



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281309
Original Issued Date: 10/25/2018
Issued Date: 10/08/2020
Expiration Date: 10/25/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Curaleaf Massachusetts, Inc.

Phone Number: 617-750-6885
Email Address: pjonsson@curaleaf.com

Business Address 1: 30 Worcester Road
Business City: Webster
Business State: MA
Business Zip Code: 01570
Business Address 2:
Mailing Address 1: 101 Accord Park Drive
Mailing City: Norwell
Mailing State: MA
Mailing Zip Code: 02061
Mailing Address 2: Unit 201

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RPA201882

RMD INFORMATION

Name of RMD: Curaleaf Massachusetts, Inc.
Department of Public Health RMD Registration Number: 014
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: Executive / Officer Other Role:
First Name: Patrik Last Name: Jonsson Suffix:

User Defined Gender:

Specify Race or Ethnicity:

Percentage Of Ownership: Percentage Of Control:

Other Role:

Last Name: Johansson **Suffix:**

User Defined Gender:

Specify Race or Ethnicity:

Percentage Of Ownership: Percentage Of Control:

Other Role:

Last Name: Derby **Suffix:**

User Defined Gender:

Specify Race or Ethnicity:

Percentage Of Ownership: 27.8 Percentage Of Control: 88.1

Other Role: Chairman of the board and large shareholder of publicly traded company

Suffix:

User Defined Gender:

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

Specify Race or Ethnicity:

Percentage Of Ownership: Percentage Of Control:

Other Role:

Last Name: Lusardi Suffix:

User Defined Gender:

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

Specify Race or Ethnicity:

Percentage Of Ownership: 31.1 Percentage Of Control: 5.99

Other Role: Large shareholder of publicly traded company

Suffix:

User Defined Gender:

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

Specify Race or Ethnicity:

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Curaleaf Inc.	Entity DBA:	DBA City: Wakefield
Entity Description: Curaleaf, Inc. is a multi-state operator and holding company of cannabis businesses with a presence in 12 states.		
Foreign Subsidiary Narrative:		
Entity Phone:	Entity Email:	Entity Website: www.curaleaf.com
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: Curaleaf Inc. owns and controls 100% of Curaleaf Massachusetts, Inc.		

Entity with Direct or Indirect Authority 2

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Curaleaf Holdings, Inc.	Entity DBA:	DBA City:
Entity Description: Curaleaf Holdings, Inc. is the 100% holding company of Curaleaf, Inc. and is a publicly traded company on the Canadian Stock Exchange.		
Foreign Subsidiary Narrative:		
Entity Phone:	Entity Email:	Entity Website: www.curaleaf.com
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: Curaleaf Holdings, Inc maintains 100% ownership and Control over Curaleaf, Inc.		

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: PalliaTech MA, Inc.	Entity DBA:	
Email: info@palliatech.com	Phone: 781-451-0150	
Address 1: 301 Edgewater Place	Address 2: Suite 405	
City: Wakefield	State: MA	Zip Code: 01880
Types of Capital: Debt	Other Type of Capital:	Total Value of Capital Provided: \$1300000 Percentage of Initial Capital: 100
Capital Attestation: Yes		

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 30 Worcester Road

Establishment Address 2: Unit B

Establishment City: Webster

Establishment Zip Code: 01570

Approximate square footage of the Establishment: 104000

How many abutters does this property have?: 13

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

Cultivation Tier: Tier 11: 90,001 to 100,000 sq. ft

Cultivation Environment:
Indoor

FEE QUESTIONS

Cultivation Tier: Tier 11: 90,001 to 100,000 sq. ft Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Webster_TownOutreach.pdf	pdf	5ae227bdd16c987e98c1bbc4	04/26/2018
Plan to Remain Compliant with Local Zoning	ZoningCompliance_Webster.pdf	pdf	5ae227d62654f0360aecf796	04/26/2018
Certification of Host Community Agreement	WebsterHCAform.pdf	pdf	5ae2280609fa3e0db3eec288	04/26/2018
Community Outreach Meeting Documentation	Webster Notice - Attachment A.pdf	pdf	5b344be2b47dfe43b93ec4e5	06/27/2018

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.: \$150000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positivelmpact.pdf	pdf	5ae2283fccedc435f6f6acbb	04/26/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Patrik Last Name: Jonsson Suffix:
RMD Association: RMD Manager
Background Question: yes

Individual Background Information 2

Role: Other Role:

First Name: Karl **Last Name:** Johansson **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: **Other Role:**
First Name: Peter **Last Name:** Derby **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 4

Role: **Other Role:**
First Name: Joseph **Last Name:** Lusardi **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 5

Role: **Other Role:**
First Name: Boris **Last Name:** Jordan **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 6

Role: **Other Role:**
First Name: Andrey **Last Name:** Blokh **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company **Other Role:**
Entity Legal Name: Curaleaf, Inc. **Entity DBA:**
Entity Description: Multi-state operator and holding company
Phone: 781-451-0150 **Email:** licensing@curaleaf.com
Primary Business Address 1: 301 Edgewater Place **Primary Business Address 2:** Suite 405
Primary Business City: Wakefield **Primary Business State:** MA **Principal Business Zip Code:** 01880
Additional Information: 100% owner of Curaleaf Massachusetts, Inc.

Entity Background Check Information 2

Role: Parent Company **Other Role:**
Entity Legal Name: Curaleaf Holdings, Inc **Entity DBA:**
Entity Description: Holding company publicly traded on the Canadian Stock Exchange
Phone: 781-451-0150 **Email:** licensing@curaleaf.com
Primary Business Address 1: 301 Edgewater Place **Primary Business Address 2:** Suite 405
Primary Business City: Wakefield **Primary Business State:** MA **Principal Business Zip Code:** 01880

Additional Information: 100% owner of Curaleaf, Inc.

EIN is 98-1461045

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Curaleaf Massachusetts, Inc Bylaws.pdf	pdf	5ae2299eccedc435f6f6acc1	04/26/2018
Department of Revenue - Certificate of Good standing	Certificate_Good_Standing_MA_DOR.pdf	pdf	5ae229c14e185c0d9f42ac81	04/26/2018
Secretary of Commonwealth - Certificate of Good Standing	CertificateGoodStanding_ForProfit.pdf	pdf	5ae229f32654f0360aecf79e	04/26/2018
Articles of Organization	Articles of Organization.pdf	pdf	5ae22a0747ddff7eac6629d7	04/26/2018
Articles of Organization	Curaleaf Massachusetts name change.pdf	pdf	5b34c8c1b797ff43e7a50b2b	06/28/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Cert of Good Standing 7.13.20 (1).pdf	pdf	5f464e021e17f807ff96b039	08/26/2020
Department of Revenue - Certificate of Good standing	CLMA MA DOR Cert of Good Standing 7.13.2020 (1).pdf	pdf	5f464e03f6d8f5082e448044	08/26/2020
Secretary of Commonwealth - Certificate of Good Standing	CURALEAF MASSACHUSETTS INC-MA-Good Standing (1) (1).pdf	pdf	5f464e04cc687b07b2613683	08/26/2020

Massachusetts Business Identification Number: 001320247

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

No documents uploaded

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	DispensingProcedures.pdf	pdf	5ae22aeccedc435f6f6acc5	04/26/2018
Record Keeping procedures	RecordKeepingPolicies.pdf	pdf	5ae22af039740e0d95e83a94	04/26/2018
Quality control and testing	QualityControl&Testing.pdf	pdf	5ae22af42654f0360aecf7a2	04/26/2018
Storage of marijuana	ProductStorage.pdf	pdf	5ae22af64e185c0d9f42ac85	04/26/2018
Maintaining of financial records	FinancialRecordsPolicy.pdf	pdf	5ae22b2d47ddff7eac6629db	04/26/2018
Transportation of marijuana	TransportationofMarijuana.pdf	pdf	5ae22b2f09fa3e0db3eec290	04/26/2018

Security plan	SecurityPlan.pdf	pdf	5ae22bd17212167e7aeedf0a	04/26/2018
Restricting Access to age 21 and older	Restricting21andOlder.pdf	pdf	5ae22bd3423af335ecabb457	04/26/2018
Separating recreational from medical operations, if applicable	ProductSeparation.pdf	pdf	5ae22c41d16c987e98c1bbcc	04/26/2018
Policies and Procedures for cultivating.	CultivationProcedures.pdf	pdf	5ae22da547ddff7eac6629df	04/26/2018
Prevention of diversion	DiversionPrevention.pdf	pdf	5b34c91fdb987f505ab2a479	06/28/2018
Personnel policies including background checks	PersonnelPolicy.pdf	pdf	5b34c92061b87343dda30bb9	06/28/2018
Qualifications and training	Qualification&Training.pdf	pdf	5b34c92207462b506437a76a	06/28/2018
Inventory procedures	InventoryProcedures.pdf	pdf	5b34c923b797ff43e7a50b2f	06/28/2018
Diversity plan	Diversity Plan 2019 Update.pdf	pdf	5d64780ed8b08e1dbf142d04	08/26/2019
Energy Compliance Plan	Energy Efficiency and Conservation.pdf	pdf	5f4675d93a4447086ca98700	08/26/2020

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: See attached

COMPLIANCE WITH DIVERSITY PLAN Diversity Progress or Success 1

Description of Progress or Success: See attached

HOURS OF OPERATION

Date generated: 12/03/2020

Page: 7 of 8

Monday From: 7:30 AM	Monday To: 4:00 PM
Tuesday From: 7:30 AM	Tuesday To: 4:00 PM
Wednesday From: 7:30 AM	Wednesday To: 4:00 PM
Thursday From: 7:30 AM	Thursday To: 4:00 PM
Friday From: 7:30 AM	Friday To: 4:00 PM
Saturday From: 7:30 AM	Saturday To: 4:00 PM
Sunday From: 7:30 AM	Sunday To: 4:00 PM

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, Patrik Jonsson, *(insert name)* attest as an authorized representative of Curaleaf Massachusetts *(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 3/19/2018 *(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 3/7/2018 *(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 3/12/2018 *(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 3/12/2018 *(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)*.

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

Attachment A

Webster Community Outreach Hearing newspaper notice

Ran in the local Telegram and Gazette from 3/7 to 3/20

Free Estimate (508)868-9240.

Pet

MISCELLANEOUS

**COMMUNITY OUTREACH HEARING: ADULT
USE OF MARIJUANA**
March 19th, 6-7PM
Point Breeze Restaurant
114 Point Breeze Rd, Webster, MA 01570
Proposed location:
30 Worcester Road,
Webster MA 01570

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Dat

DRONE PHOTOGRAPHY AND VIDEO SERVICES



To Whom It May Concern:

Curaleaf Massachusetts will be holding a state required Community Outreach Hearing regarding the Adult Use of Marijuana on Monday March 19th from six o'clock in the evening until seven o'clock at the Pointbreeze Restaurant in Webster, MA.

Pointbreeze Restaurant is located at 114 Point Breeze Road Webster, MA 01570.

We will be discussing the sale of adult-use marijuana, security, the steps we will take to prevent diversion to minors, and our plan for positive community impact. In addition to our presentation there will be time for community members to ask questions to our staff.

This does not mean that Curaleaf has been approved to grow marijuana for recreational use at our Webster grow facility, however this is a required step from the state regulations that we have to comply with prior to April 1st.

Thank you for your time,

Curaleaf Massachusetts
30 Worcester Road
Webster, MA 01570



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This does not mean that Curaleaf has been approved to grow marijuana for recreational use at our Webster grow facility, however this is a required step from the state regulations that we have to comply with prior to April 1st.

Thank you for your time,

Curaleaf Massachusetts
30 Worcester Road
Webster, MA 01570

Ongoing Zoning Compliance

- Our team continues to operate our facility in Webster according to all local and state regulations, and are in touch with town officials on a regular basis.
- We have ongoing conversations with Ann Morgan, the Director of Planning & Economic Development as well as Town Administrator Doug Willardson, and work with them appropriate as appropriate to ensure local zoning compliance.
- We have established a good relationship with the local Webster police & fire departments that have both visited our Webster cultivation site, and interact with them as needed.

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, Patrik Jonsson, (*insert name*) certify as an authorized representative of Curaleaf Massachusetts (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Webster (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 04/05/2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Doug Willardson, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Webster (*insert name of host community*) to certify that the applicant and the Town of Webster (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 04/05/2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Ran in the local Telegram and Gazette from 3/7 to 3/20

for her to continue sleeping with my dad, she became too fragile to move. The day

At this point there has been no incurred costs by the Town of Webster as a result of Curaleaf operating a Cultivation & Manufacturing facility there. There has been no increase in traffic or need for police detail, as it is not a retail location.



Re: FW: Communication with Webster and Oxford town's on HCA



Doug Willardson <dwillardson@webster-ma.gov>

Today at 8:54 AM

To: Joe Burke; Cc: Patrik Jonsson; Viyda Schatz



To protect your privacy, some pictures in this message were not downloaded.

[Download pictures](#)

Hi Joe.

Yes, Curaleaf is current with all HCA payments to the Town of Webster. We appreciate your diligence with these payments.

--

Doug Willardson
Town Administrator
Town of Webster
508-949-3800 ext. 4000

From: Joe Burke (joe.burke@curaleaf.com)

Date: 08/26/20 07:58 am

To: Doug Willardson (dwillardson@webster-ma.gov)

Cc: Patrik Jonsson (Patrik.Jonsson@curaleaf.com), Viyda Schatz (Viyda.Schatz@curaleaf.com)

Subject: **FW: Communication with Webster and Oxford town's on HCA**

Hello Doug,

MassCIP is requesting email confirmation that we are current with our HCA payments. Attached are the cashed checks for 2020. Could you please respond confirming this?

Plan to Positively Impact Areas of Disproportionate Impact

Neither our Retail Establishment in Oxford or our Cultivation & Manufacturing Establishment in Webster are in areas of disproportionate impact, however we strongly believe that our business can have a positive impact in those areas surrounding us that have been identified as being disproportionately impacted.

Analyzing the 29 areas identified by the Cannabis Control Commission we will focus our positive impact efforts on the City of Worcester, based on its size and its proximity to our two locations.

Our plan for Worcester will be as follows:

- 1) As our Retail, Cultivation, and Manufacturing operations in Oxford and Webster continue to expand we will try and prioritize applicants from Webster whenever appropriate.
- 2) Once a quarter we will hold educational events in the greater Worcester area, focusing on cannabis education, cultivation and other topics that the community could benefit from.
- 3) Twice a year we will organize local fundraisers that will target charities and non-profits in Worcester.

CURALEAF MASSACHUSETTS, INC.

BYLAWS

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BYLAWS
OF
CURALEAF MASSACHUSETTS, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name of the corporation shall be as set forth in the articles of organization. The corporation shall have the purpose of engaging in any lawful business, unless a more limited purpose is set forth in the articles of organization. The powers of the corporation shall be all powers as set forth in the Massachusetts Business Corporation Act (the “Act”), unless more limited powers or restrictions on any powers are set forth in the articles of organization. The powers of the corporation’s directors and Shareholders, or any class of Shareholders if the corporation has more than one class of stock, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. In the event of any inconsistency between the articles of organization and these bylaws, the articles of organization shall be controlling. All references in these bylaws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time in effect.

ARTICLE II

SHAREHOLDERS

1. Annual Meeting.

The annual meeting of shareholders shall be held at 10:00 A.M., or at such other time as the board of directors shall determine, on June 30 in each year unless such date is a legal holiday. If such date is a legal holiday, then the annual meeting shall be held at the same hour on the next succeeding business day not a legal holiday. The purposes for which an annual meeting is to be held include the election of directors and transacting such other business as may properly be brought before such meeting.

2. Special Meetings.

A special meeting of shareholders may be called at any time by the president or by the directors. Upon written application of one or more Shareholders who hold in the aggregate at least ten percent of all votes, which written application or applications shall be signed and dated by such shareholders and shall state the purpose for which the meeting is to be held, a special meeting shall be called by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by any other officer. Each call of a meeting shall state the place, date, hour and purposes of the meeting.

3. Place of Meetings.

The place at which any special or annual meeting of shareholders shall be held shall be fixed by the board of directors. Meetings of shareholders may be held at any physical location in or outside Massachusetts. Any adjourned session of any meeting of the shareholders shall be held at the place designated in the vote of adjournment, or if no such place is designated, at the same place or by the same remote communication method as the adjourned meeting.

In addition, the board of directors may authorize any meeting to be held solely by remote communication with no fixed physical location, or may authorize that any shareholder or proxy not physically present at a meeting may participate in the meeting and be deemed present and entitled to vote. In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the corporation shall implement reasonable measures to provide such shareholders and proxies a reasonable opportunity to participate in the meeting and vote; and (c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the corporation.

4. Record Date for Purpose of Meetings.

The directors may fix in advance a time not more than 70 days before the date of any meeting of shareholders as the record date for determining the shareholders having the right to notice of and to vote at such meeting and any adjournment thereof. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which notice is given. If any meeting is adjourned to a date more than 120 days after the date fixed for the original meeting, the directors shall fix a new record date.

5. Notice of Meetings.

Written notice of the place, day and hour of all meetings of shareholders shall be given by the secretary, the assistant secretary or an officer designated by the directors, at least seven days but no more than 60 days before the meeting, to each shareholder entitled to vote thereat and to each shareholder who, by the Act, under the articles of organization or under these bylaws, is entitled to such notice. Notice of an adjourned meeting shall be given only if a new record date is fixed, in which case notice shall be given to all shareholders as of the new record date. The notice of a meeting shall state the purposes of the meeting. At a special meeting of shareholders, only business within the purpose or purposes described in the meeting notice may be conducted. Notice may be given by leaving such notice with the shareholder or at his residence or usual place of business, by mailing it, postage prepaid, and addressed to such shareholder at his address as it appears in the books of the corporation, by facsimile telecommunication directed to a number furnished by the shareholder for the purpose, by electronic mail to the electronic mail address of the shareholder as it appears in the books of the corporation, or by any other electronic transmission (defined as any process of communication that does not directly involve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction of information by the recipient). The

corporation shall be entitled to rely on the address of a shareholder last notified to the corporation. In case of the death, absence, incapacity or refusal of the secretary, the assistant secretary or the officer designated by the directors, such notice may be given by any other officer or by a person designated either by the secretary or by the person or persons calling the meeting or by the board of directors. Whenever notice of a meeting is required to be given to a shareholder under any provision of the Act or of the articles of organization or these bylaws, no such notice need be given to a shareholder, if a written waiver of notice, executed before or after the meeting by such shareholder or his attorney, thereunto authorized, is filed with the records of the meeting.

6. Shareholders List for Meeting.

After fixing a record date for a meeting of shareholders, the secretary shall prepare an alphabetical list of all shareholders who are entitled to notice of the meeting. The shareholders list shall be available for inspection by any shareholder, his agent or attorney during the period beginning two days after notice of the meeting is given and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice or, if the meeting is to be held only by remote communication, on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. A shareholder or his agent or attorney may copy the list at the principal office at his own expense as permitted by the Act.

7. Quorum.

At any meeting of the shareholders, a majority in interest of all the shares issued, outstanding and entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, except that, if two or more voting groups are entitled to vote upon such question as separate voting groups, then, in the case of each such voting group, a quorum shall consist of a majority of the votes entitled to be cast by the voting group for action on that matter. Notwithstanding the foregoing, shareholders, by a majority of the votes properly cast upon the question whether or not a quorum is present, may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof, unless (a) the shareholder attends solely to object to lack of notice, defective notice, or the conduct of the meeting on other grounds, and does not vote the shares or otherwise consent that they are to be deemed present; or (b) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

8. Voting and Proxies.

Unless otherwise provided by the articles of organization, each shareholder shall have one vote for each share held by him of record on the record date and entitled to vote on the question or questions to be considered at any meeting of the shareholders according to the records of the corporation. Shareholders may vote either in person or by proxy appointed by written appointment form signed by the shareholder or his attorney in fact. An appointment form shall be valid for the period stated therein, or, if no period is stated, for a period of 11 months from the date the shareholder signed the form, or the date of its receipt by the secretary or his agent, if undated. Appointment forms shall be filed with the secretary or other officer or agent authorized to tabulate votes before being voted. Except as otherwise limited therein, appointment forms appointing

proxies for a particular meeting shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting.

9. Action at Meeting.

When a quorum of a voting group is present for the consideration of a matter at any meeting of the shareholders, favorable action on a matter, otherwise than the election of directors, is taken by the voting group if a majority in interest of the shares present in person or by proxy and entitled to vote on such question votes in favor of the action, except where a larger vote is required by the Act, the articles of organization or these bylaws. Any election of directors by a voting group shall be determined by a plurality of the votes cast by shareholders in the voting group present in person or by proxy at the meeting and entitled to vote in the election. No ballot shall be required for such election unless requested by a shareholder present in person or by proxy at the meeting and entitled to vote in the election. Shares of the corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the corporation owns, directly or indirectly, a majority of the voting interests. The corporation may, however, vote any shares, including its own shares, held by it, directly or indirectly, in a fiduciary capacity.

10. Action without Meeting.

Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting by all shareholders entitled to vote on the action, or if the articles of organization so provide, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting, as evidenced by written consents of such shareholders that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the date of the earliest dated consent delivered to the corporation. The corporation must, at least seven days before it takes any action in reliance on consent obtained in accordance with this provision, give written notice of its intended action to shareholders not entitled to vote on the action in any case where the Act would require such notice if the action were to be taken by voting shareholders at a meeting, and, if the action will be taken with less than unanimous consent, to all shareholders entitled to vote who did not consent to the action. Such notice shall be accompanied by the same material that the Act or these bylaws would require to be sent to such shareholders with a notice of meeting. The corporation may, for convenience, specify an effective date for such consents, provided that the corporation shall not take action in reliance upon such consents except in compliance with the articles of organization and these bylaws.

11. Electronic Action.

Any vote, consent, waiver, proxy appointment or other action by a shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that allows the corporation to determine: (a) the date the transmission was sent; and (b) that the sender of the transmission was the relevant shareholder, proxy, or agent, or a person authorized to act on any such person's behalf. The date on which the electronic transmission was sent shall be considered the date on which it was signed.

ARTICLE III

DIRECTORS

1. 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, a board of directors, subject to any limitation set forth in the articles of organization or in a shareholders' agreement. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

2. Election and Enlargement of Board.

The board of directors shall consist of at least one director. Unless otherwise provided in the articles of organization, if the corporation has more than one shareholder, the number of directors shall not be less than three, except that whenever there shall be only two shareholders, the number of directors shall not be less than two. The board of directors shall consist of a number of directors not less than the number prescribed by the preceding sentence and not more than five, and within such range, the number of directors shall be fixed from time to time by vote of a majority of the directors then in office or by the shareholders. The number of directors may be decreased or increased beyond such range only by vote of the shareholders. No director need be a shareholder.

3. Vacancies.

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the shareholders, by the board of directors, or if the directors remaining in office constitute fewer than a quorum, they may fill the vacancy by the vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by a voting group of shareholders, only the shareholders of that voting group or directors elected by that voting group are entitled to fill the vacancy.

4. Tenure.

Except as otherwise provided by the articles of organization or by these bylaws, each director shall hold office until the next annual meeting of shareholders and thereafter until such director's successor is elected and qualified or until such director sooner dies, resigns, is removed or becomes disqualified.

5. Committees.

The directors may, by vote of a majority of all directors then in office, elect from their number an executive or other committees, provided however that if the articles of organization or these bylaws provide that the number of directors required to take board action is greater than a majority of all directors then in office, then the vote of such greater number shall be required to elect any committee. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the directors. The directors may delegate to any committee some or all of their

powers except those which they are prohibited from delegating by any provision of law or by the articles of organization or these bylaws. Without limitation of the foregoing, a committee may not (a) authorize distributions; (b) approve or propose to shareholders action that is required by law to be approved by shareholders; (c) change the number of the board of directors, remove directors from office or fill vacancies on the board of directors; (d) amend the articles of organization; (e) adopt, amend or repeal these bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the board of directors.

6. Meetings.

Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine. Any or all of the directors may participate in a meeting of the directors or of a committee thereof by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting; and participation by such means shall constitute presence in person at any such meeting.

A regular meeting of the directors may be held immediately following the annual meeting of shareholders at the same place as such shareholders' meeting. Special meetings of the directors may be held at any time and place designated in a call of the meeting by the chairman of the board, if any, the president or two or more directors.

7. Notice of Special Meetings.

Notice of the date, time and place of all special meetings of the directors shall be given to each director by the secretary, or assistant secretary, or by the officer or one of the directors calling the meeting. Notice shall be given to each director in person, by telephone, voice mail, facsimile telecommunication, telegram or other electronic means sent to his usual or last known business or home address or phone number or by electronic mail to the electronic mail address of the director as last notified to the corporation at least 24 hours in advance of the meeting or by mailing it to either such business or home address at least 48 hours in advance of the meeting. Notice need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting, prior to or at the meeting's commencement, the lack of notice to him. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

8. Quorum.

At any meeting of the directors, a quorum of the board of directors shall be a majority of the number of directors fixed pursuant to Section 2 of this Article, or if no such number was prescribed, a majority of the directors in office immediately before the meeting begins. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

9. Action at Meeting.

If a quorum is present when a vote is taken, the vote of a majority of the directors present is an act of the board of directors, unless the articles of organization or these bylaws require the vote of a greater number of directors.

10. Action by Consent.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors then in office consent to the action in a writing signed by each director, or by electronic transmission delivered to the corporation to the address specified by the corporation for the purpose or, if no address is specified, to the principal office of the corporation addressed to the secretary or other officer or agent having custody of the records of proceedings of directors, provided that such written consents and/or electronic transmissions shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when the last director signs or delivers consent, unless the consent specifies a different effective date. Consents given in accordance with this provision shall be treated as a vote of the directors for all purposes.

ARTICLE IV

OFFICERS

1. Enumeration.

The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers, if any, including a chairman and a vice chairman of the board of directors, one or more vice presidents, assistant treasurers and assistant secretaries, as the incorporators at their initial meeting or the directors from time to time may choose or appoint.

2. Appointment.

The president, treasurer and secretary shall be appointed annually by the directors at their first meeting following the annual meeting of shareholders. Other officers, if any, may be appointed by the board of directors at such meeting or at any other time.

3. Vacancies.

If any office becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may choose a successor or successors, who shall hold office for the unexpired term, except as otherwise provided by the Act, by the articles of organization or by these bylaws.

4. Qualification.

The president may, but need not be, a director. No officer need be a shareholder. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

5. Tenure.

Except as otherwise provided by the articles of organization or by these bylaws, the president, treasurer and secretary shall hold office until the first meeting of the directors following the annual meeting of shareholders, and thereafter until such officer's successor is chosen and

qualified; and all other officers shall hold office until the first meeting of the directors following the annual meeting of the shareholders or the special meeting in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified.

6. Chairman and Vice Chairman of the Board.

A chairman or vice chairman of the board of directors shall have such powers as the directors may from time to time designate. Unless the board of directors otherwise specifies, the chairman of the board, or in his absence the vice chairman, shall preside at all meetings of the shareholders and of the board of directors. The chairman or vice chairman must be a director.

7. President and Vice President.

Except as otherwise determined by the directors, the president shall be the chief executive officer of the corporation and shall, subject to the direction of the directors, have general supervision and control of its business. Unless the board of directors otherwise specifies, in the absence of the chairman and vice chairman, if any, of the board of directors, the president shall preside, when present, at all meetings of shareholders and of the board of directors.

Any vice president shall have such powers as the directors may from time to time designate.

8. Treasurer and Assistant Treasurers.

The treasurer shall, subject to the direction of the directors, have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, and books of account and accounting records. He shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to the corporation or its order, and to accept drafts on behalf of the corporation.

Any assistant treasurer shall have such powers as the directors may from time to time designate.

9. Secretary and Assistant Secretary.

Unless a transfer agent is appointed, the secretary shall keep or cause to be kept the stock and transfer records of the corporation in which are contained the names of all shareholders and the record address and the amount of shares held by each. The secretary shall record all proceedings of the shareholders in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Such records shall be kept at the principal office of the corporation or at the office of its transfer agent or of the secretary and shall be open at all reasonable times to the inspection of any shareholder.

If a secretary is elected, he shall record all proceedings of the directors in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Any assistant secretary shall have such powers as the directors may from time to time designate. In the absence of the secretary from any meeting of the directors, any assistant secretary, or a temporary secretary designated by the person presiding at such meeting, shall record such proceedings.

10. Other Powers and Duties.

Each officer shall, subject to these bylaws, have in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to his office, and such duties and powers as the directors may from time to time designate.

ARTICLE V

RESIGNATIONS AND REMOVALS

1. Resignation.

Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the treasurer or the secretary or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

2. Removal of Director.

A director (including persons elected by directors to fill vacancies in the board) may be removed from office (a) with or without cause by majority vote of the shareholder voting group entitled to appoint such director, or (b) with cause by vote of the greater of a majority of the directors then in office or of the number of directors otherwise required to take an action of the board, except that if a director is appointed by a voting group of shareholders, only directors appointed by that voting group may vote to remove him. A director may be removed by the shareholders or the directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

3. Removal of Officer.

The directors may remove any officer at any time with or without cause.

4. No Right to Compensation.

No director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

ARTICLE VI

SHARES

1. Amount Authorized.

The total number of authorized shares shall be as fixed in the articles of organization.

2. Stock Certificates; Statements for Uncertificated Stock.

Shares of the corporation may be certificated or uncertificated. Each shareholder shall be entitled to: (a) for certificated stock, a certificate of the stock of the corporation setting forth the number of shares and the class and the designation of the series in such form as shall, in conformity with law, be prescribed from time to time by the directors; and (b) for uncertificated stock, a written information statement setting forth the number of shares and the class and the designation of the series of the stock. Each certificate shall be signed by any two of the following officers: the president, any vice president, the treasurer, any assistant treasurer, the secretary or any assistant secretary, either by real or facsimile signatures, and may bear the corporate seal or its facsimile. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate or information statement for shares which are subject to any restriction on transfer pursuant to the articles of organization, these bylaws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate or information statement and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge. Every certificate or statement issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the stock of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge.

3. Transfers.

Subject to the restrictions, if any, stated or noted on the stock certificates or information statements, shares may be transferred on the books of the corporation by: (a) for certificated stock, the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require; and (b) for uncertificated stock, by delivery to the corporation or its transfer agent of an instruction with a request to register a transfer properly executed by the transferring shareholder, and with such proof of authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by the Act, by the articles of organization or by these bylaws, the corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes,

including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the corporation in accordance with the requirements of these bylaws.

4. Record Date for Purposes Other Than Meetings.

The directors may fix in advance a time not more than 70 days preceding the date for the payment of any dividend or the making of any distribution to shareholders or the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to receive such dividend or distribution or the right to express such consent or dissent. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders shall be at the close of business on the day on which the board of directors acts with respect thereto.

5. Replacement of Certificates.

In case of the alleged loss or destruction or the mutilation of a stock certificate, a duplicate certificate may be issued in place thereof, upon such terms as the directors may prescribe.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year.

The fiscal year of the corporation shall end on the date determined from time to time by the board of directors.

2. Seal.

The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization cut or engraved thereon.

3. Registered Agent and Registered Office.

The corporation shall continuously maintain in Massachusetts: (a) a registered agent who may be an officer of the corporation or another individual, a domestic corporation or not-for-profit domestic corporation, or a foreign corporation or not-for-profit foreign corporation qualified to do business in Massachusetts; and (b) a registered office, which may, but need not be, the same as any of its places of business. The business office of the registered agent shall also be the registered office of the corporation. The corporation shall record any change of its registered office or registered agent by filing a statement of change with the Secretary of the Commonwealth.

4. Execution of Instruments.

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed on behalf of the corporation shall be signed by the chairman of the board, if any, the

president or the treasurer except as the directors may generally or in particular cases otherwise determine.

5. Voting of Securities.

Except as the directors may otherwise designate, the president or treasurer may waive notice of, act and appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of the shareholders, members or other constituent parties of any other corporation, organization or entity in which the corporation holds securities or other type of ownership interest.

6. Corporate Records to be Maintained and Available to All Shareholders.

The corporation shall keep in Massachusetts at the principal office of the corporation, or at an office of its transfer agent, secretary, assistant secretary or registered agent, a copy of the following records: (a) its articles of organization and bylaws then in effect; (b) resolutions adopted by the directors creating classes or series of stock and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding; (c) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years; (d) all written communications to shareholders generally during the past three years, including annual financial statements issued pursuant to the Act; (e) a list of the names and business addresses of its current directors and officers; and (f) its most recent annual report delivered to the Massachusetts Secretary of the Commonwealth. Said copies and records may be kept in written form or in another form capable of conversion into written form within a reasonable time. A shareholder is entitled to inspect and copy such records, during regular business hours at the office at which they are maintained, on written notice given at least five business days before the date he wishes to inspect and copy.

7. Indemnification.

The corporation shall, to the fullest extent permitted by law, indemnify each of its directors and officers (including persons who serve at its request as directors, officers, or trustees of another organization in which it has any interest as a shareholder, creditor or otherwise or in any capacity with respect to any employee benefit plan), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, if: (a) he conducted himself in good faith and in the reasonable belief that his conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation, and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (b) he engaged in conduct for which he shall not be liable under the articles of organization; provided, however, that the corporation shall not indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall be provided although the person to be indemnified is not currently a director, officer, partner, trustee, employee or agent of the corporation or such other organization or no longer serves with respect to any such employee benefit plan.

Notwithstanding the foregoing, no indemnification shall be provided unless a determination has been made that indemnification is permitted by law for a specific proceeding:

(a) if there are two or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of whom for such purpose shall constitute a quorum, or by a majority of the members of a committee of two or more disinterested directors appointed by vote; or

(b) by special legal counsel selected either (i) in the manner prescribed in clause (a) above, or (ii) if there are fewer than two disinterested directors, by the board of directors, in which case directors who do not qualify as disinterested directors may participate in the selection; or

(c) by the holders of a majority of the corporation's outstanding shares at the time entitled to vote for directors, voting as a single voting group, exclusive of any shares owned by or voted under the control of any interested director or officer.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled; nothing contained in this section shall affect any rights to indemnification to which employees, independent contractors or agents, other than directors and officers, may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Any repeal or modification of the foregoing provisions of this section shall not adversely affect any right or protection of a director or officer of the corporation with respect to any acts or omission of such director or officer occurring prior to such repeal or modification.

8. Advance of Expenses.

The corporation shall, before final disposition of a proceeding, and to the fullest extent permitted by law, advance funds to pay for or reimburse the reasonable expenses incurred by a director, officer or other person who is a party to a proceeding for which he would be or may be entitled to indemnification as set forth in these bylaws, provided that he delivers to the corporation a written affirmation of his good faith belief that he has met the relevant standard of conduct described in these bylaws, and his written undertaking to repay any funds advanced if he is not entitled to mandatory indemnification under applicable law and it is ultimately determined that he has not met the relevant standard for indemnification set forth in these bylaws.

9. Amendments to Bylaws.

These bylaws may at any time be amended by vote of the shareholders or may be amended by vote of a majority of the directors then in office, except that bylaw provisions dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the board of directors. Notice of any change to these bylaws by the directors, stating the substance of such change, shall be given to all shareholders entitled to vote on amending these bylaws not later than the time that notice of the shareholders' meeting next following such change is required to be given.

10. Director Conflict of Interest

A conflict of interest transaction is a transaction with the corporation in which a director has a material direct or indirect interest (an “Interested Director”). Without limiting the interests that may create conflict of interest transactions, a director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a “Related Party”), or if another entity of which he is a director, officer, or trustee or in which he holds another position is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

A conflict of interest transaction is not voidable by the corporation solely because of the director’s interest in the transaction if: (a) the material facts of the transaction and the director’s interest were disclosed or known to the board or a committee of the board, and the board or committee authorized, approved or ratified the transaction by the vote of a majority of the directors on the board or committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single director; (b) the material facts of the transaction and the director’s interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction by the vote of a majority of the shares entitled to vote or (c) the transaction was fair to the corporation. In the case of clause (b) above, shares owned by or voted under the control of any Interested Director or Related Party shall not be entitled to vote.



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

mass.gov/dor

Letter ID: L0481603712
Notice Date: April 3, 2018
Case ID: 0-000-441-305



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CURALEAF MASSACHUSETTS, INC.
2001 WASHINGTON ST UNIT B
HANOVER MA 02339-1621

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 02, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,

CURALEAF MASSACHUSETTS, INC.

is a domestic corporation organized on **March 29, 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: 18040027020

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

Processed by:



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 001113687 *(must be 9 digits)*

ARTICLE I

The exact name of the corporation is:

MASS ORGANIC THERAPY, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

TO CARRY ON ANY BUSINESS PERMITTED UNDER MASSACHUSETTS GENERAL LAWS,
CHAPTER 180, SECTION 4.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

NONE.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

No. and Street: 21 NORTH MAIN STREET
City or Town: MIDDLEBORO State: MA Zip: 02346 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	CHARLES MCINNIS	51 LIVERMORE ROAD WELLESLEY, MA 02481 USA 51 LIVERMORE ROAD WELLESLEY, MA 02481 USA	Until successor qualified
TREASURER	TERESA PASTORE	28 KENT STREET NEWBURYPORT, MA 01950 USA 28 KENT STREET NEWBURYPORT, MA 01950 USA	Until successor qualified
CLERK	JOHN MCLEAN	80 BAYVIEW ROAD MARBLEHEAD, MA 01945 USA 80 BAYVIEW ROAD MARBLEHEAD, MA 01945 USA	Until successor qualified
DIRECTOR	CHARLES MCINNIS	51 LIVERMORE ROAD WELLESLEY, MA 02481 USA 51 LIVERMORE ROAD WELLESLEY, MA 02481 USA	Until successor qualified
DIRECTOR	JOHN MCLEAN	80 BAYVIEW ROAD MARBLEHEAD, MA 01945 USA 80 BAYVIEW ROAD MARBLEHEAD, MA 01945 USA	Until successor qualified
DIRECTOR	TERESA PASTORE	28 KENT STREET NEWBURYPORT, MA 01950 USA 28 KENT STREET NEWBURYPORT, MA 01950 USA	Until successor qualified
DIRECTOR	FREDERICK BERRY	8 CROWNINSHIELD ST., #410 PEABODY, MA 01960 USA 8 CROWNINSHIELD ST., #410 PEABODY, MA 01960 USA	Until successor qualified
DIRECTOR	CHRISTOPHER MCCARTHY	75 WILDWOOD DRIVE ELLSWORTH, ME 04605 USA 75 WILDWOOD DRIVE ELLSWORTH, ME 04605 USA	Until successor qualified

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name: MARK D. PETTI
No. and Street: 204 BELMONT STREET
City or Town: BROCKTON State: MA Zip: 02301 Country: USA

been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 8 Day of August, 2013. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

CHARLES MCINNIS

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

August 08, 2013 02:18 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent "G" at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

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

Special Filing Instructions

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Identification Number: 001113687

We, CHARLES MCINNIS ☒ President ☐ Vice President,

and JOHN MCLEAN ☒ Clerk ☐ Assistant Clerk ,

of MASS ORGANIC THERAPY, INC.

located at: 2001 WASHINGTON STREET UNIT B HANOVER , MA 02339 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 10/5/2017 , by vote of: 0 members, 3 directors, or 0 shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation, **as amended**, is:
(Do not state Article I if it has not been amended.)

CURALEAF MASSACHUSETTS, INC.

ARTICLE II

The purpose of the corporation, **as amended**, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

A corporation may have one or more classes of members. **As amended**, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

As amended, other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its

directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

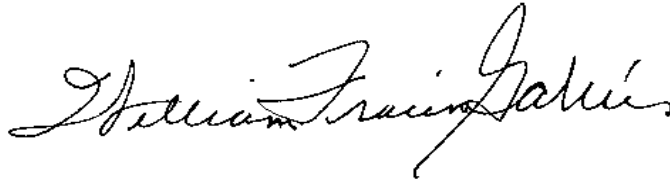
Later Effective Date:

**Signed under the penalties of perjury, this 10 Day of October, 2017, CHARLES MCINNIS , its ,
President / Vice President,
JOHN MCLEAN , Clerk / Assistant Clerk.**

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

October 10, 2017 10:59 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Record Keeping Policies

Personnel records

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. documentation of verification of references;
 - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - d. 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;
 - e. documentation of periodic performance evaluations;
 - f. a record of any disciplinary action taken; and
 - g. notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.

All of the documents contained in 2a through 2g shall be maintained within the companies HR Reporting software, Bamboo HR. The documents referenced in #'s 1, 3, 4 & 5 shall be maintained in a digital file on the companies' servers. All documents shall be made available upon request of the CCC or any other appropriate state agency.

Business Records

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of

value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

The required documents for #'s 1, 2, 3 & 5 shall be maintained within our GL software, QuickBooks Desktop. The documents required as per # 4 shall be maintained within our seed to sale tracking software, BioTrack.

Following the closure of any of our registered Marijuana Establishments, we shall maintain all records for at least two years at our expense in a form and location acceptable to the Commission

Inventory Record Keeping

All our inventory record keeping is done within BioTrack, please see the Inventory Procedures document for more details.

Seed-To-Sale Tracking Records

All our record keeping related to seed-to-sale tracking is done in BioTrack, please see the Inventory Procedures document for more details.

Written Operating Procedures Record Keeping

All of Curaleaf's written operating procedures are stored in hard copy at each respective site and also online using the company's secure digital record keeping solution (currently Sharepoint & Dropbox).



Quality Control & Testing

Curaleaf's steps to ensure high quality, dose-consistent, contaminant-free marijuana are built upon cultivation and MIPs production practices which expressly prohibit the use of plant-growth regulators, non-organic pesticides and heavy-metal additives.

The steps start with strict sanitary protocols and personal hygiene requirements for all cultivation center staff and will include, but not be not limited to, the following: depositing of non-essential personal belongings in sequestered locker rooms upon first entering the main facility; sanitary uniforms for all employees/authorized visitors; and, before entering the cultivation area, mandated use of secondary locker/changing rooms and further change into fresh clothing, a coverall, and a hair-net.

Marijuana products will be tested at a Massachusetts-based state compliant lab. Testing will be conducted under MCR Labs (MCR) guidelines and ISO 17025 certification.

Product testing objectives include both qualifying and quantifying the potential medicinal benefits. This would include evaluating the profiles for both cannabinoids and terpenes, both of which have been anecdotally reported to have patient treatment outcome value. Cannabinoid profiles will include identification and quantification of the predominant compounds present in a sample, and shall include THC and CBD, and may include CBN, CBG, CBC, and the acid forms of each of these (THCA, CBDA, CBNA, CBGA, and CBCA). Terpenoid profile should include the most abundant terpenes present and may include myrcene, limonene, linalool, alpha-pinene and trans-caryophyllene in addition to others.

In addition, all cannabis products will be tested for the presence of non organic pesticides and microorganisms, including bacteria, mildew and mold, which may present a health risk to patients, many of which may be immune compromised with increased sensitivity to these toxic components. Molds such as Aspergillus, Pennicillium and Cladosporium can be found in almost all marijuana plant material, but testing should insure that levels of mold and mycotoxins are within acceptable levels under general guidelines for herbal products. Real time PCR (qPCR) will be used to identify and quantify the microorganisms present, while additional chromatographic techniques, in combination with monoclonal antibody-based ImmunoAffinity assays, can be used to detect the presence and levels of mycotoxins in a sample. Similar chromatographic methodologies will be used for the identification of plant growth regulators in medical marijuana products.



Any marijuana plant material or finished product, along with its associated batch in which contaminants are found to be present, shall be disposed of in a compliant manner.

We will strictly adhere to all testing frequencies as determined by the Commission.

Testing results will be retained for no less than 1 year.

Cleaning and Sanitation: Cultivation

All employees will participate in the upkeep, housekeeping and overall cleanliness of the grow-op facility including all equipment and various company assets. For general cleaning, a weekly and monthly cleaning chart will be maintained, which details specific cleaning chores. Everyone will be expected to do their part in maintaining a neat, clean, and healthy workplace.

The flower rooms must always be cleaned and disinfected before planting a new crop. The sanitation process provides a fresh starting point and reduces risk of pests and diseases carrying over from the previous crop.

Room clean out (as soon as crop is finished)

- Remove any and all stalks, stems, and leaves and dispose into plant waste tote.
- Remove and properly dispose of disposable grow bags and soil. Place any plant pots in designated area.
- Remove all equipment, tools, containers, bins, and other items that will be re-used.
- Sweep down floors and walls. Use compressed air to blow clean all internal structures.

Room clean up (before a new crop is planted)

- Wash the walls, floors and all internal structures, including drains with scrub brushes, water and disinfectant.
- Rinse walls, floor and all internal structures with clean water.
- Clean, disinfect and/or replace all tubes for the hydroponic (irrigation) system.
- Allow surfaces to dry.
- Wash walls, floors and all internal structures with a 0.5-1.0% chlorine solution or other appropriate disinfectant (wear personal protective equipment including a respirator).
- Wash and refill footbaths.
- Clean and disinfect all equipment, tools, plant containers, bins and other items to be returned to grow room if applicable.
- Set up room for next crop making sure that no items, tools or equipment get contaminated.



Procedures for sampling of finished product:

This section describes sample collection procedures that are generally applicable to any medical marijuana product that Curaleaf MA may dispense, including, but not limited to, finished plant material; liquid concentrates or MIPs; resins, waxes, creams, or other semi-solid products; or solid concentrates or MIPs. Because of the wide range of medical marijuana products that Curaleaf MA may offer, particularly MIPs, these sample collection procedures may require adaptation in some cases. In all cases, sample collection must be conducted in a manner that provides analytically sound and representative samples so that all medical marijuana products dispensed are safe, effective, and accurately labeled. The RMD must document every sampling event and provide this documentation to the Department upon request.

Prior to Sample Collection. The Curaleaf MA dispensary agents conducting the sampling should assemble all equipment and information needed before beginning. Items to assemble before sampling include, but are not limited to, the following:

- Sample collection plan for each product type;
- Logbook or sample collection forms;
- Chain-of-custody forms (COCs);
- Disposable gloves;
- Decontaminated tool(s), such as a spatula, knife, sampling spear, or pipette;
- Stainless steel bowl and implement to homogenize the product (e.g., by stirring, chopping, or grinding);
- Clean, decontaminated surface for sample processing;
- Sample containers appropriate for the analyses required;
- Container labels and pen with indelible ink;
- Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples; and

Sample collection personnel should create a new entry for each sampling event in a sample collection logbook or prepare sample collection forms for documentation of sample collection. Sample collection documentation should identify the sample collection date and start time, participating personnel, a general description of the product type and batch number sampled, a description of the sampling procedures used, and a record of batches that would potentially be impacted should analysis results indicate unacceptable contamination levels.

Sample collection personnel shall identify or determine the cultivation batch number, production batch, and number of samples to be collected based on the guidance provided the testing protocols document, as well as further guidance obtained in consultation with the laboratory. The number of



samples taken from each cultivation and/or production batch must be recorded in the sample collection logbook or forms. Record the sample cultivation and production batch identifiers (ID) for each sample. The batch IDs will be included on sample labels. In addition to the batch ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the batch and sample IDs in the sample collection logbook.

Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. Appropriate sample containers should be made of suitable materials.

Preparing sample labels and affixing them to sample containers immediately before sampling is recommended. Information to include on the label includes at a minimum the batch and sample IDs and date/time of collection and by whom. Additional information that must be recorded in documentation, if not on the label, includes sample collector's name, product type, collection method, and other details about the product, such as MIP type or production method.

Sample Collection. Collect the planned samples from each cultivation or production batch one at a time. Follow these basic steps for each sample:

1. Wear disposable gloves to mitigate potential for contamination of samples.
2. Ensure that the sampling area is clean and decontaminated and lay out any tools and equipment needed.
3. Collect the sample using an appropriate tool. Do not touch the sample with your hands or allow the sample to touch anything that might cause cross contamination.
4. If necessary, place the sample in the stainless steel bowl or on a decontaminated cutting surface for homogenizing the sample using either the sample collection tool or separate clean, decontaminated implement.
5. Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
6. To avoid cross contamination of samples, any tools or equipment that comes in contact with the finished plant material or other marijuana products should be cleaned with isopropyl alcohol before collecting the next sample.
7. All samples should be placed in clean, airtight sample containers that are large enough to hold the prescribed sample quantity with minimal headspace. Sample containers must be firmly closed and appropriately labeled.

8. To preserve the chemical and biological composition of the samples, they should be refrigerated or maintained on ice until shipped to the analytical laboratory.
9. Chain-of-custody paperwork should be completed immediately prior to shipment to the analytical laboratory.

Marijuana products and MIPs, especially solids or semi-solids such as finished plant material, may be heterogeneous with respect to distribution of cannabinoids or contaminants. To obtain a representative sample, liquid products should be thoroughly stirred or mixed before sampling. Solid and semi-solid products must be ground and thoroughly mixed. A grinding device that minimizes loss (e.g., leaching of resins) should be used, and the grinding device should be cleaned thoroughly after each use.

Edible products tend to be relatively homogeneous (Sexton and Ziskind, 2013), so a selection of packaged or ready-to-dispense MIPs may be provided to the analytical laboratory to represent a given production batch (Sexton and Ziskind, 2013). MIPs may be either liquid or solid, and the solid MIPs may be of varying density (e.g., baked goods, candies, etc.). Laboratory samples of MIPs shall be homogenized prior to testing such that the sample is representative of the whole product. Homogenized samples should be mixed and quartered similar to the procedure described above. If production batches of individually packaged MIPs are sampled, multiple packaged products should be sampled such that they are representative of the production batch size.

Financial Records Policy

The following records shall be maintained in accordance and as required by 935 CMR 500.000:

1. All financial statements up to and including Profit and Loss Statements, Balance Sheets, Statements of Cash Flows, journals, ledgers, supporting documents, agreements, checks, invoices, and vouchers shall all be maintained digitally in both spreadsheet form as well as a saved file within our Accounting Software, Quickbooks Desktop. The company file shall be backed up within Quickbooks at least on a monthly basis.
2. All Banking activity, including check payments, ACH payments, EFT payments, wire transfers and deposits, shall be maintained digitally in both spreadsheet format as well as PDF formatted monthly statements.
3. All Payroll activity, including payments to employees, contractors and temporary workers shall be maintained digitally in spreadsheet format as well as in an electronic file format online via our payroll provider Trax.
4. All invoices pertaining to our accounts payable will be maintained on the company server in as appropriate digital format (PDF and/or Word document) within its respective expense category. When not available electronically, invoices will be maintained in a hard copy file at the Company's main office located at 2001 Washington Street, Unit B Hanover, MA 02339.
5. All insurance documentation related to the various policies Curaleaf Massachusetts holds shall be maintained in electronic format on the Company's servers, including but not limited to:
 - Policies
 - Binders
 - Certificates of Insurance
 - Supporting Schedules
 - Addendums



Restricting Access To 21 And Older

Restricting access to any collocated Curaleaf dispensary will be done at the point of entry. Each dispensary will have security guards manning the point of entry and they will be checking IDs for anyone entering the facility. Each person entering must have an official and non-expired form of ID prior to entering, stating they are 21 or older.

The only individuals under 21 that are allowed into the dispensary are medical patients that have a valid patient card, and a valid form of ID. In the event that a medical patient under 21 years old enters our dispensary, an agent will be assigned to them at the point of entry and they will remain with them until the point of purchase to ensure that they only acquire medical products from a medical only station. The agent will then escort the person out of the dispensary following the sale.



Separating Medical & Recreational Operations

Given the fact that Curaleaf's retail operation will have the medical and adult use operations collocated, the following steps will be taken to ensure compliance with 500.101(2)(e)(4)(a) and (b).

Each location where both medical and adult use products are being dispensed will have a designated station(s) to be used exclusively for our medical patients.

Medical Only Stations

There will be additional operating procedures & employee training in place for the agents assigned to these dispensing stations, where they will be required to validate each patients' patient ID, its expiration and remaining product allotment prior to each purchase. All purchases made here will also be synced up against the state's patient tracking system to ensure they medical allotment remains accurate. Additional steps will be followed by the agent to ensure that the purchase made is done from the medical only products (if applicable).

Having medical only stations will also ensure that patients are seen in a expedited manner and can get whatever additional personal attention that they desire.

Recreational Stations

The dispensary agents assigned to the recreational stations will have specific operational checklists to follow in order to ensure that any pre-dosed product dispensed from here is for recreational use and contains the max 5mg THC per serving. Furthermore all marijuana products sold via the recreational stations will have the 20% tax automatically assigned to them at the time of purchase.

Medical Patients Under 21

In the event that a medical patient under 21 years old enters our dispensary, an agent will be assigned to them at the point of entry and they will remain with them until the point of purchase to ensure that they only acquire medical products from a medical only station. The agent will then escort the patient out of the dispensary following the sale.



Personnel Policy

As it relates to 935 CMR 500.101(c)(7)(g) – “Personnel Policies.”

And

As it relates to 935 CMR 500.105(1) – “Written Operating Procedures”

(b) Employee security policies, including personal safety and crime prevention techniques;

(c) Hours of Operation & Contact Information;

(h) A staffing plan and staffing records;

(j) Alcohol, smoke, and drug-free workplace policies;

(l) Policies for employee dismissals

Employee security policies

Security for employees at our RMD facilities will be established through perimeter and interior monitoring, a restrictive ID/badge system, and limited access area partitioning, professional security staff, and rigorous personal safety training.

The exterior of the facilities will be well-lit and equipped with video surveillance cameras. Select employees will have access to a video monitoring station. Feeds from multiple exterior (and interior) viewing angles will appear on video screens for simultaneous monitoring. Security staff for the dispensary will conduct periodic, scheduled “watch tours” of the exterior to maintain a security presence and ensure the perimeter remains clear of obstructions. Interior cameras will be installed in all limited access areas and locations at which product is stored, received, weighed, handled, and provisioned to patients. The video recording equipment will be securely stored in a limited access room that only authorized EMT members can enter.

RFID access cards will be used to control movement throughout the facilities. All employees will be assigned an ID/access card consistent with their security level and access permissions. ID/ access cards will be used as the employee identification card and will be printed with the employee's name, title, picture, access type, and employee number. ID/access cards must be visibly worn by every employee at all times and will be color-coded to reflect access level permissions. Lost ID/access cards will be reported immediately to the Facilities & Security Director, who will then program the card as “lost” in the access control system. If access is attempted by using the lost card in any card reader in the facility, an alarm will go off, with notifications sent to the

EMT. If deemed appropriate, law enforcement will be notified by the EMT in this situation.

Keys will not be issued to staff and will only be used as a backup for emergency purposes. All building keys and card activation devices will be kept in a limited access location requiring the highest security level to access. Electric locks and card readers will be installed at partitions throughout the facilities. The limited access areas, such as the product storage vault, will require a RFID identification card to access. The access control systems will record all access events and produce reports specific to each employee, card used, access location, and time and date. Limited access areas shall be accessible to only those employees essential for an efficient operation.

All authorized vendors, contractors, and visitors will first obtain a visitor ID badge upon entering, and will be escorted at all times by a dispensary agent authorized to enter limited access areas. The visitor identification badge must be visibly displayed at all times. All visitors must be logged in and out, and that log will be available for inspection by the Commission at any time. All visitor ID badges will be returned upon exit.

All staff will be trained in basic safety awareness and additional scenario-specific conduct, as part of their orientation and intensive safety training. In the event of a forced intrusion, staff is instructed to remain calm and not argue, fight, surprise or attempt to use force against an intruder. Staff will comply with demands for products without hesitation. Staff will not in any way hinder the intruder's departure.

Dispensary agents will have access to duress alarms strategically located throughout the dispensary that are directly connected to our security contractor and local police departments. Staff will be trained in using these duress alarms in appropriate circumstances. At the cultivation site, several duress alarms will also be strategically mounted throughout the facility in case of need.

Security staff will be present at least 30 minutes prior to the scheduled arrival of employees. Security staff will ensure that all staff has safely exited the facility at closing before leaving their post.

Corporate Policy Statement

The Occupational Safety and Health Act of 1970 clearly states our common goal of safe and healthful working conditions. The safety and health of our employees continues to be the first consideration in the operation of this business.



Safety and health in our business must be a part of every operation. Without question it is every employee's responsibility at all levels.

It is the intent of this company to comply with all laws. To do this we must constantly be aware of conditions in all work areas that can produce injuries. No employee is required to work at a job he or she knows is not safe or healthful. Your cooperation in detecting hazards and, in turn, controlling them is a condition of your employment. Inform your supervisor immediately of any situation beyond your ability or authority to correct.

The personal safety and health of each employee of this company is of primary importance. The prevention of occupationally induced injuries and illnesses is of such consequence that it will be given precedence over operating productivity whenever necessary. To the greatest degree possible, management will provide all mechanical and physical facilities required for personal safety and health in keeping with the highest standards.

We will maintain a safety and health program conforming to the best management practices of organizations of this type. To be successful, such a program must embody the proper attitudes toward safety and injury and illness prevention not only on the part of supervisors and employees, but also between each employee and his or her co-workers. Only through such a cooperative effort can a safety program in the best interest of all be established and preserved.

Our objective is a safety and health program that will reduce the number of injuries and illnesses to an absolute minimum, not merely in keeping with, but surpassing, the best experience of operations similar to ours. Our goal is nothing less than zero accidents and injuries.

Forcible Entry/Armed Robbery During Business Hours

Considering our multi-perimeter security approach, an armed robbery during business hours is unlikely. However, all staff will be trained in the following high-level procedural response:

All security, management and staff at the dispensary shall have easy access to panic alarm devices, to be triggered if possible in an undetected manner upon forcible entry or clear threat detection, immediately alerting an off-site security dispatcher, who in turn notifies responding law enforcement officers.

Perimeter security staff will meet the officers upon arrival and make available via wireless tablet devices real-time images of the scene or a post-incident



recording of the same. The officers will assume complete control of the scene.

Staff is instructed to remain calm and not argue, fight, surprise or attempt to use force against an intruder. Any patients present will be calmly instructed to do the same. If asked for cash, staff will comply with the request. Staff will comply with demands for products without hesitation. Staff will know that cooperation is key to ensure a safe outcome. Additionally, staff is trained to systematically observe the identifying characteristics of the robber. Staff will not in any way hinder the intruder's departure.

If it can be done safely, staff will observe the direction the intruder takes in leaving the scene. Where a vehicle is involved, staff will concentrate on the make, model, year, color, license plate number and issuing state.

Additionally, once the intruder has vacated the building and it is safe to do so, Curaleaf MA staff will lock the doors and will ask that all witnesses remain inside the building until the Police complete their initial sweep of the building and speak with each witness.

At the conclusion of the incident, a thorough security incident report will be written, and appropriate internal measures to prevent recurrence determined and adopted. The Commission, local public safety officials, and the county Sheriff's office will be promptly notified of the incident for appropriate follow-up.

Hours of Operations & Contact Information

Curaleaf Massachusetts will be cultivating and manufacturing according to the following schedule:

(Subject to change as demand and circumstances dictate)

Monday through Sunday: 7:30am – 4pm

After-hours contact information:

- | | |
|--|---|
| 1. Jamie Colbert
Head Grower
(303) 478-6411 | 2. Gary Stein
Facilities & Security Director
(508) 378-8900 |
| 3. Dan Reis
Assistant Head Grower
(401) 692-8187 | |



Curaleaf Massachusetts is currently open for consultation and dispensing of marijuana as follows:

Monday –Saturday: 9am-7pm
Sunday: 10am-2pm

After-hours contact information (Oxford Dispensary):

- | | |
|---|---|
| 1. <i>Maura O'Brien</i>
Dispensary Manager
(732) 674-7202 | 2. Kate Steinberg
Assistant Dispensary Manager
(856) 577-9495 |
| 3. Gary Stein
Facilities & Security Director
(508) 378-8900 | |

This information has been made available to local Oxford law enforcement officials, and it is kept up to date by Curaleaf MA's Facilities & Security Director.

Staffing plan and staffing records

Staffing Plan

Curaleaf MA have recruited new employees through:

- Traditional job opportunity websites including indeed.com, and niche websites such as Joe Produce
- Word-of-mouth advertising via current Curaleaf MA stakeholders and Palliatech.
- Posting on our professional networking sites such as LinkedIn.com
- Review of unsolicited job applications received prior to posting the opportunity
- Additional channels TBD, if volume and quality of response requires it

The following positions are currently filled at our existing RMD locations:

- Chief Executive Officer



- Facilities & Security Director
 - Head Grower
 - Director of Finance
 - Assistant Head Grower
 - Cultivators
 - Retail Director
 - Trimming & Packaging Manager
 - Production Manager
 - Dispensary Managers
 - Assistant Dispensary Manager
 - Dispensary Associates
 - Security Specialists– Currently outsourced using a private security vendor.
1. All new personnel first have to pass a detailed background screening through our main background check vendor Creative Services, Inc. That process begins with them filling out and signing an iCori form, a Disclosure & Acknowledgement Form and a 7-year Standard Release Authorization form. In addition they will provide a valid picture ID (typically a driver's license) as well as their social security number. With this information our vendor will then conduct a background check that consists of the following screens:
 - a. FACIS Database - Sanctioned Individuals
 - b. Media Search
 - c. NPDB – National Criminal Locator
 - d. National Criminal Locator – National Practitioner Database
 - e. Restricted Party Search – Blocked and Denied Individuals
 - f. Sex Offender Registry – State of Massachusetts
 - g. Criminal record Search:
 - i. Bristol Superior Court, MA (Civil)
 - ii. Taunton District Court, MA (Civil)
 - iii. State of Massachusetts
 - iv. State of Massachusetts (Federal)
 - v. State of Massachusetts (Federal Civil)
 - h. Social Trace – Address/Social Security Repository
 2. Once a person has passed their background check then their personal information is supplied to the state via Virtual Gateway so that they may receive their Dispensary Agent credentials.
 3. In addition to applying for their Agent card, they also then receive a new hire packet via the Company's online HR platform, Bamboo HR. This packet consists of all the requisite forms that are necessary in order to approve them for employment within the U.S. such as the I-9, as well as any and all appropriate tax forms to get them properly set up within the payroll system. This packet also includes Curaleaf's Employee Handbook which is a 40 pg. document that contains all of the employment policies and procedures that will govern their employment status during their

tenure with us. All of these forms are signed electronically within the system and given a time and date stamp and then saved electronically within their online personnel profile.

4. All new employees go through a 90 day probationary period where they are assessed for their performance and how well they are applying all the techniques they learned during the training process. Any and all incidents that stray from our standard operating procedures will be written up and at the end of the period a decision will be made as to whether or not the employee has demonstrated the capacity to manage all of the tasks within the strict regulatory framework that governs us within the industry.

Staffing Records

Personnel records are kept in Bamboo, Curaleaf's online HR portal, as well as onsite in locked filing cabinets. These records include:

- a) Job descriptions for each employee and volunteer position
- b) All materials submitted to the state for the agent registration
 1. The full name, date of birth, and address of the individual;
 2. Written acknowledgement by the individual of the limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana for medical purposes in the Commonwealth;
 3. A copy of the dispensary agent's driver's license, government-issued identification card, or other verifiable identity document acceptable to the Department;
 4. An attestation that the individual will not engage in the diversion of marijuana;
 5. Any other information required by the Commission.
- c) Documentation of verification of references;
- d) The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- e) 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;
- f) A copy of the background check report commissioned by Curaleaf MA prior to hire;
- g) Documentation of periodic performance evaluations;
- h) A record of any disciplinary action taken

Personnel records for each dispensary agent are maintained for at least 12 months after termination of the individual's affiliation with Curaleaf MA



Alcohol, smoke, and drug-free workplace policies

Curaleaf Massachusetts is dedicated to providing a healthy and productive work environment for all employees, volunteers and consultants.

Non-Smoking Policy

We expect all employees, volunteers and consultants to adhere to Curaleaf's strict policy that smoking is prohibited on all Curaleaf MA premises. All smoking is to be done outside of the facilities, according to the laws of the State. In an effort to maintain security and limit loitering Curaleaf MA will set up designated smoking areas.

Drug & Alcohol Policy

Curaleaf Massachusetts adheres to the principles of the Drug-Free Workplace Act. The use of illicit drugs and alcohol at Curaleaf MA, on work premises or at Curaleaf MA activities impairs the safety and health of employees, lowers the productivity and quality of work performed, and undermines the public's confidence in Curaleaf MA. The unlawful possession, use, or distribution of illicit drugs and alcohol on Curaleaf MA property or as part of any Curaleaf MA activity is prohibited. All agents of Curaleaf MA – employees, volunteers, and contractors- are urged to carefully and seriously reflect on their personal responsibility to remain drug-free, and further, to demonstrate care and concern for others through timely intervention, support, and referral.

An employee of Curaleaf MA shall not unlawfully manufacture, distribute, dispense, possess, or use controlled substances or alcohol on Curaleaf MA property or in conjunction with any Curaleaf MA activity, whether work-related or non-work-related.

All employees are expected to be capable of satisfactorily performing their jobs and behaving properly. The use of alcohol or other intoxicants or the effects of the use of alcohol or other intoxicants during work hours will not be tolerated. Employees who violate this policy will be subject to disciplinary action up to and including termination of employment.

All of the health plans offered to employees offer substance abuse treatment programs. For information regarding these programs, employees will be instructed to contact the health insurance company



Policies for Employee Dismissals

Policy for the immediate dismissal of any dispensary agent who has diverted marijuana and/or engaged in unsafe practices with regard to operation of the dispensary.

As required under 935 CMR 500.105(1) (l) Curaleaf MA will immediately dismiss any dispensary agent who has:

- a. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission; or
- b. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
- c. 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.

Any dispensary agent found to have diverted marijuana or engaged in unsafe practices with regard to the operations of Curaleaf MA will be subject to immediate dismissal per his or her employment contract and State regulations.

A member of Curaleaf's Executive Management Team will report any and all instances of diversion to law enforcement officials and to the Commission.

A member of the Executive Management Team will also report any instance of a Curaleaf MA employee engaging in unsafe practices with regard to the operations of the company to the Commission.

Curaleaf Massachusetts has adopted a zero tolerance policy toward individuals who knowingly violate the law, state regulations, or Curaleaf company policy.



Qualification & Training

As it relates to 935 CMR 500.101(1)(c)(8) – “A detailed description of qualifications and intended training(s) for marijuana establishment agents who will be employees.”

And

As it relates to 935 CMR 500.105(2) – “Marijuana Establishment Agent Training”

The training and qualification programs of Curaleaf Massachusetts, Inc. will consist of the following areas of technical expertise that all new incoming employees will go through prior to engaging for the first time with customers in their role as an associate. These training procedures will typically be spread out during the first two weeks of an associate's employment:

- Company Product & Overview
- Standard Operating Procedures including but not limited to:
 - Detecting & Preventing Diversion
 - Dispensing Overview
 - Inventory Management
 - Visitor Protocols
 - What Patients need at the window
 - How to process new patients
 - How to ring up a patient
 - Moving inventory medicated/ non-medicated
 - Reportable events and violations
- Compliance Overview / Federal & State Medical Cannabis Laws
- Customer Service for Dispensary Associates
- Understanding HIPAA
- Harassment & Diversity
- Ethics in The Workplace
- Product Knowledge & Cannabis as a Medicine
- Qualifying Conditions and Related Symptoms
- Customer Service Training and Patient Care
- Social Media Policy
- Emergency Action Procedures
- Workplace Violence



- An armed robbery
 - An invasion
 - A burglary or other criminal incident
- Safety Orientation
 - A medical emergency
 - A fire
 - A chemical spill
- Trimming & Packaging Procedure including but not limited to:
 - T&P: Safety and Cleanliness/ Opening and Closing Procedures
 - Proper Work Attire
 - How to conduct yourself while in the "Clean Zone"
 - Bulk bud care
 - Cleaning requirements
 - Opening and Closing Responsibilities
 - T&P: Cannabis Mold and Powdery Mildew
 - What is mold and where does it come from
 - Definition of powdery mildew and how to identify it
 - T&P: Investigating and Reporting Quality Control Issues
 - How to investigate various types of quality control issues.
 - The proper steps to follow in the event of a quality control issue.
 - T&P: Preparing Flower & other Product
 - How to properly trim flower product
 - How to properly package and double check your work

- Dispensary Agent Training

At Hiring:

- New dispensary agents must complete an initial training regimen prior to performing actual job functions.
- Training will entail shadowing a dispensary agent in a similar role with similar responsibilities as the new dispensary agent
- Training must also include training on confidentiality (patient and employee), as well as in-depth review of the Medical Use of Marijuana program & Adult-Use regulations.
- Incident de-escalation techniques and emergency policies.
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual hired indicating the date, time, and place he or she received said training and the topics discussed, including the name

and title of presenters. This must be included in employee's personnel file.

- Review and understanding of all documents included in the employee training section of the package
- Proper Age Verification of 21+ individuals

On-going:

- At a minimum, staff shall receive a minimum of 8 hours on-going, relevant training and/or supplemental education annually
- The management team will determine the annual training agendas for both dispensary and cultivation staff

Responsible Vendor Program

Specific to 935 CMR 500.105(2), all employees and current owners of Curaleaf that are involved in the handling and sale of marijuana for adult use will on or after July 1, 2019 have attended and successfully completed a responsible vendor program to be designated a "responsible vendor." Subsequent to this designation all new employees shall complete said responsible vendor program within 90 days of hire. Each year, following their initial program training, applicable personnel must retake the program. Curaleaf will maintain records of program compliance for four years, and these records will be available to the Commission for inspection.



Diversity, Inclusion and Equity Plan

Overview

Curaleaf Massachusetts, Inc. ("Curaleaf") is committed to achieving diversity, inclusion and equity in all aspects of its operation. To that end, Curaleaf has developed a program to assure that all persons are accorded equal opportunity in employment and that all persons are given the proper support to ensure a level playing field and ongoing success while both pursuing employment and expanding their career with Curaleaf. While explicit barriers is what prevents diversity, it is the implicit barriers that hinder an organizations effectiveness for full participation of all members of society. By removing these barriers, Curaleaf strives to have a workforce that is overall more capable of succeeding in implementing the organization's goals and strategies.

Goals

Curaleaf is committed to hiring and promoting diverse persons into available positions while also looking at ways that employees from all backgrounds are given the same opportunities. Curaleaf will develop a process that will be consistently engaged in, to be sure that people with marginalized identities and backgrounds have the opportunity to grow, contribute and develop.

Curaleaf shall foster a work environment that is fair and impartial in all its relations with all persons, regardless of race, color, religious creed, age, sex, ancestry, sexual orientation, national origin, or non-job related disability. Curaleaf shall make every effort to hire, train and promote minority groups and women and to involve them in every level of employment and decision-making.

Programs

Diversity and Equity-Oriented Outreach and Recruiting Programs

Curaleaf is committed to participating in diversity oriented outreach programs. Curaleaf will sponsor events with local Chambers of Commerce and community organizations to aid in improving the skills of minorities, veterans, persons with disabilities and people of all gender identities and sexual orientation to increase their opportunities for employment. Curaleaf is committed to sponsoring and participating in events with women's organizations.

Our outreach efforts will be targeted to increase underrepresented applicants by 30%, which will be tracked per quarter.

Furthermore, when it comes to equity in the workplace, Curaleaf's Diversity Committee will look at all advantages and barriers that might occur directly or indirectly on an ongoing basis, with the goal of ensuring all employees start from the same place and continue to correct and address any Imbalance.

Curaleaf will incorporate and participate in the following programs;

- Develop workplace equity by providing a leadership initiative through a rotating program creating exposure to all facets of the company in order to foster professional development and leadership skills. The areas of this program will mirror the different areas within the company, such as, cultivation, manufacturing, operations and retail. This will be a 3 month program offered twice a year.
- Develop and lead unconscious bias trainings for employees when hired, around diversity & inclusion, enabling employees to recognize themselves as part of the diversity equation.
- Curaleaf will provide inclusion training twice a year to the management team in order to guide Management in including all team members to help develop a management style that embodies trust and promotes equity.
- Implement a series of team building activities to take place twice a year, in order to improve teamwork and communication while also strengthening the competencies of employees.
- Make online basic skills training available to underrepresented employees in an effort to build on competencies that will not only increase their chances of success within Curaleaf but also within the general job market
- Network with underrepresented groups in the communities to better understand what implicit barriers might exist preventing equality in the workplace.
- Network with ethnic chambers of commerce and community organizations to help recruit qualified diverse individuals and provide business to minority owned suppliers and vendors
- Advertise open employment positions to publications and/or radio stations directed to minorities, women, veterans, and persons with disabilities.

Workforce Diversity, Inclusion and Equity Measurement

Curaleaf will measure each of the programs; mentoring and trainings, by conducting satisfaction surveys to both mentors and mentees, in which the survey content parallels one another. Trainings will be tracked in terms of growth from within annually. The success of both will also be measured year over year by total

participation. The goal of Curaleaf is to have a minimum of 75% of survey results demonstrate the success of the program. Any survey result indicating the program is not successful will result in a timely restructuring of the program to account for any feedback specific to improvements whenever possible.

The results of said surveys will also be summarized and made available, when requested, to the Commission prior to the yearly renewal of the license.

Conclusion

Curaleaf is committed to ensuring diversity, inclusion and equity of its workforce, hiring and business practices. The foregoing plan serves as Curaleaf's template to promote equity, for the identified groups, into its business model and achieve its program goals.

Acknowledgements

- a. Curaleaf Massachusetts Inc. 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;
- b. Any actions taken, or programs instituted, by Curaleaf will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Energy Efficiency and Conservation

Curaleaf will identify potential energy use reduction opportunities which may include but will not be limited to natural lighting use, heat recovery ventilation and energy efficient measures. Please refer to our lighting schedule below. *PowerScore ID: 47495458 Completed on 6/23/20.*

Rooms 1-5

Total square footage = 1,160

Total Watts allowed = 41,760 watts at 1,160 x 36

Total 1,000-watt lights allowed that we will have = 40-41 lights

Rooms 6-12(16)

Total square footage = 1,280(6-15)

16 = 1,920

Total watts allowed (6-15) = 46,080 watts at 1,280 x 36

16 = 69,120 total watts allowed at 1,920 x 36

6-15 will have 46 1,000w lights

16 will have 69 1,000w lights

Curaleaf is currently researching obtaining renewable energy credits or alternative energy credits representing the portion of our energy usage not generated onsite.

Curaleaf will be testing LED lighting to eventually be used throughout the entire facility, once yield and quality can be assessed to meet our product standards.

Curaleaf is committed to monitoring it's usage of water and electricity on an on-going basis to provide accurate information upon license renewal.

Each year Curaleaf will include with our license renewal application packet reporting on our energy and water usage for a 12-month period preceding the date of the application. Once this information is obtained Curaleaf will review our policies to identify ways to reduce energy or water usage. Certification from a Massachusetts Licensed Mechanical Engineer will also be provided with our renewal application packet. This certification will ensure that the HVAC and dehumidification systems meet Massachusetts building codes and that our system has been evaluated and sized for the anticipated load of our facility.