



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Product Manufacturer

General Information:

License Number: MP281453

Original Issued Date: 01/14/2019

Issued Date: 01/16/2020

Expiration Date: 01/20/2021

Payment Received: \$5000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: RISE Holdings, Inc.

Federal Tax Identification Number EIN/TIN: [REDACTED]

Phone Number: 312-471-6720 Email Address: licensing@gtigrows.com

Business Address 1: c/o Vicente Sederberg LLP

Business Address 2: 2 Seaport Lane

Business City: Boston

Business State: MA

Business Zip Code: 02110

Mailing Address 1: 325 W. Huron Street

Mailing Address 2: Suite 412

Mailing City: CHICAGO

Mailing State: IL

Mailing Zip Code: 60654

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201870

RMD INFORMATION

Name of RMD: RISE Holdings, Inc.

Department of Public Health RMD Registration Number: 32

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

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control:

Role: Director

Other Role: President, Treasurer, and Secretary of Rise Holdings, Inc.; Chief Executive Officer and Chairman of Green Thumb Industries, Inc.

First Name: Benjamin

Middle Name:

Last Name: Kovler

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership:

Percentage Of Control:

Role: Director

Other Role: Chief Financial Officer and Director of Green Thumb Industries, Inc.

First Name: Anthony

Middle Name:

Last Name: Georgiadis

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership:

Percentage Of Control:

Role: Director

Other Role:

First Name: Andrew

Middle Name:

Last Name: Grossman 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 4

Percentage Of Ownership:

Percentage Of Control:

Role: Executive / Officer

Other Role:

First Name: Dina

Middle Name:

Last Name: Rollman Suffix:

Gender: Female

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100

Percentage of Ownership: 100

Entity Legal Name: GTI Core, LLC

Entity DBA:

DBA

City:

Entity Description: 100% Owner of Rise Holdings, Inc.

Foreign Subsidiary Narrative: GTI Core, LLC is owned 100% by Green Thumb Industries Inc. Green Thumb Industries Inc. is a Canadian, publicly traded company listed and traded with shares on the Canadian Securities Exchange (CSE).

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:		Entity Mailing Address 2:	
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:	
Relationship Description: GTI Core, LLC owns 100% of the entity, RISE Holdings Inc.			

Entity with Direct or Indirect Authority 2

Percentage of Control: 100		Percentage of Ownership: 100	
Entity Legal Name: Green Thumb Industries Inc.		Entity DBA:	DBA City:
Entity Description: Publicly traded company; ultimate parent company of GTI Core, LLC and RISE Holdings, Inc.			
Foreign Subsidiary Narrative: Green Thumb Industries Inc. is a Canadian, publicly traded company listed and traded with shares on the Canadian Securities Exchange (CSE)			
Entity Phone:	Entity Email:	Entity Website:	
Entity Address 1:	Entity Address 2:		
Entity City:	Entity State:	Entity Zip Code:	
Entity Mailing Address 1:	Entity Mailing Address 2:		
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:	
Relationship Description: Publicly traded company; ultimate parent company of GTI Core, LLC and RISE Holdings, Inc.			

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: RISE Holdings, Inc		Entity DBA:	
Email: drollman@gtigrows.com	Phone: 312-471-6720		
Address 1: 169 Meadow Street		Address 2:	
City: Amherst	State: MA	Zip Code: 01002	
Types of Capital: Monetary/Equity		Other Type of Capital:	Total Value of Capital Provided: \$10000000 Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI Core, LLC	Owner Suffix:
Entity State Business Identification Number: W16501975		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: GTI Maryland, LLC		Entity DBA: RISE Maryland	
Entity Description: Medical cannabis cultivation and dispensary license holder in Maryland; holds provisional approval for cultivation operations; operates Medical Marijuana dispensary RISE Silver Spring under License D-17-00007			
Entity Phone: 312-471-6720	Entity Email: drollman@gtigrows.com	Entity Website:	
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412	

Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654	Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412	
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: 60654	Entity Mailing Country: USA

Business Interest in Other State 2

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI Core, LLC	Owner Suffix:
Entity State Business Identification Number: Z18197715		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: JB17, LLC		Entity DBA:	
Entity Description: GTI Core, LLC has entered into services agreements supporting Medical Marijuana Processor and Dispensary licenses held by Chesapeake Alternatives, LLC			
Entity Phone: 312-471-6720	Entity Email: drollman@gtigrows.com	Entity Website:	
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412	
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654	Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412	
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: 60654	Entity Mailing Country: USA

Business Interest in Other State 3

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI Core, LLC	Owner Suffix:
Entity State Business Identification Number: L17000160306		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: GTI Florida, LLC		Entity DBA:	
Entity Description: Provides support services to a state-licensed medical marijuana cultivator, processor, and dispensary owner			
Entity Phone: 312-471-6720	Entity Email: drollman@gtigrows.com	Entity Website:	
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412	
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654	Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412	
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: 60654	Entity Mailing Country: USA

Business Interest in Other State 4

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI Core, LLC	Owner Suffix:
Entity State Business Identification Number: 4015273		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: GTI Ohio, LLC		Entity DBA:	
Entity Description: Medical marijuana dispensary license holder in the State of Ohio under the Ohio Board of Pharmacy; currently holds 5 provisional licenses to operate medical marijuana dispensaries: MMD.04002, MMD.04016, MMD. 04017, MMD.04018, MMD.04019			

Entity Phone: 312-471-6720	Entity Email: drollman@gtigrows.com	Entity Website:
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654 Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: Entity Mailing Country: USA
		60654

Business Interest in Other State 5

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI Core,	Owner Suffix:
		LLC	
Entity State Business Identification Number: 04872118		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: GTI-Clinic Illinois Holdings, LLC		Entity DBA: The Clinic Illinois; 3C Compassionate Care Center	
Entity Description: Parent company for medical marijuana cultivation and processing under the State of Illinois Department of Agriculture and dispensaries under the Illinois Department of Financial and Professional Regulation. Entity operates cultivation/processing facilities GTI Rock Island under Permit 1503060649 and GTI Oglesby under Permit 1503060648. Entity operates the following dispensaries: The Clinic Effingham under license DISP.000042, The Clinic Mundelein under license DISP.000002, 3C Compassionate Care Center Naperville under license DISP.000027, 3C Compassionate Care Center Joliet under license DISP.000011			

Entity Phone: 312-471-6720	Entity Email: drollman@gtigrows.com	Entity Website:
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654 Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: Entity Mailing Country: USA
		60654

Business Interest in Other State 6

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI	Owner Suffix:
		Core, LLC	
Entity State Business Identification Number: NV20161041013		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: GTI Nevada, LLC		Entity DBA: RISE Nevada	
Entity Description: Marijuana cultivation, processing, and dispensary license holder in the State of Nevada under the Nevada Division of Public and Behavioral Health and Recreational Dispensaries under the State of Nevada Department of Taxation. Entity holds cultivation license C088, processing license C088, and dispensary licenses D099 and D097.			

Entity Phone: 312-471-6720	Entity Email: drollman@gtigrows.com	Entity Website:
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654 Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: Entity Mailing Country: USA
		60654

Business Interest in Other State 7

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

Owner First Name: Owner Middle Name: Owner Last Name: GTI Owner Suffix:
Core, LLC

Entity State Business Identification Number: 6447702 Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID: [REDACTED]

Entity Legal Name: GTI Pennsylvania, LLC Entity DBA: RISE Pennsylvania

Entity Description: Medical marijuana cultivation, processing, and dispensary license holder in the Commonwealth of Pennsylvania under the
Pennsylvania Department of Health. Entity operates a cultivation and processing facility under license GP-4006-17 and a dispensary under license
D-6002-17

Entity Phone: 312-471-6720 Entity Email: drollman@gtigrows.com Entity Website:

Entity Address 1: 325 W. Huron Street Entity Address 2: Suite 412

Entity City: Chicago Entity State: IL Entity Zip Code: 60654 Entity Country: USA

Entity Mailing Address 1: 325 W. Huron Street Entity Mailing Address 2: Suite 412

Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: Entity Mailing Country: USA
60654

Business Interest in Other State 8

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

Owner First Name: Owner Middle Name: Owner Last Name: GTI Owner Suffix:
Core, LLC

Entity State Business Identification Number: 1077769 Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID: [REDACTED]

Entity Legal Name: Advanced Grow Labs, LLC Entity DBA: AGL

Entity Description: Medical marijuana processor and dispensary license holder in the state of Connecticut under the Department of Consumer
Protection. Entity holds processor license under Permit MPMR.0000001 and dispensary license under Permit MMDF.0000029.

Entity Phone: 312-471-6720 Entity Email: licensing@gtigrows.com Entity Website:

Entity Address 1: 325 W. Huron Street Entity Address 2: Suite 412

Entity City: Chicago Entity State: IL Entity Zip Code: 60654 Entity Country: USA

Entity Mailing Address 1: 325 W. Huron Street Entity Mailing Address 2: Suite 412

Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: Entity Mailing Country: USA
60654

Business Interest in Other State 9

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

Owner First Name: Owner Middle Name: Owner Last Name: GTI Owner Suffix:
Core, LLC

Entity State Business Identification Number: 1113919 Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID: [REDACTED]

Entity Legal Name: Bluepoint Apothecary, LLC Entity DBA: Bluepoint

Entity Description: Medical marijuana dispensary license holder in the state of Connecticut under the Department of Consumer Protection. Entity
holds dispensary license under Permit MMDF.0000002.

Entity Phone: 312-471-6720 Entity Email: licensing@gtigrows.com Entity Website:

Entity Address 1: 325 W. Huron Street Entity Address 2: Suite 412

Entity City: Chicago Entity State: IL Entity Zip Code: 60654 Entity Country: USA

Entity Mailing Address 1: 325 W. Huron Street Entity Mailing Address 2: Suite 412

Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60654 Entity Mailing Country: USA

Business Interest in Other State 10

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

Owner First Name: Owner Middle Name: Owner Last Name: GTI Owner Suffix: Core, LLC

Entity State Business Identification Number: 4582642 Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]

Entity Legal Name: Fiorello Pharmaceuticals, Inc. Entity DBA: Fiorello

Entity Description: Medical marijuana cultivator, manufacturer and dispensary license holder in the state of New York under the Department of Health. Entity holds manufacturing license under Permit MM0701M and four dispensary licenses under Permit MM0702D, MM0703D, MM0704D, and MM0705D.

Entity Phone: 312-471-6720 Entity Email: licensing@gtigrows.com Entity Website:

Entity Address 1: 325 W. Huron Street Entity Address 2: Suite 412

Entity City: Chicago Entity State: IL Entity Zip Code: 60654 Entity Country: USA

Entity Mailing Address 1: 325 W. Huron Street Entity Mailing Address 2: Suite 412

Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60654 Entity Mailing Country: USA

Business Interest in Other State 11

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

Owner First Name: Owner Middle Name: Owner Last Name: GTI Owner Suffix: Core, LLC

Entity State Business Identification Number: 0450262047 Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]

Entity Legal Name: GTI New Jersey, LLC Entity DBA: RISE New Jersey

Entity Description: Medical cultivation and processing facility license pending final approval in the state of New Jersey under the Department of Health. Once final inspections have been passed, entity will hold a provisional cultivation, processing, and dispensary license.

Entity Phone: 312-471-6720 Entity Email: licensing@gtigrows.com Entity Website:

Entity Address 1: 325 W. Huron Street Entity Address 2: Suite 412

Entity City: Chicago Entity State: IL Entity Zip Code: 60654 Entity Country: USA

Entity Mailing Address 1: 325 W. Huron Street Entity Mailing Address 2: Suite 412

Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60654 Entity Mailing Country: USA

Business Interest in Other State 12

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

Owner First Name: Owner Middle Name: Owner Last Name: GTI Owner Suffix: Core, LLC

Entity State Business Identification Number: E0190162014-7 Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]

Entity Legal Name: Integral Associates, LLC Entity DBA: Essence Nevada

Entity Description: Medical and adult use cultivation, processing, and dispensary license holder in the state of Nevada under the Department of Taxation. See Attached for list of licenses entity holds.

Entity Phone: 312-471-6720	Entity Email: licensing@gtigrows.com	Entity Website:
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654 Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: Entity Mailing Country: USA
		60654

Business Interest in Other State 13

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

Owner First Name:	Owner Middle Name:	Owner Last Name: GTI	Owner Suffix:
		Core, LLC	
Entity State Business Identification Number: 201812410512		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Integral Associates CA, LLC		Entity DBA: Essence California	

Entity Description: Permitted to proceed with four applications in the state of California for two conditional dispensary and delivery license, conditional dispensary, delivery and consumption license, and conditional distribution and non-storefront delivery license.

Entity Phone: 312-471-6720	Entity Email: licensing@gtigrows.com	Entity Website:
Entity Address 1: 325 W. Huron Street		Entity Address 2: Suite 412
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60654 Entity Country: USA
Entity Mailing Address 1: 325 W. Huron Street		Entity Mailing Address 2: Suite 412
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: Entity Mailing Country: USA
		Suite 412

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Benjamin	Middle Name:	Last Name: Kovler	Suffix:
Marijuana Establishment Name: RISE Holdings, Inc.	Business Type: Marijuana Cultivator		
Marijuana Establishment City: Holyoke	Marijuana Establishment State: MA		

Individual 2

First Name: Benjamin	Middle Name:	Last Name: Kovler	Suffix:
Marijuana Establishment Name: RISE Holdings, Inc.	Business Type: Marijuana Retailer		
Marijuana Establishment City: Amherst	Marijuana Establishment State: MA		

Individual 3

First Name: Anthony	Middle Name: [REDACTED]	Last Name: Georgiadis	Suffix:
Marijuana Establishment Name: RISE Holdings, Inc.	Business Type: Marijuana Cultivator		
Marijuana Establishment City: Holyoke	Marijuana Establishment State: MA		

Individual 4

First Name: Anthony	Middle Name: [REDACTED]	Last Name: Georgiadis	Suffix:
Marijuana Establishment Name: RISE Holdings, Inc.	Business Type: Marijuana Retailer		
Marijuana Establishment City: Amherst	Marijuana Establishment State: MA		

Individual 5

First Name: Andrew	Middle [REDACTED]	Last Name: Grossman	Suffix:
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Marijuana Establishment Name: RISE Holdings, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Holyoke Marijuana Establishment State: MA

Individual 6

First Name: Andrew Middle Name: Last Name: Grossman Suffix:
Marijuana Establishment Name: RISE Holdings, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Amherst Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 28 Appleton Street
Establishment Address 2:
Establishment City: Holyoke Establishment Zip Code: 01040
Approximate square footage of the Establishment: 100000 How many abutters does this property have?: 35
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Information FINAL RISE Holdings_GTI MA.pdf	pdf	5b71d6333f9f81395f135175	08/13/2018
Community Outreach Meeting Documentation	RISE Holdings, Inc. - Community Meeting Attestation Form.pdf	pdf	5ba25af789bc002d9918c471	09/19/2018
Plan to Remain Compliant with Local Zoning	RISE Holdings, Inc - 28 Appleton Special Use Permit.pdf	pdf	5ba25b025e9b3d2d528a94e9	09/19/2018
Plan to Remain Compliant with Local Zoning	Compliance with local codes ordinances bylaws dr rev.pdf	pdf	5ba931104cfbe26336424bc5	09/24/2018

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.: \$0.01

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan - Rise Holdings FINAL11July18 jp (BK Edits) revised sep18dr.pdf	pdf	5ba25b130d95792d85f4463f	09/19/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:

First Name: Benjamin Middle Name: Last Name: Kovler Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: Anthony Middle Last Name: Georgiadis Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Andrew Middle Last Name: Grossman Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Dina Middle Name: Last Name: Rollman Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:
Entity Legal Name: GTI Core, LLC Entity DBA: Federal Tax Identification Number EIN/TIN:
Entity Description: 100% Owner of RISE Holdings, Inc.
Phone: 312-471-6720 Email: drollman@gtigrows.com
Primary Business Address 1: 325 W. Huron Street Primary Business Address 2: Suite 412
Primary Business City: Chicago Primary Business State: IL Principal Business Zip Code: 60654
Additional Information:

Entity Background Check Information 2

Role: Parent Company Other Role:
Entity Legal Name: Green Thumb Industries Inc. Entity DBA: Federal Tax Identification Number EIN/TIN:
Entity Description: Publicly traded company; ultimate parent company of GTI Core, LLC and RISE Holdings, Inc.
Phone: 312-471-6720 Email: drollman@gtigrows.com
Primary Business Address 1: 325 W. Huron Street Primary Business Address 2: Suite 412
Primary Business City: Chicago Primary Business State: IL Principal Business Zip Code: 60654
Additional Information: Green Thumb Industries Inc. is a Canadian, publicly traded company listed and traded with shares on the

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Entity Conversion_156D_Certified_2018-4-19 (1).pdf	pdf	5b71e8685e9b3d2d528a7046	08/13/2018
Bylaws	RISE Holdings - For Profit By-laws.pdf	pdf	5b71e86903a477392d0a26b8	08/13/2018
Department of Revenue - Certificate of Good standing	RISE Holdings Inc Revenue Certificate of Good Standing GTI Massachusetts NP Corp.pdf	pdf	5b9181c83774233941395295	09/06/2018
Secretary of Commonwealth - Certificate of Good Standing	RISE Holdings Inc Commonwealth Certificate of Good Standing.pdf	pdf	5b9181ee03a477392d0a420e	09/06/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Rise Holdings Certificate of Good Standing Department of Unemployment Assistance.pdf	pdf	5de982bb160e3b57a3dd58e7	12/05/2019
Secretary of Commonwealth - Certificate of Good Standing	Rise_Certificate of Good Standing Secretary of Commonwealth.pdf	pdf	5de982bcbcb01253152f9432	12/05/2019
Department of Revenue - Certificate of Good standing	1-09-2020 Cert of Good Standing.pdf	pdf	5e1787610aa7ba5339f6eddc	01/09/2020

Massachusetts Business Identification Number: 001324646

Doing-Business-As Name:

DBA Registration City: Holyoke

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Rise_Holyoke Business Plan UPDATED_.pdf	pdf	5dea5bc7170b4c5353e3d8c5	12/06/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Security plan	Rise_Security Plan UPDATED .pdf	pdf	5de984cc66a32657cfbde3eb	12/05/2019
Quality control and testing	Rise_Quality Control and Testing (PM) UPDATED .pdf	pdf	5de984cdd5b0805341c65495	12/05/2019
Inventory procedures	Rise_Inventory Procedures UPDATED .pdf	pdf	5de984ceb4f83557d6cc9ff6	12/05/2019
Maintaining of financial records	Rise_Maintaining Financial Records.pdf	pdf	5de984cfea4df3530e647c8b	12/05/2019

Restricting Access to age 21 and older	Rise_Plan for Restricting Access to Age 21 and Older UPDATED .pdf	pdf	5de984f874bb15534cd4fb4e	12/05/2019
Separating recreational from medical operations, if applicable	Rise_Plan for Separating Recreational from Medical Operations (UPDATED).pdf	pdf	5de984f966a32657cfbde3ef	12/05/2019
Prevention of diversion	Rise_Prevention of Diversion UPDATED .pdf	pdf	5de984fad5b0805341c65499	12/05/2019
Qualifications and training	Rise_Qualifications and Trainings UPDATED.pdf	pdf	5de984fbb4f83557d6cc9ffa	12/05/2019
Record Keeping procedures	Rise_Recordkeeping Procedures UPDATED .pdf	pdf	5de984fcea4df3530e647c8f	12/05/2019
Storage of marijuana	Rise_Storage of Marijuana UPDATED.pdf	pdf	5de98507160e3b57a3dd58f3	12/05/2019
Transportation of marijuana	Rise_Transportation Procedures UPDATED .pdf	pdf	5de98507bcb01253152f9442	12/05/2019
Diversity plan	Rise_Updated Diversity Plan.pdf	pdf	5de9863cd5b0805341c654a5	12/05/2019
Personnel policies including background checks	Rise_Personnel Policies Including Background Checks UPDATED (PM).pdf	pdf	5de98685ea4df3530e647c9b	12/05/2019

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 Agree

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Rise has met our goal of volunteering with the Amherst Survival Center through participating in food, clothing, and other volunteer events with Amherst Survival Center. Rise has maintained a relationship with Carleen Basler, the Program Director/ Volunteer Coordinator from the Amherst Survival Center who has helped Rise plan different volunteer activities to participate in the coming months, including a holiday clothing drive. Rise will continue not only to co-host volunteer events with the Amherst Survival Center but will also create volunteer opportunities for employees to participate in. Rise will encourage their employees to participate in volunteer hours by posting different volunteer opportunities for their team members to participate in.

Rise is in the process of organizing their quarterly community service day and plans to coordinate with either the Western Massachusetts Food Bank or the Amherst Survival Center to volunteer their time with.

Progress or Success Goal 2

Description of Progress or Success: Rise has met our goal of volunteering with the Food Bank of Western Massachusetts by coordinating a holiday food drive for the Food Bank. Rise has maintained a relationship with Amanda Reynolds, the Outreach Coordinator at the Food Bank, to ensure future volunteer initiatives for their team members to participate in. The Food Bank of Western Massachusetts serves Franklin, Berkshire, Hampshire and Hampden County including eight of the Commission designated Areas of Disproportionate Impact. Specifically, Pittsfield, Amherst, Greenfield, Monson, North Adams, Holyoke, West Springfield and designated census tracts of Springfield.

Rise is in the process of organizing their quarterly community service day and plans to coordinate with either the Western Massachusetts Food Bank or the Amherst Survival Center to volunteer their time with.

Progress or Success Goal 3

Description of Progress or Success: Rise has been successful in participating in the Cannabis Consumer Council by not only attending the most recent Pioneer Valley Cannabis Industry Summit held on June 19, 2019 but has also maintained a membership with the Massachusetts Recreational Consumer Council. To continue their efforts to assist and participate in the Massachusetts Recreational Consumer Council, Rise has reached out to Joseph Gilmore to collaborate on other outreach and volunteer efforts.

Progress or Success Goal 4

Description of Progress or Success: Rise has successfully sponsored a national expungement day event, in Quincy, MA, that was hosted by Ermont Dispensary. Several industry leaders attended this event, including Commissioner Title.

Progress or Success Goal 5

Description of Progress or Success: Rise has successfully participated in numerous other volunteer activities within the communities of Holyoke and Worcester. On September 20, 2019, Rise helped rebuild the home of a disabled veteran living in Holyoke. On September 28, 2019, Rise participated in a volunteer event in Amherst to clean the front river in Amherst. Rise participated in the Making Strides Breast Cancer Walk in Worcester on October 6, 2019 and collected in store donations during the month of October. Additionally, Rise has been working to arrange volunteer opportunities with Cancer Connection and The Hospice of the Fisher Home.

Progress or Success Goal 6

Description of Progress or Success: Since obtaining a final license, Rise has successfully created 71 full time employment positions within their Cultivation and Product Manufacturing facility in Holyoke. Of the 71 full time employment positions, 22 (31%) individuals reside in Holyoke, an Area of Disproportionate Impact.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Rise Holdings, Inc. ("Rise") has successfully held a job fair in August 2019. The event was open to the public, including the residents of Holyoke. This event was held at Gateway City Arts in Holyoke, MA and was advertised and publicized on both social media and local media outlets.

Diversity Progress or Success 2

Description of Progress or Success: Rise has successfully posted employment opportunities not only on their own website and other online outlets, but they also make a special effort to partner with diversity focused groups to ensure they reach a wide variety of candidates falling into one of the five (5) diversity categories. Specifically, Rise has partnered with Students for Sensible Drug Policy, Minorities for Medical Marijuana and Elevate Northeast.

Diversity Progress or Success 3

Description of Progress or Success: Since obtaining a final license, Rise has successfully created 71 full time employment positions within their Cultivation and Product Manufacturing facility in Holyoke. Of the 71 full time employment positions, 34 (48%) individuals fall into one of the following categories: women, veteran, persons with disabilities, LGBTQ or minority.

Currently, Rise has 13 open positions. These open positions have not only been posted on Rise's website but have also been posted on Glassdoor, Indeed, and intends to advertise on other diverse publications.

Diversity Progress or Success 4

Description of Progress or Success: Rise has been successful in creating an internal newsletter that encourages current employees to recommend individuals falling into the above-listed demographics for employment. This newsletter is not only distributed internally to employees residing in Massachusetts but also promotes and highlights Rise and their community and employment initiatives to Green Thumb Industries, Inc.'s team's across the United States.

Diversity Progress or Success 5

Description of Progress or Success: In an effort to emphasize Rise's zero-tolerance commitment of harassment and discrimination in the workplace, Rise successfully launched their own unconscious bias training in 2019. Rise directed facility leaders to their corporate division to disseminate training learned in order for them to train their respective teams of employees. Rise has also implemented diversity training into their employee onboarding measures and requires all employees to participate in ongoing diversity training to ensure knowledge of newly determined best practices and policies.

Diversity Progress or Success 6

Description of Progress or Success: Additionally, Rise has successfully participated in the Careers in Cannabis Panel at NECANN in Springfield, MA, where Britteny Soto, Green Thumb Industries, Inc.'s Talent Acquisition Partner, sat on a panel to discuss issues and information revolving around careers within the Cannabis industry.

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

Item 1

Label Picture:

Document Category	Document Name	Type	ID	Upload Date
	Concentrate Rythm Label 2.pdf	pdf	5de9a73e8bdcfd57ae529105	12/05/2019
	Concentrate Rythm Label 1.pdf	pdf	5de9a7419c1081532b9a8a69	12/05/2019
	Concentrate Rythm.pdf	pdf	5dea669c74bb15534cd4fcd2	12/06/2019

Name of Item: Concentrate Rythm (Balance, Energize, Relax Heal) Live Sugar "Strain" **Item Type:** Concentrate

Item Description: Rythm Live Sugar Concentrates are hydrocarbon extracted oils from freshly frozen plant material post-harvest. Freezing plant material immediately following harvest helps to preserve terpenes that would otherwise be lost during the drying process of the plants. Rythm Live Sugar can be produced from any variety in our strain list (below) or future varieties that we cultivate.

Item 2

Document Category	Document Name	Type	ID	Upload Date
	Flower Rythm Label.pdf	pdf	5de9a7a0160e3b57a3dd5978	12/05/2019

Name of Item: Flower Rythm (Balance, Energize, Relax, Heal) "Strain" Popcorn Qtr **Item Type:** Flower

Item Description: Rythm Popcorn, packaged in quarter ounces, is a lightly trimmed form of our premium cannabis flower, packaged in "popcorn" size pieces. Rythm Popcorn can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 3

Document Category	Document Name	Type	ID	Upload Date
	Balance Rythm Label.pdf	pdf	5de9a7e774bb15534cd4fbc3	12/05/2019

Name of Item: Flower Rythm (Balance, Energize, Relax, Heal) "Strain" Eighth **Item Type:** Flower

Item Description: Rythm Flower, packaged in eighth ounces, is a premium line of cannabis flower trimmed to the highest quality. Rythm Flower can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 4

Document Category	Document Name	Type	ID	Upload Date
	Reserve Label.pdf	pdf	5de9a821fd468857b99bf78e	12/05/2019

Name of Item: Flower Rythm Reserve (Balance, Energize, Relax, Heal) "Strain" Eighth

Item Type: Flower

Item Description: Rythm Reserve Flower, packaged in eighth ounces, comes from our higher end varieties within our premium line of cannabis flower, and trimmed to the highest quality. Rythm Reserve Flower can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 5

Document Category	Document Name	Type	ID	Upload Date
	Flower Rythm Label.pdf	pdf	5de9a8adb4f83557d6cca06e	12/05/2019

Name of Item: Flower Rythm (Balance, Energize, Relax, Heal) "Strain" Gram

Item Type: Flower

Item Description: Rythm Flower, packaged in eighth ounces, is a premium lin of cannabis flower trimmed to the highest quality. Rythm Flower can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 6

Document Category	Document Name	Type	ID	Upload Date
	Flower Rythm Label.pdf	pdf	5de9aed940e348579197fe11	12/05/2019

Name of Item: Flower Rythm Reserve (Balance, Energize, Relax, Heal) "Strain" Gram

Item Type: Flower

Item Description: Rythm Reserve Flower, packaged in eighth ounces, comes from our higher end varieties within our premium line of cannabis flower, and trimmed to the highest quality. Rythm Reserve Flower can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 7

Document Category	Document Name	Type	ID	Upload Date
	Bay State.pdf	pdf	5de9a93f7aad8653363c04d0	12/05/2019
	Bay State 2.pdf	pdf	5de9a94066a32657cfbde474	12/05/2019

Name of Item: Incredibles Chocolate

Item Type: Edible MIP

Item Description: Affagato, Bay State Bar, Cherry CBD, Mile High Mint, Peanut Budda Buddha, Strawberry Crunch

Incredibles Chocolates are made with high purity cannabis distillate, infused into top quality compound chocolate, with various flavors and inclusions such as; mint, pretzels, freeze dried strawberries, and more. Chocolates are packaged as 20 5mg pieces.

Item 8

Document Category	Document Name	Type	ID	Upload Date
	Gummy Label.pdf	pdf	5de9a99ea9ef3857c445cd51	12/05/2019

Name of Item: Incredibles Gummy

Item Type: Edible MIP

Item Description: Red Drops, Sour Apple, Sour Peach, Sour Watermelon, Strawberry CBD

Incredibles Gummies are gelatin based, made with high purity cannabis distillate, infused into top quality ingredients with various flavors such as; peach, watermelon, strawberry, and more. Gummies are packaged as 20 5mg pieces.

Item 9

Document Category	Document Name	Type	ID	Upload Date
	Dog walker label 2.pdf	pdf	5de9a9fdbcb01253152f94c8	12/05/2019
	Dog walker label.pdf	pdf	5de9a9ff9c1081532b9a8a74	12/05/2019

Name of Item: Pre-Roll Dogwalker (Play, Sit, Stay) "Strain" 5-pk

Item Type: Flower

Item Description: Dogwalkers is a premium brand of pre-rolled joints made with ground buds of the cannabis plant, rather than lower quality trim or shake, and made for casual walks with you dog. Our core product is packaged as 5 mini pre-rolls totaling 1.75 grams. Rythm Dogwalkers can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 10

Document Category	Document Name	Type	ID	Upload Date
	big dog label.pdf	pdf	5de9aa65160e3b57a3dd5984	12/05/2019
	big dog label.pdf	pdf	5de9aa8a66a32657cfbde47e	12/05/2019

Name of Item: Pre-Roll Dogwalker Big Dog (Play, Sit, Stay) "Strain"

Item Type: Flower

Item Description: A Dogwalkers Big Dog is a larger version of our premium pre-rolled joints, made for the long walks, and packaged as a single 0.75 gram joint. Big Dogs can be found in any variety in our strain list (below), or future varieties that we cultivate.

Item 11

Document Category	Document Name	Type	ID	Upload Date
	Cannabis Oil Pic 2.pdf	pdf	5de9aadf40e348579197fdcf	12/05/2019
	Cannabis Oil 3.pdf	pdf	5de9aae0ea4df3530e647d23	12/05/2019

Name of Item: Rythm Premium Cannabis Oil (Balance, Energize, Relax, Heal) "Strain"

Item Type: Concentrate

Concentrate

Item Description: Rythm Premium Cannabis Oil Applicators are derived from a combination of CO2 extracted, high purity cannabis terpenes and CO2 extracted cannabis concentrate that goes through an ethanol mediated winterization process. This premium oil is packaged in a metered glass syringe, to be taken orally or used for cooking.

Item 12

Document Category	Document Name	Type	ID	Upload Date
	Incredibles 2.pdf	pdf	5de9ab11170b4c5353e3d805	12/05/2019

Name of Item: Incredibles

Item Type: Edible MIP

Item Description: Mixed Fruit Tart and Ice Mint

Incredibles Tarts and Mints are made with high purity cannabis distillate, infused into top quality ingredients with various flavors such as; lemon, green apple, grape, and mint.

Item 13

Document Category	Document Name	Type	ID	Upload Date
	dreamy label.pdf	pdf	5de9adadb4f83557d6cca07f	12/05/2019
	Lift Label.pdf	pdf	5de9adb040e348579197fe07	12/05/2019

Name of Item: Tincture The Feel Collection

Item Type: Tincture

Item Description: CBD 10:1 Feel Healed, CBN 1:1 Feel Dreamy, Sativa Feel Energized

The Feel Collection Tinctures are made with high purity cannabis distillate, infused into the highest quality grapeseed oil with added essential oils for flavor and therapeutic effect. Each tincture has a unique cannabinoid ratio to promote various desired effects. Tinctures are packaged as 30 0.5mL doeses,

administered orally/sublingually through a metered glass dropper top.

Item 14

Document Category	Document Name	Type	ID	Upload Date
	Rythm Vape label.pdf	pdf	5de9aea7a9ef3857c445cd6d	12/05/2019
	PAX Label.pdf	pdf	5de9aeaed5b0805341c6553d	12/05/2019
	Vape Label.pdf	pdf	5de9aeb040e348579197fe0d	12/05/2019
	Vape Label 2.pdf	pdf	5de9aeb426aa77532085eaf8	12/05/2019

Name of Item: Vape Rythm (Balance, Energize, Relax, Heal) "Form" "Strain" Concentrate **Item Type:** Non-Edible MIP

Item Description: Cartridge, PAX Pod, Pen

Rythm Vape Products are 100% cannabis derived, from a combination of CO2 extracted, high purity cannabis terpenes and CO2 extracted cannabis concentrate that goes through an ethanol mediated winterization process. Rythm Vapes are offered in three different forms; 300mg Disposable Pen using CCELL technology, 500mg 510-thread Cartridges using CCELL technology, 500mg proprietary PAX Pods to be used exclusively with the PAX Era vaping device.

Please note that vaporizers and vaporizer cartridges are in quarantine as required by the Commission.

Item 15

Document Category	Document Name	Type	ID	Upload Date
	Flower label.pdf	pdf	5de9aebb8bdcfd57ae52912e	12/05/2019
	Flower Label 2.pdf	pdf	5de9aebd7aad8653363c04db	12/05/2019

Name of Item: Flower Strains **Item Type:** Flower

Item Description: French King

Wonder Skunk

Killer Queen

Tangie

Durban

Jack Herer

Brownie Scout

Purple Urkle

Scout Breath

Doc Brownie

Otto

HOURS OF OPERATION

Monday From: 7:00 AM	Monday To: 12:00 AM
Tuesday From: 7:00 AM	Tuesday To: 12:00 AM
Wednesday From: 7:00 AM	Wednesday To: 12:00 AM
Thursday From: 7:00 AM	Thursday To: 12:00 AM
Friday From: 7:00 AM	Friday To: 12:00 AM
Saturday From: 7:00 AM	Saturday To: 12:00 AM

Sunday From: 7:00 AM

Sunday To: 12:00 AM

RISE Holdings, Inc. BUSINESS PLAN

RISE Holdings, Inc. ("RISE") is a partnership of accomplished professionals, business people, world-class entrepreneurs, and philanthropists who are committed to the communities they serve. RISE's leaders have proven experience adhering to sustainable business practices and a deep understanding of the legal environment and regulatory requirements surrounding cannabis. RISE's parent company, Green Thumb Industries Inc., operates cannabis cultivation, processing and dispensary facilities in highly regulated markets across the United States, including: Illinois, Maryland, Nevada, Pennsylvania, and Florida. RISE is a Registered Marijuana Dispensary ("RMD") under the Commonwealth of Massachusetts' Medical Use of Marijuana Program and currently operates a co-located cultivation/processing facility in Holyoke and a retail dispensary in Amherst.

Proven business model operating established medical marijuana facilities in Massachusetts:

There is a learning curve to every new endeavor, and particularly a steep learning curve when navigating the financial and regulatory requirements of taking a medical marijuana business from application submission to operational. For nearly 3 years since submitting their first Application of Intent, RISE (formerly known as GTI Massachusetts NP Corporation) has been a part of the Massachusetts medical cannabis community. Under the existing leadership, RISE was able to complete renovations of their existing co-located cultivation/processing facility and receive their Final Certificate of Registration from the Department of Public Health ("DPH") on April 10, 2018. RISE completed its first harvest of medical cannabis in August 2018.

RISE plans to use the proven methods that were refined in its existing operational cultivation/processing facility to successfully transition and expand into a Tier 11 Marijuana Cultivator under the Act to Ensure Safe Access to Marijuana. This plan is based on the following core steps: (1) leverage existing operational facility, (2) fund the expenses, (3) manage the business according to best practices, (4) work in cooperation and with the support of local authorities (5) give back to the community in which we operate.

1. Leverage Existing Operational Facility:

RISE's current RMD is approximately 45,000 square feet and is located on the second floor of a building in Holyoke, MA. This state-of-the-art cultivation and processing facility is the culmination of years of operational expertise and managed best practices by GTI. The optimized design is anticipated to provide an approximate output of 200 pounds of cannabis per month, which is more than sufficient to supply the demands of the existing medical market. RISE, at full capacity of the current cultivation footprint, will be able to produce up to 450 pounds of cannabis per month to serve the adult use and medical markets, with a minimum of 157.50 pounds dedicated specifically for medical patients.

As the adult-use market matures, RISE has the ability to scale up with the market as it evolves. The flexibility of roughly an additional 50,000 square feet in the existing building puts RISE in a

position to adjust to market demands without compromising the existing operations and the security and safety of the employees and community at large.

2. Fund Expenses

RISE's principals have a comprehensive understanding of the capital required to maintain and expand the existing cultivation/processing facility for the new adult-use market. To date, RISE has committed over \$9 million to the renovations and existing facility. With the knowledge of the current Massachusetts medical market, combined with RISE's experience through its parent company GTI, has led RISE to develop a spending plan for Massachusetts that includes \$6.4 million of capital to bring the cultivation/production capacity to 100% and an additional \$3.5 million of working capital cushion for contingencies, any surprises and future expansion needs.

3. Manage the Business According to Best Practices

There are additional pillars to RISE's business model that will increase its likelihood for success in the transition from a medical to co-located medical/adult-use facility. These are practices that RISE's parent company GTI has implemented in other markets and improved and perfected upon in RISE's current RMD operations in Holyoke. These include:

Access to banking: RISE has already secured a banking relationship with an established financial institution. This relationship allows RISE to accept checks, run payroll efficiently, and optimize the safety of all involved with accounts payable and accounts receivable.

Best-in-class security: RISE has hired a best-in-class security team and security and surveillance system in Holyoke, top to bottom. RISE's current system has been thoroughly vetted by the DPH and will comply with the Cannabis Control Commission's ("CCC") security and surveillance regulations. Neither RISE nor its affiliated entities in other states has ever experienced a security breach or incident to date.

Safe, high quality cannabis for patients and consumers: At RISE Holyoke and its affiliated cultivation/processing facilities across the country, there is an operational infrastructure that ensures the production of safe, high quality cannabis and cannabis products. This infrastructure includes: (1) our existing Facilities General Manager that ensures optimum efficiency within the facility, and Cultivation Manager and Lab Manager with a wealth of cannabis experience; (2) executing stringent quality control practices/quality processes that have been perfected over years of operational experience and previously vetted and approved by the DPH; and (3) continual feedback and guidance from RISE's operating dispensary, and patients/consumers across the Commonwealth and country. These measures have enabled RISE to consistently cultivate and manufacture the highest quality cannabis and cannabis products and never experience a voluntary or mandatory product recall.

Exemplary employee working conditions, benefits and training: RISE is dedicated to creating a corporate culture that employees are proud to join. The culture at RISE is attributed to the experience of leadership's success both in the cannabis sector and in previous companies,

creating thousands of jobs and over \$1 billion in revenue over the last 15 years. RISE's existing operations in Massachusetts offer working conditions, benefits and training that have helped set the standard for the regulated cannabis industry. RISE will continue its efforts to (a) ensure diversity in hiring; (b) maintain one of the most secure facilities in the industry using sophisticated security and surveillance systems and highly trained security officers on site so employees feel safe; (c) offer above-market wages (starting at \$15/hour, and higher depending on qualifications and experience), a full benefits package including healthcare insurance for full-time employees, investment in a human resources manager who attends to the employees' needs; and (d) continual staff training and development.

4. Work In Cooperation and With Support of Local Authorities

RISE believes strongly in laying the foundation of a mutually beneficial relationship with the community in which it operates. This process started long before RISE received approvals for its RMD and set a course of cooperation and transparency that guides the relationship with the City of Holyoke to this day. Through its conversations with Holyoke city officials and community leaders, RISE has been able to demonstrate its commitment to aiding in security, safety and economic development.

5. Give back to the Community That We Serve.

RISE currently and will continue to directly and indirectly provide substantial beneficial fiscal impact to the City of Holyoke. RISE has entered into a community host agreement with Holyoke whereby all fiscal benefits to the City can be quantified. As an organization committed to philanthropy, RISE looks forward to expanding its philanthropic mission by forming relationships with local charitable organizations to help further their respective goals. In addition to municipal benefits under the host community agreement, the tax payments to the City would include all local property as well as any applicable excise tax allowed under the law. Specifically, to date:

- RISE leadership helped sponsor a career fair and event providing pro-bono services to seal or expunge records for non-violent drug offenses to help promote local job growth in Holyoke and surrounding communities.
- RISE works directly with local Holyoke community leaders to help provide micro-grants to local non-profits that serve the specific Ward and surrounding areas where RISE operates.
- RISE leadership, along with local business leaders came together to provide assistance and a night out for victims of a 2017 New Year's Day fire which displaced dozens of families. Families were treated to a catered family meal, including transportation, along with gift cards to help with basic needs and replacement of lost holiday gifts.

Financial Plan:

Introduction

RISE's founders and leadership team have a long history of building successful and financially sustainable cannabis businesses. From the Board and CEO through to the grower/processor facility operators, key members of the RISE team have proven their abilities and superior business acumen in the operation of medical and adult-use cannabis grower/processor facilities in states with highly regulated cannabis programs.

This cannabis experience has given RISE the expertise and knowledge necessary to expand its grower/processor operation to benefit the community and the residents of Holyoke and Massachusetts, and to provide a long term, stable, and sustained source of cannabis to customers.

GTI's founders have already raised more than \$220 million to fund their medical and adult-use cannabis operations in Illinois, Nevada, Maryland, Pennsylvania, Florida, Ohio, New York, and Massachusetts. GTI has \$10 million of capital ready for deployment in Massachusetts and a sound, sustainable spending plan that will allow it to transition to and subsequently run a successful medical and adult-use grower/processor and laboratory facility.

RISE's affiliated entities (GTI-Clinic Illinois Holdings, LLC, GTI Maryland, LLC, GTI Pennsylvania, LLC, GTI Florida, LLC, GTI Ohio, LLC, GTI Nevada, LLC and GTI New York, LLC) currently operate medical cannabis grower/processor and dispensary operations in highly-regulated medical cannabis markets, including Illinois, Maryland, and Pennsylvania, and are currently implementing grower/processor and dispensary operations in Florida, Ohio and New York. RISE's affiliated entity, GTI Nevada, LLC, also operates combined medical and adult-use dispensaries in the state of Nevada and is currently building out a grower/processor facility for the market. As such, **RISE has managed the financial requirements of state cannabis permit programs, like Massachusetts, multiple times before and understands the financial demands of these operations.**

Capital Expenditure Plan

RISE has the capital and experience necessary to expand our existing medical grower/processor for the adult-use market and has already invested significant capital into the facility. To date, RISE has invested over \$10 million for the build-out of its grower/processor at Holyoke including construction-related capital spend and capital for equipment needed to grow, harvest, extract, process, and package cannabis and cannabis products. The following sets out RISE's prior capital expenditures at the grower/ processor facility in Holyoke:

Table 1: Capital Expenditures

Category	Amount
Architectural / Engineering	\$472,033
Asbestos Abatement	\$70,973
Construction Contract	\$8,021,820
Electrical	\$62,516
Interior Design	\$1,675
<i>FF&E</i>	
Cultivation FF&E	\$858,706
Electrical, Security & IT FF&E	\$344,955
Processing FF&E	\$298,802
Total	\$10,131,480

To prepare the grower/processor facility for the adult use market, RISE has identified another \$6.4 million in capital spend needed. This additional upgrade includes a construction budget of \$2.0 million for the lab space and \$3.0 million to build out and condition the space for four additional grow rooms. A further \$1.4 million will be spent on FF&E for the cultivation rooms and laboratory. RISE's experience gives it confidence that it has the proper supply chain, vendor contacts and other important industry relationships, in addition to the expertise, necessary to execute this capital expenditure plan and to provide a reliable and sustainable supply of cannabis to both the medical and adult-use market in Massachusetts.

Business Forecast

RISE has formulated a business forecast based on both demand modeled from established medical cannabis markets along with the current trajectory of the Massachusetts cannabis market, and its estimation of the Massachusetts adult-use market. To estimate customer demand, RISE has modeled the Massachusetts medical and adult-use cannabis market using adoption rate and penetration data from numerous states with established markets. RISE projects that it will need to produce approximately 2400-3600 pounds of cannabis flower annually to meet market demand in 2019. This estimate is based on conservative assumptions detailed below plus current output estimates. RISE believes that overall demand in the Massachusetts cannabis market will increase up to ten-fold more in the next five years as the adult use market expands.

RISE has created a five-year model for its Massachusetts grower/processor facility, based on real-world cannabis experience in several other states. Five core assumptions drive this model:

- *CONSERVATIVE MEDICAL CANNABIS PATIENT ADOPTION AND ADULT-USE PENETRATION RATES:* RISE estimates that as the adult-use market comes online, the number of medical cannabis patients starts declining, consistent with patterns observed in other adult-use states. Using data from the Substance Abuse and Mental Health Services Administration detailing the percentage of cannabis smokers aged 25 and older in Massachusetts, RISE has modelled a recreational customer penetration rate commencing at the observed level, 6.34%, and gradually increasing by 100 basis points per year. We believe we have been conservative with our approach.
- *USAGE PER CUSTOMER:* A grower/processor will need to produce ~0.7 pounds of marijuana per MMJ patient per year and ~0.3 pounds of marijuana per recreational customer per year.
- *SPEND PER CUSTOMER:* Based on adult-use customer and medical cannabis patient trends, GTI models that each recreational customer ticket will be about \$80 and that each medical cannabis patient will, on average, spend \$220 per month, or \$2,640 per year. This spend is consistent with spend patterns observed at our recreational dispensaries in Nevada and the RISE dispensary in Amherst.
- *MARKET SHARE ASSUMPTION:* The prior three assumptions drive the market demand curve. Proper budgeting calls for RISE to thoughtfully project our market share. As we are conservative in our forecasting, our market share declines over time as the recreational market expands. It is worth noting that history has shown that not all the groups awarded grower/processor permits can execute and become operational. Illinois awarded 20 permits and more than two years later only 14 operators had brought product to market. Nevada awarded ~180 grower permits in 2015 and by March 2017, only 77 grower facilities were operational. However, following the advent of the recreational market, 120 Nevada grower facilities were licensed as of February 2018. In Massachusetts, there are currently 38 unique registered marijuana dispensaries approved to operate. Therefore, we modeled an initial 0.01% market share that declines over time.
- *ANNUAL COST ASSUMPTIONS:* Yearly cost assumptions for the grower/processor are based upon a variety of factors like rent, cost of goods sold, payroll and utilities. A fully vertically integrated cannabis business, meaning one that controls the supply, distribution and selling of its cannabis product, can expect to experience gross margins in the range of 50% to 75%. RISE has modeled its cost of goods sold based on the product costs it experiences in its grower/processor operations across the country in addition to considering the current levels of operating expense at the grower/processor facility in Holyoke.

RISE excels at analyzing the market and making decisions based on the available data. RISE will use its skills and experience to build a successful and long-lasting business in Massachusetts that will ensure a sustainable supply of cannabis products for customers.

RISE's grower/processor facility is currently operational, and its first harvest occurred in August 2018. As such, the facility is already burning significant cash as we look to supply our RISE Amherst dispensary with medical cannabis and medical cannabis products. As part of our financial plan, we will capitalize the business sufficiently to cover interim working capital costs such as wages, rent, utilities and insurance. This working capital cushion of about \$3.5 million provides a longer runway that has been needed in other states but given that cannabis markets can mature unpredictably, we are positioned to ensure the financial sustainability of the business.

Corporate Structure

RISE is a wholly-owned subsidiary of GTI Core, LLC, which in turn is wholly owned, through two wholly-owned intermediary holding companies (VCP23, LLC and GTI23, Inc.), by Green Thumb Industries Inc. ("GTI") which serves as the ultimate parent company in the GTI corporate structure.¹

* * *

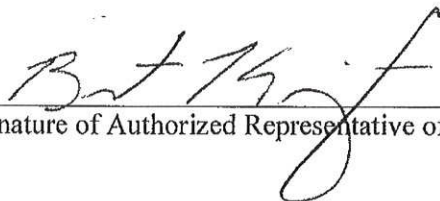
¹ Please be advised that GTI23, Inc. and VCP23, LLC were not previously disclosed on RISE's initial applications for licensure. Day-to-day decisions of RISE are made by GTI Core, LLC and Green Thumb Industries Inc., both of which have been previously disclosed. We do not believe GTI23, Inc. and VCP23, LLC have any direct or indirect control of RISE and do not need to be further disclosed at this time. To the extent disclosure is required, we expect to be notified by the Cannabis Control Commission following their review of RISE's renewal application.

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, Bret Kravitz, (*insert name*) certify as an authorized representative of RISE Holdings, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with City of Holyoke (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on May 11, 2018 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Alex Morse, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Holyoke (*insert name of host community*) to certify that the applicant and Holyoke (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 05-17-18 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

**HOST COMMUNITY AGREEMENT
ADULT USE MARIJUANA ESTABLISHMENT
LICENSE CLASS: MARIJUANA CULTIVATOR**

Upon execution by all parties, this HOST COMMUNITY AGREEMENT (the "Agreement") shall be effective as of the date signed by all parties, by and between the **CITY OF HOLYOKE** (the "CITY"), a municipal corporation with principal offices at 536 Dwight Street, Holyoke, Massachusetts 01040, acting by and through the Mayor, and **RISE HOLDINGS, INC.** whose principal office is located at 123 Main Street, Holyoke, MA 01040 (the "OPERATOR").

WHEREAS, the OPERATOR proposes to locate an Adult Use Marijuana Establishment (the "Establishment") in the CITY in accordance with regulations issued by the Massachusetts Cannabis Control Commission (the "CCC");

WHEREAS, the obligations of the OPERATOR set forth herein are specifically contingent on the OPERATOR being granted one or more Final Licenses from the CCC to operate the Establishment in the CITY (the "License") and on acquiring all required local permits and approvals; and

WHEREAS, the parties intend hereby to stipulate conditions and responsibilities between the CITY and the OPERATOR not covered by local zoning approval processes or CCC licensing requirements;

NOW, THEREFORE, in consideration of the above and in accordance with G.L. c. 94G, § 3(d), the Operator offers and the CITY accepts the Agreement as follows:

1. **Impact.** The purpose of this Agreement is to assist the CITY in addressing Community Impacts directly proportional and reasonably related to the OPERATOR. "Community Impacts" means, collectively, the following potential and actual impacts to the CITY directly related to or resulting from the construction and operation of the Establishment such as: (i) increased use of CITY services; (ii) increased use of CITY infrastructure; (iii) the need for additional CITY infrastructure, employees and equipment; (iv) increased traffic and traffic congestion; (v) increased air, noise, light and water pollution; (vi) issues related to public safety and addictive behavior; (vii) loss of CITY revenue from displacement of current businesses; (viii) issues related to education and housing; (ix) quality of life; and (x) costs related to mitigating other impacts to the CITY and its residents.
2. **Impact Fee.** In the event that the OPERATOR obtains one or more Final Licenses from the CCC and receives any and all necessary and required permits and licenses issuable by the CITY, which said permits and/or licenses allow the OPERATOR to locate, occupy, and operate one or more Adult Use Marijuana Establishments in the CITY, then the OPERATOR agrees to pay the CITY a Host Community Fee according to the following terms:
 - The OPERATOR shall pay the CITY a percentage of gross revenue from all of the OPERATOR's operations in the CITY in accordance with the following schedule:

- Three percent (**3%**) of gross revenue from all of the OPERATOR's operations in the CITY during each full Calendar Year of operations for the term of this Agreement;
 - Gross Revenue shall include the revenue from production, sales, operations, or services in the CITY pursuant to the License, to the maximum extent permitted under G.L. c. 94G, § 3(d), regardless of whether those products contain, or facilitate the use, inhalation, or ingestion of marijuana.
 - The calculation of Gross Revenue shall not include: (i) revenue from operations covered under any other Host Community Agreement between the OPERATOR and the City of Holyoke, and (ii) transactions and transfers, within the City of Holyoke, between the Establishment and any other Adult Use Marijuana Establishment operated by the OPERATOR.
 - The OPERATOR shall, within sixty (60) days from the close of the calendar year, submit a report to the CITY certifying the gross revenue for the preceding calendar year, in addition to any seed-to-sale tracking records required to be reported to the CCC under 935 CMR 500.105(8)(e) & .105(9)(c). The report shall specify the Host Community Fee as calculated under this section and shall be prepared by Certified Public Accountant in accordance with generally accepted accounting principles ("GAAP").
 - Annual payments shall be due and payable no later than ninety (90) days from the close of the calendar year.
 - In addition to the above referenced report to the CITY certifying gross revenue, the OPERATOR shall provide the CITY with an annual report detailing the following information for the preceding Calendar Year: (i) the total number of the OPERATOR's transactions in the CITY (provided same is not a privacy violation); (ii) descriptions of any incidents on-site at the Establishment operated within the CITY that required a public safety response; and (iii) other such information reasonably requested by the CITY.
3. **Impact Fund.** The CITY shall use the above-referenced payments in its sole discretion consistent with the purpose of this Agreement and in accordance with G.L. c. 94G, § 3.
 4. **Taxation.** At all times during the term of this Agreement, real property owned or operated by the OPERATOR shall be treated as taxable, and all applicable real estate and property taxes for that property shall be paid either directly by the OPERATOR or by its landlord. The OPERATOR shall not challenge the taxability of such property and shall not submit any applications for any statutory exemption from such taxes.
 5. **Abatement.** Notwithstanding Paragraph 2 above: (a) if real property owned or operated by the OPERATOR is determined to be exempt for taxation or partially exempt, or (b) if the value of such property is abated with the effect of reducing or eliminating the tax

which would otherwise be paid if assessed at full, fair market value, then the OPERATOR shall pay to the CITY an amount which, when added to the taxes, if any, paid on such property, shall be equal to the taxes which would have been payable on such property at full assessed, fair market value and at the otherwise applicable tax rate, if there had been no abatement or exemption. The payment described in this Paragraph 3 shall be in addition to the payments made by the OPERATOR under Paragraph 1 of this Agreement.

6. **Payment in Lieu of Taxation.** In the event that the OPERATOR becomes eligible for status as a charitable organization and a related decrease or elimination of real property taxes, and tax revenue from the OPERATOR's location in the CITY is reduced or eliminated, the OPERATOR will make the assessed, fair market value tax payment directly to the CITY as an additional payment under this Agreement.
7. **Hiring Commitment.** The OPERATOR commits to make good faith efforts to hire qualified Holyoke residents whenever feasible for any employment opportunities that become available. Implementation of the Commitment shall include collaborating with CareerPoint, Holyoke Works, Holyoke Community College, and other available resources within the City of Holyoke to train and/or recruit residents of Holyoke for all employment opportunities. Methods to recruit employees may include collaboration with local labor unions and other recruitment efforts, such as a neighborhood job fair, and posting of notices of opening at strategic locations, including notifying local community organizations about job opportunities. Upon commencing operations and within thirty (30) days of the start of the calendar year for each year this Agreement remains in effect, the OPERATOR will provide the CITY with an annual report for each previous year containing the following information: (1) the OPERATOR's employment level; (2) the number of Holyoke residents employed, and; (3) a description of the measures taken to fulfill this workforce hiring commitment.
8. **Public Safety Cooperation.** The OPERATOR shall comply with the conditions of any special permit issued by the City, including coordinating with the Holyoke Police Department (the "HPD") in the development and implementation of security measures, as required by the Commonwealth of Massachusetts, the CCC, and otherwise, including in determining the placement of exterior security cameras. The OPERATOR will maintain a cooperative relationship with the HPD, including but not limited to periodic meetings to review operational concerns and communication to the HPD of any suspicious activities on the site.
9. **Termination.** This Agreement shall terminate immediately at the time that any of the following occurs: the CITY notifies the OPERATOR of the CITY's termination of this Agreement for CAUSE as defined in this section; the OPERATOR or its assigns ceases to operate the Establishment in the CITY; or if the OPERATOR fails to make payments to the CITY as required under this Agreement and such failure remains uncured for ninety (90) days following written notice to the OPERATOR. CAUSE shall be defined as any instance in which the OPERATOR willfully or negligently violates any laws of the Commonwealth with respect to the operation of the Establishment, and such violation remains uncured for ninety (90) days following written notice to the OPERATOR.

10. **Binding Effect.** This Agreement is binding upon the parties hereto, their successors, assigns, and legal representatives. The Parties shall be prohibited from assigning, in whole or in part, any portion of this Agreement without the written consent of the other party which shall not be unreasonably withheld conditioned or delayed. However, in no event shall this Agreement be modified to provide for a minimum annual payment from the OPERATOR and/or the successors, assigns, and legal representatives of the OPERATOR of less than three percent (3%) of gross revenue from all of the OPERATOR's operations, unless otherwise required under the laws of the Commonwealth.
11. **Compliance.** The OPERATOR shall comply with all laws, rules, regulations and orders applicable to siting pursuant to this Agreement, such provisions being incorporated herein by reference, and shall be responsible for obtaining all necessary licenses, permits, and approvals required for the operation of the OPERATOR's facility. The terms of this Agreement do not supersede ordinances, regulations, and site plan approvals nor do they constitute compliance with any particular regulatory requirement other than the requirement that the OPERATOR enter into a Host Community Agreement with the City pursuant to G.L. c. 94G, § 3.
12. **Re-opener.** Should the CITY enter into a Host Community Agreement with any other Adult Use Marijuana Establishment within the same license class as the OPERATOR, as defined under 935 CMR 500.050(1)(d), for siting in the City of Holyoke at material terms more favorable to the operator of that establishment than the terms of this Agreement are to the OPERATOR of this Establishment, then this Agreement shall be modified to reflect those terms. However, in no event shall this Agreement be modified to provide for a minimum annual payment from the OPERATOR of less than three percent (3%) of gross revenue from all of the OPERATOR's operations. Upon the mutual-agreement of the CITY and the OPERATOR, this Agreement may be terminated at any time.
13. **Notices.** Any and all notices, or other communications required or permitted under this Agreement shall be in writing and delivered postage prepaid mail, return receipt requested; by hand; by overnight delivery service; or by other reputable delivery services, to the Parties at the addresses set forth on the first page of this Agreement or furnished from time to time in writing hereafter by one party to the other party. Any such notices or correspondence shall be deemed given when so delivered by hand, if so mailed, when deposited with the USPS or, if sent by private overnight or other delivery service, when deposited with such delivery service.
14. **Severability.** If any term or condition of this Agreement or any application thereof shall to any extent be held invalid, illegal, or unenforceable, then the validity, legality, and enforceability of the remaining terms and conditions of this Agreement shall not be deemed affected thereby unless one or both of the Parties would be substantially or materially prejudiced.
15. **Choice of Law.** This Agreement shall be governed by, construed, and enforced in accordance with the laws of the Commonwealth of Massachusetts.

16. **Accounting.** The OPERATOR shall maintain its books, financial records, and other compilations of data pertaining to the requirements of this Agreement in accordance with standard GAAP and all applicable guidelines of the CCC. All records shall be kept for a period of at least seven (7) years.
17. **Integration.** This Agreement, including all documents incorporated therein by reference, constitutes the entire integrated agreement between the parties with respect to the matters described. This Agreement supersedes all prior agreements, negotiation and representations, either written or oral and it shall not be modified or amended except by a written document executed by the Parties hereto.
18. **Term.** Except as may otherwise be provided herein, this Agreement shall be in effect for a period of FIVE (5) YEARS from the Effective Date (the "Expiration Date"), except as may otherwise be provided herein. In the event the OPERATOR does not commence operations of the Establishment within the CITY, then this Agreement shall automatically terminate, become void and be of no further force or affect as to either party. For such time as the OPERATOR continues operations within the city, the Parties agree to negotiate a successor Host Community Agreement upon expiration of this agreement. In the event the OPERATOR ceases operations in the CITY prior to Expiration Date, this Agreement shall terminate on such date the OPERATOR ceases operations. Payments due for that Calendar Year shall be apportioned based on the number of days of operation during that quarter. The OPERATOR shall not be required to cease operations upon the Expiration Date of this Agreement unless for CAUSE as defined in Paragraph 10.
19. **Responding to the CCC.** If contacted by the CCC, the City shall promptly provide any information requested concerning the OPERATOR, including confirmation that the site of the Establishment is in a zoning district for which the operation is a permissible use, although a special permit shall be required before operations may commence.
20. **License Renewal.** Upon the request of the OPERATOR in connection with the renewal of its License, the City shall cooperate with and support the OPERATOR's obligation to provide an accounting of the financial benefits accruing to the CITY under this Agreement, as required by 935 CMR 500.103(4)(d).

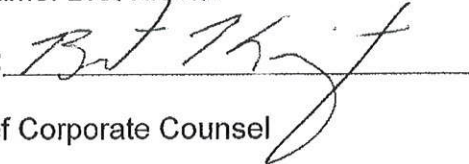
XII. OPERATOR INFORMATION

1. The Provider or vendor's Name: RISE HOLDINGS, INC.
2. Contact Person: Pete Kadens
3. Telephone: 312.282.4281
4. E-mail: pkadens@gtigrows.com

IN WITNESS WHEREOF, the CITY OF HOLYOKE and RISE HOLDINGS, INC., have executed this Agreement as a sealed instrument as of the day and year the same is signed by all parties hereto, on the latest date noted below.

RISE HOLDINGS, INC.:

Printed Name: Bret Kravitz

Signature: 

Title: Chief Corporate Counsel

Date signed: May 11, 2018

CITY OF HOLYOKE:



Alex B. Morse, Mayor

Date signed: 5-17-18

APPROVED AS TO FORM:



Paul Payer, City Solicitor

Date signed: 5-18-18

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

1. The Community Outreach Meeting was held on April 20, 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 April 13, 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 April 12, 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 April 12, 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).

AD TEXT**Holyoke**

NOTICE Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 20, 2018 at 7:00 p.m. at The Holyoke Public Library Community Room 250 Chestnut Street Holyoke, MA . The proposed Marijuana Retailer is anticipated to be located at 130 Race Street Holyoke, MA and proposed Marijuana Cultivator at 28 Appleton Street Holyoke, MA. There will be an opportunity for the public to ask questions. (April 13)

Related Categories: Notices and Announcements - Legal Notice

Published in *The Republican* 4/13. Updated 4/13.

Attachment
B

COPY

FERRITER & FERRITER
LLC
ATTORNEYS AT LAW
1669 NORTHAMPTON STREET • HOLYOKE, MA 01040
TEL 413.535.4200 FAX 413.535.4201

April 12, 2018

Via Hand Delivery

Alex Morse, Mayor
City of Holyoke
536 Dwight Street
Holyoke, MA 01040

RE: Notice of Community Outreach Meeting
GTI - 130 Race Street

Dear Mayor Morse:

Please accept this letter, and the attached Notice of Community Outreach Meeting, as notice that GTI is holding a community outreach meeting on Friday, April 20th, 2018 at 7:00 p.m. at Holyoke Public Library relative to a proposed Marijuana Retailer Establishment to be located at 130 Race Street in Holyoke.

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

FERRITER & FERRITER LLC by

John J. Ferriter, Esquire

JJF:DAB:PAJF\GTIRace Street\Letters to City Officials 4-12-18.docx
Enclosure

NMMO
4/12/2018

NOTICE

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COPY

FERRITER & FERRITER
LLC
ATTORNEYS AT LAW

1669 NORTHAMPTON STREET • HOLYOKE, MA 01040
TEL 413.535.4200 FAX 413.535.4201

April 12, 2018

Via Hand Delivery

Brenna McGee, City Clerk
City of Holyoke
536 Dwight Street
Holyoke, MA 01040

RE: Notice of Community Outreach Meeting
GTI - 130 Race Street

Dear City Clerk McGee:

Please accept this letter, and the attached Notice of Community Outreach Meeting, as notice that GTI is holding a community outreach meeting on Friday, April 20th, 2018 at 7:00 p.m. at Holyoke Public Library relative to a proposed Marijuana Retailer Establishment to be located at 130 Race Street in Holyoke.

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

FERRITER & FERRITER LLC by

John J. Ferriter, Esquire

JJF:DAB:P\JJF\GTI\Race Street\Letters to City Officials 4-12-18.docx

Enclosure

RECEIVED
2018 APR 12 A 10:22
CITY OF HOLYOKE
CITY CLERK'S OFFICE

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Attachment
B

FERRITER & FERRITER
LLC
ATTORNEYS AT LAW

1669 NORTHAMPTON STREET • HOLYOKE, MA 01040
TEL 413.535.4200 FAX 413.535.4201

COPY

April 12, 2018

Via Hand Delivery

Ryan Allen
Holyoke City Council
536 Dwight Street
Holyoke, MA 01040

RE: Notice of Community Outreach Meeting
GTI - 130 Race Street

Dear Mr. Allen:

Please accept this letter, and the attached Notice of Community Outreach Meeting, as notice that GTI is holding a community outreach meeting on Friday, April 20th, 2018 at 7:00 p.m. at Holyoke Public Library relative to a proposed Marijuana Retailer Establishment to be located at 130 Race Street in Holyoke.

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

FERRITER & FERRITER LLC by

John J. Ferriter, Esquire

JJF:DAB:P:\JF\G\GTI\Race Street\Letters to City Officials 4-12-18.docx
Enclosure

Received 4/12/18

[Signature]

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Attachment
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COPY

FERRITER & FERRITER
LLC
ATTORNEYS AT LAW
1669 NORTHAMPTON STREET • HOLYOKE, MA 01040
TEL 413.535.4200 FAX 413.535.4201

April 12, 2018

Via Hand Delivery

RECEIVED

APR 17 2018

Marcos A. Marrero, Director
Office of Planning & Economic Development
20 Korean Veterans Plaza, Room 406
Holyoke, MA 01040

RE: Notice of Community Outreach Meeting
GTI - 130 Race Street

Dear Mr. Marrero:

Please accept this letter, and the attached Notice of Community Outreach Meeting, as notice that GTI is holding a community outreach meeting on Friday, April 20th, 2018 at 7:00 p.m. at Holyoke Public Library relative to a proposed Marijuana Retailer Establishment to be located at 130 Race Street in Holyoke.

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

FERRITER & FERRITER LLC by

John J. Ferriter, Esquire

JJF:DAB:P:\JFAG\GTI\Race Street\Letters to City Officials 4-12-18.docx
Enclosure

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COPY

FERRITER & FERRITER
LLC
ATTORNEYS AT LAW

1669 NORTHAMPTON STREET • HOLYOKE, MA 01040
TEL 413.535.4200 FAX 413.535.4201

April 12, 2018

Via Hand Delivery

Marcos A. Marrero, Director
Holyoke Zoning Board of Appeals
20 Korean Veterans Plaza, Room 406
Holyoke, MA 01040

RECEIVED

APR 12 2018

RE: Notice of Community Outreach Meeting
GTI - 130 Race Street

Dear Mr. Marrero:

Please accept this letter, and the attached Notice of Community Outreach Meeting, as notice that GTI is holding a community outreach meeting on Friday, April 20th, 2018 at 7:00 p.m. at Holyoke Public Library relative to a proposed Marijuana Retailer Establishment to be located at 130 Race Street in Holyoke.

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

FERRITER & FERRITER LLC by

John J. Ferriter, Esquire

JJF:DAB:P:\JFG\GTI\Race Street\Letters to City Officials 4-12-18.docx
Enclosure

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Attachment
C



NOTICE OF COMMUNITY OUTREACH MEETING

GTI MASSACHUSETTS NP CORPORATION

NOTICE is hereby given that GTI Massachusetts NP Corporation ("GTI") will hold a Community Outreach Meeting on April 20, 2018 at 7 p.m. at The Holyoke Public Library Community Room, 250 Chestnut Street, Holyoke, MA to discuss the proposed siting of a Marijuana Establishment in the City of Holyoke.

GTI intends to apply for a license to operate as a Marijuana Cultivator, to be located at 28 Appleton Street, Holyoke, in accordance with MGL c. 94G, and the Massachusetts Cannabis Control Commission's regulation at 935 CMR 50.000 *et seq.*

Topics to be discussed at the meeting will include, but not be limited to: the type(s) of Marijuana Establishment to be located at 28 Appleton Street in Holyoke; plans for maintaining a secure facility; plans to prevent diversion to minors; plans to positively impact the community; and, plans to ensure the establishment will not constitute a nuisance to the community.

Interested member of the community are encouraged to ask questions and receive answers from GTI's representatives about its proposed facility and operations.



Brenna Murphy McGee MMC, City Clerk
Irma L. Cruz, Assistant City Clerk

OFFICE OF CITY CLERK

Date: August 28, 2018

Re: RISE Holdings Inc. (Formerly GTI)
28 Appleton St.
Holyoke, MA 01040

Special Permit granted to RISE Holdings Inc. (Formerly GTI), to amend an existing permit to allow a Marijuana Manufacturing Establishment in the existing building at 28 Appleton St. Holyoke, MA 01040.

I hereby certify that as of the above date no appeals have been filed in this office.

A true copy attest:

Brenna Murphy McGee

City Clerk

KELLY CAVANAUGH-KELLY
HAMPDEN COUNTY REGISTRY OF DEEDS

28 Appleton St, Holyoke

gn BK, AR

Bk 22348 Pg 521 #53402
09-07-2018 @ 10:20a

Special Permit

A Special Permit which was granted to RISE Holdings Inc. (Formerly GTI) to amend an existing permit to allow a Marijuana Manufacturing Establishment in the existing building at 28 Appleton St., Holyoke MA 01040.

Petitioner: RISE Holdings Inc. (Formerly GTI)
2 Seaport Lane
Boston, MA 02210

Parcel: 28 Appleton St.
Parcel #032 01 001
Book/Page 9688/313

Conditions: 1. That the owner of the building always pay commercial property tax rate to the extent allowed by the Federal, State, and Local laws for the duration of the Sp. Permit
2. That the business retain a minimum 30% Holyoke residents for of non-security jobs
3. That hiring preference be given to security personnel that are retired Holyoke Police or are a retired member of another police department now lives in the City of Holyoke.

Granted by the City Council on August 7, 2018 by a vote of the Yeas 12, Nays 0, Absent 1 (McGee)

**In order for this permit to be effective, the approved special permit must be recorded at the Hampden County Registry of Deeds and the costs of recording paid by the owner or applicant. A SPECIAL PERMIT WILL NOT TAKE EFFECT UNTIL IT IS RECORDED AT THE HAMPDEN COUNTY REGISTRY OF DEEDS.

***AFTER RECORDING, PLEASE RETURN A COPY TO THE CITY CLERK

Brenna Murphy McGee

Brenna Murphy McGee
Holyoke City Clerk

See Book 9688 Page 313

28 Appleton St, Holyoke

RISE Holdings, Inc.'s plan to ensure it is or will be compliant with local codes, ordinances, and bylaws of the municipality:

RISE Holdings, Inc. has gone through the necessary steps to ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws at 28 Appleton Street Holyoke, MA.

Such measures include amending the existing Special Use Permit under the City of Holyoke's Zoning Ordinance 7.10 to allow for cultivation and manufacturing of adult use cannabis and cannabis products.

On August 7m 2018, the Holyoke City Council unanimously approved this amended Special Use Permit and the Special Use Permit was recorded by the Hampden County Registry of Deeds on September 7, 2018.

Additional steps to ensure compliance are outlined in Rise Holdings, Inc.'s Host Community Agreement with the City of Holyoke, including regular communication with the Police Chief, and accountability measures to both the City of Holyoke and Cannabis Control Commission.

D

The Commonwealth of Massachusetts

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

GTI-Massachusetts NP Corporation, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of April 19, 2018.

Bryan Harter
Director
Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

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 MU

- (1) Exact name of the non-profit: GTI - Massachusetts NP Corporation
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
RISE Holdings, 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:

RISE Holdings, 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 both medicinal and recreational 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.

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 MUST BE TYPED

- (1) Exact name of the non-profit: GTI - Massachusetts NP Corporation
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
RISE Holdings, 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:

RISE Holdings, 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 both medicinal and recreational 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.

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.

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.

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

ARTICLE VII

The effective date of organization 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:
2 Seaport Lane c/o Vicente Sederberg LLC Boston, MA 02210
- b. The name of its initial registered agent at its registered office:
Adam Fine
- 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: Peter Kadens, 325 W. Huron Street, Suite 412, Chicago, IL 60654

Treasurer: Benjamin Kovler, 325 W. Huron Street, Suite 412, Chicago, IL 60654

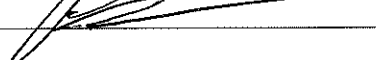
Secretary: Benjamin Kovler, 325 W. Huron Street, Suite 412, Chicago, IL 60654

Director(s): Benjamin Kovler: Peter Kadens: Anthony Georgiadis: Andy Grossman: Eugene Monroe: 325 W. Huron Street, Suite 412, Chicago, IL 60654

- 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 cannabis and related products.
- f. The street address of the principal office of the corporation:
2 Seaport Lane c/o Vicente Sederberg LLC Boston, MA 02210
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

2 Seaport Lane c/o Vicente Sederberg LLC Boston, MA 02210, 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 9 day of April, 2018

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 \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: Minimum \$250

Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Peter Kadens

325 W. Huron Street, Suite 412

Chicago, IL 60654

Telephone: 312-282-4281

Email: pkadens@gtigrows.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.

**GTI MASSACHUSETTS NP CORPORATION
BOARD RESOLUTION**

Pursuant to the procedures described in St. 2017, ch. 55, § 72, the undersigned, being directors of GTI – Massachusetts NP Corporation (“GTI”), a non-profit corporation located in the Commonwealth of Massachusetts, hereby waive all notice, and consent to the following actions being taken by the corporation pursuant to Article IV, Section 5 of the GTI Massachusetts NP Corporation Third Amended Corporate By-Laws.

The Resolution(s), detailed below may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

1. **RESOLVED**, that the undersigned Directors of GTI MASSACHUSETTS NP CORPORATION approve the Plan of Conversion appended hereto as Exhibit A, having determined that such action is consistent with GTI Massachusetts NP Corporation’s corporate purpose.



Peter Kadens, Director



Benjamin Kolver, Director



Anthony Georgiadis, Director

Jessica Crispo, Director

Mark Cutting, Director

David Gerzof Richard, Director

Dated: April 7, 2018

**GTI MASSACHUSETTS NP CORPORATION
BOARD RESOLUTION**

Pursuant to the procedures described in St. 2017, ch. 55, § 72, the undersigned, being directors of GTI – Massachusetts NP Corporation (“GTI”), a non-profit corporation located in the Commonwealth of Massachusetts, hereby waive all notice, and consent to the following actions being taken by the corporation pursuant to Article IV, Section 5 of the GTI Massachusetts NP Corporation Third Amended Corporate By-Laws.

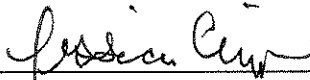
The Resolution(s), detailed below may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

1. **RESOLVED**, that the undersigned Directors of GTI MASSACHUSETTS NP CORPORATION approve the Plan of Conversion appended hereto as Exhibit A, having determined that such action is consistent with GTI Massachusetts NP Corporation’s corporate purpose.

Peter Kadens, Director

Benjamin Kolver, Director

Anthony Georgiadis, Director



Jessica Crispo, Director

Mark Cutting, Director



David Gerzof Richard, Director

Dated: April 4, 2018

GTI MASSACHUSETTS NP CORPORATION
BOARD RESOLUTION

Pursuant to the procedures described in St. 2017, ch. 55, § 72, the undersigned, being directors of GTI – Massachusetts NP Corporation (“GTI”), a non-profit corporation located in the Commonwealth of Massachusetts, hereby waive all notice, and consent to the following actions being taken by the corporation pursuant to Article IV, Section 5 of the GTI Massachusetts NP Corporation Third Amended Corporate By-Laws.

The Resolution(s), detailed below may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

1. **RESOLVED**, that the undersigned Directors of GTI MASSACHUSETTS NP CORPORATION approve the Plan of Conversion appended hereto as Exhibit A, having determined that such action is consistent with GTI Massachusetts NP Corporation’s corporate purpose.

Peter Kadens, Director

Benjamin Kolver, Director

Anthony Georgiadis, Director

Jessica Crispo, Director



Mark Cutting, Director

David Gerzof Richard, Director

Dated: April 16, 2018

EXHIBIT A

PLAN OF ENTITY CONVERSION GTI-MASSACHUSETTS NP CORPORATION

Whereas, GTI-Massachusetts NP Corporation, a Massachusetts non-profit corporation incorporated pursuant to G.L. c. 180, (the “Company”), plans to convert into a Massachusetts corporation pursuant to St. 2017, ch. 55 § 72, subject to the approval of two-thirds of the Company’s Board of Directors and the filing of the Articles of Entity Conversion with the Massachusetts Secretary of State; and

Whereas, St. 2017, ch. 55 § 72 requires the Company to adopt a Plan of Entity Conversion in accordance with G.L. c. 156D, § 9.51 in connection with such conversion;

Now, therefore, the Company hereby sets forth the details of the plan of such conversion into Rise Holdings, Inc., a Massachusetts business corporation (the “Surviving Entity”), in this Plan of Entity Conversion (the “Plan”):

1. Conversion Authorized. Subject to the adoption of this Plan by at least two-thirds of the Company’s Board of Directors, the Company hereby agrees to convert the Company to the Surviving Entity (the “Conversion”) and to perform such acts and execute such documents as may be necessary or convenient to affect the Conversion, including but not limited to the execution and filing of the Articles of Entity Conversion and the execution of the by-laws of the Surviving Entity.
2. Entity Type of Surviving Entity. The Surviving Entity shall be a Massachusetts business corporation incorporated pursuant to G.L. c. 156D.
3. Terms and Conditions of the Conversion. Upon the filing of the Articles of Entity Conversion with the Massachusetts Secretary of State, the Company shall be converted into the Surviving Entity pursuant to and in accordance with G.L. c. 156D, § 9.53. Upon the Conversion, all assets, liabilities, obligations, interests, and rights of the Company shall hereby be transferred to and assumed by the Surviving Entity.
4. Manner and Basis of Converting Interests into Shares of Surviving Entity. Upon the Conversion, the following individuals shall hold shares of Common Stock of the Surviving Entity as follows:

Name	Number of Shares of Common Stock
GTI CORE LLC	10,000
TOTAL	10,000

5. Organic Documents of the Surviving Entity. The Articles of Entity Conversion and Bylaws of the Surviving Entity are attached hereto as Appendix A.

6. Amendment. This Plan may be amended prior to filing the Articles of Entity Conversion with the Secretary of State of Massachusetts, except that subsequent to the adoption of this Plan by the Company's Board of Directors this Plan may not be amended to change:
- a. The amount or kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the Members of the Company under the Plan;
 - b. The organic documents that will be in effect immediately following the conversion, except for changes permitted by a provision of the organic law of the surviving entity comparable to G.L. c. 156D, § 10.05; or
 - c. Any of the other terms or conditions of the Plan if the change would adversely affect any of the Members of the Company in any material respect.

BYLAWS
OF
RISE HOLDINGS, INC.

BYLAWS OF RISE HOLDINGS, INC.

Article I OFFICES

Section I.01 Principal Office. 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 II.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 II.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 Organization of this Corporation (the “**Articles of Organization**”); (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 II.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, 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 thirty-five (35) 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 II.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-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 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 II.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 (or, if sent by third class mail, thirty (30) 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 with the consent of the shareholder. 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 II.06 Persons Entitled to Vote. Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

- (a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.
- (b) For determining shareholders for any other purpose, the later of (i) the day on which the board of Directors adopts the resolution relating thereto, or (ii) the sixtieth (60th) day prior to the date of such other action.

Section II.07 Fixing the Record Date. The board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion, or exchange of shares.

A record date fixed under this Section may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

Section II.08 Quorum of and Action by Shareholders. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in

the Articles of Organization, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

Section II.09 Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

Section II.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 II.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Organization, 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 II.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 G.L. c. 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 II.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one 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 G.L. c. 156D, § 7.22.

Section II.14 Action by Shareholders Without a Meeting. 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 unanimously given by all shareholders entitled to vote, 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.

Article III DIRECTORS

Section III.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be five (5) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be Peter Kadens, Benjamin Kovler, Anthony Georgiadis, Andy Grossman and Eugene Monroe.

Section III.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 or by these Bylaws.

Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law the duty to:

(a) Appoint and remove at pleasure of the board, all officers, managers, management companies, agents, and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage, and control the affairs and business of the Corporation; make rules and regulations not inconsistent with the Articles of Organization or applicable law or these Bylaws; make all lawful orders on behalf of the Corporation; and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation, and the manner of drawing checks thereon;

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend, or repeal these Bylaws; (iv) amend or repeal resolutions of the board that are expressly non-amendable or repealable; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the board; (vi) establish other committees of the board; or (vii) approve any action that in addition to board approval requires shareholder approval. The executive committee shall be composed of two (2) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

Section III.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section III.04 Vacancies and Newly Created Directorships. A vacancy on the board of Directors exists in case of the occurrence of any of the following events:

(a) The death, resignation, or removal of any Director.

(b) The removal or declaration of vacancy by the board of Directors of a Director who has been declared of unsound mind by a court order or convicted of a felony.

(c) The Director is a member who is divested from ownership of the marijuana business by a decision of either the state or local licensing authority.

(d) The authorized number of Directors is increased.

(e) At any annual, regular, or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

All vacancies (other than vacancies created by removal of a Director) may be filled by the approval of the board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section may be filled by the board of Directors. If the board of Directors accepts the resignation of a Director tendered to take effect at a future time, the board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

Section III.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 or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section III.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section III.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 at least two Directors. 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 four 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 III.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 III.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 G.L. c. 156D or the Articles of Organization 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 III.10 Compensation. Directors shall not receive compensation or reimbursement in connection with his or her service as a Director, but shall be eligible to receive reimbursement for reasonable out-of-pocket expenses related to Director's performance of duties.

Section III.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 G.L. c. 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 III.12 Committees of the Board of Directors. The board of Directors, by resolution adopted by a majority of authorized Directors, may designate one or more committees, each consisting of two 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) Fix compensation of the Directors for serving on the board or on any committee.
- (d) Amend or repeal bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the board of Directors that by its terms is not so amendable or repealable.
- (f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Organization or determined by the board.
- (g) Appoint other committees or board members.

The board of Directors, by resolution adopted by the majority of authorized Directors, may designate one 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 IV.01 Positions and Election. The officers of the Corporation shall be elected by the board of Directors and shall be a chair of the board or a President or both, a secretary and a treasurer. At the discretion of the board of Directors, the Corporation may also have other officers, including but not limited to one or more vice Presidents or assistant vice Presidents, one 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 or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the board of Directors held after each annual meeting of shareholders. 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 IV.02 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 chair, the President, the secretary, or the board.

Section IV.03 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 V.01 Indemnification of Officers or Directors. 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.

Section V.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 Organization 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 VI.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 G.L. c. 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 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 chair of the board, if any, a vice chair, if any, the President, or a vice President and (ii) the chief financial officer, an assistant treasurer, the secretary, or any assistant secretary.

Section VI.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 VI.03 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 VI.04 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 VII.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 VII.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 VII.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 VIII.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 VIII.02 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each year.

Section VIII.03 Conflict with Applicable Law or Articles of Organization. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with

any applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

Section VIII.04 Invalid Provisions. If any one 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 VIII.05 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in G.L. c. 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 Organization.

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 or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section VIII.06 Reports. The Corporation shall provide all Shareholders with notice of the availability of annual financial reports of the Corporation before the earlier the annual meeting of Shareholders or one hundred twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section VIII.07 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 IX.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal 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 Organization.

Section IX.02 Amendment by Directors. Subject to the rights of shareholders as provided in Section 9.01, and the statutory limitations of G.L. c. 156D, the board of Directors may adopt, amend, or repeal bylaws.

CERTIFICATE OF SECRETARY OF RISE Holdings, Inc., a Massachusetts corporation

The undersigned, Benjamin Kovler, hereby certifies that he is the duly elected and acting Secretary of RISE Holdings, Inc., a Massachusetts corporation (the “**Corporation**”), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of _____, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this _____ day of _____, 2018.

RISE HOLDINGS, INC.

By: _____
Name: Benjamin Kovler
Title: Secretary



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BENJAMIN KOPPEL
GTI MASSACHUSETTS NP CORPORATION
325 W HURON ST STE 412
CHICAGO IL 60654-5848

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, GTI MASSACHUSETTS NP CORPORATION 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: August 14, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
RISE HOLDINGS, INC.

is a domestic corporation organized on **April 25, 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.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18080267590

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

Processed by:

RISE HOLDINGS, INC.

DIVERSITY PLAN

Overview

Diversity and community engagement are priorities for Rise Holdings, Inc. ("Rise"). Rise recognizes the underrepresentation of minorities in the regulated marijuana industry as employees, business owners, and contractors, and has set specific goals for increasing minority representation in communities in which it operates. In alignment with the Commission's desire to promote equity within the cannabis industry, Rise's commitment to diversity as a core value supports building an inclusive, thriving business that promotes equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations.

Goals

Rise has established specific goals to support its broader goal of building an inclusive, thriving business that promotes equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations. Goals include:

1. Increasing the number of individuals falling into the above-listed demographics working in the establishment; and
2. Providing tools to ensure the success of individuals falling into the above-listed demographics that have been hired by Rise.

Programs

Rise's commitment to implementing a successful diversity plan is directly tied to the population of the communities in Hampden and Hampshire Counties where Rise currently operates RMDs and where it is applying to operate Marijuana Cultivator, Product Manufacturer, and Retail Establishments.

Hiring Programs

- Rise has held numerous job fairs with a focus on attracting individuals falling into the above-listed demographics. When employment opportunities are identified in the future, Rise will continue to host job fairs with a focus on attracting individuals falling into the above-listed demographics.
- Rise will advertise employment opportunities and job fairs in diverse mediums, which may include bilingual newspapers and other forms of media; outreach through local universities that offer diverse networking organization; outreach to social service centers and workforce

development organizations; and posting flyers in places frequented within local communities such as grocery stores.

- Distributing internal workplace newsletters that encourage current employees to recommend individuals falling into the above-listed demographics for employment.
- Sponsor quarterly events for women to advance their professional careers and learn about jobs at Rise.

Employee Retention, Training and Development

Perhaps the most critical element of maintaining a diverse and inclusive workforce is keeping the pathways to professional development and promotion open for all employees. Therefore, Rise's mentoring, training, and professional development programs are structured with the intention of finding, fostering, and promoting diverse employees.

Rise will offer promotions, career counseling, and training to provide all employees with equal opportunity for growth and to decrease turnover. Rise will ensure that all employees are given equal opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions. Rise will ensure that all employees receive equal opportunity for career counseling, counsel employees on advancement opportunities, and provide training programs to assist them in career development. Training programs will be both internal and external to the company and cannabis industry, and may include topics such as: marijuana cultivation techniques, product manufacturing techniques, retail practices, compliance, writing, management training, and industry seminars provided at annual conferences such as MJBizCon.

Implementing Diversity Awareness Trainings

Rise's diversity awareness training will emphasize Rise's zero-tolerance commitment of harassment and discrimination and Rise's strict adherence to take corrective action should any issues, concerns, or complaints arise. As part of their onboarding, all new employees will be trained on the substance and importance of the Diversity Plan. All employees will also be required to undergo ongoing diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Awareness of Diversity Plan goals and Rise's efforts to create an open culture with zero tolerance for discrimination, harassment, or retaliation, is crucial to Rise's success. Management, staff, associates, vendors, contractors, and the general public all benefit from being informed of the Diversity Plan objectives and procedures. Dissemination of information of the Diversity Plan includes the following:

- Inclusion of Rise's Equal Employment Opportunity and Reasonable Accommodation statement in the Employee Handbook;

- Inclusion of Rise's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose Rise's goal for a diverse workforce;
- Postings in suitable areas for employee communication;
- Diversity training programs for all employees;
- Quarterly progress evaluation meetings with appropriate personnel; and
- Formal presentations made to management and employees on diversity initiatives.

Measuring Progress

The HR Manager at Rise will be responsible for auditing the Diversity Plan. The audit report setting forth the Company's performance in fulfilling the goals of the Plan will contain:

- Employment data, including the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of postings in diverse publications or general publications with supporting documentation;
- Number and subject matter of trainings held and the number of individuals falling into the above- listed demographics in attendance; and
- A comprehensive description of all efforts made by Rise to monitor and enforce the Diversity Plan.

This audit will be conducted at least once every 12 months.

Acknowledgements

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

MAINTAINING OF FINANCIAL RECORDS

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

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

- If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records

Rise shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

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

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

Agent Personnel Records

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

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

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

After-Hours Contacts

Joe Centracchio

413-374-4323

jcentracchio@gtigrows.com

Business Hours (Subject to Approval by the Special Permit Granting Authority)

Monday: 7:00AM - Midnight

Tuesday: 7:00AM - Midnight

Wednesday: 7:00AM - Midnight

Thursday: 7:00AM - Midnight

Friday: 7:00AM - Midnight
Saturday: 7:00AM - Midnight
Sunday: 7:00AM - Midnight

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Rise will undergo a detailed background investigation prior to being granted access to a Rise facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Rise pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Rise 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, Rise 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, Rise will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;

- vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Rise or the Commission.

Personnel Policies and Training

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

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

- Diverted marijuana, which will be reported the Police Department and to the Commission;

- Engaged in unsafe practices with regard to Rise 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.

QUALIFICATIONS AND TRAINING

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

Qualifications

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

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

Training

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

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

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

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

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

QUALITY CONTROL AND TESTING

Quality Control

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

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

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

Rise'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).

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

Rise will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by Rise 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.

Rise will process marijuana in a safe and sanitary manner. Rise will process the leaves and flowers of the female marijuana plant only, which will be:

- Well-cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area.

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, and any marijuana product that is made to resemble a typical food or beverage product will be packaged and labeled as required by 935 CMR 500.105(5) and 500.105(6).

When selling or otherwise transferring marijuana to another marijuana establishment Rise will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Testing

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

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

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

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

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

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

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

RECORDKEEPING PROCEDURES

General Overview

Rise Holdings, Inc. (“Rise”) 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 Rise documents. Records will be stored at Rise in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

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

- **Corporate Records**

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

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

- **Business Records**

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

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

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

At a minimum, Personnel Records will include:

 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Rise and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with [M.G.L c. 6 § 172, 935 CMR 500.029: Registration of Independent Testing Laboratory Agents], 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - Rise 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
 - Rise will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

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

the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).

- Responsible Vendor Training

- Rise shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.

- Closure

- In the event Rise closes, all records will be kept for at least two (2) years at Rise's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Rise 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 Rise's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

Policies and Procedures will include the following:

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

- laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of Rise, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on Rise's website.
- Policies and procedures for the handling of cash on Rise premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.
- License Renewal Records
 - Rise shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Record-Retention

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

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

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

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

Pursuant to 935 CMR 500.105(4), Rise 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. Rise will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Rise will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.”** Pursuant to 935 CMR 500.105(6)(b), Rise packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. Rise’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Rise Holdings, Inc. (“Rise”) has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 502.000.

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

In compliance with 935 CMR 502.140, Rise will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of Rise’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, Rise will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

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

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

RISE HOLDINGS, INC.
PLAN FOR POSITIVE IMPACT

Overview

Rise Holdings, Inc. (“Rise”) is dedicated to serving and supporting the communities around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

Rise currently operates RMDs in Holyoke and Amherst and is applying to operate Marijuana Cultivator, Product Manufacturer, and Retail Establishments in both. Holyoke and Amherst are considered areas of disproportionate impact. It is Rise's intention to continue to be a contributing, positive force in these areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use. Rise will maintain several employment metrics that currently provide a positive impact to these communities and will also implement new programs as Rise strives to make further investments in the people and environment that it serves.

Rise’s Positive Impact Plan (the “Plan”)

Rise intends to maintain and implement several programs to strengthen the Holyoke and Amherst communities through a means of hiring plans, community reinvestment, and financial support. These initiatives will be closely monitored and tracked to ensure compliance and Rise management will engage community leaders on a regular basis gauge Rise’s success with its Positive Impact Plan and refocus its efforts, if needed.

- Goal #1: Hiring Plans. Rise currently maintains a workforce that includes 30% of its employees residing in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. Rise will strive to maintain a staff comprised of at least 30% of individuals that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise. In alignment with Rise’s Diversity Plan, Rise will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent. The management of Rise will measure this on a quarterly basis to ensure that it is at least maintaining this metric and will strive to increase this to 35% over the next 2-4 years.
- Goal #2: Community Reinvestment. Rise aims to provide continuing service and reinvestment into areas of disproportionate impact with a focus on restorative justice, jail diversion, workforce development, industry-specific technical assistance, and mentoring services in areas of disproportionate impact. Rise is committed to hosting and participating in events that will support the City of Holyoke and other areas of disproportionate impact such as community service days, charity events, and educational

seminars. Rise will require all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Rise will also seek out mentorship opportunities, as allowed under applicable state law, to engage disenfranchised residents to learn various skills at the Rise facilities.

Further plans to positively affect areas of disproportionate impact may include the following:

- Apply to be a Social Justice Leader and conduct, annually, at least 50 hours of educational industry-specific educational seminars targeted to residents of areas of disproportionate impact on one or more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training.
 - Hold quarterly informational sessions regarding the process for sealing and expunging criminal records.
 - Partner with organizations that provide jail diversion and restorative justice programs.
 - Provide transportation support for employees in areas of disproportionate impact.
 - Offer any necessary accommodations to individuals coming from areas of disproportionate impact.
- Goal #3: Financial Support. Rise recognizes the importance that financial contributions can mean to individuals and organizations of disproportionate impact, such as Holyoke and Amherst. As such, Rise anticipates having in-store donation drives, including direct giving and ongoing food and clothing drives. Additionally, Rise may provide financial mentorship services or may host organizations that provide these services.

MEASURING IMPACT - QUALITATIVE

Rise will develop qualitative and quantitative measures that relate to whether the above goals were achieved. These qualitative measures will include:

A. Conducting Surveys

Rise will conduct surveys with existing staff to identify improvement in areas of communication and other ways they would like to be supported as a team. Sample employee questionnaire outlined below.

Sample Survey/Interview Questions:

These questions are formatted as statements so employees can respond on an Agree/Disagree scale. For example, you can use a 6-point scale ranging from “Strongly Agree”, “Agree”, and “Somewhat Agree” to “Somewhat Disagree”, “Disagree”, and “Strongly Disagree.”

Manager, Organizational, and Employee Commitment to Diversity

Direct Manager and Senior Manager Commitment

- I believe my direct manager is committed to supporting a culture of inclusion.
- My direct manager provides me with strategies to help me interact with peers who are different than me
- My direct manager demonstrates a positive example of how to interact with employees from different cultural backgrounds.
- I believe that senior management would take action to correct violations of Diversity policy.
- I believe senior management recognizes employee efforts to foster a culture of inclusion.
- I believe that senior management can resolve employee conflicts related to Diversity issues.

Organizational Commitment

- I believe the organization recognizes the contribution of all employees who excel at their jobs, regardless of their backgrounds.
- I believe that personal characteristics do not influence performance decisions.
- I believe that personal characteristics do not influence pay decisions.
- I believe that personal characteristics do not hinder or help an individual’s career progression or development opportunities.

Individual Employee Commitment to Diversity

- I am comfortable working with people of different ages. (Statement can also be formatted to ask about employee comfort with different genders, ethnicities, religions, cultures, or sexual orientations)
- I am confident when voicing my opinion, even when it’s different from those around me.
- I believe that a diverse workforce positively impacts business performance.
- I believe that the organization would take appropriate action in response to incidents of sexual harassment.
- I believe that multicultural teams produce positive outcomes.

Source: http://www.Diversityresources.stlrbcc.org/wp-content/uploads/2013/10/HRLC-Diversity_Survey_Questions.pdf

B. Holding Focus Groups

Rise will hold employee focus groups at least once a year that can measure the company’s culture. The focus groups will be asked detailed questions about the company’s culture and will seek suggestions for areas of improvement. The focus groups will follow these steps:

Step 1: Select the Purpose Statement and Obtain Executive Support and Commitment.

Step 2: Develop a Process Guide, Including Group Questions.

Session outline.

Step 3: Select the Team Facilitator.

Step 4: Select and Invite Employee Participants.

Step 5: Conduct the Meeting.

Step 6: Analyze Data and Report Findings.

Source: Society for Human Resource Management:

<https://www.shrm.org/resourcesandtools/tools-and-samples/how-to-guides/pages/conduct-employee-focus-group.aspx>

MEASURING IMPACT - QUANTITATIVE

Rise will also develop quantitative measures that relate to whether the above goals were achieved. These quantitative measures will include:

A. External Audit + Reporting System for AAP Effectiveness

Rise's senior management will develop and implement an auditing system that measures the effectiveness of its Plan, including:

- **MONITOR** records of personnel activity including referrals, placements, transfers, promotions, terminations, and compensation at all levels to ensure nondiscrimination.
- **REPORT** outcomes of personnel activity.
- **REVIEW** report results with all levels of management.
- **ADVISE** management of program effectiveness and submit correction recommendations.
- **IMPLEMENT + IMPROVE** unsatisfactory performance, utilizing a third-party consultant when necessary.

B. Measuring The Effectiveness of the Plan

Rise's management has the responsibility of implementing the audit and reporting system of the Plan. Responsibility also lies with each department manager and supervisor. GTI's Audit and Reporting System is designed to:

- Measure the effectiveness of the Plan.
- Document personnel activities.
- Identify problem areas where remedial action is needed.

- Determine the degree to which its Plan’s goals have been obtained.

The following personnel activities will be reviewed to ensure nondiscrimination and equal employment opportunities for all individuals without regard to their race, color, sex, sexual orientation, gender identity, religion or national origin:

- Recruitment, advertising and job application procedures.
- Hiring, promotion, layoff.
- Pay and other forms of compensation including fringe benefits.
- Job assignments, job classifications, job descriptions.
- Sick leave, leaves of absence, or any other leave.
- Training, attendance at professional meetings and conferences.
- Any other term, condition or privilege of employment.

C. Workforce Utilization Report

Rise will track diversity to ensure a diverse workforce. A workforce utilization report will include the following information for each job category:

- The total number of persons employed in each job category.
- The total number of men employed in each job category.
- The total number of women employed in each job category.
- The total number of Veterans in each job category, if reported by the employee.
- The total number of service-disabled Veterans in each job category, if reported by the employee.
- The total number of persons with a disability employed in each job category, if reported by employee.
- The total number of members of each racial minority employed in each job category, if reported by employee.

Sample Workforce Utilization Report

Description	Corporate	Grow/Process	Dispensary
Men	#	#	#
Women	#	#	#
Veteran	#	#	#

Service-Disabled Veteran	#	#	#
Disabled	#	#	#
Racial Minority	#	#	#

Rise will routinely analyze its processes to determine impediments to equal employment opportunities (EEOs). GTI will evaluate:

- ***UTILIZATION AND DISTRIBUTION:*** Analyze distribution of minority, disabled, Veteran or female utilization across job groups.
- ***SELECTION DISPARITIES IN HIRING AND PROMOTION:*** Monitor recruiting, onboarding, training, promotion and departure activity to identify and fix disparities.
- ***COMPENSATION DISPARITIES:*** Annual compensation analysis to determine if there are diversity disparities.