



## Massachusetts Cannabis Control Commission

### Marijuana Cultivator

#### General Information:

License Number: MC281924  
Original Issued Date: 09/09/2022  
Issued Date: 09/09/2022  
Expiration Date: 09/09/2023

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: BeWell Organic Medicine, Inc.

Phone Number: 917-612-7987 Email Address: april@bewell420.com

Business Address 1: 92 Bolt Street

Business Address 2:

Business City: Lowell

Business State: MA

Business Zip Code: 01852

Mailing Address 1: 92 Bolt Street

Mailing Address 2:

Mailing City: Lowell

Mailing State: MA

Mailing Zip Code: 01852

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

### RMD INFORMATION

Name of RMD: BeWell Organic Medicine, Inc.

Department of Public Health RMD Registration Number: RMD1245

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

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

If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

#### Person with Direct or Indirect Authority 1

Percentage Of Ownership: 40 Percentage Of Control: 16

Role: Owner / Partner

Other Role:

First Name: Anthony

Last Name: Banks

Suffix:

Gender: Male

User Defined Gender:

Date generated: 10/04/2022

Page: 1 of 6

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 40 Percentage Of Control: 16

Role: Owner / Partner

Other Role:

First Name: Paul

Last Name: Hearn

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 1 Percentage Of Control: 16

Role: Director

Other Role:

First Name: George

Last Name: Zalucki

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control: 50

Role: Executive / Officer

Other Role:

First Name: Lars

Last Name: Vaule

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: BeWell Organic Medicine, Inc.

Entity DBA:

Email: lars@bewell420.com

Phone: 917-612-7987

Address 1: 280 Merrimack Street

Address 2:

City: Methuen

State: MA

Zip Code: 01844

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$50000 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Date generated: 10/04/2022

#### Individual 1

First Name: Anthony Last Name: Banks Suffix:

Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Lowell Marijuana Establishment State: MA

#### Individual 2

First Name: Paul Last Name: Hearn Suffix:

Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Lowell Marijuana Establishment State: MA

#### Individual 3

First Name: Lars Last Name: Vaule Suffix:

Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Lowell Marijuana Establishment State: MA

#### Individual 4

First Name: George Last Name: Zalucki Suffix:

Marijuana Establishment Name: Bewell Organic Medicine Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Lowell Marijuana Establishment State: MA

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 92 Bolt Street

Establishment Address 2:

Establishment City: Lowell Establishment Zip Code: 01852

Approximate square footage of the Establishment: 18000 How many abutters does this property have?: 17

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

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft. Cultivation Environment: Indoor

#### FEE QUESTIONS

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft. Cultivation Environment: Indoor

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Singed HCA Certification Form.pdf	pdf	5d015e84624ce5135e926670	06/12/2019
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation.pdf	pdf	5d015ee91dae681319cea785	06/12/2019
Plan to Remain Compliant with Local Zoning	BW Plan to Remain Compliant with Local Zoning PM.pdf	pdf	5d18e3b250e7af1803c22339	06/30/2019

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 w letter.pdf	pdf	623cb35853957f000867cf6b	03/24/2022

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### INDIVIDUAL BACKGROUND INFORMATION

##### Individual Background Information 1

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

##### Individual Background Information 2

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

##### Individual Background Information 3

Role: Executive / Officer      Other Role:  
 First Name: Lars      Last Name: Value      Suffix:  
 RMD Association: RMD Manager  
 Background Question: no

##### Individual Background Information 4

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

#### ENTITY BACKGROUND CHECK INFORMATION

##### Entity Background Check Information 1

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

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	BeWell ByLaws.pdf	pdf	5d016a5264ca8317f4fcb828	06/12/2019

Articles of Organization	Articles of Entity Conversion and Statement of Change of Supplemental Information.pdf	pdf	5d16bbcc50e7af1803c22197	06/28/2019
Department of Revenue - Certificate of Good standing	DUA Cert of Good Standing.pdf	pdf	623ccf95c91bef0009494b0e	03/24/2022
Secretary of Commonwealth - Certificate of Good Standing	SoS Cert of Good Standing.pdf	pdf	623ccf97c91bef0009494b29	03/24/2022
Department of Revenue - Certificate of Good standing	DOR Cert of Good Standing.pdf	pdf	623ccf9953957f00086816e0	03/24/2022

No documents uploaded

Massachusetts Business Identification Number: 001320322

Doing-Business-As Name:

DBA Registration City:

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	BW Liability Insurance Plan.pdf	pdf	5cbb732df25934c58f8563a	04/20/2019
Business Plan	BWOM Business Plan.pdf	pdf	5d16a2ad58ad7e1336c2a553	06/28/2019
Proposed Timeline	beWell Proposed Timeline 2022.pdf	pdf	623cd50bc91bef0009495395	03/24/2022

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Maintaining of financial records	beWell Maintaining of Financial Records.pdf	pdf	623cd26f53957f0008681bf7	03/24/2022
Personnel policies including background checks	beWell Personnel Policies Summary.pdf	pdf	623cd27353957f0008681c0b	03/24/2022
Inventory procedures	beWell Inventory procedures summary.pdf	pdf	623cd277c91bef0009495084	03/24/2022
Quality control and testing	beWell Procedures for Quality Control and Testing.pdf	pdf	623cd2b1c91bef000949510e	03/24/2022
Record Keeping procedures	beWell Record Keeping Procedure.pdf	pdf	623cd2b553957f0008681cf0	03/24/2022
Restricting Access to age 21 and older	beWell Restricting Access to age 21 or older.pdf	pdf	623cd2b653957f0008681d04	03/24/2022
Transportation of marijuana	beWell Transportation of Marijuana.pdf	pdf	623cd2d6c91bef0009495144	03/24/2022
Prevention of diversion	beWell Prevention of Diversion.pdf	pdf	623cd34a53957f0008681d93	03/24/2022
Storage of marijuana	beWell Storage of Marijuana.pdf	pdf	623cd3e753957f0008681e1d	03/24/2022
Energy Compliance Plan	beWell Energy Compliance Cultivation.pdf	pdf	623cd3e853957f0008681e31	03/24/2022
Policies and Procedures for cultivating.	beWell Policies and Procedures for Cultivating.pdf	pdf	623cd426c91bef0009495280	03/24/2022

Security plan	beWell Security Plan RFI.pdf	pdf	6261a842560e3c00087bb55e	04/21/2022
Qualifications and training	beWell Qualifications and Training RFI.pdf	pdf	6261a8594d83ec000a31e32f	04/21/2022
Diversity plan	Diversity Plan RFI 3 4.29.22.pdf	pdf	626be778560e3c000884e53e	04/29/2022

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

## 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, Charles J. Saba, (*insert name*) certify as an authorized representative of BeWell Organic Medicine, Inc (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Lowell (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 2/26/2019 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

I, Eileen Donoghue, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the City of Lowell (*insert name of host community*) to certify that the applicant and the City of Lowell (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 2/26/2019 (*insert date*).



Signature of Contracting Authority or  
Authorized Representative of Host Community

## Community Outreach Meeting Attestation Form

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

I, Charles Saba, attest as an authorized representative of BeWell Organic Medicine, Inc. 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 January 14, 2019.
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 January 4, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on January 3, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on January 3, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

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The ad deadline is 4:30pm for publication the following day.  
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LOWELL HOUSING AUTHORITY

The Lowell Housing Authority is seeking a Maintenance custodian to maintain buildings/surrounding grounds. Performs routine custodial and janitorial tasks, such as: emptying waste baskets, washing windows, emptying trash compactors, lifting, vacuuming rugs and carpets, stripping wax from floors, and similar tasks. Maintains grounds: pruning shrubs and trees, reseeding/maintaining lawns, removing snow and ice.

Apply online at [www.lhma.org](http://www.lhma.org) or mail application to the attention of Gary K. Wallace, Executive Director, 350 Moody Street, Lowell, MA 01853. Position open until filled.

758 Wanted to Buy

GET CASH for Machinist & Quality Mechanics Tools! Starrett, Snap-on, etc. Free evaluation at your home. Call 508-561-9712

MILITARY ITEMS

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763 \$101-\$250

2 ted Williams autographed & framed pictures 30 by 20 \$150ea 978 337 9642

764 \$251-\$500

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Public Notice

COMMONWEALTH OF MASSACHUSETTS LAND COURT

DEPARTMENT OF THE TRIAL COURT COMPLAINT TO FORECLOSE TAX LIEN No. 14TL14983(SEAL) TO ALL WHOM IT MAY CONCERN, and to ALICE M. Wagner, deceased, formerly of Dracut, Middlesex County, said Commonwealth; Patricia W. Montminy, individually and as Trustee of the John Paul Realty Trust, now or formerly of Sterling, Worcester County, said Commonwealth; or their heirs, devisees, legal representatives, successors and assigns. Whereas, a complaint has been presented to said Court by the Town of Dracut, Middlesex County, said Commonwealth, to foreclose all rights of redemption from the tax lien proceedings described in said complaint in and concerning two (2) certain parcels of land situate in said Dracut, in the County of Middlesex, and in said Commonwealth, bounded and described in said complaints as follows: Parcel II A parcel of land with any buildings thereon, approximately 35647 Square Feet located and known as 52 Patricia Ln. shown on the Town of Dracut Assessors Records as Parcel Identifier 26-0-42 and being part of the premises recorded in book 02337 on page 0298 in the Middlesex Registry of Deeds. Parcel III A parcel of land with any buildings thereon, approximately 26469 Square Feet located and known as 75 Alexander Av. shown on the Town of Dracut Assessors Records as Parcel Identifier 26-0-44 and being part of the premises recorded in book 02337 on page 0296 in the Middlesex Registry of Deeds. If you desire to make any objection or defense to said complaint you or your attorney must file a written appearance and an answer, under oath, setting forth clearly and specifically your objections or defense to each part of said complaint, in the office of the Recorder of said Court in Boston (at the Courthouse located on Three Pemberton Square, Room 507 in Boston, MA 02108), on or before the eleventh day of February in the year two thousand and nineteen.

Unless an appearance is so filed by or for you, your default will be recorded, the said complaint will be taken as confessed and you will be forever barred from contesting said complaint or any judgment entered thereon.

And in addition to the usual service of this notice as required by law, it is ordered that the foregoing citation be published forthwith once in the Lowell Sun a newspaper published in Lowell. Witness, GORDON H. PIPER, Esquire, Chief Justice of said Court, this eighteenth day of December in the year two thousand and eighteen.

Attest with Seal of said Court.

Deborah J. Patterson Recorder

Plaintiff's Attorney: Peter A. Brown, Esq., D'Ambrosio Brown, LLP, 185 Devonshire St., 10th Fl., Boston, MA 02110 (617) 720-5657

January 4, 2019

802 Apartments

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Public Notice

Commonwealth of Massachusetts The Trial Court Probate and Family Court

Middlesex Probate and Family Court

208 Cambridge Street Cambridge, MA 02141 (617)768-5800

Docket No. MI18C0929CA CITATION ON PETITION TO CHANGE NAME

In the matter of: Mary Christine D'Argenio A Petition to Change Name of Adult has been filed by Mary Christine D'Argenio of Lowell, MA requesting that the court enter a Decree changing their name to: Mary Christine Ilene MacDonald IMPORTANT NOTICE Any person may appear for purposes of objection to the petition by filing an appearance at: Middlesex Probate and Family Court before 10:00 a.m. on the return day of 01/11/2019. This is NOT a hearing date, but a deadline by which you must file a written appearance if you object to this proceeding. WITNESS, Hon. Edward F Donnelly, Jr., First Justice of this Court.

Date: December 13, 2018 Tara E DeCristofaro Registrar of Probate

January 4, 2019

Public Notice

COMMONWEALTH OF MASSACHUSETTS LAND COURT

DEPARTMENT OF THE TRIAL COURT 18SM007249(SEAL) ORDER OF NOTICE To: Robert F. Maciel, Jr. Amy Jane Maciel and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. 50 §3901 et seq.: PHH Mortgage Corporation claiming to have an interest in a Mortgage covering real property in Tyngsborough, numbered 263 Pawtucket Boulevard, given by Robert F. Maciel, Jr. to Fleet National Bank, dated May 23, 2003, and recorded in Middlesex County (Northern District) Registry of Deeds in Book 16117, Page 51, as affected by a Loan Modification Agreement dated June 9, 2011, and recorded at said Registry of Deeds in Book 25161, Page 133, and now held by the Plaintiff by assignment, has/ave filed with this court a complaint for determination of Defendant's/Defendants' Servicemembers status. If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before January 28, 2019 or you will be forever barred from claiming that you are entitled to the benefits of said Act. Witness, GORDON H. PIPER, Chief Justice of said Court on December 17, 2018.

Attest:Deborah J. Patterson Recorder 10-004096

January 4, 2019

Public Notice

Community Outreach Public Notice

Notice is hereby given that a Community Outreach Meeting for BeWell Organic Medicine, Inc., a proposed Marijuana Establishment, is scheduled for January 14, 2019 at 6:30 PM at 92 Bolt Street, Lowell MA 01852. BeWell Organic Medicine is proposing to locate a Licensed Marijuana Cultivation and Product Manufacturing facility at its anticipated location at 92 Bolt Street, Lowell MA 01852. BeWell Organic Medicine is not proposing a retail facility at this location. There will be an opportunity for the public to ask questions.

January 4, 2019

COMMONWEALTH OF MASSACHUSETTS LAND COURT

DEPARTMENT OF THE TRIAL COURT COMPLAINT TO FORECLOSE TAX LIEN No. 18TL000838(SEAL) TO ALL WHOM IT MAY CONCERN, and to Jo Ann Lefebvre and Kathryn Lefebvre, both deceased, both formerly of Lowell, Middlesex County, said Commonwealth; Elaine Huff, now or formerly of Manchester, in the State of New Hampshire; Nancy L. Lefebvre and Leslie E. Lefebvre, Jr., both now or formerly of Lowell, Middlesex County, said Commonwealth; Jason A. Lefebvre, now or formerly of Dracut, Middlesex County, said Commonwealth; Matthew A. Lefebvre, Sr., now or formerly of Salem, Essex County, said Commonwealth; or their heirs, devisees or legal representatives: Whereas, a complaint has been presented to said Court by Tallage Davis, LLC, of Boston, Suffolk County, said Commonwealth, to foreclose all rights of redemption from the tax lien proceeding described in said complaint in and concerning a certain parcel of land situate in the City of Lowell, in the County of Middlesex, and in said Commonwealth, bounded and described in said complaint as follows: Property: Land & Building Containing: 8500.00 SF (more or less) Location: 150 Fetherston Ave. Parcel ID: G10440 Registry: 2245/154 Recorded at: Northern Middlesex Registry of Deeds If you desire to make any objection or defense to said complaint you or your attorney must file a written appearance and an answer, under oath, setting forth clearly and specifically your objections or defense to each part of said complaint, in the office of the Recorder of said Court in Boston (at the Courthouse located on Three Pemberton Square, Room 507 in Boston, MA 02108), on or before the eleventh day of February in the year two thousand and nineteen. Unless an appearance is so filed by or for you, your default will be recorded, the said complaint will be taken as confessed and you will be forever barred from contesting said complaint or any judgment entered thereon.

And in addition to the usual service of this notice as required by law, it is ordered that the foregoing citation be published forthwith once in the Lowell Sun a newspaper published in said Lowell. Witness, GORDON H. PIPER, Esquire, Chief Justice of said Court, this nineteenth day of December in the year two thousand and eighteen.

Attest with Seal of said Court.

Deborah J. Patterson Recorder

Plaintiff's Attorney: John D. Finnegan, Esq., Hill Law, 6 Beacon St., Suite 600, Boston, MA 02108 Tel.: (617) 494-8300

January 4, 2019

Public Notice

TOWN OF CHELMSFORD DPW - ENGINEERING DIVISION

REQUEST FOR PROPOSAL STORMWATER MANAGEMENT MASTER PLAN PREPARATION

The Town of Chelmsford, Massachusetts solicits sealed Proposals from qualified professional engineering consulting firms for the following: STORMWATER MANAGEMENT MASTER PLAN PREPARATION Interested parties may obtain Bid Packages beginning 1/9/19 AT 10:00 a.m. from the town's web-site: [townofchelmsford.us](http://townofchelmsford.us). PROPOSAL SUBMITTAL Price Proposals and Non-Price Proposals will be received at the DPW Facility, 9 Alpha Road, Chelmsford, MA until 10:00 a.m on 1/30/19. Non-price proposals will be publicly opened and read aloud. Specific submittal instructions are included within the RFP. Town of Chelmsford reserves the right to waive any informality and/or to reject any or all bids if deemed to be in the best interest of the Town.

Paul E. Cohen Town Manager

January 4, 2019

Public Notice

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by John A. King to James B. Nutter & Company, dated March 7, 2008 and recorded in the Middlesex County (Northern District) Registry of Deeds in Book 22027, Page 114, of which mortgage the undersigned is the present holder, by assignment from: James B. Nutter & Company to Mortgage Electronic Registration Systems, Inc., recorded on February 26, 2018, in Book No. 31890, at Page 89 Mortgage Electronic Registration Systems Inc., as nominee for Reverse Mortgage Funding LLC to Reverse Mortgage Funding LLC, recorded on March 26, 2018, in Book No. 31952, at Page 199 for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 1:00 PM on January 21, 2019, on the mortgaged premises located at 84 Cambridge Street, Lowell, Middlesex County, Massachusetts, all and singular the premises described in said mortgage, TO WIT: Property Address: 84 Cambridge Street Lowell, MA 01851 PARCEL 1 The land in said Lowell with the buildings thereon, situated on the easterly side of Cambridge Street and the westerly side of Greendale Avenue, containing 4,747 square feet of land, more or less, now being numbered 84 on said Cambridge Street, bounded and described as follows: Beginning at the Northwesterly corner of the premises, on the Easterly side of Cambridge Street, and at the Southwesterly corner of land supposed now or formerly of Charles P. Flanagan et al; thence EASTERLY by said last mentioned land, 119.04 feet to said Greendale Avenue; thence SOUTHERLY along said Greendale Avenue, 40.01 feet to land supposed of Peter James Hunt, now or formerly; thence WESTERLY by said last mentioned land and by land now or formerly of John J. DeBarge, 118.31 feet to said Cambridge Street; thence NORTHERLY along said Cambridge Street, 40 feet to the point of beginning. Be said contents or any or all of said measurements more or less and however otherwise said premises may be measured, bounded or described. Excepting from this conveyance so much as was taken by the Department of Public Works by Instrument recorded with Middlesex North Registry of Deeds in Book 1479, Page 12. PARCEL 2 The land in said Lowell situated on the easterly side of Cambridge Street and bounded and described as follows: NORTHERLY by land of the grantees herein, 66.85 feet; EASTERLY by land now or formerly of Frank L. Carr, 6.00 feet; SOUTHEASTERLY by Greendale Avenue Relocation; 50.00 feet; and SOUTHWESTERLY by said Cambridge Street by a curved line, 26.43 feet. Containing 1,026 square feet of land and being shown on Plan F16 as recorded in the office of the Engineers of the City of Lowell. Meaning and intending to describe the same premises as conveyed to John A. King, last deed filed September 7, 1976 and recorded in Book 2211 Page 226 of the Middlesex (Northern District) County, Massachusetts Records. 84 Cambridge Street, Lowell, MA 01851 For mortgagor's(s)' title see deed recorded with Middlesex County (Northern District) Registry of Deeds in Book 2211, Page 226 These premises will be sold and conveyed subject to and with the benefit of all rights, rights of way, restrictions, easements, covenants, liens or claims in the nature of liens, improvements, public assessments, any and all unpaid taxes, tax titles, tax liens, water and sewer liens and any other municipal assessments or liens or existing encumbrances of eord which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens or encumbrances is made in the deed.

TERMS OF SALE: A deposit of Five Thousand (\$5,000.00) Dollars by certified or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at Harmon Law Offices, P.C., 150 California St., Newton, Massachusetts 02458, or by mail to P.O. Box 610389, Newton Highlands, Massachusetts 02461-0389, within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. The description of the premises contained in said mortgage shall control in the event of an error in this publication.

Other terms, if any, to be announced at the sale. REVERSE MORTGAGE FUNDING, LLC Present holder of said mortgage By its Attorneys, HARMON LAW OFFICES, P.C. 150 California St. Newton, MA 02458 (617)558-0500 12917

December 28, 2018 - January 4 & 11, 2019

Public Notice

COMMONWEALTH OF MASSACHUSETTS CITY OF LOWELL

Notice is hereby given as required by Ch 40A Sec 5 and Ch 43 Sec 23 of General Laws that the following Ordinance was given 1st reading in City Council on December 4, 2018 and was ordered advertised for a Public Hearing on Tuesday January 29, 2019 at 7:00 PM, Council Chambers, City Hall to wit: ORDINANCE An Ordinance Amending "Code of the City of Lowell, Massachusetts", with respect to Chapter 290, Thereof Entitled, "Zoning" by extending existing Regional Retail District (RR) zoning district to include 55 Phoenix Avenue, 75 Phoenix Avenue and 77-81 Phoenix Avenue in Lowell. Complete copies of the Ordinance are available in the Office of the City Clerk Mon, Wed, Thurs 8AM to 5PM, Tues 8AM to 8PM and Fri 8AM to Noon.

By Order City Council Michael Q. Geary City Clerk

December 28 2018 & January 4, 2019

Public Notice

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by John A. King to James B. Nutter & Company, dated March 7, 2008 and recorded in the Middlesex County (Northern District) Registry of Deeds in Book 22027, Page 114, of which mortgage the undersigned is the present holder, by assignment from: James B. Nutter & Company to Mortgage Electronic Registration Systems, Inc., recorded on February 26, 2018, in Book No. 31890, at Page 89 Mortgage Electronic Registration Systems Inc., as nominee for Reverse Mortgage Funding LLC to Reverse Mortgage Funding LLC, recorded on March 26, 2018, in Book No. 31952, at Page 199 for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 1:00 PM on January 21, 2019, on the mortgaged premises located at 84 Cambridge Street, Lowell, Middlesex County, Massachusetts, all and singular the premises described in said mortgage, TO WIT: Property Address: 84 Cambridge Street Lowell, MA 01851 PARCEL 1 The land in said Lowell with the buildings thereon, situated on the easterly side of Cambridge Street and the westerly side of Greendale Avenue, containing 4,747 square feet of land, more or less, now being numbered 84 on said Cambridge Street, bounded and described as follows: Beginning at the Northwesterly corner of the premises, on the Easterly side of Cambridge Street, and at the Southwesterly corner of land supposed now or formerly of Charles P. Flanagan et al; thence EASTERLY by said last mentioned land, 119.04 feet to said Greendale Avenue; thence SOUTHERLY along said Greendale Avenue, 40.01 feet to land supposed of Peter James Hunt, now or formerly; thence WESTERLY by said last mentioned land and by land now or formerly of John J. DeBarge, 118.31 feet to said Cambridge Street; thence NORTHERLY along said Cambridge Street, 40 feet to the point of beginning. Be said contents or any or all of said measurements more or less and however otherwise said premises may be measured, bounded or described. Excepting from this conveyance so much as was taken by the Department of Public Works by Instrument recorded with Middlesex North Registry of Deeds in Book 1479, Page 12. PARCEL 2 The land in said Lowell situated on the easterly side of Cambridge Street and bounded and described as follows: NORTHERLY by land of the grantees herein, 66.85 feet; EASTERLY by land now or formerly of Frank L. Carr, 6.00 feet; SOUTHEASTERLY by Greendale Avenue Relocation; 50.00 feet; and SOUTHWESTERLY by said Cambridge Street by a curved line, 26.43 feet. Containing 1,026 square feet of land and being shown on Plan F16 as recorded in the office of the Engineers of the City of Lowell. Meaning and intending to describe the same premises as conveyed to John A. King, last deed filed September 7, 1976 and recorded in Book 2211 Page 226 of the Middlesex (Northern District) County, Massachusetts Records. 84 Cambridge Street, Lowell, MA 01851 For mortgagor's(s)' title see deed recorded with Middlesex County (Northern District) Registry of Deeds in Book 2211, Page 226 These premises will be sold and conveyed subject to and with the benefit of all rights, rights of way, restrictions, easements, covenants, liens or claims in the nature of liens, improvements, public assessments, any and all unpaid taxes, tax titles, tax liens, water and sewer liens and any other municipal assessments or liens or existing encumbrances of eord which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens or encumbrances is made in the deed.

TERMS OF SALE: A deposit of Five Thousand (\$5,000.00) Dollars by certified or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at Harmon Law Offices, P.C., 150 California St., Newton, Massachusetts 02458, or by mail to P.O. Box 610389, Newton Highlands, Massachusetts 02461-0389, within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. The description of the premises contained in said mortgage shall control in the event of an error in this publication.

Other terms, if any, to be announced at the sale. REVERSE MORTGAGE FUNDING, LLC Present holder of said mortgage By its Attorneys, HARMON LAW OFFICES, P.C. 150 California St. Newton, MA 02458 (617)558-0500 12917

December 28, 2018 - January 4 & 11, 2019

Public Notice

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Gerald J. LeBlanc, Christine A. LeBlanc to JPMorgan Chase Bank, N.A., dated November 16, 2012 and recorded in the Middlesex County (Northern District) Registry of Deeds in Book 26691, Page 231, as modified by a certain modification agreement dated June 20, 2016, and recorded with said Middlesex County (Northern District) Registry of Deeds in Book 30538, Page 142, of which mortgage the undersigned is the present holder, by assignment from: JPMorgan Chase Bank, NA to Federal National Mortgage Association, Its Successors and Assigns, recorded on August 13, 2015, in Book No. 29328, at Page 158 for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 3:00 PM on January 21, 2019, on the mortgaged premises located at 201 West Sixth Street, Lowell, Middlesex County, Massachusetts, all and singular the premises described in said mortgage, TO WIT:

The land referred to herein below is situated in the county of MIDDLESEX, State of MA and is described as follows: ALL THAT PARCEL OF LAND IN TOWNSHIP OF LOWELL, MIDDLESEX COUNTY, COMMONWEALTH OF MASSACHUSETTS, AS MORE FULLY DESCRIBED IN DEED BOOK 10237, PAGE 240, ID# F00140, BEING KNOWN AND DESIGNATED AS: RECORDED LAND IN COUNTY MIDDLESEX NORTH. BEING SHOWN AS LOT 6 ON A PLAN DATED 12/1916 IN PLAN BOOK 34 PAGE 29 CONTAINING 4907 SQUARE FEET BEING MORE FULLY DESCRIBED IN DEED BOOK 10237 PAGE 240. MORE COMMONLY KNOWN AS 201 WEST 6TH STREET, LOWELL, MA Tax/Parcel ID: F00140 For mortgagor's(s)' title see deed recorded with Middlesex County (Northern District) Registry of Deeds in Book 10237, Page 240. These premises will be sold and conveyed subject to and with the benefit of all rights, rights of way, restrictions, easements, covenants, liens or claims in the nature of liens, improvements, public assessments, any and all unpaid taxes, tax titles, tax liens, water and sewer liens and any other municipal assessments or liens or existing encumbrances of record which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens or encumbrances is made in the deed.

TERMS OF SALE: A deposit of Five Thousand (\$5,000.00) Dollars by certified or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at Harmon Law Offices, P.C., 150 California St., Newton, Massachusetts 02458, or by mail to P.O. Box 610389, Newton Highlands, Massachusetts 02461-0389, within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. The description of the premises contained in said mortgage shall control in the event of an error in this publication.

Other terms, if any, to be announced at the sale. FEDERAL NATIONAL MORTGAGE ASSOCIATION Present holder of said mortgage By its Attorneys, HARMON LAW OFFICES, P.C. 150 California St. Newton, MA 02458 (617)558-0500 12204

December 28, 2018 January 4, 11, 2019

Public 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 Claudio A. Sousa to Mortgage Electronic Registration Systems, Inc., as nominee for First Federal Savings Bank of Boston, its successors and assigns, dated July 16, 2015 and recorded with the Middlesex County (Northern District) Registry of Deeds at Book 29246, Page 236, subsequently assigned to Ditech Financial LLC, Its Successors and Assigns by Mortgage Electronic Registration Systems, Inc., as nominee for First Federal Savings Bank of Boston, its successors and assigns by assignment recorded in said Middlesex County (Northern District) Registry of Deeds at Book 30250, Page 284, subsequently assigned to New Penn Financial, LLC d/b/a Shellpoint Mortgage Servicing by Ditech Financial LLC by assignment recorded in said Middlesex County (Northern District) Registry of Deeds at Book 32425, Page 256 for breach of the conditions of said Mortgage and for the purpose of foreclosing same will be sold at Public Auction at 2:00 PM on January 25, 2019 at 130 Fairfield Street, Lowell, MA, all and singular the premises described in said Mortgage, to wit: The land with the buildings thereon, situated in Lowell, Middlesex County, Massachusetts, on the Easterly side of Fairfield Street, being lot 82 on a pan of land entitled "Westchester Park, June 1899, by John> Desmond, C. E." which plan is recorded with Middlesex North District Registry of Deeds, Book of Plans 15, Plan 5, and bounded and described as follows: WESTERLY: by said Fairfield Street, 50 feet; NORTHERLY: by Lot 83 on said plan and land formerly of Evans, 125 feet; EASTERLY: by Lot 26 on said plan, 51.4 feet; and SOUTHERLY: by Lot 82 on said plan, 125 feet. Meaning and intending to describe the same premises conveyed in Deed dated 06/13/2008 and recorded with Middlesex North Registry of Deeds in Book 22247, Page 209. For my title, see deed recorded herewith. Upon information and belief there are scrivener's errors in the legal description attached to the insured mortgage wherein line 2 and bound 4 should read: June 1899, by John T. Desmond Bound 4 should read: Southerly by Lot 81.

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. New Penn Financial LLC d/b/a Shellpoint Mortgage Servicing Present Holder of said Mortgage, By Its Attorneys, ORLANDS PC PO Box 540540 Waltham, MA 02454 Phone: (781) 790-7800 17-000247

January 4, 11, 18, 2019



## Community Outreach Public Notice

January 3, 2019

Notice is hereby given that a Community Outreach Meeting for BeWell Organic Medicine, Inc., a proposed Marijuana Establishment, is scheduled for January 14, 2019 at 6:30 PM at 92 Bolt Street, Lowell MA 01852. BeWell Organic Medicine is proposing to locate a Licensed Marijuana Cultivation and Product Manufacturing facility at its anticipated location at 92 Bolt Street, Lowell MA 01852. BeWell Organic Medicine is **not** proposing a retail facility at this location.

For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

There will be an opportunity for the public to ask questions.

Thank You,

BeWell Organic Medicine, Inc.

Community Outreach Public Notice

Dear Abutter,

January 3, 2019

Notice is hereby given that a Community Outreach Meeting for BeWell Organic Medicine, Inc., a proposed Marijuana Establishment, is scheduled for January 14, 2019 at 6:30 PM at 92 Bolt Street, Lowell MA 01852. BeWell Organic Medicine is proposing to locate a Licensed Marijuana Cultivation and Product Manufacturing facility at its anticipated location at 92 Bolt Street, Lowell MA 01852. BeWell Organic Medicine is **not** proposing a retail facility at this location.

For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

There will be an opportunity for the public to ask questions.

Thank You,

BeWell Organic Medicine, Inc.

## **Plan to Remain Compliant with Local Zoning**

**Applicant Number: MPN281643**

### **Purpose**

The purpose of this plan is to outline how BeWell Organic Medicine, Inc. will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws for the physical address of our Marijuana Establishment at 92 Bolt Street, in Lowell, which includes, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

### **Background**

The City of Lowell enacted a Zoning Ordinance that established zoning restrictions for Adult-Use Marijuana Establishments. Article 7.10 and the Table of Uses under Article 12.9(t) of the Lowell Zoning Ordinance allow adult use marijuana cultivation and product manufacturing by-right in the Light Industrial (LI) zoning district. Our location 92 Bolt Street is located in the Light Industrial District and compliant with all other requirements outlined in the ordinance. BeWell has also executed a Host Community Agreement with the City of Lowell. Lowell does not have any local licensing requirements.

### **Plan:**

BeWell Organic Medicine, Inc. is currently fully compliant with the requirements outlined in the Ordinance.

It is the intention of BeWell to remain compliant with all relevant local codes, and ordinances applicable to a Marijuana Retail Establishment.

In addition to BeWell Organic Medicine, Inc. remaining compliant with the existing Lowell Zoning Ordinance, our executive management team and General Counsel will continually engage with the City of Lowell to remain up to date with local codes zoning ordinances and by-laws, to remain fully compliant.



## **Plan for Positive Impact of Areas of Disproportionate Impact**

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

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

At all times, beWell will adhere to, the requirements outlined in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Any actions taken, or programs instituted by beWell, will not violate the Cannabis Control Commission's regulations concerning limitations on ownership or control or other applicable state laws.

### **I. Intent**

beWell is privileged to assist residents of Lowell in experiencing a positive impact from the operation of our cultivation facility. Lowell is one of 29 communities designated as "areas of disproportionate impact," meaning these areas have been disproportionately affected by cannabis prohibition and enforcement. beWell's plan with the accompanying goals, programs, and measurements will provide opportunities for residents of the City of Lowell.

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

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

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

### **II. Goals**

#### **COMPANY GOALS FOR POSITIVE IMPACT**

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

### **GOAL 1: EMPLOYMENT PROGRAM**

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

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

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

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

b. Commission-designated Economic Empowerment Priority applicants;

c. Commission-designated Social Equity Program participants;

d. Massachusetts residents who have past drug convictions; and

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

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

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

### **EMPLOYMENT PROGRAM MEASURES**

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

1. The demographics of all individuals that have applied for positions with beWell, including whether the applicant meets any of the Program Preferences outlined above;

2. The number of job offers made to applicants and whether the applicant meets any of the Program Preferences outlined above; and
3. The number and percentage of employees who meet any of the Program Preferences outlined above.

## **GOAL 2: COMMUNITY SERVICE PARTNER PROGRAM**

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

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

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

## **COMMUNITY SERVICE PARTNER PROGRAM MEASURES**

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

### **III. Reporting**

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



## MASS CultivatED

February 24, 2020

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

RE: Acceptance of Cannabis Funds

Dear Cannabis Control Commission:

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

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

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

Sincerely,

A handwritten signature in black ink, appearing to read 'Ryan Dominguez', written over a horizontal line.

Ryan Dominguez

## **BY-LAWS OF BEWELL ORGANIC MEDICINE, INC.**

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

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

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

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

### **Article II. MEMBERSHIP**

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

### **Article III. OFFICERS AND DIRECTORS**

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

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

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

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

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

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

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

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

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

#### **Article IV. MEETINGS OF THE BOARD OF DIRECTORS**

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

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

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

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

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

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

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

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

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

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

## **Article V. POWERS AND DUTIES OF DIRECTORS AND OFFICERS**

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

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

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

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

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

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

## **Article VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

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

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

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

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

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

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

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

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

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

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

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

## **Article VII. INTERESTED PARTIES**

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

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

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

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

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

## **Article VIII. EXECUTION OF PAPERS**

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

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

## **Article IX. NONDISCRIMINATION POLICY**

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

## **Article X. AMENDMENT**

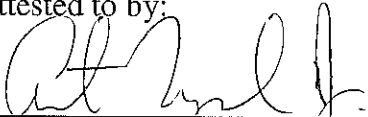
These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directors present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The directors may also make, amend or repeal these bylaws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

## **Article XI. PARLIMENTARY AUTHORITY**

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

Voted the 13<sup>th</sup> day of November, 2013.

Attested to by:

  
\_\_\_\_\_  
Arthur Napolitano, Clerk  
BeWell Organic Medicine, Inc.

D

# The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

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

FORM

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

*Bryan Harter*

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

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

463460824

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

BeWell Organic Medicine, Inc.

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

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

## ARTICLE I

The exact name of the corporation upon conversion is:

BeWell Organic Medicine, Inc.

## ARTICLE II

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

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

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

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P.C.

### ARTICLE III

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

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

### ARTICLE IV

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

### ARTICLE V

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

See the attached Continuation Sheet V.

### ARTICLE VI

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

See the attached Continuation Sheet VI

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

## CONTINUATION SHEET V

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

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

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

## CONTINUATION SHEET VI

### 6.1 Limitation of Director Liability.

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

### 6.2 Indemnification.

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

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

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

### 6.3 Other Provisions.

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

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

## ARTICLE VII

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

## ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
**92 Bolt Street, Lowell, MA 01852**
- b. The name of its initial registered agent at its registered office: James M. Bowers, Esq., 2
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

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

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

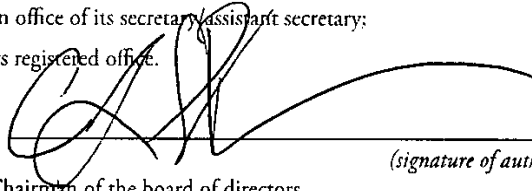
Secretary: **Robyn A. Saba, 20B Braemoor Woods Road, Salem, NH 03079**

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

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

92 Bolt Street, Lowell, MA 01852, which is  
(number, street, city or town, state, zip code)

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

Signed by: 

(signature of authorized individual)

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

on this 14th day of March, 2018

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**CONTINUATION SHEET VIII (DIRECTORS)**

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

Jennifer Napolitano, 15 Richardson Road, Hollis, NH 03049

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

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

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

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

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

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

COMMONWEALTH OF MASSACHUSETTS

1308135 William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$475 having been paid, said articles are deemed to have been filed with me this 29<sup>th</sup> day of March, 2018, at 3:34 a.m. (p.m.)  
time

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



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

**TO BE FILLED IN BY CORPORATION**  
Contact Information:

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

280B Merrimack Street

Methuen, MA 01844

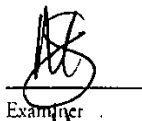
Telephone: 978 686-9000

Email: jbowers@mbblawoffices.com

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

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

2018 MAR 29 4:10:15  
CORPORATIONS DIVISION

  
Examiner

Name approval

C

M



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

No Fee

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

**Statement of Change of Supplemental Information**

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

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

**2. Current registered office address:**

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

**3. The following supplemental information has changed:**

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	CHARLES J. SABA	12 MT. VERNON CIRCLE LAWRENCE, MA 01843 USA
TREASURER	ARTHUR P. NAPOLITANO JR.	15 RICHARDSON ROAD HOLLIS, NH 03049 USA
SECRETARY	ROBYN A. SABA	20B BRAEMOOR WOODS RD. SALEM, NH 03079 USA
DIRECTOR	CHARLES M. SABA	20B BRAEMOOR WOODS ROAD SALEM, NH 03079 USA
DIRECTOR	ARTHUR P. NAPOLITANO JR.	15 RICHARDSON ROAD HOLLIS, NH 03049 USA
DIRECTOR	ANTHONY R. BANKS	1 VERNONHOLME RIVERSIDE DRIVE DUNDEE, GBR
DIRECTOR	PAUL L. HEARN	10 LADYCROFT PADDOCK DERBY, GBR
DIRECTOR	CHARLES J. SABA	12 MT. VERNON CIRCLE LAWRENCE, MA 01843 USA
DIRECTOR	JEAN TABIT D.O.	12 BROOK ST. ANDOVER, MA 01810 USA
DIRECTOR	ROBYN A. SABA	20B BRAEMOOR WOODS RD. SALEM, NH 03079 USA
DIRECTOR	RONALD D'ARCANGELO	4 LAWRENCE ROAD BRADFORD, MA 01835 USA

\_\_\_ Fiscal year end:  
 December

\_\_\_ Type of business in which the corporation intends to engage:

CULTIVATE, MARKET, SELL MEDICAL CANNABIS PRODUCTS

     **Principal office address:**

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

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

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

**which is**

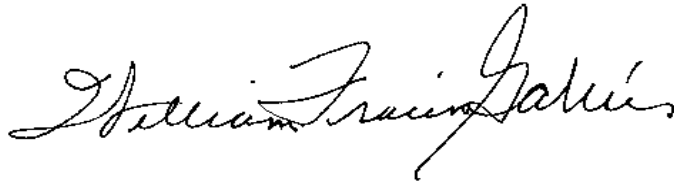
☒ its principal office ☐ an office of its transfer agent  
☐ an office of its secretary/assistant secretary ☐ its registered office

**Signed by CHARLES J. SABA , its PRESIDENT  
on this **25 Day of June, 2019****

THE COMMONWEALTH OF MASSACHUSETTS

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

June 25, 2019 01:14 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



THE COMMONWEALTH OF MASSACHUSETTS  
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT  
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker  
GOVERNOR

Karyn E. Polito  
LT. GOVERNOR



388313779

Rosalin Acosta  
SECRETARY

Richard A. Jeffers  
DIRECTOR

BEWELL ORGANIC MEDICINE INC  
92 Bolt Street  
Lowell, MA 01852

EAN: 22115366  
February 22, 2022

Certificate Id:56467

The Department of Unemployment Assistance certifies that as of 2/21/2022 ,BEWELL ORGANIC MEDICINE INC is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Richard A. Jeffers, Director

Department of Unemployment Assistance



William Francis Galvin  
Secretary of the  
Commonwealth

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

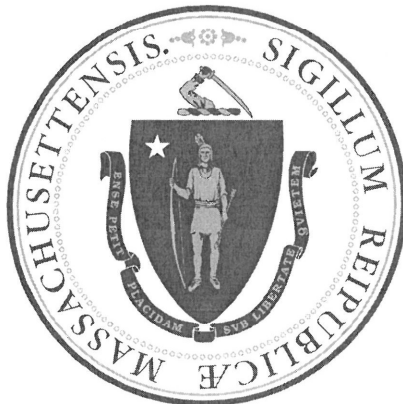
Date: February 22, 2022

To Whom It May Concern :

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

**BEWELL ORGANIC MEDICINE, INC.**

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



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 22020523130

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

Processed by: NMa



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

mass.gov/dor

Letter ID: L0307488448  
Notice Date: February 21, 2022  
Case ID: 0-001-428-849



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



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

### *Why did I receive this notice?*

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

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

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

### *What if I have questions?*

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

### *Visit us online!*

Visit [mass.gov/dor](http://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

## **Plan for Obtaining Liability Insurance**

### **Application #: MCN281924**

BeWell Organic Medicine, Inc. ("BeWell") is planning to operate a co-located (Cultivation, and Product Manufacturing) marijuana establishment as well as a Registered Marijuana Establishment. As such, we are in compliance with the Commissions requirement pursuant to 935 CMR 500.105(10).

#### **I. Purpose**

The purpose of this plan is to outline how BeWell has and will maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

#### **II. Plan**

1. BeWell Organic Medicine, Inc. has and will maintain an insurance policy in place that satisfies the requirement under 935 CMR 500.105(10).
  - a. BeWell has obtained and will maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
  - b. The deductible for each policy is not higher than \$5,000 per occurrence.
2. BeWell will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission upon request.

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# **BeWell Organic Medicine, Inc.**

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## **Business Overview and Plan**

**June 2019**

## **Business Summary**

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The Mission of BeWell Organic Medicine Inc. (BeWell) Cultivation, Processing and Manufacturing Facility is to grow high quality, tested and approved safe marijuana, MIPs and other marijuana products in a secure environment for sale to Medical and Adult Users at a competitive price and ensure regulatory compliance and quality control in a highly-secured environment.

Our Vision to become the premier producer and retail wholesale supplier of marijuana and marijuana products in Massachusetts. We aspire to become the leading model of excellence in the Commonwealth.

## **OVERVIEW**

### **Founding Partners**

#### **Charles M. Saba, Founder, Board Member, CEO and Executive Director**

Chuck has found success at all levels of the Restaurant and Food Services Industry and has extensive experience in all facets of management and compliance. He has owned two restaurants as well as American Food Professionals, a consulting company that helped put new food products into the market and assisted with business plans for startup restaurants and food production facilities. He has worked closely with Joyce Chen Food Products, Boston Market and Seagram's, and has held positions as a District Manager of Friendly Ice Cream Corporation, and as a Vice President of Operations for Specialty Brand Foods operators of Smith & Wollensky's, Papa Gino's, and D'Angelo's.

Chuck has earned a Master's Degree in Management from Cambridge College in Cambridge MA, and a Bachelor of Science Degree in Food and Natural Resources from the University of Massachusetts, Amherst.

#### **Art Napolitano, Founder, Board Member, and Vice President of Marketing**

Art is a Senior Vice President of CAN and recognized as a leader who pioneered ACN's European expansion into 18 European countries and has traveled extensively, educating audiences as large as 20,000 in 22 countries on 3 continents for more than 20 years. Art is a self-made entrepreneur, who has been highly regarded in numerous national and international direct selling and business publications as a leading expert in the Direct Selling Industry. He has been profiled in the North American publication of "Success from Home" magazine for each of the last 10 years in recognition of his global marketing success. In addition, Art was the executive producer of a marketing CD that sold more than 1 million copies.

## **Financial Partners**

#### **Paul Hearn, Board Member and Financial Partner**

#### **Anthony Banks, Board Member and Financial Partner**

## **Board Members and Management**

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### **Charles J. Saba, Board Member and President**

Charles is President of BeWell and also serves as VP of Information Technology at FXCM Inc., a global online provider of foreign exchange trading and related services to retail and institutional customers world-wide. Charles is an ITIL certified Professional. In his 11 years at FXCM he has worked as both a Desktop and Windows Server Administrator and a Network Engineer. However, it was his project management expertise that paved the way to his current international role where he has worked with regulators in countries like Turkey, and has built out new office sites from the ground up in Bulgaria, Berlin, and Dubai. Charles took on the role as VP of IT in 2012. He now manages a global team of engineers and administrators and is responsible for FXCM's offices and off-site locations in London, Sydney, Bulgaria, Berlin, Hong Kong, Shenzhen, and Israel.

### **Jean Tabit DO, Board Member**

Upon graduating from New Hampshire Dartmouth Medicine Residency in 2004, Dr. Tabit joined the Greater Lawrence Family Health Center and now is a Director. She has worked there serving the Lawrence Community for nearly 10 years. Among her many duties at GLFHC she supervises group medicine visits for prenatal, child obesity, adolescents and diabetes. Dr. Tabit also serves as the Medical Director for Reach Out and Read within her clinic. Dr Tabit is a Clinical Instructor in Family Medicine for Tufts University School of Medicine and enjoys spending part of her time teaching Residents as well medical students. She has been recognized for her work among the underserved and has been awarded a grant from the National Health Service Corps to continue her efforts.

Board Certified in Family Medicine, Dr Tabit is an active member in good standing of the Medical Staff at Lawrence General Hospital where she admits and completes rounds on her patients. She is familiar with and complies with the guidelines of many regulatory boards including Massachusetts Board of Registration in Medicine, American Board of Family Medicine, Department of Public Health, Controlled Substances Bureau, Joint Commission Accreditation Health Care Administration, and Occupation Safety and Health Administration.

As an Osteopath, Dr. Tabit is interested in Holistic medicine as an adjunct to traditional medicine. She has participated in Continuing Medical Education programs for Medical Marijuana and continues to educate herself in this regard. Her office offers many alternative medicine programs including Osteopathic Manipulation, Hypnosis, Acupuncture, Group Exercise and Yoga. Dr Tabit envisions integrating traditional western medicine with alternative medicine practices and utilizing the medicinal qualities of marijuana to create a holistic clinic environment for patients in need.

### **Robyn A. Saba, Board Member**

Robyn has been a resident of Methuen Massachusetts for 26 years. She is a Graduate of Cambridge College, Cambridge MA 1997 with a Bachelor of Arts in Psychology and a Masters of Education. She holds education licenses for Elementary Ed., Special Education, Principal of Elementary (PreK-6) and Middle School (5-8). Robyn has been teaching for the past 22 years, six in Methuen

Massachusetts and 16 years in Lawrence Massachusetts. She has worked in an alternative school for behaviorally challenged students as well as students with a wide range of special needs. For 11 years Robyn taught general education students, grade 4. Robyn's responsibilities consisted of curriculum development, instructional best practices, analyzing data, and implementing Standardized testing /scoring. She was an Extended Learning Day Facilitator, responsible for staff scheduling, students, and parent liaison. Robyn has received a certificate from the Bread Loaf School of English, Andover MA issued by Middlebury School of English, Middlebury VT. In 2012 Robyn was awarded The Sontag Teacher Excellence Award in Urban Education. Robyn recently left the classroom to take the position of Assistant to the Literacy Coach, concentrating on writing and new teacher mentoring. She works developing curriculum and targeting at risk students for interventions. Robyn works closely with administration preparing for Statewide MCAS Testing. She recently retired from the Frost Elementary School in Lawrence, Massachusetts.

### **Ronald J. D'Arcangelo, Board Member, Director of Security**

Ronald, a life-long resident of Haverhill, Massachusetts, graduated from Suffolk University in 1965 with a Bachelor of Arts degree, majoring in English and certified in Education. From 1966 through 1972, Mr. D'Arcangelo taught at the Essex County Reformatory in Lawrence, MA. In 1973, he was appointed to the Massachusetts Probation Department and was assigned to the Amesbury District Court. Prior to his District Court appointment and while teaching middle school level, Mr. D'Arcangelo was appointed Vice Chairman of the Board of Directors at the Haverhill Boys Club, as well as Vice Chairman of the Whittier Vocational/Technical High School Committee. He held both positions for several years. In 1980, Mr. D'Arcangelo received a Master's Degree in Criminal Justice from Ave Maria College. In 1986 he was appointed the position of Chief Probation Officer for the Amesbury and Newburyport District Courts. During his career in the criminal justice division, his departments received numerous awards for outstanding achievements and were the first probation departments in the Commonwealth to receive certification for case work and management. Mr. D'Arcangelo also owned and operated two real estate offices and two sandwich shops during his professional career. In 2000, Mr. D'Arcangelo retired from his probation position and sold the businesses.

### **Anthony Troiano, Master Grower**

Anthony started his career as a horticultural hobbyist, and over the years developed a passion for plants and the many facets of the industry. He has worked in traditional cultivation for many years and for the last eight (8) years with marijuana cultivation in several Grow Cooperatives in and around Santa Rosa CA assisting with all aspects of the cultivation of high quality Medicinal Marijuana sold to local dispensaries. As the Facilities Production Manager at Mercy Wellness Center in Cotati CA, Anthony oversaw planning and scheduling for all phases of growth from seed to planting, mother creation, cloning, pruning, fertilizing, pest control, harvesting and curing. Additionally, Anthony set up standards to assure that all aspects of cleanliness and sanitation were in place. At Mercy Wellness, he worked hard to maintain a positive relationship with the surrounding neighbors, the Police Department and the City of Cotati. Anthony is familiar with and has cultivated numerous strains of Indica, Sativa and cross strains including some that he has

created. His creation, Darth Tone competed at the High Times Cannabis Cup is now a staple strain in some California Dispensaries. Anthony is the founder and owner of Tone Tea Compost Tea, a Santa Rosa based producer of composted organic fertilizers, which he sells to tradition farms, as well as medical marijuana cultivation centers and cooperatives. Anthony currently lives and works in California and is committed to moving to the area once BeWell's licenses are issued.

## **Objectives**

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Business goals for BeWell's first year are to:

1. Open our Medical and Adult Use Cultivation, Processing and Manufacturing Facility as well as 1 Medical RMD and 1 Adult Use Retail Shop.
2. Generate sales of at least \$15,000,000 by the end of the first full 12 month rolling year. Sales will be generated from a full year of Medical RMD and 6 months of Adult Use Sales.
3. Hire team members who are happy, motivated and actively contribute to a good working environment.
4. Develop and maintain a loyal customer base by creating a Brand and demand for our products.
5. Develop community partnership by assisting with outreach programs that include distribution of drug abuse and education pamphlets for local school age children as well as seniors, veterans and other adults.
6. We will do everything possible to reduce our carbon footprint in a variety of ways working towards a green operation.

## **Our Commitments:**

- Operate with complete adherence to state and local ordinances, and maintain a solid working relationship with all local, state and federal authorities.
- Maintain a physical environment and organizational culture where all are treated with respect, compassion and care.
- Be a good neighbor to residents and businesses by engaging community leaders and citizen groups as a responsible service provider.
- Provide licensed patients with alternative health resources in a professional and compassionate environment by offering free and low-cost wellness services that help improve the quality of life of anyone in need.
- Educate our patients on the proper and responsible use of medical marijuana.
- Serve our community, both patients and non-patients alike, through charitable community events and services.

## **Core Values**

BeWell believes in:

- **Highest Quality Products-** we will cultivate and provide safe, high-quality marijuana products subject to careful processing and, where feasible, testing by an independent laboratory for both medical and adult use recreational.
- Serving our customers professionally with sensitivity to their needs in a clean environment where they feel safe and secure.
- With complete transparency of our financial data is regularly audited by an independent accounting firm.
- Priced at the lowest levels for use by both medical and adult recreational use.
- With a “Good Neighbor” attitude working with the community, the city and police department as a responsible service provider.

### **Keys to Success**

Important keys to our success include:

- We will position BeWell as a responsible business in the community and develop close working relationships with civic, business and government leaders and their staffs.
- Highly detailed planning and execution is critical. We will put in a place the staffing, training and infrastructure required to cultivate safe, high-quality marijuana, and we will apply industry’s best practices for all dispensary and retail operations.

### **Startup Summary**

Following are some of the milestones that the Cultivation facility has accomplished thus far:

- Secured property interest in a 50,000-sf facility capable of expanding to 100,000 sf for cultivation and processing of cannabis products.
- Building out phase 1 completed in March 1, 2019.
- Secured an appropriate site for our first Medical RMD in compliance with the local ordinance and zone, approvals from police and building officials, and currently completing the build out in Merrimac MA.
- In the final phase for an Adult Use Retail site in Lowell MA.
- Engaged a qualified team to serve as advisors with expertise in legal, financial, cannabis dispensary operations, security and more.

### **Start-Up Funding**

- Raised \$4,000,000 necessary for the initial capital and operating needs for the build out, equipment, and operations for the Cultivation & Processing facility and open the first RMD.

## Proforma

4 Year Valuation	YEAR 1		YEAR 2		YEAR 3		YEAR 4	
	1 RETAIL		1 RETAIL		1 RETAIL		1 RETAIL	
Total MMJ Sales	\$20,362,212		\$27,692,609		\$59,559,471		\$85,419,481	
Other Supplies	\$100,000		\$200,000		\$300,000		\$400,000	
Total Revenue	\$20,462,212		\$27,892,609		\$59,859,471		\$85,819,481	
Cultivation COS LABOR								
Master Growers	\$100,000	1	\$200,000	2	\$300,000	3	\$300,000	
Cultivation Supervisor (FT)	\$75,000	1	\$225,000	3	\$450,000	6	\$450,000	
Assistant Growers	\$280,000	8	\$420,000	12	\$560,000	16	\$560,000	
Trimmers	\$280,000	8	\$420,000	12	\$420,000	12	\$420,000	
Cannabis Chef (FT)	\$75,000	1	\$150,000	2	\$150,000	2	\$150,000	
Kitchen Workers	\$105,000	3	\$315,000	9	\$315,000	9	\$315,000	
Cultivation Security Guards	\$225,000	3	\$225,000	3	\$225,000	3	\$225,000	
Lab Tech (FT)	\$60,000	1.0	\$120,000	2	\$120,000	2	\$120,000	
Cultivation COS	\$200,000		\$272,000		\$585,000		\$839,000	
Total COS	\$1,400,000		\$2,347,000		\$3,125,000		\$3,379,000	
Gross Profit	\$19,062,212		\$25,545,609		\$56,734,471		\$82,440,481	
PAYROLL EXPENSES								
Cultivation & Processing Center								
Administration								
Executive Director/CEO (FT)	\$150,000	1	\$200,000	1	\$250,000	1	\$250,000	
Comptroller (FT)	\$75,000	1	\$100,000	1	\$120,000	1	\$120,000	
IT Director (FT)	\$75,000		\$100,000	1	\$150,000	1	\$175,000	
PAYROLL EXPENSES	\$75,000	1	\$100,000	1	\$150,000	1	\$175,000	
Registered Marijuana Dispensaries/Recreational Retail								
RMD Management	\$150,000	2	\$300,000	4.0	\$400,000	4	\$400,000	
Asst RMD Management	\$100,000	2	\$200,000	4.0	\$300,000	6	\$300,000	
RMD / Sales Personnel (FT)	\$187,200	5	\$336,960	9.0	\$360,000	9	\$405,000	
Intake	\$40,000	1.0	\$40,000	1.0	\$40,000	1.0	\$40,000	
Security								
Director	\$112,500	1	\$150,000	1.0	\$150,000	1	\$150,000	
Guards	\$300,000	6	\$450,000	9	\$450,000	9	\$450,000	
Transportion	\$120,000	3	\$240,000	6	\$360,000	9	\$440,000	
TOTAL SALARIES	\$1,384,700		\$2,216,960		\$2,730,000		\$2,905,000	
Fringe Rate & Total 30%	\$415,410		\$665,088		\$819,000		\$871,500	
TL SALARIES + FRINGE	\$1,800,110		\$2,882,048		\$3,549,000		\$3,776,500	
OTHER EXPENSES								
Consultants	\$100,000		\$36,000		\$36,000		\$36,000	
Equipment R&M/Upgrades	\$300,000		\$300,000		\$600,000		\$600,000	
Supplies	\$75,000		\$75,000		\$75,000		\$75,000	
Office Expense	\$25,000		\$25,000		\$25,000		\$25,000	
Utilities	\$1,100,000		\$1,500,000		\$2,000,000		\$2,500,000	
Insurance	\$150,000		\$200,000		\$200,000		\$200,000	
Cultivation Rent	\$261,533		\$356,503		\$765,081		\$1,096,883	
Leasehold Expenses	\$150,000		\$150,000		\$150,000		\$150,000	
Professional Services Expenses	\$75,000		\$100,000		\$125,000		\$125,000	

Outreach Program	\$50,000	\$50,000	\$50,000	\$50,000
Educational Services	\$50,000	\$50,000	\$50,000	\$50,000
Licensing	\$100,000	\$150,000	\$150,000	\$150,000
Security Monitoring	\$100,000	\$200,000	\$200,000	\$200,000
Transportation	\$100,000	\$100,000	\$100,000	\$100,000
Rent A- Merrimac	\$120,000	\$130,000	\$200,000	\$200,000
Rent B- Lowell	\$80,000	\$170,000	\$200,000	\$200,000
Community Host Agreement 3%	\$613,866	\$836,778	\$1,795,784	\$2,574,584
Donations	\$50,000	\$50,000	\$50,000	\$50,000
<b>TOTAL OTHER EXPENSES</b>	<b>\$3,500,400</b>	<b>\$4,479,282</b>	<b>\$6,771,865</b>	<b>\$8,382,467</b>
<b>TOTAL EXPENSES</b>	<b>\$6,700,510</b>	<b>\$9,708,330</b>	<b>\$13,445,865</b>	<b>\$15,537,967</b>

<b>Gross Profit</b>	<b>\$13,761,703</b>	<b>\$18,184,279</b>	<b>\$46,413,607</b>	<b>\$70,281,514</b>
<u>MA State Tax 8% @ GP</u>	<u>\$1,524,977</u>	<u>\$2,043,649</u>	<u>\$4,538,758</u>	<u>\$6,595,238</u>
<u>FED Tax 21% @ GP</u>	<u>\$4,003,065</u>	<u>\$5,364,578</u>	<u>\$11,914,239</u>	<u>\$17,312,501</u>
<b>Net Profit After Taxes</b>	<b>\$8,233,661</b>	<b>\$10,776,053</b>	<b>\$29,960,610</b>	<b>\$46,373,774</b>

**BeWell will ensure its long-term viability through a focus on three key pillars of operation:**

**Staying true to its mission.** To grow high quality, tested and approved safe marijuana, MIPs and other marijuana products in a secure environment for sale to Adult Users at a competitive price and ensure regulatory compliance and quality control in a highly-secured environment.

**Involving stakeholders.** Successful organizations are those where stakeholders feel a sense of ownership and pride, and actively participate in shaping the direction and future of the organization. We will conduct ongoing efforts to seek feedback from patients, customers, employees, advisors, government officials and the general community on key matters. Examples will include periodic surveys, open meetings and actively encouraging submission of feedback.

**Financial viability.** We can fulfill our mission as long as we have sufficient resources to continue operations. We are committed to providing services at a fair market value and generating a funding surplus. Our board of directors will review our financial performance on a regular basis and take appropriate action to ensure that we meet these commitments. We will also involve qualified advisors to help us achieve prudent financial management and efficient operations. These advisors include principals from two of the nation's leading medical cannabis dispensaries, which have solid records of operational and financial success using a similar model.

### **Product and Service Philosophy**

Based on the core values of BeWell product sales are firmly grounded in a service model. While there may be some differences in product sold from an RMD to Adult Use Recreational, cannabis is largely a commodity, so product differentiation rests primarily on how products are sold. We will work diligently to deliver on its core value that calls for "highest quality products," Following is a general outline of how the retail establishments plan to approach product quality and service.

## **Building and Security Plan**

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The exterior of our facilities would be non-descript with limited secured windows and signs in compliance with State and City regulations.

The entire perimeter of the building will be secured with closed-circuit television (CCTV) surveillance.

The consumption or use of marijuana and loitering anywhere on the BeWell, RMD, or Adult Use Recreational property is not allowed.

All entry and exit points as well as interior access points of the Cultivation Facility including the receiving door and emergency exit doors will be equipped with electronic access controls and the doors will be metal and attached to a metal frame. Only those employees and/or vendors approved to access a specific area will be granted electronic access. The system shall provide coverage of all facility entrances and exits, rooms with exterior or shared walls, and storage rooms that contain heavy safes for storage. The main alarm system will be connected to an uninterrupted power supply which will be connected to a backup generator, and potentially to the Police Department should it be requested.

The alarm system will be connected to a secondary fail-safe alarm monitoring company and will be equipped with redundancy by means of a cellular alarm back up. If an alarm is received both alarm companies will alert their building-specific contacts, and Police Department if requested, so that they can activate their response protocols. The system will provide notification of any failure to the designated BEWELL employee within minutes of the failure.

Consistent with the requirements of 935 CMR 500, 501 and 502, the dispensary will operate and maintain in good working order a (CCTV) system on the premises which will record 24 hours, 7 days a week and has the capability to be securely monitored remotely. Each interior room and the complete exterior area will be equipped with surveillance cameras. The camera recordings will be maintained for at least 180 days.

Volumetric intrusion detection devices will be installed both in the interior and the exterior and shall be connected to the intrusion detection system. Motion and vibration detectors will additionally be placed on the walls and located below the ceiling to detect any attempt to gain access from the roof or exterior walls.

The system will include holdup/panic alarms, for staff and security guard use reporting directly to the alarm company. If requested, this alarm may be connected to the Police Department.

During all nighttime hours, the facility shall illuminate exterior areas of the premises, including related parking areas, sidewalks and building entrances so that all areas are readily visible. During all hours, we shall illuminate those areas of the interior where the public has access, offices, and locations where medical marijuana may be located, stored or processed.

All limited access areas will be identified with the posting of signage measuring 12" X 12", with the following: "Do Not Enter – Limited Access Area – Access Limited to Authorized Personnel

Only”. These limited access areas will additionally be equipped with a specialized biometrics and secondary coding for access.

Trained armed security will be present at the control center during all hours that the facility is open if required by the Commission or Police Department.

### **Criminal Activity**

Every Team Member of BeWell is required to know the locations of emergency alarm systems and know how and when to use them. In the case of a robbery BeWell Team Members should not argue, fight, surprise or attempt to use weapons against a robber. Team Members should give the robber exactly what he or she wants, do it quickly and should not take unnecessary chances with their lives. While they should cooperate with robbers, they should not volunteer any assistance, mentally note any identifying features or dress to review with police after the incident, and activate the silent alarm or other security devices if they can do so without detection.

All Team Members will undergo this training during their Orientation and will know, practice and review emergency action plans annually.

In the event of a robbery, BeWell Team Members will alert Security and senior management staff who in turn will notify the authorities. Witnesses should be asked to remain on the premises until police arrive but no one should discuss what happened. Each witness impression should be kept untainted until they have spoken with the authorities.

If requested Methuen Police Officials can do the training for a paid fee.

### **Computer Systems**

All BeWell’s customer, system, and business document databases will be backed-up on a nightly basis and stored in a secured off-site location. In the event of a systems loss BeWell will have a fully functional POS/Backend and restore operations from backups within two hours. This includes all product inventory, customer records, and documents needed to perform business as usual.

### **Power Failure**

The BeWell’s RMD will be equipped with back-up natural gas fired or air generator system which will turn on automatically should a power failure occur. These systems will ensure that the alarm and fire protection systems, door lock down security systems, POS and Inventory Systems, refrigeration and emergency lighting continues to operate. Specific Team Members will be automatically notified electronically notified once the generator systems are activated.

**Team Member Security Training:** All Team Members will be trained by internal security professionals in the following areas:

- Team Members will complete an interior, exterior and personal safety training program prior to being assigned a schedule, and will receive annual in-service training in this area.
- Team Members will additionally be trained and certified in CPR/AED and first aid and be equipped to deal with emergent situations.
- Team Members will receive transactional security training prior to being assigned a schedule and will receive annual in-service training in this area.

- Team Members will receive emergency preparation training prior to being assigned a schedule and will receive annual in-service training in this area.



### **Maintaining Financial Records**

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

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

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

## **Personnel Policies Summary**

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

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

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

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

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

beWell Organic Medicine, Inc.

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

### **Procedures for Quality Control and Testing**

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

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

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

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

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

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

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

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

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

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

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

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

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

### **Record Keeping Procedure**

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

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

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

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

### **Restricting Access to Age 21 or Older**

As a co-located adult use and medical use location, and pursuant to 935 CMR 500.140(2), upon entry into the premise of beWell Organic Medicine, Inc. ("beWell") by an individual, an beWell agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. beWell's management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of beWell are 21 years of age or older.

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

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

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

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

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

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

### **Energy Efficiency**

Pursuant to 935 CMR 500.105(15), beWell Organic Medicine, Inc. (“beWell”) will demonstrate consideration of ways in which to improve energy efficiency in its operations. This shall include identification of potential energy use reduction opportunities and a plan for implementation of such opportunities; Consideration of opportunities for renewable energy generation; Strategies to reduce electric demand; and Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through Municipal Lighting Plants.

Pursuant to 935 CMR 500.120, beWell’s cultivation operations will satisfy minimum energy efficiency and standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals. This includes, but is not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control as a condition of obtaining a final license under 935 CMR 500.103(2) and as a condition of renewal under 935 CMR 500.103(4).

beWell’s cultivation operations shall adopt and use additional best management practices as determined by the Commission to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and shall provide energy and water usage reporting to the Commission in a form determined by the Commission. Each License renewal application submitted by beWell will include a report of beWell’s cultivation operations’ energy and water usage over the 12-month period preceding the date of application.

beWell will ensure that the building envelope for all facilities meet minimum Massachusetts Building Code requirements and all Massachusetts amendments, International Energy Conservation Code or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code. The lighting used by beWell for cultivation operations will meet one of the compliance paths as outlined by the Commission in 935 CMR 500.120(12)(b).

The Heating Ventilation and Air Conditioning (HVAC) and dehumidification systems used by beWell will must meet Massachusetts State Building Code requirements and all Massachusetts amendments, IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code). beWell will provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in 935 CMR 500.120(11) and that such systems have been evaluated and sized for the anticipated loads of the facility.

Pursuant to 935 CMR 500.120(12)(d), beWell will implement Safety protocols to protect workers and Qualifying Patients. beWell will explore the possibilities of utilizing onsite

generation from clean or renewable generating sources or renewable thermal generation. Prior to final licensure, beWell will submit an energy compliance letter prepared by a Massachusetts Licensed Professional Engineer or Massachusetts Licensed Registered Architect with supporting documentation, together with submission of building plans under 935 CMR 500.103(1)(a). To the extent updates are required to the information provided for initial licensure, beWell will submit an updated energy compliance letter prepared by a Massachusetts Licensed Professional Engineer or Massachusetts Licensed Registered Architect with supporting documentation, together with a renewal application submitted under 935 CMR 500.103(4).

### **Qualifications and Training**

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

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

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

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

Training will be recorded and retained in the agent's file. Training records will be retained by beWell for at least four (4) years after agents' termination. Agents will have continuous quality training and a minimum of 8 hours annual on-going training.

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

beWell Organic Medicine, Inc.

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

**Administrative Staff:**

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

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

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

**Cultivation Staff:**

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

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

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

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

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

beWell Organic Medicine, Inc.

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

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

### **Processing Staff:**

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

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

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

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

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

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

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



## **Diversity and Inclusion Plan Policy and Procedure Manual**

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

At all times, beWell will adhere to the requirements outlined in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Any actions taken, or programs instituted by beWell, will not violate the Commission's regulations concerning limitations on ownership or control or other applicable state laws.

### **I. Intent**

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

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

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

### **II. Goals**

#### **DIVERSITY GOALS**

1. Build a diverse beWell team representative of the City of Lowell and make beWell's workplace an inclusive, welcoming, and respectful environment.

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

### **GOAL 1: DIVERSITY RECRUITMENT AND EMPLOYMENT PROGRAM**

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

By operating in the City of Lowell, beWell recognizes that our workforce should reflect the community and promote diversity across the cannabis industry. Forty-five percent of the residents of Lowell are non-white, 12.5% are Cambodian, and 2.2% are veterans. Our goal is to have at least 50% of our workforce be women. Additionally, we will endeavor to have at least 25% - 30% of the beWell team comprised of minorities, 10% comprised of veterans, 5% comprised of people with disabilities, and 15% comprised of individuals identifying as LGBTQ+. To accomplish these goals:

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

### **DIVERSITY RECRUITMENT AND EMPLOYMENT PROGRAM MEASURES**

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

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

1. Demographics of employees hired throughout the year, including race, ethnicity, gender, age, and other categories related to diversity, when the information is available to beWell.
2. Recruitment and hiring data relative to workforce diversity include sourcing candidates, employment opportunities, and actual hires.
3. Rates of retention of employees, by job category, and by categories of diversity.
4. Wage data for gender types of same responsibilities.
5. Recommendations for strengthening beWell's Diversity Program.

## **GOAL 2: SUPPLIER/CONTRACTOR DIVERSITY PROGRAM**

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

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

1. beWell will provide preference to suppliers and contractors whose owners or employees are minorities, women, Veterans, people with disabilities, and individuals identifying as LGBTQ+.
2. beWell will actively recruit suppliers or contractors and promote this beWell's Diversity Program when sourcing these services.
3. beWell will give priority to qualified Marijuana Establishments whose owners or a majority of its employees meet the criteria outlined above when sourcing wholesale products.

## **SUPPLIER/CONTRACTOR DIVERSITY PROGRAM MEASURES**

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

### **III. Reporting**

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