



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281816
Original Issued Date: 05/11/2020
Issued Date: 04/16/2021
Expiration Date: 05/11/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Harvest of Worcester

Phone Number: 480-417-6781
Email Address: licensing@harvestinc.com

Business Address 1: 56 Millbrook Street
Business City: Worcester
Business State: MA
Business Zip Code: 01606
Business Address 2:
Mailing Address 1: 56 Millbrook Street
Mailing City: Worcester
Mailing State: MA
Mailing Zip Code: 01606
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD: N/A
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 100

Role: Executive / Officer	Other Role: Manager; Chief Executive Officer; Chief Operating Officer; Manager and Chief Executive Officer of Harvest Mass Holding I, LLC; Chief Executive Officer of Harvest Enterprises, Inc.; Chief Executive Officer of Harvest Health & Recreation, Inc.	
First Name: Steven	Last Name: White	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: Chief Financial Officer	
First Name: Deborah	Last Name: Keeley	Suffix:
Gender: Female		User Defined Gender: F
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: 100	Percentage of Ownership: 100		
Entity Legal Name: Harvest Mass Holding I, LLC	Entity DBA: N/A	DBA City:	
Entity Description: Harvest Mass Holding I, LLC is an Arizona limited liability company.			
Foreign Subsidiary Narrative: Harvest Mass Holding I, LLC is a wholly owned subsidiary of Harvest Health & Recreation Inc., a Canadian corporation in British Columbia, that is publicly traded on the Canadian Securities Exchange.			
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: Harvest Mass Holding I, LLC is the Sole Member / 100% Owner of Suns Mass II, LLC.			

Entity with Direct or Indirect Authority 2

Percentage of Control: 100	Percentage of Ownership: 100		
Entity Legal Name: Harvest Health & Recreation Inc.	Entity DBA:	DBA City:	
Entity Description: Harvest Health & Recreation Inc. is a British Columbia, Canada corporation that is publicly traded on the Canadian Securities Exchange.			
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: Harvest Health & Recreation Inc. is the Sole Shareholder / 100% Owner of Harvest Enterprises, Inc.			

Entity with Direct or Indirect Authority 3

Percentage of Control: 100

Percentage of Ownership: 100

Entity Legal Name: Harvest Enterprises, Inc.

Entity DBA:

DBA

City:

Entity Description: Delaware Corporation

Foreign Subsidiary Narrative: Harvest Enterprises, Inc. is a wholly owned subsidiary of Harvest Health & Recreation Inc., a Canadian corporation in British Columbia, that is publicly traded on the Canadian Securities Exchange.

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: Harvest Enterprises, Inc. is the Sole Member / 100% Owner of Harvest Mass Holding I, LLC. Harvest Enterprises, Inc. also serves as the Capital Contributor for Suns Mass II, LLC.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Harvest Enterprises, Inc.

Entity DBA: N/A

Email: legal@harvestinc.com

Phone:

612-622-8614

Address 1: 1155 West Rio Salado Parkway

Address 2: Suite 201

City: Tempe

State: AZ

Zip Code: 85281

Types of Capital: Monetary/
Equity

Other Type of
Capital:

Total Value of Capital Provided:
\$1540878.69

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:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Abedon Saiz, LLC

Entity DBA:

Entity Description: Holds one vertical medical marijuana license.

Entity Phone: 602-622-8614

Entity Email:

legal@harvestinc.com

Entity Website:

Entity Address 1: 1155 W. Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:
85281

Entity Mailing Country:
USA

Business Interest in Other State 2

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

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Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Byers Dispensary, Inc.	Entity DBA:	
Entity Description: Holds one vertical medical marijuana license.		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 1155 W. Rio Salado Parkway	Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 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:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest Dispensaries, Cultivations and Production Facilities, LLC	Entity DBA:	
Entity Description: Arizona Holding Company		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 627 S. 48th St.	Entity Address 2: Suite 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85251 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 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:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvesting Hope Inc.	Entity DBA:	
Entity Description: Non-Profit, Charity		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 710 W. Elliot Rd.	Entity Address 2: Suite 102	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85284 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 Entity Mailing Country: USA

Business Interest in Other State 5

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest IP Holdings, LLC	Entity DBA:	
Entity Description: Holding Company for Intellectual Property		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 627 S. 48th St.	Entity Address 2: Suite 627	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281 Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 6

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner							
Owner First Name:		Owner Last Name:		Owner Suffix:			
Entity Legal Name: Harvest Mass Holding I, LLC				Entity DBA:			
Entity Description: Massachussetts Holding Company							
Entity Phone: 602-622-8614		Entity Email:		Entity Website:			
		legal@harvestinc.com					
Entity Address 1: 1155 W. Rio Salado Parkway				Entity Address 2: Suite 201			
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281		Entity Country: USA	
Entity Mailing Address 1: 1155 W. Rio Salado Parkway				Entity Mailing Address 2: Suite 201			
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:		Entity Mailing Country:	
				85281		USA	

Business Interest in Other State 7

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest Michigan Holding, LLC		Entity DBA:	
Entity Description: Michigan Holding Company			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 627 S. 48th St.		Entity Address 2: Suite 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 8

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner							
Owner First Name:		Owner Last Name:		Owner Suffix:			
Entity Legal Name: High Desert Healing, LLC				Entity DBA:			
Entity Description: Holds two vertical medical marijuana licenses.							
Entity Phone: 602-622-8614		Entity Email:		Entity Website:			
		legal@harvestinc.com					
Entity Address 1: 1155 W. Rio Salado Parkway				Entity Address 2: Suite 201			
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281		Entity Country: USA	
Entity Mailing Address 1: 1155 W. Rio Salado Parkway				Entity Mailing Address 2:			
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:		Entity Mailing Country:	
				85281		USA	

Business Interest in Other State 9

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name:	Owner Last Name:	Owner Suffix:	

Entity Legal Name: Medical Marijuana Research Institute LLC		Entity DBA:	
Entity Description: Research Company			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 627 S. 48th St.		Entity Address 2: Suite 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 10

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Nature Med, Inc.		Entity DBA:	
Entity Description: Holds one vertical medical marijuana license.			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1155 W. Rio Salado Parkway		Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 11

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Pahana, Inc.		Entity DBA:	
Entity Description: Holds one vertical medical marijuana license.			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1155 W. Rio Salado Parkway		Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 12

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Patient Care Center 301, Inc.		Entity DBA:	
Entity Description: Holds one vertical medical marijuana license.			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1155 W. Rio Salado Parkway		Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	

Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA
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Business Interest in Other State 13

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Randy Taylor Consulting, LLC	Entity DBA:	
Entity Description: Employee leasing company/Management services		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 627 S. 48th St.	Entity Address 2: Suite 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281
		Entity Mailing Country: USA

Business Interest in Other State 14

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Sherri Dunn, LLC	Entity DBA:	
Entity Description: Holds one vertical medical marijuana license.		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 1155 W. Rio Salado Parkway	Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281
		Entity Mailing Country: USA

Business Interest in Other State 15

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Svaccha LLC	Entity DBA:	
Entity Description: Holds two vertical medical marijuana licenses.		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 1155 W. Rio Salado Parkway	Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281
		Entity Mailing Country: USA

Business Interest in Other State 16

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest of California, LLC	Entity DBA:	

Entity Description: California Holding Company

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 1031 Calle Recodo

Entity Address 2: Ste. B

Entity City: San Clemente **Entity State:** CA

Entity Zip Code: 92673 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: 85281 **Entity Mailing Country:** USA

Business Interest in Other State 17

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

Owner First Name: **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Harvest of Merced, LLC

Entity DBA:

Entity Description: holds one medical/adult dispensary license

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 1031 Calle Recodo

Entity Address 2: Ste. B

Entity City: San Clemente **Entity State:** CA

Entity Zip Code: 92673 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: 85281 **Entity Mailing Country:** USA

Business Interest in Other State 18

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

Owner First Name: **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Harvest of Moreno Valley, LLC

Entity DBA:

Entity Description: Holds one adult use dispensary license

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 1031 Calle Recodo

Entity Address 2: Ste. B

Entity City: San Clemente **Entity State:** CA

Entity Zip Code: 92673 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: 85281 **Entity Mailing Country:** USA

Business Interest in Other State 19

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

Owner First Name: **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Harvest of Napa, Inc.

Entity DBA:

Entity Description: Holds one medical dispensary license

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 2441-2449 2nd St.

Entity Address 2:

Entity City: Napa **Entity State:** CA

Entity Zip Code: 94559 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: **Entity Mailing Country:**

85281

USA

Business Interest in Other State 20**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Holdings of Harvest CA, LLC	Entity DBA:	
Entity Description: holds one medical/adult license		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 1031 Calle Recodo	Entity Address 2: Ste. B	
Entity City: San Clemente	Entity State: CA	Entity Zip Code: 92673
		Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281
		Entity Mailing Country: USA

Business Interest in Other State 21**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest of Santa Monica, LLC	Entity DBA:	
Entity Description: Holds one medical dispensary license		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 1031 Calle Recodo	Entity Address 2: Ste. B	
Entity City: San Clemente	Entity State: CA	Entity Zip Code: 92673
		Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281
		Entity Mailing Country: USA

Business Interest in Other State 22**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest Colorado Holdings, LLC	Entity DBA:	
Entity Description: Holding Company for Colorado assets		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 1155 W. Rio Salado Parkway	Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281
		Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281
		Entity Mailing Country: USA

Business Interest in Other State 23**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: CBx Enterprises Limited, LLC	Entity DBA:	
Entity Description: Owns licensing agreement with unrelated third party Colorado licensed entity		

Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 2809 E. Cresthill Ave		Entity Address 2:	
Entity City: Centennial	Entity State: CO	Entity Zip Code: 80121	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 24

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: AZ-Del Holdings, LLC		Entity DBA:	
Entity Description: Holding Company			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 627 S. 48th St.		Entity Address 2: Ste 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 25

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest Enterprises, Inc.		Entity DBA:	
Entity Description: Enterprise level holding company			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 627 S. 48th St.		Entity Address 2: Ste 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 26

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest Enterprises, Inc. (STOCK)(Harvest Finco, Inc.)		Entity DBA:	
Entity Description: Enterprise level holding company created as part of Reverse Takeover Transaction			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 627 S. 48th St		Entity Address 2: Ste 100	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code:	Entity Mailing Country:

USA

Business Interest in Other State 27

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: SMPB Management, LLC Entity DBA:

Entity Description: Management Company (Pennsylvania)

Entity Phone: 602-622-8614 Entity Email: legal@harvestinc.com Entity Website:

Entity Address 1: 629 S. 48th St. Entity Address 2: Ste 100

Entity City: Tempe Entity State: AZ Entity Zip Code: 85281 Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA
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Business Interest in Other State 28

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Harvest DCP of Florida, LLC Entity DBA:

Entity Description: Florida holding company of Florida assets/operations

Entity Phone:	Entity Email:	Entity Website:
602-622-8614	legal@harvestinc.com	

Entity Address 1: 627 S. 48th St. Entity Address 2: Ste 100

Entity City: Tempe Entity State: AZ Entity Zip Code: 85281 Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA
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Business Interest in Other State 29

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: San Felasco Nurseries, Inc. Entity DBA:

Entity Description: Holds one dispensary license with ability to operate 25 dispensaries in state of Florida

Entity Phone: 602-622-8614 Entity Email: legal@harvestinc.com Entity Website:

Entity Address 1: 7404 NW 126 ST Entity Address 2:

Entity City: GAINESVILLE Entity State: FL Entity Zip Code: 32653 Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA
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Business Interest in Other State 30

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Harvest DCP of Maryland, LLC Entity DBA:

Entity Description: Holding company and in connection therewith, acquire, finance, own, hold, sell, exchange, or otherwise dispose of

equity interests in subsidiary entities.

Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 35 South Street	Entity Address 2:	
Entity City: Hancock	Entity State: MD	Entity Zip Code: 21750 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 Entity Mailing Country: USA

Business Interest in Other State 31

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest of Maryland Cultivation LLC	Entity DBA:	
Entity Description: Holds one Medical Marijuana cultivation license in Maryland.		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 836 Park Ave.	Entity Address 2: 2nd Floor, Unit B	
Entity City: Baltimore	Entity State: MD	Entity Zip Code: 21201 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 Entity Mailing Country: USA

Business Interest in Other State 32

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest of Maryland Dispensary LLC	Entity DBA:	
Entity Description: Holds one Medical Marijuana dispensary license in Maryland		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 12200 Rockville Pike	Entity Address 2:	
Entity City: Rockville	Entity State: MD	Entity Zip Code: 20852 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 Entity Mailing Country: USA

Business Interest in Other State 33

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest of Maryland Production LLC	Entity DBA:	
Entity Description: To hold Medical Marijuana Production License in Maryland.		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 836 Park Ave.	Entity Address 2: 2nd Floor, Unit B	
Entity City: Baltimore	Entity State: MD	Entity Zip Code: 21201 Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: Entity Mailing Country:

85281

USA

Business Interest in Other State 34**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** Harvest DCP of Nevada, LLC **Entity DBA:****Entity Description:** Nevada holding company for Harvest assets in Nevada**Entity Phone:** 602-622-8614 **Entity Email:** **Entity Website:**
legal@harvestinc.com**Entity Address 1:** 627 S. 48th St. **Entity Address 2:** Suite 100**Entity City:** Tempe **Entity State:** AZ **Entity Zip Code:** 85281 **Entity Country:** USA**Entity Mailing Address 1:** 1155 W. Rio Salado Parkway **Entity Mailing Address 2:** Suite 201**Entity Mailing City:** Tempe **Entity Mailing State:** AZ **Entity Mailing Zip Code:** **Entity Mailing Country:**
85281 USA**Business Interest in Other State 35****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** Harvest of Nevada LLC **Entity DBA:****Entity Description:** Holds one cultivation license and one production license. Has applications for six additional retail adult use dispensaries pending.**Entity Phone:** 602-622-8614 **Entity Email:** **Entity Website:**
legal@harvestinc.com**Entity Address 1:** 1155 W. Rio Salado Parkway **Entity Address 2:** Suite 201**Entity City:** Tempe **Entity State:** AZ **Entity Zip Code:** 85281 **Entity Country:** USA**Entity Mailing Address 1:** 1155 W. Rio Salado Parkway **Entity Mailing Address 2:** Suite 201**Entity Mailing City:** Tempe **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85281 **Entity Mailing Country:**
USA**Business Interest in Other State 36****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** Harvest DCP of New Jersey **Entity DBA:****Entity Description:** Holding Company for future New Jersey assets**Entity Phone:** 602-622-8614 **Entity Email:** **Entity Website:**
legal@harvestinc.com**Entity Address 1:** 627 S. 48th St. **Entity Address 2:** Suite 100**Entity City:** Tempe **Entity State:** AZ **Entity Zip Code:** 85281 **Entity Country:** USA**Entity Mailing Address 1:** 1155 W. Rio Salado Parkway **Entity Mailing Address 2:** Suite 201**Entity Mailing City:** Tempe **Entity Mailing State:** AZ **Entity Mailing Zip Code:** **Entity Mailing Country:**
85281 USA**Business Interest in Other State 37****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** Harvest DCP of Ohio, LLC **Entity DBA:**

Entity Description: Holding company for Ohio assets

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 627 S. 48th St.

Entity Address 2: Ste 100

Entity City: Tempe **Entity State:** AZ

Entity Zip Code: 85281 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: 85281 **Entity Mailing Country:** USA

Business Interest in Other State 38

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

Owner First Name: **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Harvest Grows Management, LLC

Entity DBA:

Entity Description: Management Company

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 627 S. 48th St.

Entity Address 2: Ste 100

Entity City: Tempe **Entity State:** AZ

Entity Zip Code: 85281 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: 85281 **Entity Mailing Country:** USA

Business Interest in Other State 39

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

Owner First Name: **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Harvest of Ohio Management, LLC

Entity DBA:

Entity Description: Management Company

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 1155 W. Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe **Entity State:** AZ

Entity Zip Code: 85281 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: 85281 **Entity Mailing Country:** USA

Business Interest in Other State 40

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

Owner First Name: **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Harvest Grows LLC

Entity DBA:

Entity Description: Holds one cultivation license

Entity Phone: 602-622-8614 **Entity Email:**
legal@harvestinc.com

Entity Website:

Entity Address 1: 1155 W. Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe **Entity State:** AZ

Entity Zip Code: 85281 **Entity Country:** USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe **Entity Mailing State:** AZ

Entity Mailing Zip Code: **Entity Mailing Country:**

USA

Business Interest in Other State 41

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: SMPB Retail LLC		Entity DBA:			
Entity Description: Holds one dispensary license					
Entity Phone: 602-622-8614		Entity Email: legal@harvestinc.com		Entity Website:	
Entity Address 1: 3225 N. 5th St. Highway				Entity Address 2:	
Entity City: Reading		Entity State: PA		Entity Zip Code: 19605	
				Entity Country: USA	
Entity Mailing Address 1: 1155 W. Rio Salado Parkway				Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:	
				Entity Mailing Country:	
				85281	
				USA	

Business Interest in Other State 42

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Harvest DCP of Pennsylvania, LLC				Entity DBA:	
Entity Description: Holding Company for PA assets/consulting					
Entity Phone:		Entity Email:		Entity Website:	
602-622-8614		legal@harvestinc.com			
Entity Address 1: 1155 W. Rio Salado Parkway				Entity Address 2: Suite 201	
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281	
				Entity Country: USA	
Entity Mailing Address 1: 1155 W. Rio Salado Parkway				Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:	
				85281	
				Entity Mailing Country: USA	

Business Interest in Other State 43

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Harvest of Northeast PA, LLC				Entity DBA:	
Entity Description: Holds one dispensary license					
Entity Phone: 602-622-8614		Entity Email:		Entity Website:	
		legal@harvestinc.com			
Entity Address 1: 340 S Washington Ave				Entity Address 2:	
Entity City: Scranton		Entity State: PA		Entity Zip Code: 18505	
				Entity Country: USA	
Entity Mailing Address 1: 1155 W. Rio Salado Parkway				Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:	
				85281	
				Entity Mailing Country: USA	

Business Interest in Other State 44

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Harvest of PA Management, LLC Entity DBA:

Entity Description: management company

Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1155 W. Rio Salado Parkway		Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 45

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest of South Central PA, LLC		Entity DBA:	
Entity Description: Holds one dispensary license			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 2500-2504 North 6th Street		Entity Address 2:	
Entity City: Harrisburg	Entity State: PA	Entity Zip Code: 17110	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 46

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest of Southeast PA, LLC		Entity DBA:	
Entity Description: Holds one dispensary license			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 201 Lancaster Avenue		Entity Address 2:	
Entity City: Reading	Entity State: PA	Entity Zip Code: 19611	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 47

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest of Southwest PA, LLC		Entity DBA:	
Entity Description: Holds one dispensary license			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 339 Main Street		Entity Address 2:	
Entity City: Johnstown	Entity State: PA	Entity Zip Code: 15901	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 48

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Harvest Health & Recreation Inc.			Entity DBA:		
Entity Description: A British Columbia Corporation. Corporate Income Tax: 833471014 RC0001 / Goods & Services Tax: 833471014 RT0001					
Entity Phone: 602-622-8614		Entity Email: legal@harvestinc.com		Entity Website:	
Entity Address 1: 1155 West Rio Salado Parkway			Entity Address 2: Suite 201		
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281	
Entity Mailing Address 1: 1155 West Rio Salado Parkway			Entity Mailing Address 2: Suite 201		
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code: 85281	
				Entity Country: USA	
				Entity Mailing Country: USA	

Business Interest in Other State 49

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: AD, LLC		Entity DBA:			
Entity Description: Holds one vertical marijuana license.					
Entity Phone: 602-622-8614		Entity Email: legal@harvestinc.com		Entity Website:	
Entity Address 1: 1155 West Rio Salado Parkway				Entity Address 2: Suite 201	
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281	
				Entity Country: USA	
Entity Mailing Address 1: 1155 West Rio Salado Parkway				Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:	
				Entity Mailing Country:	
				85281	
				USA	

Business Interest in Other State 50

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Kwerles, Inc.		Entity DBA:			
Entity Description: Holds one vertical marijuana license.					
Entity Phone: 602-622-8614		Entity Email: legal@harvestinc.com		Entity Website:	
Entity Address 1: 1155 West Rio Salado Parkway				Entity Address 2: Suite 201	
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281	
Entity Mailing Address 1: 1155 West Rio Salado Parkway				Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code: 85281	
				Entity Mailing Country: USA	

Business Interest in Other State 51

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Medical Pain Relief, Inc.		Entity DBA:
Entity Description: Holds one vertical marijuana license.		
Entity Phone: 602-622-8614	Entity Email:	Entity Website:

legal@harvestinc.com

Entity Address 1: 1155 West Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 West Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:
85281

Entity Mailing Country:
USA

Business Interest in Other State 52

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Sweet 5, LLC

Entity DBA:

Entity Description: Holds one vertical marijuana license.

Entity Phone: 602-622-8614

Entity Email:

Entity Website:

legal@harvestinc.com

Entity Address 1: 1155 West Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 West Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:
85281

Entity Mailing Country:
USA

Business Interest in Other State 53

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Fort Mountain Consulting, LLC

Entity DBA:

Entity Description: Holds one vertical marijuana license.

Entity Phone: 602-622-8614

Entity Email:

Entity Website:

legal@harvestinc.com

Entity Address 1: 1155 West Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 West Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:
85281

Entity Mailing Country:
USA

Business Interest in Other State 54

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Green Desert Patient Center of Peoria, Inc.

Entity DBA:

Entity Description: Holds one vertical marijuana license.

Entity Phone: 602-622-8614

Entity Email:

Entity Website:

legal@harvestinc.com

Entity Address 1: 1155 West Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 West Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:
85281

Entity Mailing Country:
USA

Business Interest in Other State 55

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Green Sky Patient Center of Scottsdale North, Inc.			Entity DBA:		
Entity Description: Holds one vertical marijuana license.					
Entity Phone: 602-622-8614		Entity Email: legal@harvestinc.com		Entity Website:	
Entity Address 1: 1155 West Rio Salado Parkway			Entity Address 2: Suite 201		
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281	
			Entity Country: USA		
Entity Mailing Address 1: 1155 West Rio Salado Parkway			Entity Mailing Address 2: Suite 201		
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:	
			85281		Entity Mailing Country: USA

Business Interest in Other State 56

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: The Giving Tree Wellness Center of Mesa, Inc.			Entity DBA:		
Entity Description: Holds one vertical marijuana license.					
Entity Phone: 602-622-8614		Entity Email:		Entity Website:	
		legal@harvestinc.com			
Entity Address 1: 1155 West Rio Salado Parkway			Entity Address 2: Suite 201		
Entity City: Tempe		Entity State: AZ		Entity Zip Code: 85281	
				Entity Country: USA	
Entity Mailing Address 1: 1155 West Rio Salado Parkway			Entity Mailing Address 2: Suite 201		
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code:	
				85281	
				Entity Mailing Country: USA	

Business Interest in Other State 57

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

Owner First Name:		Owner Last Name:		Owner Suffix:	
Entity Legal Name: 805 Beach Breaks, Inc.			Entity DBA:		
Entity Description: Holds one medical/adult use retail license and one medical/adult use distribution license.					
Entity Phone: 602-622-8614		Entity Email:		Entity Website:	
		legal@harvestinc.com			
Entity Address 1: 1053 Highland Way			Entity Address 2:		
Entity City: Grover Beach		Entity State: CA		Entity Zip Code: 93433	
				Entity Country: USA	
Entity Mailing Address 1: 1155 West Rio Salado Parkway			Entity Mailing Address 2: Suite 201		
Entity Mailing City: Tempe		Entity Mailing State: AZ		Entity Mailing Zip Code: 85281	
				Entity Mailing Country: USA	

Business Interest in Other State 58

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Hyperion Healing, LLC	Entity DBA:	
Entity Description: Holds one medical/adult use retail license.		
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
Entity Address 1: 20660 Bahama St.	Entity Address 2:	

Entity City: Chatsworth	Entity State: CA	Entity Zip Code: 91311	Entity Country: USA
Entity Mailing Address 1: 1155 West Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 59

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest of Colorado, LLC		Entity DBA:	
Entity Description: Holds one adult use manufacturing license and one medical manufacturing license.			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1155 West Rio Salado Parkway		Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 West Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 60

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Franklin Labs, LLC		Entity DBA:	
Entity Description: Holds one medical cultivation/manufacturing license.			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 637 Zurich Dr.		Entity Address 2:	
Entity City: Hummelstown	Entity State: PA	Entity Zip Code: 17036	Entity Country: USA
Entity Mailing Address 1: 1155 West Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 61

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest Cheyenne Holdings, LLC		Entity DBA:	
Entity Description: Manages a cultivation license.			
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1155 West Rio Salado Parkway		Entity Address 2: Suite 201	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: USA
Entity Mailing Address 1: 1155 West Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Steven	Last Name: White	Suffix:
Marijuana Establishment Name: Suns Mass, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Deerfield	Marijuana Establishment State: MA	

Individual 2

First Name: Deborah	Last Name: Keeley	Suffix:
Marijuana Establishment Name: Suns Mass, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Deerfield	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 56 Millbrook Street	
Establishment Address 2:	
Establishment City: Worcester	Establishment Zip Code: 01606
Approximate square footage of the establishment: 7654	How many abutters does this property have?: 31
Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: Yes	

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Suns Mass II - HCA Certification Form (exec).pdf	pdf	5cdc2f12acc50017edd5ebe1	05/15/2019
Community Outreach Meeting Documentation	Suns Mass II - Community Outreach Meeting Documentation.pdf	pdf	5cdd8a3e722cea17c125d488	05/16/2019
Plan to Remain Compliant with Local Zoning	Suns Mass II _ Plan to Remain Compliant with Local Ordinances.pdf	pdf	5dfa368aef24345344e4e06f	12/18/2019

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$60000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Suns Mass II - ADI Plan (Updated 12.10.19).pdf	pdf	5df03cad9c1081532b9a962e	12/10/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:	Other Role:
First Name: Steven	Last Name: White Suffix:
RMD Association: Not associated with an RMD	
Background Question: yes	

Individual Background Information 2

Role:	Other Role:
First Name: Deborah	Last Name: Keeley Suffix:
RMD Association: Not associated with an RMD	
Background Question: no	

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company	Other Role:
Entity Legal Name: Harvest Mass Holding I, LLC	Entity DBA:
Entity Description: Harvest Mass Holding I, LLC is an Arizona limited liability company.	
Phone: 602-615-2083	Email: steve@harvestinc.com
Primary Business Address 1: 1155 W. Rio Salado Parkway	Primary Business Address 2: Suite 201
Primary Business City: Tempe	Primary Business State: AZ
	Principal Business Zip Code: 85281
Additional Information: Harvest Mass Holding I, LLC has been involved in the following civil matters:	
<p>1. Harvest Dispensaries, Cultivations and Production Facilities, LLC et al. v. Mass Alternative Care, Inc. et al. (Superior Court of the State of Arizona, County of Maricopa, June 2018). Harvest Mass Holding I, LLC is a co-plaintiff in this civil action involving a breach of contract dispute. The case is currently pending.</p>	

Entity Background Check Information 2

Role: Parent Company	Other Role: Sole Shareholder / 100% Owner of Harvest Enterprises, Inc.
Entity Legal Name: Harvest Health & Recreation Inc.	Entity DBA:
Entity Description: A British Columbia, Canada Corporation publicly traded on the Canadian Securities Exchange	
Phone: 602-622-8614	Email: legal@harvestinc.com
Primary Business Address 1: 1155 W. Rio Salado Parkway	Primary Business Address 2: Suite 201
Primary Business City: Tempe	Primary Business State: AZ
	Principal Business Zip Code: 85281
Additional Information: Canadian Corporate Income Tax: 833471014 RC0001 Goods & Services Tax: 833471014 RT0001	
Harvest Health & Recreation Inc. has been involved in the following civil matters:	
<p>1. Rainbow Hah Council Bluffs LLC et al. v. Harvest Health & Recreation Inc. et al. (Supreme Court of the State of New York, County of Nassau, June 2020). Harvest Health & Recreation Inc. was a co-defendant in this civil action involving a sale-leaseback dispute. The case has been settled, and a Settlement Agreement is being finalized.</p>	
<p>2. 152 Geary St. LLC v. Vijaya Properties, LLC et al. (Superior Court of the State of California, County of San Francisco, September 2020). Harvest Health & Recreation Inc. was a co-defendant in this civil action involving a lease agreement dispute. The case was dismissed as to Harvest Health & Recreation Inc. in February 2021.</p>	
<p>3. Tracy Williams vs. Franklin Labs LLC., et al (U.S. District Court for the Eastern District of Pennsylvania, February 2021). Harvest Health & Recreation Inc. is a co-defendant in this civil action involving an employment termination dispute. The case is currently pending.</p>	

Entity Background Check Information 3

Role: Parent Company	Other Role: Capital Contributor and Sole Member / 100%
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Owner of Harvest Mass Holding I, LLC

Entity Legal Name: Harvest Enterprises, Inc.

Entity DBA:

Entity Description: Delaware Corporation

Phone: 602-622-8614

Email: legal@harvestinc.com

Primary Business Address 1: 1155 W. Rio Salado Parkway

Primary Business Address 2: Suite 201

Primary Business City: Tempe

Primary Business State: AZ

Principal Business Zip Code:
85281

Additional Information: Harvest Enterprises, Inc. has been involved in the following civil matters:

1. Rainbow Hah Council Bluffs LLC et al. v. Harvest Health & Recreation Inc. et al. (Supreme Court of the State of New York, County of Nassau, June 2020). Harvest Enterprises, Inc. was a co-defendant in this civil action involving a sale-leaseback dispute. The case has been settled, and a Settlement Agreement is being finalized.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Suns Mass II, LLC - Certificate of Organization.pdf	pdf	5b7b0462cea8212d4c7b50d1	08/20/2018
Bylaws	Suns Mass II LLC - Operating Agreement.pdf	pdf	5b7b04c85e9b3d2d528a76e5	08/20/2018
Bylaws	Suns Mass II_Attestation Regarding Clarification of Executive Officers (exec).pdf	pdf	5de59bebbcb01253152f8a25	12/02/2019
Secretary of Commonwealth - Certificate of Good Standing	Suns Mass II, LLC_Certificate of Good Standing from SoC (11.14.19).pdf	pdf	5de67bbc0f35e05798b39cc9	12/03/2019
Department of Revenue - Certificate of Good standing	Suns Mass II LLC_Cert of Good Standing from DOR (12.16.19).pdf	pdf	5df93b3338abaf57497a9b1d	12/17/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Suns Mass II - Certificate of Good Standing from the MA Department of Revenue.pdf	pdf	6037f66515696807a44473e3	02/25/2021
Department of Unemployment Assistance - Certificate of Good standing	Suns Mass II LLC - Department of Unemployment Assistance Certificate of Good Standing Attestation.pdf	pdf	603d1d9d40676f35abee00e4	03/01/2021
Secretary of Commonwealth - Certificate of Good Standing	Suns Mass II, LLC - Certificate of Good Standing from the Secretary of the Commonwealth.pdf	pdf	604164eac997b43574a1ab90	03/04/2021

Massachusetts Business Identification Number: 001340151

Doing-Business-As Name: Harvest

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Plan for Liability Insurance	Suns Mass II - Plan for Obtaining Liability Insurance.pdf	pdf	603e60274e7ce735949cd3f3	03/02/2021
Business Plan	Suns Mass II, LLC - Business Plan.pdf	pdf	604693fb9a694b3583a73178	03/08/2021
Proposed Timeline	Suns Mass II, LLC - Proposed Timeline.pdf	pdf	60492e5640676f35abee2448	03/10/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Energy Compliance Plan	Suns Mass II, LLC - Energy Compliance Plan.pdf	pdf	603fd835d7adff35b5a4e33e	03/03/2021
Inventory procedures	Suns Mass II, LLC - Inventory Procedures.pdf	pdf	603fd83e93441135c0c31bf0	03/03/2021
Maintaining of financial records	Suns Mass II, LLC - Maintaining of Financial Records.pdf	pdf	603fd84a8d09dc35cbc0c1b1	03/03/2021
Personnel policies including background checks	Suns Mass II, LLC - Personnel Policies Including Background Checks.pdf	pdf	603fd857d7adff35b5a4e342	03/03/2021
Restricting Access to age 21 and older	Suns Mass II, LLC - Plan for Restricting Access to Age 21 and Older.pdf	pdf	603fd86940676f35abee0bda	03/03/2021
Prevention of diversion	Suns Mass II, LLC - Prevention of Diversion.pdf	pdf	603fd876b64912358e312e0c	03/03/2021
Qualifications and training	Suns Mass II, LLC - Qualifications and Training.pdf	pdf	603fd880c997b43574a1a508	03/03/2021
Quality control and testing	Suns Mass II, LLC - Quality Control and Testing.pdf	pdf	603fd88875f93835952eedcb	03/03/2021
Record Keeping procedures	Suns Mass II, LLC - Recordkeeping Procedures.pdf	pdf	603fd894c997b43574a1a50c	03/03/2021
Security plan	Suns Mass II, LLC - Security Plan.pdf	pdf	603fd89b8d09dc35cbc0c1b5	03/03/2021
Storage of marijuana	Suns Mass II, LLC - Storage of Marijuana.pdf	pdf	603fd8a3183b5235aa44cc7a	03/03/2021
Transportation of marijuana	Suns Mass II, LLC - Transportation of Marijuana.pdf	pdf	603fd8bcc997b43574a1a510	03/03/2021
Dispensing procedures	Suns Mass II, LLC - Dispensing Procedures.pdf	pdf	604694538d09dc35cbc0d226	03/08/2021
Diversity plan	Suns Mass II, LLC - Diversity Plan.pdf	pdf	60492e738d09dc35cbc0db97	03/10/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	Adequate Patient Supply Documentation.pdf	pdf	6037f7527fa14107d4032dd0	02/25/2021

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	Reasonable Substitutions of Marijuana Types and Strains Documentation.pdf	pdf	603d41ca8d09dc35cbc0b904	03/01/2021

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: The majority of the programs we proposed in our plan for positive impact are centered around recruiting and hiring residents of Greenfield and Worcester Census Tract 7305 (the "Target Communities"). Progress will be made on these goals as the facility nears completion and preparations are made for initial operations. One program, however, is focused on providing annual educational seminars to residents of the Target Communities, and Harvest's learning and development team has made significant progress preparing for these seminars.

Four seminars are currently being developed and will cover applying for licensure, cultivation, cannabis business basics, and regulatory compliance. Topics to be discussed during the cultivation, cannabis business basics, and regulatory compliance seminars are under development. We anticipate they will be completed in the fall or winter of 2021. The applying for licensure seminar is nearly complete. Screenshots of this online seminar can be found in the document attachments section below.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: The majority of the programs we proposed in our diversity plan are centered around recruiting and hiring individuals from diverse populations. Progress will be made on these goals as the facility nears completion and preparations are made for initial operations. One program, however, is focused on establishing a comfortable and equitable work environment, and Harvest's learning and development team has made significant progress in this area.

Harvest currently requires all employees to undergo an orientation that includes sexual harassment and preventing workplace discrimination training. The sexual harassment training covers defining sexual harassment, reporting procedures, information on protection against retaliation, and how the law provides protection. The preventing workplace discrimination training covers the five laws that protect employees from discrimination, harassment, and retaliation in the workplace; the protected groups under the five laws; how to recognize the difference between harassment and discrimination; and defining adverse action, covered individual, and protected activity. Screenshots from these training can be found in the document attachments section below. All employees at our facility will similarly be required to undergo this training.

Harvest has also instituted a diversity, equity, and inclusion (DE&I) task force whose goal is to engage the company's workforce and the communities in which Harvest operates to provide opportunities and resources for individuals from diverse groups. The task force has developed four pillars, focusing on health disparity, workforce development, wealth creation, and criminal justice/policy reform, and has already

taken several actions in service of fulfilling the missions of these pillars. For example, they have engaged with Tuskegee University in Alabama to collaborate on initiatives to address health disparities within underserved communities; they have developed relationships with local Black chambers of commerce, Goodwill Industries, and local chapters of the NAACP to promote workforce diversification; they have partnered with the National Minority Supplier Development Counsel and the U.S. Black Chamber of Commerce to discuss procurement of goods and services from minority-owned companies; and they are seeking to participate in record expungement as part of Arizona's adult use legalization efforts. Most recently, the task force hosted a listening session in conjunction with Senator Kelly's office, Goodwill Industries, and local Black chambers in Arizona to help determine best practices for recruiting minority candidates for the company's new operations in Arizona. Similar initiatives will be implemented in Massachusetts as part of the DE&I task force's efforts. More information on Harvest's DE&I program can be found in the document attachments section below.

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 10:00 PM
Tuesday From: 8:00 AM	Tuesday To: 10:00 PM
Wednesday From: 8:00 AM	Wednesday To: 10:00 PM
Thursday From: 8:00 AM	Thursday To: 10:00 PM
Friday From: 8:00 AM	Friday To: 10:00 PM
Saturday From: 8:00 AM	Saturday To: 10:00 PM
Sunday From: 10:00 AM	Sunday To: 7:00 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, Steven White, (*insert name*) certify as an authorized representative of Suns Mass II, LLC (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Worcester (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on April 15, 2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Edward M. Augustus, Jr., (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Worcester (*insert name of host community*) to certify that the applicant and City of Worcester (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on April 15, 2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community
Edward M. Augustus, Jr.
City Manager

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, Steven White, (*insert name*) attest as an authorized representative of Suns Mass II, LLC (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on March 20, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on March 8, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on March 8, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on March 12, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

**NOTICE OF COMMUNITY OUTREACH MEETING
SUNS MASS II, LLC**

Notice is hereby given that Suns Mass II, LLC will hold a Community Outreach Meeting on **March 20, 2019** at 56 Millbrook Street, Worcester, MA 01606, at 6:30 PM to discuss the proposed siting of an Adult Use Marijuana Retail Establishment at 56 Millbrook Street, Worcester, MA 01606 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

Mary E. Ausgbr
3/8/19

NOTICE OF COMMUNITY OUTREACH MEETING
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Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

Josh Martunas



3/8/19

CM office

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2019 MAR -8 PM 12:20

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Rec. 3/8/19
Catherine

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Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

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- ☐ Return Receipt (hardcopy) \$
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☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Total Price

Sent To

Street

City, State

PS Form

See Reverse for Instructions

U.S. Postal ServiceTM
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Extra Services & Fees (check box, add fee as appropriate)

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☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Total Price

Sent To

Street

City, State

PS Form

See Reverse for Instructions

SUNS MASS II, LLC

PLAN TO REMAIN COMPLIANT WITH LOCAL ORDINANCES AND REGULATIONS

Suns Mass II, LLC (“**Suns Mass**”) will remain compliant at all times with the local ordinances, regulations and codes applicable to Suns Mass’ proposed Marijuana Retailer Establishment located in the City of Worcester.

In accordance with Zoning Ordinance Article IV, Section 15, Suns Mass’ proposed Marijuana Retailer Establishment is located at 56 Millbrook Street in the MG-2.0 Manufacturing, General Zoning District designated for Marijuana Retailer Establishments. In compliance with 935 CMR 500.110 (3) and Section 15 (E) (4) of the Zoning Ordinance, Suns Mass’ proposed facility is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12, a licensed daycare center, public library, public park or playground, or another existing Marijuana Retailer Establishment.

As required by the Zoning Ordinance, Suns Mass has applied for and received the required Special Permits from the Planning Board and the Zoning Board of Appeals. The Special Permits will lapse if the rights authorized by the Special Permits do not commence within one (1) year of the granting of the Special Permits.

As required by Section 8B of the City’s Licensing Ordinance, Suns Mass has applied for a Retail Marijuana License from the Worcester License Commission. The Retail Marijuana License expires annually on May 31st and renews on June 1st.

Suns Mass will apply for a Building Permit from the City of Worcester Department of Inspectional Services prior to commencing construction, as well as obtain a Certificate of Occupancy prior to commencing operations. Suns Mass will also apply for any other local permits, approvals, registrations or certificates required to site and operate a Marijuana Retailer Establishment at the proposed location. Suns Mass will comply with all conditions and standards set forth in any required local permit or approval.

Suns Mass has met with local officials and neighborhood groups on several occasions to discuss its plans for a proposed Marijuana Retailer Establishment and has also executed the required Host Community Agreement with the City. Suns Mass will also continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

February 22, 2021

Edward M. Augustus, Jr.
City Manager
City of Worcester
City Hall Room 306
455 Main Street
Worcester, MA 01608
ATTN: CityManager@worcesterma.gov

Re: Request for Records of Costs Related to Suns Mass II, LLC's Retailer Operations

Dear City Manager August:

Please be advised that, as a requirement of Suns Mass II, LLC's ("Suns Mass") license renewal application for its Marijuana Retailer Establishment in the City of Worcester (the "City"), the Cannabis Control Commission (the "Commission") requires Suns Mass to submit (1) documentation that it requested from its host community the records of any cost to the City, whether anticipated or actual, resulting from the licensee's operation within its borders, and (2) any response received from the host community in connection with such request.

Accordingly, please accept this correspondence as Suns Mass' formal request to the City to produce the records of any cost, whether anticipated or actual, resulting from Suns Mass' operation within the City. A copy of this correspondence along with any response received from the City, or barring receipt of any response, an attestation to that effect, will be submitted by Suns Mass to the Commission. Please note that, in accordance with M.G.L. c. 94G, § 3(d), any cost to the City 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.

Suns Mass requests that the City provide a response to this correspondence **no later than Friday, March 5, 2021**, so that Suns Mass is able to submit a complete license renewal application to the Commission in a timely manner.

Thank you for your attention to this matter, and do not hesitate to contact me with any questions.

Sincerely,

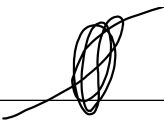


Steve White, CEO

SUNS MASS II, LLC
MUNICIPAL RESPONSE ATTESTATION – CITY OF WORCESTER

On behalf of Suns Mass II, LLC (“Suns Mass”), I, Steve White, do hereby certify the following:

- In accordance with the requirements of Suns Mass II, LLC’s license renewal for its adult-use Retailer license (MR281816), Suns Mass requested from the City of Worcester (the “Host Community”) the records of any cost to the Host Community, whether anticipated or actual, resulting from Suns Mass’s operation within its borders (the “Request”).
- Suns Mass submitted the Request to the Host Community on February 22, 2021.
- As of the date of this attestation, Suns Mass has not received a response from the Host Community with respect to the Request.



Name: Steve White

Title: CEO

Entity: Suns Mass II, LLC

March 10, 2021

Date

Suns Mass II, LLC

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Suns Mass II, LLC (“**Suns Mass**”) is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, Suns Mass has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “**Plan**”) and has identified and created goals/programs to positively impact past or present residents of Greenfield and Worcester Census Tract 7305 (the “**Target Communities**”), which the Commission has designated as “areas of disproportionate impact.”

Goals

In order for Suns Mass to positively impact the Target Communities, it has established the following goals:

1. Have at least 25% of Suns Mass’s interviewees be individuals that meet job qualification requirements from the Target Communities (depending on lawful and voluntary disclosures of demographic info through the application process); and
2. Have at least 10% of its employees be comprised of individuals that meet job qualification requirements from the Target Communities (depending on lawful and voluntary disclosures of demographic info through the application process).
3. Providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers by hosting annual educational seminars in the Target Communities.

Programs

Suns Mass has developed specific programs to effectuate its stated goals to positively impact the Target Communities. Such programs will include the following:

1. Hosting or participating in at least one (1) job fair per year in each of the Target Communities and advertising such job fairs in the Greenfield Recorder or the Worcester Telegram & Gazette (as applicable);
2. Coordinating with the MassHire Franklin Hampshire Career Center and MassHire Worcester Career Center to identify qualified candidates for open positions from the Target Communities; Suns Mass will communicate with the above-mentioned career centers no less than quarterly to discuss Suns Mass’s job postings and recruitments in such a way as to identify qualified candidates from the Target Communities;
3. Posting open job positions in the Greenfield Recorder and the Worcester Telegram & Gazette as such positions become available (but not less than quarterly); and
4. Hosting annual educational seminars in each of the Target Communities:
 - Topics for such educational seminars will include cannabis cultivation operations, cannabis business management, and cannabis compliance training;
 - Educational seminars will be able to accommodate no less than twenty (20) individuals from the Target Communities;
 - Individuals who participate in the educational seminars will be required to complete an attestation that they are past or present residents of the Target Communities;

Suns Mass II, LLC

- Educational seminars will be advertised in the Greenfield Recorder or the Worcester Telegram & Gazette (as applicable).

Measurements

Suns Mass's Management Team will administer the Plan and will be responsible for developing measurable outcomes that establish compliance with Suns Mass's goals and programs. Such measurable outcomes, in accordance with Suns Mass's goals and programs described above, include:

1. Conducting employment composition reviews to determine what percentage of employees live, or have lived for five of the preceding ten years, in the Target Communities (with the goal of having at least 10% of its employees be comprised of individuals that meet job qualification requirements from the Target Communities);
2. Documenting the number of job fairs hosted or participated in in the Target Communities (at least one) and the number of resumes received as a result of such, including the number of resumes received from individuals in the Target Communities (as supported by voluntary employment questionnaires);
3. Recording the communications that Suns Mass had with the MassHire Franklin Hampshire Career Center and MassHire Worcester Career Center (no less than quarterly) and any documentation related to applications received from individuals in the Target Communities as a result of such efforts (as supported by voluntary employment questionnaires);
4. Documentation of any and all job postings advertised in the Greenfield Recorder and the Worcester Telegram & Gazette (not less than quarterly) and any demographic information related to job applications received as a result (as supported by voluntary employment questionnaires);
5. Documentation of all educational seminars held (at least one in each of the Target Communities annually), including documentation supporting the above-mentioned topics, number of participants, attestations, and advertisements.

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

Acknowledgements

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



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

[Special Filing Instructions](#)

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001340151

1. The exact name of the limited liability company is: SUNS MASS II, LLC

2a. Location of its principal office:

No. and Street: 198 MILL VILLAGE ROAD
 City or Town: DEERFIELD State: MA Zip: 01342 Country: USA

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

No. and Street: 198 MILL VILLAGE ROAD
 City or Town: DEERFIELD State: MA Zip: 01342 Country: USA

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

RETAIL SALES AND ANY OTHER LAWFUL BUSINESS FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: REGISTERED AGENT SOLUTIONS, INC.
 No. and Street: 44 SCHOOL STREET, SUITE 325
 City or Town: BOSTON State: MA Zip: 02108 Country: USA

I, REGISTERED AGENT SOLUTIONS, INC. 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	STEVEN WHITE	627 SOUTH 48TH STREET, SUITE 100 TEMPE, AZ 85281 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	Address (no PO Box)
-------	-----------------	---------------------

	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code
SOC SIGNATORY	STEVEN WHITE	627 SOUTH 48TH STREET, SUITE 100 TEMPE, AZ 85821 USA

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	STEVEN WHITE	627 SOUTH 48TH STREET, SUITE 100 TEMPE, AZ 85821 USA

9. Additional matters:

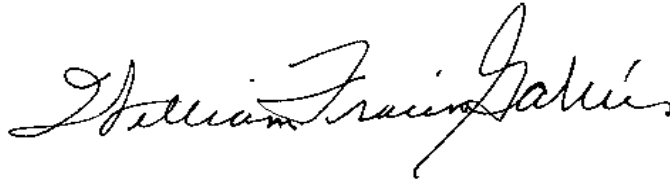
SIGNED UNDER THE PENALTIES OF PERJURY, this 6 Day of August, 2018,
STEVEN WHITE

(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 06, 2018 04:23 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

**OPERATING AGREEMENT
OF
SUNS MASS II, LLC**

This Operating Agreement (this “Agreement”) of Suns Mass II, LLC (the “Company”), effective as of August 6, 2018 (the “Effective Date”), is entered into by and between the Company and Harvest Mass Holding I, LLC, as the sole member of the Company (the “Member”).

WHEREAS, the Company was formed as a limited liability company on August 6, 2018 by the filing of a Certificate of Organization (the “Certificate”) with the Secretary of the Commonwealth of Massachusetts pursuant to and in accordance with the Massachusetts Limited Liability Company Act, as amended from time to time (the “Act”); and

WHEREAS, the Member and the Company agree that the membership in and management of the Company shall be governed by the terms set forth herein.

NOW, THEREFORE, the Member and the Company agree as follows:

1. Name. The name of the Company is Suns Mass II, LLC.
2. Purpose. The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be formed under the Act and to engage in any and all activities necessary or incidental thereto.
3. Principal Office; Registered Agent.
 - (a) Principal Office. The location of the principal office of the Company shall be 198 Mill Village Road, Deerfield, Massachusetts 01342, or such other location as the Manager may from time to time designate.
 - (b) Registered Agent. The registered agent of the Company for service of process in the Commonwealth of Massachusetts and the registered office of the Company in the Commonwealth of Massachusetts shall be that person and location reflected in the Certificate. In the event the registered agent ceases to act as such for any reason or the registered office shall change, the Manager of the Company (set forth below) shall promptly designate a replacement registered agent or file a notice of change of address, as the case may be, in the manner provided by law.
4. Members.
 - (a) Initial Member. The Member owns 100% of the membership interests in the Company. The name and the business, residence or mailing address of the Member are as follows: Harvest Mass Holding I, LLC, 627 S. 48th St., Ste. 100, Tempe, AZ 85281.
 - (b) Additional Members. One or more additional members may be admitted to the Company with the consent of the Member. Prior to the admission of any such additional members to the Company, the Member shall amend this Agreement to make such changes as the

Member shall determine to reflect the fact that the Company shall have such additional members. Each additional member shall execute and deliver a supplement or counterpart to this Agreement, as necessary.

(c) Membership Interests; Certificates. The Company will not issue any certificates to evidence ownership of the membership interests.

5. Management.

(a) Authority; Powers and Duties of the Member. The Company is a “manager managed” limited liability company under the Act which shall be managed by the Manager. The Member hereby appoints and elects Steve White to manage the Company. Except as may hereafter be required or permitted by the Act or as specifically provided herein, the Member shall in such capacity take no part whatsoever in the control, management, direction or operation of the affairs of the Company and shall have no power to act for or bind the Company.

(b) Management. The Manager shall have exclusive and complete authority and discretion to manage the operations and affairs of the Company and to make all decisions regarding the business of the Company. Any action taken by the Manager shall constitute the act of and serve to bind the Company. Persons dealing with the Company are entitled to rely conclusively on the power and authority of the Manager as set forth in this Agreement. The Manager shall have all rights and powers of a manager under the Act, and shall have such authority, rights and powers in the management of the Company to do any and all other acts and things necessary, proper, convenient or advisable to effectuate the purposes of this Agreement.

(c) Actions by Written Consent. Any action required or permitted by the Act, the Certificate, or this Agreement to be taken at any meeting of the Manager may be taken without a meeting, without prior notice, and without a vote if a written consent setting forth the action taken is signed by the Manager of the Company.

(d) Election of Officers; Delegation of Authority. The Manager may, from time to time, designate one or more officers with such titles as may be designated by the Manager to act in the name of the Company with such authority as may be delegated to such officers by the Manager (each such designated person, an “Officer”). Any such Officer shall act pursuant to such delegated authority until such Officer is removed by the Manager. Any action taken by an Officer designated by the Manager pursuant to authority delegated to such Officer shall constitute the act of and serve to bind the Company. Persons dealing with the Company are entitled to rely conclusively on the power and authority of any officer set forth in this Agreement and any instrument designating such officer and the authority delegated to him or her. The Manager hereby designates and appoints the following individuals to the following positions with the Company, to serve as such at the pleasure of the Manager, and to hold such office until his successor has been duly elected and qualified, or until his earlier death, resignation or removal:

Timothy Buskirk – Director of Security
Howard Hintz – Chief Financial Officer

Paul Nowak – Chief Operating Officer
Steve White – Chief Executive Officer

6. Liability of Manager; Indemnification.

(a) Liability of Manager. Except as otherwise required in the Act, the debts, obligations, and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Manager shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being the Manager or participating in the management of the Company.

(b) Indemnification. To the fullest extent permitted under the Act, the Manager (irrespective of the capacity in which he acts) shall be entitled to indemnification and advancement of expenses from the Company for and against any loss, damage, claim or expense (including attorneys' fees) whatsoever incurred by the Manager relating to or arising out of any act or omission or alleged acts or omissions (whether or not constituting negligence or gross negligence) performed or omitted by the Manager on behalf of the Company; provided, however, that any indemnity under this Section 6(b) shall be provided out of and to the extent of Company assets only, and neither the Manager nor any other person shall have any personal liability on account thereof.

7. Term. The term of the Company shall be perpetual unless the Company is dissolved and terminated in accordance with Section 11.

8. Initial Capital Contributions. The Member hereby agrees to contribute to the Company such cash, property or services as determined by the Member.

9. Tax Status; Income and Deductions.

(a) Tax Status. As long as the Company has only one member, it is the intention of the Company, the Member and the Manager that the Company be treated as a disregarded entity for federal and all relevant state tax purposes and the Company, the Member and the Manager shall not take any action or make any election which is inconsistent with such tax treatment. All provisions of this Agreement are to be construed so as to preserve the Company's tax status as a disregarded entity.

(b) Income and Deductions. All items of income, gain, loss, deduction and credit of the Company (including, without limitation, items not subject to federal or state income tax) shall be treated for federal and all relevant state income tax purposes as items of income, gain, loss, deduction and credit of the Member.

10. Distributions. Distributions shall be made to the Member at the times and in the amounts determined by the Manager.

11. Dissolution; Liquidation.

(a) The Company shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (i) the written consent of the Member and the Manager or (ii) any

other event or circumstance giving rise to the dissolution of the Company under Section 43 of the Act, unless the Company's existence is continued pursuant to the Act.

(b) Upon dissolution of the Company, the Company shall immediately commence to wind up its affairs and the Manager shall promptly liquidate the business of the Company. During the period of the winding up of the affairs of the Company, the rights and obligations of the Member and the Manager under this Agreement shall continue.

(c) 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 as follows: (i) first, to creditors, to the extent otherwise permitted by law, in satisfaction of liabilities of the Company (whether by payment or the making of reasonable provision for payment thereof); and (ii) thereafter, to the Member.

(d) Upon the completion of the winding up of the Company, the Manager shall file a Certificate of Cancellation in accordance with the Act.

12. Miscellaneous.

(a) Amendments. Amendments to this Agreement may be made only with the consent of the Member.

(b) Governing Law. This Agreement shall be governed by the laws of the Commonwealth of Massachusetts.

(c) Severability. In the event that any provision of this Agreement shall be declared to be invalid, illegal or unenforceable, such provision shall survive to the extent it is not so declared, and the validity, legality and enforceability of the other provisions hereof shall not in any way be affected or impaired thereby, unless such action would substantially impair the benefits to any party of the remaining provisions of this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Agreement to be effective as of the date first above written.

THE COMPANY:

SUNS MASS II, LLC

By: Steve White
Name: Steve White
Its: Manager

THE MEMBER:

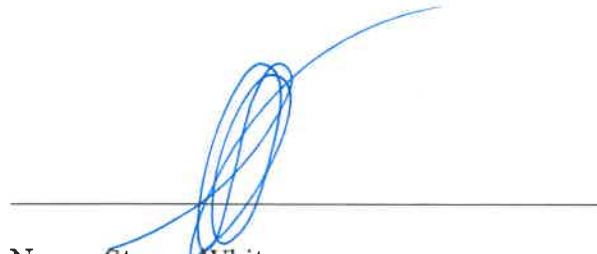
HARVEST MASS HOLDING I, LLC

By: Steve White
Name: Steve White
Its: Chief Executive Officer

ATTESTATION REGARDING CLARIFICATION OF EXECUTIVE OFFICERS

I, Steven White, an authorized representative of Suns Mass II, LLC ("Suns Mass II"), hereby certify and attest that the following information is true and correct:

1. Paul Nowak resigned from his position as the Chief Operating Officer (the "COO") of Suns Mass II prior to the filing of the application and is not affiliated with Suns Mass II in any capacity. As a result, Paul Nowak was not disclosed in the application.
2. John Cochran was disclosed in the application as the COO of Suns Mass II, but he has since resigned from his position and is no longer affiliated with Suns Mass II in any capacity. John Cochran has been removed from the application.
3. In addition to serving as the Manager and Chief Executive Officer of Suns Mass II, Steven White will replace John Cochran as the COO of Suns Mass II. The application has been updated to reflect Steven White's additional officer position.
4. Howard Hintz resigned from his position as the Chief Financial Officer (the "CFO") of Suns Mass II prior to the filing of the application and is not affiliated with Suns Mass II in any capacity. As a result, Howard Hintz was not disclosed in the application.
5. Leo Jaschke currently serves as CFO of Suns Mass II and, as such, was properly disclosed in the application as a Person with Direct or Indirect Authority, Control or Close Associate.



Name: Steven White
Title: Manager
Entity: Suns Mass II, LLC

11/25/2019
Date



William Francis Galvin
Secretary of the
Commonwealth

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

November 14, 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

SUNS MASS II, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 6, 2018.**

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

I also certify that the names of all managers listed in the most recent filing are: **STEVEN WHITE**

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

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



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



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

mass.gov/dor

Letter ID: L0272828480
Notice Date: December 6, 2019
Case ID: 0-000-701-568



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



SUNS MASS II LLC
198 MILL VILLAGE RD
DEERFIELD MA 01342-9721

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

PLAN FOR OBTAINING LIABILITY INSURANCE

Suns Mass II, LLC (“Suns Mass”) will contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Suns Mass will consider additional coverage based on availability and cost-benefit analysis.

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

SUNS MASS II, LLC



Business Plan December 2019

EXECUTIVE SUMMARY

MISSION STATEMENT

Suns Mass II, LLC (“**Suns Mass**”) is a best-in-class cannabis company that is committed to operating a compliant, safe, and high-quality Retail Marijuana Establishment (“**RME**”) in the City of Worcester.

With the ability to leverage the resources, experience and national reputation of Suns Mass’ parent company Harvest Health & Recreation, Inc. (“**Harvest**”), Suns Mass seeks to establish itself as an industry leader through excellence in operational protocol, security systems, product quality, and community integration.

Suns Mass is committed to providing the best customer service, having meticulously invested in security, interior design, quality control, product testing, and staff training

WHAT DRIVES US

At Suns Mass, we strive to make an impact in the local community. Across the nation, we participate in a variety of activities that promote customer outreach and community involvement.

Commitment to Positively Impacting the Community

Suns Mass’ Marijuana Retailer Establishment is proposed to be located at 56 Millbrook Street in Worcester. The facility is located within Census Tract 7305 in Worcester County, which the Cannabis Control Commission (the “**Commission**”) has designated in its “Guidance for Identifying Areas of Disproportionate Impact” as one of fourteen (14) “areas of disproportionate impact” in the City of Worcester.

Suns Mass is committed to prioritizing the hiring of past and present residents of Census Tract 7305 as Marijuana Establishment agents, as well as providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers by hosting annual educational seminars in Census Tract 7305.

Suns Mass’ renovation of the property at 56 Millbrook Street for use as a Marijuana Retail Establishment will contribute to the economic development and help to revitalize this area. The payment of property taxes will also have a positive fiscal impact on this area of Worcester.

Suns Mass met with Worcester District 2 Councilor Candy F. Mero-Carlson on August 15, 2018, to discuss its plans for a proposed Marijuana Retail Establishment, and Suns Mass is continuing to engage with Councilor Mero-Carlson, neighborhood associations and other local organizations

near Suns Mass’ proposed facility to develop and implement events and programs to positively impact the local community.

Suns Mass will also utilize the experience and local connections of two long-time Worcester residents and business professionals, Steven Kressler and Joel Greenberg, to engage with the City and fulfill Suns Mass’ community engagement strategies.

Charitable Donations

Our mission is to propagate a culture of giving through charitable donations. SMI intends to follow the lead of Harvest, which has donated hundreds of thousands of dollars to charitable organizations and customers in need, making an impact in the surrounding communities.

Harvesting Hope is Harvest’s 501(c)(3) non-profit organization established in 2014 to provide a better quality of life for young children suffering from pediatric epilepsy. To date, Dr. William D. Troutt, Harvesting Hope’s Executive Director, has provided services to hundreds of families and their children, including guidance on cannabis use for seizure control, educational seminars and discussions, and introductions to medical specialists.

Educating Consumers and Staff

Educating consumers begins with a knowledgeable staff. All employees undergo a rigorous training program and complete yearly continuing education. Further, all customers at Suns Mass will receive a wealth of information surrounding the safe use, transport, and storage of products that they purchase.

COMPANY DESCRIPTION

STRUCTURE

Suns Mass is a Massachusetts limited liability company that is committed to dispensing consistent, high-quality, independently-tested marijuana and marijuana products in a secure and compliant environment. Suns Mass is applying for a provisional license from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a RME in the Commonwealth.

Suns Mass’ parent company Harvest Health & Recreation, Inc. (“**Harvest**”) is a national leader and innovator in the industry that has developed significant expertise in all three areas of the supply chain: cultivation, product manufacturing and retail dispensing.

Established in 2011, Harvest has successfully obtained dozens of cannabis licenses to operate retail establishments, product manufacturing establishments, and cultivation establishments around the country.

Harvest's flagship dispensary, Harvest of Tempe, in Arizona has been awarded six Best Dispensary awards from three independent organizations.

OPERATIONS

Suns Mass has executed a Lease Agreement for 56 Millbrook Street to use as a Marijuana Retailer Establishment. 56 Millbrook Street is currently utilized as an automotive repair shop.

56 Millbrook Street is a 7,654 SF standalone building that is located in an industrial corridor. Although there is a commercial corridor in close proximity to the site, the facility is set back from nearby pedestrian-trafficked sites, encouraging usage from only those who actively seek the services of the facility. The property is buffered from any nearby residential communities through train tracks and substantial foliage.

Although 56 Millbrook Street is in good condition, Suns Mass intends to make significant modifications to the facility to improve exterior and interior conditions, enhance the parking lot, and install state-of-the-art security systems. There is ample existing parking on site for customers and staff, with the ability to stripe additional spots on the lot.

With the ability to leverage Harvest's substantial experience operating successful marijuana dispensaries across the nation, Suns Mass' facility will be designed with the specific intentions of ensuring consumer and client safety; promoting a smooth flow of business throughout the facility; eliminating queuing; and incorporating design nuance that is intended to facilitate one-on-one conversations between customer service representatives and customers. Suns Mass will meticulously invest in security, interior design, quality control, product testing, and staff training.

Images showing the typical interior design of a Harvest dispensary can be found on the following page.

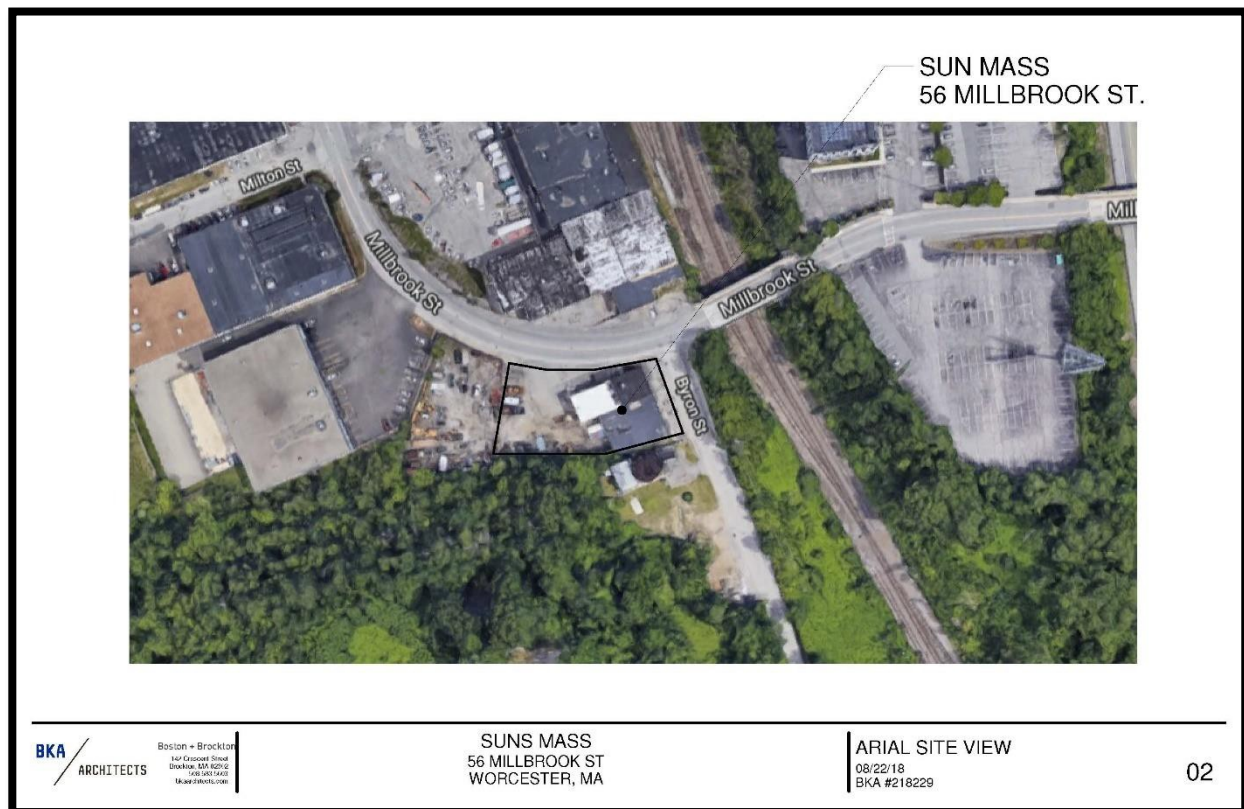


Suns Mass' affiliate entity, Suns Mass, Inc. ("SMI"), is in the process of applying for Cultivator and Product Manufacturer licenses from the Commission to cultivate marijuana and produce marijuana products in the Commonwealth. Suns Mass plans to obtain the marijuana flower to be sold at its Retailer Establishment from SMI's proposed Cultivator Establishment. Similarly, Suns Mass plans to obtain the marijuana products to be sold at its Retailer Establishment from SMI's Product Manufacturing Establishment.

CONCEPTUAL RENDERINGS

Suns Mass has begun designing its retail establishment, with an eye toward creating an exterior façade that will blend in with the surrounding neighborhood. In compliance with the Commission's regulations, Suns Mass will refrain from using neon signage or any advertising which would bring unwarranted attention to the area. Other than a small and discrete sign featuring the name of the company, there will be no other indications as to the particular business being conducted within the facility. While Suns Mass intends to make a significant economic impact on its neighborhood, it intends to maintain a low visual profile.

Conceptual rendering of Suns Mass' proposed establishment in Worcester are included below:



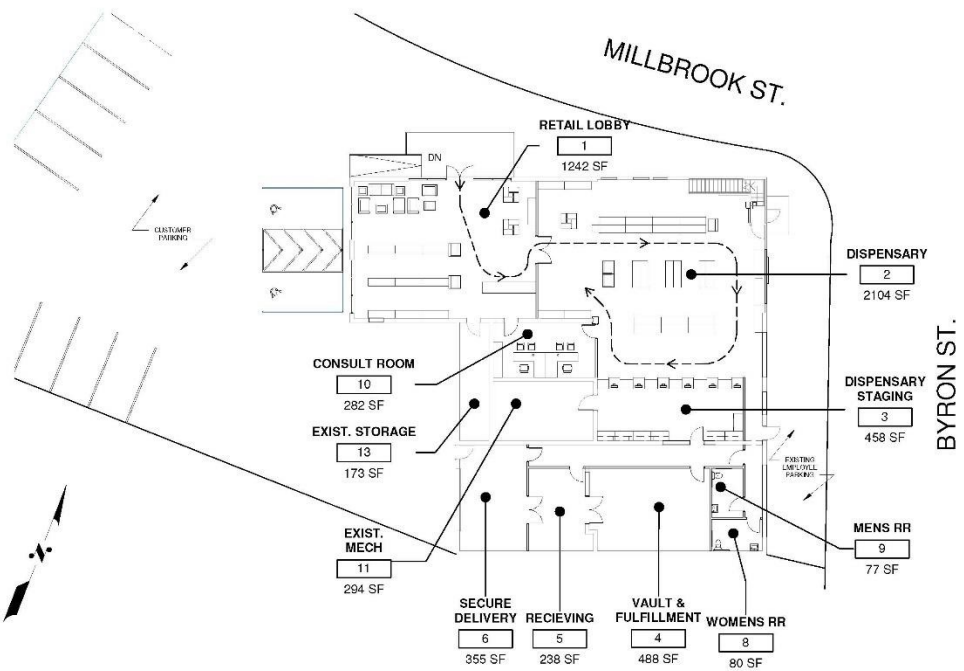


BKA ARCHITECTS
Boston • Brockton
140 Cleverly Street
Brockton, MA 01908
508.653.1000
bka@bka.com

SUNS MASS
56 MILLBROOK ST
WORCESTER, MA

3D RENDERED VIEW
08/22/18
BKA #218229

01



BKA ARCHITECTS
Boston • Brockton
140 Cleverly Street
Brockton, MA 01908
508.653.1000
bka@bka.com

SUNS MASS
56 MILLBROOK ST
WORCESTER, MA

DISPENSARY FLOOR PLAN
08/21/18
BKA #218229

03

INVENTORY PROCEDURES

Suns Mass will establish inventory controls and procedures for reviewing comprehensive inventories of marijuana products; conduct a monthly inventory of finished, stored marijuana, stored marijuana; conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

Suns Mass will track all marijuana products using a seed-to-sale methodology in a form and manner approved by the Commission. Such procedures have a well-established track record in the industry of preventing internal diversion of product.

Suns Mass will maintain records which will be available for inspection by the Commission and City of Worcester upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

Additional information on Suns Mass' inventory procedures is available in the Inventory Procedures document included with this submission.

SECURITY

Suns Mass will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

Suns Mass' state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Worcester Police Department. These surveillance cameras will remain operational even in the event of a power outage. The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only Suns Mass' registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and Suns Mass will maintain a current list of individuals with access.

On-site consumption of marijuana by Suns Mass' employees and visitors will be prohibited. Suns Mass will have security personnel on-site during business hours.

Additional information on Suns Mass' security plan is available in the Security Plan document included with this submission.

BENEFITS TO THE CITY OF WORCESTER

Suns Mass believes that our success as an operator is directly correlated to our commitment to the surrounding community.

Direct Benefits to the City of Worcester

- a. **Jobs.** Suns Mass estimates adding 15 - 25 full-time jobs for qualified Worcester residents, in addition to hiring qualified, local contractors and vendors. Suns Mass intends to contract with local labor unions, such as the International Brotherhood of Electrical Workers (IBEW) Local Union 96, for all construction and maintenance work required for the establishment.
- b. **Host Community Agreement.** A Host Community Agreements under which Suns Mass will make significant community impact payments to the City will provide additional financial benefits beyond local property taxes to fund a variety of community and support local programs, services, or organizations.
- c. **Access to Quality Legal Product for Consumers.** Suns Mass will ensure only qualified consumers ages 21 and over are able to purchase consistent, high-quality marijuana and marijuana products that are regulated and tested for cannabinoid content and contaminants. This will help to eliminate the current black market, in which consumers are not required to verify their age and marijuana products are not tested.
- d. **Local Sales Tax Revenue.** The City will receive additional tax revenue through the adoption of a local sales tax of up to 3% on each retail sale to consumers.
- e. **Control.** In addition to the Commission, the Worcester Police Department and other municipal departments will have oversight over Suns Mass' security systems and processes.
- f. **Responsibility.** Suns Mass is comprised of experienced professionals who will be thoroughly background checked and vetted by the Commission.
- g. **Economic Development.** Suns Mass' project will revitalize the surrounding area and contribute to the overall economic development of the local community.

Meeting the City of Worcester's Goals

- a. **Create a Vibrant, Thriving City:** Suns Mass believes that our proposal will contribute to the vibrancy of the City of Worcester through the revitalization of a commercial property and economic development through customer use of nearby service, retail, and restaurant businesses.
- b. **Build Strong Neighborhoods:** Suns Mass has developed a comprehensive plan to positively benefit the area surrounding the proposed facility, which has been designated as an area of disproportionate impact by the Cannabis Control Commission.
- c. **Maintain a Sound Fiscal Government:** If selected, Suns Mass will help the City maintain a sound fiscal government through community impact payments pursuant to the Host Community Agreement and tax revenue from the local sales tax on each transaction.
- d. **Provide Opportunities for All:** Suns Mass' proposal would create 15 - 25 well-paying jobs with benefits within the City of Worcester that offer substantial workforce training and growth opportunities. We intend to implement a hiring program that focuses on hiring from areas of disproportionate impact within the City and diversity.

ZONING AND LOCAL COMPLIANCE

In compliance with Worcester's Zoning Ordinance, 56 Millbrook Street is located in the MG-2.0 Manufacturing, General Zoning District designated for Marijuana Retailer Establishments. Suns Mass' proposed establishment also is not located within 500 feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12, a licensed daycare center, public library, public park or playground, or another existing Marijuana Retailer Establishment.

As required by the Zoning Ordinance, Suns Mass will obtain a Special Permit from the Planning Board, as well as any other local permits, approvals, registrations or certificates required to site and operate a Marijuana Retailer Establishment at the proposed location. Suns Mass will comply with all conditions and standards set forth in any required local permit or approval.

Suns Mass has been in contact with local officials and neighborhood groups to discuss its plans for a proposed Marijuana Retailer Establishment, and Suns Mass has executed the required Host Community Agreement with the City. Suns Mass will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

MARKET RESEARCH

INDUSTRY

33 States and Washington D.C have laws broadly legalizing marijuana use. Approximately 60% of Americans support the legalization of marijuana, with 89% of Americans supporting the legalization of marijuana use for medical purposes.

According to a recent study released by the Massachusetts Department of Public Health over 21 percent of adults in Massachusetts have used marijuana within the last 30 days. In Massachusetts, marijuana sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

CUSTOMERS

As of the 2016 Census, the City of Worcester's population exceeded 184,000 residents, with approximately 4,000 in the immediate Census tract of the proposed facility.

Suns Mass' target customers are consumers 21 years of age or older who live in, work in and visit the City of Worcester and the surrounding communities in Worcester County and who are seeking to purchase high-quality marijuana and marijuana products in a secure, professional, welcoming and conveniently-located retail establishment.

COMPETITORS

Suns Mass' main competitors will include other licensed Retailer Establishments in the City of Worcester and in other municipalities in Worcester County. While Worcester may host as many as 15 adult use Retailer Establishments, Suns Mass anticipates being an industry leader within the City due to Suns Mass' affiliation with Harvest.

COMPETITIVE ADVANTAGE

Suns Mass feels confident that Harvest's national expertise in effective retail operations, superior product quality and selection, and attention to customer experience will yield a positive reputation within the Worcester community that competitor retailer establishment may not be able to achieve. Nationally, Harvest has received numerous awards and accolades for superior dispensing operations. Suns Mass will leverage Harvest's experience and lessons learned from across the nation to ensure a premiere dispensing experience.

PRODUCT / SERVICE

PRODUCTS

Suns Mass intends to offer a variety of marijuana strains, concentrates and infused products to meet the wide-ranging needs and preferences of its customer base. The products available for purchase will include, but will not be limited to:

1. Sativa, Indica, and Hybrid Cannabis Flower
2. Creams and Lotions
3. Topical Salves
4. Patches
5. Tinctures
6. Pre-Dosed Oil Vaporizers
7. Concentrates
8. Infused Food Products and Beverages
9. Capsules

DISPENSARY PROCEDURES

In accordance with the Commission's regulations, access to Suns Mass' establishment will be limited to verified individuals 21 years of age and older. Prior to entering the dispensary, a customer must present a valid, government-issued photo identification to a Suns Mass security agent to determine whether the customer is 21 years of age or older. Once the customer's identity and age are verified, the security agent will permit the customer to enter the establishment's sales area.

Once inside the sales area, the customer will enter a queue to obtain individualized service from a Suns Mass agent who will help the customer select from the available products and complete the transaction. Prior to checkout, customers will be required to confirm their identities and ages a second time. The checkout also activates the seed-to-sale tracking system that will be compliant with state regulations. Sales will be limited to one (1) ounce of marijuana flower or five (5) grams of marijuana concentrate per consumer transaction. All required taxes will be collected at the point of sale.

Once a customer has selected products for purchase, a Suns Mass agent will collect the requested items from a secure product storage area. The agent will then scan each product's barcode into the Commission-approved point of sale system. All products will be packaged in tamper and child-resistant, resealable packaging that is compliant with 935 CMR 500.105 and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

In the event a Suns Mass agent determines a consumer would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. Suns Mass will use the point of sale system to accept payment and complete the sale. The system will back up and securely cache each sale for inspection.

Suns Mass will conduct a monthly analysis of its equipment and sales data to confirm 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. If any such malware is found, Suns Mass will immediately report the occurrence to the Commission and assist in any subsequent investigation. Suns Mass will maintain records of these monthly analyses and will make them available for inspection by the Commission upon request. Further, Suns Mass will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. Suns Mass will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

Suns Mass places a premium on cleanliness, hygiene, and proper product storage to achieve and maintain successful operation of the business. In addition to regularly sanitizing surfaces with products kept separately and away from marijuana products, Suns Mass staff will ensure personal hygiene including washing hands throughout the day and before handling or dispensing any marijuana products. All products available for sale will have been tested for cannabinoid content and contaminants by a licensed Independent Testing Laboratory and subjected to Suns Mass' policies and procedures for quality control.

Suns Mass will provide educational materials designed to help consumers make informed marijuana product purchases. The educational materials will describe the various types of products available, as well as the types and methods of responsible consumption. The materials will offer education on titration, which is the method of using the smallest amount of product necessary to achieve the desired effect. Additional topics discussed in the education materials will include potency, proper dosing, the delayed effects of edible marijuana products, substance abuse and related treatment programs, and marijuana tolerance, dependence, and withdrawal.

Additional information on Suns Mass' retail policies and procedures is available in the Dispensing Procedures document included with this submission.

PRICING STRUCTURE

Suns Mass plans to obtain its marijuana and marijuana products from its affiliate company, Suns Mass, Inc., which is applying for licenses to operate cultivation and product manufacturing facilities in Commonwealth. This vertical integration capability will enable Suns Mass to offer a consistent supply of high-quality product at competitive prices.

When determining the appropriate pricing structure, Suns Mass will continually strive to find the perfect balance between affordability for consumers and preventing the diversion of product to the black market.

MARKETING & SALES

GROWTH STRATEGY

Suns Mass' plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. An exemplary customer in-store experience; and
4. A caring and thoughtful staff made of highly-trained, consummate professionals

Suns Mass' affiliate companies plan to seek additional, appropriate locations in the Commonwealth to expand business and reach an increased number of customers in the future.

COMMUNICATION

Suns Mass will engage in reasonable marketing, advertising, and branding practices that do not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include the statement: "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf of Suns Mass will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

Suns Mass will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discover networks such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram and Facebook;
5. Opt-in direct communications; and
6. Partnership with local businesses

Suns Mass will provide a catalogue and a printed list of the prices and strains of marijuana available to consumers and will post the same catalogue and list on its website and in the retail store.

Suns Mass will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, Suns Mass will market its products and services to reach a wide range of qualified consumers.

PRODUCT PACKAGING

Suns Mass will ensure that all marijuana products that are provided for sale to consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive to minors.

Packaging for marijuana products sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica, or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” Suns Mass will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

BRANDING AND LOGOS

Suns Mass will draw upon the national experience of Harvest to create logos and branding that complies with state regulations and will distinguish Suns Mass from its competitors. Suns Mass will file for trademark protection at the state level, and when permissible, at the federal level.

FINANCIAL SUMMARY

As a subsidiary of Harvest, a national leader in the cannabis industry, Suns Mass is very well-funded and has the ability to leverage Harvest’s operational experience to establish a successful, compliant retail operation in a timely manner.

Suns Mass’ capital contributor, Harvest Enterprises, Inc., has committed over \$1,500,000 in initial capital for Suns Mass’ licensing, permitting and build out costs. Suns Mass’ proposed facility in Worcester is an existing structure with ample parking, which eliminates the need for major construction that would require significant capital and time.

TEAM

Suns Mass has assembled a team of highly experienced cannabis industry professionals with a diverse set of talents to operate a Marijuana Retailer Establishment, including real estate development, retail operations and security. Suns Mass intends to create 15 - 25 full-time staff positions within the first three years of operations in Worcester.

EXECUTIVE MANAGEMENT TEAM

Steve White (Manager, Chief Executive Officer and Chief Operating Officer)

Steve White is the Founder and Chief Executive Officer of Harvest Health & Recreation, Inc. Steve has over 18 years of experience representing and operating businesses in a variety of industries, including 6 years of experience in the cannabis industry. Steve graduated from Washington and Lee School of Law in 1999, after which he practiced business litigation and administrative/regulatory law for several national law firms. In 2005, he founded his own business litigation law firm, where he garnered broad regulatory experience, and for 12 years, represented clients across a variety of industries.

Six years ago, Steve founded Harvest Health & Recreation, Inc. In addition to overseeing medical cannabis license acquisition, facility start-up and ongoing operations, and providing organizational direction and strategy, Steve has also been instrumental in navigating state- and county-level regulatory audits, including 10 county building safety certificate of occupancy inspections, five county health department inspections, 16 state department of health services inspections, 4 Americans for Safe Access Patient Focused Certifications, and 14 certified financial audits.

While working for Harvest's first dispensary fulfilling orders and consulting with patients, Steve discovered he had the ability to help shape a company that gave people control over an aspect of their life where they previously had very little – their health and wellness. This led Steve to instill a culture of education and empowerment at Harvest to provide patients much needed products, resources, and support.

Deborah Keeley (Chief Financial Officer)

With over 30 years of accounting, finance management, and CFO experience, Deborah Keeley has demonstrated success in the education management industry as well as leasing, sales, manufacturing, and service sectors for both public and private companies.

Deborah earned her Associate of Applied Science in Computer Science from Adelphi University followed by a Bachelor of Science in Accounting from Arizona State University, after which she joined Evans Withycombe as their Accounting Manager where she stayed for six years honing her finance management skills, which would cement her next position as Chief Accounting Officer and Senior Vice President at Mobile Mini, Inc., a NASDAQ-listed global portable storage company with over 130 locations, where she joined in 1995.

In 2014, Deborah left Mobile Mini, Inc. and joined a global educational company, Cultural Experiences Abroad, as their Senior Vice President of Finance and Operations. Deborah joined Harvest in April 2020 as Vice President of Finance and Tax and accepted appointment as Chief Financial Officer in June 2020. In this role, she assesses and evaluates organizational financial performance, performs department evaluations to increase working efficiency, creates and establishes yearly financial objectives, reviews and analyzes monthly financial results, develops and maintains monthly and annual operating budgets, and ensures application of appropriate internal controls and GAAP compliance.

FINAL REMARKS

Suns Mass, through Harvest, has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. By expanding operations into the Worcester region, Suns Mass hopes to bring its high-quality standards to adult use consumers to provide them with a safe and clean community environment.

Suns Mass is prepared to position itself well in the Massachusetts market and contribute to the growth of the industry through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, Suns Mass looks forward to working cooperatively with the City of Worcester to help spread the benefits this market will yield.

ENERGY COMPLIANCE PLAN

Suns Mass II, LLC (“Suns Mass”) is currently exploring potential energy-use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Suns Mass will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

Potential Energy-Use Reduction Opportunities

Suns Mass is considering the following potential opportunities for energy-use reduction and plans for implementation of such opportunities.

1. Natural Lighting;
2. Energy efficient exterior wall construction, which may include batt insulation, continuous rigid insulation, and air and vapor barriers; and
3. Plumbing fixtures that are Water Sense rated for reduced water consumption.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Suns Mass will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

Suns Mass is in the process of considering opportunities for renewable energy generation (including wind and solar options). Suns Mass’s preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although Suns Mass may reconsider at a future date. Suns Mass will also consult with its architects and engineers when designing the facility to determine the building’s capacity for renewable energy options (e.g. whether or not the roof can support the weight of solar panels). Nevertheless, our team is dedicated to consistently strive for sustainability and emissions reduction.

Strategies to Reduce Electric Demand

Suns Mass is considering the following strategies to reduce electric demand:

1. Exterior and interior glazing on windows such that maximum natural daylight can enter the building without compromising security, reducing the reliance on artificial light during daytime hours;
2. Lighting fixtures that are energy efficient and used with Energy Star rated bulbs; and
3. Room lighting and switching will have occupancy sensors to reduce electrical consumption when rooms are unoccupied.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Suns Mass will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

Suns Mass also plans to explore energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center. Suns Mass will also coordinate with its utility companies to explore any energy efficiency options available to Suns Mass.

MAINTAINING OF FINANCIAL RECORDS

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Suns Mass.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Prohibiting the use of software or other methods to manipulate or alter sales data;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - If Suns Mass determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales; and
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.
- Additional written business records will be kept, including, but not limited to, records of:

- Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
 - Suns Mass shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state 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 or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Suns Mass II, LLC (“Suns Mass”) will securely maintain personnel records, including registration status and background check records. Suns Mass will keep, at a minimum, the following personnel records:

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

Agent Personnel Records

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

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

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

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Suns Mass will undergo a detailed background investigation prior to being granted access to a Suns Mass facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Suns Mass pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Suns Mass will consider:

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

Other Types of Criminal History Information Received from a Source Other than the DCJIS.

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

Personnel Policies and Training

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

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

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

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Suns Mass II, LLC (“Suns Mass”) will only be accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Suns Mass agent will immediately inspect the person’s proof of identification and determine the person’s age, in accordance with 935 CMR 500.140(2).

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

Pursuant to 935 CMR 500.105(4), Suns Mass will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Suns Mass will not engage in any advertising by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Suns Mass will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, fruit, or sporting-equipment item including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any advertising created for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children.**

Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.” Pursuant to 935 CMR 500.105(6)(b), Suns Mass packaging for any marijuana or marijuana products will not use bright colors, defined as colors that are “neon” in appearance, resemble existing branded products, feature cartoons, a design, brand or name that resembles a non-cannabis consumer or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be marketed to minors. Suns Mass’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

QUALIFICATIONS AND TRAINING

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

Qualifications

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

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

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Suns Mass’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A Suns Mass Agent will receive a total of eight (8) hours of training annually. A minimum of four (4) hours of training will be from Responsible Vendor Training Program (“RVT”) courses established under 935 CMR 500.105(2)(b). Any additional RVT over four (4) hours may count towards the required eight (8) hours of training.

Non-RVT may be conducted in-house by Suns Mass or by a third-party vendor engaged by the Suns Mass. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All Suns Mass Agents that are involved in the handling or sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission.

Basic Core Curriculum

Suns Mass Agents must first take the Basic Core Curriculum within 90 days of hire, which includes the following subject matter:

- Marijuana's effect on the human body, including:
 - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and
 - Recognizing the signs of impairment.
- Diversion prevention and prevention of sales to minors, including best practices.

- Compliance with all tracking requirements.
- Acceptable forms of identification. Training must include:
 - How to check identification;
 - Spotting and confiscating fraudulent identification;
 - Common mistakes made in identification verification.
 - Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G, § 13.
- Other key state laws and rules affecting Suns Mass Agents which shall include:
 - Conduct of Suns Mass Agents;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Local and state licensing and enforcement, including registration and license sanctions;
 - Incident and notification requirements;
 - Administrative, civil, and criminal liability;
 - Health and safety standards, including waste disposal;
 - Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
 - Permitted hours of sale;
 - Licensee responsibilities for activities occurring within licensed premises; xix. Maintenance of records, including confidentiality and privacy; and
 - Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program.

Suns Mass will encourage administrative employees who do not handle or sell marijuana to take the “Responsible Vendor” program on a voluntary basis to help ensure compliance. Suns Mass’s records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

After successful completion of the Basic Core Curriculum, each Suns Mass Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for Suns Mass to maintain designation as a Responsible Vendor. Once the Suns Mass Agent has completed the Basic Core Curriculum, the Agent is eligible to take the Advanced Core Curriculum. Failure to maintain Responsible Vendor status is grounds for action by the Commission.

QUALITY CONTROL AND TESTING

Quality Control

Suns Mass II, LLC (“Suns Mass”) will comply with the following sanitary requirements:

1. Any Suns Mass agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Suns Mass agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Suns Mass’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Suns Mass’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Suns Mass’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Suns Mass will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Suns Mass’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Suns Mass’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Suns Mass’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Suns Mass will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. Suns Mass acknowledges and understands that the Commission may require Suns Mass to demonstrate the intended and actual use of any toxic items found on Suns Mass’s premises;

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

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

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

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

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

Testing

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

Any Independent Testing Laboratory relied upon by Suns Mass for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101: *Application Requirements*, or formerly and validly registered by the Commission; (ii) accredited

to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; (iii) independent financially from any Medical Marijuana Treatment Center, Marijuana Establishment or Licensee; and (iv) qualified to test marijuana and marijuana products, including marijuana-infused products, in compliance with M.G.L. c. 94C, § 34; M.G.L. c. 94G, § 15; 935 CMR 500.000: *Adult Use of Marijuana*; 935 CMR 501.000: *Medical Use of Marijuana*; and Commission protocol(s).

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

Suns Mass's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. In addition to these contaminant tests, final ready-to-sell Marijuana Vaporizer Products shall be screened for heavy metals and Vitamin E Acetate (VEA) in accordance with the relevant provisions of the *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Colocated Marijuana Operations*. Suns Mass acknowledges and understands that the Commission may require additional testing.

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

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

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Suns Mass's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12),

either by the Independent Testing Laboratory returning excess marijuana to Sun Mass for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

Any marijuana or marijuana products that fail any test for contaminants must either be reanalyzed without remediation, remediated or disposed of. In the event marijuana or marijuana products are reanalyzed, a sample from the same batch shall be submitted for reanalysis at the ITL that provided the original failed result. If the sample passes all previously failed tests at the initial ITL, an additional sample from the same batch previously tested shall be submitted to a second ITL other than the initial ITL for a Second Confirmatory Test. To be considered passing and therefore safe for sale, the sample must have passed the Second Confirmatory Test at a second ITL. Any Marijuana or Marijuana Product that fails the Second Confirmatory Test will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees without first being remediated. Otherwise, any such product shall be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

If marijuana or marijuana products are destined for remediation, a new test sample will be submitted to a licensed ITL, which may include the initial ITL for a full-panel test. Any failing Marijuana or Marijuana Product may be remediated a maximum of two times. Any Marijuana or Marijuana Product that fails any test after the second remediation attempt will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees and will be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

RECORDKEEPING PROCEDURES

General Overview

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

Recordkeeping

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

- **Corporate Records**

Corporate Records are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:

- Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
- Third-Party Laboratory Contracts
- Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
- Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
- Corporate Governance:
 - Annual Report
 - Secretary of Commonwealth Filings

- **Business Records**

Business Records require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;

- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Suns Mass.
- Personnel Records

At a minimum, Personnel Records will include:

 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Suns Mass and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - Suns Mass will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - Suns Mass will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
- Sales Records for Marijuana Retailer

- Suns Mass will maintain records that it has performed a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate the sales data and produce such records on request to the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, Suns Mass will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident.
 - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by Suns Mass for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within Suns Mass's jurisdiction on request.
- Visitor Records
 - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, Suns Mass will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Suns Mass agents present during the disposal or other handling, with their signatures. Suns Mass will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.
 - Recordings shall not be destroyed or altered and shall be retained as long as necessary if Suns Mass is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - Suns Mass will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records (as applicable)

- Records that any and all of Suns Mass's vehicles are properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
 - Suns Mass shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event Suns Mass closes, all records will be kept for at least two (2) years at Suns Mass's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Suns Mass will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures

Policies and Procedures related to Suns Mass's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:

 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of Suns Mass's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
 - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - Alcohol, smoke, and drug-free workplace policies;
 - A plan describing how confidential information will be maintained;
 - Policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
 - Engaged in unsafe practices with regard to Suns Mass operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of Suns Mass, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on Suns Mass's website.
- Policies and procedures for the handling of cash on Suns Mass premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.
- License Renewal Records
 - Suns Mass shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state 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 or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Record-Retention

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

Suns Mass II, LLC

DIVERSITY PLAN

Overview

Suns Mass II, LLC (“**Suns Mass**”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

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

To support such populations, Suns Mass has created the following Diversity Plan (the “**Plan**”) and has identified and created goals/programs to promote equity in Suns Mass’s operations.

Goals

In order for Suns Mass to promote equity in its operations for diverse populations, Suns Mass has established the following goals:²

1. Having at least 35% of Suns Mass’s staff comprised of individuals from the above-listed diverse populations by recruiting individuals falling into the above-listed demographics working in the establishment (depending on lawful and voluntary disclosures of demographic info through the application process). More specifically, Suns Mass’s goals are the following:
 - At least 25% of staff will be Minorities;
 - At least 40% of staff will be Women;
 - At least 5% of staff will be Veterans; and
 - At least 5% of staff will be Disabled Individuals.¹
2. Having at least 40% of Suns Mass’s interviewees be individuals that meet job qualification requirements from the above-listed groups (depending on lawful and voluntary disclosures of demographic info through the application process) More specifically, Suns Mass’s goals are the following:
 - At least 10% will be Minorities;
 - At least 40% will be Women;
 - At least 10% will be Veterans; and
 - At least 5% will be Disabled Individuals.¹
3. Establishing a comfortable and equitable work environment that supports and celebrates diversity and equity in the workplace through annual workplace trainings and continuous employee feedback.

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

² The above goals and percentages were provided at the Commission’s request. Any documentation evidencing such hiring goals will be collected in accordance with applicable employment law standards. These percentages are intended to represent Suns Mass’s efforts for hiring a diverse workforce; however, Suns Mass is limited in its ability to confirm the ultimate percentages of these demographics in its workforce due to applicable employment and labor laws.

Suns Mass II, LLC

Programs

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

1. Hiring and Recruitment Program:
 - Advertising employment opportunities (as they become available, but not less than quarterly) on DiversityJobs.com;
 - Coordinating with the MassHire Franklin Hampshire Career Center and MassHire Worcester Career Center to identify qualified candidates for open positions from the above-listed groups; Suns Mass will communicate with the above-mentioned career centers no less than quarterly to discuss Suns Mass's job postings and recruitments in such a way as to identify qualified candidates from the above-listed groups;
2. Establishing a Comfortable and Equitable Work Environment:
 - Implementing an annual employee training program that discusses reducing workplace discrimination and harassment with focus on diversity, inclusion, and equity principles;
 - Distributing internal questionnaires to Suns Mass employees to solicit anonymous feedback about the successes and failures of Suns Mass's diversity initiatives; such questionnaires will be reviewed and considered by the Management Team no less than once per quarter.

Measurements

The Management Team will administer the Plan and will be responsible for developing measurable outcomes to ensure that Suns Mass continues to meet its commitments. Such measurable outcomes, in accordance with Suns Mass's goals and programs described above, include the following:

1. Conducting employment composition reviews to determine what percentage of employees identify as being from the above-listed groups, with the goal of having an employment composition of least 25% minorities, 40% women, 5% veterans, and 5% disabled individuals;
2. Recording the number of job postings advertised with DiversityJobs.com and the number of resumes received as a result of such, including the number of resumes received from individuals from the above-listed groups, with the goal of having Suns Mass's interviewees that meet job qualification requirements be at least 10% minorities, 40% women, 10% veterans, and 5% disabled individuals (as supported by voluntary employment questionnaires);
3. Recording the communications that Suns Mass had with the MassHire Franklin Hampshire Career Center and MassHire Worcester Career Center (no less than quarterly) and any documentation related to applications received from individuals from the above-listed groups as a result of such efforts (as supported by voluntary employment questionnaires);
4. Documenting the above-mentioned annual employee training program, including completion of same for each employee's HR file;
5. Logging all employee questionnaires received in response to Suns Mass's diversity initiatives, including all Management Team meetings (no less than quarterly) and any efforts taken by Suns Mass to address concerns revealed through such questionnaires;

Beginning upon receipt of Suns Mass's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, Suns Mass will utilize the proposed measurements to

Suns Mass II, LLC

assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Management Team will review and evaluate Suns Mass's measurable outcomes no less than twice annually to ensure that Suns Mass is meeting its commitments. Suns Mass is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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