



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281732
Original Issued Date: 05/11/2020
Issued Date: 04/16/2021
Expiration Date: 05/11/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Suns Mass, Inc.

Phone Number: 480-417-6781

Email Address: licensing@harvestinc.com

Business Address 1: 198 Mill Village Road

Business Address 2:

Business City: Deerfield

Business State: MA

Business Zip Code: 01342

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

Mailing Address 2:

Mailing City: Tempe

Mailing State: AZ

Mailing Zip Code: 85281

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: Applied for Certificate of Registration, decision by DPH is pending

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: 50

Ownership:

Role: Director

Other Role: President, Secretary, Chief Executive Officer, Chief Operating Officer, Director on the 2-Member

Board of Directors; 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: 50
Role: Director Other Role: Director on the 2-Member Board of Directors and Treasurer
First Name: Nicole Last Name: Stanton Suffix:

Gender: Female User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

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:

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: 99.5 Percentage of Ownership: 99.5
Entity Legal Name: Harvest Mass Holding I, LLC Entity DBA: 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 99.5% shareholder of Suns Mass, Inc.

Entity with Direct or Indirect Authority 2

Percentage of Control: 99.5 Percentage of Ownership: 99.5
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. owns 100% of Harvest Mass Holding I, LLC. Harvest Enterprises, Inc. also serves as the Capital Contributor for Suns Mass, Inc.

Entity with Direct or Indirect Authority 3

Percentage of Control: 99.5	Percentage of Ownership: 99.5
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Entity Legal Name: Harvest Health & Recreation Inc.	Entity DBA:	DBA City:
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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 100% owner of Harvest Enterprises, Inc.

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:
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Email: legal@harvestinc.com Phone: 612-622-8614

Address 1: 1155 W. Rio Salado Parkway, Suite 201	Address 2:
City: Tempe State: AZ Zip Code: 85281	

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$1000000 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: Harvest Health & Recreation Inc.	Owner Last Name:	Owner Suffix:
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Entity Legal Name: Abedon Saiz, LLC	Entity DBA:
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Entity Description: Holds one vertical medical marijuana license

Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:
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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: United States of America
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: United States of America

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.		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: United States of America
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: United States of America

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.		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. Suite 102		Entity Address 2:	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85284	Entity Country: United States of America
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: United States of America

Business Interest in Other State 4

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.		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. Suite 627		Entity Address 2:	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: United States of

America

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: United
States of America

Business Interest in Other State 5

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

Owner First Name: Harvest Health &
Recreation Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Harvest Mass Holding I, LLC

Entity DBA:

Entity Description: Massachusetts Holding 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: United States of
America

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: United
States of America

Business Interest in Other State 6

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

Owner First Name: Harvest Health &
Recreation Inc.

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. Suite 100

Entity Address 2:

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281 Entity Country: United States of
America

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: United
States of America

Business Interest in Other State 7

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

Owner First Name: Harvest Health &
Recreation Inc.

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:
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: United States of
America

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: United States of America
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Business Interest in Other State 8

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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. Suite 100		Entity Address 2:	
Entity City: Tempe	Entity State: AZ	Entity Zip Code: 85281	Entity Country: United States of America
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: United States of America

Business Interest in Other State 9

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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: United States of America
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: United States of America

Business Interest in Other State 10

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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: United States of America
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: United States of America

Business Interest in Other State 11

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

Owner First Name: Harvest Health & Recreation Inc. **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:** United States of America

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:** 85281 **Entity Mailing Country:** United States of America

Business Interest in Other State 12

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

Owner First Name: Harvest Health & Recreation Inc. **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: Randy Taylor Consulting, LLC **Entity DBA:**

Entity Description: Employee leasing/management services company

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

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

Entity City: Tempe **Entity State:** AZ **Entity Zip Code:** 85281 **Entity Country:** United States of America

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:** United States of America

Business Interest in Other State 13

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

Owner First Name: Harvest Health & Recreation Inc. **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 Country:** United States of America

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:** United States of America

Business Interest in Other State 14

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

Owner First Name: Harvest Health & Recreation Inc.	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 Country: United States of America
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: United States of America

Business Interest in Other State 15

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner		
Owner First Name: Harvest Health & Recreation Inc.	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 16

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner		
Owner First Name: Harvest Health & Recreation Inc.	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 17

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner		
Owner First Name: Harvest Health & Recreation Inc.	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harvest of Moreno Valley, LLC	Entity DBA:	
Entity Description: Holds one adult use dispensary license		
Date generated: 04/28/2021		

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: Harvest Health & Recreation Inc.	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: 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: Harvest Health & Recreation Inc.	Owner Last Name:	Owner Suffix:
Entity Legal Name: Holdings of Harvest CA, LLC		Entity DBA:
Entity Description: Holds one medical/adult use 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 20

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

Owner First Name: Harvest Health & Recreation Inc.	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 21

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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 22

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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 23

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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 24

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

Owner First Name: Harvest Health & Recreation Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Harvest Enterprises, 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: 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: Harvest Health & Recreation Inc.

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:

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: Harvest Health & Recreation Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Harvest DCP of Florida, LLC

Entity DBA:

Entity Description: Florida holding company for Florida assets/operations

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

Owner First Name: Harvest Health & Recreation Inc.

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

Business Interest in Other State 28

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

Owner First Name: Harvest Health &
Recreation Inc.

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 29

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

Owner First Name: Harvest Health &
Recreation Inc.

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 30

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

Owner First Name: Harvest Health &
Recreation Inc.

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:

Date generated: 04/28/2021

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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 31

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest of Maryland Production LLC		Entity DBA:	
Entity Description: Created 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: 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: Harvest Health & Recreation Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Harvest DCP of Nevada, LLC		Entity DBA:	
Entity Description: Nevada 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 33

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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: 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 34

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

Owner First Name: Harvest Health & Recreation Inc.	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: 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 35

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

Owner First Name: Harvest Health & Recreation Inc.	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 36

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

Owner First Name: Harvest Health & Recreation Inc.	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 37

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

Owner First Name: Harvest Health & Recreation Inc.	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 38****Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner****Owner First Name:** Harvest Health &
Recreation Inc.**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:**
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:** Harvest Health &
Recreation Inc.**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:**
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:** Harvest Health &
Recreation Inc.**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:** 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 41

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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: legal@harvestinc.com	Entity Website:	
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 42

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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 43

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.	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 44

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

Owner First Name: Harvest Health & Recreation Inc.	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:	
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: Harvest Health & Recreation Inc.	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 46

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

Owner First Name: Harvest Health & Recreation Inc.	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 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 47

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

Owner First Name: Harvest Health & Recreation Inc.	Owner Last Name:	Owner Suffix:
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Entity Legal Name: AD, LLC		Entity DBA:	
Entity Description: Holds one vertical cannabis 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 48

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

Owner First Name: Harvest Health & Recreation Inc.		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Kwerles, Inc.		Entity DBA:			
Entity Description: Holds one vertical cannabis 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 49

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

Owner First Name: Harvest Health & Recreation Inc.		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Medical Pain Relief, Inc.		Entity DBA:			
Entity Description: Holds one vertical cannabis 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 50

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

Owner First Name: Harvest Health & Recreation Inc.		Owner Last Name:		Owner Suffix:	
Entity Legal Name: Sweet 5, LLC		Entity DBA:			
Entity Description: Holds one vertical cannabis 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 51

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.		Owner Last Name:	
		Owner Suffix:	
Entity Legal Name: Fort Mountain Consulting, LLC		Entity DBA:	
Entity Description: Holds one vertical cannabis 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 52

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.		Owner Last Name:	
		Owner Suffix:	
Entity Legal Name: Green Desert Patient Center of Peoria, Inc.		Entity DBA:	
Entity Description: Holds one vertical cannabis 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 53

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Harvest Health & Recreation Inc.		Owner Last Name:	
		Owner Suffix:	
Entity Legal Name: Green Sky Patient Center of Scottsdale North, Inc.		Entity DBA:	
Entity Description: Holds one vertical cannabis 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 54**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Harvest Health & Recreation Inc. **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** The Giving Tree Wellness Center of Mesa, Inc. **Entity DBA:****Entity Description:** Holds one vertical cannabis 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 55****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Harvest Health & Recreation Inc. **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** 805 Beach Breaks, Inc. **Entity DBA:****Entity Description:** Holds one medical and adult use retail license and one retail distribution license.**Entity Phone:** 602-622-8614 **Entity Email:** legal@harvestinc.com **Entity Website:****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 56****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Harvest Health & Recreation Inc. **Owner Last Name:** **Owner Suffix:****Entity Legal Name:** Hyperion Healing, LLC **Entity DBA:****Entity Description:** Holds one medical and 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 57****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Harvest Health & Recreation Inc. **Owner Last Name:** **Owner Suffix:**

Recreation Inc.

Entity Legal Name: Harvest of Colorado, LLC

Entity DBA:

Entity Description: Holds one medical manufacturing license and one adult use 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 58

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

Owner First Name: Harvest Health &
Recreation Inc.

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 59

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

Owner First Name: Harvest Health &
Recreation Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Harvest Cheyenne Holdings, LLC

Entity DBA:

Entity Description: Manages a cultivation facility.

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 II, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

Individual 2

First Name: Deborah

Last Name: Keeley

Suffix:

Marijuana Establishment Name: Suns Mass II, LLC Business Type: Marijuana Retailer
Marijuana Establishment City: Worcester Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 198 Mill Village Road

Establishment Address 2:

Establishment City: Deerfield

Establishment Zip Code: 01342

Approximate square footage of the Establishment: 114000

How many abutters does this property have?: 16

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

Cultivation Tier: Tier 08: 60,001 to 70,000 sq. ft

Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 08: 60,001 to 70,000 sq. ft Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Deerfield Host Community Agreement Certification Form.pdf	pdf	5bb3914e44729d4c559199f7	10/02/2018
Community Outreach Meeting Documentation	Community Outreach Meeting Documentation with Attachments.pdf	pdf	5bb65762658c0f0c3ca798d0	10/04/2018
Plan to Remain Compliant with Local Zoning	Suns Mass - Plan to Remain Compliant with Local Zoning.pdf	pdf	5d1a4d0e41a4321320f2b3d5	07/01/2019

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.: \$1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Suns Mass - ADI Plan.pdf	pdf	5d785a98c544c91e011c7c74	09/10/2019

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: Nicole Last Name: Stanton Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

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: Other (specify) Other Role: 99.5% Owner/Shareholder of Suns Mass, Inc.

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: legal@harvestinc.com

Primary Business Address 1: 1155 W. Rio Salado Parkway, Suite 201 Primary Business Address 2:

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:

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.

Entity Background Check Information 2

Role: Other (specify) Other Role: Capital Contributor and 100% 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, Suite 201 Primary Business Address 2:

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.

Entity Background Check Information 3

Role: Parent Company Other Role: 100% Owner/Shareholder of Harvest Enterprises, Inc.

Entity Legal Name: Harvest Health & Recreation Inc. Entity DBA:

Entity Description: Harvest Health & Recreation Inc. is a British Columbia, Canada corporation that is publicly traded on the Canadian Securities Exchange.

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

Primary Business Address 1: 1155 W. Rio Salado Parkway, Suite 201		Primary Business Address 2:
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:

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.

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 codefendant in this civil action involving a lease agreement dispute. The case was dismissed as to Harvest Health & Recreation Inc. in February 2021.

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.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Suns Mass, Inc. - Certificate of Good Standing from SoC.pdf	pdf	5bb3926d5d207955c2da6fdf	10/02/2018
Department of Revenue - Certificate of Good standing	Certificate of Good Standing - DOR.pdf	pdf	5bb659784253fa027574e8f2	10/04/2018
Articles of Organization	Suns Mass, Inc. - Articles of Entity Conversion with 2018 Annual Report.pdf	pdf	5d167607624ce5135e928e2b	06/28/2019
Bylaws	Suns Mass, Inc. _ Amended and Restated For-Profit Corporate Bylaws.pdf	pdf	5e57eb3d4dd5bb04941094a0	02/27/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Suns Mass Inc. - Department of Unemployment Assistance Certificate of Good Standing Attestation.pdf	pdf	603fa4f2d7adff35b5a4e1a2	03/03/2021
Department of Revenue - Certificate of Good standing	Suns Mass, Inc - Certificate of Good Standing from the MA Department of Revenue.pdf	pdf	603fa4fc93441135c0c31a6a	03/03/2021
Secretary of Commonwealth - Certificate of Good Standing	Suns Mass, Inc - Certificate of Good Standing from the Secretary of the Commonwealth of MA.pdf	pdf	603fa5068d09dc35cbc0c03d	03/03/2021

Massachusetts Business Identification Number: 001340922

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Date generated: 04/28/2021

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Suns Mass - Plan for Obtaining Liability Insurance.pdf	pdf	603fa54eefe1e0359b95a9ca	03/03/2021
Business Plan	Suns Mass, Inc - Business Plan.pdf	pdf	60469101c997b43574a1b552	03/08/2021
Proposed Timeline	Suns Mass Inc. - Proposed Timeline.pdf	pdf	60492c6a183b5235aa44e58b	03/10/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Energy Compliance Plan	Suns Mass Inc. - Energy Compliance Plan.pdf	pdf	603fd33893441135c0c31bba	03/03/2021
Inventory procedures	Suns Mass Inc. - Inventory Procedures.pdf	pdf	603fd345efe1e0359b95ab21	03/03/2021
Maintaining of financial records	Suns Mass Inc. - Maintaining of Financial Records.pdf	pdf	603fd35040676f35abee0b89	03/03/2021
Personnel policies including background checks	Suns Mass Inc. - Personnel Policies Including Background Checks.pdf	pdf	603fd35e93274435ba9e1391	03/03/2021
Restricting Access to age 21 and older	Suns Mass Inc. - Plan for Restricting Access to Age 21 and Older.pdf	pdf	603fd36fe15067356d20a8f7	03/03/2021
Separating recreational from medical operations, if applicable	Suns Mass Inc. - Plan for Separating Recreational from Medical Operations.pdf	pdf	603fd37893441135c0c31bbe	03/03/2021
Prevention of diversion	Suns Mass Inc. - Prevention of Diversion.pdf	pdf	603fd3864e7ce735949cd97c	03/03/2021
Qualifications and training	Suns Mass Inc. - Qualifications and Training.pdf	pdf	603fd395efe1e0359b95ab27	03/03/2021
Quality control and testing	Suns Mass Inc. - Quality Control and Testing.pdf	pdf	603fd39dd7adff35b5a4e307	03/03/2021
Record Keeping procedures	Suns Mass Inc. - Recordkeeping Procedures.pdf	pdf	603fd3ac011124c35d20a0df7	03/03/2021
Security plan	Suns Mass Inc. - Security Plan.pdf	pdf	603fd3b3b64912358e312dce	03/03/2021
Storage of marijuana	Suns Mass Inc. - Storage of Marijuana.pdf	pdf	603fd3bcb3603835a49f33f7	03/03/2021
Transportation of marijuana	Suns Mass Inc. - Transportation of Marijuana.pdf	pdf	603fd3c393274435ba9e1397	03/03/2021
Policies and Procedures for cultivating.	Suns Mass Inc. - Policies and Procedures for Cultivating.pdf	pdf	6046914e40676f35abee1b3d	03/08/2021
Diversity plan	Suns Mass Inc. - Diversity Plan.pdf	pdf	60492c86b64912358e314770	03/10/2021

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 (L&D) 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 defined the 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 this 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; 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 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 are 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, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Deerfield (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on September 19, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Henry Komosa, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Deerfield (*insert name of host community*) to certify that the applicant and Deerfield (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 9/19/18 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

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

1. The Community Outreach Meeting was held on August 14, 2018 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on August 2, 2018 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on July 26th, 27th and 30th, 2018 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on July 30, 2018 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).



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.



The Recorder Classified

772-0148

Mon-Fri 8am-5pm

 Online at www.recorder.com - Email at clasinfo@recorder.com

**Attachment A
Newspaper Notice**

ANNOUNCEMENTS

Instructions

**A & B C D L
CLASSES + BUS**
Chicopee, MA 800-870-4235
United Tractor
Trailer School
www.Unitedcdl.com

Lost

LOST CAT on Shaw Road in
Bernardston, 3 month old foster
kitten, fluffy tiger & gray. Please
call 413-648-5302 if found.

LOST KEYS - 2 keys on clear square
arched key chain, lost at Stop and
Shop or Dunkin' Donuts (upper
Federal St.). Please call
413-773-3969 if found.

SERVICES

Child Care

VALLEY PLAYSCHOOL
has Toddler & Preschool openings.
Call Ann Marie at (413) 625-2406

EMPLOYMENT

Full Time

EARN \$800 A DAY (SALES) Final
Expense Insurance - Exclusive
Leads - Local - Training/Support -
Everyday is Payday Agent
Health/Dental Benefits - Incentive
Trips CALL 860-357-8904 www.fhg-insurance.com

LOCAL CONTRACTOR is looking for
a Class A or B CDL Driver.
Competitive wages. Immediate
hire. Call 413-773-5185

Part Time

Newspaper Readers Needed to
participate in a PAID RESEARCH
STUDY. We will be hosting the
research study during the month
of August, to learn readers' views
about which qualities separate
good newspapers from great
ones. If you read a daily, Sunday or
weekly newspaper on a regular
basis, you are invited to partici-
pate. If selected, you'll receive \$100
for sharing your time & opinions at
a 3-hour meeting in Woburn,
Massachusetts. For more informa-
tion visit www.nerpa.com/screen
or email info@nerpa.com.

ANIMALS & PETS

Dogs/Cats & Pets

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LEVERETT
DAKIN
HUMANE SOCIETY**
has terrific cats, dogs,
and small animals
413-548-9898
www.dakinhumane.org

MERCHANDISE

Articles For Sale

CLOSING CARPENTRY SHOP - Selling
lathe, shaper, drill press, dust
collector, air filter, 10" table saw,
and many smaller hand tools.
413-773-3841

Fast Action Ads

10 GAL. AQUARIUMS, \$10,
with top \$20. Free filter/
heater (413) 475-4810

1923 PEACE DOLLAR nice
toning color. \$25. (413) 774-
2809

10 MERCURY DIMES
PLUS OTHERS EF. condition
\$50 (413) 774-2809

1949 SILVER DIME 18
COINS E.F. or better condition
\$90 (413) 774-2809

25 BUFFALO NICKELS
1913-1939 various dates
\$100 (413) 774-2809

Announcements

SUDOKU ANSWER															
1	9	2	5	7	6	8	4								
4	5	1	8	9	2	3	1	6							
8	6	3	1	2	7	9	5								
6	5	3	1	9	8	4	7								
9	7	1	2	5	8	6	3								
2	4	8	6	7	9	5	1								
4	1	9	8	6	5	2	3								
5	9	8	7	1	4	6	9								
3	9	6	7	2	1	8	4								

MERCHANDISE

Fast Action Ads

7 PUZZLES 700-2000 pcs. Nice
condition. \$2 each 413-364-2694

AIR CONDITIONER 12000
BTU. \$90 (413) 773-8123

APPROX 2 CORD 16' applwood,
seasoned 1 & 2 years. You pick up.
\$350. 413-522-7780

BEACH CHAIRS - 3 w/
canopy, recline to flat, never
used. \$30. (413) 387-9656

BEDS twin and full size
beds. Solid Maple. \$200
each (413) 625-6137

**BELLWEATHER BICYCLE RAIN JACK-
ET**. Blue, size M. Mint. \$20.
413-364-2694

COUCHES Two couches.
Ex. cond. Must go. \$25
each (413) 625-6137

CUB CADET LTX48 2011
Good Condition Shell Fall
\$500 (817) 653-1797

Dry 18 inch firewood \$200
you haul (\$250 delivered locally)
(413) 624-8794

**ELECTRIC HOSPITAL
BED** \$40
(413) 773-8123

FREE UPRIGHT PIANO
Very nice condition. Shell
falls (413) 539-0403

INTEX POOL PUMP Hoses
per head. Shell Fall \$50
(817) 653-1797

Auctions/Estate Sales

Douglas ANTIQUE AUCTION

Aug. 3, At 6:00 PM

 Antiques, Jewelry, Art, Oriental Rugs, and more.
1973 Thunderbird - 2002 Dodge Stratus SE Plus

(Preview 3-6 P.M.)

www.DouglasAuctioneers.com
AUCTIONEERS (413) 665-2877

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Part Time

Newspaper Home Delivery

Stapog Distribution, Inc. is seeking Delivery Service
Providers (DSPs) for newspaper home delivery routes.
DSPs are independently contracted.

Routes are Mon-Sat, 2-3 hours daily,
starting around 2-4AM.
\$350-\$500/bi-weekly.

 Routes available in:
Greenfield/Northfield

No \$\$ collections. Must be 18+ with
a reliable means to provide delivery.
Ask about our \$200 sign-on incentive.

Call
STAPOG DISTRIBUTION, INC.
413-687-4567

Full Time

Want a new higher wage career in Precision Machining?

Find out how you can qualify for a 4-week
manufacturing skills training that starts in September
(prepares you for 8-week
CNC Machinist Training in October, 2018)

Scholarships & Grant Funding Available

LAST OFFICE for this Fall:
Info & Application Session
Monday, August 6
3:00 - 4:30 pm

Franklin Hampshire Career Center
1 Arch Place (2nd Floor), Greenfield, MA

Sign up on-line to reserve a seat:
www.gcc.mass.edu/manufacturing

Franklin Regional Employment Board, Inc.
Hampshire
the Local Workforce Investment Board

Questions? Call Andrew Baker
413-774-4361, ext 375

MERCHANDISE

Fast Action Ads

LIONEL E.L.C. TRAIN NY
central flyer 0/027 \$60 (413)
863-8790

MELAMINE COUNTER TOPS 2pcs.
8' x 4'9" each. \$20 each.
413-364-2694

MOBILE 110W-30 2 cases of
6 qts. \$40 (413) 863-8790

CANADIAN LARGE CENTS
5 different dates \$60.
(413) 774-2809

**10 WALKING LIBERTY
HALF DOLLARS** 1917
1943. \$150 (413) 774-2809

**10,000 BTU WINDOW air condi-
tioner** 14 1/2" w x 21" h. \$100. (413)
665-7551

35 GAL FLATBACK HEX.
incl. cabinet and all. \$300
(413) 475-4810

DESK CHAIR Black Leather
\$35 (413) 498-2182

DIRT DEVIL Power Express
Vacuum Cleaner \$25
(413) 498-2182

FIRST CUT HAY - \$450/
bale, delivery avail.
text/call (413) 522-7797

HOOVER WIND TUNNEL 3
High Performance Vacuum
Cleaner \$85 (413) 498-2182

Inversion table for sale Hang Ups.
\$220. Call 413-774-3854

PLATES BENCH quality
product. \$80 (413) 475-4810

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Fast Action Ads

PLASTIC DRAWERS 5m \$5,
58 Set of 13 \$65
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TABLE** Relaxes back
pain. \$75 (413) 625-8416

TORO Super blower vacuum.
Like new condition. \$25
(413) 648-9889

WANTED Free lawn tractors
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KENNEDY HALF DOLLARS
5 dates of late 1800s
\$50 (413) 475-4810

KONICA CAMERA. Film
carries everything included.
\$50 (413) 475-4810

LAWN CART 30x48 welded
angle iron frame flotation
tires \$150 (413) 772-6202

LEATHER HIDING JACKET
(2000s) 2 tone blue, 28,000 miles.
Heavy. \$95 (413) 475-4810

LITTLE TYKES BOUNCY HOUSE
with slide and pump. Very clean.
only used 3 times. \$100.
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MADAME ALEXANDER
DOLLY 9" tall original box.
\$30 (413) 475-4810

PETMATE KENNEL CAB portable
metal. sz. gray, like new. \$20 (413)
625-2238

RYOBI 40volt battery operated
weed whacker. Hardly used. \$50.
(413) 648-9272

SERVO WHITE Super Lock
7340. \$325 (413) 475-4810

VINTAGE LITTLE TYKES Kitchen
playset with table. Comes with
large amount of pretend food and
pots and pans. Ex. cond. \$100.
(413) 648-9272

WINDY BACK SIDE CHAIR
Sturdy ex cond. (also online)
\$100 (413) 774-4554

Hay/Feed/Fertilizer

HAY FOR SALE \$5 PER BALE 2 miles
from Berkshire East Ski area.
(413) 339-4319

Wanted To Buy

GUITAR WANTED! Local musician
will pay up to \$12,500 for pre-1975
Olson, Fender, Martin, and
Gretsch guitars. Fender amplifiers
also. Call toll free 1-800-995-1277

WANTED: VINYL RECORDS Rock,
punk, metal, 60s - 90s. Paying
cash. Call or text 860-205-4969

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PARTIALLY SEASONED FIREWOOD.
Cut, split, delivered. Screened.
(413) 774-4554

SEASONED SCREENED FIRE WOOD
16" Cut, split & delivered
Allard Bros. (413) 885-8041

WINTER CUT SEASONED WOOD.
Mixed Hardwood. Cut, split, delivered.
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GREENFIELD ACRES
1BR HANDICAPPED ACCESSIBLE
UNIT AVAILABLE
625 sq ft includes
heat, H/W, electric & cable.
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LARGE 1BR apt in quiet Greenfield
neighborhood. Short walk down-
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is Noon 2 days prior to
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BERNARDSTON - 2BR/2BA Nice 1991,
14' x 66' Cambridge, lg carpet,
DW island, 2 full BA, 2 BR, WD, new
fridge, shed, insulated, 10' ver-
gows. \$89,900. Price inc. share.
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AUTOMOTIVE & BOATS

Antique Autos

1930 MODEL A FORD - 2 door
sedan, partially restored, have all
the parts to finish. Moved out of
state, must sell. (978) 799-4275

Automobiles For Sale

**1974 CADILLAC ELDORADO
CONVERTIBLE**
Runs & drives well, needs new top.
Recent brakes & tires. Good title.
109K miles. Great restoration
project. \$3,950. 413-522-3500

Motorcycles & Scooters

1991 HARLEY DAVIDSON SPORTSTER
(2000cc) 2 tone blue, 28,000 miles,
king & queen seat (sissy bar), fork
brace, highway pegs, sport farring,
3 bags. Well maintained, many
extras. \$4,300 or best offer.
413-648-9397

Legals

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a
Community Outreach Meeting for
proposed Marijuana Establishments
to be operated by Sun's Mass, Inc.
is scheduled for Tuesday, August
14, 2018 at 7:00 PM in the Main
Meeting Room of the Deerfield
Town Hall located at 8 Conway
Street, South Deerfield, MA 01373.
The proposed Cultivator
Establishment is anticipated to be
located at 198 Mill Village Road,
Deerfield, MA 01342, and the
proposed Retailer and Product
Manufacturing Establishments are
anticipated to be located at 4
Greenfield Road, South Deerfield,
MA 01373. There will be an
opportunity for the public to ask
questions.

Information to be presented at the
meeting will include:

1. The types of Marijuana Establishments to be located at the proposed addresses;
2. Information adequate to demonstrate that the locations will be maintained securely;
3. Steps to be taken to prevent diversion to minors;
4. Plans to positively impact the community;
5. Information adequate to demonstrate that the locations will not constitute a nuisance.

Notice of this meeting was
published in a local newspaper of
general circulation and filed with the
Deerfield Town Clerk, the
Selectboard / Board of Health and
the Planning Board at least seven
(7) calendar days prior to the
meeting.

Notice of this meeting was also
mailed at least seven (7) calendar
days prior to the meeting to the
Frontier Regional School District,
the Franklin County Technical
School, and abutters and residents
within 300 feet of the property lines
of the proposed Marijuana
Establishment locations as they
appear on the most recent
applicable tax list.

August 2

16116

BUSINESS & SERVICE DIRECTORY

BUSINESS & SERVICE DIRECTORY

413-772-0148
clasinfo@recorder.com
Mon - Fri 8 AM - 5 PM

MasterCard **Visa**

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digital surveillance, on site man-
agement. Woodard Rd.
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Wisdom Way Self Storage
DRY, CLEAN AND SECURE
Variety of sizes.
413-773-3333

Legals

Town of Ashfield
Conservation Commission

Pursuant to the Massachusetts
Wetlands Protection Act, MGL
Chapter 131, Section 40, the
Ashfield Conservation
Commission will hold a public
meeting on Wednesday, August
8, 2018, at 8:00 p.m. in the
Ashfield Town Hall.
Anne Capra of 68 Plainfield Rd.,
Ashfield, MA, has filed a Request
for Determination of Applicability
to determine whether grazing cows in
a nverfront is subject to the
Wetlands Protection Act. The site is
shown on Town of Ashfield
Assessor's Map 9, Lot 27. The
public meeting will be conducted in
compliance with the Massachusetts
Open Meeting Law and the public is
welcome and encouraged to attend.

Ashfield Conservation Commission
Philip Lussier, Chair
August 2
16270

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for proposed Marijuana Establishments to be operated by Suns Mass, Inc. is scheduled for Tuesday, August 14, 2018 at 7:00 PM in the Main Meeting Room of the Deerfield Town Hall located at 8 Conway Street, South Deerfield, MA 01373. The proposed Cultivator Establishment is anticipated to be located at 198 Mill Village Road, Deerfield, MA 01342, and the proposed Retailer and Product Manufacturing Establishments are anticipated to be located at 4 Greenfield Road, South Deerfield, MA 01373. There will be an opportunity for the public to ask questions.

Information to be presented at the meeting will include:

1. The types of Marijuana Establishments to be located at the proposed addresses;
2. Information adequate to demonstrate that the locations will be maintained securely;
3. Steps to be taken to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Information adequate to demonstrate that the locations will not constitute a nuisance.

Notice of this meeting was published in a local newspaper of general circulation and filed with the Deerfield Town Clerk, the Selectboard / Board of Health and the Planning Board at least seven (7) calendar days prior to the meeting.

Notice of this meeting was also mailed at least seven (7) calendar days prior to the meeting to the Frontier Regional School District, the Franklin County Technical School, and abutters and residents within 300 feet of the property lines of the proposed Marijuana Establishment locations as they appear on the most recent applicable tax list.

Town Clerk's Office
RECEIVED
2018 JUL 26 PM 1:04
TOWN OF DEERFIELD

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*Patricia Broll
Administrative
assistant*

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RECEIVED
2018 JUL 26 PM 1:04
TOWN OF DEERFIELD

*Mailed to
Planning Bd
member
7/30/2018
P. P. P.*

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7016 1970 0000 8496 6909

U.S. Postal Service™ CERTIFIED MAIL® RECEIPT Domestic Mail Only	
For delivery information, visit our website at www.usps.com ®.	
00074 DEERFIELD MA 01373	
OFFICIAL USE	
Certified Mail Fee	\$3.45
Extra Services & Fees (check box, add fee as appropriate)	\$2.75
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00
Postage	\$0.50
Total Postage and Fees	\$6.70
Sent To	[REDACTED]
Street and Apt. No.	[REDACTED]
City, State, ZIP+4	[REDACTED]
See Reverse for Instructions	

Postmark Here
BOSTON MA 02112
SEP 13 2018

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Suns Mass, Inc. (“SMI”) will remain compliant at all times with the local zoning requirements set forth in the Town of Deerfield Zoning By-Law. In accordance with the Zoning By-Law, SMI’s proposed Marijuana Cultivator Establishment is located at 198 Mill Village Road in the Residential-Agricultural (RA) Zoning District designated for Marijuana Cultivator Establishments.

In compliance with 935 CMR 500.110(3) and the Zoning By-Law, SMI’s proposed facility is not located within five hundred (500) feet of a public or private school providing education to children in kindergarten or grades 1 through 12, daycare center or any facility in which children commonly congregate.

As required by the Zoning By-Law, SMI will apply for a Special Permit and Site Plan Review from the Planning Board. SMI will also apply for any other local permits, approvals, registrations or certificates required to site and operate a Marijuana Cultivator Establishment at the proposed location. SMI will comply with all conditions and standards set forth in any required local permit or approval.

SMI has met numerous times with municipal officials to discuss its Marijuana Establishment plans, and SMI has executed the required Host Community Agreement with the Town. SMI 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.

February 22, 2021

Kayce Warren
Town Administrator
Town of Deerfield
8 Conway Street
South Deerfield, MA 01373
ATTN: townadmin@town.deerfield.ma.us

Re: Request for Records of Costs Related to Suns Mass, Inc.'s Cultivator Operations

Dear Town Administrator Warren:

Please be advised that, as a requirement of Suns Mass, Inc.'s ("Suns Mass") license renewal application for its Marijuana Cultivator Establishment in the Town of Deerfield (the "Town"), 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 Town, whether anticipated or actual, resulting from the licensee's operation within its borders, and (2) any response received from the host community in connection with such request.

Accordingly, please accept this correspondence as Suns Mass, Inc.'s formal request to the Town to produce the records of any cost, whether anticipated or actual, resulting from Suns Mass' operation within the Town. A copy of this correspondence along with any response received from the Town, 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 Town imposed by the operation of a Marijuana Establishment shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Suns Mass requests that the Town 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, INC.
MUNICIPAL RESPONSE ATTESTATION – TOWN OF DEERFIELD

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

- In accordance with the requirements of Suns Mass, Inc.’s license renewal for its adult-use Cultivator license (MC281732), Suns Mass requested from the Town of Deerfield (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, Inc.

March 10, 2021

Date

Suns Mass, Inc.

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Suns Mass, Inc. (“SMI”) 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 are classified as areas of disproportionate impact.

SMI 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

SMI has established the following goals with respect to its Plan:

1. Reducing barriers to entry in the commercial adult-use industry by employing vigorous recruitment and employment efforts in areas of disproportionate impact:
 - SMI’s goal is to have at least 25% of SMI’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
 - SMI’s goal is to 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).
2. Providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers by hosting annual educational seminars in the Target Communities.

Programs

SMI 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; SMI will communicate with the above-mentioned career centers no less than quarterly to discuss SMI’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;
- Educational seminars will be advertised in the Greenfield Recorder or the Worcester Telegram & Gazette (as applicable).

Measurements

SMI's Management Team will administer the Plan and will document measurable outcomes that establish compliance with SMI's goals and programs. Such measurable outcomes, in accordance with SMI'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 SMI 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 SMI's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, SMI 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 SMI's measurable outcomes no less than twice annually to ensure that SMI is meeting its commitments.

Acknowledgements

1. SMI 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 SMI will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 21, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
SUNS MASS, INC.

is a domestic corporation organized on **August 10, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18090413930

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

Processed by:



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

mass.gov/dor

Letter ID: L0815434368
Notice Date: October 3, 2018
Case ID: 0-000-515-872



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



SUSAN SCOTT
SUNS MASS INC.
239 GREENFIELD RD
SOUTH DEERFIELD MA 01373-9790

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6367 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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

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

FORM M

Suns Mass, Inc. is an applicant
with an application pending before
the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of August 9, 2018.

Elizabeth Chen, PhD
Interim Director
Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

(1) Exact name of the non-profit: Suns Mass, Inc.

001317586

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

Suns Mass, Inc.

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

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

ARTICLE I

The exact name of the corporation upon conversion is:

Suns Mass, Inc.

ARTICLE II

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

The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms, and other related products, for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

5

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	10,000			

ARTICLE IV

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

Holders of Common Stock shall be entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a stockholder fails to specify the number of shares such stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares such stockholder is entitled to vote.

ARTICLE V

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

Shares of Common Stock may not be transferred except by unanimous consent of the Board of Directors and all holders of Common Stock.

ARTICLE VI

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

See Article VI Continuations Sheet

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

ARTICLE VI: CONTINUATION SHEET

1. **Limitation of Director Liability.** Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
2. **Indemnification.** The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
3. **Partnership.** The Corporation may be a partner to the maximum extent permitted by law.
4. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Any action that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is given by shareholders holding eighty-five percent (85%) of the outstanding votes held by shareholders except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.
5. **Authorization of Directors to Make, Amend or Repeal Bylaws.** The board of directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the Bylaws requires action by the shareholders.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
44 School Street, Suite 325
- b. The name of its initial registered agent at its registered office:
Registered Agent Solutions, Inc.
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Steven White, 627 South 48th Street, Suite 100, Tempe, AZ 85281**

Treasurer: **Howard Hintz, 627 South 48th Street, Suite 100, Tempe, AZ 85281**


Secretary: **Steven White, 627 South 48th Street, Suite 100, Tempe, AZ 85281**

Director(s): **Steven White, 627 South 48th St. Suite 100, Tempe, AZ 85281; Howard Hintz, 627 South 48th St. Suite 100, Tempe, AZ 85281; Harold A. Schiffman, 627 South 48th St. Suite 100, Tempe, AZ 85281**

- d. The fiscal year end of the corporation:
12/31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.
- f. The street address of the principal office of the corporation:
198 Mill Village Road, Deerfield, MA 01342
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

198 Mill Village Road, Deerfield, MA 01342, which is
(number, street, city or town, state, zip code)

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

Signed by:  _____, which is
(signature of authorized individual)

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

on this **6** day of **August**, **2018**

SECRETARY OF THE
COMMONWEALTH

2018 AUG 10 AM 11:01

CORPORATIONS DIVISION

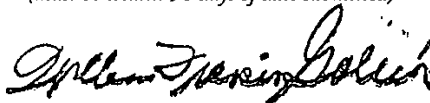
COMMONWEALTH OF MASSACHUSETTS

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

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 10 day of August, 2018, at _____ a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

C

M

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Steven White

198 Mill Village Road

Deerfield, MA 01342

Telephone: (602) 615-2083

Email: steve@harvestinc.com

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

1315359



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Annual Report

(General Laws, Chapter 156D, Section 16.22; 950 CMR 113.57)

Identification Number: 001340922

1. Exact name of the corporation: SUNS MASS, INC.

2. Jurisdiction of Incorporation: State: MA Country:

3.4. Street address of the corporation registered office in the commonwealth and the name of the registered agent at that office:

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

5. Street address of the corporation's principal office:

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

6. Provide the name and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	STEVEN WHITE	1155 W. RIO SALADO PARKWAY, SUITE 201 TEMPE, AZ 85281 USA
TREASURER	HOWARD HINTZ	1155 W. RIO SALADO PARKWAY, SUITE 201 TEMPE, AZ 85281 USA
SECRETARY	STEVEN WHITE	1155 W. RIO SALADO PARKWAY, SUITE 201 TEMPE, AZ 85281 USA
DIRECTOR	STEVEN WHITE	1155 W. RIO SALADO PARKWAY, SUITE 201 TEMPE, AZ 85281 USA
DIRECTOR	HOWARD HINTZ	1155 W. RIO SALADO PARKWAY, SUITE 201 TEMPE, AZ 85281 USA
DIRECTOR	HAROLD A. SCHIFMAN	1155 W. RIO SALADO PARKWAY, SUITE 201 TEMPE, AZ 85281 USA

7. Briefly describe the business of the corporation:

MANUFACTURING AND RETAIL SALE OF CONSUMER GOODS

8. Capital stock of each class and series:

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments	Total Issued and Outstanding
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		<i>Num of Shares</i>	<i>Total Par Value</i>	<i>Num of Shares</i>
CNP	\$0.00000	10,000	\$0.00	0

9. Check here if the stock of the corporation is publicly traded: ☐

10. Report is filed for fiscal year ending: 12/31/ 2018

Signed by STEVEN WHITE , its PRESIDENT
on this 30 Day of April, 2019

**AMENDED AND RESTATED BYLAWS
OF
SUNS MASS, INC.**

**AMENDED AND RESTATED BYLAWS
OF
SUNS MASS, INC.**

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is SUNS MASS, INC. (the “**Corporation**”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “**Articles of Entity Conversion**”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“**Chapter 156D**”).

Section 1.02 Articles of Entity Conversion. These Bylaws (“**Bylaws**”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

Section 1.03 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

Section 1.05 Location of Principal Office of the Corporation. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the Board of Directors, and if no place is fixed by the Board of Directors, such place as shall be fixed by the President.

ARTICLE II: SHAREHOLDERS

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law; *provided, however*, that unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm or association in which a Director has an interest; (ii) amend the Articles of Entity Conversion of this Corporation; (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than fifteen (15) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice

of a shareholder proposal under this Section 2.04 simultaneously with the written request for the meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

A Proposing Shareholder's notice shall include as to each matter the Proposing Shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the Proposing Shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
 - (i) The name, age, business and residence address of the candidate;
 - (ii) The principal occupation or employment of the candidate; and
 - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.
- (d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the Board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail

addressed to the shareholder at the shareholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.
- (d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the Secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.06 *Reserved*

Section 2.07 Fixing the Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

In the case of action by written consent of the shareholders without a meeting, the record date shall be (a) the date fixed by the board of directors or (b) the date that the first shareholder signs the written consent if no date has been fixed by the board.

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

Section 2.08 Quorum of and Action by Shareholders. A quorum shall be present for

action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one or more classes or series that are entitled, by law or the Articles of Organization, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group represented in person or by proxy at the meeting are deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless:

- a. The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.
- b. The meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than 120 days after the date fixed for the original meeting, a new record date must be fixed by the Board of Directors; notice of the meeting must be given to the shareholders who are members of the voting group as of the new record date, and a new quorum for the meeting must be established.

Section 2.09 *Reserved*

Section 2.10 Conduct of Meetings. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of common stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver notice, or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to Chapter 156D, § 7.22.

Section 2.14 Action by Shareholders Without a Meeting. Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III: DIRECTORS

Section 3.01 Number of Directors. The authorized number of Directors of the Corporation shall be not less than two (2) and not greater than nine (9) until changed by an amendment to these Bylaws adopted in accordance with the provisions hereof by the vote or written consent of a majority of the outstanding shares entitled to vote. Directors need not be residents of the Commonwealth of Massachusetts, nor a shareholder of the Company.

Section 3.02 Powers. All corporate power shall be exercised by or under the authority

of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization, Articles of Entity Conversion, or by these Bylaws.

Section 3.03 Term of Office. Directors shall hold office until their removal, resignation or until their successors are elected pursuant to these Bylaws.

Section 3.04 Vacancies and Newly Created Directorships. Vacancies and newly created directorships, whether resulting from an increase in the size of the board of directors, from the death, resignation, disqualification or removal of a director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or/ solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.05 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, the Secretary, or by any Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least two (2) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty- eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) Place of Meetings. Meetings of the Board may be held at any place within

or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

Section 3.08 Electronic Participation. Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless Chapter 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under Chapter 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.12 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution

establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

A committee of the Board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.
- (e) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV: OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors.

Section 4.01 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer

so removed.

Any officer chosen by the Board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the President, the Secretary or the Board.

Section 4.02 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by Chapter 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to Chapter 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i), the President, or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 6.02 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

Section 6.03 Lost, Stolen, or Destroyed Certificates. The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any

other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII: MISCELLANEOUS

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 8.03 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.04 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in Chapter 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.

(b) Relocate the principal office or designate alternative principal offices or regional offices.

(c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.

(d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.05 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with Chapter 156D, § 16.20.

Section 8.06 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Article IX, and the statutory limitations of Chapter 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

PLAN FOR OBTAINING LIABILITY INSURANCE

Suns Mass, Inc. (“SMI”) 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. SMI will consider additional coverage based on availability and cost-benefit analysis.

If adequate coverage is unavailable at a reasonable rate, SMI 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. SMI 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, INC.

Business Plan

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EXECUTIVE SUMMARY

MISSION STATEMENT

Suns Mass, Inc. (“**SMI**”) is a best-in-class cannabis company that is committed to operating compliant, safe, and high-quality Marijuana Establishments (“**MEs**”) in the Commonwealth of Massachusetts. With the ability to leverage the resources, experience and national reputation of SMI’s parent company Harvest Health & Recreation, Inc. (“**Harvest**”), SMI seeks to establish itself as an industry leader through excellence in operational protocol, security systems, product quality, and community integration. SMI 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 SMI, 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.

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 SMI will receive a wealth of information surrounding the safe use, transport, and storage of products that they purchase.

COMPANY DESCRIPTION

STRUCTURE

SMI is a Massachusetts domestic profit corporation that is committed to cultivating, manufacturing and dispensing consistent, high-quality, independently-tested marijuana and marijuana products in a secure and compliant environment. SMI is in the process of applying for

Cultivator, Product Manufacturer and Retailer licenses from the Massachusetts Cannabis Control Commission (the “**Commission**”).

SMI is a subsidiary of Harvest, a national leader and innovator in the cannabis industry with a rich understanding of the market, operational excellence and expertise in real estate, legislation, permitting and zoning. Established in 2011, Harvest currently holds dozens of cannabis licenses across the country.

Harvest is committed to providing the best customer service, having meticulously invested in security, interior design, quality control, product testing, and staff training. All retail locations are tailored to demographic preferences of geographic area, and Harvest’s dispensary operations have been awarded numerous accolades for superior retail operations. Harvest’s flagship dispensary, Harvest of Tempe, has been awarded six Best Dispensary awards from three independent organizations.

OPERATIONS

SMI has executed a Lease for 198 Mill Village Road in the Town of Deerfield for use as a Marijuana Cultivator Establishment. 198 Mill Village Road was previously utilized as a plant nursery.

198 Mill Village Road is a 114,000 SF standalone building that is located in Deerfield’s Residential-Agricultural Zoning District. 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 substantial foliage.

Although 198 Mill Village Road is in good condition, SMI 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 staff, with the ability to stripe additional spots on the lot.

With the ability to leverage Harvest’s substantial experience operating successful marijuana facilities across the nation, SMI’s facility will be designed with the specific intentions of ensuring safety; promoting a smooth flow of business throughout the facility; and incorporating design nuance that is intended to facilitate efficient operations. SMI will meticulously invest in security, interior design, quality control, product testing, and staff training.

EXTERIOR FACADE

SMI has begun designing its Cultivator facility, with an eye toward creating an exterior façade that will blend in with the surrounding neighborhood. In compliance with the Commission’s regulations, SMI 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 SMI intends to make a significant economic impact on its neighborhood, it intends to maintain a low visual profile.

INVENTORY PROCEDURES

SMI will establish inventory controls and procedures for reviewing comprehensive inventories of marijuana products; conduct a monthly inventory of finished and 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.

SMI 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.

SMI will maintain records which will be available for inspection by the Commission and Town of Deerfield 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 SMI's inventory procedures is available in the Inventory Procedures document included with this submission.

SECURITY

SMI 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.

SMI's 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 Deerfield 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 SMI's 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 SMI will maintain a current list of individuals with access.

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

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

BENEFITS TO THE TOWN OF DEERFIELD

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

Direct Benefits to the Town of Deerfield

- a. **Jobs.** SMI estimates initially adding 35 - 50 full-time jobs for qualified Deerfield residents, in addition to hiring qualified, local contractors and vendors.
- b. **Host Community Agreement.** A Host Community Agreement under which SMI will make significant community impact payments to the Town 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.** SMI 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. **Control.** In addition to the Commission, the Deerfield Police Department and other municipal departments will have oversight over SMI's security systems and processes.
- e. **Responsibility.** SMI is comprised of experienced professionals who will be thoroughly background checked and vetted by the Commission.
- f. **Economic Development.** SMI's project will revitalize the surrounding area and contribute to the overall economic development of the local community.

Meeting the Town of Deerfield's Goals

- a. **Create a Vibrant, Thriving Town:** SMI believes that our proposal will contribute to the vibrancy of the Town of Deerfield through the revitalization of a commercial property

and economic development through use of nearby service, retail, and restaurant businesses.

- b. Build Strong Neighborhoods:** SMI has developed a comprehensive plan to positively benefit the area surrounding the proposed facility. As further detailed in our Plan to Positively Impact Areas of Disproportionate Impact, SMI is committed to having a positive impact on areas of the Commonwealth that have been disproportionately impacted by cannabis prohibition.
- c. Maintain a Sound Fiscal Government:** SMI will help the Town maintain a sound fiscal government through community impact payments pursuant to the Host Community Agreement.
- d. Provide Opportunities for All:** SMI's proposal would create 35 - 50 well-paying jobs with benefits within the Town of Deerfield that offer substantial workforce training and growth opportunities. We intend to implement a hiring program that focuses on hiring from areas of disproportionate impact and diversity.

ZONING AND LOCAL COMPLIANCE

In compliance with Deerfield's Zoning By-Law, 198 Mill Village Road is located in the Residential-Agricultural Zoning District designated for Marijuana Cultivation Establishments. SMI's 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.

As required by the Zoning By-law, SMI will apply for 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 Establishment at the proposed location. SMI will comply with all conditions and standards set forth in any required local permit or approval.

SMI has been in contact with local officials to discuss its plans for a proposed Marijuana Establishment, and SMI has executed the required Host Community Agreement with the Town. SMI 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% 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

SMI's target customers are licensed Marijuana Establishments in the Commonwealth purchasing wholesale marijuana and marijuana products, as well as consumers who are twenty-one (21) years of age or older who are seeking to purchase high-quality marijuana and marijuana products in a secure, professional, welcoming and conveniently-located retail establishment.

COMPETITORS

SMI's main competitors will include other licensed Marijuana Establishments in the Town of Deerfield and across the Commonwealth.

COMPETITIVE ADVANTAGE

SMI feels confident that Harvest's national expertise in effective cultivation operations, superior product quality and selection, and attention to customer experience will yield a positive reputation that competitor establishments may not be able to achieve. Nationally, Harvest has received numerous awards and accolades for superior operations. SMI will leverage Harvest's experience and lessons learned from across the nation to ensure a premiere consumer experience.

PRODUCT / SERVICE

PRODUCTS

SMI 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 935 CMR 500.140(3), access to SMI's retail establishments 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 SMI 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 SMI 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 935 CMR 500.105(8). 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 SMI 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(5) and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

In the event a SMI agent determines a consumer would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. SMI 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.

SMI 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, SMI 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 SMI's policies and procedures for quality control.

In compliance with 935 CMR 500.140(8), SMI 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.

PRICING STRUCTURE

SMI is applying for licenses to operate cultivation and product manufacturing facilities, in addition to retailer establishments, in the Commonwealth. This vertical integration capability will enable SMI to offer a consistent supply of high-quality product at competitive prices. When determining the appropriate pricing structure, SMI 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

SMI's 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

COMMUNICATION

SMI 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, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf of SMI 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.”

SMI 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

SMI 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.

SMI 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, SMI will market its products and services to reach a wide range of qualified consumers.

PRODUCT PACKAGING

SMI 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.” SMI 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

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

FINANCIAL SUMMARY

SMI is well-funded and has the ability to leverage Harvest's operational experience to establish successful, compliant operations in a timely manner. SMI is committing \$1,000,000 of initial capital for SMI's adult use operations.

SMI's capital contributor has also committed significant initial capital to fund SMI's medical marijuana licensing, permitting and build out costs. SMI's proposed facility in Deerfield is an existing greenhouse structure with ample parking, which eliminates the need for major construction that would require significant capital and time.

TEAM

SMI has assembled a team of highly experienced cannabis industry professionals with a diverse set of talents to operate a Marijuana Establishment, including real estate development, cultivation, product manufacturing, retail operations and security. SMI intends to create 35 – 50 initial, full-time staff positions in Deerfield.

EXECUTIVE MANAGEMENT TEAM

Steve White (Chief Executive Officer)

Steve has over 19 years of experience representing and operating businesses in a variety of industries, including 7 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 gained broad regulatory experience, and for 12 years, represented clients across a variety of industries.

Seven years ago, Steve founded Harvest. 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, 5 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 Operating 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.

Nicole Stanton (General Counsel)

Nicole has nearly twenty years of legal experience. After earning her JD from the University of Arizona College of Law, Nicole began her career as clerk to Vice Chief Justice Charles E. Jones of the Arizona Supreme Court. In 2001, Nicole joined Quarles & Brady LLP, first accepting a position as associate attorney and later as a firm Partner. As a commercial litigation attorney, Nicole's responsibilities included litigation strategy, preparing budgets, counseling clients, negotiation, and advocacy. Nicole was then promoted to Firm Assistant General Counsel in 2009 and then Firm Managing Partner in 2010, taking on leadership and management responsibility for 100 lawyers and 75 support staff with an annual office budget of over \$50 million.

Nicole joined Harvest in 2019 as general counsel. She oversees and manages regulatory legal growth, compliance and licensing contracts, and develops ethical best practices to facilitate regulatory compliance and drive national cannabis legal and policy initiatives.

FINAL REMARKS

SMI has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested marijuana and marijuana products in the Commonwealth. SMI is well-funded and well-positioned in the Massachusetts market and will 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, SMI looks forward to working cooperatively with the Commission and local municipalities to help spread the benefits this market will yield.

ENERGY COMPLIANCE PLAN

Suns Mass, Inc. ("SMI") has developed the following Energy Compliance Plan to ensure that its proposed Cultivation facility remains in compliance with the energy efficiency and conservation regulations codified in 935 CMR 500.103(1)(b), 500.105(1)(q), 500.105(15) and 500.120(11). SMI will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

Energy Efficiency and Equipment Standards

SMI will maintain compliance at all times with the Commission's minimum energy efficiency and equipment standards and meet all applicable environmental laws, regulations, permits and other applicable approvals including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control. SMI will adopt and use additional best management practices as determined by the Commission to reduce energy.

Building Envelope

The building envelope for SMI's cultivation facility will meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), International Energy Conservation Code (IECC) Section C402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code.

Lighting

SMI's lighting at the facility will meet the following compliance requirements:

1. Horticulture Lighting Power Density will not exceed 36 watts per square foot; or
2. All horticultural lighting used in the facility will be listed on the current Design Lights Consortium Solid-state Horticultural Lighting Qualified Products List ("Horticultural QPL") or other similar list approved by the Commission and lighting Photosynthetic Photon Efficacy (PPE) is at least 15% above the minimum Horticultural QPL threshold rounded up to the nearest 0.1 $\mu\text{mol/J}$ (micromoles per joule).

In the event that SMI seeks to use horticultural lighting not included on the Horticultural QPL or other similar list approved by the Commission, SMI will seek a waiver pursuant to 935 CMR 500.850 and provide documentation of third-party certification of the energy efficiency features of the proposed lighting.

SMI will establish and document safety protocols to protect workers (e.g., eye protection near operating Horticultural Lighting Equipment).

Strategies to Reduce Electric Demand

SMI is pursuing the following strategies to reduce electric demand. SMI will work with contractors to create an energy efficient lighting plan and plans on implementing low amperage/wattage LED lighting wherever possible. Programs may include lighting schedules, active load management, and energy storage programs.

As the need and opportunity for facility upgrades and maintenance arise in the future, SMI will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

SMI also plans on engaging with energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center and will coordinate with municipal officials to identify other potential energy saving programs and initiatives. SMI will also coordinate with its utility companies to explore any energy efficiency options available to SMI.

HVAC and Dehumidification

SMI's Heating Ventilation and Air Condition (HVAC) and dehumidification systems will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR State Building Code), IECC Section C403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code). As part of the documentation required under 935 CMR 500.120(11)(b), SMI will provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in 935 CMR 500.120(11)(c) and that such systems have been evaluated and sized for the anticipated loads of the facility.

MAINTAINING OF FINANCIAL RECORDS

Suns Mass, Inc.'s ("SMI") 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 SMI.
- 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 SMI 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;
 - 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; and

- If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products.
- 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
 - SMI 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, Inc. (“SMI”) will securely maintain personnel records, including registration status and background check records. SMI 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 SMI 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 SMI will undergo a detailed background investigation prior to being granted access to a SMI facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for SMI 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, SMI 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, SMI 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, SMI 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 SMI or the Commission.

Personnel Policies and Training

As outlined in SMI'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 SMI agents are required to complete training as detailed in SMI's Qualifications and Training plan which includes but is not limited to SMI'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).

SMI 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 SMI 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, Inc. (“SMI”) 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 SMI agent will immediately inspect the person’s proof of identification and determine the person’s age.

In the event SMI 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). SMI 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), SMI will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. SMI 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. SMI 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), SMI 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. SMI’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).

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Suns Mass, Inc. (“SMI”) has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with the requirements of 935 CMR 500.000 and 935 CMR 501.000.

SMI will virtually separate medical and adult-use marijuana in its cultivation operations by using separate medical and adult-use plant and/or package tags in Metrc.

SMI will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of SMI’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, SMI will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, SMI will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical marijuana and marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six (6) months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, SMI will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at SMI’s retailer or easily accessible at another SMI location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. SMI will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months. SMI may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety.

SMI will also maintain separate financial records for adult-use products and medical products to ensure compliance with the applicable tax laws.

QUALIFICATIONS AND TRAINING

Suns Mass, Inc. (“SMI”) will ensure that all employees hired to work at a SMI 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.

SMI will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that SMI discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and SMI 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 SMI’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A SMI 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 SMI or by a third-party vendor engaged by the SMI. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All SMI 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

SMI 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 SMI Agents which shall include:
 - Conduct of SMI 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.

SMI 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. SMI’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 SMI Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for SMI to maintain designation as a Responsible Vendor. Once the SMI 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, Inc. ("SMI") will comply with the following sanitary requirements:

1. Any SMI 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 SMI 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. SMI'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 SMI'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. SMI's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. SMI 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. SMI's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. SMI's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. SMI's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. SMI 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. SMI acknowledges and understands that the Commission may require SMI to demonstrate the intended and actual use of any toxic items found on SMI's premises;

11. SMI 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 SMI's needs;
12. SMI'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. SMI will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. SMI 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. SMI 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.

SMI'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).

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

SMI 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 SMI 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

SMI 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 SMI 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 SMI'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 SMI'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.

SMI'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*. SMI acknowledges and understands that the Commission may require additional testing.

SMI'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 SMI 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.

SMI 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. SMI 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 SMI'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 SMI 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*.

Quality Control Samples

SMI may create a sample of Marijuana flower (“Marijuana”) to be provided internally to employees for purposes of ensuring product quality and making determinations about whether to sell the Marijuana. Quality Control Samples and employee feedback regarding such samples will allow SMI to produce the highest quality Marijuana Products for distribution on the adult use market.

Quality Control Samples provided to employees may not be consumed on SMI’s Premises nor may they be sold to another licensee or Consumer. Quality Control Samples will be tested in accordance with 935 CMR 500.160: Testing of Marijuana and Marijuana Products. SMI will limit the Quality Control Samples provided to all employees in a calendar month period to the following aggregate amounts:

1. Five grams of Marijuana concentrate or extract, including but not limited to tinctures;
2. Five hundred milligrams of Edibles whereby the serving size of each individual sample does not exceed five milligrams and otherwise satisfies the potency levels set forth in 935 CMR 500.150(4): Dosing Limitations; and
3. Five units of sale per Cannabis product line and no more than six individual Cannabis product lines. For purposes of 935 CMR 500.130(8): Vendor Samples, a Cannabis product line shall mean items bearing the same Stock Keeping Unit Number.

If Quality Control Samples are provided as Vendor Samples pursuant to 935 CMR 500.130(8), they will be assigned a unique, sequential alphanumeric identifier and entered into the Seed-to-

sale SOR in a form and manner to be determined by the Commission, and further, shall be designated as “Quality Control Sample.”

Quality Control Samples will have a legible, firmly Affixed label on which the wording is no less than 1/16 inch in size containing at minimum the following information:

1. A statement that reads: “QUALITY CONTROL SAMPLE NOT FOR RESALE”;
2. The name and registration number of the Marijuana Product Manufacturer;
3. The quantity, net weight, and type of Marijuana flower contained within the package;
and
4. A unique sequential, alphanumeric identifier assigned to the Production Batch associated with the Quality Control Sample that is traceable in the Seed-to-sale SOR.

Upon providing a Quality Control Sample to an employee, SMI will record:

1. The reduction in quantity of the total weight or item count under the unique alphanumeric identifier associated with the Quality Control Sample;
2. The date and time the Quality Control Sample was provided to the employee;
3. The agent registration number of the employee receiving the Quality Control Sample;
and
4. The name of the employee as it appears on their agent registration card.

RECORDKEEPING PROCEDURES

General Overview

Suns Mass, Inc. (“SMI”) 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 SMI documents. Records will be stored at SMI 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 SMI 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 SMI’s quarter-end closing procedures. In addition, SMI’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 SMI.
- 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 SMI 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
 - SMI 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
 - SMI 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.
- Incident Reporting Records

- Within ten (10) calendar days, SMI 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 SMI 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 SMI'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, SMI 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 SMI agents present during the disposal or other handling, with their signatures. SMI 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 SMI is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - SMI 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 SMI'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

- SMI 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 SMI closes, all records will be kept for at least two (2) years at SMI's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, SMI 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 SMI'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 SMI'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 SMI 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 SMI, 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 SMI's website.
- Policies and procedures for the handling of cash on SMI 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
 - SMI 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

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

DIVERSITY PLAN

Overview

Suns Mass, Inc. (“**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 who identify as LGBTQ+.

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:¹

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.

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 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.

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 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.