



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC282540
Original Issued Date: 09/10/2020
Issued Date: 08/12/2021
Expiration Date: 09/10/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Good Chemistry Nurseries of Massachusetts, LLC

Phone Number: 303-810-1554

Email Address: joe.sandoval@goodchem.org

Business Address 1: One State Street

Business Address 2: 15th Floor

Business City: Boston

Business State: MA

Business Zip Code: 02109

Mailing Address 1: 1550 Larimer Street

Mailing Address 2: #296

Mailing City: Denver

Mailing State: CO

Mailing Zip Code: 80202

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RPA201817

RMD INFORMATION

Name of RMD: Good Chemistry of Massachusetts, Inc.

Department of Public Health RMD Registration Number: A23846

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

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 100

Role: Board Member Other Role:

First Name: Matthew Last Name: Huron Suffix:

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

Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control:	
Role: Executive / Officer	Other Role:	
First Name: Keith	Last Name: Nuber	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control:	
Role: Executive / Officer	Other Role:	
First Name: Duncan	Last Name: Cameron	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control:	
Role: Executive / Officer	Other Role:	
First Name: Stephen	Last Name: Spinosa	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:	Percentage of Ownership: 100		
Entity Legal Name: Good Chemistry of Massachusetts, Inc.	Entity DBA:	DBA City:	
Entity Description: Domestic business corporation.			
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: Owner of Good Chemistry Nurseries of Massachusetts, LLC.			

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Date generated: 09/24/2021

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Good Chemistry of Massachusetts, Inc.		Entity DBA:	
Email: matt@goodchem.org	Phone: 415-254-6616		
Address 1: 1550 Larimer Street		Address 2: #296	
City: Denver	State: CO	Zip Code: 80202	
Types of Capital: Monetary/ Equity	Other Type of Capital:	Total Value of Capital Provided: \$500000	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: Matthew	Owner Last Name: Huron	Owner Suffix:	
Entity Legal Name: Good Chemistry Nevada, LLC		Entity DBA:	
Entity Description: Cultivation and production of medical and recreational marijuana and marijuana products			
Entity Phone: 415-254-6616	Entity Email: matt@goodchem.org	Entity Website:	
Entity Address 1: 1550 Larimer Street		Entity Address 2: #296	
Entity City: Denver	Entity State: CO	Entity Zip Code: 80202	Entity Country: USA
Entity Mailing Address 1: 1550 Larimer Street		Entity Mailing Address 2: #296	
Entity Mailing City: Denver	Entity Mailing State: CO	Entity Mailing Zip Code: 80202	Entity Mailing Country: USA

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Matthew	Owner Last Name: Huron	Owner Suffix:	
Entity Legal Name: Sweetwater Partners, LLC		Entity DBA:	
Entity Description: Cultivation and sales of medical and recreational marijuana and marijuana products.			
Entity Phone: 415-254-6616	Entity Email: matt@goodchem.org	Entity Website:	
Entity Address 1: 1550 Larimer Street		Entity Address 2: #296	
Entity City: Denver	Entity State: CO	Entity Zip Code: 80202	Entity Country: USA
Entity Mailing Address 1: 1550 Larimer Street		Entity Mailing Address 2: #296	
Entity Mailing City: Denver	Entity Mailing State: CO	Entity Mailing Zip Code: 80202	Entity Mailing Country: USA

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Matthew	Owner Last Name: Huron	Owner Suffix:	
Entity Legal Name: Buddy Real Estate		Entity DBA:	
Entity Description: Real estate holding company			
Entity Phone: 415-254-6616	Entity Email: matt@goodchem.org	Entity Website:	
Entity Address 1: 1550 Larimer Street		Entity Address 2: #296	

Entity City: Denver	Entity State: CO	Entity Zip Code: 80202	Entity Country: USA
Entity Mailing Address 1: 1550 Larimer Street		Entity Mailing Address 2: #296	
Entity Mailing City: Denver	Entity Mailing State: CO	Entity Mailing Zip Code: 80202	Entity Mailing Country: USA

Business Interest in Other State 4

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

Owner First Name: Matthew	Owner Last Name: Huron	Owner Suffix:
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Entity Legal Name: Dylan Consulting Company	Entity DBA:
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Entity Description: Consulting services and business development company providing management consulting, market and real estate research and brand communications services.

Entity Phone: 415-254-6616	Entity Email: matt@goodchem.org	Entity Website:
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Entity Address 1: 1550 Larimer Stree	Entity Address 2: #296
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Entity City: Denver	Entity State: CO	Entity Zip Code: 80202	Entity Country: USA
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Entity Mailing Address 1: 1550 Larimer Street	Entity Mailing Address 2: #296
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Entity Mailing City: Denver	Entity Mailing State: CO	Entity Mailing Zip Code: 80202	Entity Mailing Country: USA
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Business Interest in Other State 5

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

Owner First Name: Matthew	Owner Last Name: Huron	Owner Suffix:
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Entity Legal Name: MJH Nevada, LLC	Entity DBA:
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Entity Description: Holding company.

Entity Phone: 415-254-6616	Entity Email: matt@goodchem.org	Entity Website:
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Entity Address 1: 1550 Larimer Street	Entity Address 2: #296
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Entity City: Denver	Entity State: CO	Entity Zip Code: 80202	Entity Country: USA
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Entity Mailing Address 1: 1550 Larimer Street	Entity Mailing Address 2: #296
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Entity Mailing City: Denver	Entity Mailing State: CO	Entity Mailing Zip Code: 80202	Entity Mailing Country: USA
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DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Matthew	Last Name: Huron	Suffix:
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Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc.	Business Type: Marijuana Retailer
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Marijuana Establishment City: Worcester	Marijuana Establishment State: MA
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Individual 2

First Name: Matthew	Last Name: Huron	Suffix:
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Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc.	Business Type: Marijuana Cultivator
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Marijuana Establishment City: Bellingham	Marijuana Establishment State: MA
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Individual 3

First Name: Matthew	Last Name: Huron	Suffix:
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Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc.	Business Type: Marijuana Product Manufacture
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Marijuana Establishment City: Bellingham	Marijuana Establishment State: MA
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Individual 4

First Name: Keith	Last Name: Nuber	Suffix:
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Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

Individual 5

First Name: Keith

Last Name: Nuber

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Bellingham

Marijuana Establishment State: MA

Individual 6

First Name: Keith

Last Name: Nuber

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Bellingham

Marijuana Establishment State: MA

Individual 7

First Name: Duncan

Last Name: Cameron

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

Individual 8

First Name: Duncan

Last Name: Cameron

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Bellingham

Marijuana Establishment State: MA

Individual 9

First Name: Duncan

Last Name: Cameron

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Bellingham

Marijuana Establishment State: MA

Individual 10

First Name: Stephen

Last Name: Spinosa

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

Individual 11

First Name: Stephen

Last Name: Spinosa

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Bellingham

Marijuana Establishment State: MA

Individual 12

First Name: Stephen

Last Name: Spinosa

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Bellingham

Marijuana Establishment State: MA

Individual 13

First Name: Matthew

Last Name: Huron

Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer

Marijuana Establishment City: Lynn

Marijuana Establishment State: MA

Individual 14

First Name: Matthew

Last Name: Huron

Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Holliston **Marijuana Establishment State:** MA

Individual 15

First Name: Stephen **Last Name:** Spinosa **Suffix:**
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer
Marijuana Establishment City: Lynn **Marijuana Establishment State:** MA

Individual 16

First Name: Stephen **Last Name:** Spinosa **Suffix:**
Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Holliston **Marijuana Establishment State:** MA

Individual 17

First Name: Duncan **Last Name:** Cameron **Suffix:**
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer
Marijuana Establishment City: Lynn **Marijuana Establishment State:** MA

Individual 18

First Name: Duncan **Last Name:** Cameron **Suffix:**
Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Holliston **Marijuana Establishment State:** MA

Individual 19

First Name: Keith **Last Name:** Nuber **Suffix:**
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. **Business Type:** Marijuana Retailer
Marijuana Establishment City: Lynn **Marijuana Establishment State:** MA

Individual 20

First Name: Keith **Last Name:** Nuber **Suffix:**
Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Holliston **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 390 Hopping Brook Road
Establishment Address 2:
Establishment City: Holliston **Establishment Zip Code:** 01746
Approximate square footage of the Establishment: 15915 **How many abutters does this property have?:** 10
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes
Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft **Cultivation Environment:** Indoor

FEE QUESTIONS

Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft **Cultivation Environment:** Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Certification of Host Community Agreement	GCNMA HCA Certification Holliston.pdf	pdf	5df94044f76dd253236e10fe	12/17/2019
Plan to Remain Compliant with Local Zoning	Holliston Plan to Remain Compliant with Local Zoning.pdf	pdf	5df940662f1a065311395af2	12/17/2019
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Packet 4.7.20.pdf	pdf	5e8f5d77b014bf38e46cf17f	04/09/2020

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.: \$1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	GCNMA Plan for Positive Impact RFI 2.pdf	pdf	5f062237a075ed6c1b90c4a4	07/08/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
 First Name: Matthew Last Name: Huron Suffix:
 RMD Association: RMD Owner
 Background Question: no

Individual Background Information 2

Role: Other Role:
 First Name: Stephen Last Name: Spinosa Suffix:
 RMD Association: RMD Manager
 Background Question: no

Individual Background Information 3

Role: Other Role:
 First Name: Keith Last Name: Nuber Suffix:
 RMD Association: RMD Manager
 Background Question: no

Individual Background Information 4

Role: Other Role:
 First Name: Duncan Last Name: Cameron Suffix:
 RMD Association: RMD Manager
 Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:

Entity Legal Name: Good Chemistry of Massachusetts, Inc.

Entity DBA:

Entity Description: Owner

Phone: 415-254-6616

Email: matt@goodchem.org

Primary Business Address 1: 1550 Larimer Street

Primary Business Address 2: #296

Primary Business City: Denver

Primary Business State: CO

Principal Business Zip Code: 80202

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR_Holliston.pdf	pdf	5df94a2738abaf57497a9ba6	12/17/2019
Articles of Organization	Articles of Organization_Holliston.pdf	pdf	5df95578bb37d053183dda66	12/17/2019
Secretary of Commonwealth - Certificate of Good Standing	GCNM Secretary of State Certificate of Good Standing.pdf	pdf	5dfa828cb7ff09534b9fff03	12/18/2019
Bylaws	GCNMA_Op Agmt_Resolution_Signed_8_26_19.pdf	pdf	5dfd239bef24345344e4e853	12/20/2019
Secretary of Commonwealth - Certificate of Good Standing	GCNMA Department of Unemployment Assistance Attestation .pdf	pdf	5e8cb4f6554b033566cd1655	04/07/2020
Secretary of Commonwealth - Certificate of Good Standing	GCNMA Emergency Contact RFI 1.pdf	pdf	5e8f5ebc5f1da0353e2b4201	04/09/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	GCNMA - DoR Certificate of Good Standing - 10JUN2021 (1).pdf	pdf	60e5fc223678b8028bd43353	07/07/2021
Secretary of Commonwealth - Certificate of Good Standing	Good Chemistry Nurseries SOS Cert 2021.pdf	pdf	60e5fc2f23f3f9033f375342	07/07/2021
Department of Unemployment Assistance - Certificate of Good standing	GCNMA - DUA Certificate of Compliance SIGNED 07JUL2021.pdf	pdf	60e60505ddf0e402a870d9a0	07/07/2021

Massachusetts Business Identification Number: 001396844

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	GC MA_Holliston_Summary Business Plan_2019_V1.pdf	pdf	5dfcf03e5e2d54535a9c18c4	12/20/2019
Plan for Liability Insurance	GCN Holliston Liability Insurance Plan_Holliston.pdf	pdf	5dfd02f50557385733b412a9	12/20/2019
Proposed Timeline	GCNM Proposed Timeline Holliston Renewal	pdf	60e881833678b8028bd43dcc	07/09/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	GCM Dispensing Procedures_Holliston.pdf	pdf	5dfd1803ef24345344e4e808	12/20/2019
Maintaining of financial records	GCM Maintaining of Financial Information_Holliston.pdf	pdf	5dfd180d5e2d54535a9c1987	12/20/2019
Personnel policies including background checks	GCM Personnel Policies Including Background Checks_Holliston.pdf	pdf	5dfd18142f1a065311396403	12/20/2019
Restricting Access to age 21 and older	GCM Plan to Restrict Access to 21_Holliston.pdf	pdf	5dfd181df76dd253236e19bb	12/20/2019
Separating recreational from medical operations, if applicable	GCM Plan to Separate Medical from Recreational Operations_Holliston.pdf	pdf	5dfd1827541f65570b946b1c	12/20/2019
Prevention of diversion	GCM Prevention of Diversion_Holliston.pdf	pdf	5dfd182fcb8cc6573ebd0c9c	12/20/2019
Qualifications and training	GCM Qualifications and Training_Holliston.pdf	pdf	5dfd18345e2d54535a9c198b	12/20/2019
Transportation of marijuana	GCM Transportation of Marijuana Plan_Holliston.pdf	pdf	5dfd184d00f72d57285ede09	12/20/2019
Storage of marijuana	GCM Storage of Marijuana.pdf	pdf	5dfd1a580aa7ba5339f6c3c6	12/20/2019
Record Keeping procedures	GCM Record Keeping Procedure.pdf	pdf	5dfd1a5df76dd253236e19cf	12/20/2019
Inventory procedures	GCM Inventory procedures summary.pdf	pdf	5dfd1a64d74bf6532e9ffdf6	12/20/2019
Quality control and testing	GCM Quality Control and Testing Procedures_Holliston.pdf	pdf	5dfd32892f1a065311396499	12/20/2019
Security plan	GCNMA Security Plan_Holliston RFI 1.pdf	pdf	5e8cb5c6172cbc3545976806	04/07/2020
Diversity plan	GCNMA Diversity Plan RFI 1.pdf	pdf	5e8f5e0f9a385038d9d8bb8d	04/09/2020
Policies and Procedures for cultivating.	GCNMA Policies and Procedures for Cultivating_Holliston RFI 1.pdf	pdf	5e8f5e55172cbc3545976f61	04/09/2020
Energy Compliance Plan	GCM Energy Compliance SOP Holliston.pdf	pdf	60e5fd0a308c7a02a1ffdf57	07/07/2021

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: See attached

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: See attached

HOURS OF OPERATION

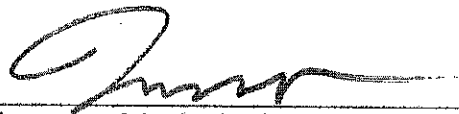
Monday From: 8:00 AM	Monday To: 5:00 PM
Tuesday From: 8:00 AM	Tuesday To: 5:00 PM
Wednesday From: 8:00 AM	Wednesday To: 5:00 PM
Thursday From: 8:00 AM	Thursday To: 5:00 PM
Friday From: 8:00 AM	Friday To: 5:00 PM
Saturday From: 8:00 AM	Saturday To: 5:00 PM
Sunday From: 8:00 AM	Sunday To: 5:00 PM

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, Matthew Huron, (insert name) certify as an authorized representative of Good Chemistry Nurseries MA (insert name of applicant) that the applicant has executed a host community agreement with Holliston (insert name of host community) pursuant to G.L.c. 94G § 3(d) on August 26, 2019 (insert date).


Signature of Authorized Representative of Applicant

Host Community

I, Mark Akronian, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Holliston (insert name of host community) to certify that the applicant and Town of Holliston (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August 26, 2019 (insert date).


Signature of Contracting Authority or
Authorized Representative of Host Community

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Good Chemistry Nurseries of Massachusetts, LLC (“GCNM”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the cultivation and product manufacturing establishment at 390 Hopping Brook Road, Holliston, MA 01746 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

390 Hopping Brook Road is located in Industrial District, (I) and properly zoned pursuant to the Town of Holliston Zoning By-Laws Section III, specifically Use (G)(7). In accordance with 935 CMR 500.110(3), the marijuana establishment is not located within 500 feet of a pre-existing public or private school providing education in kindergarten or any of grades one through 12. The Town has not adopted any ordinance to reduce or change the statutory and state regulatory buffer zone.

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

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, Matthew Huro, (insert name) attest as an authorized representative of Good Chemistry Nurseries & MA (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 12/19/19 (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 12/3/19 (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 12/2/19 (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 11/27/19 (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.**

Police searching for more Apple thieves

By Norman Miller
Daily News Staff

MARLBOROUGH - Police are asking for the public's help to identify two men who they say stole nearly \$9,000 worth of electronics from a Solomon Pond Mall store last month.

Police say the two men stole \$8,900 worth of merchandise from the Apple Store on Nov. 17.

"They just walked in casually," said police spokesman Sgt. Zachary Attaway. "They were in there for a couple of minutes. They're in and out within two minutes."

The two men stole 15 Apple Watches, two Apple Pencils and a pair of headphones. Attaway said all of the items were out for display and were not secured. The store reported the theft

about 40 minutes after it happened. A similar incident occurred on Nov. 18. That day, three men went into the store, and as two acted as lookouts, the third stole 15 Apple Watches valued at around \$8,000 and they left the store.

Police posted photos of the suspects on its Facebook page. They ask if anyone recognizes the suspects to call police at 508-485-1212 or message the department on Facebook.

Norman Miller can be reached at 508-626-3823 or nmiller@wickedlocal.com. For up-to-date crime news, follow Norman Miller on Twitter @Norman_MillerMW or on Facebook at [facebook.com/NormanMillerCrime](https://www.facebook.com/NormanMillerCrime).



One of two men the Marlborough Police are seeking to identify after they police say they stole nearly \$9,000 worth of electronics from the Apple Store on Nov. 17. [MARLBOROUGH POLICE PHOTO]



The second of two men the Marlborough Police are seeking to identify after authorities say they stole nearly \$9,000 worth of electronics from the Apple Store on Nov. 17. [MARLBOROUGH POLICE PHOTO]

COMMUNITY CALENDAR

Tuesday, Dec. 3

"Macbeth," the Scottish play

lecture: 9:30-11 a.m. Dec. 3, 10 and 17, Framingham Public Library, 49 Lexington St. Free. For information: framinghamlibrary.org. Presented by Helen Heineman, president emerita, Framingham State University. This program will cover "Macbeth" in three meetings in December. Participants

discussion.

Zentangle class: 1-2:30 p.m. Hopkinton Senior Center, 28 Mayhew St. Cost: \$5 per person. For information or registration: 508-497-9730. Bring some Zentangle sparkle to your holiday decorations as we create tangled art that looks like it's floating in an ornament. Decorate both sides or leave one side blank for a favorite photo. Instructor is

University. This drop-in class welcomes serious poets of all ages and levels of experience who would like to participate for one or more sessions. The group will begin with a discussion of a topic in poetry leading to a brief in-class assignment. Poets who wish to have their work discussed should bring copies. **Main Library Book Group, "Beartown" by Fredrik Back-**

them national glory and with it economic revival goes through an incident that changes everything, not only shattering the dream but also tearing the community apart.

Wednesday, Dec. 4

Origami Club: 4:15-5 p.m., Framingham Public Library, 49 Lexington St. Free. For information: framinghamlibrary.

TREE REMOVAL

LEGAL
Public Hearing
Tree Warden

In accordance with Public Shade Tree and Sec 15C, the Tree Warden, and the Planning Board of the Town of Wayland will take place on 12/10/2019 concerning the removal of the following trees:

TREE#	STREET/LOCATION	SPECIES/DIAMETER/HEIGHT
1801	29 Hazelbrook Road	Maple/18"/60'
1803	7 Hazelbrook Road	Oak/42"/100'
1808	139 Draper Road	Pine/32"/100'
1815	51 Pemberton Road	Pine/24"/80'
1819	79 Oxbow Road	Pine/30"/80'
1821	126 Old Corn. Path (East)	Poplar/20"/50'
1822	43 Draper Road	Oak/11"/30'
1823	43 Draper Road	Maple/30"/750'
1830	44 River Road	Pine/30"/80'
1832	44 River Road	Pine/18"/80'
1859	Across from 108 Draper	Pine/30"/100'
1867	86 Sherman Bridge	Maple/15"/70'

Public Hearing

Tree Warden

In accordance with Section 3 of Chapter 87 of the MGL, a Public Hearing will take place in the Town of Wayland Town Hall, Selectmen's Hearing Room, 41 Cochituate Road at 7:15 PM on 12/10/2019 concerning the removal of the following trees:

TREE#	STREET/LOCATION	SPECIES/DIAMETER/HEIGHT
1157	71 Old Subury Road	Maple/18"/60'
1474	10 Charles Street	Oak/42"/100'
1597	Concord & Glezen	Pine/32"/100'
1807	41 Shaw Drive	Pine/24"/80'
1808	Old Subury across from pole 23/50	Maple/18"/60'
1810	23 Sears Road	Pine/30"/80'
1811	23 Sears Road	Pine/30"/80'
1812	23 Sears Road	Pine/28"/100'
1815	27 Rice Spring	Maple/30"/750'
1816	25 Orchard Lane	Poplar/20"/50'
1818	28 Grove Street	Oak/11"/30'
1820	22 Shaw Drive	Maple/30"/750'
1825	58 Old Corn. Path	Oak/11"/30'
1826	285 Tree Ponds Road	Maple/18"/60'
1828	18 Dean Road	Oak/12"/80'
1829	37 Glen Road	Locust/28"/80'
1831	37 Glen Road	Maple/18"/60'
1833	153 Woodridge	Oak/30"/70'
1868	391 Old Corn. Path	Pine/36"/50'

Tree Warden & Planning Board, Town of Wayland, www.wayland.ma.us/parks-trees

ADH13850339
MWDN 11/26, 12/3/19

MARLUANA/390 HOPPING BROOK ROAD

LEGAL NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed Marljana Establishment is scheduled for Thursday, December 5th, at 5:30 pm at the Holliston Public Library, 317 Washington Street, Holliston, MA 01946. The proposed Marljana Cultivation and Product Manufacturing facility is anticipated to be located at 390 Hopping Brook Road, Holliston, MA 01946. There will be an opportunity for the public to ask questions.

ADH13850339
MWDN 12/3/19

12/5/19 Community Development
Hearing

LEGAL NOTICE

ten appearance and objection at this Court before 10:00 a.m. on the return day of 12/11/2019.

This is NOT a hearing date, but a deadline by which you must file a written objection and objection if you wish to object to this appearance and objection followed by a period of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC).

A Personal Representative appointed under the MUPC is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from

**Smith, Costello
& Crawford**

Public Policy Law Group.

Attachment B



OFFICE OF THE
TOWN CLERK
HOLLISTON, MASS

2019 DEC -2 PM 12:07

November 27, 2019

Dear Sir or Madam,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, December 19th, at 5:30 pm at the Holliston Public Library, 752 Washington Street, Holliston, MA 01746. The proposed Marijuana Cultivation and Product Manufacturing facility is anticipated to be located at 390 Hopping Brook Road, Holliston, MA 01746. There will be an opportunity for the public to ask questions.

November 27, 2019

Dear Sir or Madam,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, December 19th, at 5:30 pm at the Holliston Public Library, 752 Washington Street, Holliston, MA 01746. The proposed Marijuana Cultivation and Product Manufacturing facility is anticipated to be located at 390 Hopping Brook Road, Holliston, MA 01746. There will be an opportunity for the public to ask questions.

th, Costello
rawford
Policy Law Group

ss Street, Suite 420
\ 02109

NSTAR ELECTRIC COMPANY
P.O. BOX 270
HARTFORD, CT 06141



abutters_id_field	abutters_owner1	abutters_owner2	abutters_address	abutters_address2	abutters_town	abutters_state	abutters_zip	abutters_bookpage	abutters_location
001.0-0001-0043.0			P.O. BOX 270		HARTFORD	CT	06141	15757/581	0 FISHER ST (OFF)
001.0-0001-0044.1			375 HOPPING BROOK RD		HOLLISTON	MA	01746	1465/134	375 HOPPING BROOK RD
001.0-0001-0044.C			3900 W. HAVLIN RD		ROCHESTER HILLS	MI	48309	20351/164	30 BOYNTON RD
001.0-0001-0046.0			P.O. BOX 270		HARTFORD	CT	06141	11343/0508	0 HOPPING BROOK RD
001.0-0001-0058.0			703 WASHINGTON ST		HOLLISTON	MA	01746	27596/0102	0 BOYNTON RD (ITSELF)
001.0-0001-0062.4			350 HOPPING BROOK RD		HOLLISTON	MA	01746	1494/20	350 HOPPING BROOK RD
001.0-0001-0062.5			390 HOPPING BROOK RD		HOLLISTON	MA	01746	1176/049	390 HOPPING BROOK RD
004.0-0006-0015.A			42 WESTBROD RD		NORTH GRAFTON	MA	01536	31501/0099	0 HOPPING BROOK RD
004.0-0006-0033.0			P.O. BOX 270		HARTFORD	CT	06141	11343/0508	0 HOPPING BROOK RD
004.0-0006-0151.0			11440 W BERNARDO COURT SUITE 220		SAN DIEGO	CA	92127	71091/290	465 HOPPING BROOK RD

June 16, 2021

Travis Ahern, Town Administrator
Town of Holliston
Town Hall
703 Washington Street
Holliston, MA 01746

RE: Good Chemistry Nurseries of Massachusetts, LLC.

Dear Mr. Ahern,

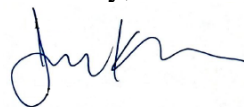
As you know, Good Chemistry Nurseries of Massachusetts, LLC. ("GCNMA") currently holds a Cultivation Marijuana Establishment License and a Product Manufacturing Marijuana Establishment License located at 390 Hopping Brook Road Harrison Street in Holliston. Pursuant to 935 CMR 500.103(4), GCNMA must submit an application for the annual renewal of its license to operate in Holliston to the Cannabis Control Commission ("CCC"). As a condition of that renewal, the CCC has required that we request from Holliston, our host community, the records of any cost to the city anticipated or actual, resulting from the operation of our Marijuana Establishments.

In order to comply with this condition of our renewal, we are submitting to your office our formal request for records of any cost incurred by the Town of Holliston over the past year as a result of our operations. Please send any documentation to by mail or e-mail to:

Good Chemistry Nurseries of Massachusetts, LLC.
c/o Jennifer K. Crawford
Smith, Costello & Crawford
One State Street, 15th Floor
Boston, MA 02109
jcrawford@publicpolicylaw.com

Please note that in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26. We thank you for your attention to this matter. Please do not hesitate to reach out should you have any questions.

Sincerely,



Jennifer K. Crawford, Esq.

Affidavit of No Response to Municipal Cost Letter

I, Joe Sandoval, of Good Chemistry Nurseries of Massachusetts, LLC ("GCNMA") hereby certify that GCNMA sent formal notice to the Town of Holliston requesting from our host community records of any cost to the city or town reasonably related to the operation of the establishment. As of July 7, 2021, has not received a response from the Town of Holliston related to this request.

[Signature]
Name

7/7/2021

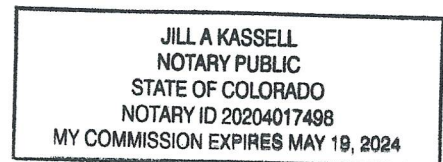
STATE OF Colorado

COUNTY OF DENVER

On this 7th day of July, 2021, before me, the undersigned notary public, personally appeared Joe Sandoval satisfactory evidence of identification, which was a Drivers License, to be the person whose name is signed on the preceding or attached document and acknowledged to me that he signed it voluntarily for its stated purpose.

Jill A Kassel (official signature and seal of notary)

My commission expires: MAY 19 2024



Plan for Positive Impact

Cannabis prohibition has had a disproportionate impact on various communities. As the industry begins in earnest in Massachusetts, it is fully recognized that Good Chemistry Nurseries of Massachusetts, LLC, together with our other entity, Good Chemistry of Massachusetts, Inc., collectively known as “Good Chemistry”, has a responsibility and commitment to ensure it is contributing to its community. Good Chemistry plans to support the specific communities of Lynn and Worcester. Good Chemistry’s Worcester retail facility is located at 9 Harrison St, Worcester, MA 01604 is located adjacent to numerous designated areas of disproportionate impacts, including but not limited to Census Tract 7323.02, Census Tract 7324, Census Tract 7327, Census Tract 7313, and Census Tract 7314. Moreover, Good Chemistry’s retail location at 696 Western Avenue in Lynn Massachusetts is located within an area that has been designed by the Cannabis Control Commission (“CCC”) as an area of disproportionate impact.

Good Chemistry and its management team is fully committed to ensuring it is maintaining positive contributions. Good Chemistry will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, branding, marketing, and sponsorship practices of our marijuana establishment. Any actions taken, or programs instituted by Good Chemistry, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

Goal #1: Good Chemistry will use best efforts to achieve a goal of having a staff consisting of 40% of employees from areas of disproportionate impact.

Proposed Initiative: Good Chemistry will give hiring preferences to City of Worcester and City of Lynn residents who fall into one of the Commission-identified populations disproportionately impacted by marijuana prohibition with a goal of having a staff consisting of 40% employees from this Plan Population. In order to achieve this goal, Good Chemistry will continue to work with workforce development organizations and local groups in areas of disproportionate impact in Worcester and Lynn. Additionally, Good Chemistry will attend community job fairs, at least one annually, in Worcester and/or Lynn to advertise employment opportunities and accept applications from residents of Worcester and/or Lynn or others from areas of disproportionate impact for any open jobs Good Chemistry seeks to fill. If permissible under 935 CMR 5000.105(4)(b), Good Chemistry will post employment opportunity advertisements in local newspapers.

Metric: In order to demonstrate the progress made toward achieving this goal, Good Chemistry will track the number of local job fairs attended in Worcester and/or Lynn and surrounding areas of disproportionate impact as designated by the Commission, and the percentage of employees

hired that meet that are from areas of disproportionate impact. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal with the Commission.

Goal #2: Good Chemistry will make charitable contributions of at least \$2,000 annually to organizations that support and serve communities of disproportionate impact. To start, Good Chemistry will make a financial contribution to the Lynn Community Health Center.

Proposed Initiative. Good Chemistry will make annual financial contributions of at least \$2,000 to local service-based philanthropic organizations who serve areas of disproportionate impact. One of these will be the Lynn Community Health Center, located in the City of Lynn. Good Chemistry has attached to this Plan a letter from the Lynn Community Health Center acknowledging the planned contribution by Good Chemistry and giving assurances to the CCC that the health center has agreed to accept the funds.

Metric: Good Chemistry will maintain a record of its contribution to the Lynn Community Health Center. Good Chemistry will keep records of feedback that we receive relative to the impact of our contributions, if any. This will in turn help us make decisions about adjustments to charitable giving that need to be made in the future. For any additional charitable contributions that Good Chemistry plans to make beyond this contribution we will secure a letter from the organization acknowledging the source of the funds and agreeing to accept the money. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal with the Commission.

Goal #3: Good Chemistry will strive to hire local vendors and suppliers and will prioritize initiating proposals from Worcester and Lynn suppliers and vendors, and others that qualify as those from disproportionately impacted communities, as designed by the Commission. Good Chemistry will use best efforts to give Worcester and Lynn vendor proposals and those from the Plan Population preference in our selection process with a goal of hiring and using 30% of our vendors and suppliers from areas of disproportionate impact.

Proposed Initiative: Good Chemistry will seek to contract with local vendors and suppliers from areas of disproportionate impact in Worcester and Lynn and other areas of disproportionate impact. We will do so by advertising our needs in industry-specific publication as frequently as we require contracts.

Metrics: In order to demonstrate progress toward this goal, Good Chemistry will keep a record of all suppliers and vendors utilized by Good Chemistry and if, through disclosure of the vendor or supplier, they fit into the aforementioned group. Good Chemistry will then annually review

the data and make determinations on changes needed, if any, should be made to better meet the goal described. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal with the Commission.

Good Chemistry will conduct annual reporting measuring the effectiveness of these plans. Reports will be kept on hand at all times at 9 Harrison St., Worcester, MA 01604 and 696 Western Avenue, Lynn, MA 01902. Good Chemistry will evaluate the metrics described above in advance of its annual license renewal and submit a report with those findings demonstrating progress or success of its goals.

May 29, 2019

Good Chemistry of Massachusetts, Inc.
Attn: Matthew Huron
50 Congress Street, Suite 420
Boston, MA 02109
matt@goodchem.org

Dear Good Chemistry of Massachusetts, Inc.,

This letter hereby serves as written confirmation of Good Chemistry of Massachusetts, Inc.'s ("CGM") commitment to the Lynn Community Health Center ("LCHC") as a corporate sponsor. As you know, LCHC and GCM have not yet finalized the details of the monetary contribution but we will memorialize the specifics as soon as they are agreed upon by both parties. LCHC recognizes that GCM is a medical and adult-use marijuana company seeking a license for a Retail Marijuana Establishment in the City of Lynn. To that end, LCHC is happy to accept the contribution by CGM.

LCHC greatly appreciates your company's willingness to dedicate funds to LCHC in support of our mission to provide comprehensive health care to everyone in our community, regardless of the socioeconomic status of the patient. We understand and acknowledge that the annual donation will be forthcoming upon the Cannabis Control Commissions' issuance of a Lynn Retail Marijuana Establishment license to GCM and confirmation via license approval that our partnership meets GCM's Plan for Positive Impact requirements.

We look forward to our organizations having a long-term relationship that helps implement the mission and vision of the Lynn Community Health Center.

Sincerely,



Kiame Mahaniah, MD
Chief Executive Office

Confirmation

[Home](#) [Certificate of Good Standing](#) [Confirmation](#)[Contact Us](#) [Frequently Asked Questions](#) [Video Tutorials](#)

Certificate of Good Standing - Confirmation

Confirmation Code: 9dphgj
Confirmation Number: 1-684-930-432
Submitted Date and Time: 12/17/2019 1:23:39 PM

Legal Name: GOOD CHEMISTRY NURSERIES OF MASSACHUSETTS LLC

Your *Certificate of Good Standing* application has been submitted. Please print this page and save the confirmation number above for your records. A confirmation email will be sent shortly. The information you provided will be reviewed in a timely manner.

Check Status of Your Submission

To check the status of your submission, click the **Find a submission** hyperlink under the *Quick Links* section on the MassTaxConnect logon screen. You will be asked to enter your email address and the confirmation code above to view your submission. If the submission is approved, the *Certificate of Good Standing* will be mailed to the address you provided and will be available to download through checking your submission.

Contact Us

If you need further assistance, please contact the Department of Revenue at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089. Business hours are 8:30AM to 4:30PM Monday - Friday.

[OK](#)[Print Confirmation](#)



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001396844

1. The exact name of the limited liability company is: GOOD CHEMISTRY NURSERIES OF MASSACHUSETTS, LLC

2a. Location of its principal office:

No. and Street: 50 CONGRESS STREET

SUITE 420

City or Town: BOSTON State: MA Zip: 02109 Country: USA

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

No. and Street: 50 CONGRESS STREET

SUITE 420

City or Town: BOSTON State: MA Zip: 02109 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THE LLC WILL OPERATE A RETAIL AND MANUFACTURING BUSINESS.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: JIM SMITH

No. and Street: 50 CONGRESS STREET

SUITE 420

City or Town: BOSTON State: MA Zip: 02109 Country: USA

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

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	MATTHEW HURON	1550 LARIMER ST., STE 296 DENVER, CO 80202 USA

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

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

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	KEITH NUBER	1550 LARIMER ST., STE 296 DENVER, CO 80202

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 9 Day of August, 2019,
JENNIFER E. BENDA
(The certificate must be signed by the person forming the LLC.)

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:

August 09, 2019 03:21 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

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

December 17, 2019

TO WHOM IT MAY CONCERN:

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

GOOD CHEMISTRY NURSERIES OF MASSACHUSETTS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 9, 2019**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
MATTHEW HURON

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

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **KEITH NUBER**



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

**OPERATING AGREEMENT
OF
GOOD CHEMISTRY NURSERIES OF MASSACHUSETTS, LLC**

WHEREAS, Good Chemistry Nurseries of Massachusetts, LLC, a Commonwealth of Massachusetts limited liability company (the "Company") and the Member desire to enter into this Operating Agreement for the governance of the Company, effective as of August 9, 2019;

NOW THEREFORE, this Operating Agreement (together with the schedules attached hereto, this "Agreement") of the Company, is entered into by Matthew Huron, as the Manager of the Company and as the President of Good Chemistry of Massachusetts, Inc. (the "Member"). Capitalized terms used and not otherwise defined herein have the meanings ascribed them on Schedule A hereto.

Section 1. Formation.

On August 9, 2019, the Company was organized in accordance with the Commonwealth of Massachusetts Limited Liability Company Act, as amended from time to time (the "Act") pursuant to the Certificate of Organization filed with the Secretary of the Commonwealth, Corporations Division. The Articles override conflicting provisions of this Agreement; to the extent permitted by the Act, this Agreement overrides conflicting provisions of the Act.

Section 2. Principal Business Office.

The principal business office of the Company shall be located at 50 Congress Street, Suite 420, Boston, Massachusetts 02109, or such other location as may hereafter be determined by the Manager.

Section 3. Registered Office.

The address of the registered office of the Company in the Commonwealth of Massachusetts is 50 Congress Street, Suite 420, Boston, Massachusetts 02109.

Section 4. Registered Agent.

The name and address of the registered agent of the Company for service of process on the Company in the Commonwealth of Massachusetts is Jim Smith, 50 Congress Street, Suite 420, Boston, Massachusetts 02109.

Section 5. Member.

The mailing address of the Member is set forth on Schedule B attached hereto.

Section 6. Duration.

The Company shall remain in existence until the dissolution of the Company, as determined in the discretion of the Member. The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of any Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. After dissolution is properly approved, the Manager shall follow the Act's procedures for dissolving the Company and file all documents required by the Secretary of the Commonwealth, Corporations Division.

Section 7. Purpose.

Notwithstanding anything to the contrary in this Agreement or in any other document governing the formation, management, or operation of the Company, the purpose to be conducted or promoted by the Company has been since its formation and shall continue to be to operate a retail and manufacturing business and to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies organized under the laws of the Commonwealth of Massachusetts.

Section 8. Powers.

The Company, the Manager, or the Company's duly authorized Officers on behalf of the Company: (i) shall have and may exercise all powers necessary, convenient or incidental to accomplish its purposes as set forth in Section 7, and (ii) shall have and exercise all of the powers and rights conferred upon limited liability companies formed pursuant to the Act.

Section 9. Management.

(a) Management by Manager. The business and affairs of the Company shall be managed by or under the direction of the Manager of the Company. Matthew Huron shall be the initial Manager of the Company. In the event of Matthew Huron's death or adjudication of incompetency, Keith "Toby" Nuber shall be automatically appointed Manager of the Company. The Manager may delegate such duties as it determines in its sole discretion to any Officer pursuant to Section 10, hereof.

(b) Powers. The Manager shall have the power to do any and all acts necessary, convenient or incidental to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise. Subject to Section 7 and Section 9, the Manager has the authority to bind the Company.

(c) Compensation. The Manager shall have the authority to fix the compensation of any Officer. Each Officer may be paid his, her or its expenses, if any, and/or a stated salary as an Officer. No such payment shall preclude any Officer from serving the Company in any other capacity and receiving compensation therefor.

(d) Manager as Agent. To the extent of its powers set forth in this Agreement, the Manager is an agent of the Company for the purpose of the Company's business, and the actions of the Manager taken in accordance with such powers set forth in this Agreement shall bind the Company.

Section 10. Officers.

The Manager may appoint officers for the Company ("Officers"). Officers shall perform the duties designated by the Manager and shall have those powers authorized by the Manager. Officers serve at the pleasure of the Manager, so the Manager may remove or replace any Officer at its discretion. None of the Manager and Officers is required to be a Member. The Officers, to the extent of their powers authorized by the Manager not inconsistent with this Agreement, are agents of the Company for the purpose of the Company's business and the actions of the Officers taken in accordance with such powers shall bind the Company. Except to the extent otherwise modified herein, each Officer shall have fiduciary duties identical to those of officers of business corporations organized under the laws of the Commonwealth of Massachusetts.

Section 11. Limited Liability.

Except as otherwise expressly provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be the debts, obligations and liabilities solely of the Company, and neither the Manager, Member nor any Officer shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a Manager, Member or Officer of the Company.

Section 12. Capital Contributions.

The Member has contributed to the Company cash or property of an agreed amount or value as listed on Schedule B attached hereto.

Section 13. Additional Contributions.

The Member is not required to make any additional capital contribution to the Company. However, the Member may make additional capital contributions to the Company at any time in its sole discretion. To the extent that the Member makes an additional capital contribution to the Company, the Member may revise Schedule B of this Agreement to reflect such additional capital contribution. The provisions of this Agreement, including this Section 13, are intended to benefit the Member and, to the fullest extent permitted by law, shall not be construed as conferring any benefit upon any creditor of the Company (other than a Covered Person) (and no such creditor of the Company shall be a third-party beneficiary of this Agreement) and the Member shall not have any duty or obligation to any creditor of the Company to make any contribution to the Company or to issue any call for capital pursuant to this Agreement.

Section 14. Effect of Bankruptcy, Death or Incompetency of a Member.

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue despite such event. Upon any such event, the trustee, receiver, legal representative, executor, personal representative, administrator, committee, guardian, or conservator of such Member shall be permitted to vote such Member's interest, either in person or by proxy, without a transfer of such Member's interest to the name of the trustee,

receiver, legal representative, executor, personal representative, administrator, committee, guardian, or conservator. Upon the death of a Member, in accordance with any state laws or regulations to which the Company may be subject at such time, and all other rules and regulations issued pursuant thereto, including, if applicable, MGL c.10 and 935 CMR. The Company shall comply with all requirements for the substitution or change of ownership in accordance with such laws and regulations, including any notice and consent requirements.

Section 15. Allocation of Profits and Losses.

The Company's profits and losses shall be allocated as determined by the Manager, with the advice of the Company's tax advisers, based on the Company's election with respect to the Company's taxable status from time to time, which may include the election to be taxed as a corporation.

Section 16. Distributions.

Distributions shall be made to the Member at the times and in the aggregate amounts determined by it. Notwithstanding any provision to the contrary contained in this Agreement, the Company shall not be required to make a distribution to the Member on account of its interest in the Company if such distribution would violate the Act or any other applicable law.

Section 17. Books and Records.

The Manager shall keep or cause to be kept complete and accurate books of account and records with respect to the Company's business. The Company's books of account shall be kept using the method of accounting determined by the Manager. The Company's independent auditor, if any, shall be an independent public accounting firm selected by the Manager.

Section 18. Other Business.

Notwithstanding any duty otherwise existing at law or in equity, the Manager, the Member, the Officers and any Affiliate of the Manager or the Officers may engage in or possess an interest in other business ventures (unconnected with the Company) of every kind and description, independently or with others. The Company shall not have any rights in or to such independent ventures or the income or profits therefrom by virtue of this Agreement.

Section 19. Exculpation and Indemnification.

(a) To the fullest extent permitted by applicable law, neither the Manager, the Member, the Officers, nor any officer, director, employee, agent or Affiliate of the foregoing (collectively, the "Covered Persons") shall be liable to the Company or any other Person who is bound by this Agreement for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by this Agreement, except that a Covered Person shall be liable for any such loss, damage or claim incurred by reason of such Covered Person's gross negligence or willful misconduct.

(b) To the fullest extent permitted by applicable law, a Covered Person shall be entitled to indemnification from the Company for any loss, damage or claim incurred by such Covered Person by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by this Agreement, except that no Covered Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Covered Person by reason of such Covered Person's gross negligence or willful misconduct with respect to such acts or omissions; provided, however, that any indemnity under this Section 19 by the Company shall be provided out of and to the extent of Company assets only, and the Member, the Manager and the Officers shall not have personal liability on account thereof.

(c) To the fullest extent permitted by applicable law, expenses (including reasonable legal fees) incurred by a Covered Person defending any claim, demand, action, suit or proceeding shall, from time to time, be advanced by the Company prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by the Company of an undertaking by or on behalf of the Covered Person to repay such amount if it shall be determined that the Covered Person is not entitled to be indemnified as authorized in this Section 19.

(d) A Covered Person shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any Person as to matters the Covered Person reasonably believes are within such other Person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company, including information, opinions, reports or statements as to the value and amount of the assets, liabilities, or any other facts pertinent to the existence and amount of assets from which distributions to the Member might properly be paid.

(e) The provisions of this Agreement, to the extent that they restrict or eliminate the duties and liabilities of a Covered Person to the Company or its Member otherwise existing at law or in equity, are agreed by the parties hereto to replace such other duties and liabilities of such Covered Person.

(f) The foregoing provisions of this Section 19 shall survive any termination of this Agreement.

Section 20. Assignments; Compliance with Laws.

All Members admitted to the Company must comply with all state laws and regulations to which the Company may be subject at the time of their admission, including, if applicable, MGL c.10 and 935 CMR. Upon obtaining all approvals required hereunder, a Member may assign in whole or in part its limited liability company interest in the Company to any person or entity who is not a prohibited Member under any such state laws or regulations. Subject to this Section 20 and Section 21, the transferee shall be admitted to the Company as a Member of the Company upon its execution of an instrument signifying its agreement to be bound by the terms and conditions of this Agreement, which instrument may be a counterpart signature page to this Agreement. If the Member transfers all of its limited liability company interest in the Company pursuant to this Section 20, such admission shall be deemed effective immediately prior to the transfer and, immediately following such admission, the transferor Member shall cease to be a member of the Company. Notwithstanding anything in this Agreement to the contrary, any successor to the Member by merger or consolidation shall, without further action, be the member hereunder, and such merger or consolidation shall not constitute an assignment for purposes of this Agreement and the Company shall continue without dissolution.

Section 21. Admission of Additional Members.

Subject to Section 20, one or more additional Members of the Company may be admitted to the Company by the Member.

Section 22. Federal Law; Waiver.

Each Member understands and acknowledges that: (a) the Federal Controlled Substances Act, 21 U.S.C. § 811 ("CSA") continues to make the manufacture, distribution or possession with intent to distribute of cannabis and cannabis products illegal, and (b) the Federal Government has regulated marijuana possession and use through the CSA which classifies marijuana as a Schedule 1 controlled substance. Each Member hereby: (i) acknowledges and agrees that in the event the Company or any Manager or Officer is charged with, or convicted of, any violation of the CSA or any other law, rule regulation or order of the United States Government, or any agency or instrumentality thereof, regarding cannabis or cannabis products, such charge or conviction shall not be deemed to be a breach of this Agreement by the Company or any Manager or Officer, (ii) acknowledges and agrees that such Member will have no claim against the Company or any Manager or Officer on account of any such charge or conviction, including but not limited to, any claim under this Agreement, (iii) waives any and all rights it may have to assert any claim against the Company or any Manager or Officer on account of any such charge or conviction, including but not limited to, any claim under this Agreement, and (iv) releases and forever discharges the Company or any Manager or Officer from any and all liability to such Member on account of any such charge or conviction, including but not limited to, any claim under this Agreement.

Section 23. Dissolution.

The Company shall be dissolved, and its affairs shall be wound up upon the first to occur of the following: (i) the written consent of the Member or (ii) when there are no remaining Members. In the event of dissolution, the Company shall conduct only such activities as are

necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied in the manner, and in the order of priority, set forth in the Act. The Company shall terminate when: (i) all of the assets of the Company, after payment of or due provision for all debts, liabilities and obligations of the Company shall have been distributed to the Member in the manner provided for in this Agreement and (ii) the Articles of Organization shall have been canceled in the manner required by the Act.

Section 24. Nature of Interest.

The Member shall not have any interest in any specific assets of the Company, and the Member shall not have the status of a creditor with respect to any distribution pursuant to Section 16 hereof. The interest of the Member in the Company is personal property.

Section 25. Benefits of Agreement; No Third Party Rights.

None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditor of the Company or by any creditor of the Member. Nothing in this Agreement shall be deemed to create any right in any Person (other than Covered Persons) not a party hereto, and this Agreement shall not be construed in any respect to be a contract in whole or in part for the benefit of any third Person (other than Covered Persons).

Section 26. Entire Agreement.

This Agreement constitutes the entire agreement of the parties with respect to the subject matter hereof.

Section 27. Governing Law.

This Agreement shall be governed by and construed under the laws of the Commonwealth of Massachusetts (without regard to conflict of laws principles), all rights and remedies being governed by said laws.

Section 28. Notices.

Any notices required to be delivered hereunder shall be in writing and personally delivered, mailed or sent by telecopy, electronic mail or other similar form of rapid transmission, and shall be deemed to have been duly given upon receipt (a) in the case of the Company, to the Company at its address in Section 2, (b) in the case of the Member, to the respective address as listed on Schedule B attached hereto and (c) in the case of either of the foregoing, at such other address as may be designated by written notice to the other party.

[SIGNATURE PAGE FOLLOWS]

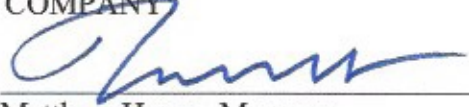
IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Operating Agreement as of the ____ day of August, 2019, effective as of August 9, 2019.

MEMBER:



By: Matthew Huron, President
Good Chemistry of Massachusetts, Inc.

COMPANY



By: Matthew Huron, Manager
Good Chemistry Nurseries of
Massachusetts, LLC.

SCHEDULE A

DEFINITIONS

Section 1. Definitions

When used in this Agreement, the following terms not otherwise defined herein have the following meanings:

“Affiliate” means, with respect to any Person, any other Person directly or indirectly Controlling or Controlled by or under direct or indirect common Control with such Person.

“Agreement” means this Operating Agreement of the Company, together with the schedules attached hereto, as amended, restated or supplemented or otherwise modified from time to time.

“Articles” means the Articles of Organization of the Company filed with the Secretary of the Commonwealth, Corporations Division on August 9, 2019, as amended or amended and restated from time to time.

“Bankruptcy” means, with respect to any Person, if such Person: (i) makes an assignment for the benefit of creditors; (ii) files a voluntary petition in bankruptcy; (iii) is adjudged a bankrupt or insolvent, or has entered against it an order for relief, in any bankruptcy or insolvency proceedings; (iv) files a petition or answer seeking for itself any reorganization, arrangement, composition, conservatorship, winding up, readjustment, liquidation or similar relief under any statute, law or regulation; (v) files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against it in any proceeding of this nature; (vi) seeks, consents to or acquiesces in the appointment of a trustee, conservator, receiver or liquidator of the Person or of all or any substantial part of its properties; or (vii) fails to obtain a dismissal of any proceeding against it seeking reorganization, arrangement, composition, readjustment, liquidation or similar relief under any statute, law or regulation, within 120 days of the commencement of such proceeding, or fails to vacate or stay the appointment of a trustee, receiver or liquidator of such Person or of all or any substantial part of its properties, within 90 days after such appointment is made without its consent or acquiescence, or fails to vacate such appointment within 90 days after the expiration of any such stay.

“Control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ownership of voting securities or partnership or membership interests, by contract or otherwise. “Controlling” and “Controlled” shall have correlative meanings. Without limiting the generality of the foregoing, a Person shall be deemed to Control any other Person in which it owns, directly or indirectly, a majority of the ownership interests.

“Member” means Good Chemistry of Massachusetts, Inc. and includes any Person admitted as an additional member of the Company or a substitute member of the Company pursuant to the provisions of this Agreement, each in its capacity as a member of the Company.

"Person" means any individual, corporation, partnership, joint venture, limited liability company, limited liability partnership, association, joint stock company, trust, unincorporated organization, or other organization, whether or not a legal entity, and any governmental authority.

Section 2. Rules of Construction

Definitions in this Agreement apply equally to both the singular and plural forms of the defined terms. The words "include" and "including" shall be deemed to be followed by the phrase "without limitation." The terms "herein," "hereof" and "hereunder" and other words of similar import refer to this Agreement as a whole and not to any particular Section, paragraph or subdivision. The Section titles appear as a matter of convenience only and shall not affect the interpretation of this Agreement. All Section, paragraph, clause, Exhibit or Schedule references not attributed to a particular document shall be references to such parts of this Agreement.

[END OF SCHEDULE A]

SCHEDULE B

MEMBER

<u>Name</u>	<u>Mailing Address</u>	<u>Capital Contributions</u>	<u>Limited Liability Company Interest</u>
Good Chemistry of Massachusetts, Inc.	50 Congress Street, Suite 420 Boston, Massachusetts 02109	As shown on the books and records of the Company	100%

[END OF SCHEDULE B]

RESOLUTION OF GOOD CHEMISTRY NURSERIES OF MASSACHUSETTS, LLC

This Resolution of Good Chemistry Nurseries of Massachusetts, LLC, a Massachusetts limited liability company ("**GC NURSERIES**" or "**Company**") is made and executed effective the 9th day of August, 2019, notwithstanding the date of execution.

WHEREAS, Good Chemistry of Massachusetts, Inc. ("**GCM**") is a corporation which is duly incorporated, validly existing, and in good standing under the laws of the Commonwealth of Massachusetts;

WHEREAS, GC Nurseries is a limited liability company which is duly organized, validly existing, and in good standing under the laws of the Commonwealth of Massachusetts;

WHEREAS, GCM is the sole member of GC Nurseries;

WHEREAS, Matthew Huron is the President of GCM and the sole Manager of GC Nurseries;

WHEREAS, GC Nurseries is the owner and operator of a retail and manufacturing business located in the Commonwealth of Massachusetts (the "**Business**");

WHEREAS, the Manager of GC Nurseries is empowered by its Operating Agreement to appoint officers for GC Nurseries, and to designate their powers and authority for the operation of the Business;

WHEREAS, Matthew Huron, in his capacity as Manager of the Company, wishes to appoint Keith "Toby" Nuber ("**Nuber**") as Chief Financial Officer for GC Nurseries to act on its behalf as Nuber deems necessary, convenient, or incidental to or for the furtherance of the operation of the Business, with full authority to perform all duties of that office, including (without limitation) the transaction of any and all banking functions, and the execution and delivery of any and all contracts, on behalf of GC Nurseries.

NOW, THEREFORE, BE IT RESOLVED, pursuant to Section 10 of the Operating Agreement of GC Nurseries, Nuber is hereby appointed Chief Financial Officer of GC Nurseries, whose duties shall include (without limitation) managing the Company's finances, including (without limitation) financial planning, management of financial risks, record-keeping, and financial reporting.

RESOLVED FURTHER, in his capacity as Chief Financial Officer, Nuber is hereby empowered to perform any and all banking functions on behalf of the Company, including (without limitation) making withdrawals, deposits, and transfers, writing checks and performing any other functions relating to any bank or other accounts of the Company.

RESOLVED FURTHER, Nuber shall be an authorized signatory on all Company banking and other financial accounts.

RESOLVED FURTHER, in furtherance of his duties as Chief Financial Officer, Nuber is hereby authorized to execute and deliver on behalf of the Company any and all contracts or other instruments necessary or desirable to effectuate the operations of the Business, to thereby bind the Company, and to perform or cause the performance of, as applicable, all obligations required of the Company thereunder.

Dated effective the 9th day of August, 2019.



Matthew Huron, as Manager of
Good Chemistry Nurseries of
Massachusetts, LLC



Department of Unemployment Assistance
Certificate of Compliance Request

I, Matthew Huron, do hereby certify that I have been unable to register Good Chemistry Nurseries of Massachusetts, LLC with the Department of Unemployment Assistance and request a certificate of compliance because Good Chemistry Nurseries of Massachusetts, LLC does not currently have any employees. As soon as Good Chemistry Nurseries of Massachusetts, LLC can register with the Department of Unemployment Assistance, we will provide the Cannabis Control Commission with a Certificate of Compliance.

Matthew Huron

Date 4/1/2020

Good Chemistry Nurseries of Massachusetts, LLC

TO: Cannabis Control Commission
FROM: Good Chemistry Nurseries of Massachusetts, LLC
DATE: April 7, 2020
RE: Emergency Contact Information

Good Chemistry Nurseries of Massachusetts, LLC has listed John Sockwell as its emergency contact on the Cultivation and Product Manufacture Marijuana Establishment license applications. Good Chemistry Nurseries of Massachusetts, LLC does not yet have employees, but our other company, Good Chemistry of Massachusetts, Inc. has a facility at the same location as Good Chemistry Nurseries of Massachusetts, LLC and Mr. Sockwell is an employee of Good Chemistry of Massachusetts, Inc.

Summary Business Plan

History of Good Chemistry

Matthew Huron, founder and CEO of Good Chemistry, has 20 years of experience in the medical and retail marijuana industry. Good Chemistry is the outgrowth of a California-based, non-profit medical marijuana cooperative founded by Matthew to serve AIDS patients in hospitals and hospice care facilities. His experience with marijuana began when his father and father's partner were diagnosed with HIV/AIDS. Seeing the relief they both found from their treatment with marijuana, Matthew started cultivating marijuana for its therapeutic value in 2000. In 2009, after serving medical patients in California for nine years, Matthew moved to Colorado and became a key player in shaping Colorado's Medical Marijuana Code through legislative and regulatory work. Matthew has a successful history of compliance with all rules and regulations. With more than five years of operation under Matthew's supervision, the Company has had no material violations.

Today, Good Chemistry operates in Colorado, Nevada and, on August 2, 2018 opened for medical cannabis sales at its dispensary in Worcester Massachusetts. In May of 2019, Good Chemistry then received all state and local approvals and began adult use sales in Worcester.

Overview of Good Chemistry Colorado

Sweetwater Partners, LLC (d/b/a Good Chemistry) was founded by marijuana industry pioneer Matthew Huron in 2009, as a licensed medical marijuana dispensary located near the state capitol building in Denver, Colorado. With a strong focus on health and wellness, the Good Chemistry cultivates, dispenses and sells marijuana to qualified patients and retail customers in compliance with all state and local laws.

The Company has outperformed hundreds of other dispensaries in the Denver area to become one of the most successful through its offering of high-quality products and commitment to patient service, retail customer service and safe and secure access to high quality marijuana products.

A summary of operating highlights is as follows:

- Track record of success in marijuana dispensary / adult-use retail and cultivation in a highly regulated environment;
- More than 180 employees operating across seven facilities
- Highly experienced management team with more than 100 years of combined experience in marijuana cultivation, retail, finance, regulatory development and community relations (Select Senior Team Bios included in Appendix A);
- Master cultivators with 20+ years of experience producing more than 70 strains of marijuana – never had a crop failure;
- Self-funded and wholly owned by Matthew Huron;
- 50,000 sf of state-of-the art, highly automated cultivation space;
- Four recognized, high volume retail / medical dispensaries in Denver / Aurora, CO;
- Compassionate Care Program providing medical marijuana to hardship patients at low or no cost;
- Skilled in setting up facilities for both the production and retail / medical sale of marijuana products

Summary Business Plan

- from both an infrastructure and regulatory perspective;
- A leader in best practices and policymaking at federal, state and local levels;
- History of charitable contributions / donations to One Colorado, AIDS Walk, Denver Rescue Mission and local veteran, law enforcement and fire department charities;
- Consistently considered a “good neighbor” for its community support, professional conduct, and partnership with local law enforcement; the Company also deploys significant filtration systems so as to not impact outside air quality conditions.

Overview of Good Chemistry of Massachusetts

Good Chemistry of Massachusetts, Inc. (“GCMA”) started business development efforts in the state of Massachusetts in late 2012 / early 2013. Matthew Huron, founder and sole owner has a personal connection to Massachusetts and Worcester in particular. Matthew’s father graduated from Holy Cross, his grandparents lived in Worcester for 25 years, and his god son was born and raised in the City of Worcester. Based on this connection, and a strong, positive opinion of Massachusetts’ cannabis regulatory structure, Matthew believed the state of Massachusetts should be the next area of expansion for Good Chemistry.

In the fall of 2015, Good Chemistry secured a provisional certificate of registration (PCR) from the Department of Health (DPH) in Massachusetts. It should be noted that in 2016 and early 2017 Good Chemistry of Colorado completed several expansion plans, which in part resulted in a delayed entrance into Massachusetts.

In the fall of 2017, GCMA began to design and build its medical cultivation facility in Bellingham, MA. Construction was completed in the Spring of 2018 and final licenses to cultivate were received from the DPH in April 2018. GCMA successfully completed its first medical harvest in July 2018. GCMA then successfully secured licenses to cultivate adult use cannabis in Bellingham in February of 2019.

Over this same period, GCMA began construction of its medical dispensary in Worcester, MA. The Company completed construction and received approval to begin medical sales in July 2018. During the spring and summer of 2017, Good Chemistry relocated seven trusted employees to Massachusetts to help further ensure the success of its operation in Massachusetts. GCMA then officially opened to the public for medical sales on August 2, 2018.

In the summer of 2018, GCMA also began the application process for adult use licenses. Over this time the Company completed various community meetings in Worcester and Bellingham, signed an adult use-specific community host agreement with the City of Worcester, and submitted applications to the Cannabis Control Commission (CCC) for adult use cultivation, production and retail licenses. GCMA then secured all necessary licenses and began adult use sales in Worcester in May of 2019.

Summary Business Plan

Similar to how Good Chemistry operates in Colorado, the medical and adult use operations are co-located in the Bellingham and Worcester facilities. With that said, all cultivated cannabis, product inventory and sales transactions are monitored and tracked separately to distinctly capture medical versus adult use activity. In cultivation, medical and adult use plants are tagged and stored separately throughout the grow, harvest and processing life cycle. This separation continues during the transport from the cultivation / production facility to the dispensary / retail location.

Similarly, upon arrival at the store, all product, inventory and sales transactions are tracked separately between medical and adult use. Inside the store, separate points of sale will be dedicated to medical versus adult use sales. To reiterate, this is identical to how Good Chemistry operates in Colorado; and, we have no concerns the separation of medical and adult use operations can be maintained successfully. In addition, GCMA is able to capture economies of scale associated with co-locating these operations in the same facilities (ie, shared rent, power, labor, security, etc).

GCMA's Continued Expansion in Massachusetts

GCMA is in the process of designing its next adult use location in the city of Lynn, MA. Currently, Lynn is not issuing new medical licenses—for the time being this location will be adult use only. The Company has received a provisional adult use license from the CCC, has contracted with a General Contractor for the construction and is currently working on final designs and all required building permits. GCMA intends to open the Lynn adult use location in Q3/Q4 2020.

Good Chemistry Nurseries of Massachusetts, LLC

Good Chemistry Nurseries of Massachusetts, LLC (GCNMA) is a wholly-owned subsidiary of GCMA, which in turn is 100% owned by founder and CEO Matthew Huron. As part of the Company's next phase of expansion, GCNMA will construct a cultivation facility to help supply GCMA's new dispensary in Lynn.

GCNMA 390 Hopping Brook Rd., Holliston, MA Facility

GCNMA intends to retrofit an existing building in the Town of Holliston, MA for the purposes of indoor cultivation of medical marijuana. The building is located at 390 Hopping Brook Rd. in an industrial park zoning district. The structure is approximately 16,000 SF located on a 4 acre lot. In addition, the Company is working on securing zoning approval to expand the facility by an additional 15,000 SF should that be necessary to support growth in the future. The facility is currently occupied by a direct mailing business that has been operating in the facility since 1989. The Company expects to take possession of the building in February 2020.

The Company plans to build a state-of-the-art controlled environment agricultural facility utilizing the latest, most efficient technologies. This will be Company and its affiliates' sixth cultivation facility retrofit. Previous projects include three sites in Colorado representing a total of 50,000 SF, a 10,000 SF facility in Reno, NV and a 10,000 SF facility in Bellingham, MA. In Holliston, there will be approximately 900 LED fixtures in the flowering rooms and approximately 85 LED fixtures

Summary Business Plan

in the vegetative area. In addition, the Company expects to install approximately 260 tons of process cooling specifically designed for cannabis cultivation. Depending upon the final scale of production and the phase of the build-out, the facility is expected to produce between 2,500 to 5,000 lbs of cannabis per year.

Projected Financial Forecast

As part of its expansion into Holliston and Lynn, MA, GCNMA put together a preliminary financial forecast. It should be noted that as with any market, particularly an emerging adult use cannabis market, it is very difficult to project sales volume and associated expenses. A summary of the three-year forecast is as follows (A more detailed financial exhibit is attached in Appendix B.):

The revenue forecast assumes a growing number of unique customers per year ranging from approximately 700 to 2,800. At less than 1% of the Massachusetts population this is viewed as conservative. To provide some context, Colorado has anecdotally shown percentages of the general population as cannabis consumers ranging from 5 – 10%. In addition, it is assumed each customer will purchase approximately $\frac{3}{4}$ of an ounce per month at an ounce price of \$375. This demand appears reasonable vis-à-vis our experience in Colorado while this pricing is consistent with current market pricing statistics in Massachusetts. The cultivation and production portions of the business in Holliston will have sufficient capacity to meet this demand in Lynn. Based on the aforementioned assumptions, annual revenue is expected to grow from approximately \$2.4 million to \$9.5 million over the forecast period.

		<u>12 Month Periods</u>		
(\$000s)		2020 - 2021	2021 - 2022	2022 - 2023
Revenue	\$	2,363	5,231	9,450
y/y growth		--	121%	81%

To support this growth, GCNMA will add additional full time equivalent employees (FTEs). Total headcount will ramp from 30 at the end of the first fiscal year to up to 55 by the end of 2023.

		<u>12 Month Periods</u>		
		2020 - 2021	2021 - 2022	2022 - 2023
Full-time Employees		30	45	55

With the corresponding growth in volume and FTEs, GCNMA projects a dollar increase in the expenses required to successfully operate the business. Please note that operating expenses here include all costs associated with operating GCNMA including but not limited to rent, power, supplies, payroll, security and insurance. To support the projected growth and as shown below,

Good Chemistry Nurseries of Massachusetts, Inc

Summary Business Plan

total operating expenses are projected to ramp from approximately \$2.2 million to \$6.6 million for the twelve month period ended 2023. Likewise, operating profit is projected to ramp from \$118,000, essentially break-even, in Year 1, to approximately \$2.8 million in Year 3.

	12 Month Periods		
(\$MM)	2020 - 2021	2021 - 2022	2022 - 2023
Revenue	\$ 2,363	\$ 5,231	\$ 9,450
Operating Expenses	\$ 2,244	\$ 3,923	\$ 6,615
Operating Profit	\$ 118	\$ 1,308	\$ 2,835
Operating Margin	5%	25%	30%

Concluding Remarks

In summary, Good Chemistry's founder and team have a track record of 20+ years industry experience, 10 years operating experience specifically in the highly regulated Colorado market, and seven years of ongoing business development; facility construction and cultivation / production and medical / adult use sales in Massachusetts. Good Chemistry currently employs approximately 180 people in Colorado across three gardens and four dispensary / retail locations, and 65 FTEs in Massachusetts across its cultivation / production facility in Bellingham and a dispensary / adult use retail location in Worcester.

GCMA believes it has the skillset and resources to continue to be successful in Massachusetts and looks forward to the opportunity to expand into Holliston.

Summary Business Plan

Exhibit A – Select Good Chemistry Senior Team Biographies

MATTHEW HURON

Chief Executive Officer

Matthew Huron founded Good Chemistry Colorado in 2010 and is currently its Chief Executive Officer. A man of dedication, compassion, and with nearly two decades of experience in the cannabis industry, Matt is recognized as one of the most experienced cultivators and operators in the U.S.

An industry leader in best practices for cannabis cultivation and dispensing, Matt consistently has demonstrated a successful record of providing high-quality and compassionate service to both patients and customers, and a proficiency in running cannabis operations within several states.

Matt first became involved in the medical cannabis industry when his father and his father's partner were diagnosed with HIV/AIDS. In 1996, when medical marijuana became available in California, he saw firsthand the symptomatic relief patients experienced from this alternative medical treatment.

In 2000, he began cultivating and dispensing medical cannabis for HIV/AIDS patients throughout the Bay Area, and subsequently founded and operated one of the most respected and well-known nonprofit medical cannabis facilities in San Francisco, The Elmar Lins Compassion Co-Op.

From California to Colorado

After operating The Elmar Lins Compassion Co-Op for nearly a decade, Huron moved to Colorado in 2009, where regulation and legislation were being created for the developing medical cannabis industry, and co-founded Wellspring Collective which originally catered to seniors with health challenges and provides alternative medical services.

Matt also wanted to share his knowledge and experience in the cannabis industry. He is the founding board member of Colorado Leads, Marijuana Industry Group (MIG), Cannabis Business Alliance (CBA), and the National Cannabis Industry Association (NCIA). He has also served on the Colorado Department of Revenue's Medical Marijuana Enforcement Division's (MED) Licensing Authority Advisory Committee, and continues to add his voice to the foundation and future direction of the medical and adult-use cannabis industries.

Good Chemistry Colorado launched in 2010, and is now considered to be one of the finest vertically integrated cannabis companies in the state. Since opening Good Chemistry Colorado, Huron has expanded cultivation operations in three large Colorado facilities devoted solely to the production of ~75 strains of marijuana.

Summary Business Plan

Today, Good Chemistry employs a staff of more than 150 individuals across three states (Nevada, Colorado, and Massachusetts) in dispensaries, cultivation and corporate operations.

Improving All the Time

There is no rest for the weary, and Matt is constantly looking for ways for improving best practices, policies and procedures, and cultivation.

Huron has developed and implemented best practices in the medical and retail marijuana industry, including a Compassion Care Program that enables patients with limited resources to obtain medical marijuana at little or no cost. Matt also optimized the production of extracts and concentrates through solvent-less processing.

His enforcement of policies and procedures throughout the company has ensured strict compliance with state and local regulations. Huron has collaborated with local leaders and law enforcement to enhance neighborhood safety and security.

Huron has a bachelor's degree from the University of California, Berkeley.

DUNCAN CAMERON

Chief Production Officer

Duncan Cameron joined Good Chemistry in 2010 as Chief Production Officer. Considered a master cultivator in the cannabis industry, Cameron's experience includes plant husbandry, advanced propagation techniques, cultivation design, permitting, regulatory and environmental compliance, staff training and management.

Under his leadership, Good Chemistry has significantly reduced the time to harvest, adding an additional cycle into the calendar year. Cameron increased the available gene pool from six to more than 70 strains and refined integrated pest management as it pertains to cannabis.

As Chief Production Officer, Cameron oversees all tasks associated with plant cultivation, from propagation to harvest, encompassing plant nutrition, pest control, scheduling of plant cycles, processing and R&D. Cameron also manages sophisticated climate control systems, ensuring cultivation of contaminant-free marijuana, consistent with Colorado Department of Agriculture and Marijuana Enforcement Division requirements and Good Manufacturing Practices.

In addition to his role as Chief Production Officer, Cameron served as the project manager for Good Chemistry's cultivation expansions, growing capacity by over 50% year over year. He oversees budgeting, scheduling, system design, building infrastructure and compliance with local codes and ordinances. Cameron manages more than 70 employees in Good Chemistry's cultivation facilities.

Summary Business Plan

Before applying his background in plant sciences to marijuana cultivation at Good Chemistry, Cameron was a teacher and prop stylist.

Cameron has a bachelor of arts in communication from Florida Atlantic University and a certification in tissue culture from the University of Florida. He is a member of the International Society of Horticultural Sciences (ISHS), the International Cannabinoid Research Society (ICRS), U.S. Hydroponic Association (USHA), the National Black Farmers Association (NBFA) and the Colorado Farm Bureau.

Education and Certifications

B.A., Communications, Florida Atlantic University
Certification in tissue culture, University of Florida

TOBY NUBER

Chief Operating Officer & Chief Financial Officer

Toby Nuber joined Good Chemistry in 2014 as Chief Financial Officer. With 15-plus years of investment banking, mergers and acquisitions and corporate finance experience, Nuber oversees and leads all financial-related matters for Good Chemistry and helping lead the company's expansion into new markets.

In 2017, Nuber's role expanded to include management of the company's broader operations. As Chief Operating Officer, Toby develops company best practices and leads multiple departments including finance, compliance, IT, human resources, facilities and procurement.

Prior to joining Good Chemistry, Nuber successfully applied his financial, capital raising, and mergers and acquisitions skills at several investment banks, including the Royal Bank of Canada (RBC Capital Markets) and UBS and a large global corporation. In this capacity, Nuber completed more than 40 transactions including initial public offerings, debt and equity capital raises, and buy/sell side mergers or acquisitions for a diverse set of healthcare and technology clients.

Education | Certifications

Bachelor's degree in Business Administration, University of Colorado Boulder (Magna cum laude)

Summary Business Plan

STEPHEN SPINOSA

Vice President of Operations

Stephen Spinosa joined Good Chemistry in October 2012 as its Vice President of Operations to direct its medical marijuana dispensary for registered, qualified patients. With a solid background in business, finance and marketing, Spinosa brings nine-plus years of experience in the operation and management of licensed marijuana dispensaries.

Steve's start in marijuana operations began a journey of patient care and education with growing medicinal marijuana in a 1,500-square-foot garden and teaching weekly "grow" classes for patients. He also managed the company's retail dispensary with annual sales of \$2 million.

Prior to joining Good Chemistry, Spinosa served as inventory manager of a 7,000-square-foot Colorado medical marijuana cultivation facility where he also managed a staff of 15, he was responsible for overseeing product harvest, cure & all wholesale transactions.

Spinosa now oversees operations ensuring patients and customers have the highest quality products and services in a safe and secure environment. In managing Good Chemistry's Compassion Care Program, which provides marijuana products to hardship patients at minimal or no cost, he has helped maintain a high level of patient and customer satisfaction contributing to an increasing number of monthly visits.

Steve's responsible for budgeting, seed-to-sale inventory tracking and management, state and local regulatory compliance, policy and procedure development, and staff hiring, training and management.

Education and Certifications

B.A., Marketing, Smeal College of Business, Pennsylvania State University

Good Chemistry Nurseries of Massachusetts, Inc

Summary Business Plan

Exhibit B – Summary Financial Forecast

(\$s, unless indicated)	First	Second	Third
	12 Month Period	12 Month Period	Twelve Month Period
	2020 - 2021	2021 - 2022	2022 - 2023
Projected Revenue	\$ 2,362,500	\$ 5,231,250	\$ 9,450,000
Projected Expenses	\$ 2,244,375	\$ 3,923,438	\$ 6,615,000
VARIANCE:	\$ 118,125	\$ 1,307,813	\$ 2,835,000
	5%	25%	30%
Number of unique customers for the year	700	1,550	2,800
Number of customer visits for the year	8,400	18,600	33,600
Projected % of customer growth annually	--	121%	81%
Estimated purchases ounces per visit	0.75	0.75	0.75
Estimated cost per ounce	\$ 375	\$ 375	\$ 375
Total FTEs in staffing	30	45	55

Plan for Obtaining Liability Insurance

(This document is a summary of the Good Chemistry Nurseries of Massachusetts, LLC's plan to obtain Liability Insurance.)

I. Purpose

The purpose of this plan is to outline how Good Chemistry Nurseries of Massachusetts, LLC (GCNM) will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

II. Research

In the unlikely event that GCNM is unable to add the Holliston facility to its current liability policy, GCNM will continue to engage with multiple insurance providers offering General and Product Liability Insurance coverage in the amounts required in 935 CMR 500.105(10). These providers are established in the legal marijuana industry. We are continuing these discussions with the insurance providers and will engage with the provider who best suits the needs of the company once we receive a Provisional License.

III. Plan

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

Records of Good Chemistry Nurseries of Massachusetts, LLC (“GCM”) will be available for inspection by the Commission, upon request. GCM’s financial records will be maintained in accordance with generally accepted accounting principles and the requirements of 935 CMR 500.105(9)(e). Written records that are required and are subject to inspection include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products; and
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

At the time of renewal, GCM will make available an accounting of the financial benefits accruing to the municipality as the result of the host community agreement with the licensee.

GCM will conduct monthly sales equipment and data software checks and initiate reporting requirements for discovery of software manipulation as required by 935 CMR 500.140(6)(d). GCM will never utilize software or methods that are able to manipulate sales dates, pursuant to 935 CMR 500.140(6)(c). Monthly sales equipment data and software checks will be performed in accordance with 935 CMR 500.140(6)(d). GCM will use separate accounting practices for marijuana and non-marijuana sales to comply with 935 CMR 500.140(6)(f).

GCM will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. GCM will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If GCM determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations. Pursuant to 935 CMR 500.140(6)(e), GCM will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

Following the closure of GCM, all records will be kept for at least two years at the expense of GCM and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(6)(e).

It is the policy of Good Chemistry Nurseries of Massachusetts (“GCM”) to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination. GCM will keep operating policies on a staffing plan and staffing records in compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1)(h).

All staff must have a Marijuana Establishment Agent registration card from the State of Massachusetts that authorizes them to work at the facility. Prior to registering agents, GGM will run background checks on all employees, including social media scans, in accordance with 935 CMR 500.030. Any employee who is not determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802 will be denied employment with GCM. Background checks for all employees will be repeated on an annual basis. All CORI reports obtained in accordance with 935 CMR 500.030, M.G.L. c. 6, s. 172 and 803 CMR 2.00, will be kept separate from general personnel files in a locked cabinet at the facility and will be produced to the Commission on request.

Once an employee has been hired, they go through an on-boarding process with Good Chemistry’s HR department. Each employee must review and sign an acknowledgement stating they understand and will comply with Good Chemistry’s employee handbook. The following forms must all be completed by GCM employees and stored securely:

- Resume
- CORI Background Check
- Employee Trade Secret Agreement (If Applicable)
- Form W-4, Employee's Withholding Allowance Certificate
- Form I-9, Employment Eligibility Verification
- Agent Registration Application

At all times, employees are expected to conduct their personal affairs in a manner that does not adversely affect GCM’s integrity, reputation or credibility. Actions that could lead to dismissal or law enforcement notification include:

- Any act of dishonesty, including falsification of records
- Destruction, theft or misappropriation of property belonging to an employee or the Company
- Substance abuse on Establishment premises
- Unlawful possession, distribution, or sale of narcotics, drugs, or controlled substances
- Any act which discredits or damages Good Chemistry
- Fighting, intimidating, coercive or threatening behavior on the premises

- Disrespectful behavior and/or being discourteous to an employee
- Giving away products
- Harassment or discrimination of an illegal nature
- Failure to follow any policies or procedures including those specific to health and safety

If a marijuana establishment agent is found to have diverted marijuana, it is grounds for immediate dismissal pursuant to the GMC policy and 935 CMR 500.105(1)(l). The first person to be notified will be the Security Director. The Security Director will make a detailed report of the event and report it to local law enforcement and the CCC within 24 hours in accordance with 935 CMR 500.110(7)(a) . Human Resources will then be notified and prepare the dispensary agents last check and termination of any applicable benefits.

GCM is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace, pursuant to 935 CMR 500.105(1)(j). Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on GCM's premises or while using GCM's vehicles or equipment, or at any location during work time. GMC will ensure that all confidential information is maintained pursuant to its policies and 935 CMR 500.105(1)(k).

Good Chemistry Nurseries of Massachusetts, LLC (“GCM”) has included in its Holliston location a Reception area with one door to the outside and one which all visitors must enter the facility. A Receptionist will be stationed in the Reception area at all times during business hours. Both the outside door and the door to the facility area are equipped with strike releases that are controlled by the Receptionist. In addition, the outside door is equipped with a video camera that is monitored by the Receptionist. If the Receptionist observes a visitor at the outside door who appears clearly under 21 years of age, the Receptionist will not allow the person to enter the Reception area. Immediately after a visitor has been allowed to enter the Reception area, the Receptionist will require the customer to produce one of the following:

- A driver’s license;
- A government-issued identification card;
- A military identification card; or
- A passport.

GCM will provide Receptionists training in identifying valid IDs, including a book in the Reception area that contains photos of all current government issued IDs. If the visitor is unable to produce one of the aforementioned forms of identification stating that the customer is 21 years of age or older, the Receptionist will refuse to allow the visitor to enter the area and require that the person leave the facility immediately.

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

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

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

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

All Limited Access areas will be clearly described by the filing of a diagram of the registered premises, as determined by the Commission, reflecting, where applicable, entrances and exits, walls, partitions, vegetation, flowering, processing, production, storage, and disposal areas.

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

Good Chemistry Nurseries of Massachusetts, LLC
Plan to Separate Medical from Recreational Operations

Good Chemistry Nurseries of Massachusetts Inc. (“GCM”) will be cultivating, processing and selling marijuana products for adult use only at this marijuana establishment. Therefore no medical operation will take place at this facility.

Qualifications and Training

Pursuant to 935 CMR 500.105(2)(a) Good Chemistry Nurseries of Massachusetts, LLC (“GCM”) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with GCM. Each department managed will provide orientation for dispensary agents assigned to their department. Orientation will include a summary overview of all the training modules.

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

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

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

Record Keeping Procedures

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

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

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

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

Good Chemistry Nurseries of Massachusetts, LLC (“GCM”) will create a Quality Control Unit consisting of the Manager, the Inventory Manager and Operations Manager to ensure the quality of the marijuana meets its own high standards as well as those of the State. This team:

- Has the responsibility and authority to approve or reject all components, product containers, closures, in-process materials, packaging materials, labeling and marijuana.
- Has the authority to review production records to assure that no errors have occurred or, if errors have occurred, that they have been fully investigated and resolved.
- Is responsible for approving or rejecting the packaged marijuana.
- Is responsible for approving or rejecting all procedures or specifications which may impact the overall quality of the marijuana.

The Manager will review all inventory and sales reports, conduct spot inspections of plants and processed marijuana, packaging, labeling, review product testing results, resolve any complaints and institute improvements to improve product quality as needed. The Manager will have procedures and schedules for random examinations and will document results and maintain records.

Pursuant to 935 CMR 935.105(3)(a), GCM will process marijuana in a safe and sanitary manner and shall process the leaves and flowers of the female marijuana plant only at its product manufacturing facility. GCM will comply with the sanitary requirements of 935 CMR 500.105(3)(b). All GCM agents whose job includes contact with marijuana or nonedible marijuana products is subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. All GCM agents working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including personal cleanliness and thorough hand-washing. The hand-washing facilities will be adequate and convenient with running water at a suitable temperature and conform with all requirements of 935 CMR 500.105(3)(b)(3).

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

Pursuant to 935 CMR 500.105(3)(b)(11), GCM’s water supply will be sufficient for necessary operations able to meet our needs. The plumbing requirements of 935 CMR 500.105(3)(b)(12) will be met through adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the GCM facility. GCM will also provide our employees with adequate, readily accessible toilet facilities that are maintained in

sanitary condition and in good repair. All products that can support the rapid growth of undesirable microorganisms will be held in a manner that prevents the growth of these microorganisms.

Pursuant to 935 CMR 935.105(3)(c) GCM will comply with the sanitary requirements. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*.

Pursuant to 935 CMR 500.120(12)(b) GCM will follow the following procedures in the event of a mandatory recall requested by the CCC or another regulatory agency with the authority to issue recalls:

- Identify and “HOLD” the product
- Follow any instructions given by the CCC or the authorized regulating agency in regards to holding or disposing the recalled product
- All recalled products remaining in inventory are placed on hold. Held products will be identified with a "HOLD" tag applied to the container of product. These products will be segregated in a secure room. The "HOLD" tag will include the following information:
 - The product description, lot or batch number, and amount of product held
 - The reason for the hold
 - Final product disposition
 - Person responsible for final disposition and date
- Notify CCC
- Ensure destruction of any remaining product that is “on hold” in accordance with guidance from the Commission and the GCM Waste SOP.
- If it is found that the product(s) identified in the recall were not defective or contaminated, the products “on hold” can be released and placed back into active inventory.

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

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1).

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

All testing results will be maintained by GCM for no less than one year in accordance with 935 CMR 500.160(3).

Diversity Plan

Intent

Good Chemistry Nurseries of Massachusetts, LLC together with our other company Good Chemistry of Massachusetts, Inc., collectively called “Good Chemistry” hiring policy is to promote a diverse workforce. Good Chemistry is committed to promoting racial and gender equity and supporting veterans, LGBTQ+, people with disabilities, and other communities in the makeup of its workforce.

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

Purpose

The document serves as a summary of Good Chemistry’s Diversity Plan to ensure that we are a diverse and inclusive company, to promote a discrimination-free work environment and to encourage employees to use their individual backgrounds and talents to support the goals of Good Chemistry.

Initiatives

Goal #1 Recruitment and Hiring: Good Chemistry is committed to making best efforts to recruit and hire a diverse group of employees with a goal of hiring a staff that is at least 50% women and 35% from one of the following diverse groups: minorities, veterans, LGBTQ individuals, and people with disabilities while promoting equity among all individuals. To achieve this, Good Chemistry will:

- Create gender-neutral job descriptions
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms
- Participate in local hiring events
- Attend community group meetings, at least two annually, to introduce Good Chemistry and address the existing hiring needs to attract a diverse array of individuals
- Good Chemistry will develop and implement annual training for managers to address bias and cultural sensitivity.
- Good Chemistry has a merit-based hiring practice that is age, race, gender and minority neutral.
- Good Chemistry will engage with community groups representing people of color, LGBTQ+, gender equality and trade groups for recruitment.
- Good Chemistry will adhere to the requirements set forth in 935 CMR 500.105(4) regarding the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments.

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Evaluation Frequency and Metrics: Good Chemistry will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. Good Chemistry will evaluate what steps its hiring managers took to attract a diverse group of employees and whether or not its hiring managers made best efforts to meet the goals set out in this Plan. Good Chemistry will annually analyze the staffing make up and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of Good Chemistry. Good Chemistry will assess and review its progress within a year of receiving its Provisional License from the CCC and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, Good Chemistry will be able to demonstrate to the CCC progress toward the goal.

Goal #2 Inclusion: Good Chemistry is determined to provide an inclusive professional environment. This is achieved through:

- Development and implementation of inclusivity and sensitivity training, including specific management training.
- Host lunch-and-learns, seminars, etc, focused on the importance of diversity in the workplace with a goal of holding two annually
- Foundation of Employee Resource Groups (ERGs), which are voluntary, employee-led groups based on shared characteristics or life experience that foster a diverse, inclusive workplace.
- ERGs will provide support as well as enhance career and personal development in the workplace.
- Periodic assessment of policies addressing non-discrimination, harassment, retaliation.
- Engagement with outside HR personnel for best practices. Our Human Resources department will work to identify diversity needs and implement policies to achieve our goals.

Evaluation Frequency and Metrics: Good Chemistry will collect and consider feedback from annual engagement surveys and relevant exit interviews. All comments and feedback will be documented and reviewed by senior management staff. Good Chemistry will conduct engagement surveys annually and review the results of these surveys within a month of administering them. Senior management will identify the top 3-5 areas for improvement and in collaboration with employees develop short-term and long-term goals on how to address those areas of development. Exit interviews and feedback from departing employees will be evaluated and assessed as they take place; which will enable Good Chemistry to demonstrate to the CCC progress toward its goals upon the annual renewal of its license.

Goal #3 Supplier Diversity Plan: Good Chemistry will work to ensure suppliers and ancillary services who we contract with align with our goals and commitment to diversity with a goal of contracting with at least 20% of our total suppliers and ancillary services who align with our goals and commitment to diversity. We will request all vendors to sign our inclusive, non-discrimination policy as a part of their contract with Good Chemistry.

Evaluation Frequency and Metrics: Good Chemistry will measure how many of its ancillary services and participants in its supply chain are owned and/or managed by minorities, women,

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veterans, people with disabilities and/or people of all gender identities and sexual orientations and will calculate the percentage of services and members of its supply chain that meet this requirement. Good Chemistry will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of these targeted groups and give priority to these businesses. Good Chemistry's goal will strive to work with at least 20% of businesses who identify as one of the targeted groups throughout its supply chain and assess these percentages annually which will enable Good Chemistry to demonstrate to the Commission its progress toward its goal upon the annual renewal of its license.

Plan Evaluation

Good Chemistry will conduct internal evaluations of the effectiveness of our programs. Good Chemistry will conduct anonymous employee surveys to ensure our workplace environment is reflective of our goals. We will adjust our policies accordingly to reflect staff feedback. Good Chemistry will conduct internal audits to ensure inclusive recruitment policies are reflective in our applicant pool. At any point, Good Chemistry will adjust policies and plans in order to better accomplish the goals outlined in this plan. Good Chemistry will evaluate these metrics in advance of its annual license renewal so that it can demonstrate the success or progress of its plan.

Energy Efficiency

Pursuant to 935 CMR 500.105(15), Good Chemistry Nurseries of Massachusetts, LLC. (“GCM”) will demonstrate consideration of ways in which to improve energy efficiency in its operations. This shall include identification of potential energy use reduction opportunities and a plan for implementation of such opportunities; Consideration of opportunities for renewable energy generation; Strategies to reduce electric demand; and Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

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

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

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

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

Pursuant to 935 CMR 500.120(12)(d), GCM will implement Safety protocols to protect workers and Qualifying Patients. GCM will explore the possibilities of utilizing onsite generation from clean or renewable generating sources or renewable thermal generation. Prior to final licensure, GCM will submit an energy compliance letter prepared by a Massachusetts Licensed

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