



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Cultivator

General Information:

License Number: MC281732
Original Issued Date: 05/11/2020
Issued Date: 05/11/2020
Expiration Date: 05/11/2021
Payment Received: \$35000 Payment Required: \$35000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Suns Mass, Inc.

Phone Number: 480-417-6781 Email Address: amcbride@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: Howard

Last Name: Hintz

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 0.5

Percentage Of Control: 0.5

Role: Owner / Partner

Other Role: 0.5% Owner / Shareholder

First Name: John

Last Name: Mayes

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)

Specify Race or Ethnicity:

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: 602-622-8614

Entity Email: legal@harvestinc.com

Entity Website:

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

Entity Address 2:

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

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

Entity Mailing Address 2:

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code: 85281

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: 602-622-8614

Entity Email: legal@harvestinc.com

Entity Website:

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

Entity Address 2:

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

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

Entity Mailing Address 2:

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code: 85281

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

Entity Legal Name: Harvest Health & Recreation Inc.

Entity DBA:

DBA

City:

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

Foreign Subsidiary Narrative:

Entity Phone: 602-622-8614

Entity Email:

Entity Website:

legal@harvestinc.com

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

Entity Address 2:

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

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

Entity Mailing Address 2:

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:

85281

Relationship Description: Harvest Health & Recreation Inc. is the 100% owner of Harvest Enterprises, Inc.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Timothy

Last Name: Buskirk

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Timothy Buskirk is the Director of Security for Suns Mass, Inc.

Close Associates or Member 2

First Name: Leo

Last Name: Jaschke

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Leo Jaschke is the Chief Financial Officer of Suns Mass, Inc.

Close Associates or Member 3

First Name: Egan

Last Name: O'Keefe

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Egan O'Keefe is the Director of Cultivation for Suns Mass, Inc.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Harvest Enterprises, Inc. **Entity DBA:**

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 & **Owner Last Name:** **Owner Suffix:**
Recreation Inc.

Entity Legal Name: Abedon Saiz, LLC **Entity DBA:**

Entity Description: Holds one vertical medical marijuana license

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

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

Entity City: Tempe **Entity State:** AZ **Entity Zip Code:** 85281 **Entity Country:** 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 & **Owner Last Name:** **Owner Suffix:**
Recreation Inc.

Entity Legal Name: Byers Dispensary, Inc. **Entity DBA:**

Entity Description: Holds one vertical medical marijuana license

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

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

Entity City: Tempe **Entity State:** AZ **Entity Zip Code:** 85281 **Entity Country:** 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 & **Owner Last Name:** **Owner Suffix:**
Recreation Inc.

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

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 Description: Employee leasing/management services company

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

Entity DBA:

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: Natural State Wellness Enterprises, LLC

Entity DBA:

Entity Description: Cultivation and Production Permit

Entity Phone: 602-622-8614

Entity Email:
legal@harvestinc.com

Entity Website:

Entity Address 1: 1201 FLEMING AVE

Entity Address 2:

Entity City: JONESBORO

Entity State: AR

Entity Zip Code: 72401

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 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: Natural State Wellness Dispensary, LLC

Entity DBA:

Entity Description: Dispensary Permit

Entity Phone: 602-622-8614

Entity Email:
legal@harvestinc.com

Entity Website:

Entity Address 1: 1020 W. 4th Street

Entity Address 2: Suite 410

Entity City: Little Rock

Entity State: AR

Entity Zip Code: 72201

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: Natural State Wellness Investments, LLC

Entity DBA:

Entity Description: Management company

Entity Phone: 602-622-8614

Entity Email:
legal@harvestinc.com

Entity Website:

Entity Address 1: 1020 W. 4th Street

Entity Address 2: Suite 410

Entity City: Little Rock

Entity State: AR

Entity Zip Code: 72201

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: Natural Sate Capital, LLC

Entity DBA:

Entity Description: Management company

Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 1201 Fleming Ave	Entity Address 2:		
Entity City: Jonesboro	Entity State: AR	Entity Zip Code: 72401	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: Harvest of California, LLC	Entity DBA:	
Entity Description: California Holding Company	Entity Website:	
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Address 2: Ste. B
Entity Address 1: 1031 Calle Recodo	Entity Zip Code: 92673	Entity Country: USA
Entity City: San Clemente	Entity State: CA	Entity Mailing Address 2: Suite 201
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA
Entity Mailing City: Tempe	Entity Mailing State: AZ	

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

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 of Moreno Valley, LLC	Entity DBA:	
Entity Description: Holds one adult use dispensary license	Entity Website:	
Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Address 2: Ste. B
Entity Address 1: 1031 Calle Recodo	Entity Zip Code: 92673	Entity Country: USA
Entity City: San Clemente	Entity State: CA	Entity Mailing Address 2: Suite 201
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA
Entity Mailing City: Tempe	Entity Mailing State: AZ	

Entity City: San Clemente	Entity State: CA	Entity Zip Code: 92673	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway		Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 22

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

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

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

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:** **Entity Website:**
legal@harvestinc.com

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

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

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

Entity Mailing City: Tempe **Entity Mailing State:** AZ **Entity Mailing Zip Code:** **Entity Mailing Country:**
85281 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 **Owner Last Name:** **Owner Suffix:**
Inc.

Entity Legal Name: SMPB Management, LLC **Entity DBA:**

Entity Description: Management Company (Pennsylvania)

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

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:** **Entity Mailing Country:**
85281 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 **Owner Last Name:** **Owner Suffix:**
Inc.

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:** **Entity Website:**
legal@harvestinc.com

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

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

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

Entity Mailing City: Tempe **Entity Mailing State:** AZ **Entity Mailing Zip Code:** **Entity Mailing Country:**
85281 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 **Owner Last Name:** **Owner Suffix:**
Inc.

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 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 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 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 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 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 of Maryland Dispensary LLC

Entity DBA:

Entity Description: Holds one Medical Marijuana dispensary license in Maryland

Entity Phone: 602-622-8614	Entity Email: legal@harvestinc.com	Entity Website:	
Entity Address 1: 12200 Rockville Pike	Entity Address 2:		
Entity City: Rockville	Entity State: MD	Entity Zip Code: 20852	Entity Country: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201		
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281	Entity Mailing Country: USA

Business Interest in Other State 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 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 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 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 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 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 City: Tempe

Entity State: AZ

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Address 2: Suite 201

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 2: Suite 201

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

Owner Last Name:

Owner Suffix:

Inc.

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 39

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

Owner First Name: Harvest Health & Recreation

Owner Last Name:

Owner Suffix:

Inc.

Entity Legal Name: Harvest DCP Holding North Dakota, LLC

Entity DBA:

Entity Description: Holding Company

Entity Phone: 602-622-8614

Entity Email:

legal@harvestinc.com

Entity Website:

Entity Address 1: 627 S. 48th St.

Entity Address 2: Ste 100

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:

85281

Entity Mailing Country:

USA

Business Interest in Other State 40

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

Owner First Name: Harvest Health & Recreation

Owner Last Name:

Owner Suffix:

Inc.

Entity Legal Name: HofB, LLC

Entity DBA:

Entity Description: Dispensary license holder

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: HofW, LLC

Entity DBA:

Entity Description: Dispensary license holder

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 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 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 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 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 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 Ohio LLC	Entity DBA:	
Entity Description: Holds three dispensary 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: USA
Entity Mailing Address 1: 1155 W. Rio Salado Parkway	Entity Mailing Address 2: Suite 201	
Entity Mailing City: Tempe	Entity Mailing State: AZ	Entity Mailing Zip Code: 85281 Entity Mailing Country: USA

Business Interest in Other State 45

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

Owner First Name: 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 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 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 47

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

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

Entity Legal Name: SMPB Retail LLC

Entity DBA:

Entity Description: Holds one dispensary license

Entity Phone: 602-622-8614

Entity Email:

Entity Website:

legal@harvestinc.com

Entity Address 1: 3225 N. 5th St. Highway

Entity Address 2:

Entity City: Reading

Entity State: PA

Entity Zip Code: 19605

Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:

Entity Mailing Country:

85281

USA

Business Interest in Other State 48

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

Owner First Name: Harvest Health & Recreation

Owner Last Name:

Owner Suffix:

Inc.

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:

Entity Website:

legal@harvestinc.com

Entity Address 1: 1155 W. Rio Salado Parkway

Entity Address 2: Suite 201

Entity City: Tempe

Entity State: AZ

Entity Zip Code: 85281

Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:

Entity Mailing Country:

85281

USA

Business Interest in Other State 49

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

Owner First Name: Harvest Health & Recreation

Owner Last Name:

Owner Suffix:

Inc.

Entity Legal Name: Harvest of North Central PA, LLC

Entity DBA:

Entity Description: Holds one dispensary license

Entity Phone: 602-622-8614

Entity Email:

Entity Website:

legal@harvestinc.com

Entity Address 1: 520 N Shamokin Street

Entity Address 2:

Entity City: Shamokin

Entity State: PA

Entity Zip Code: 17872

Entity Country: USA

Entity Mailing Address 1: 1155 W. Rio Salado Parkway

Entity Mailing Address 2: Suite 201

Entity Mailing City: Tempe

Entity Mailing State: AZ

Entity Mailing Zip Code:

Entity Mailing Country:

85281

USA

Business Interest in Other State 50

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

Owner First Name: Harvest Health & Recreation

Owner Last Name:

Owner Suffix:

Inc.

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 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: Harvest of Northwest 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: 809 Sampson Street

Entity Address 2:

Entity City: New Castle

Entity State: PA

Entity Zip Code: 16101

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 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: 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 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: 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 City: Harrisburg

Entity State: PA

Entity Address 2:

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 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: 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 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: 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 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: 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

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: Leo

Last Name: Jaschke

Suffix:

Marijuana Establishment Name: Suns Mass II, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

Individual 3

First Name: Timothy

Last Name: Buskirk

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.: \$

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: 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:**

RMD Association:

RMD Manager

Background Question: yes

Individual Background Information 2

Role: Director **Other Role:** Treasurer, Chief Financial Officer

First Name: Howard **Last Name:** Hintz **Suffix:**

RMD Association: RMD Manager

Background Question: yes

Individual Background Information 3

Role: Manager **Other Role:** Director of Security

First Name: Timothy **Last Name:** Buskirk **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Executive / Officer **Other Role:** Chief Financial Officer

First Name: Leo **Last Name:** Jaschke **Suffix:**

RMD Association: RMD Manager

Background Question: yes

Individual Background Information 5

Role: Manager **Other Role:** Director of Cultivation

First Name: Egan **Last Name:** O'Keefe **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 6

Role: Owner / Partner **Other Role:**

First Name: John **Last Name:** Mayes **Suffix:**

RMD Association: RMD Owner

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: steve@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:

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:

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

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
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No documents uploaded

Massachusetts Business Identification Number: 001340922

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan for Obtaining Liability Insurance.pdf	pdf	5bb662038266760285ba63bd	10/04/2018
Proposed Timeline	Suns Mass, Inc. - Proposed Timeline.pdf	pdf	5d16789e69291617ba862d41	06/28/2019
Business Plan	Suns Mass - Business Plan.pdf	pdf	5ddc5859fd468857b99bdf6d	11/25/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	Separating recreational from medical operations.pdf	pdf	5bb664244253fa027574e91a	10/04/2018
Restricting Access to age 21 and older	Restricting Access to age 21 and older.pdf	pdf	5bb6647248682102a3cf5ba5	10/04/2018
Prevention of diversion	Prevention of diversion.pdf	pdf	5bb665c51499570299868cf8	10/04/2018
Storage of marijuana	Storage of marijuana.pdf	pdf	5bb66623f2f9f2028f521307	10/04/2018
Transportation of marijuana	Transportation of marijuana.pdf	pdf	5bb6669a48682102a3cf5bb2	10/04/2018
Inventory procedures	Inventory procedures.pdf	pdf	5bb66715f2f9f2028f521311	10/04/2018
Quality control and testing	Quality control and testing.pdf	pdf	5bb667822f2ea102ad5b77ff	10/04/2018
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	5bb66bb3c4bce20c0e8e11e6	10/04/2018
Maintaining of financial records	Maintaining of financial records.pdf	pdf	5bb66c6048682102a3cf5bc4	10/04/2018
Qualifications and training	Qualifications and training.pdf	pdf	5bb66d24f70a1a0c28f757e9	10/04/2018
Policies and Procedures for cultivating.	Policies and procedures for cultivating.pdf	pdf	5bb795bb658c0f0c3ca79a84	10/05/2018
Security plan	Suns Mass, Inc. - Security Plan.pdf	pdf	5d168202acc50017edd65299	06/28/2019
Personnel policies including background checks	Suns Mass, Inc. - Personnel Policies.pdf	pdf	5d1682f1acc50017edd652a0	06/28/2019
Diversity plan	Suns Mass, Inc. - Diversity Plan (Updated).pdf	pdf	5e01305138f8ab571d6e257b	12/23/2019

ATTESTATIONS

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

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect

authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 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

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 over \$500,000 to charitable organizations that make 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 over 100 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, Chief Operating 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.

Leo Jaschke (Chief Financial Officer)

Leo has built his career leading and performing accounting, finance and treasury functions for national footprint companies such as Celestial Seasonings. Leo also served as the CFO for a private equity firm where he promoted growth and profitability of a portfolio of companies through organic expansion and mergers and acquisitions. He has helped raise nearly \$100 million in equity and led over \$300 million of debt financings.

He holds an MBA from the University of Denver's Daniels College of Business, a BS in accounting from Minnesota State University, Mankato, and is a Certified Management Accountant.

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.

PLAN FOR OBTAINING LIABILITY INSURANCE

Suns Mass, Inc. (“SMI”) plans to contract with a qualified insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually, as well as 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. Any withdrawal from such escrow will be replenished within ten (10) business days. SMI will keep reports documenting compliance with 935 CMR 500.105(10).

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 \$500 A DAY (SALES) Final
Expense Insurance - Exclusive
Leads - Local - Training/Support -
Everyday is Payday Agent
Health/Dental Benefits - Incentive
Trips CALL 860-357-6904 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

**ADOPT IN
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	7
8	6	3	1	2	7	9	5		
6	5	3	1	9	8	4	7	2	
9	7	1	2	5	9	8	6		
2	1	8	6	7	9	5	1		
1	4	9	8	6	5	2	8		
5	9	8	7	1	6	9	5		
3	9	6	7	2	1	8	9		

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

CLUB 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** \$340
(413) 773-8123

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

INTEX POOL PUMP Hoses
very 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

ROUTE 5, SOUTH DEERFIELD, MA 01373

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 Chance 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 ELC. 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

MERCHANDISE

Fast Action Ads

PLASTIC DRAWERS 5m \$5,
58 Set of 13 \$65
(413) 498-2182

**TETER HANDUP INVERSION
TABLE** Relaxes back
pain. \$75 (413) 625-8416

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

WANTED Free lawn tractors
etc for parts (413) 622-4773

WINDY BACK CHAIR Sturdy/
ex cond. \$75 (413) 776-2754

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 RIDING JACKET
\$2 small with longer arms.
Heavy. \$95 (413) 475-4810

LITTLE TYKES BOUNCY HOUSE
with slide and pump. Very clean.
only used 3 times. \$100.
(413) 648-9272

MADAME ALEXANDER
DOLLY 9" tall original box.
\$30 (413) 475-4810

PETMATE KENNEL CAB portable
metal. sz. gray, like new. \$20 (413)
625-2236

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

SEROER 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

Wood For Sale

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.
Call Blue Sky. (413) 624-3645

REAL ESTATE FOR RENT

Apartments Unfurnished

GREENFIELD ACRES
1BR HANDICAPPED ACCESSIBLE
UNIT AVAILABLE
\$25 rent includes
heat, H/W, electric & cable.
(413) 773-9410

LARGE 1BR apt in quiet Greenfield
neighborhood. Short walk down-
town. Fully renovated in 2016. No
smoking. \$1300. 413-773-9048

Call 413-772-0261

to place your

Legal Notice or e-mail at
legalads@recorder.com
Deadline for Legal Notices
is Noon 2 days prior to
publication

Apartments Unfurnished

MILL HOUSE APARTMENTS

• Heat, h/w & a/c included
• Exercise room & outdoor pool

Mon.-Fri. 8:30-5:00
(413) 774-7561 • TDD (800) 232-0782
75B Wells St., Greenfield, MA
millhouseapartmentsbc.com

REAL ESTATE FOR RENT

Mobile Home Lots



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.
(413) 648-7007

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.

16116 August 2

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.

BUSINESS & SERVICE DIRECTORY

BUSINESS & SERVICE DIRECTORY

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

Driveways

Johnson Asphalt Paving
Sealcoating
Asphalt Paving - Excavating
www.johnsonpaving.com
413-225-3227

Furniture Refinishing & Repair

FURNITURE REPAIR
Refinish, Restoration
Call 413-648-0249

Storage Space

WGLD SELF STORAGE - Various sizes,
digital surveillance, on site man-
agement. Woodard Rd.
413-774-7700

Wisdom Way Self Storage
DRY, CLEAN AND SECURE
Variety of sizes.
413-775-3333

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 rverfront 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

Legals

PUBLIC HEARING NOTICE MONTAGUE CONSERVATION COMMISSION

In accordance with the
Massachusetts Wetlands Protection
Act, M.G.L. Ch. 131, Sec. 40, the
Montague Conservation
Commission will hold a public
hearing at 6:30 pm on Thursday,
August 9, 2018 at Town Hall
Second Floor Meeting Room, One
Avenue A, Turners Falls to consider
Notice of Intent #2018-04 filed by
FirstLight Power Resources

NOTICE OF COMMUNITY OUTREACH MEETING

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Information to be presented at the meeting will include:

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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. Osh*

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U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

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]

Postmark Here: **BOSTON MA 02112**
LAFAYETTE ST
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.

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:  _____,
(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

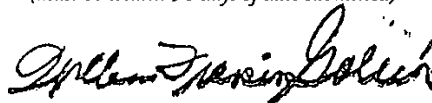
COMMONWEALTH OF MASSACHUSETTS

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, 20 18, 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

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.



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



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:

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 25% 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 5% of staff will be Minorities;
 - At least 5% of staff will be Women;
 - At least 5% of staff will be Veterans;
 - At least 5% of staff will be Disabled Individuals; and
 - At least 5% of staff will be LGBTQ+.¹
2. Having at least 25% 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 5% of staff will be Minorities;
 - At least 5% of staff will be Women;
 - At least 5% of staff will be Veterans;
 - At least 5% of staff will be Disabled Individuals; and
 - At least 5% of staff will be LGBTQ+.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 5% minorities, 5% women, 5% veterans, 5% disabled individuals and 5% LGBTQ+;
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 5% minorities, 5% women, 5% veterans, 5% disabled individuals and 5% LGBTQ+ (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.

MAINTAINING OF FINANCIAL RECORDS

Suns Mass, Inc. (“SMI”) operating policies and procedures ensure financial records are accurate and maintained in compliance with the 935 CMR 500.000 *et seq.* Financial records maintenance measures include policies and procedures requiring that:

- Confidential financial 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 by law or pursuant to a court order. However, the Cannabis Control Commission (the “**Commission**”) may access this information to carry out its official duties.
- SMI will comply with all recordkeeping requirements under 935 CMR 500.105(9), including:
 - Keeping written business records, available for inspection, and in accordance with Generally Accepted Accounting Principles (GAAP), which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, including 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 and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with SMI.
- SMI will comply with all sales recording requirements under 935 CMR 500.140(6), including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (the “**DOR**”), and a sales recording module approved by DOR;
 - 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;
 - 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 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 SMI is permitted to co-locate a Medical Marijuana Treatment Center at the proposed location, maintaining and providing the Commission on a biannual basis accurate sales data collected during the preceding six (6) months to ensure an adequate supply of marijuana and marijuana products in accordance with 935 CMR 500.140(10).
- Additional written financial records will be securely maintained, 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 and other applicable sections of the regulations; and
- Fines or penalties, if any, paid under 935 CMR 500.550 or other applicable sections of the regulations.

PERSONNEL POLICIES

Overview

Suns Mass, Inc. (“SMI”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, 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 conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Job Descriptions

Director of Security: Under the supervision of the Chief Executive Officer, the Director of Security is responsible for the development and overall management of the Security Policies and Procedures for SMI, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to SMI agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team—follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the SMI facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the SMI facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of SMI agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security-related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of security agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with local law enforcement authorities.

Security Agent: Security Agents monitor SMI’s security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the SMI facility by verifying appropriate ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

- Investigate, communicate, and provide leadership in the event of an emergency such as an intrusion, fire, or other threat that jeopardizes customers, authorized visitors, and SMI agents;
- Respond and investigate security situations and alarm calls; clearly document the incident and details surrounding the incident in a written report for the Director of Security;
- Oversee the entrance to the facility and verify credentials of each person seeking access to the SMI facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort SMI agents from the facility during non-business hours and perform security checks at designated intervals.

Inventory Manager: The Inventory Manager is responsible for inventory on a day-to-day basis as well as the weekly and monthly inventory counts and waste disposal requirements. The inventory manager will perform the comprehensive annual inventory in conjunction with the executive management team. Additional duties include, but are not limited to:

- Implementing inventory controls to track and account for all dispensary inventory;
- Implementing procedures and notification policies for proper disposal;
- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal, and ending inventory; and
- Proper storing, labeling, tracking, and reporting of inventory.

Inventory Associate: Inventory Associates support the Inventory Manager during day-to-day operations. Responsibilities include, but are not limited to:

- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal and ending inventory;
- Ensuring products are properly stored, labeled, and recorded in the tracking software system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring SMI's policies and procedures for waste disposal are adhered to.

Human Resources Manager: The Human Resources Manager at SMI will support the executive management team on a day-to-day basis to effectively implement all personnel policies and procedures for SMI, including hiring processes. The Human Resources Manager will:

- Oversee hiring and release of SMI agents;
- Review and revise SMI personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for SMI agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;

- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team.

Agent Personnel Records

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;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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.

Staffing Plan and Business Hours

Hiring and Recruitment

SMI's Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated or specific positions need to be created in response to company needs. SMI's hiring practices will include but are not limited to the following and apply to all types of working situations including hiring, firing, promotions, harassment, training, wages and benefits:

- Equal Employment Opportunity Commission (EEOC) Compliance;
- SMI's Diversity Plan and Community Initiatives;
- SMI's Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- State and Federal Minimum Wage Requirements; and
- Non-Disclosure and Non-Complete Agreements

Standards of Conduct

SMI is committed to maintaining an environment conducive to the health and wellbeing of customers and employees. It is SMI's mission to provide a professional workplace free from harassment and discrimination for employees. SMI will not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to SMI's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. All harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at SMI employees or customers also is condemned and will be promptly addressed.

Violence and Weapons in the Workplace

Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted on site by employees, customers, or other parties. Employees found carrying weapons on SMI facilities will be immediately terminated. Customers found carrying weapons on the premises will be asked to leave and/or the police will be notified accordingly.

At-Will Employment

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire

The required attire for registered agents at SMI varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

Hours of Operation (subject to approval by the Planning Board)

Monday: 8:00 AM – 10:00 PM
Tuesday: 8:00 AM – 10:00 PM

Wednesday: 8:00 AM – 10:00 PM
Thursday: 8:00 AM – 10:00 PM
Friday: 8:00 AM – 10:00 PM
Saturday: 8:00 AM – 10:00 PM
Sunday: 10:00 AM – 7:00 PM

After-Hours Contact Information

Director of Security: Timothy Buskirk – (301) 331- 7216

Overview of Personnel Policies and Procedures

Standard Employment Practices

SMI values the contributions of its management and staff positions. SMI will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

Advancement

The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

Written Policies

SMI's written policies will address, among other things, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

Investigations

SMI will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500.000 et. seq.

Designated Outside Counsel

SMI may retain counsel specializing in employment law to assist the Human Resources Manager with any issues and questions.

Job Status

Job Classifications

Positions at SMI are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

Work Schedules

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

Mandatory Meetings and Community Service Days

There will be a mandatory reoccurring company-wide meeting on a monthly basis. All required personnel will be notified of their required attendance. Certain personnel, such as house-keeping staff, may not be required to attend. Each department will have a mandatory weekly meeting schedule by the department manager. The department managers will provide agendas for all meeting and will report to their executive manager.

Breaks

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at 6-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect the employee's overall performance.

Leave Policies

SMI leave policies will comport with all state and federal statutes. All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least 2 weeks in advance and approved by the employee's department manager. SMI will determine which holidays will be observed and which departments will not be required to work. SMI will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

SMI anticipates observing the following holidays:

- New Year's Day;
- Martin Luther King Day;
- Presidents' Day;

- Memorial Day;
- Independence Day;
- Labor Day;
- Thanksgiving; and
- Christmas Day.

Disciplinary Policies

Purpose

SMI's discipline policy and procedure is designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of SMI's discipline policy and procedure have been designed consistent with SMI's organizational values, best practices, and employment laws.

SMI reserves the right to combine or skip steps depending upon facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered depend upon whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the conduct and performance issues have on SMI's organization.

Procedure

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Within five business days, the supervisor will prepare written documentation of a Step 1 meeting. The employee will be asked to sign the written documentation. The employee's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, SMI recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance and/or conduct expectations. A formal performance improvement plan (PIP) requiring the employee's immediate and sustained

corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the written warning.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the immediate supervisor may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of this progressive discipline policy and procedure are subject to approval from a next-level manager and the Human Resources Manager.

Depending upon the seriousness of the infraction, the employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that the discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to the employee if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedure is a recommendation to terminate employment. Generally, SMI will try to exercise the progressive nature of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, SMI reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, employees may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Human Resources Manager and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between SMI and its employees.

Appeal Process

Employees will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the employee performance and/or conduct issues while allowing for an equitable solution.

If the employee does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

The employee will be provided copies of all progressive discipline documentation, including all performance improvement plans. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Separation of Employment

Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an employee separates from SMI his or her supervisor must contact the Human Resources Manager to schedule an exit interview, typically to take place on employee's last workday.

Types of Separation

1. Resignation

Resignation is a voluntary act initiated by the employee to end employment with SMI. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire and will not receive accrued benefits. The resignation date must not fall on the day after a holiday.

2. Retirement

An employee who wishes to retire is required to notify his or her department director and the Human Resources Manager in writing at least one (1) month before planned retirement date. It is the practice of SMI to give special recognition to employees at the time of their retirement.

3. Job Abandonment

An employee who fails to report to work or contact his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the job without notice effective at the end of the employee's normal shift on the second day. The department manager will notify the Human Resources Manager at the expiration of the second

workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible to receive accrued benefits and are ineligible for rehire.

4. Termination

Employees of SMI are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

5. Reduction in Workforce

An employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Employees who are laid off may not appeal the layoff decision through the appeal process.

6. Release

Release is the end of temporary or seasonal employment. The Human Resources Manager, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

Exit Interview

The separating employee will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be on the employee's last day of work or other day, as mutually agreed upon.

Return of Property

The separating employee must return all company property at the time of separation, including but not limited to uniforms, cell phones, keys, computers, and identification cards. Failure to return some items may result in deductions from final paycheck. An employee will be required to sign the Wage Deduction Authorization Agreement to deduct the costs of such items from the final paycheck.

Termination of Benefits

An employee separating from SMI is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

Health Insurance

Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire

Former employees who left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Manager, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.

Department managers must obtain approval from the Human Resources Manager or designee prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Compensation

As an employer, SMI believes that it is in the best interest of both the organization and SMI's employees to fairly compensate its workforce for the value of the work provided. It is SMI's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at SMI, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team will give final approval for the compensation system that will be used by SMI.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that SMI is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

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 500.100 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 500.101(1), 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.
- Upon adverse determination, SMI will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
 - After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by SMI along with any legal notices required.
- 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 deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- 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.

QUALIFICATIONS AND TRAINING

Suns Mass, Inc. (“SMI”) will ensure that all individuals hired to work at SMI’s Cultivation Establishment are 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 SMI.

Training

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

On or after July 1, 2019, all of SMI’s current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to be designated a “responsible vendor.” SMI’s new, non-administrative employees involved in the handling and sale of marijuana will complete the Responsible Vendor Program within 90 days of the date they are hired. SMI’s employees involved in the handling and sale of marijuana will then successfully complete the program once every year thereafter. 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 licensing authorities upon request.

As part of the Responsible Vendor program, SMI’s agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana’s effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;
4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and

6. Other significant state laws and rules affecting operators, such as:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability and license sanctions and court sanctions;
 - Waste disposal and health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale and conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records and privacy issues; and
 - Prohibited purchases and practices.

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 will comply with the requirements for food handlers set forth in 105 CMR 300.000.
2. All edible marijuana products will be handled and stored in compliance with the sanitation requirements in 105 CMR 500.000.
3. Any SMI agent working in direct contact with 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.
4. 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 provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
5. SMI’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
6. 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);
7. SMI’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
8. SMI’s facility will have adequate safety lighting in all storage areas, as well as areas where equipment or utensils are cleaned;
9. SMI’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
10. 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;
11. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
12. SMI will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
13. 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;

14. SMI will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
15. 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
16. 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 follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products 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 have not been tested by a licensed Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products, as amended in November 2016, published by the Department of Public Health ("DPH"). 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 DPH. SMI will maintain testing results in compliance with 935 CMR 500.000 *et seq* and SMI's recordkeeping policies and will maintain the results of all testing for no less than one (1) year.

SMI's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1), include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

All transportation of marijuana to and from Independent Testing Laboratories will comply with 935 CMR 500.105(13). All storage of SMI's marijuana at a testing laboratory will comply with 935 CMR 500.105(11). All excess marijuana will be disposed of either by the Independent Testing Laboratory returning excess marijuana to SMI for disposal or by the Independent Testing Laboratory disposing of it directly.

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’s establishment in a secure location 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 on a regular basis. In addition, SMI’s operating procedures will be updated as needed and will undergo a review by the executive management team on an ongoing basis.

- **Corporate Records**: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - 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, Site Plan Approvals and Variances
 - As-Built Drawings
 - Corporate Governance:
 - Annual Report
 - Secretary of State Filings
- **Business Records**: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products;
 - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with SMI, including members, if any.

- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with 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; and
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe operations conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030.
- 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 a seed-to-sale tracking system approved by the Commission to maintain real-time inventory, and inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - SMI will also maintain METRC compliance and management records to the extent required by the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, SMI will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident

report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, 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 upon request.

- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security office. The record 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 a written 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 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.
 - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - SMI will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon 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).
- 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 as needed and will undergo a review by the executive management team on an ongoing basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Agent 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 sold, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - 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);
 - 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 local law enforcement 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 executives of SMI, and members, if any, of the licensee must be made available upon request by any SMI. 935 CMR 500.105(1)(m) 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).
 - 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.

Record-Retention

SMI will meet Commission recordkeeping requirements and retain a copy of all records for at least two (2) years.

RESTRICTING ACCESS TO AGE 21 AND OLDER

Suns Mass, Inc.'s ("SMI") Cultivation Facility in Deerfield will only be accessible to individuals 21 years of age or older who are SMI's registered Marijuana Establishment agents or authorized visitors with a valid, government-issued photo identification. Prior to an individual entering the facility, SMI's security personnel will inspect the individual's Marijuana Establishment agent registration card or photo ID, verify the individual's identity, and confirm that the individual is at least 21 years of age.

SMI's trained agents will be on-site during business hours to observe, report and prevent loitering, solicitation, diversion of marijuana and marijuana product, and access by individuals under the age of 21. SMI will not hire as agents any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors.

In compliance with state regulations, SMI will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. SMI will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including 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 or fruit, including artistic, caricature or cartoon renderings that may attractive to minors. In accordance with state regulations, any adult use marijuana marketing, advertising and branding materials for public viewing will include a warning stating, **"For use only by adults 21 years of age or older. Keep out of the reach of children."**

SMI's packaging will be tamper or child-resistant, and will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors.

SMI's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website.

SEPARATING ADULT USE AND MEDICAL OPERATIONS

Suns Mass, Inc. (“SMI”) has developed plans to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

Using sophisticated and customized seed-to-sale and point of sale software systems approved by the Commission, SMI will virtually separate medical and adult use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient or an adult use consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in these software systems.

In compliance with 935 CMR 500.140(10), SMI will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs and preferences. For the first six (6) months of operations, 35% of inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another licensed Marijuana Establishment location and transferable to SMI’s Retailer location within 48 hours. SMI will transfer a marijuana product reserved for medical use to its adult use inventory within a reasonable period of time prior to the product’s date of expiration.

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.