY FACT MATERIAL THERETO, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME AND SUBJECTS THE PERSON TO CRIMINAL AND [NY: SUBSTANTIAL] CIVIL PENALTIES. (Not applicable in CO, FL, HI, MA, NE, OH, OK, OR or VT. In DC, LA, ME, TN, VA and WA insurance benefits may also be denied). IN FLORIDA, ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD, OR DECEIVE ANY INSURER FILES A STATEMENT OF CLAIM OR AN APPLICATION CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

Mellow Fellows

Locally-Owned, Locally-Sourced

Cannabis Retail Establishment

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Executive Summary

Company Summary

Mellow Fellows is a brand of a cannabis store that will provide an unparalleled locally owned shopping experience. The facility is well positioned, and it matches the ideal picture of a community dispensary, established in the Commonwealth of Massachusetts. With its location in Haverhill, MA the company will house locally sourced cannabis products. After being checked in through our appointment system, the consumers will be able to enjoy a relaxing local community dispensary. Our knowledgeable staff will navigate and guide our customers through our product varieties featuring locally sourced cannabis along with concentrates, edibles and more.

Central Investigative Services out of Wenham, MA is be our security consultant. Our security team will keep our building secured as well as comfortable for those who come to our store. A check in system with security personnel checking in customers will keep a stable pace at the front door in accordance with the appointment system.

Haverhill is a location for Priority Review under the Equity Provisions of the Cannabis Control Commission and Mellow Fellows meet the criteria as an Economic Empowerment Applicant, giving us a competitive advantage over large outside organizations. All three of our owners have lived in Haverhill their entire lives, we plan to prioritize hiring of minority and low-income Haverhill residents, and our owners have a long history of community business ownership that promotes economic opportunity in areas of disproportionate impact.

Mellow Fellows is organized as a Limited Liability Company and will be led by Timothy Riley as President and CEO and owner, with Edward Philip Brown and Charles Emery as co Vice Presidents and owners.

Products & Services

Aside from the dispensing of dried cannabis and concentrates which will be our core products, Mellow Fellows will sell a wide range of additional cannabis infused products such as edibles and topicals. Mellow Fellows currently has Letters of Intent and MOUs with certified Massachusetts suppliers of synthetic cannabis products (cartridges, edibles), and a Tier 8 flower facility to ensure we will have consistent supply of high-quality products for our customers.

We also plan to work towards development of an in-house cultivation facility, and have a Letter of intent and MOU with a company that provides cultivation equipment and services.

Products

- Cannabis Flower: Strains to be discussed and determined based on cultivator.
- Edibles: brownies, cookies, chocolate, gummies (Available products based on cultivator and processor)
- Pre-Rolled Joints (if applicable with non-processor agreement)
- Tincture
- Kief
- Vapor Cartridges, Vapor Pens

Services

The service that Mellow Fellows offers is a well- balanced, locally owned retail cannabis business with knowledgeable staff that welcomes and informs those on the products being sold to make sure they get exactly what they want. Product knowledge and customer service as well as safety are prime concerns.

As owners we are all 3rd generation Haverhill residents, and plan to utilize our long-time connections to the city with regular community outreach and engagement to make Mellow Fellows a true neighborhood institution. As members of the community we have all raised children in Haverhill, and have long participated individually in such organizations as the Boys & Girls Club, Rebuilding Together Greater Haverhill, and numerous youth sports leagues.

As a business, we plan to prioritize giving back through partnerships, promotions, and charity. In addition, we have also engaged with current and former members of the law enforcement community in order to best maintain our relations with our neighbors and educate the public on proper use and risks involved with cannabis. We plan to collaborate with local schools and youth organizations to educate children on the harms of cannabis use, and restrict access to minors.

Mellow Fellows store will ensure that all our customers are given first class treatment whenever they visit. We plan to purchase and implement a Customer Relationship Management (CRM) Software such as Insightly that will enable us to manage a one-on-one relationship with our customers no matter how large our client base grows. We plan to prioritize hiring of minority and low-income Haverhill residents in order to maximize the positive economic impact we can have on our community. We also plan to work towards prioritizing the needs of medical and therapeutic patients, and plan to work with partners to train our staff and better tailor our product line. We will ensure that we get our customers involved in their own personal health decisions to make the right choices for their unique needs.

Our mission: To provide cannabis consumers with a locally-owned safe, secure location to obtain high quality cannabis and cannabis related products at a fair price from a professional, knowledgeable, and socially responsible staff. To build our brand on the core values of customer service and care, hospitality, the highest standards of quality, honesty, integrity and community outreach.

Vision: To be the gold standard for a locally owned and sourced retail cannabis business, that actively engages and supports the community and is seen as a resource for education on both the therapeutic benefits and risks of cannabis to best assist our customers' needs.

Goal: Our primary goal is to provide a locally-owned and community-engaged retail option for consumers, and to advocate and support a proactive approach to health management by providing a knowledgeable and safe environment to dispense cannabis products.

1. Establish a knowledgeable relationship with Haverhill City Council, and create a host-agreement.
2. Hold Community Host Agreement hearing at City Hall, or another public forum and allow others to come and learn.

3. Finalize implementation strategy packets for storage, transportation, marketing, security and products menu.
4. Get Final Licensing through the cannabis control commission.
5. Expand our knowledge on strain types/ Continue developing menu / Further develop relationships with cannabis cultivators for product.

Management: The president of Mellow Fellows is Timothy Riley, with E. Philip Brown and Charles Emery as the co-vice presidents. E. Philip Brown shall serve as Operational Director for Mellow Fellows and Charles Emery shall lead the supporting management team. Our owners have a combined 45 years of experience with retail business, sales and customer relations. They are all 3rd generation Haverhill residents, with strong ties to the community.

They have already begun the process of developing strong vendor relationships and many strategic partnerships locally, covering all areas of the Cannabis Industry. They have Letters of Intent and MOUs with multiple Massachusetts certified suppliers, ensuring they will have consistent access to a diverse array of high-quality products that will meet all of our customers' needs.

Market Opportunities

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

Outside of Haverhill there are dispensaries in Amesbury, Salisbury, Georgetown, Salem, Lowell, Greenfield, Leicester, and Northampton alongside Boston that has a hub of more than 10. The prices of the market are very competitive yet held at a certain number per item. A standard has been set with 1/16ths - \$25.00 / 1/8ths - \$50.00 / 1/4oz - \$100.00 / 1/2oz - \$190.00 / 1 oz - \$350.00 with a difference of 5 dollars depending on strain or location of dispensary.

Also, the rules of the market are heavily regulated and strictly enforced through the Cannabis Control Commission. The fluctuations will all seemingly happen at once or in a wave-like atmosphere, allowing for even the local store to be competitive.

Most places are heavily guarded by fencing, and not noticeable by the street or any signage, however that will be allowed once the recreation act is in effect in Haverhill and a retail shop can be established. Putting up shades or a window screen is something that is highly recommended.

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

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

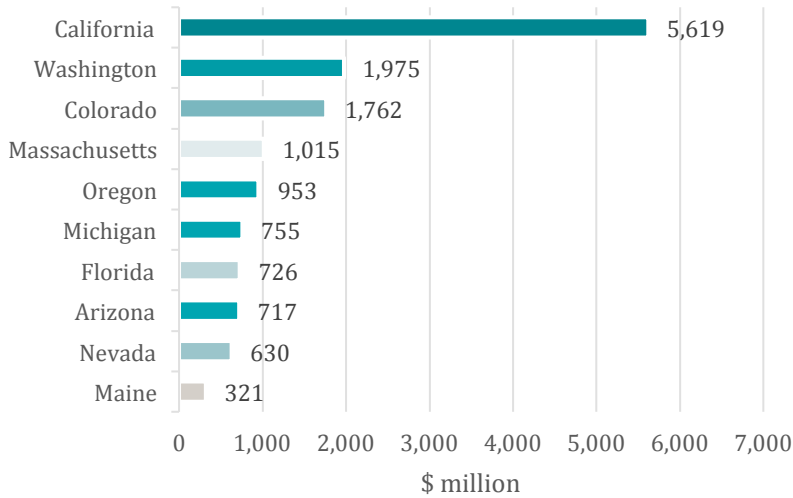


Figure 1. Medical and recreational cannabis sales in top states, 2020

under the measure, but the delay set by legislators moved the date and first retail cannabis establishments opened in November 2018.

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

Already, 100 entities have applied for 192 business licenses, including 60 retail stores. The review process includes a background check and a 60-day window during which the municipality in which the business hopes to locate must certify that the applicant has met all local requirements.

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

In 2016, Massachusetts residents voted to legalize recreational cannabis. On December 28, 2016, the Massachusetts state legislature voted to delay sales of recreational cannabis for six months. Originally, licensing for cannabis shops was set to begin on January 1, 2018,

Start-up Summary

The business will be fully funded with \$750,000. This will include total capital cost of over \$415,000, leaving nearly \$335,000 as working capital.

Table 1. Start-up expenses, \$

	\$	Quarter 1	Quarter 2	Quarter 3	Quarter 4
CAPEX					
Land & Development					
		80,000	-	-	-
Space improvements including finishing/painting, kitchen, office space, bathrooms, etc.		110,000	-	-	-
Security system including multiple camera feeds, fencing and safe box		165,000	-	-	-
Furniture, Display Counters, Refrigerators, Freezers, Multiple POS/ Cash Registers, Registration Computer, Commercial Label Printer, Storage Hardware and Shelving, office supplies		13,000	-	-	-
Cost for Computer Software (Accounting Software, Payroll Software, CRM Software, Microsoft Office, QuickBooks Pro)		2,260	-	-	-
Consulting and Other Initial Costs; Lawyer, Accountant, Consultant, Licenses, Chamber Fee, Seminar Fee,		8,550			
*Traffic Analysis		12,000			
OPEX					
Direct Costs; Lease, Insurance, Utilities, Internet, Phone, Trash		22,950	29,688	29,688	29,688
Staff Training					10,000
Operating Expenses, including salaries			21,067	21,067	21,067
Marketing & Sales Expenses			1,667	1,667	1,667
Security Guard Service			4,667	4,667	4,667
Misc.			1,569	1,569	1,569
Inventory			271,237	406,855	678,092
Total		413,760	329,894	465,512	746,749

Health Care*				
Per Employee; Single Plan	1,724	1,724	1,724	1,724
Per Employee; Family Plan	4,904	4,904	4,904	4,904

Financial Summary

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

From a total investment of \$750,000. Mellow Fellows is expected to generate \$3,052,000, in gross revenues with net income of \$711,940 its first full year of operations. Revenues are expected to grow to \$4,052,000 in Year 2. \$4.8 million in Year 5, with net income of \$1.02 million and \$1.15 million respectively.

Direct and Indirect Social Impacts

Mellow Fellows will create new jobs in Haverhill with \$ 240,000 in salaries and \$70,640 in Social Security taxes. Mellow Fellows also intends 0.5% of sales will be allocated to the schools and different community programs equaling to approximately \$15,260.

Table 2. Taxes flow, \$

	Year 1	Year 2	Year 3	Year 4	Year 5
Federal Tax	508,745	508,497	590,135	668,177	737,113
State Tax	881,825	881,395	1,022,901	1,158,173	1,277,663
Community programs	15,260	15,718	16,189	16,675	17,175
SS	70,640	72,759	74,942	77,190	79,506
Total	1,476,470	1,478,370	1,704,167	1,920,215	2,111,458

Notes: Fed Tax 30%, State is 5.2%, SS Tax 7.65%, Community rate is .5% of Gross Profit.

Market Overview

Market Overview

Global Market

The global legal Cannabis market amounted to \$9.5 billion in 2017, growing by 37 percent on the year, according to the report "The Road Map to a \$57 Billion Worldwide Market"².

Spending on legal cannabis worldwide is expected to hit \$57 billion by 2027, while cannabis markets in the United States and Canada are estimated to be about \$46.5 billion, and the other \$10.5 billion would go to other markets.

The largest growth rate is predicted within the rest-of-world markets, from \$52 million spent in 2017 to a projected \$2.5 billion in 2027.

The recreational cannabis market will cover about 67% of the spending while medical cannabis will take up the remaining 33%.

According to a report provided by Energias Market Research, the global medical cannabis market is projected to increase in value from \$8.28 billion in 2017 to \$28.07 billion in 2024 and at a CAGR of 19% from 2018 to 2024.

Key Trends:

- The initial decision by many U.S. states and Canada to create medical-only cannabis regulations prompted many other countries to act similarly while legalization of adult recreational use in California and Canada triggered a second wave of legalizing laws internationally to increase access to medical cannabis.
- South American countries have the most liberal medical cannabis programs. Led by Brazil, Argentina, Peru and Uruguay, the South American medical cannabis market may grow from \$125 million in 2018 to \$776 million in 2027.
- Germany is ready to become the leader of the European cannabis market, and Italy is expected to be second with \$1.2 billion in sales by 2027. Some form of medical cannabis is now legal in 22 countries in Europe.
- Australia's legal cannabis market is forecast to grow from \$52 million in 2018 to \$1.2 billion in 2027, the 5th largest in the world.
- Israel has a small population and a long history of legal medical cannabis use. It continues to be a leader over the years in the development of cannabis pharmaceuticals.

² <https://arcviewgroup.com/research/reports/>

North American Cannabis Market

The North America legal cannabis market amounted to \$12 billion in 2018, growing by 30 percent on the year. The largest market was the United States, which totaled \$10.4 billion. It was followed by Canada with \$1.6 billion.

The report from cannabis industry analysts ArcView Market Research, in partnership with BDS Analytics³, forecasts that the entire legal cannabis market in North America to reach \$24.5 billion in sales – a 28% annual growth rate by 2021 – as more countries and states legalize cannabis for recreational use and existing markets mature and will grow to \$47.3 billion six years later.

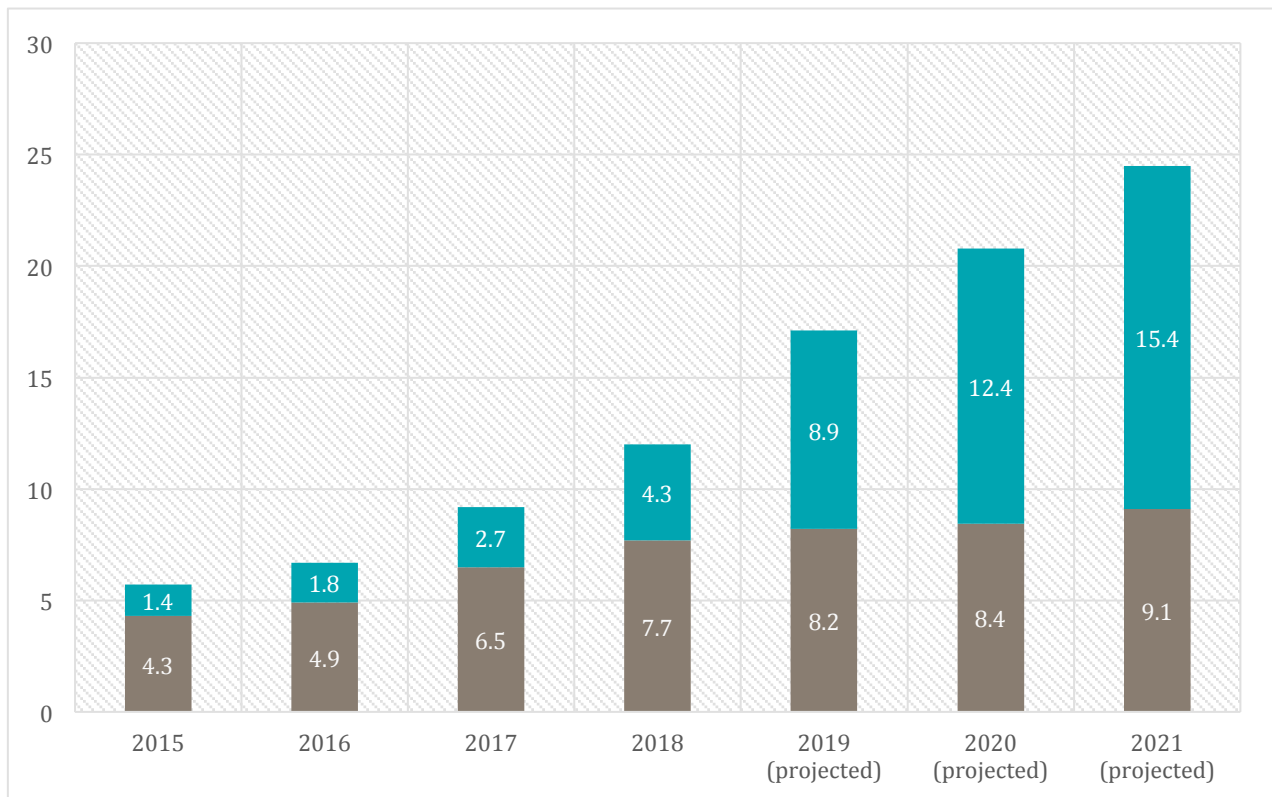


Figure 2. Medical and recreational cannabis sales forecast, billion \$

³ <https://bdsanalytics.com/>

The U.S. Cannabis Market

In 2018, 62% of Americans report supporting cannabis legalization, double what it was in 2000 (31%)⁴. Although the use of cannabis is illegal under the federal law and the federal government classifies cannabis as a schedule 1 drug, more than 60% of the U.S. states have legalized it in some form. Most states legalized it only for medical purposes, but ten states – Alaska, California, Colorado, Maine, Michigan (2018), Nevada, Massachusetts, Oregon, Vermont and Washington – have gone further,

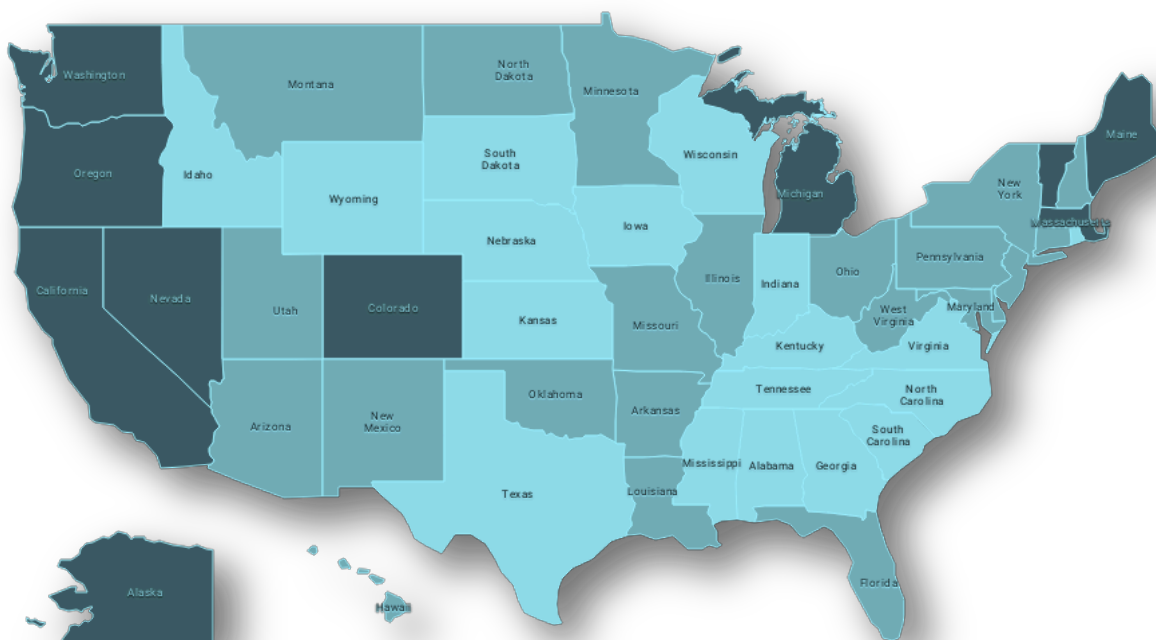
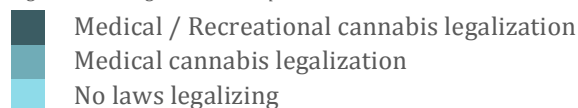


Figure 3. U.S. legalization map



legalizing the recreational use.

As a result, at November 2018, there are 32 States that allow cannabis for medical use, 16 States allow Cannabidiol (CBD), 10 States and the District of Columbia allow cannabis for recreational use.

⁴ Pew Research Survey, <http://www.pewresearch.org/fact-tank/2018/10/08/americans-support-marijuana-legalization/>

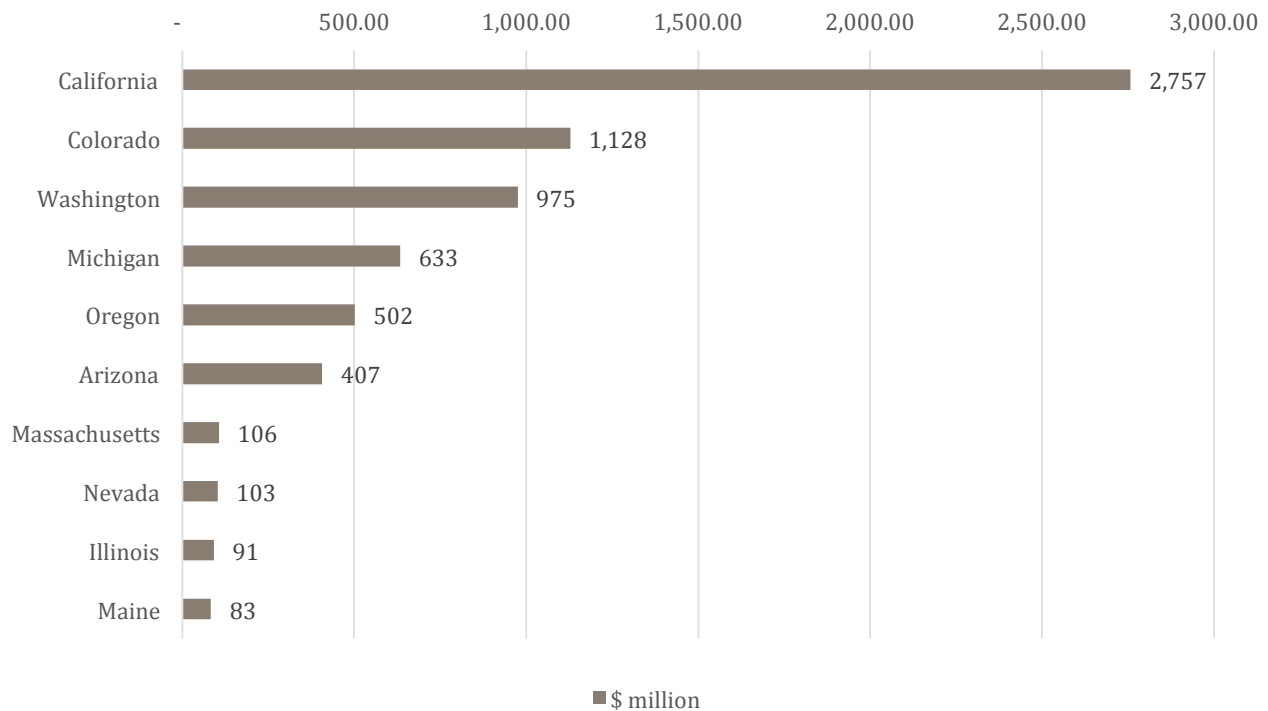
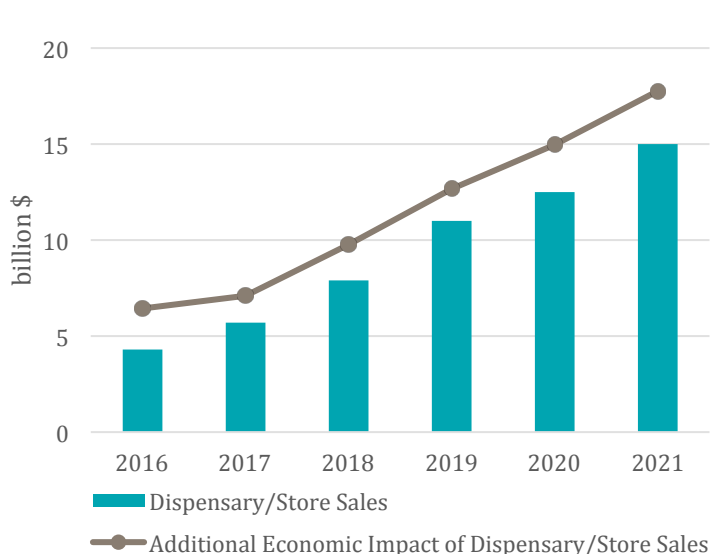


Figure 4. Medical and recreational cannabis sales in top states, 2017

There are about 10,000 active licenses for cannabis businesses in the U.S., according to Statista⁵. This includes cultivation, extraction and manufacturing, retail, distribution and testing licenses.

The industry employed 121,000 people in 2017 and 259,000 people in 2018. If cannabis market continues its growth trend, the number of workers in that industry could reach about 500,000 by 2022, according to New Frontier Data.

U.S. Cannabis Retail Market



BDS Analytics estimates that the retail sector owed \$1 billion in state taxes in 2016 and another \$1.4 billion in 2017.

In 2017, overall cannabis sales in the United States at the retail level to soar by 31.5%, hitting \$5.7 billion on the back of continued growth in existing recreational cannabis markets.

In fact, rec sales are expected to surpass medical next year for the first time ever. Medical cannabis sales also

Figure 5. Cannabis retail industry economic impact

<https://www.statista.com/statistics/870011/us-cannabis-businesses-number/>

are expected to buoy the industry, fueled in part by the expected launch of MMJ markets in Maryland and Hawaii. At the same time, fledgling medical cannabis programs in states such as Illinois, Nevada and New York could post impressive growth last year.

The expected growth comes after a solid 2016, when recreational cannabis sales jumped by 80% to hit \$1.8 billion. Colorado and Washington led the charge, while Oregon's adult-use market posted strong sales gains in its first full calendar year of operation. The industry also saw a spike in medical cannabis sales last year, as patient counts rose in new MMJ states and continued climbing in mature markets like Arizona and Michigan.

The cannabis dispensary market is growing at a high rate in the United States alone, with currently over 1,000 open and operating dispensaries throughout the country according to data from Statista⁶. The growing numbers of dispensaries is a large part as to why New Frontier projects the industry to top \$25 billion in revenue by 2025.

The increase in retail sales over the next five years will provide a substantial economic boost for the United States. The total economic output from legal cannabis will grow 150% from \$16 billion in 2017 to \$40 billion by 2021, according to the "US Legal Cannabis: Driving \$40 Billion Economic Output" report released by Arcview Market Research, in partnership with BDS Analytics.

The level of sophistication and involvement among investors in the cannabis industry varies quite widely, as some belong to cannabis-specific venture capital firms while others have taken a material interest in a friend or family member's cannabis business. For example, only a handful of investors in our survey indicated they intend to invest over \$25 million in cannabis companies, whereas a large portion of respondents plan to invest less than \$20,000.

But in general, more investors are pumping money into the cannabis industry than ever before, and they're also increasing the size of their capital placements. The average investor/investment firm involved in the cannabis industry has placed \$450,000 in cannabis companies.

Cannabis Market in Massachusetts

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

On October 31, 2018, there are 61,724 (up from 19,000 in early 2016) people who have gotten medical cannabis cards that allow them to use weed legally to treat a variety of ailments. They are served by 42 dispensaries. It is expected over 700,000 customers are potentially interested in using and purchasing recreational cannabis from licensed retail establishments.

The recreational Massachusetts cannabis market is expected to become a \$1 billion industry by 2020. Research from multiple marijuana data and investment firms predict Massachusetts can become

⁶ <https://www.statista.com/statistics/754751/medical-marijuana-dispensaries-number-by-state/>

such a travel destination for tourists interested in recreational cannabis. If correct, an influx of tourists to Massachusetts can expand the economic impact of this legislation far beyond simply the marijuana industry, to traditional retail and hospitality.

SWOT Analyses

S	W	O	T
<ul style="list-style-type: none"> •Locally owned with strong roots in the Haverhill community •Priority Review as an Economic Empowerment Applicant •Comprehensive product knowledge •Secure facility with ample parking •Prioritize hiring of minority and low income Haverhill residents •Extensive knowledge of marketing 	<ul style="list-style-type: none"> •Enhanced risk of banking / financial / IRS scrutiny •Lack in professional workforce for a cannabis industry •High starting capital •Still a stigma attached to cannabis •Cash business •Insurance is limited liability •Highly regulated industry 	<ul style="list-style-type: none"> •High growth industry •Growing interest and demand for natural, alternative medicine •Trend toward greater cannabis legalization •A significant drop in wholesale pricing •Global Market •Partnerships with community organizations 	<ul style="list-style-type: none"> • Enforcement of federal law • Possible cannabis law changing • Indicators of a slowed global economy • Large companies entering the market • Federal Government could halt process

Marketing Strategy & Implementation

Marketing Strategy

Marketing Plan

Mellow Fellows, LLC organized in Haverhill, MA. Mellow Fellows, LLC has acquired an agreement with a realty company to rent a property on 330 Amesbury Road within the designated zoning area done by the Haverhill Committee. Mellow Fellows, LLC will be a brick and mortar shop with signage as well as a website. The website will be able to transcend the everyday person to person aspect and reach the entirety of the state for those seeking recreational cannabis. Our Lawyer, Paul Magliochetti is retained.

Mellow Fellows plans to enlist a professional marketing agency in order to tailor our marketing plan to best reach our target audiences in a complicated regulatory environment. The marketing laws of cannabis are heavily regulated, and advertisements will be kept subtle, and direct to adult usage or patient care. No one under the age of 21 will be represented in a way that will be seen unfit, and the logo will not support the habit yet represent the company itself. Because cannabis is illegal under federal law, state governments and online advertising platforms are placing strict rules on how companies can market their products. The service that Mellow Fellows offers is a well-balanced, knowledgeable staff that welcomes and informs those on the products being sold to make sure they get exactly what they want. It is a retail environment. Product knowledge and customer service as well as safety are prime concerns.

Google, Facebook and Twitter all have advertising policies that restrict the promotion of the sale of cannabis. Google's policy prohibits ads that promote "substances that alter mental state for the purpose of recreation." Facebook restricts any "illegal, prescription, or recreational drugs." And Twitter bans "illegal drugs" as well as substances that cause "legal highs." Instagram and Facebook have decided to go a step further by removing pages of cannabis related businesses.

The most effective strategies for legal marijuana companies are direct marketing at industry conferences and other events, building communities around marijuana-related concerns such as health and wellness. The marketing and sales strategy of Mellow Fellows dispensary will be based on generating long-term personalized relationships with growers, processors and our customers.

Marketing and advertising campaign include:

- Meeting with growers and manufactures
- E-mail Marketing
- Advertising and articles in the thematic Magazines, including:
 - Cannabis Now
 - 420 Magazine
 - Marijuana Venture
 - MG Magazine
- Business events and conferences
- Business and industry associations
- Brand development
- Website development with search engine optimization
 - Keywords
 - Fresh content

WEEDMAP https://weedmaps.com/	Cannabis finder on the planet. With over 7,750 listings throughout the U.S., Canada, and Europe.	WeedMaps has 7.96 million total visits each month.
LEAFY https://www.leafly.com/	Leafy is a cannabis information resource for finding the right strains and products. Services include cannabis finder, online store, branding, doctors' portal.	Leafy has 226.27 thousand total visits each month.
https://www.cannasaver.com/	Canna-Saver is website for cannabis and related coupons, devoted to cannabis deals and savings. Offers a constant flow of deals and savings from the top cannabis and cannabis retailers.	Cannasaver has 310.04 thousand total visits each month.
http://cannabiscouponcodes.com/	Website with cannabis coupon codes.	Cannabiscouponcodes has 81.49 thousand total visits each month.

- Mantis, 420 Network, 420 Click.

Target Customers

The focus market for Mellow Fellows, LLC will be adults above the age of 21, but more specifically the adults in the ages of 50+. With a store in the City of Haverhill we will be able to market to those within the laws that are able to consume cannabis recreationally.

Allowing the products to be stocked will allow those within the community to feel safe to purchase cannabis in our store. With new products evolving, having those products in the store will brand us as an always resourceful and plentiful store. We will prioritize product diversity and quality in determining our suppliers, allowing us to fulfil any demand within reason.

Aside from the dispensing of cannabis products, Mellow Fellows Store will sell a wide range of cannabis infused products to customers who are based in Haverhill and contiguous cities where our store can potentially gain customers.

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

Cannabis customers come from diverse groups, ages, races and socioeconomic backgrounds. Firstly, by word of mouth and local papers announcing our public hearing will begin the ball rolling. With a hot topic such as cannabis, word of mouth and print will be the best aspects of advertising. Social media will play a hand, and linking up with the company “Leafly” will allow a convenience for our customers.

Product packaging will be memorable, noticeable and fundamentally useful. Re-purposed bags should be used with repurposed stickers to ensure a green state of living. Simple radio commercials on the local radio (if applicable) could be applied.

A hosted community fundraiser event could take place to raise awareness of drug prevention/rehabilitation.

The industry right now is going through a transition of openings and approvals. As of right now only two shops in the state have been approved with more approved yet not operating as such. They cater to 21+ patients with medical marijuana options in a secured and discreet location.

The competition in this industry is swift and financially driven. Mellow Fellows’ Competition would be the facilities in the surrounding towns: Healthy Pharms, Patriot Care, Alternative Therapies Group (which is also in Haverhill), Tricann Alternatives and more within the Boston Area. Pricing wise there is no competition, it is set and regulated heavily. However, access, and establishments already exist. Our competitive advantage will be our strong ties to the community, locally based ownership, and knowledgeable sales staff.

Alternative Therapies Group is set up in Haverhill with a License and will soon be a retail. Same with Healthy Pharms. Their buying patterns are wholesale because they cultivate at their own

facilities, package and process. Unfortunately, there are no solo cultivators as of yet to purchase marijuana from. That leaves an absence of purchase knowledge at the moment. However, that can be changed over the next few weeks.

Web Plan Summary

We plan to hire a professional web development firm to launch a website online presence that houses our location, storefront, products and ideals. Also, a bio on our staff, and what charities and organizations we help and work with. We plan to implement the capability to book appointments online and place orders to be picked up in store.

Website Marketing Strategy

The website will be displayed on Google, and found easily through the Leafly App for smartphones and tablets. The website will be vocalized by word of mouth, on store locations, stickers, etc. Advertisements can be taken out in the paper as well as papers sent through the local mailing service. If the website is set up through our team then we can get an affordable site, however the name mellowfellows.com is reserved and the payment is \$29,000 dollars. At present our url is mellowfellows.biz.

Development Requirements

- Strategize the content on the site.
- Color of the site.
- The functionalities, purchase options, blog options, marketing coupons etc.
- Updating menu daily on products, information.

Implementation Strategy

Mellow Fellows plans to get in good standing and create a host agreement with Haverhill so that we can begin motivating our establishment. By finding a retail location in an appropriately zoned and acquiring the deed to that property (or signed lease agreement) will increase our chances of approval with the commission. The Amesbury road location is set right off the highway 495, and route 110. Both convenient for patrons to travel to and from Mellow Fellows, LLC. Creating an easy yet single access property will ensure orderly access into the dispensary as well as customer service and accessible products.

Locking in a cultivator and processor is our next step after we finalize our business plan and three packets for application. If we choose to be a cultivator and processor then the space and requirements must be met.

We will strive to bring in locally sourced product that is as fresh as possible from counter to consumer. Being a retail shop will enable us to get accurate orders, or notify the public that sales are limited, and resupplies will be announced when applicable.

Sales Forecast

During the first year, Mellow Fellows, LLC, expects to generate \$3,052,000 in revenue.

From the second year Mellow Fellows, LLC, will generate income of approximately \$4,052,000.

From the third year Mellow Fellows, LLC, expects a healthy annual increase in retail revenue.

Operating Plan

Operating Plan

Cannabis Store Location and Facilities

Mellow Fellows, LLC

Location and Building Specifications

The physical address of our retail shop facility will be:

330 Amesbury Rd, Haverhill, MA 01830

We have located our facility in a commercial use area. The store is a 1200 square foot space that will be the sole occupant of a building that does not adjoin high-use public areas, sits in the middle of a secured lot, is set back from high traffic intersections, is 150 feet from the nearest public road, has secure means of ingress and egress, is not located near any schools, residential housing, or places of worship. The facility has a front and a rear exit that will be guarded by security personnel during hours of operation and each exit also has a metal accordion gate fence to deter unauthorized access.

A site plan showing the entire structure of the retail center, including the street(s), parking lot(s), other tenants within the facility, and any other entities that physically border the store is shown through the renderings provided by our architect Matt Juros, RA principal of Fishbrook Design Studio, 52 Wingate Street, Haverhill, MA.

After conversion, the internal plan of the facility will have three levels of security configurations designed by James Danforth, President of Central Investigative Services, Wenham, MA.

- ❖ Areas where cannabis will be kept or handled have no external doors or windows and can be accessed only from within the facility.
- ❖ Walls separating the waiting room and retail area are 4" steel studded sheetrock walls with a solid-core wood door.
- ❖ All main access point door hinges will be equipped with hinge-pin-locking screws to increase security.

This configuration yields optimal conditions for surveillance. These existing design elements will not only make unauthorized access extremely unlikely, but also act as a deterrent discouraging theft.

Floor Plan

A floor plan of the retail store detailing the location of the following:

- A. All entrances and exits
- B. The location of any windows, skylights, and roof hatches;
- C. The location of all cameras, and their field of view;
- D. The location of all alarm inputs (door contacts, motion detectors, duress/hold up devices) and alarm sirens;
- E. The location of the digital video recorder and alarm control panel; and
- F. Restricted and public areas is shown in below

Lighting

The main objectives of our security lighting system at the store is to illuminate dark areas and detect and recognize movement in the protected area. The best vision with outdoor lighting is obtained from downward directed and shielded security lighting that is constantly on, supplemented with instant-on lighting triggered by motion detectors.

Mellow Fellows will ensure that sufficient lighting requirements are met between dusk and dawn.

We will add external security lighting. The facility and all walkways of the facility will be well illuminated to maximize visibility. Lighting will be operated automatically by a photo-sensor, ensuring that lighting will always be optimal for video capture.

Guards

Once the facility is operational, we will employ Central Investigative Service, a private company that will provide security guards. Uniformed armed and unarmed security personnel will be on site monitoring the facility during hours of operation. All security personnel will be thoroughly screened, trained, and strictly supervised by our Security Department working in conjunction with Security Consultant to ensure they are of the highest capability.

During operating hours, we will have at least one on-site security guard at the entrance and an on-site security guard at the store.

Security personnel will perform and keep records of having performed routine regular inspections of all security systems, barriers, gates, doors, and locks, immediately reporting any malfunctioning or compromised security feature to the Security Agent. Any incidents qualifying as irregular or suspicious will be handled immediately.

Physical Security Plan

We will secure the perimeter of our facilities to prevent unauthorized intrusion. With our store, we plan to use one or more of the following critical elements to secure the perimeter of our building: security fencing, security guards, and electronic surveillance (round-the-clock manned or alarmed camera surveillance and electronic intrusion detection).

The perimeter will be secured by video surveillance and adequate outside security lighting. In addition, during non-operational hours.

Central Investigative Service motion detectors will monitor the inside of all exterior doors and windows. These are separate sensors from our video camera motion detectors.

Customers Access

The property has common parking spaces on its premises in the front of the building with additional parking in the rear of the building. These spaces will easily accommodate customers' traffic.

Procedure

- A. Customers will enter the store through the facility's front entrance.
- B. Entrance into the areas where cannabis is kept will be authorized by personnel buzzing customers into an area located between the waiting room and cannabis viewing/holding area.
- C. Once in this holding area, store agents in the back with can view anyone and control the second "buzzer door," allowing them into the cannabis area.

The entry door to the cannabis products area will be operated on a "double buzzer" system, controlled by the person assigned to the control area. This person will be viewing the waiting room and allowing access into the rear only after proper screening and the agents in the back are ready. At this point, customers will be escorted to the area where the products can be viewed. No weapons will be allowed in the facility, and anyone entering the cannabis products area will have to walk through a metal detector. Signs that indicate this will also be posted. In addition, there will be a guard on site in the area of the cannabis products, roving the perimeter and the waiting area.

Internal Access-Point Control

Movement within the facility will be tightly controlled. Only permitted employees will be allowed to enter into the store.

Limited Access to Secured Areas and Visitors

Mellow Fellows has the limited access areas. Mellow Fellows ensures that the secured areas are accessible only to licensee, licensee representatives, and authorized personnel, service personnel or distributors.

Electronic Security System

We will install a comprehensive electronic security system with video surveillance/recording capability, third-party monitoring, intrusion detection, and panic buttons.

Video Surveillance

We will employ state-of-the art external and internal cameras, each with a minimum resolution capacity of 1280x720 pixels. All video footage will be stored for a minimum of 90 days. Recordings are subject to inspection. This is sufficient to allow facial identification of anyone in or nearing the facility. Our CCTV camera system with digital recorder includes:

Please see security plan provided by James Danforth, Presidents Central Investigative Services, Wenham, MA which cares for Level I through Level III requirements.

External video surveillance will cover all areas of possible ingress and egress. Internal video surveillance will cover the following:

1. Reception area
2. The retail sales floor with a camera located at each point of sale location
 - a. The camera placement must allow for recording of the facial features of any person purchasing or selling cannabis goods
 - b. This covers all areas where cannabis is present or handled, including all point-of-sale locations, and all means of access to such areas.
3. Entrances and exits from both indoor and outdoor vantage points
4. Security Rooms
5. All limited access areas
6. Areas where cannabis goods are weighed, packed, stored, loaded, or unloaded for transportation, prepared, or moved within the premises.
7. Areas storing the surveillance system device with at least once camera recording the access points to the secured surveillance recording area
 - a. The physical media or storage device on which surveillance recordings are stored shall be secured in a manner to protect the recording from tampering or theft
8. Video surveillance will cover external and internal areas 24/7 at a minimum of 15 frames per second

A failure notification system will provide both audible and visible notifications if there is any failure in the electronic monitoring system.

Third-Party Monitoring

Mellow Fellows anticipates contracting with Central Investigative Service to help deter, detect, and document security events at each facility from a remote location. Central Investigative Service will monitor for fire and for security breach of doors or windows. Trained professionals from their monitoring centers will be able to access our security surveillance system at all times and will report and document any suspicious activity. Our internal security personnel will work with Central Investigative Service to establish guidelines for what entails suspicious activity and to ensure regulatory compliance.

There will be triggers around the facility to alert our monitoring team of a possible intrusion or unauthorized access. Triggers can be:

- Motion-sensor surveillance cameras
- Motion-sensor laser beams
- Unauthorized electronic access
- Security and fire alarms

Intrusion and Motion Detection

Our alarm system will have motion detectors covering entryways and exits, hallways, the retail sales floor, storage rooms, and windows.

Burglary Alarm System

We shall install, maintain, and use a professionally monitored robbery and burglary alarm system; which meet the following requirements:

- ✓ A test signal shall be transmitted to the central station every twenty-four (24) hours;
- ✓ At a minimum, the system shall provide coverage of all facility entrances and exits, rooms with exterior windows, rooms with exterior walls or walls shared with other facility tenants, roof hatches, skylights, and storage room(s) that contain safe(s);
- ✓ The system shall include at least one (1) holdup alarm for staff use; and
- ✓ The system shall be inspected, and all devices tested annually by a qualified alarm vendor.

Fire Security

The Processing Facility will comply with all local fire code requirements. Fire Prevention is a vital aspect of processing safety. As part of Mellow Fellows commitment to the safety of our employees, we have developed a comprehensive Fire Plan to address how fires will be prevented and managed/contained if they do occur. Knowing that people are our most valuable resources, all employees will be trained and required to conduct themselves with consistent due diligence to prevent fires from occurring.

Tracking Solution

Company intends to use special tracking solution, which will allow us to remain compliant while helping to identify key data points to streamline and optimize inventory management at each phase of the operation: transportation, lab testing and dispensing

Transport Manifests – Creating, submitting, and storing compliant transportation manifests noting vehicle, driver, and cargo contained for regulatory review.

Product Details – Product details for the inventory items, printing key information directly on the labels including ingredients, potency results, plus a reactive expiration date that can lock a product if it's past expiration.

Inventory Management – Analyzing the sales data to optimize the inventory to the customers.

Data Driven CRM – Out-of-the-Box Customer Relationship Management (CRM) tools to reward loyal customers and referrals. Setup targeted email and text campaigns based on customer's favorite products, last visit date, purchase history, birthdays and more.

Organizational Structure

Organizational Structure

Mellow Fellows, LLC is comprised of three Members; Timothy Riley, Philip Brown, And Charlie Emery. Timothy Riley assumes the responsibilities of President of the Company. Phil Brown and Charlie Emery will notice the day to day operations as well, and hold interest in the business. Mellow Fellows is a business that will be built on a solid foundation, and we plan to have a member of ownership on site during all business hours. From the outset, we have recruited only qualified people to perform various job positions in our company. We are quite aware of the rules and regulations governing the cannabis industry of which cannabis dispensing falls under. We hope to leverage on their expertise to build our business brand to be well accepted in the community of Haverhill.

These are the positions that will be available at Mellow Fellows:

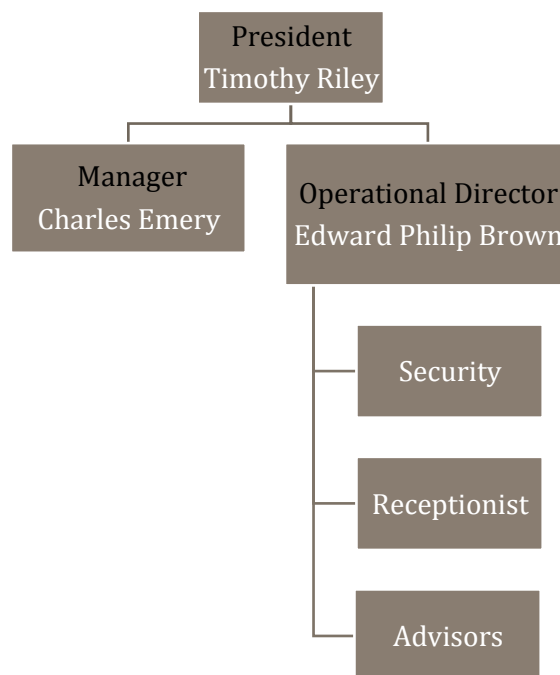


Figure 6. Organizational structure

Training and Hiring

We plan to prioritize hiring of minority and low-income residents of Haverhill in order to maximize the positive economic impact we can have on our community. As a Community of Disproportionate Impact identified by the Cannabis Control Commission, Haverhill stands to benefit significantly from a locally owned and operated independent cannabis retailer.

We plan to hire a management and training firm to ensure our employees are trained and knowledgeable of safety and our product line from day one, and will work towards expanding our knowledge of patients' therapeutic and medicinal needs.

Financial Plan

Financial Plan

Funding analysis

Company intends to raise \$750,000 from cash investments of the founders.

Direct and Operating Expense Breakdown

Direct Costs

Table 3. Direct costs,

\$	Year 1	Year 2	Year 3	Year 4	Year 5
Products Purchase					
Flowers	583,779	1,071,133	1,076,365	1,076,365	1,076,365
Concentrates	225,084	412,990	415,007	415,007	415,007
Edibles	35,767	65,626	65,946	65,946	65,946
Topicals	3,700	6,789	6,822	6,822	6,822
Other	40,533	74,370	74,734	74,734	74,734
Delivery Costs					
Delivery costs	16,609	30,474	30,623	30,623	30,623
Fuel	5,424	9,951	10,000	10,000	10,000
Other delivery costs	0	0	0	0	0
Other Direct Costs					
Other direct costs	0	0	0	0	0
Initial inventory	71,588	0	0	0	0
Other direct costs	0	0	0	0	0
Other direct costs	0	0	0	0	0
Taxes					
Cannabis Business Tax	373,701	685,676	689,025	689,025	689,025
Total	1,356,183	2,357,009	2,368,523	2,368,523	2,368,523

Operating Expenses

\$	Year 1	Year 2	Year 3	Year 4	Year 5
General Costs					
Legal Fees & Accounting	3,000	3,090	3,183	3,278	3,377
Professional Services, Commercial Insurance	8,000	8,240	8,487	8,742	9,004
Website/Ecommerce platform development	600	618	637	656	675
Other Operating Expenses	1,800	1,854	1,910	1,967	2,026
Operating Expenses (retail business)		-	-	-	-
Building Renting	78,000	80,340	82,750	85,233	87,790
Packaging Supplies	2,400	2,472	2,546	2,623	2,701
Phone, Internet and Utility	13,800	14,214	14,640	15,080	15,532
Building Maintenance	8,000	8,240	8,487	8,742	9,004
Trash	6,000	6,180	6,365	6,556	6,753
Security	14,000	14,420	14,853	15,298	15,757
Property Taxes	5,000	5,150	5,305	5,464	5,628
Salaries & Benefits	240,000	247,200	254,616	262,254	270,122
Community Service (.5% of gross receipts)	15,260	15,718	16,189	16,675	17,175
Marketing & Sales Expenses		-	-	-	-
Marketing Expenses, including PR, Branding, Online and Offline advertising	7,200	7,416	7,638	7,868	8,104
Misc.	1,014	1,044	1,076	1,108	1,141
Total	404,074	416,196	428,682	441,543	454,789

Profit & Loss Forecast

Business's revenue is projected to grow significantly for the first two years' timeframe. The yearly projections are in the table below:

Table 4. Income Statement, \$

\$	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Revenue	3,052,000	4,052,000	4,335,640	4,595,778	4,825,567
Direct Costs	1,356,183	2,357,009	2,368,523	2,368,523	2,368,523
Gross Profit	1,695,817	1,694,991	1,967,117	2,227,255	2,457,044
% of revenue	56%	42%	45%	48%	51%
Operating Expense					
General Costs	13,400	13,802	14,216	14,643	15,082
Operating Expenses (retail)	127,200	131,016	134,946	138,995	143,165
Sales & Marketing Expenses	8,214	8,460	8,714	8,976	9,245
Salaries & Benefits	240,000	247,200	254,616	262,254	270,122
Community Service (.5% of gross receipts)	15,260	15,718	16,189	16,675	17,175
Total Operating Expense	404,074	416,196	428,682	441,543	454,789
Operating Income (EBITDA)					
% of revenue	24%	25%	22%	20%	19%
Depreciation and Amortization	9,764	9,764	9,764	9,764	9,764
Earnings Before Interest & Taxes (EBIT)	1,291,743	1,278,795	1,538,435	1,785,713	2,002,255
Interest Expense	-	-	-	-	-
Earnings Before Taxes (EBT)	1,291,743	1,278,795	1,538,435	1,785,713	2,002,255
Income Tax	593,536	593,247	688,491	779,539	859,966
Net Income	698,207	685,548	849,944	1,006,173	1,142,290

Appendix

Mellow Fellows, LLC
Management and Operations Profile
Operating Policies and Procedures

Separating Recreational from Medical Operations

Mellow Fellows, LLC (“MF”) does not intend to sell medical marijuana or marijuana products to registered qualifying patients at this time. As a result, MF will not need to separate its recreational operations from its medical operations because it will only be conducting retail recreational operations.

Diversity Plan

I. Intent

Mellow Fellow, LLC (“MF”) is committed to creating a diverse workforce by utilizing hiring practices that do not discriminate against women, minorities, veterans, persons with disabilities and LGBTQ individuals. Furthermore, it is our belief that the more diverse and inclusive our team is the more successful MF will be in Massachusetts as we seek to utilize ideas and innovations from a variety of backgrounds, experiences and cultures.

II. Purpose

MF’s Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. In doing so, individuals will be able to apply their life experiences and talents to support the goals of the company.

MF’s Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure we are able to reach our goals described below. The Diversity Plan represents an initial approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands.

Any actions taken, or programs instituted, by MF will not violate the Cannabis Control Commission’s regulations with respect to limitations on ownership or control or other applicable state laws or regulations.

III. Proposed Initiatives, Goals and Metrics

GOAL 1: Recruit and hire a diverse group of employees that values and promotes inclusiveness among the workforce

Proposed Initiative: As part of its hiring plan, MF will seek to hire a workforce that is made up of at least 50% women and 25% described as minorities, veterans, people with disabilities, and LGBTQ individuals with a goal to increase the number of individuals falling into these demographics working in the establishment. To achieve this goal, MF will:

- Create gender-neutral job descriptions;
- Recruit from state and local employment staffing groups such as Masshire Merrimack Valley Career Center;
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com;
- Participate in local hiring events and job fairs, at least two annually, including events held by the Massachusetts Cannabis Business Association (MassCBA);

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- Attend community group meetings in and around Haverhill, at least two annually, to introduce MF and address our existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry.

MF will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. MF will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with MF. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

Metrics and Evaluation: MF will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. MF will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of MF. MF will assess and review its progress within a year of receiving its Final License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, MF will be able to demonstrate to the Commission the success of this initiative.

GOAL 2: Ensure that all participants in our supply chain and ancillary services are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry.

Proposed Initiative: To accomplish this goal, MF will prioritize working with businesses in our supply chain and required ancillary services that are owned and/or managed by minority groups; women, veterans, people with disabilities, and/or people of all gender identities and sexual orientations (herein referred to as Plan Populations).

Metrics and Evaluation: MF will measure how many of its ancillary services and participants in its supply chain are owned and/or managed by Plan Populations and will calculate the percentage of services and members of its supply chain who meet this requirement. MF will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of the Plan Populations and give supplier contractor priority to these businesses. In order to target a diverse supplier base, MF will post hiring needs in diverse publications such as a variety of web-based recruitment platforms and attend community group meetings, at least two annually, to introduce MF and address the existing hiring needs to attract a diverse array of suppliers. MF will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. During its engagement with community groups and leaders referenced in Goal 1, MF will further identify ways in which to attract diverse supply chain candidates that may not otherwise be aware of employment opportunities with MF. MF's goal will be to work with at least 15% of businesses who identify as one of the Plan Populations throughout its supply chain and services. MF will assess these percentages annually and will be able to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

IV. Conclusion

MF will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by MF will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Maintaining of Financial Records

Mellow Fellows, LLC's ("MF") 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.

MF 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(6)(d). MF will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). MF 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. MF will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If MF 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(6)(e), MF will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

Following the closure of MF, all records will be kept for at least two years at the expense of MF 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(6)(e).

Personnel Policies

It is Mellow Fellows, LLC (“MF”) 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. MF 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 MF to be involved in discriminatory practices are subject to disciplinary action and may be terminated. MF 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 MF 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. MF 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.

All MF policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(h) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(j). MF will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). MF will enforce a policy for the dismissal of agents for prohibited offenses according to 935 CMR 105(1)(l).

All MF 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 MF 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).

Procedures for Quality Control and Testing of Product

Pursuant to 935 CMR 500.160, Mellow Fellows, LLC (“MF”) 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. MF 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 MF 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 MF by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). MF 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), MF 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, MF’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), MF will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. MF 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. MF 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 MF storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

MF has a Quality Manager who will oversee the MF facility to maintain strict compliance with DPH regulations and protocols for quality control and analytical testing. In accordance with 935 CMR 500.160. All Marijuana Infused Products (“MIPs”) sold will be produced using good manufacturing practices and safe practices for food handling to ensure quality and prevention of contamination.

All MF 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 MF 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 hand-washing. 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).

MF 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

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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), MF'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 MF facility. MF 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.

Our quality assurance 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 MF for no less than one year in accordance with 935 CMR 500.160(3).

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) Mellow Fellows, LLC (“MF”) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with MF. Each department managed will provide orientation for dispensary agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of MF 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. MF 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.

All employees will be registered as agents, in accordance with 935 CMR 500.030. All MF 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 MF shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in dispensary agents file. Training records will be retrained by MF for at least one year after agents’ termination. Dispensary agents will have continuous quality training and a minimum of 8 hours annual on-going training.

Record Keeping Procedures

Mellow Fellows, LLC's ("MF") 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).

MF will also keep all waste disposal records as required by 500.105(12), including record keeping procedures. MF 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, MF 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. MF 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 MF, 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 MF 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 MF will be available for inspection by the Commission upon request. MF's records will be maintained in accordance with generally accepted accounting principles. MF 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).

Restricting Access to Age 21 or Older

Upon entry into the premise of Mellow Fellows, LLC (“MF”) by an individual, a MF 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. MF’s management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of MF are 21 years of age or older.

To verify an individual’s age, an MF 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 MF. 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.

MF 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.

MF 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 MF employees while at the facility or engaged in transportation. MF 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 MF Agents must carry their valid Agent Registration Card issued by the Commission. All MF 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 MF facility. The visitor log will be available for inspection by the Commission at all times. All visitor badges will be returned to MF 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,

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walls, partitions, processing, production, storage, disposal and retail sales areas. Access to Limited Access areas will be restricted to employees, agents or volunteers specifically permitted by MF, agents of the Commission, state and local law enforcement and emergency personnel. All MF employees will visibly display an employee identification badge issued by MF at all times while MF's Marijuana Establishments or transporting marijuana.