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March 27, 2023

VIA FEDERAL EXPRESS

Town of Whately Zoning Board of Appeals
7 Sandy Lane
South Deerfield, MA 01373

Town of Whately Planning Board
7 Sandy Lane
South Deerfield, MA 01373

Re: Toroverde (Massachusetts) III, Inc. – Special Permit and Site Plan Approval Application
in Connection with Proposed Change of Ownership and Control

Dear Members of the Zoning Board of Appeals (the “ZBA”) and the Planning Board (the
“Planning Board”):

On behalf of Toroverde (Massachusetts) III, Inc. (“Toroverde” or the “Company”), and in
accordance with the Town of Whately Zoning Bylaw, we are pleased to submit this application for
renewal of Toroverde’s existing Special Permit issued by the ZBA and Site Plan Approval issued
by the Planning Board for use of an existing commercial storefront for retail sale of adult-use
marijuana at 424 State Road, Unit A1 (the “Facility”) in the Town of Whately (the “Town”).

Background

Toroverde is a Massachusetts corporation that maintains a valid Provisional License from the
Massachusetts Cannabis Control Commission (the “CCC”) to operate an adult-use Marijuana
Retailer Establishment (the “Marijuana Retailer”) at the Facility. The Company was previously
granted a Special Permit by the ZBA and granted Site Plan Approval by the Planning Board in
January 2019 for use of an existing commercial storefront for retail sale of adult-use marijuana at
the Facility. Copies of the ZBA’s Special Permit Decision (the “Existing Special Permit”) and the
Planning Board’s Site Plan Approval Decision (the “Existing Site Plan Approval”) are included
with this application for the Board’s reference. The Company has not yet commenced retail sales,
but the Facility has been built out in accordance with the Existing Special Permit and Existing Site
Plan Approval and Toroverde still intends to operate the proposed retail marijuana business once
inspected and fully approved by the CCC, which is estimated to occur within the next several
months.



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Toroverde is currently undergoing a change of ownership and control in which 100% of the ownership of the Company will be transferred to a Massachusetts limited liability company called Nectarize LLC (“Nectarize”), which is owned and controlled by an individual named Pathik Patel. Additional information about Nectarize and Pathik Patel is included with this application for the Board’s reference. A Change of Ownership and Control Application has been submitted to the CCC for approval of the proposed transaction and is currently pending. Upon CCC approval of the Change of Ownership and Control and completion of the proposed transaction, Toroverde will continue to be the entity that holds the state license and local approvals required to operate the retail marijuana business at the Facility, including the Marijuana Retailer License issued by the CCC, the existing Host Community Agreement (the “HCA”) with the Town, the Special Permit issued by the ZBA, and the Site Plan Approval issued by the Planning Board.

Per Section 171-28.6(D)(20) of the Town’s Zoning Bylaw, a Special Permit issued under Article V of the Zoning Bylaw to a marijuana establishment shall lapse upon any transfer of ownership or legal interest of more than 10% and may be renewed thereafter in accordance with Section 171-28.6 and 31 (Special Permit) and 171-17 (Site Plan Review). Therefore, in order to comply with Section 171-28.6(D)(20) as construed by Town Counsel and ensure Toroverde maintains a valid Special Permit and Site Plan Approval post-transaction, Toroverde is submitting this Special Permit application to the ZBA and application for Site Plan Approval to the Planning Board.

The only relevant change being proposed is that the Company will be owned and controlled by Nectarize and Pathik Patel upon effectuation of the proposed transaction. Toroverde is not seeking to make any changes to the proposed use for retail sale of adult-use marijuana or the existing plans for the Facility and site layout, which were all previously approved by the ZBA and Planning Board and continue to be sufficient. Similarly, Toroverde is not seeking to modify, or avoid having to comply with, the various conditions of approval imposed previously by the ZBA and the Planning Board and included in the Existing Special Permit and Existing Site Plan Approval Decisions. Therefore, Toroverde is simply requesting that the ZBA and Planning Board “renew”, or confirm the continuing validity of, the Existing Special Permit and Existing Site Plan Approval Decisions in connection with the proposed change of ownership and control for purposes of compliance with the Section 171-28.6(D)(20).

Please also note that Toroverde executed a Host Community Agreement with the Town in December 2018, and the HCA was subsequently amended to ensure that the HCA remains valid. Toroverde also recently appeared before the Selectboard on February 16, 2023, to present the proposed change of ownership and control involving Nectarize, and the Selectboard voted at the



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meeting to allow Toroverde to maintain the existing HCA under the Company's new proposed ownership and control.

Included with this submission for the ZBA's and Planning Board's consideration are the following documents:

1. Special Permit Application to ZBA, with 300-foot Abutters List Report (with check attached)
2. Site Plan Approval Application to Planning Board, with 300-foot Abutters List Report (with check attached)
3. Ownership and Management and Security Plan Information
4. Existing Special Permit Decision from ZBA, dated January 31, 2019
5. Existing Site Plan Approval Decision from Planning Board, dated January 16, 2019
6. Provisional Marijuana Retailer License and Architectural Review Approval issued by CCC
7. Host Community Agreement with Amendments
8. Survey Plan, Floor Plans and Neighborhood Plan submitted with initial Special Permit application to ZBA
9. Initial Special Permit application submitted to ZBA in December 2018.

Sincerely,

/s/ Taylor P. Lovejoy

Taylor P. Lovejoy

Encls.