



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282825
Original Issued Date: 04/09/2020
Issued Date: 03/11/2021
Expiration Date: 04/09/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: BWell Holdings, Inc

Phone Number: 617-283-9806 Email Address: karen@bwell.life

Business Address 1: 220 Commercial St Business Address 2: Unit 2

Business City: Provincetown Business State: MA Business Zip Code: 02657

Mailing Address 1: 220 Commercial St Mailing Address 2: Unit 2

Mailing City: Provincetown Mailing State: MA Mailing Zip Code: 02657

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Lesbian, Gay, Bisexual, and Transgender Owned Business, Veteran-Owned Business, Woman-Owned Business

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 72 Percentage Of Control: 72

Role: Executive / Officer Other Role:

First Name: Karen Last Name: Nash Suffix:

Gender: Female

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 18

Percentage of Ownership: 18

Entity Legal Name: Judy K. Mencher Trust

Entity DBA:

DBA

City:

Entity Description: Grantor Trust

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: The Judy K. Mencher Trust is a grantor trust with Judy K. Mencher as the sole beneficiary. The Judy K.

Mencher Trust is a shareholder of and capital contributor to BWell.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Judy

Last Name: Mencher

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Sole beneficiary of The Judy K. Mencher Trust (a shareholder of and capital contributor to BWell).

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Judy K. Mencher Trust

Entity DBA:

Email: judy@racepointinvestors.com Phone: 617-803-6591

Address 1: 2900 Bent Cypress Road

Address 2:

City: wellington

State: FL

Zip Code: 33414

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$225000

Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Judy

Owner Last Name: Mencher

Owner Suffix:

Entity Legal Name: PT Worldwide

Entity DBA: PenTones

Entity Description: Vape pen manufacturer located in Los Angeles, CA and incorporated in Nevada

Entity Phone: 323-695-2539

Entity Email:

Entity Website:

alex@pentones.co

Entity Address 1: 11251 Sunshine Terrace

Entity Address 2:

Entity City: Studio City Entity State: CA Entity Zip Code: 92604 Entity Country: United States
 Entity Mailing Address 1: 11251 Sunshine Terrace Entity Mailing Address 2:
 Entity Mailing City: Los Angeles Entity Mailing State: CA Entity Mailing Zip Code: 92604 Entity Mailing Country: United States

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Karen Last Name: Nash Suffix:
 Marijuana Establishment Name: BWell Holdings, Inc. Business Type: Marijuana Product Manufacture
 Marijuana Establishment City: Provincetown Marijuana Establishment State: MA

Individual 2

First Name: Judy Last Name: Mencher Suffix:
 Marijuana Establishment Name: BWell Holdings, Inc. Business Type: Marijuana Product Manufacture
 Marijuana Establishment City: Provincetown Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 220 Commercial St
 Establishment Address 2: Unit 2
 Establishment City: Provincetown Establishment Zip Code: 02657
 Approximate square footage of the establishment: 1000 How many abutters does this property have?: 153
 Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Agreement Certification Form.pdf	pdf	5d754d673567ed1db89e2126	09/08/2019
Community Outreach Meeting Documentation	BWell COM Attestation and Documentation_220 Commercial Street.pdf	pdf	5e38940e69dc9d0456db71e4	02/03/2020
Plan to Remain Compliant with Local Zoning	BWell_Plan to Remain Compliant with Local Zoning_220 Commercial St.pdf	pdf	5e38a1cf5a2369047f224092	02/03/2020

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$44050.32

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	BWell_Plan for Positive Impact.pdf	pdf	5e39937961c9e9045a790deb	02/04/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**
First Name: Karen **Last Name:** Nash **Suffix:**
RMD Association: Not associated with an RMD
Background Question: yes

Individual Background Information 2

Role: **Other Role:**
First Name: Judy **Last Name:** Mencher **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:** Shareholder
Entity Legal Name: Judy K. Mencher Trust **Entity DBA:**
Entity Description: Grantor Trust
Phone: 617-803-6591 **Email:** judy@racepointinvestors.com
Primary Business Address 1: 2900 Bent Cypress Road **Primary Business Address 2:**
Primary Business City: Wellington **Primary Business State:** FL **Principal Business Zip Code:** 33414

Additional Information: The Judy K. Mencher Trust is a grantor trust with Judy K. Mencher as the sole beneficiary. The Judy K. Mencher Trust is a shareholder of and capital contributor to BWell.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	articles of organization bwell holdings, inc.pdf	pdf	5d1a60a9748dc71348c3b71c	07/01/2019
Secretary of Commonwealth - Certificate of Good Standing	mass cert good standing.pdf	pdf	5d7bba560473c3226f35d372	09/13/2019
Department of Revenue - Certificate of Good standing	mass DOR cert of good standing.pdf	pdf	5d7fd4aa3aff472290ba1a46	09/16/2019
Bylaws	BWell Holdings_Bylaws_Updated.pdf	pdf	5e34442a7b9883042b36fe5e	01/31/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	SoC_Certificate of Good Standing.pdf	pdf	600830d289d382080d8f07b3	01/20/2021
Department of Revenue - Certificate of Good standing	DOR_Certificate of Good Standing.pdf	pdf	600830e160fc2607ca6b02de	01/20/2021
Department of Unemployment Assistance - Certificate of Good standing	DUA_Certificate of Good Standing.pdf	pdf	6008310ceb00b107e45478c1	01/20/2021

Massachusetts Business Identification Number: 001375971

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	BWell_Business Plan.pdf	pdf	5e38a5be64339304b08fd9b8	02/03/2020
Plan for Liability Insurance	BWell_Plan for Obtaining Liability Insurance.pdf	pdf	60131406134ce608487571b7	01/28/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Diversity plan	Diversity Plan Amended.pdf	pdf	5e3050c54fa2b0047569ec3a	01/28/2020
Restricting Access to age 21 and older	BWell_Plan for Restricting Access to 21.pdf	pdf	6000c2bceb00b107e4546b76	01/14/2021
Security plan	BWell_Security Plan.pdf	pdf	6000c2cde826e207c07dd764	01/14/2021
Prevention of diversion	BWell_Prevention of Diversion.pdf	pdf	6000c2df89d382080d8ef9e4	01/14/2021
Storage of marijuana	BWell_Storage Policy.pdf	pdf	6000c31a09cfae0810fd523d	01/14/2021
Transportation of marijuana	BWell_Transportation of Marijuana.pdf	pdf	6000c33d9597d30802d2e3a2	01/14/2021
Inventory procedures	BWell_Inventory Procedures.pdf	pdf	6000c345982b2307e1995ec2	01/14/2021
Quality control and testing	BWell_Quality Control and Testing.pdf	pdf	6000c354e826e207c07dd768	01/14/2021
Dispensing procedures	BWell_Dispensing Procedures.pdf	pdf	6000c36089d382080d8ef9e9	01/14/2021
Personnel policies including background checks	BWell_Personnel Policies Including Background Checks.pdf	pdf	6000c36e44f61c07f6800bc1	01/14/2021
Record Keeping procedures	BWell_Recordkeeping Procedures.pdf	pdf	6000c37d841ecf07f32acd55	01/14/2021
Maintaining of financial records	BWell_Maintaining Financial Records.pdf	pdf	6000c38389d382080d8ef9ed	01/14/2021
Qualifications and training	BWell_Qualifications and Training.pdf	pdf	6000c3b509cfae0810fd5243	01/14/2021
Energy Compliance Plan	BWell Holdings_Energy Compliance Plan.pdf	pdf	600833b760fc2607ca6b02ea	01/20/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	BWell_Adequate Patient Supply.pdf	pdf	6010763c9b156e07a0631c64	01/26/2021

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	BWell_Reasonable Substitutions.pdf	pdf	601855e1238c3036b0f83a94	02/01/2021

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 Agree

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 Agree

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: In an effort to support social equity, BWell is mentoring a certified social equity applicant through the licensing process and providing operational guidance for a delivery business. Please see the attached attestation from a social equity applicant to whom BWell is mentoring.

Progress or Success Goal 2

Description of Progress or Success: BWell has developed a specific employee recruiting program to effectuate its stated goal to positively impact Massachusetts residents who have past drug convictions and Massachusetts residents with parents or spouses who have drug convictions. BWell will post job positions on 70 Million Jobs as they become available.

Progress or Success Goal 3

Description of Progress or Success: BWell's workforce is comprised of 14% of employees who are Massachusetts residents with parents or spouses who have drug convictions. In addition to BWell's current employees, BWell plans to post positions in local publications with a specific emphasis on recruiting Massachusetts residents with parents or spouses who have drug convictions when we hire for the busy season come April and May.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: BWell's workforce is comprised of 57% of women and 50% of individuals identifying as LGBTQ+. Please see attached BWell's employee data which reflects that BWell has surpassed our goal of hiring 25% women and 25% of individuals identifying as LGBTQ+. BWell will continue to grow a diverse workforce.

Diversity Progress or Success 2

Description of Progress or Success: BWell will train and educate all of its employees through a mandatory training session on unconscious bias. BWell's mandatory unconscious bias training for all of its employees will ensure they are more sensitive to biases and help them learn how to avoid bias in recruitment and training. Training topics may include bias triggers; affinity bias; attribution bias; confirmation bias; confronting bias; and the deleterious effects of bias. Please find attached the Unconscious Bias Training workplace handout.

Diversity Progress or Success 3

Description of Progress or Success: BWell has scheduled the first annual employee forum for on February 15, 2021, a little over months from

when BWell commenced operations, to solicit input on and discuss BWell's diversity initiatives. BWell's forum topics will include BWell's Diversity Plan Goals, Programs to Effectuate Goals and Equity in the Cannabis Industry. BWell will then handout an employee feedback form to obtain input on BWell's diversity and equity initiatives and any suggestions BWell employees have for programs and initiatives in the future. Please find attached the forum topics, feedback sheet and employment discrimination handout.

HOURS OF OPERATION

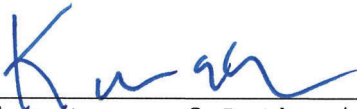
Monday From: 9:00 AM	Monday To: 9:00 PM
Tuesday From: 9:00 AM	Tuesday To: 9:00 PM
Wednesday From: 9:00 AM	Wednesday To: 9:00 PM
Thursday From: 9:00 AM	Thursday To: 9:00 PM
Friday From: 9:00 AM	Friday To: 9:00 PM
Saturday From: 9:00 AM	Saturday To: 9:00 PM
Sunday From: 9:00 AM	Sunday To: 9:00 PM

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, Karen Nash, certify as an authorized representative of BWell Holdings, Inc., that the applicant has executed a host community agreement with the Town of Provincetown pursuant to G.L.c. 94G § 3(d) on August 5, 2019.



Signature of Authorized Representative of Applicant

Host Community

I, David Gardner, certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Provincetown to certify that the applicant and the Town of Provincetown has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August 5, 2019.



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

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

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

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

6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.



Order Confirmation

Attachment A

Ad Order Number

0000801914

Customer

BWELL

PO Number**Sales Rep.**

mcdermottf

Customer Account

52178

Ordered By

Email-Karen

Customer Address336 COMMERCIAL ST #5
PROVINCETOWN MA 02657 USA**Customer Fax****Customer Phone**

617-283-9806

Customer EMail

karen@bwell.life

Total Amount

\$271.05

Payment Method**Payment Amount**

\$0.00

Amount Due

\$271.05

Ad Number

0000801914-01

Pick Up**Placement**

Legals CC - CLS

Position

Legal Ads C-Legal

Run Dates

7/16/2019

Classification: Legal Ads CLS**NOTICE OF COMMUNITY OUTREACH MEETING**
BWell, Inc.for a proposed Marijuana Establishment
at 220 Commercial Street, Unit 2, Provincetown, Massachusetts

The Community Outreach Meeting is scheduled for Wednesday July 24, 2019 at 10:00AM at 336 Commercial Street, Unit 5, Provincetown, Massachusetts, when representatives of BWell will outline its proposal to site a retail dispensary at 220 Commercial Street, Unit 2, Provincetown, Massachusetts, pursuant to M.G. L. c.94G and c.55 of the Acts of 2017, and all applicable laws and regulations thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. Th1. The type of Marijuana Establishments to be located at the proposed site.
2. Information adequate to demonstrate that the Marijuana Establishments will be maintained securely.
3. S3 3. Steps to be taken by the Marijuana Establishments to prevent diversion to minors.
4. A plan by the Marijuana Establishments to positively impact the community.
5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

There will be an opportunity for the public to ask questions and members of the community are encouraged to attend and to engage representatives of BWell.

7/16/19

Signature of approval:

7/12/2019 2:33:00PM

NOTICE OF COMMUNITY OUTREACH MEETING

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3. Steps to be taken by the Marijuana Establishments to prevent diversion to minors.
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Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

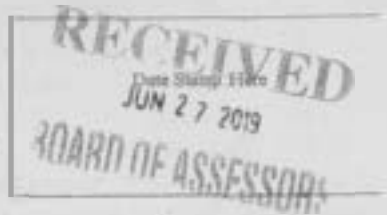
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4. A plan by the Marijuana Establishments to positively impact the community.
5. Information adequate to demonstrate that the proposed site will not constitute a nuisance to the community.

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



Town of Provincetown
 DMR/Assessors
CERTIFIED ABUTTERS LIST



Person Making Request	Karen Hach		
Address	11 Conant St		
Phone (Home)	(019) 243-9444	Phone (Work/Biz)	

Property Location (Street Address)	220 Commercial St
Map/Parcel Number	11-3-034 - 001

Board of Submission	Criteria	Criteria Met	Board of Submission	Criteria	Feet (or)	Criteria Met
Board of Health	Immed. Abutters	<input type="checkbox"/>	Comprehensive Committee	100 Feet	<input type="checkbox"/>	Yes No
Cape Cod Commission	Immed. Abutters	<input type="checkbox"/>	Planning Board	75 Feet	<input type="checkbox"/>	Yes No
Curb Cut	Immed. Abutters	<input type="checkbox"/>	Signage/Access	50 Feet	<input type="checkbox"/>	Yes No
Historic District Commission	75 Feet	<input type="checkbox"/>	Marion Community Outreach	300 Feet	<input checked="" type="checkbox"/>	Yes No
Police Dept	Immed. Abutters	<input type="checkbox"/>	Zoning Board of Appeals	300 Feet	<input type="checkbox"/>	Yes No

Certification

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

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

Scott Fabis
 Principal Assessor

(We have ten days to process request)

TOWN OF PROMINCE TOWN, MA
 BOARD OF ASSESSORS
 260 Commercial Street

Abutters List Within 300 feet of Parcel 11-3/361-001 and others



Key	Parcel ID	Owner	Location	Mailing Street	Mailing City	ST	Zo/Co/Court
9832	7-2-171-00A-R						
9834	7-2-171-00B-R						
1414	7-2-172-0-R						
1415	7-2-173-0-R						
1416	7-2-174-0-R						
1417	7-2-175-0-R						
1421	7-2-180-0-R						
1422	7-2-181-0-R						
1466	7-4-1-001-R						
1467	7-4-1-002-R						
1468	7-4-1-003-R						
1469	7-4-2-0-R						
1470	7-4-3-0-R						
1471	7-4-4-0-R						
1472	7-4-5-0A-A						

Key	Parcel ID	Owner	Location	Mailing Street	Mailing City	ST	ZipCode/County
1473	7-4-0-000-R						
1474	7-4-0-000-R						
1475	7-4-0-000-R						
1476	7-4-0-000-R						
1477	7-4-0-000-R						
1478	7-4-0-000-R						
1479	7-4-0-000-R						
1480	7-4-0-000-R						
1481	7-4-10-0-0						
1482	7-4-13-0-0						
1483	7-4-70-0-E						
1484	11-1-1-0-0						
1485	11-1-1-0-0						
1486	11-1-1-0-0						
1487	11-1-1-0-0						
1488	11-1-1-0-0						
1489	11-1-1-0-0						
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1499	11-1-1-0-0						
1500	11-1-1-0-0						
1501	11-1-1-0-0						
1502	11-1-1-0-0						
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1509	11-1-1-0-0						
1510	11-1-1-0-0						
1511	11-1-1-0-0						
1512	11-1-1-0-0						
1513	11-1-1-0-0						
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1516	11-1-1-0-0						
1517	11-1-1-0-0						
1518	11-1-1-0-0						
1519	11-1-1-0-0						
1520	11-1-1-0-0						
1521	11-1-1-0-0						
1522	11-1-1-0-0						
1523	11-1-1-0-0						
1524	11-1-1-0-0						
1525	11-1-1-0-0						
1526	11-1-1-0-0						
1527	11-1-1-0-0						
1528	11-1-1-0-0						
1529	11-1-1-0-0						
1530	11-1-1-0-0						
1531	11-1-1-0-0						
1532	11-1-1-0-0						
1533	11-1-1-0-0						
1534	11-1-1-0-0						
1535	11-1-1-0-0						
1536	11-1-1-0-0						
1537	11-1-1-0-0						
1538	11-1-1-0-0						
1539	11-1-1-0-0						
1540	11-1-1-0-0						
1541	11-1-1-0-0						
1542	11-1-1-0-0						
1543	11-1-1-0-0						
1544	11-1-1-0-0						
1545	11-1-1-0-0						
1546	11-1-1-0-0						
1547	11-1-1-0-0						
1548	11-1-1-0-0						
1549	11-1-1-0-0						
1550	11-1-1-0-0						

Key	Panel ID	Panel	Location	Material Group	Material ID	Material Description
1818	11-1-13-003-R					
1860	11-1-13-004-R					
1881	11-1-14-0-R					
1897	11-1-15-0-R					
1883	11-1-16-004-R					
1823	11-1-16-008-R					
1805	11-1-16-00C-R					
1885	11-1-16-00D-R					
1882	11-1-17-0-R					
18844	11-1-18-0-R					
1801	11-3-20-0-R					
0100	11-3-20-000-R					
0100	11-3-22-004-R					
0100	11-3-22-006-R					
0110	11-3-22-007-R					
0106	11-3-22-010-R					
0112	11-3-22-011-R					
0110	11-3-22-012-R					
0122	11-3-22-014-R					
0123	11-3-22-015-R					
0124	11-3-22-016-R					
0126	11-3-22-017-R					
0128	11-3-22-018-R					
0127	11-3-22-019-R					
0101	11-3-22-020-R					
0100	11-3-22-021-R					
0120	11-3-22-022-R					
0124	11-3-22-023-R					
0126	11-3-22-022-R					
0127	11-3-22-023-R					
0128	11-3-22-024-R					
0129	11-3-22-025-R					
0148	11-3-22-029-R					
0103	11-3-22-02A-R					
0104	11-3-22-02B-R					
0147	11-3-22-030-R					
0130	11-3-22-035-R					
0156	11-3-22-036-R					
0157	11-3-22-037-R					

Key	Parcel ID	Owner	Location	Market Street	Market City	APN	ForSaleCounty
0101	11-3-31-000-0						
0102	11-3-31-000-1						
0103	11-3-31-000-2						
0104	11-3-31-000-3						
0105	11-3-31-000-4						
0106	11-3-31-000-5						
0107	11-3-31-000-6						
0108	11-3-31-000-7						
0109	11-3-31-000-8						
0110	11-3-31-000-9						
0111	11-3-31-000-10						
0112	11-3-31-000-11						
0113	11-3-31-000-12						
0114	11-3-31-000-13						
0115	11-3-31-000-14						
0116	11-3-31-000-15						
0117	11-3-31-000-16						
0118	11-3-31-000-17						
0119	11-3-31-000-18						
0120	11-3-31-000-19						
0121	11-3-31-000-20						
0122	11-3-31-000-21						
0123	11-3-31-000-22						
0124	11-3-31-000-23						
0125	11-3-31-000-24						
0126	11-3-31-000-25						
0127	11-3-31-000-26						
0128	11-3-31-000-27						
0129	11-3-31-000-28						
0130	11-3-31-000-29						
0131	11-3-31-000-30						
0132	11-3-31-000-31						
0133	11-3-31-000-32						
0134	11-3-31-000-33						
0135	11-3-31-000-34						
0136	11-3-31-000-35						
0137	11-3-31-000-36						
0138	11-3-31-000-37						
0139	11-3-31-000-38						
0140	11-3-31-000-39						
0141	11-3-31-000-40						
0142	11-3-31-000-41						
0143	11-3-31-000-42						
0144	11-3-31-000-43						
0145	11-3-31-000-44						
0146	11-3-31-000-45						
0147	11-3-31-000-46						
0148	11-3-31-000-47						
0149	11-3-31-000-48						
0150	11-3-31-000-49						
0151	11-3-31-000-50						
0152	11-3-31-000-51						
0153	11-3-31-000-52						
0154	11-3-31-000-53						
0155	11-3-31-000-54						
0156	11-3-31-000-55						
0157	11-3-31-000-56						
0158	11-3-31-000-57						
0159	11-3-31-000-58						
0160	11-3-31-000-59						
0161	11-3-31-000-60						
0162	11-3-31-000-61						
0163	11-3-31-000-62						
0164	11-3-31-000-63						
0165	11-3-31-000-64						
0166	11-3-31-000-65						
0167	11-3-31-000-66						
0168	11-3-31-000-67						
0169	11-3-31-000-68						
0170	11-3-31-000-69						
0171	11-3-31-000-70						
0172	11-3-31-000-71						
0173	11-3-31-000-72						
0174	11-3-31-000-73						
0175	11-3-31-000-74						
0176	11-3-31-000-75						
0177	11-3-31-000-76						
0178	11-3-31-000-77						
0179	11-3-31-000-78						
0180	11-3-31-000-79						
0181	11-3-31-000-80						
0182	11-3-31-000-81						
0183	11-3-31-000-82						
0184	11-3-31-000-83						
0185	11-3-31-000-84						
0186	11-3-31-000-85						
0187	11-3-31-000-86						
0188	11-3-31-000-87						
0189	11-3-31-000-88						
0190	11-3-31-000-89						
0191	11-3-31-000-90						
0192	11-3-31-000-91						
0193	11-3-31-000-92						
0194	11-3-31-000-93						
0195	11-3-31-000-94						
0196	11-3-31-000-95						
0197	11-3-31-000-96						
0198	11-3-31-000-97						
0199	11-3-31-000-98						
0200	11-3-31-000-99						

Key	Parcel ID	Owner	Location	Market District	Market City	ST	ZipCode	County
1900	11-3-48-0-R							
1901	11-3-49-0-R							
1905	11-3-53-0-R							
1906	11-3-54-0-R							
1907	11-3-55-0-R							
1908	11-3-56-0-R							
1909	11-3-57-0-R							
1960	11-3-58-1-001-R							
1961	11-3-58-1-002-R							
1962	11-3-58-2-003-R							
1963	11-3-59-0-R							
1964	11-3-60-0-R							
1965	11-3-61-0-R							
1966	11-3-62-0-R							
1967	11-3-63-0-R							

BWell Holdings, Inc, ("BWell" or the "Company"), a marijuana establishment to be located in the Town of Provincetown, MA has established the following Standard Operating Procedures

Plan to Remain Compliant with Local Zoning

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

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

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

The Planning Board is the Special Permit Granting Authority for Marijuana Establishments. No facility or business is permitted within a radius of 100 feet of a school or daycare center. The 100-foot distance is measured in a straight line from the nearest point of the parcel of the school or daycare center to the nearest point of the proposed parcel of the facility or business. Special Permits lapse three years following grant thereof (plus such time required to pursue or await the determination of an appeal referred to in Sec. 17, Ch. 40A, G.L.) if a substantial use thereof or construction has not sooner commenced except for good cause as determined by the Special Permit Granting Authority (i.e. the Planning Board).

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

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

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



January 22, 2021

Interim Town Manager
Charles Summer
260 Commercial Street
Provincetown, MA 02657

Re: Request for Records of Costs Related to Bwell's Marijuana Establishment Operations

Dear Mr. Summer,

Please be advised that as a condition of Bwell Holdings, Inc.'s ("Bwell") license renewal approval for its Retail Marijuana Establishment ("ME") in the Town of Provincetown ("Provincetown" or "Town"), the Cannabis Control Commission (the "Commission") is requiring Bwell to submit, within 90 days of April 9, 2021, (1) documentation that it requested from its Host Community the records of any cost to the town, whether anticipated or actual, resulting from the licensee's operation within its borders, and (2) any response received from the Host Community in connection with such request, and if no response is received, an attestation to that effect.

Accordingly, please accept this correspondence as Bwell's formal request to the Town to produce the records of any cost, whether anticipated or actual, resulting from Bwell's operation within the Town. Please note that a copy of this correspondence along with any response received from the Town, or barring receipt of any response, an attestation to that effect, shall be submitted by Bwell to the Commission. As the Town is aware, any cost to the Town imposed by the operation of a ME shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Bwell respectfully requests that the Town respond to this request as soon as possible, so that Bwell can timely comply with the conditions of its license renewal.

If we can provide additional information, please do not hesitate to ask.

Sincerely,

A handwritten signature in black ink, appearing to read 'Karen Nash', is written over a horizontal line.

Karen Nash
President
Bwell Holdings, Inc.

BWELL HOLDINGS, INC.
MUNICIPAL RESPONSE ATTESTATION – PROVINCETOWN

On behalf of BWell Holdings, Inc. (“BWell”), I, Karen E Nash, do hereby certify the following:

- In accordance with the requirements of BWell’s license renewal for its adult-use license (MRN282825), BWell requested from Provincetown (the “Host Community”), the records of any cost to the Host Community, whether anticipated or actual, resulting from BWell’s operation within its borders (the “Request”).
- BWell submitted the Request to the Host Community on January 22, 2021
- As of the date of this attestation, BWell has not received a response from the Host Community with respect to the Request.



January 27, 2021

Name: Karen E Nash

Title: CEO

Entity: BWell Holdings, Inc.

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

BWell Holdings, Inc. ("BWell") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions.

To support such populations, BWell has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") and has identified and created goals/programs to positively impact Massachusetts residents who have past drug convictions; and Massachusetts residents with parents or spouses who have drug convictions.

Goals

BWell's goal with its employee recruitment plan is to have at least 20% of staff be Massachusetts residents who have past drug convictions or who are Massachusetts residents with parents or spouses who have drug convictions.

Programs

BWell has developed a specific employee recruiting program to effectuate its stated goal to positively impact Massachusetts residents who have past drug convictions and Massachusetts residents with parents or spouses who have drug convictions.

Recruiting Program at BWell:

Job postings (as they become available but not less than annually) to attract such candidates will be included:

- On 70 Million Jobs (a job board for candidates who have a criminal record); and
- Online and in local publications (such as the Provincetown Banner) with a specific emphasis on recruiting Massachusetts residents with parents or spouses who have drug convictions.

Measurements

The Dispensary Manager and Production Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure BWell continues to meet its commitments. Such measurable outcomes, in accordance with BWell's goals and programs described above, include:

Recruiting Program at BWell:

- Looking at the total number of staff, identifying those hires that are Massachusetts

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

residents who have past drug convictions or whose parents or spouses have past drug convictions and calculating the percentage of those employees to measure the 20% goal;

- The total number of job postings listed with 70 Million Jobs and the number of applications from Massachusetts residents who have past drug convictions received as a result of such postings; and
- The total number of job postings placed in online and local publications (such as the Provincetown Banner) and the number of applications from Massachusetts residents whose parents or spouses have past drug convictions received as a result of such postings.

Beginning upon receipt of BWell's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, BWell will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Senior Management will review and evaluate BWell's measurable outcomes no less than once per calendar quarter to ensure that BWell is meeting its commitments. BWell is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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

END



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001375971

ARTICLE I

The exact name of the corporation is:

BWELL HOLDINGS, INC

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	100	\$0.00	0

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: KAREN NASH
No. and Street: 336 COMMERCIAL ST
UNIT 10
City or Town: PROVINCETOWN State: MA Zip: 02657 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
TREASURER	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
SECRETARY	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
VICE PRESIDENT	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA
DIRECTOR	KAREN E NASH	336 COMMERCIAL ST PROVINCETOWN, MA 02657 USA

d. The fiscal year end (i.e., tax year) of the corporation:
January

e. A brief description of the type of business in which the corporation intends to engage:

RETAIL STORE

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street: 336 COMMERCIAL ST
UNIT 5
City or Town: PROVINCETOWN State: MA Zip: 02657 Country: USA

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

No. and Street: 336 COMMERCIAL ST

UNIT 5

City or Town: PROVINCETOWN

State: MA

Zip: 02657

Country: USA

which is

its principal office

an office of its transfer agent

an office of its secretary/assistant secretary

its registered office

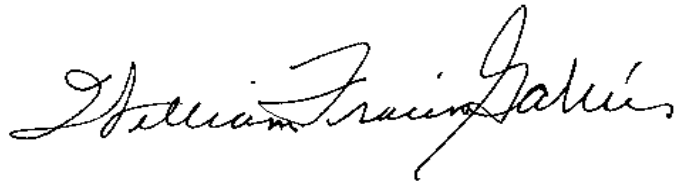
Signed this 11 Day of April, 2019 at 3:12:45 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

KAREN E NASH

THE COMMONWEALTH OF MASSACHUSETTS

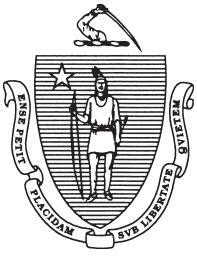
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

April 11, 2019 03:11 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 11, 2019

To Whom It May Concern :

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

BWELL HOLDINGS, INC

is a domestic corporation organized on **April 11, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19090240360

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

Processed by:



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BWELL HOLDINGS, INC
220 COMMERCIAL ST # 2
PROVINCETOWN MA 02657-2206

000040

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

**BYLAWS
OF
BWELL HOLDINGS, INC**

**ARTICLE I
SHAREHOLDERS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting shares.

Section 3. Notice. Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all shareholders of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Shareholders` meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice. Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 5. Quorum. A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders` meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in

writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of 2 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of one (1) year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal/ Vacancies. A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Resignation. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the corporation's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors or the shareholders by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE VII STOCK CERTIFICATES

The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

ARTICLE VIII DISSOLUTION

The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Certification

Karen E Nash, Secretary of BWell Holdings, Inc hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board of Directors on July 08, 2019.

A handwritten signature in black ink, appearing to read "Karen E Nash", is written over a horizontal line.

Karen E Nash, Secretary



Description

BWell is a branded boutique cannabis store that will provide an unparalleled shopping experience. Beginning with our flagship store in Provicetown, Ma, customers will enjoy shopping in a beautiful environment that inspires healing, creativity and comfort.

Our knowledgeable budtenders will navigate and guide our customers through our vast product variety featuring locally sourced medicines along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more.

BWell



Date Created:
3/01/2019

Executive Summary

Company Summary

BWell is a branded boutique cannabis store that will provide an unparalleled shopping experience.

Our cannabis store will be located on one of the busiest streets in Provincetown, Massachusetts. The facility is well positioned, and it matches the ideal picture of a boutique dispensary. Although the business is launching with just one outlet in Provincetown, we have plans to open one to two more outlets in key locations all around Massachusetts within the year.

Our knowledgeable budtenders will navigate and guide our customers through our vast product variety featuring locally sourced cannabis along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more.

BWell is organized as a Corporation and is currently led by Karen Nash (Founder) and Judy Mencher (Shareholder through the Judy K. Mencher Trust and Advisor). As we grow a CEO will be brought on through partnership/ownership.

Products & Services

Aside from the dispensing of dried cannabis and concentrates which are our core products, BWell will eventually sell a wide range of additional cannabis Infused products such as edibles and topicals. Our product lines will provide customers the opportunity to choose product by experience and effect. We will also engage in the sale of accessories and supplies related to concentrate delivery methods.

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

Our mission: To provide high quality cannabis to customers with a product and service they can trust. To build our brand on the core values of customer service and care, hospitality, highest standards of quality, reliable dosing, honesty, integrity and community outreach.

Vision: Be the number one cannabis store in Massachusetts.

Goal: Our primary goal is to advocate and support a proactive approach to wellness management by providing a local and safe environment to dispense cannabis products.

Management: Our owners have several years' experience and will develop strong vendor relationships and many strategic partnerships extending nationally and covering all areas of the Cannabis Industry.

Market Opportunities

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

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

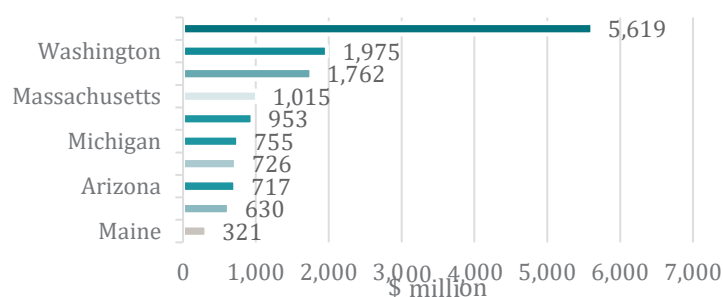


Figure 1. Medical and recreational cannabis sales in top states, 2020

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

In 2016, Massachusetts residents voted to legalize recreational cannabis. On December

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

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

Already, 250 entities have applied for 192 business licenses, including 60 retail stores. The review process includes a background check and a 60-day window during which the municipality in which the business hopes to locate must certify that the applicant has met all local requirements.

The Provincetown market provides the opportunity to capture \$100 million in sales. It is a beachside town with a year round population of 5k with a seasonal population of 60K with 1.2 million visitors each year, as well as 50k unique daily visitors each day of the 10-week high season. This market segment equates to 700k potential customers in a 10 week period.

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

Proforma Dispensary and Production

Dispensary	Year 1	Year 2	Year 3
Revenue	\$4,653,600	\$10,080,000	\$17,640,000
COGS - Cost of Goods Sold	\$2,326,800	\$5,342,448	\$9,349,284
Gross Profit	\$2,326,800	\$4,737,552	\$8,290,716
% of revenue	50%	47%	47%
SG&A Expenses			
G&A Expenses - Initial & General	\$118,000	\$175,560	\$191,520
SG&A Expenses -			
Marketing & Sales Expenses	\$61,200	\$387,274	\$526,849
Senior Management Salaries &	\$200,638	\$378,345	\$378,345
Other Salaries & Benefits	\$34,395	\$128,981	\$154,778
SG&A Expenses - Misc.	\$3,570	\$6,287	\$6,307
CAPEX	\$78,600		
Total SG&A Expenses	\$496,403	\$1,076,447	\$1,257,798
Operating Income (EBITDA)	\$1,970,005	\$3,661,105	\$7,032,918
Earnings Before Interest &	\$1,970,005	\$3,655,059	\$7,026,872
Income Tax	\$689,501	\$1,287,291	\$2,303,200
Net Income	\$1,280,504	\$2,367,769	\$4,723,672
% of revenue	28%	23%	27%
Production	Year 1	Year 2	Year 3
Revenue	\$2,000,000	\$4,000,000	\$8,000,000
COGS - Cost of Goods Sold	\$600,000	\$1,200,000	\$2,400,000
Gross Profit	\$1,400,000	\$2,800,000	\$5,600,000
% of revenue	70%	70%	70%
SG&A Expenses			
G&A Expenses - Initial & General	151,600	175,560	191,520
SG&A Expenses -			
Marketing & Sales Expenses	120,000	387,274	526,849
Senior Management Salaries &	125,638	378,345	378,345
Other Salaries & Benefits	34,395	128,981	154,778
SG&A Expenses - Misc.	3,570	6,287	6,307
CAPEX	103,600		
Total SG&A Expenses	538,803	1,076,447	1,257,798
Operating Income (EBITDA)	861,197	1,723,553	4,342,202
Earnings Before Interest &	861,197	1,723,553	4,342,202
Income Tax	301,418	603,243	1,519,770
Net Income	559,779	1,120,310	2,822,431
% of revenue	27%	28%	35%

Financial Summary

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

BWell Provincetown dispensary and production is expected to generate nearly \$6.6 million in gross revenues with net income of nearly \$1.7 million in Year 1, its first full year of operations. Revenues are expected to grow to nearly \$10 million in Year 2 and \$17 million in Year 3, with net income of nearly \$8 million. With the addition of other locations, these numbers will grow.

After the first year of operations, it is expected that BWell will be able to trim expenses through realizing business efficiencies, gaining operational experience and industry knowledge.

Direct and Indirect Social Impacts

BWell will create more than 10 plus new jobs in Provincetown. BWell also intends to allocate 3% of dispensary and 1% of production wholesale sales to schools, different community programs and infrastructure of Provincetown. 1% of all sales will be donated to a charity that works with the Provincetown community.

PLAN FOR OBTAINING LIABILITY INSURANCE

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

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

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

DIVERSITY PLAN

Overview

BWell Holdings, Inc. ("BWell") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations.¹

To support such populations, BWell has created the following Diversity Plan (the "Plan") and has identified and created goals/programs to promote equity in BWell's operations.

Goals

In order for BWell to promote equity for the above-listed groups in its operations, BWell has established the following goals:

1. BWell will Recruit from diverse talent pools to provide access to a larger range of candidates with the goal that at least 50% of BWell's workforce is comprised of women, minorities, veterans, people with disabilities, or people identifying as LGBTQ+ and at least 20% of Senior Management is comprised of women, minorities, veterans, people with disabilities, or people identifying as LGBTQ+; and
2. BWell will Train and Educate all of its employees on unconscious bias and equity initiatives through annual, mandatory training sessions and meetings.

Programs

BWell has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

1. Recruiting at BWell:
 - a. BWell will create employment opportunity postings on diverse job boards (as positions become available, but not less than annually) such as Diversity Working (largest online diversity job board); Hire Autism (made for individuals on the autism spectrum); Hire Purpose (job seeking veterans, service members and military spouses); and Recruit Disability (job seekers who have disabilities).
 - b. BWell will highlight diversity in the career opportunities section of BWell's website (as positions become available, but not less than annually); and
 - c. BWell will establish and utilize a diverse interview panel to help uncover unconscious biases and improve the equity principles of BWell's entire recruitment process. The interview panel, apart from any interview processes,

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

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

will meet not less than semiannually to review and discuss any and all equity principles and initiatives underpinning BWell's recruitment processes.

2. Training and Education at BWell:

- a. BWell will hold annual, mandatory unconscious bias training for all of its employees to ensure they are more sensitive to biases and help them learn how to avoid bias in recruitment and training; and
- b. BWell will provide a dedicated time and place (not less than semiannually) for discussing diversity topics to help our employees learn how to address diversity and equity in the cannabis industry and in BWell's operations. BWell will use these discussions to inform any adjustments that need to be made to this Plan and BWell's equity initiatives generally and will solicit written feedback via anonymous surveys from its employees during these sessions.

Measurements

The Dispensary Manager and Production Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure BWell continues to meet its commitments. Such measurable outcomes, in accordance with BWell's goals and programs described above, include:

1. Recruiting at BWell:

- a. A semiannual workforce diversity report with respect to BWell's employees to evaluate BWell's diversity hiring, which will be supplemented by anonymous, voluntary diversity questionnaires submitted by employees;
- b. A copy of all employment opportunities published on diverse job boards;
- c. A copy of all career opportunities published on BWell's website; and
- d. Venue, agendas, names and number of attendees for BWell's semiannual meetings of its interview panel.

2. Training at BWell:

- a. Venue, agendas, names and number of attendees, and training session evaluations completed by attendees for unconscious bias training; and
- b. Venue, agendas, names and number of attendees, and anonymous surveys completed by attendees at BWell's semiannual employee diversity meetings.

Beginning upon receipt of BWell's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, BWell will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Dispensary Manager and Production Manager will review and evaluate BWell's measurable outcomes no less than semiannually to ensure that BWell is meeting its commitments. BWell is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

BWell Holdings, Inc., ("BWell" or the "Company"), a marijuana establishment to be located in the town of Provincetown, MA has established the following Standard Operating Procedures

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

END

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), BWell Holdings, Inc. (“BWell”) will only be accessible to consumers 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, a BWell agent will immediately inspect the individual’s proof of identification and determine the individual’s age, in accordance with 935 CMR 500.140(2).

In the event BWell discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(m). BWell will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), BWell will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. BWell will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. BWell will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.”** In accordance with 935 CMR 500.105(4)(a)(6), the additional warning is required, “This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of Edibles may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222- 1222 or 9-1-1. This product may be illegal outside of MA.” Pursuant to 935 CMR 500.105(6)(b), BWell packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of



minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. BWell's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

QUALITY CONTROL AND TESTING

Quality Control

BWell Holdings, Inc. (“BWell”) will comply with the following sanitary requirements:

1. Any BWell agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any BWell agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. BWell’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in BWell’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. BWell’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. BWell will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. BWell’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. BWell’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. BWell’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. BWell will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;

10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. BWell acknowledges and understands that the Commission may require BWell to demonstrate the intended and actual use of any toxic items found on BWell's premises;
11. BWell will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet BWell's needs;
12. BWell's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. BWell will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. BWell will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. BWell will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

BWell's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

BWell will ensure that BWell's facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

BWell will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by BWell to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

Testing

BWell will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Any Independent Testing Laboratory relied upon by BWell for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101: *Application Requirements*, or formerly and validly registered by the Commission; (ii) accredited to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; (iii) independent financially from any Medical Marijuana Treatment Center, Marijuana Establishment or Licensee; and (iv) qualified to test marijuana and marijuana products, including marijuana-infused products, in compliance with M.G.L. c. 94C, § 34; M.G.L. c. 94G, § 15; 935 CMR 500.000: *Adult Use of Marijuana*; 935 CMR 501.000: *Medical Use of Marijuana*; and Commission protocol(s).

Testing of BWell's marijuana products will be performed by an Independent Testing Laboratory in compliance with a protocol(s) established in accordance with M.G.L. c. 94G, § 15 and in a form and manner determined by the Commission, including but not limited to, the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*. Testing of BWell's environmental media will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

BWell's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. BWell acknowledges and understands that the Commission may require additional testing.

BWell's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both BWell and the Independent Testing Laboratory, separately and directly, and will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

BWell will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year. BWell acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of BWell's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to BWell for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%). Any marijuana or marijuana products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

BWell Holdings, Inc. (“BWell”) will securely maintain personnel records, including registration status and background check records. BWell will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent;
- A staffing plan that will demonstrate accessible business hours;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with BWell and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training; and
- Results of initial background investigation, including CORI reports.

Personnel records will be kept in a secure location to maintain confidentiality and be only accessible to the agent’s manager or members of the executive management team.

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for BWell will undergo a detailed background investigation prior to being granted access to a BWell facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for BWell pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, BWell will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign

- jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
- b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, BWell will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, BWell will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
 - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by BWell or the Commission.

Personnel Policies and Training

As outlined in BWell's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All BWell agents are required to complete training as detailed in BWell's Qualifications and Training plan which includes but is not limited to the BWell's strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

BWell will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to BWell operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

RECORDKEEPING PROCEDURES

BWell Holdings, Inc. (“BWell”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of BWell documents. Records will be stored at BWell in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

To ensure that BWell is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of BWell’s quarter-end closing procedures. In addition, BWell’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- Corporate Records: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
 - Third-Party Laboratory Contracts
 - Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
 - Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
 - Corporate Governance:
 - Annual Report
 - Secretary of Commonwealth Filings
- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;

- Monetary transactions;
- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the BWell.
- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with BWell and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - BWell will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.

- Seed-to-Sale Tracking Records
 - BWell will use seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
- Sales Records for Marijuana Retailer
 - BWell will maintain records that it has performed 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 the sales data and produce such records on request to the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, BWell will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident.
 - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by BWell for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within BWell's jurisdiction on request.
- Visitor Records
 - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, BWell will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two BWell agents present during the disposal or other handling, with their signatures. BWell will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.

- Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.
- Recordings shall not be destroyed or altered and shall be retained as long as necessary if BWell is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - BWell will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records
 - Records that the BWell's vehicle is properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
 - BWell shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event BWell closes, all records will be kept for at least two (2) years at BWell's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, BWell will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to BWell's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;

- A description of BWell's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- Storage of marijuana in compliance with 935 CMR 500.105(11);
- Description of the various strains of marijuana to be sold, as applicable, and the form(s) in which marijuana will be sold;
- Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
- Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
 - Engaged in unsafe practices with regard to BWell operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of BWell, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on BWell's website.
- Policies and procedures for the handling of cash on BWell premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;

- Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
- Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.
- Application Renewal Records
 - BWell will keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to Provincetown imposed by the operation of BWell will be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Record-Retention

BWell will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.

MAINTAINING OF FINANCIAL RECORDS

BWell Holdings, Inc.'s ("BWell") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will 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, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the BWell.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales; and
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.

- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission’s regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission’s regulations.
- Application Renewal Records
 - BWell will keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the town’s anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to Provincetown imposed by the operation of BWell will be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

QUALIFICATIONS AND TRAINING

BWell Holdings, Inc. (“BWell”) will ensure that all employees hired to work at a BWell facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

BWell will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that BWell discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and BWell will notify the Commission within one (1) business day that the agent is no longer associated with the establishment.

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of BWell’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. Agent training will at least include the Responsible Vendor Training Program and eight (8) hours of on-going training annually.

All of BWell’s current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (3) hours of required training to marijuana establishment agents to be designated a “Responsible Vendor”. Once BWell is designated a “Responsible Vendor”, all new employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program within 90 days of the date they are hired. After initial successful completion of a Response Vendor Training Program, each Owner, manager, and employee involved in the handling and sale of marijuana will successfully complete the program once every year thereafter to maintain designation as a “Responsible Vendor”.

BWell will also encourage administrative employees who do not handle or sell marijuana to take the “Responsible Vendor” program on a voluntary basis to help ensure compliance. BWell’s records of Responsible Vendor Training Program compliance will be maintained for at least four

(4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

As part of the Responsible Vendor Training Program, BWell's agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana's effect on the human body, including:
 - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and
 - Recognizing signs of impairment
2. Diversion prevention and prevention of sales to minors, including best practices;
3. Compliance with all tracking requirements;
4. Acceptable forms of identification, including:
 - How to check identification;
 - Spotting false identification;
 - Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the Commission; and
 - Common mistakes made in verification
5. Other key state laws and rules affecting Owners, managers, and employees, including:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability;
 - License sanctions;
 - Waste disposal;
 - Health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale;
 - Conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records;
 - Privacy issues; and
 - Prohibited purchases and practices.

BWELL HOLDINGS, INC.

PROVINCETOWN RETAILER ENERGY COMPLIANCE PLAN

BWell Holdings, Inc.’s (“BWell”) has developed the following Energy Compliance Plan to ensure that its Provincetown Retailer facility remains in compliance with the energy efficiency and conservation regulations codified in 935 CMR 500.105(1)(q) and 500.105(15).

Potential Energy-Use Reduction Opportunities

BWell has implemented the following opportunities for energy-use reduction.

1. Natural Lighting
2. Energy Efficient LED lighting

As the need and opportunity for facility upgrades and maintenance arise in the future, BWell will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

BWell does not currently plan to utilize renewable energy generation for its facility. However, as the need and opportunity for facility upgrades and maintenance arise in the future, BWell will continue to evaluate opportunities for renewable energy generation.

Strategies to Reduce Electric Demand

BWell has implemented the following strategies to reduce electric demand.

1. Natural Lighting
2. Energy Efficient LED lighting

Opportunities for Engagement with Energy Efficiency Programs

BWell plans on engaging with the energy efficiency programs offered by the Cape Light Compact. Cape Light Compact will do an energy assessment of our building and BWell will implement those recommendations.