Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281363

Original Issued Date: 09/18/2020

Issued Date: 09/18/2020

Expiration Date: 09/18/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Mass Wellspring LLC

Phone Number: 781-418-0943 **Email Address:** info@masswellspring.org

Business Address 1: 18 Powdermill Rd **Business Address 2:**

Business City: Acton **Business State:** MA **Business Zip Code:** 01720

Mailing Address 1: 18 Powdermill Rd **Mailing Address 2:**

Mailing City: Acton **Mailing State:** MA **Mailing Zip Code:** 01720

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201837

RMD INFORMATION

Name of RMD: Mass Wellspring LLC

Department of Public Health RMD Registration Number: 026

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

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 56 **Percentage Of Control:** 100

Role: Executive / Officer **Other Role:**

First Name: Olof **Last Name:** Ingare **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: 24 **Percentage Of Control:**

Role: Executive / Officer **Other Role:**

First Name: Stefanie **Last Name:** Lipton **Suffix:**

Gender: Female **User Defined Gender:**

What is this person's race or ethnicity?: Some Other Race or Ethnicity

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 **Percentage of Ownership:** 100

Entity Legal Name: Windmill Advisors LLC **Entity DBA:** **DBA City:**

Entity Description: Delaware limited liability company qualified to do business in Massachusetts

Foreign Subsidiary Narrative:

Entity Phone: 781-418-0943 **Entity Email:** oingare@masswellspring.org **Entity Website:**

Entity Address 1: 18 Powdermill Road **Entity Address 2:**

Entity City: Acton **Entity State:** MA **Entity Zip Code:** 01720

Entity Mailing Address 1: 18 Powdermill Road **Entity Mailing Address 2:**

Entity Mailing City: Acton **Entity Mailing State:** MA **Entity Mailing Zip Code:** 01720

Relationship Description: Mass Wellspring LLC is owned 100% by Windmill Advisors LLC, a Delaware limited liability company that is qualified to do business in Massachusetts. Windmill Advisors LLC is the sole member (which is akin to being the sole stockholder of a corporate entity) of the Applicant. Under the Limited Liability Company Agreement of Mass Wellspring LLC (a copy of which is included in this application) Windmill Advisors LLC exercises control by acting as the sole member of the Applicant. Windmill Advisors LLC appoints the officers of the Applicant.

The only persons who own 10% or more of the voting equity of Windmill Advisors LLC are Olof Ingare and Stefanie Lipton, who are listed above as persons with direct or indirect authority over the Applicant. Olof Ingare is the sole Manager of Windmill Advisors LLC and controls Windmill Advisors LLC. Olof Ingare is also the Vice President/CFO and Treasurer of Windmill Advisors LLC. Stefanie Lipton is the President and CEO and Secretary of Windmill Advisors LLC. There are no other officers.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Olof **Last Name:** Ingare **Suffix:**

Marijuana Establishment Name: Mass Wellspring LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Maynard **Marijuana Establishment State:** MA

Individual 2

First Name: Stefanie **Last Name:** Lipton **Suffix:**

Marijuana Establishment Name: Mass Wellspring LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Maynard **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 4-6 Nason Street

Establishment Address 2:

Establishment City: Maynard **Establishment Zip Code:** 01754

Approximate square footage of the establishment: 1800 **How many abutters does this property have?:** 8

Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	MassWellspringMaynardHCA.pdf	pdf	5d893c5143436a03626a472f	09/23/2019
Plan to Remain Compliant with Local Zoning	MassWellspringMaynardSpecialPermitGrey.pdf	pdf	5d893eb3bfeec408963da9bd	09/23/2019
Community Outreach Meeting Documentation	COMMUNITY OUTREACH MEETING ATTESTATION FORM W- ATTACHMENTS A, B AND C (00078139xBD167).pdf	pdf	5e8b9574b7c619391b8ba0b1	04/06/2020

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	POSITIVE IMPACT PLAN (REVISED JUNE 2020) (00079454xBD167).PDF	pdf	5ee3c0ec2d9da4181de9ed03	06/12/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer **Other Role:**

First Name: Olof **Last Name:** Ingare **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 2

Role: Executive / Officer **Other Role:**

First Name: Stefanie **Last Name:** Lipton **Suffix:**

RMD Association: RMD Owner

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company **Other Role:**

Entity Legal Name: Windmill Advisors LLC **Entity DBA:**

Entity Description: Delaware limited liability company that is qualified to do business in Massachusetts

Phone: 978-335-5365 **Email:** oingare@masswellspring.org

Primary Business Address 1: 18 Powdermill Road **Primary Business Address 2:**

Primary Business City: Acton **Primary Business State:** MA **Principal Business Zip Code:** 01720

Additional Information: Mass Wellspring LLC is owned 100% by Windmill Advisors LLC, a Delaware limited liability company that is qualified to do business in Massachusetts. Windmill Advisors LLC does not engage in any business other than being the holding company of the Applicant. Windmill Advisors LLC is the sole member (which is akin to being the sole stockholder of a corporate entity) of the Applicant.

The only persons who own 10% or more of the voting equity of Windmill Advisors LLC are Olof Ingare and Stefanie Lipton, who are listed above as persons with direct or indirect authority over the Applicant. Olof Ingare is the sole Manager of Windmill Advisors LLC and controls Windmill Advisors LLC. Olof Ingare is also the Vice President/CFO and Treasurer of Windmill Advisors LLC. Stefanie Lipton is the President and CEO and Secretary of Windmill Advisors LLC. There are no other officers.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	UPLOAD TO CCC APPLICATION - UPDATED MA SOS GOOD STANDING CERTIFICATE (00078004xBD167).pdf	pdf	5e8b98b2f0445c357cb07dbe	04/06/2020
Department of Revenue - Certificate of Good standing	00078235.PDF	pdf	5e8e5f79b014bf38e46cefa8	04/08/2020
Bylaws	00073608.PDF	pdf	5e8e6098b7c619391b8ba961	04/08/2020
Articles of Organization	00078241.PDF	pdf	5e8e6501482e703583b7c69e	04/08/2020

No documents uploaded

Massachusetts Business Identification Number: 001321559

Doing-Business-As Name: THERE IS NO DOING BUSINESS NAME; WE CANNOT DELETE "ACTON" BELOW. THE SYSTEM PROGRAM DOES NOT ALLOW THAT. "ACTON" WAS ENTERED BY MISTAKE AND CANNOT BE CHANGED

DBA Registration City: Acton

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	00078239.PDF	pdf	5e8e5ef99a385038d9d8b9cb	04/08/2020
Proposed Timeline	00078240.PDF	pdf	5e8e5f075f1da0353e2b400b	04/08/2020
Plan for Liability Insurance	00078238.PDF	pdf	5e8e5f15b3c49635509ebc79	04/08/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	MassWellspringPlanToObtainMarijuanaProducts.pdf	pdf	5db605d7ba9d562b3e032188	10/27/2019
Separating recreational from medical operations, if applicable	MassWellspringSeparatingRecreationalFromMedicalOperations.pdf	pdf	5db605ed90352a2b339addc5	10/27/2019
Storage of marijuana	MassWellspringStorage.pdf	pdf	5db6064fb207f82b12a94938	10/27/2019
Transportation of marijuana	MassWellspringTransportation.pdf	pdf	5db606646b4e192b1d272d78	10/27/2019
Inventory procedures	MassWellspringInventoryProcedures.pdf	pdf	5db6067db35b62300f5d96a8	10/27/2019
Personnel policies including background checks	MassWellspringPersonnelPoliciesBackgroundChecks.pdf	pdf	5db606e3d5c8962b282dbd67	10/27/2019
Qualifications and training	MassWellspringQualificationsTraining.pdf	pdf	5db6078b73225f2fcd7660e3	10/27/2019
Security plan	00078173.PDF	pdf	5e8cc982172cbc3545976889	04/07/2020
Prevention of diversion	00078174.PDF	pdf	5e8cc99a5f1da0353e2b3b2c	04/07/2020
Quality control and testing	00078175.PDF	pdf	5e8cc9b1b3c49635509eb785	04/07/2020
Dispensing procedures	00078176.PDF	pdf	5e8cc9c3f0445c357cb08122	04/07/2020
Record Keeping procedures	00078177.PDF	pdf	5e8cc9d3b014bf38e46ceae7	04/07/2020
Maintaining of financial	00078178.PDF	pdf	5e8cc9e8b3c49635509eb789	04/07/2020

records				
Restricting Access to age 21 and older	UPLOAD TO CCC APPLICATION - PLAN FOR RESTRICTING ACCESS -REVISED 4-20 (00078172xBD167).pdf	pdf	5eda8a90f5e90617d832c18a	06/05/2020
Diversity plan	DIVERSITY PLAN (REVISED JUNE 2020) (00079446xBD167).PDF	pdf	5ee3b9ae1c2dbc24d01a1a7b	06/12/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS
No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN
No records found

COMPLIANCE WITH DIVERSITY PLAN
No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 8:00 PM
Tuesday From: 10:00 AM	Tuesday To: 8:00 PM
Wednesday From: 10:00 AM	Wednesday To: 8:00 PM
Thursday From: 10:00 AM	Thursday To: 8:00 PM
Friday From: 10:00 AM	Friday To: 8:00 PM
Saturday From: 10:00 AM	Saturday To: 8:00 PM
Sunday From: 10:00 AM	Sunday To: 8:00 PM

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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, Olof Ingare, (*insert name*) certify as an authorized representative of Mass Wellspring LLC (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Maynard (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on November 20, 2018 (*insert date*).

Signature of Authorized Representative of Applicant

Host Community

I, Gregory Johnson, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Maynard (*insert name of host community*) to certify that the applicant and the Town of Maynard (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on November 20, 2018 (*insert date*).

Signature of Contracting Authority or
Authorized Representative of Host Community

RECEIVED

JUN 12 2019

TOWN CLERK'S OFFICE
MAYNARD, MA 01754

TOWN OF MAYNARD
Office of Municipal Services
MUNICIPAL BUILDING
195 Main Street
Maynard, MA 01754
Tel: 978-897-1302 Fax: 978-897-8489
www.townofmaynard-ma.gov

Maynard Planning Board
Notice of Decision

To: Michelle Sokolowski, Town Clerk
195 Main Street
Maynard, MA 017

May 21, 2019

Re: Special Permit approval for 4-6 Nason Street, Maynard, Ma. 01754 (Assessor's Map #14, Parcel # 147). Planning File # PB18-13.

Dear Ms. Sokolowski:

Please accept this Notice of Decision for the above-referenced property. This is for Special Permit approval and is ready for recording by the Maynard Town Clerk's Office. The Planning Board is designated as the Special Permit Granting Authority (SPGA) for the required permit(s) or approval(s) required for this project.

I. General

On December 31, 2018, Mass Wellspring, LLC., 18 Powdermill Road, Acton, MA 01720 (hereinafter referred to as "the Applicant") submitted to the Maynard Planning Board (hereinafter referred to as "the Board") an application requesting a Special Permit to operate a marijuana retailer establishment in the Central Business zoning district at 4-12 Nason Street (later amended to apply only to 4-6 Nason Street).

Mass Wellspring, LLC. was represented during the Public Hearing process by Olof Ingare.

II. Plans and Documents Submitted in Support of the Application

The following documents were submitted to and reviewed by the Planning Board either with the associated application, or during the Public Hearing process, and form the basis of this Decision.

Table 1		
Document	**Prepared by**	**Date**
Application for Special Permit Approval with Justification statement	The Applicant	December 31, 2018
Traffic Impact, Parking and Access Study (part of PowerPoint presentation dated April 23, 2019).	The Applicant	April 23, 2019

The Planning Board reviewed these materials and subsequent revisions of the same, during the application, public hearing and deliberation processes. The Town Engineer and the Planning Board's Peer Review Consultant reviewed the Applicant's Traffic Impact, Parking and Access Study and deemed it sufficient to evaluate the current conditions.

III. Review Criteria

Section 3.1.2, Use Regulations of the Zoning By-laws (ZBL) allows a Marijuana Retailer by Special Permit of the SPGA within the "Central Business" (CB), Zoning District. Section 7.9 provides the requirements for Marijuana Retailers. The project is located within, developed under, and subject to, the "Central Business" zoning district regulations. It is also located within the Downtown Overlay District (DOD). Because this is a non-residential use in a structure constructed prior to 2007, Section 9.4.9 of the Zoning By-laws allows a "First Floor Rehabilitation Credit" for parking at this location – namely, no dedicated parking spaces are required. However, as part of the Special Permit criteria, the SPGA considered traffic control and parking as part of the review.

The project requires and is subject to Town approval for:

a. Special Permit - Approval to allow a retail Recreational Marijuana establishment is required. Section 10.4.2 of the ZBL provides the criteria that must be considered in order to issue a Special Permit.

b. DOD Special Permit - Because the project is located within the DOD, in addition to the Special Permit criteria identified in Section 10.4 of the ZBL, in order to grant a Special Permit within the DOD, the Board shall apply the review criteria as contained within Section 9.4.6 of the ZBL. Because this is a business going into an existing structure with no exterior improvements or footprint change, not all of the review criteria -if any- are applicable.

c. Design Guideline Consistency - Section 10.6 of the ZBL states in order to grant Site Plan approval within the Central Business, Business, DOD and Health Care Industrial Districts, a project must demonstrate consistency with Section 10.6 Design Review of the ZBL and the Planning Board Rules and Regulations (PBRR). Because this is a business going into an existing structure, with no exterior improvements or footprint change, this By-law is not applicable.

In addition to standard business and building permitting, and to obtaining a Special Permit from the SPGA for a marijuana establishment, an applicant must also:

- Be licensed by the Massachusetts Cannabis Control Commission.

- Execute a host community agreement with the Town (Board of Selectmen).
- Receive approval of security plan from the Police Department.
- Undergo plan review by the Health Department.

IV. Public Hearings(s) and Vote(s) of the Planning Board

The Planning Board began Public Hearings for the project on March 26, 2019 and closed the Public Hearing on May 14, 2019. Notice of the Public Hearing was published in the Beacon Villager on January 10th and 17th, 2019. Abutters were notified by certified mail according to the Assessors' Certified Abutters List.

After conducting the public hearings, and after its own analysis and deliberation relative to the proposed project and the supporting documents and plans described above and herein, the Board determined the following Special Permit requests are consistent with the requirements for the issuance of Special Permits as described in Section 10.4.2 "Criteria" of the ZBL.

a. Findings:

1. Social, economic, or community needs which are served by the proposal;
   The Town voted to allow recreational marijuana uses. The use will allow residents to purchase products in Downtown Maynard. It is anticipated that this will be a destination for shoppers and will have a spillover effect for surrounding businesses.

2. Traffic flow and safety, including parking and loading;
   This location is a pre-existing Downtown retail location. The Planning Board's Conditions of Approval include mitigation measures to result in minimal traffic disruption and ensure pedestrian safety.

3. Adequacy of utilities and other public services;
   This site is currently served by utilities. The Planning Board's Conditions of Approval include mitigation measures to result in minimal impact to the Police Department and reimburse them for expenses incurred.

4. Neighborhood character and social structures;
   This location is a pre-existing Downtown retail location. It is sited in a location consistent with the requirements of the Zoning By-laws. The Planning Board's Conditions of Approval include mitigation measures to ensure minimal –if any- disruption to the social structure.

5. Impacts on the natural environment;
   The project as proposed has no additional effect on the natural environment.

6. Potential fiscal impact, including impact on town services, tax base, and employment.
   The use will generate significant tax revenue from a previously vacant storefront. Maynard residents will receive employment priority.

Planning Board Vote: to GRANT a Special Permit allowing a marijuana retailer establishment in the Central Business zoning district at 4-6 Nason Street subject to the Conditions of Approval as contained in Section V of this Decision.

Greg Tuzzolo	Yes
Andrew D'Amour	Yes
Jim Coleman	Yes
Chris Arsenault	Yes

V. Conditions of Approval

The following conditions apply to the Planning Board's approval of this project:

1. Hours of operation authorized by this permit are 10AM - 8PM seven days a week. Other approving authorities may further restrict these hours.

2. Applicant shall appear before the Planning Board at their regularly posted meeting within 45 days after opening of establishment for review. If the Planning Board deems the modification of the Special Permit and/or additional Conditions of Approval necessary, the applicant shall be responsible for the cost of a Public Hearing for any required modification.

3. The Planning Board retains all authority to modify or otherwise address all aspects of the Permit at any time. This includes, but is not limited, to the Planning Board's determination if there are circumstances the Board deems problematic, dangerous, hazardous or that otherwise require modification to comply with the intent of the Permit or the Zoning By-law.

4. The applicant shall modify the exterior of the subject property based on Police Department recommendations to ensure security of the premises, of other properties, its employees and the public at all times. This includes the Police Department's consideration of exterior security for all times including times the establishment is, or is not, open to the public, or accepting deliveries, disposals, transfers or other activities associated with the use of the subject property.

5. Unless/until authorized by the Planning Board at a regularly posted meeting, retail business at the subject establishment shall be by appointment only. Appointments shall be in 12 minute blocks consisting of no more than five customers per block; thus 25 maximum appointments her hour.

6. During hours of operation, a detail shall be provided by the Maynard Police Department (at the applicant's expense) on Nason and Main Streets to ensure there is limited traffic congestion. *The Maynard Police Chief shall have the authority to modify conditions of this approval addressing pedestrian/ public safety and traffic "at will". This condition meets the criteria for "at will" modification by the Police Chief. The Police Chief shall notify the Planning Board of any modification of this condition, and the Police Chief has the authority to discontinue Police Details at his discretion if determined that they are no longer needed.*

7. Discharge of passengers on Nason Street or Main Street or in a location other than a designated drop-off area or parking lot approved by the Department of Public Works (DPW) and the Police Department, is prohibited. *The Maynard Police Chief shall have the authority to modify conditions of this approval addressing pedestrian/ public safety and traffic "at will". This condition meets the criteria for "at will" modification by the Police Chief. The Police Chief shall notify the Planning Board of any modification of this condition.*

8. The Applicant shall notify the police in the event there is a congregation of persons that block or otherwise impedes circulation of the public at any location connected with the use of subject property. This condition shall apply on or off the subject premises. *The Maynard Police Chief shall have the authority to modify conditions of this approval addressing pedestrian/ public safety and traffic "at will". This condition meets the criteria for "at will" modification by the Police Chief. The Police Chief shall notify the Planning Board of any modification of this condition.*

9. As directed by DPW, the Applicant shall at his/her own expense: a) provide and install signage, as needed for the entire period the Special Permit is valid. b) provide and install landscaping (consisting of four trees and mulch in Town-owned sidewalk wells) located in front of the subject properties. The design, size and other specifications of signage and landscaping shall be as directed by DPW. The initial signage and tree installation shall be consistent with attached Figures #1 and #2 (Prepared by VHB) .

10. The Applicant shall lease the adjacent property (6 Nason Street) to function as a waiting room for customers.

11. The Applicant shall conduct a Traffic Assessment six months after the establishment has opened and provide a summary memorandum of current traffic conditions and any recommendations to improve any persistent traffic problems. The Assessment shall be completed in conjunction with the Town Engineer and be presented to the Planning Board during a regularly scheduled Public Meeting in which the project is advertised on the agenda.

12. This Special Permit is valid for two (2) years from the granting of a certificate of occupancy. The applicant shall be required to file a renewal request and appear before the Planning Board at a Public Hearing.

****

THIS SECTION INTENTIONALLY LEFT BLANK

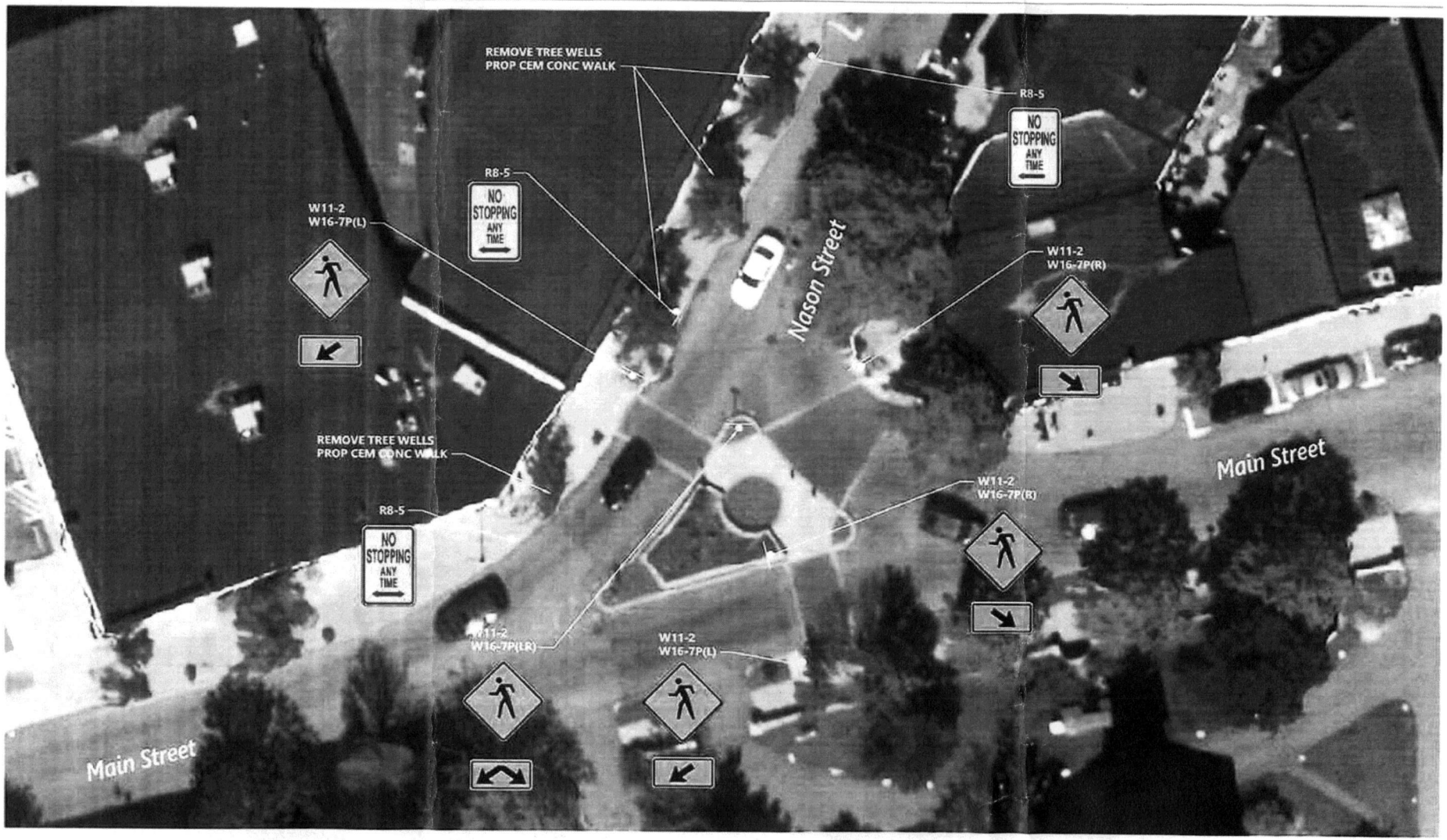
VI. Planning Board Endorsement

The Planning Board's approval is hereby approved with the Findings and Conditions contained herein.

Signing for the Maynard Planning Board:

Greg Tuzzolo, Chair	May 14, 2019 Date
Andrew D'Amour	May 14, 2019 Date
Jim Coleman	May 14, 2019 Date
Chris Arsenault	May 14, 2019 Date

\\vhb\gbl\proj\Wat-TE\12293.00\cad\te\planmisc\Main and Nason Signage Figure\Main and Nason Signage figure.dwg



0 10 20 Feet

vhb

Parking and Pedestrian Signage
Main and Nason Street
Maynard, MA

Figure 1

April 2019

\\vhb\gbl\proj\Wat-TE\12293.00\cad\te\planmisc\Main and Nason Signage Figure\Main and Nason Signage figure.dwg



0 10 20 Feet

vhb

Pedestrian Signage
Main Street
Maynard, MA

Figure 2

April 2019

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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, Olof Insane, (*insert name*) attest as an authorized representative of Mass Wellspring 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 Sept. 20, 2018 (*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 September 13, 2018 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).*

3. A copy of the meeting notice was also filed on September 10, 2018 (*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 September 10, 2018 (*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*).

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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.



ATTACHMENT "A"

Mold testing at Green Meadow School

Superintendent Robert Gerardi reports that the Maynard Public School District will be hiring an outside vendor to conduct an air quality test for mold in the Green Meadow School.

A concern about potential mold in the oldest section of the Green Meadow School was brought to the attention of school administrators late last week by a staff member. The DPW/facility director is hiring a reputable vendor to conduct mold testing at the Green Meadow School. Out of an abundance of caution, the entire kindergarten wing of the Green Meadow School is being tested.

"The health, safety and wellness of our staff and students is one of our top priorities," Gerardi said. "While right now we do not believe there is any cause for concern, the school will be thoroughly tested, and Maynard Public Schools will take appropriate actions if the results find anything."

As of last week, no other staff members or students had reported any similar concerns.

DAR provides Constitution bookmarks to area libraries

In celebration of Constitution Week, the Daughters of the American Revolution Old Concord Chapter has provided libraries in the towns of Acton, Boxborough, Carlisle, Concord, Littleton, Maynard and Stow with bookmarks printed with the "Preamble to the Constitution" for patrons, particularly children.

On Sept. 17, 1787, delegates convened to sign the United States Constitution. President Dwight D. Eisenhower on Aug. 2, 1956, signed into law the week of Sept. 17-23 to be dedicated for the observance of Constitution Week.

YOGA

From Page A1

Westford resident, mentioned the Mill Works complex as a possible new location. Currently the building is home to many fitness businesses, along with the Westford Parks and Recreation Department. She said she wasn't sure if there was a yoga studio already established there and didn't want to "step on any toes." But, when she reached out, the owners of the complex were open to the idea.

Open house planned

Mill Works will host an open house on Saturday, Sept. 15, from 9 a.m., to 4 p.m. Blanc encouraged those interested in yoga to stop by and check out the new space. They will be offering free, 30-minute, drop-in classes during the day as a way for people to have the full Revolution experience.

Opened officially in June, the Westford studio at 22 Town Farm Road also offers bodywork, which they define as massage and reiki. Reiki is a form of alternative medicine developed in 1922 by Mikao Usui, in Japan. Practitioners ulitize a hands-on form of healing through what they call a "universal energy" which they work to pass onto the person receiving the reiki session. The practice is designed to support body, mind and spirit.

"[Massage and reiki] goes along really nicely with the whole notion of taking care of your body," said Marino. "It's not a luxury item. You are taking care of yourself and your biggest asset."

Resident reaction

"The response has been great," said Blanc who has been with Revolution for six years herself. "The people who have come -- the response has been very positive. People are glad we are here."

She said the studio offers many different types of yoga. From a more aerobic flow to a slow-paced class for those just coming to a practice, she said there is something for everyone no matter their ability, age or fitness level.

When asked how she would inspire someone new to yoga, who might be nervous at the prospect of taking on a new form of exercise, she said starting slow and easy is the key to growth within a practice.

"I would suggest they start with a very gentle class," said Blanc. "In this day and age when people hear about yoga they think of it as part of a fitness [regime,] so there might be this mindset that you have to be super flexible, strong, young, or thin. It is just not the case. Anyone can do yoga, anyone at any age can do yoga. It really depends on the person and their level of fitness, but a great place to start is taking a gentle yoga class."

For more information go to yogaacton.com.

PLEASE RECYCLE THIS NEWSPAPER



Trying to decide on the best private school for your child? Turn to our **Preparing for Private School** section to get the tips and guidance you need as you prepare to make that important decision.

Interested in advertising in this section?
Visit **www.gatehousene.com**

WICKED LOCAL®

RECOUNT

From Page A1

until Friday morning as they weighed their options, but ultimately released a statement saying they felt it was necessary given the narrow margin separating Koh from Trahan.

"The closeness of the initial results - 52 votes out of 85,000 cast - and significant changes in vote counts in some communities over the last couple of days have made it clear that a recount is necessary to ensure every vote is counted," Koh's statement read. "That is why we will be filing for a recount later today."

His campaign said on Twitter that they began gathering volunteers at his campaign offices in Andover and Haverhill to collect signatures on Thursday afternoon ahead of Friday night's deadline.

Still, they were also collecting signatures themselves to prepare for any situation given her slim 52 vote lead.

If officials certify 500 of the signatures submitted Friday, both campaigns will be given a three day notice that a recount will be happening, according to Debra O'Malley, spokeswoman for the secretary of state's office.

In a statement released on Wednesday, Koh's campaign said their goal is to ensure every vote was counted properly, but if Trahan is named the winner "Dan will offer his enthusiastic support for her in the general election."

Legal Notices

4 GRANT ST
LEGAL NOTICE
NOTICE OF PUBLIC HEARING
REMOVAL OF TREE

In accordance with Massachusetts General Laws, (MGL), Chapter 87, Public Shade Tree Law, Section 3, will hold a public hearing on Thursday, September 20, 2018 at 10:00 a.m. at the Maynard Town Building, 195 Main Street, Maynard, to hear all persons interested. A request was filed by the resident at 4 Grant Street for such removal stating public safety concerns. Any person wishing to protest such removal may appeal in writing to the Tree Warden, Department of Public Works at 195 Main Street, Maynard, MA 01754 on or before such time.

By: Aaron Mikkosko, Tree Warden
Town of Maynard

AD# 13724855
Beacon Villager 9/13/18

GREEN ESTATE
LEGAL NOTICE
Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Middlesex Division
208 Cambridge Street
Cambridge, MA 02141
(617) 768-5800

Docket No. MI18P4228EA

CITATION ON PETITION FOR FORMAL ADJUDICATION

Estate of: Janet Ellen Green

Date of Death: 07/13/2018

To all interested persons:

A Petition for **Formal Probate of Will with Appointment of Personal Representative** has been filed by **Helen Hayes of Maynard MA** requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.

The Petitioner requests that: **Helen Hayes of Maynard MA** be appointed as Personal Representative(s) of said estate to serve **Without Surety** on the bond in **an unsupervised** administration.

IMPORTANT NOTICE

You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: 10:00 a.m. on the return day of **09/24/2018.** **This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.**

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS, Hon. Edward F Donnelly, Jr., First Justice of this Court.

Date: August 27, 2018
Tara E. DeCristofaro
Register of Probate

AD# 13725617
Beacon Villager 9/13/18

MARIJUANA LICENES
LEGAL NOTICE
NOTICE OF COMMUNITY OUTREACH MEETING REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
MASS WELLSPRING
4 NASON STREET, MAYNARD, MASSACHUSETTS

Notice is hereby given that Mass Wellspring LLC (the "Applicant") of 4 Nason Street, Maynard, Massachusetts, will conduct a Community Outreach Meeting on the following matter at 10:00 A.M. on September 20th, 2018 at 4 Nason Street, Maynard, Massachusetts. The Applicant intends to apply for the following Adult-use Marijuana Establishment licenses: Marijuana Retailer at 4 Nason Street in Maynard, Massachusetts pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission.

Information presented at the community outreach hearing will include, but not be limited to:
1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community;
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, glare, or other conditions likely to cause nuisance.

Community members will be permitted and are encouraged to ask questions and receive answers from representatives of the Applicant.

A copy of this notice is on file with the Town Clerk, at the Board of Selectmen's office, and the Planning Board office, all located at the Maynard Town Hall, 195 Main Street, Maynard, MA, and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred 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.

Mass Wellspring

Dr. Stefanie Lipton
President & CEO

AD# 13725589
Beacon Villager 9/13/18

15 Indian Ridge Road, Stow
LEGAL NOTICE
MORTGAGEE'S NOTICE OF SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain Mortgage given by Sylvia R. Leoncello to Mortgage Electronic Registration Systems, Inc., as nominee for Ally Bank, its successors and assigns, dated January 18, 2013 and recorded with the Middlesex County (Southern District) Registry of Deeds at Book 61048, Page 167, subsequently assigned to Nationstar Mortgage LLC by Mortgage Electronic Registration Systems, Inc., as nominee for Ally Bank, its successors and assigns by assignment recorded in said Middlesex County (Southern District) Registry of Deeds at Book 67496, Page 284, subsequently assigned to U.S. Bank National Association, not in its individual capacity but solely as trustee for the RMAC Trust, Series 2016-CTT by Nationstar Mortgage LLC by assignment recorded in said Middlesex County (Southern District) Registry of Deeds at Book 71030, Page 540 for breach of the conditions of said Mortgage and for the purpose of foreclosing same will be sold at Public Auction at 11:00 AM on September 20, 2018 at 15 Indian Ridge Road, Stow, MA, all and singular the premises described in said Mortgage, to wit:

A certain parcel of land with the buildings and improvements thereon, situated in Stow, Middlesex County, Massachusetts, being shown as Lot 5 on a plan entitled "Definitive Subdivision Plan of Land in Stow, MA, Prepared for Record Owner and Applicant Hudson Road Realty Company, 58 Randall Road, Stow MA 01775, Scale: 1" = 100', Date: August 6, 1994, Date: December 1994", prepared by Lancewood Engineering, Inc., 411 Massachusetts Avenue, Acton, Massachusetts 01720, recorded as Plan Number 295 of 1995 with the Middlesex South District Registry of Deeds, to which plan reference may be had for a more particular and complete description of Lot 5 being conveyed herein. Lot 5 contains 1.585 acres of land, more or less, however bounded and described, according to said plan. Said premises are conveyed together with the right to pass and repass by foot and motor vehicle over Indian Ridge Road for all purposes for which streets and ways are commonly used for in the Town of Stow. Said premises are conveyed subject to and with the benefit of easements, rights, restrictions and agreements of record, if any there be, insofar as the same are now in force and applicable. For title see deed in Book 25523, Page 508.

The premises are to be sold subject to and with the benefit of all easements, restrictions, encroachments, building and zoning laws, liens, unpaid taxes, tax titles, water bills, municipal liens and assessments, rights of tenants and parties in possession, and attorney's fees and costs.

TERMS OF SALE:
A deposit of FIVE THOUSAND DOLLARS AND 00 CENTS ($5,000.00) in the form of a certified check, bank treasurer's check or money order will be required to be delivered at or before the time the bid is offered. The successful bidder will be required to execute a Foreclosure Sale Agreement immediately after the close of the bidding. The balance of the purchase price shall be paid within thirty (30) days from the sale date in the form of a certified check, bank treasurer's check or other check satisfactory to Mortgagee's attorney. The Mortgagee reserves the right to bid at the sale, to reject any and all bids, to continue the sale and to amend the terms of the sale by written or oral announcement made before or during the foreclosure sale. If the sale is set aside for any reason, the Purchaser at the sale shall be entitled only to a return of the deposit paid. The purchaser shall have no further recourse against the Mortgagor, the Mortgagee or the Mortgagee's attorney. The description of the premises contained in said mortgage shall control in the event of an error in this publication. **TIME WILL BE OF THE ESSENCE.**

Other terms, if any, to be announced at the sale.

U.S. Bank National Association, not in its individual capacity but solely as trustee for the RMAC Trust, Series 2016-CTT
Present Holder of said Mortgage,
By its Attorneys,
ORLANS P.C.
PO Box 540540
Waltham, MA 02454
Phone: (781) 790-7800
16-009101

AD#13719245
Beacon Villager 8/30, 9/6, 9/13/18

24 Hastings Street, Stow
LEGAL NOTICE
NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

Premises: 24 Hastings Street, Stow, Massachusetts

By virtue and in execution of the Power of Sale contained in a certain mortgage given by **Rachel I. Persson-Sahimian to Mortgage Electronic Registration Systems, Inc., as nominee for IndyMac Bank, F.S.B.,** said mortgage dated May 4, 2005, and recorded in the Middlesex County (Southern District) Registry of Deeds, in Book 45142 at Page 258 and now held by **HSBC Bank USA, National Association as Trustee for Mortgage Pass-Through Certificates, MANA Series 2007-OAR2** by virtue of a corrective assignment from Mortgage Electronic Registration Systems, Inc., as nominee for IndyMac Bank F.S.B. a federally chartered savings bank, its successors and assigns, to HSBC Bank USA, National Association as Trustee for Mortgage Pass-Through Certificates, MANA Series 2007-OAR2, its successors or assigns dated October 7, 2014 and recorded October 20, 2014 in the Middlesex County (Southern District) in Book 64388 at Page 308, which corrected the Assignee of the Assignment from Mortgage Electronic Registration Systems, Inc. (MERS), solely as nominee for IndyMac Bank, F.S.B., A Federally Chartered Savings Bank, and its successors and assigns to HSBC Bank USA, National Association as Trustee for Merrill Lynch Alternative Note Asset Trust, Series 2007-OAR2, and its successors and assigns dated May 21, 2014 and recorded June 10, 2014 in the Middlesex County (Southern District) Registry of Deeds in Book 63729 at Page 52, for breach of the conditions in said mortgage and for the purpose of foreclosing the same, will be sold at **Public Auction on September 20, 2018 at 12:00 PM** Local Time upon the premises, all and singular the premises described in said mortgage, to wit:

A certain parcel of land, with the buildings thereon, situated on the Southeasterly side of Hastings Street, in Stow, and being shown as lot numbered fifty-four (54) on a plan entitled, "Assabet Heights Development, Stow-Maynard, Massachusetts October 15, 1948, E. W. Pettigrew, Surveyor," and recorded with Middlesex South District Deeds, Book 7051, Page 109, to which plan reference is made for a more particular description.

The description of the property that appears in the mortgage to be foreclosed shall control in the event of a typographical error in this publication.

For Mortgagors' Title see deed dated July 10, 2003, and recorded September 4, 2003 in Book 40764 at Page 257 with the Middlesex County (Southern District) Registry of Deeds.

TERMS OF SALE: Said premises will be sold and conveyed subject to all liens, encumbrances, unpaid taxes, tax titles, municipal liens and assessments, if any, which take precedence over the said mortgage above described.

FIVE THOUSAND ($5,000.00) Dollars of the purchase price must be paid by a certified check, bank treasurer's or cashier's check at the time and place of the sale by the purchaser. The balance of the purchase price shall be paid in cash, certified check, bank treasurer's or cashier's check within sixty (60) days after the date of sale.

Other terms to be announced at the sale.

BENDETT & McHUGH, PC
270 Farmington Avenue
Farmington, CT 06032
Attorney for HSBC Bank USA, National Association as Trustee for Mortgage Pass-Through Certificates, MANA Series 2007-OAR2
Present Holder of the Mortgage
(860) 677-2868

AD#13718673
Beacon Villager 9/6, 9/13, 9/20/18

Your News In Print and Online

All about you.
WICKED LOCAL

Attachment B

NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
MASS WELLSPRING
4 NASON STREET, MAYNARD, MASSACHUSETTS

Notice is hereby given that Mass Wellspring LLC (the "Applicant") of 4 Nason Street, Maynard, Massachusetts, will conduct a Community Outreach Meeting on the following matter at 10:00 A.M. on September 20th, 2018 at 4 Nason Street, Maynard, Massachusetts. The Applicant intends to apply for the following Adult-use Marijuana Establishment licenses: Marijuana Retailer at 4 Nason Street in Maynard, Massachusetts pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission.

Information presented at the community outreach hearing will include, but not be limited to:
1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community;
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, glare, or other conditions likely to cause nuisance.

Community members will be permitted and are encouraged to ask questions and receive answers from representatives of the Applicant.

A copy of this notice is on file with the Town Clerk, at the Board of Selectmen's office, and the Planning Board office, all located at the Maynard Town Hall, 195 Main Street, Maynard, MA, and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred 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.

Mass Wellspring

Dr. Stefanie Lipton

President & CEO

Attachment C

UNITED STATES POSTAL SERVICE

1000

U.S. POSTAGE PAID
FCM LETTER
MAYNARD, MA
01754
SEP 10, 18
AMOUNT
$1.40
R2305H129538-12

UNITED STATES POSTAL SERVICE

Certificate Of Mailing

To pay fee, affix stamps or meter postage here

Mass Wellspring
18 Powdermill Rd
Acton, MA 01720

To:

Postmark Here

MAYNARD MA 01754 SEP 10 2018 USPS

PS Form 3817, April 2007 PSN 7530-02-000-9065

NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
MASS WELLSPRING
4 NASON STREET, MAYNARD, MASSACHUSETTS

Notice is hereby given that Mass Wellspring LLC (the "Applicant") of 4 Nason Street, Maynard, Massachusetts, will conduct a Community Outreach Meeting on the following matter at 10:00 A.M. on September 20th, 2018 at 4 Nason Street, Maynard, Massachusetts. The Applicant intends to apply for the following Adult-use Marijuana Establishment licenses: Marijuana Retailer at 4 Nason Street in Maynard, Massachusetts pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission.

Information presented at the community outreach hearing will include, but not be limited to:
1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community;
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, glare, or other conditions likely to cause nuisance.

Community members will be permitted and are encouraged to ask questions and receive answers from representatives of the Applicant.

A copy of this notice is on file with the Town Clerk, at the Board of Selectmen's office, and the Planning Board office, all located at the Maynard Town Hall, 195 Main Street, Maynard, MA, and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred 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.

Mass Wellspring

Dr. Stefanie Lipton

President & CEO

Plan for Positive Impact (Revised June 2020)

1. Introduction. Mass Wellspring LLC recognizes that certain people and groups of people have been disproportionate harmed by cannabis prohibitions and enforcement. Mass Wellspring LLC is committed to devoting resources to positively impact those that have suffered such disproportionate harm as described in this Plan for Positive Impact (this "**Plan**"). Mass Wellspring LLC welcomes the opportunity to support the Massachusetts Cannabis Control Commission (the "**Commission**") in its mandate to adopt procedures and policies to promote full participation in the regulated cannabis industry by individuals from communities disproportionately harmed by cannabis prohibition and enforcement and to positively impact those communities. This Plan sets forth Mass Wellspring LLC's plan to contribute to this objective.

2. Disproportionately Harmed People – Generally.

The Commission has identified five populations as "People Disproportionately Harmed by Cannabis Prohibition" in the Commission's Guidance on Plans to Positively Impact Disproportionately Harmed People" available on the Commission's website.

3. Disproportionately Harmed People Specifically Intended to Benefit from this Plan.

This Plan is intended to benefit persons within categories 1, 4 and/or 5; specifically:

- Past or present residents of the geographic areas of disproportionate impact which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact. (Mass Wellspring LLC understands that some disproportionately impacted geographic locations are cities or towns and others are neighborhoods identified by census tracts.)
- Massachusetts residents who have past drug convictions; and
- Massachusetts residents with parents or spouses who have drug convictions.

4. Goals.

We will offer a program of three to six-month paid internships to individuals within categories 1, 4 and/or 5 (a "**Disproportionately Impacted Person**"). The goal of this Plan is to train and mentor Disproportionately Impacted Persons to be managers, cultivators or other key employees of a licensed cannabis business or related businesses or to be an entrepreneur in the licensed cannabis industry or related businesses.

The specific goals of this Plan are: (i) to offer one (1) internship during the first twelve (12) months after opening the Maynard adult use retail location; (ii) to offer two (2) internships during months thirteen through twenty-four (13-24) after opening the Maynard adult use retail location, (iii) for the one (1) intern during the first twelve (12) months after opening the Maynard adult use retail location to secure a job in the licensed cannabis business or related businesses or to be an entrepreneur in the licensed cannabis industry or related businesses or another paying job that utilizes some of the skills learned during the internship; and (iv) for the two (2) interns during months thirteen through twenty four (13-24) after opening the Maynard adult use retail location to secure a job in the licensed

cannabis business or related businesses or to be an entrepreneur in the licensed cannabis industry or related businesses or another paying job that utilizes some of the skills learned during the internship.

5. **Program.**

Mass Wellspring LLC will offer to Disproportionately Impacted Persons a paid internship program of three to six-months each. Mass Wellspring LLC will offer training and mentoring in the licensed cannabis business with the intern working and gaining hands-on experience in the cultivation, harvesting, processing, packaging, dispensing, retail sales, marketing, wholesale ordering and regulatory compliance of Mass Wellspring LLC. The program will offer one internship during the first twelve months after opening the Maynard adult use retail location, scaling up to two internships during months 13-24. Each intern will have an in-person evaluation at the conclusion of their internship to give them feedback on their performance and progress. Each intern will work a maximum of 35 hours per week. We may permit an intern to have more than one internship to develop an expertise in one or more elements of the business, such as cultivation.

We will also solicit input from the interns at the conclusion of their internship to solicit their suggestions on the program, focusing on aspects that they found most helpful and those that were less helpful so that we can constantly improve the program. Mass Wellspring LLC will reassess and modify the program at least semiannually on the basis of this feedback.

Mass Wellspring LLC plans to keep in touch with past interns to keep track of their continuing involvement in the licensed cannabis business or related businesses in Massachusetts.

Mass Wellspring LLC will conduct an outreach program to find qualified candidates by advertising the paid internship in the Lowell Sun, the Eagle Tribune or another newspaper in applicable geographic areas of disproportionate impact. We will advertise monthly until a suitable candidate is found.

6. **Measurements**.

Mass Wellspring LLC will review the success of our outreach program by tracking the number of Disproportionately Impacted Persons who respond to the outreach program and apply for the internships. We will redirect or expand the outreach program if we are unable to fill the quarterly internships.

Success of the internship program's goals will be measured as follows:

Goal: To provide one (1) internship during the first twelve (12) months after opening the Maynard adult use retail location.

Measurement: Mass Wellspring LLC will track the number of interns in the program during months 1-12 after opening the Maynard adult use retail location compared to the stated goal of (1).

Goal: To provide two (2) internships during months thirteen through twenty-four (13-24) after opening the Maynard adult use retail location.

Measurement: Mass Wellspring LLC will track the number of interns in the program during months 13-24 after opening the Maynard adult use retail location compared to the stated goal of two (2).

Goal: For one (1) intern during the first twelve (12) months after opening the Maynard adult use retail location to secure a job in the licensed cannabis business or related businesses or to be an entrepreneur in the licensed cannabis industry or related businesses or another paying job that utilizes some of the skills learned during the internship.

Measurement: Mass Wellspring LLC will request that interns keep Mass Wellspring LLC informed of job offers and accepted job offers during the one year after completion of the internship and Mass Wellspring LLC will use this data to track how many interns secure a job in the licensed cannabis business or related businesses or become an entrepreneur in the licensed cannabis industry or related businesses or secure another paying job that utilizes some of the skills learned during the internship.

Goal: For two (2) interns during months thirteen through twenty four (13-24) after opening the Maynard adult use retail location to secure a job in the licensed cannabis business or related businesses or to be an entrepreneur in the licensed cannabis industry or related businesses or another paying job that utilizes some of the skills learned during the internship.

Measurement: Mass Wellspring LLC will request that interns keep Mass Wellspring LLC informed of job offers and accepted job offers during the one year after completion of the internship and Mass Wellspring LLC will use this data to track how many interns secure a job in the licensed cannabis business or related businesses or become an entrepreneur in the licensed cannabis industry or related businesses or secure another paying job that utilizes some of the skills learned during the internship.

7. Required Affirmative Statements.

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

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

March 30, 2020

TO WHOM IT MAY CONCERN:

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

MASS WELLSPRING LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **April 5, 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; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; 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: **NONE**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **STEFANIE LIPTON, OLOF INGARE**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **STEFANIE LIPTON, OLOF INGARE**

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

Processed By:sam

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

mass.gov/dor

Letter ID: L0583483968
Notice Date: April 8, 2020
Case ID: 0-000-921-278

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

MASS WELLSPRING LLC
18 POWDERMILL RD
ACTON MA 01720-5909

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

LIMITED LIABILITY COMPANY AGREEMENT
OF
MASS WELLSPRING LLC

This Limited Liability Company Agreement of Mass Wellspring LLC (the "**Company**") is entered into as of April 5, 2018 by Windmill Advisors LLC as sole member of the Company (the "**Member**").

The Member will carry on the Company as a limited liability company in accordance with the provisions of the Massachusetts Limited Liability Company Act (the "**Act**") and pursuant to the following terms:

1. Name; Jurisdiction of Organization. The name of the Company is Mass Wellspring LLC. The Company is a limited liability company organized under the laws of the Commonwealth of Massachusetts. The Company is the result of the conversion of Mass Wellspring, Inc., a Massachusetts business corporation (the "**Business Corporation**"), into a Massachusetts limited liability company pursuant to an Agreement and Plan of Conversion adopted and approved by the Business Corporation (the "**Plan**"). The Business Corporation was the result of the conversion of Mass Wellspring, Inc., a Massachusetts non-profit corporation (the "**Non-Profit Corporation**"), into a Massachusetts business corporation pursuant to an Agreement and Plan of Conversion adopted and approved by the Non-Profit Corporation.

2. Purpose. The general character of the business of the Company is to engage in the cultivation, transportation and distribution of cannabis, to the extent permitted and in accordance with Massachusetts law, and to engage in any other lawful business.

3. Office; Agent for Service of Process The principal office of the Company (and its resident office in the Commonwealth of Massachusetts pursuant to Section 5 of the Act) shall initially be 18 Powdermill Road, Acton, MA 01720. The name and address of the resident agent of the Company for service of process pursuant to Section 5 of the Act shall initially be Olof Ingare, 18 Powdermill Road, Acton, MA 01720. The Member may, upon compliance with the applicable provisions of the Act, change the Company's principal office, its resident office or resident agent from time to time, all as determined by the Member.

4. Management. The management of the Company and its business and affairs shall be vested solely in the Member, and the Member shall have the power and authority to exercise all of the rights, powers and privileges granted under the Act, any other applicable law and this Agreement. The Member may appoint one or more individuals as agents of the Company with, in each case, such title, duties, power, and authority as the Member shall determine from time to time, and such agents may be referred to as officers of the Company. Unless the authority of the agent designated as an officer in question is limited in the document appointing such officer or is otherwise specified by the Member, any officer so appointed shall have the same authority to act for the Company as a corresponding officer of a Massachusetts corporation would have to act for a Massachusetts corporation in the absence of a specific delegation of authority. Any number of offices may be held by the same person, as the Member may determine. Unless otherwise provided in the appointment of any officer, each officer shall be chosen for a term that shall continue until such officer's successor shall have been chosen and

qualified or such officer's earlier resignation or removal by the Member. The initial officers are as set forth in the Plan.

5. Term.

(a) The term of the Company shall continue until the Company is terminated by the Member unless earlier dissolved upon the occurrence of an event of dissolution under Section 43 of the Act (subject to the right to continue the Company contained in Section 5(b), below, or pursuant to the Act).

(b) The Member may continue the business of the Company upon the occurrence of any event that constitutes an event of dissolution of a limited liability company under the Act by electing to do so within 90 days after the occurrence of any such event.

6. Limited Liability. Except as otherwise required by the Act, the debts, expenses, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, expenses, obligations and liabilities of the Company.

7. Capital Contributions. Capital contributions shall be made in the form of cash, assets or other property by the Member. A record of the capital contributions shall be maintained by the Company.

8. Membership Interests. Membership interests of the Company may be represented by certificates at the sole discretion of the Member.

9. Membership Interest Transfers.

(a) The Member's entire interest in the Company (the "**Membership Interest**") is transferable either voluntarily or by operation of law. The Member may sell, assign, convey, exchange, mortgage, pledge, grant, hypothecate or transfer all or a portion of such Membership Interest. In the event of the transfer of less than all of such Membership Interest, the transferee shall become a member of the Company on such terms and conditions as the transferee, the Member and the Company shall agree upon. In the event of the transfer of the Member's entire Membership Interest, the transferee shall succeed to all the Member's rights under this Agreement, and the transferee shall become a member of the Company upon the completion of the transfer without further action.

(b) Without limiting any of the foregoing, upon the sale, transfer or other disposition of the Member's entire Membership Interest pursuant to any pledge thereof to any lender (or any agent, trustee or other representative for any lender or group of lenders), the transferee of the Membership Interest shall become a member of the Company and shall acquire all right, title and interest of the Member in the Company, including all rights under this Agreement, and the Member shall be withdrawn as a member of the Company hereunder and shall have no further right, title or interest in the Company or under this Agreement.

10. Allocations and Distributions. Each item of income, gain, loss, deduction and credit of the Company for federal income tax purposes shall be allocated to the Member. All distributions in respect of the ownership interests in the Company shall be made to the Member.

11. Tax Matters Partner. The Member is hereby designated as the "Tax Matters Partner" under Section 6231(a)(7) of the Internal Revenue Code of 1986, as amended.

12. Fiscal and Tax Year. The fiscal and tax year of the Company shall be determined by the Member.

13. Method of Accounting. The method of accounting used by the Company shall be determined by the Member.

14. Conversion to Corporation. The Member may cause the Company to convert to corporate form, in its sole discretion, through one or more structures, including without limitation a merger or formation of a holding corporation. The Member shall have the exclusive power and authority to effect such a conversion and to make all determinations, decisions and elections in connection therewith.

15. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the Company, the Member and their respective successors, successors-in-title, legal representatives, heirs and assigns. Except as provided in Section 9(b) hereof, none of the provisions of this Agreement shall be for the benefit of or enforceable by any person or entity other than a member or the Company, including without limitation any creditor of any member or the Company.

16. Amendments; Waivers. No waiver, modification or amendment of this Agreement shall be valid or binding unless such waiver, modification or amendment is in writing duly executed by the Member. No delay or omission in exercising any right under this Agreement shall operate as a waiver of that or any other right.

17. Governing Law. This Agreement shall be governed by and interpreted, construed and enforced in accordance with the internal laws of the Commonwealth of Massachusetts.

[*Signature Page Follows*]

The Member has executed this Agreement under seal as of the day and year first above set forth.

WINDMILL ADVISORS LLC

By: _____
Duly Authorized

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

Limited Liability Company
Certificate of Organization
(General Laws Chapter 156C, Section 12)

Federal Identification No.: _____

(1) The exact name of the limited liability company:

Mass Wellspring LLC

(2) The street address of the office in the commonwealth at which its records will be maintained:

18 Powdermill Road, Acton, MA 01720

(3) The general character of the business:

The general character of the business of the LLC shall be the cultivation, transportation and distribution of cannabis, to the extent permitted and in accordance with Massachusetts law, and any other business in which a Massachusetts limited liability company is authorized to engage.

(4) Latest date of dissolution, if specified: The LLC has no specified date of dissolution

(5) The name and street address, of the resident agent in the commonwealth:

NAME	ADDRESS
Stefanie Lipton	18 Powdermill Road, Acton, MA 01720

(6) The name and business address, if different from office location, of each manager, if any:

NAME	ADDRESS

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

NAME	ADDRESS
Stefanie Lipton	18 Powdermill Road, Acton, MA 01720
Olof Ingare	18 Powdermill Road, Acton, MA 01720

(8) The name and business address, if different from office location, of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court:

NAME	ADDRESS
Stefanie Lipton	18 Powdermill Road, Acton, MA 01720
Olof Ingare	18 Powdermill Road, Acton, MA 01720

(9) Additional matters:

Signed by *(by at least one authorized signatory)*

Consent of resident agent:

I Stefanie Lipton

resident agent of the above limited liability company, consent to my appointment as resident agent pursuant to G.L. c 156C § 12*

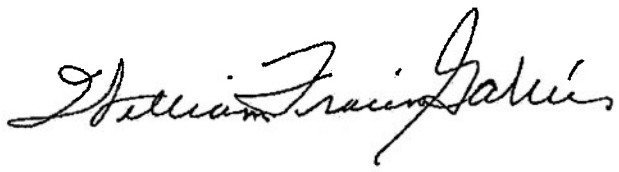
**or attach resident agent's consent hereto.*

MA SOC Filing Number: 201800476420 Date: 4/5/2018 1:14:00 PM

THE COMMONWEALTH OF MASSACHUSETTS

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

April 05, 2018 01:14 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

MASS WELLSPRING LLC - BUSINESS PLAN (Revised April 2020)

The Company. Mass Wellspring LLC (the "**Company**") is a locally, privately owned and controlled limited liability company organized under the laws of Massachusetts. The Company is engaged in the cultivation, processing and sale within Massachusetts of cannabis and cannabis products. The Company is applying for a license from the Massachusetts Cannabis Control Commission (the "**Commission**") to own and operate a Marijuana Establishment in Maynard, Massachusetts for the retail sale for adult use only of cannabis and cannabis products. The Company has an existing Commission licensed cultivation facility and medical marijuana dispensary located in Acton, Massachusetts (the "**Existing Facilities**").

Short Term Goals. The Company's short term business goal is to open, own and operate the proposed new facility in Maynard for the retail sale for adult use only of cannabis and cannabis products (the "**Proposed Adult Use Facility**") and to operate it in accordance with applicable Massachusetts laws and regulations and applicable Maynard laws and regulations. The Company is committed to operating a first class adult use cannabis retail facility that reflects well on Maynard and adds to the tax and other revenues of Maynard. The Proposed Adult Use Facility in Maynard will be a separate, stand-alone operation from the Existing Facilities which are located in Acton, and the Proposed Adult Use Facility will not be collocated with the Existing Facilities. The Company intends to continue to own and operate the Existing Facilities after opening the Proposed Adult Use Facility.

Long Term Goals. The Company's longer term goals are to open, own and operate up to three (including the Proposed Adult Use Facility) adult use retail Marijuana Establishments in Massachusetts, while continuing to own and operate the Existing Facilities. The Company expects it to be increasingly challenging to obtain suitable locations in other cities or towns in Massachusetts for adult use retail cannabis facilities. A large number of cities and towns have banned (or adopted moratoriums for) Marijuana Establishments. Many of the available cities and towns already have one or more existing or planned Marijuana Establishments or there are no available locations because of zoning and other restrictions. The Company originally planned to open an adult use retail facility at the Acton location but Acton narrowly approved a moratorium/ban after the Company obtained a long term lease for the Acton property. That necessitated that the Company start over again for a suitable location in a town willing to accept cannabis businesses. The Company's focus is therefore on getting the Proposed Adult Use Facility open while mindful of its longer term goals.

Operations Limited to Massachusetts. Currently the Company has no plans to expand operations outside of Massachusetts.

Competition. There is already one competing adult use retail facility opening in Maynard and the Company has been advised by Maynard that the town may approve additional retail facilities. Each of these will be direct competitors of the Proposed Adult Use Facility. In addition, there are existing or planned adult use retail facilities is one or more surrounding towns that will also compete for adult use customers. The Company plans to compete by offering what the Company believes are superior products combined with excellent customer service by a locally owned and operated establishment. The Company is NOT a national or international company or a public

company with a disparate focus on a range of businesses. The Company will seek to attract customers through the "shop locally" mantra. The Company hopes to have the same success with retail sales and retail customers that the Company has had (despite the vaping ban) with customers of its existing medical marijuana facility which has remained open to serve patients despite the pandemic risks.

Management. The Company is managed and controlled by Dr. Stefanie M. Lipton and her husband Olof Ingare, both residents of Massachusetts. Dr. Lipton and Mr. Ingare have been directly involved with the Company since its inception. Both have been actively involved in all aspects of the Company's business. Mr. Ingare focuses on product selection and sourcing, security, finance and sales while Dr. Lipton focuses on strategic planning, state licensing, local permits, community outreach, advertising and facility design. The Company plans to hire a manager and retail agents for the Proposed Adult Use Facility once the final license has been granted and will comply with its Diversity Plan in making these hires. The Company will provide training to all new hires before allowing them to check potential customer ID's, accept or process orders, handle cannabis or cannabis products or handle cash. The Company expects to have either Mr. Ingare or Dr. Lipton on site at the Proposed Adult Use Facility to oversee opening and initial operations. The Company expects to have either Mr. Ingare or Dr. Lipton on site at the Proposed Adult Use Facility for all product deliveries.

Target Market. The Company intends to offer a selection of premium cannabis and cannabis products to adult consumers at the Proposed Adult Use Facility, while fulfilling its contractual and legal obligations and duties to the Commonwealth of Massachusetts and the Town of Maynard. The Company intends to charge prices for its products that are competitive with other adult-use cannabis facilities in Maynard and surrounding towns, generating a reasonable rate of return for the Company's owners, while paying at least competitive salaries and benefits to employees. The Company hopes to have sufficient revenue from its adult use retail sales at the Proposed Adult Use Facility to cover both the ongoing expenses of opening and operating that facility, as well as the sunk costs it has already incurred for that facility (e.g. rent since 2018, renovation and fit out costs, professional fees, licensure and permit costs). Any profits will depend on the Company maintaining control over expenses while charging competitive prices. Many of the operating costs are outside the control of the Company, especially wholesale costs of cannabis and cannabis products which is a significant component of overall expenses. If wholesale prices increase dramatically in Massachusetts, the Company may not be able to pass all of that increase on to consumers, while consumers are likely to expect to see commensurate reductions in retail prices if wholesale prices drop in Massachusetts. The Company has existing arrangements with wholesale producers in Massachusetts for the supply of the existing medical dispensary in Acton and the Company has been satisfied with the quality, pricing and availability of supply from its existing wholesale suppliers. The Company therefore has reason to believe that it can obtain from those same wholesale producers the same quality product (although variety may expand) for the Proposed Adult Use Facility at competitive prices and needed quantities. However, a repeat of the vaping ban or other ban or mandated closures or other force majeure events would have significant adverse effects on the Company's financial condition (and those of its competitors) since many of the expenses of the Proposed Adult Use Facility are fixed costs. To date, the Company has managed to avoid layoffs due to economic or regulatory constraints.

Pandemic Based and Other Downturns. The Company anticipates that downturns in general economic and market conditions, such as the world is experiencing today in response to the pandemic, are likely to have a material adverse effect on the Proposed Adult Use Facility's business. Consumer desire for cannabis is expected to decline during such downturns or recessionary periods since cannabis is generally viewed as a discretionary item. The unprecedented spike in unemployment is expected to severely constrain consumer spending, at least for the short term. Fortunately, medical marijuana sales are still permitted and often continue (at least to some extent) in a downturn. The Company therefore views the cash flow from the Company's Existing Facilities to be a countercyclical cushion to interrupted or reduced sales at the Proposed Adult Use Facility.

Lease of Proposed Adult Use Facility. The Company has secured a lease for the proposed location of the Proposed Adult Use Facility in Maynard and has worked closely with the Town of Maynard for approvals for this location.

Source of Products; Quality. The Proposed Adult Use Facility does not have its own cultivation facility and therefore the Company must obtain cannabis and cannabis products from wholesale sellers for resale at the Proposed Adult Use Facility. The Company intends to offer consumers an appealing variety of cannabis and cannabis products, including edibles, and intends to update the menu of products as consumer preferences and tastes evolve. The Company intends for the Existing Facilities to be a source of cannabis and (to the extent produced by the Existing Facilities) cannabis products for sale at the Proposed Adult Use Facility. The Company believes that the cultivation facility at the Existing Facilities offer a superior and attractive variety of cannabis. If needed (as is expected), the Company intends to purchase for resale at the Proposed Adult Use Facility cannabis and cannabis products from reputable wholesale suppliers in Massachusetts in compliance with applicable Massachusetts laws and regulations. The Company has existing relationships with reputable wholesale suppliers in Massachusetts and believes it will be able to obtain sufficient quantities of high quality cannabis and cannabis products for the Proposed Adult Use Facility.

Testing. All cannabis and cannabis products sold at the Proposed Adult Use Facility will be tested and verified in accordance with applicable Massachusetts regulation by independent laboratories licensed as such by the Commission.

Maynard Approvals. The Company was the first cannabis company to approach the Town of Maynard to open an adult use retail facility and devoted months and countless hours of business and legal resources to negotiate a state of the art Host Community Agreement with Maynard. The Host Community Agreement between the Company and Maynard has been approved by Maynard and signed by both parties. In addition, the Company obtained a special zoning permit from the Town of Maynard allowing the operation of an adult-use cannabis retail facility at the proposed location. Extensive traffic studies were conducted and repeated by the Company at its expense to demonstrate the limited impact of the Proposed Adult Use Facility on parking and congestion in the applicable area of Maynard. The Company met several times with each of the Maynard Board of Health, Police Department and other Maynard town departments to answer questions, address concerns and provide all requested information. The Company also worked

with the Town of Maynard to develop their first ever planning board regulations, zoning bylaw, health regulations and security requirements for cannabis businesses in the town. The companies opening competing cannabis businesses in Maynard have utilized this work and effort by the Company without covering any of the costs.

Limited Market Data and Difficulty to Forecast. As a result of recent and ongoing regulatory and policy changes in the adult-use cannabis industry, the market data available is limited and often unreliable. Federal and State laws prevent widespread participation and hinder market research. Therefore, the Company will need to rely largely on its own data (when available) to forecast sales as detailed forecasts are not generally obtainable from other sources at this stage of the industry in Massachusetts. Market research and projections by the Company of estimated total sales, demographics, demand, and similar consumer research will, when available, be based on assumptions from limited and unreliable market data, and will represent only the current personal opinions of the Company's senior management team. The recent mandated closure of adult use retail facilities as well as other non essential businesses has made it much more challenging to develop projections.

Subject to the foregoing, the following are Mass Wellspring LLC's current projections[1] that are based on the assumption that the Proposed Adult Use Facility opens in the summer of 2020.

	FIRST FULL FISCAL YEAR PROJECTIONS	SECOND FULL FISCAL YEAR PROJECTIONS	THIRD FULL FISCAL YEAR PROJECTIONS
Projected Revenue	$ 1,621,875	$ 3,651,963	$ 5,221,725
Projected Expenses	$ 1,548,456	$ 2,303,929	$ 3,776,002
VARIANCE:	$ 273,419	$ 1,348,034	$ 1,445,723
Number of unique customers for the year	1,669	2,465	3,322
Number of customer visits for the year	21,625	48,693	69,623
Projected % of customers growth rate annually		47%	34%
Estimated purchased ounces per visit	0.22	0.24	0.26
Estimated cost per ounce	340	310	290
Total FTEs in staffing	25	34	41

[1] The information set forth in these Projections and elsewhere in this Business Plan include forward-looking statements, estimates, and projections that are not guarantees of future performance and are subject to risks, uncertainties and other factors, many of which are beyond the Company's control and are difficult to predict. Consequently, actual results could differ materially from those expressed, implied or forecasted in these forward-looking statements, estimates and projections.

MASS WELLSPRING LLC PLAN TO OBTAIN LIABILITY INSURANCE (April 2020)

Mass Wellspring LLC will comply with the insurance requirements of the Commission and will obtain general liability and product liability insurance coverage of no less than $1 million per occurrence and $2 million in the aggregate annually, with a deductible for each policy of no higher than $5,000 per occurrence. Mass Wellspring LLC is working with insurance agents that work with Massachusetts cannabis companies to obtain such policies prior to opening the Proposed Adult Use Facility.

Separating Recreational from Medical Cannabis

Not applicable. Mass Wellspring- Maynard will only sell adult-use cannabis.

Personnel Policies/Background Checks

We have developed policies & best practices that meet or surpass industry benchmarks:
Employee Handbook: All staff receives clear expectations for compliance with state, local, and federal laws; patient interaction; dispensary policies about being a drug-smoke-and alcohol-free workplace; reporting procedures; and what staff can expect from us in terms of benefits and ensuring a safe, healthy workplace.

Wages: FT Mgr $60k-90k/Y, FT Non-Mgr $30k-45k/Y, PT $12-15/h.

Benefits: Group health insurance to comply with state employment laws, including Section 125 that lets staff buy health insurance with pre-tax dollars, paid vacation, dental & life insurance; 401k plans. Allowances are standard for Family Medical Leave, Jury Duty & Military Leave.

Advancement: Offered based on documented goals agreed upon between employees & managers; twice-yearly performance evaluations and skills development opportunities. Such factors underpin advancement & pay raise decisions.

All staff must complete Compliance & Training Programs, including compliance with 935 CMR 500 for operating procedures, confidentiality, inventory control, dispensing to qualified customers, proper handling & maintenance, security, incident reporting, HIPAA, discrimination, disabilities, sexual harassment, security and safety of employees and customers, employment rights, workplace violence, & confidentiality.

As per 935 CMR 500.105(d), Mass Wellspring will maintain Personnel records that include:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
    a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    b. documentation of verification of references;
    c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
    d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    e. documentation of periodic performance evaluations;
    f. a record of any disciplinary action taken; and
    g. notice of completed responsible vendor and eight-hour related duty training.

3. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
4. Personnel policies and procedures; and
All background check reports obtained in accordance with 935 CMR 500.030.

Staff must pass a Criminal Offender Record Information (CORI) check, and re-take annually. The reports must comply with the Commission's *Suitability Standard for Registration as a Marijuana Establishment Agent*:

(1) 935 CMR 500.802 shall apply to marijuana establishment agents or applicants in their capacity as employees or volunteers for a Marijuana Establishment licensed pursuant to 935 CMR 500.100 and shall be used by the Marijuana Establishment executive registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: *iCORI Registration* and the Commission for purposes of determining suitability for registration as a marijuana establishment agent with the licensee.
(2) For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030(1):
(a) all conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
(b) all criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions shall not be considered as a factor for determining suitability.
(c) where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802: *Tables B* through *D* commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period shall commence upon release from incarceration.
(3) All suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, the Suitability Review Committee shall:
(a) consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802: *Tables B* through *D* renders the subject unsuitable for registration regardless of the determination of the licensee; and
(b) consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: *Requirement to Maintain a Secondary Dissemination Log* and 2.18: *Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS*.

Qualifications and Training

As per 935 CMR 500.105(2)(b), All Employees and Owners of Mass Wellspring shall attend a responsible vendor program to be designated a responsible vendor. All employee candidates must successfully complete a responsible vendor program within 90 days of hire and will repeat the course, yearly, to maintain "responsible vendor" status. Candidates are hired on a 3 month probationary status, at which time they will receive a development plan, an employee handbook (EHB), Commission regulations and be trained/evaluated for suitability. Mass Wellspring shall maintain records of responsible vendor training compliance for four years and make them available to the Commission upon request during normal business hours.

•Before working, employee is required to show basic proficiency in operations

•EHB orientation completed within first month

•Annual proficiency per EHB by oral and written test

•Annual minimum of 8h training

Training is tailored to job function and will be in the form of lectures/hands-on sessions with required knowledge covered in EHB. Trainee signature will attest to completed training details as per DPH regulations.

•Customer relations management

•Cultural/linguistic needs, effective and respectful communication

•Selection of strains and methods of delivery

•Complaint procedures

Safety & Security:

•Safety, security, lock and alarm procedures; incident reporting

•Counterfeit identification card detection; identification of currency

•Sanitary practices per state regulations 935 CMR 500.

•Sexual harassment prevention and education

•Medical & emergency procedures per the Commission and State guidelines

Massachusetts and Federal laws, specifically 935 CMR 500:

- Marijuana and medical cannabis
- Regulations for dispensary
- Legal implications for employees

Marijuana:

- Strains and their effects; THC vs CBD levels
- Signs of abuse/misuse
- Handling, safe storage, destruction
- Dispensing procedures/Commission guidelines

Quality Control and Testing (Revised April, 2020)

Cultivation/post-harvest areas will be maintained in clean, sanitary conditions and kept at constant temperature and humidity to ensure a healthful environment.
Personnel will wear protective gloves and hairnets while handling plants and products.
We will cure cannabis for four to six weeks, depending on the strains, to produce quality cannabis.
Only OMRI certified organic 25b pesticides, or beneficial predator insects, will be used as preventatives, not for treatment of contaminated plants.
Plants in all life-stages and products will be subject to rigorous continual monitoring and inspection for signs of mold, disease, and pests. Pursuant to 935 CMR 500.002, we are contracted with an ISO 17025-accredited, third-party and independent lab (MCR Labs or CDX Labs) to test for, at minimum, cannabinoid profile, and contaminants, including mold, mildew, heavy metals, plant-growth regulators, and the presence of non-organic pesticides.
Testing will be conducted at a frequency determined by the Commission. Any plants found with mold or other contaminants will be quarantined and destroyed immediately.
The certified results of each test will be reported on all product labels pursuant to 935 CMR 500.105(5)(6) whether they fall below the Commission's established limits or not.
MIPs will be manufactured with certified (tested and approved) cannabis and labeled according to 935 CMR 500. Mass Wellspring LLC will maintain the results of all testing for at least a year.

As per 935 CMR 500.160:

Testing of Marijuana and Marijuana Products:

(1) No marijuana product, including marijuana, will be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the DPH. Testing of environmental media *(e.g.*, soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.

(2) Mass Wellspring LLC shall have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). Any such policy shall include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both Mass Wellspring LLC and the Independent Testing Laboratory, separately and directly. The notification from Mass Wellspring LLC must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

(3) Mass Wellspring LLC shall maintain the results of all testing for no less than one year;

(4) The sale of seeds is not subject to these testing provisions.

(5) Clones are subject to these testing provisions, but are exempt from testing for metals.

(6) All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with 935 CMR 500.105(13).

(7) All storage of marijuana at a laboratory providing marijuana testing services shall comply with 935 CMR 500.105(11);

(8) All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly; and

(9) No marijuana product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

(10) All agents of Mass Wellspring LLC at Mass Wellspring LLC – Maynard whose job includes contact with marijuana will be required to comply with the applicable requirements for food handlers specified in 105 CMR 300.000.

(11) Hand-washing facilities will be located in production areas at Mass Wellspring LLC – Maynard and where good sanitary practices require employees to wash and sanitize their hands. 935 CMR 500.105(3)

(12) There will be sufficient space at Mass Wellspring LLC – Maynard for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. 935 CMR 500.105(3)

(13) Litter and waste at Mass Wellspring LLC – Maynard will be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. 935 CMR 500.105(12). 935 CMR 500.105(3)

(14) Floors, walls, and ceilings at Mass Wellspring LLC – Maynard will be constructed in such a manner that they may be adequately kept clean and in good repair. 935 CMR 500.105(3)

(15) All contact surface at Mass Wellspring LLC – Maynard will be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. 935 CMR 500.105(3).

(16) All toxic items at Mass Wellspring LLC – Maynard will be identified, held, and stored in a manner that protects against contamination of marijuana. 935 CMR 500.105(3)

(17) Water supply for Mass Wellspring LLC – Maynard will be sufficient for necessary operations. 935 CMR 500.105(3)

(18) Plumbing at Mass Wellspring LLC – Maynard will be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. 935 CMR 500.105(3)

(19) Mass Wellspring LLC will provide its employees at Mass Wellspring LLC – Maynard with adequate, readily accessible toilet facilities. 935 CMR 500.105(3)

Record Keeping Procedures (Revised April 2020)

Mass Wellspring LLC will use BioTrackTHC, an industry-leading, HIPAA-compliant, cannabis software vendor, which will be tailored for seed-to-sale and patient sales. It has transparent accountability and tracks cultivation location, strain, inventory, patient data, sales activity and accounting. It generates timelines for inventory discrepancies. BioTrackTHC permits electronic and paper records. Paper records are secured in a locked filing cabinet and only authorized personnel have access to records.

Mass Wellspring LLC will maintain records in accordance with all sections of 935 CMR 500.105(9)

All documentation/records required are available for inspection by the Commission including operating procedures, inventory, seed-to-sale business, waste disposal, inventory & seed-to-sale for all marijuana/MIPs as required by the regulations.

Mass Wellspring LLC records shall be available for inspection by the Commission, upon request. Our records shall be maintained in accordance with generally accepted accounting principles. Written records that are required and are subject to inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000, in addition to the following:

(a) Written operating procedures as required by 935 CMR 500.105(1);
(b) Inventory records as required by 935 CMR 500.105(8);
(c) Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
(d) The following personnel records:
1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:

a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
b. documentation of verification of references;
c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
e. documentation of periodic performance evaluations;
f. a record of any disciplinary action taken; and
g. notice of completed responsible vendor and eight-hour related duty training.

1. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
2. Personnel policies and procedures; and
3. All background check reports obtained in accordance with 935 CMR 500.030.
4. Waste disposal records as required under 935 CMR 500.105(12); and
5. Following closure Mass Wellspring LLC, all records must be kept for at least two years at the expense of Mass Wellspring LLC and in a form and location acceptable to the Commission.
6. Shipping manifests are retained for 2 years.

The Marijuana Establishment will maintain waste records for at least three years. *935 CMR 500.105(12)*

The Marijuana Establishment will maintain Seed-to-sale tracking records for all marijuana as required by 935 CMR 500.105(8)(e). *935 CMR 500.105(9)*

The following business records will be maintained by Mass Wellspring LLC:

Assets and liabilities;
Monetary transactions;
Books of accounts;
Sales records; and
Salary and wages paid to each employee. 935 CMR 500.105(9

Maintaining of Financial Records (Revised April 2020)

As per 935 CMR 500.105(9)(e), Mass Wellspring LLC will maintain business records, which shall 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, stipend 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 nonprofit corporation, if any.

Mass Wellspring LLC will not and is prohibited from utilizing software or other methods to manipulate or alter sales data. 935 CMR 500.140(6) (required for retail only)

Mass Wellspring LLC will conduct a monthly analysis of equipment at the Maynard adult use retail dispensary to determine that no software has been installed that could be utilized to manipulate or alter sales data a. 935 CMR 500.140(6)

Mass Wellspring LLC will maintain records that it has performed the monthly analysis required by 935 CMR 500.140(6)

If Mass Wellspring LLC determines that software or other methods have been installed/utilized to manipulate or alter sales data: it will immediately disclose the information to the Commission, cooperate in any investigation, and take such other action directed by the Commission. 935 CMR 500.140

Mass Wellspring LLC will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements. 935 CMR 500.140(6)

Mass Wellspring LLC will adopt separate accounting practices at the point-of-sale for marijuana and non-marijuana sales. 935 CMR 500.140(6)

> Mass Wellspring LLC, if co-located, will maintain and provide to the Commission on a biannual basis accurate sales data during the six months immediately preceding its application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10). 935 CMR 500.140(6)

Restricting Access (Revised April, 2020)

As per 935 CMR 500.110 (1) (a), no person under twenty-one years of age shall be admitted into the Maynard adult use retail dispensary.

No person shall be allowed entry to Mass Wellspring LLC -Maynard without one of the following:

A. Valid driver's license

B. Valid I.D. card

C. Valid passport

All forms of identification must contain a photo and date of birth.

Employees will undergo training to identify valid and forged or false identification documentation to ensure no person under21 years of age can enter. Mass Wellspring LLC employees will notify the Maynard Police Department should we encounter issues of forged documentation or false identification.

All forms of identification will be checked at the door of the Maynard adult use retail dispensary. Upon entry into the premises of Mass Wellspring LLC-Maynard by an individual, a registered agent shall immediately inspect the individual's proof of identification and determine the individual's age. An individual shall not be admitted to the premises unless the retailer has verified that the individual is 21 years of age or older by an individual's proof of identification. Mass Wellspring LLC shall comply with additional operational requirements as stated in 935 CMR 500.140.

In addition, as required by 935 CMR 500.029 or 500.030, all employees and registered agents of Mass Wellspring LLC will be 21 years of age or older.

Diversity Plan (Revised June 2020)

1. Introduction. Mass Wellspring LLC recognizes that there is not sufficient equity among minorities, women, veterans, and people who identify as LGBTQ+.

2. Individuals Within Commission Designated Demographics.

In compliance with requirements of the Commission, this Plan is intended and designed to promote equity among the following four demographics:

1. Minorities;
2. Women;
3. Veterans; and
4. LGBTQ+.

Individuals within these 4 demographics are defined in this Plan as **"Plan Demographics".** This Plan is not intended to apply to or benefit any other demographics.

3. Plan For Promoting Equity Among Plan Demographics.

A. Goal for Promoting Equity Among Plan Demographics.

1. Mass Wellspring LLC has a goal of having at least 15% of new hires consist of individuals within the Plan Demographics, with an intent to target (i) minorities for 33 1/3% of this goal, (ii) women for 33 1/3% of this goal, (iii) veterans for 6 11% of this goal, , and (iv) people who identify as LGBTQ+ for 22 1/3% of this goal.

B. Programs for Promoting Equity Among Plan Demographics.

The specific detailed actions, activities and processes that will be utilized or implemented by Mass Wellspring LLC to achieve the goals outlined above are as follows (numbers correspond to numbered goals above):

1. Hiring:
   a. In new hires, Mass Wellspring LLC will give priority to individuals within the Plan Demographics who are qualified for the applicable positions, all to the extent permitted by applicable law.
   b. Mass Wellspring LLC will advertise any available employment opportunities at least monthly in The Rainbow Times or another publication targeting LGBTQ+ persons.
      i. Mass Wellspring LLC will post any available employment opportunities at least quarterly in The Edith Nourse Rogers Memorial Veterans Hospital in Bedford, MA or another facility or center focused on veterans.

ii.

C. Measurements to Assess Progress and Success of Diversity Plan.

The specific metrics (both qualitative and quantitative) that will be implemented by Mass Wellspring LLC to assess and demonstrate the progress and success of this program are as follows (numbers correspond to numbered goals above):

1. This goal will be measured quarterly (and at the one year anniversary of date of grant of the adult-use retail license and upon each renewal of the final adult-use retail license) by Mass Wellspring LLC counting how many new hires by Mass Wellspring LLC (as a percentage of total new hires) consisted of individuals within the Plan Demographics.

4. Required Affirmative Statements.

A. The Applicant Mass Wellspring LLC acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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