



Massachusetts Cannabis Control Commission

Marijuana Research Facility

General Information:

License Number: RE281303
Original Issued Date: 11/10/2022
Issued Date: 11/10/2022
Expiration Date: 11/10/2023

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Curaleaf Processing, Inc.

Phone Number: 781-451-0150 Email Address: licensing@curaleaf.com

Business Address 1: 241 Riverview Avenue

Business Address 2:

Business City: Newton

Business State: MA

Business Zip Code: 02466

Mailing Address 1: 301 Edgewater Drive, Suite 110

Mailing Address 2:

Mailing City: Wakefield

Mailing State: MA

Mailing Zip Code: 01880

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 100

Role: Manager

Other Role:

First Name: Jessie

Last Name: Kater

Suffix:

Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 21.4	Percentage Of Control:	
Role: Other (specify)	Other Role: Shareholder of Parent Company and Executive Chairman of the Board	
First Name: Boris	Last Name: Jordan	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 18.1	Percentage Of Control:	
Role: Other (specify)	Other Role: Shareholder of Parent Company	
First Name: Andrey	Last Name: Blokh	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 0.45	Percentage Of Control: 50	
Role: Other (specify)	Other Role: President/Director of Curaleaf Processing, Inc. and Curaleaf, Inc.	
First Name: Matthew	Last Name: Darin	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 5

Percentage Of Ownership:	Percentage Of Control: 50	
Role: Executive / Officer	Other Role:	
First Name: Edward	Last Name: Kremer	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100		
Entity Legal Name: Curaleaf, Inc.	Entity DBA:	DBA City:	
Entity Description: Holding Company			
Foreign Subsidiary Narrative: Curaleaf Holdings, Inc., a publicly traded Canadian company owns 100% of Curaleaf, Inc.			
Entity Phone: 781-451-0150	Entity Email: licensing@curaleaf.com	Entity Website: www.curaleaf.com	

Entity Address 1: 301 Edgewater Place		Entity Address 2:
Entity City: Wakefield	Entity State: MA	Entity Zip Code: 01880
Entity Mailing Address 1: 301 Edgewater Place, Suite 110		Entity Mailing Address 2:
Entity Mailing City: Wakefield	Entity Mailing State: MA	Entity Mailing Zip Code: 01880

Relationship Description: Curaleaf, Inc. owns 100% of Curaleaf Processing, Inc.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Curaleaf, Inc.		Entity DBA:
Email: licensing@curaleaf.com	Phone: 781-451-0150	
Address 1: 301 Edgewater Place		Address 2:
City: Wakefield	State: MA	Zip Code: 01880
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$1000000 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Curaleaf, Inc.		Entity DBA: Curaleaf
Entity Description: Curaleaf, Inc. is the parent company to various licensed business entities throughout the United States. Attached is a listing of all entities and licenses affiliated with Curaleaf, Inc.		
Entity Phone: 781-451-0150	Entity Email: licensing@curaleaf.com	Entity Website: www.curaleaf.com
Entity Address 1: 301 Edgewater Place, Suite 405		Entity Address 2:
Entity City: Wakefield	Entity State: MD	Entity Zip Code: 01880 Entity Country: United States
Entity Mailing Address 1: 301 Edgewater Place, Suite 405		Entity Mailing Address 2:
Entity Mailing City: Wakefield	Entity Mailing State: MA	Entity Mailing Zip Code: 01880 Entity Mailing Country: United States

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Matthew	Last Name: Darin	Suffix:
Marijuana Establishment Name: GR Vending NJ, LLC		Business Type: Marijuana Retailer
Marijuana Establishment City: West Trenton		Marijuana Establishment State: NJ

Individual 2

First Name: Matthew	Last Name: Darin	Suffix:
Marijuana Establishment Name: Grassroots OpCo MO, LLC		Business Type: Marijuana Retailer
Marijuana Establishment City: Kansas City		Marijuana Establishment State: MO

Individual 3

First Name: Matthew

Last Name: Darin

Suffix:

Marijuana Establishment Name: Grassroots OpCo AR, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Little Rock

Marijuana Establishment State: AR

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 241 Riverview Avenue

Establishment Address 2:

Establishment City: Newton

Establishment Zip Code: 02466

Approximate square footage of the Establishment: 20000

How many abutters does this property have?: 100

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Form - FINAL SIGNED.pdf	pdf	619d5b1a0c79c9080d25e696	11/23/2021
Certification of Host Community Agreement	HCA Certification Form - Signed.pdf	pdf	61b8c96612daf944393810a0	12/14/2021
Plan to Remain Compliant with Local Zoning	Plan to maintain compliance with local ordinances - FINAL.pdf	pdf	61b8f83884fb17447c43b1e7	12/14/2021

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	Big Hope Project - Confirmation Letter.pdf	pdf	62a0fc0eeb816b0008771472	06/08/2022
Plan for Positive Impact	Positive Impact Plan - Final.pdf	pdf	62aa19105871d100088f15ac	06/15/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other (specify)

Other Role: Shareholder of Curaleaf Holdings, INC.

First Name: Andrey

Last Name: Blokh

Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 2

Role: Other (specify)

Other Role: Shareholder and Executive Chairman of Curaleaf Holdings, Inc.

First Name: Boris

Last Name: Jordan

Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 3

Role: Manager

Other Role:

First Name: Jessie

Last Name: Kater Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Other (specify)

Other Role: President/Director of Curaleaf, Inc.

First Name: Matthew

Last Name: Darin

Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 5

Role: Executive / Officer

Other Role:

First Name: Edward

Last Name: Kremer Suffix:

RMD Association: RMD Owner

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: Holding Company

Phone: 781-451-0150

Email: licensing@curaleaf.com

Primary Business Address 1: 301 Edgewater Place

Primary Business Address 2:

Primary Business City: Wakefield

Primary Business State: MA

Principal Business Zip Code: 01880

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	CURALEAF PROCESSING INC-MA-Good Standing.pdf	pdf	61ee6a438d09e508d6111a4a	01/24/2022
Bylaws	Curaleaf Processing, Inc. Bylaws.pdf	pdf	61ee6a5fdc96b108e5515af8	01/24/2022
Articles of Organization	PALLIATECH PROCESSING INC Name Change (MA).pdf	pdf	61ee6b17879c73091c813bf9	01/24/2022
Articles of Organization	PalliaTech Processing, Inc. MA Formation.pdf	pdf	61ee6b19ea0b000858e86c12	01/24/2022
Department of Revenue - Certificate of Good standing	MA DOR Certificate of Good Standing.pdf	pdf	620d7e5a8dbcc30906641905	02/16/2022
Department of Revenue - Certificate of Good standing	FOCUSE~1.PDF	pdf	626acafc560e3c000883eb20	04/28/2022

No documents uploaded

Date generated: 12/01/2022

Massachusetts Business Identification Number: 001305166

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Newton Business Plan - Final.pdf	pdf	61b8d239073d79445b0d28cf	12/14/2021
Proposed Timeline	Curaleaf Processing Timeline.pdf	pdf	61b8d2c1d4f4b84609a56c93	12/14/2021
Plan for Liability Insurance	Plan to obtain liability insurance - FINAL.pdf	pdf	61ee6b345099080851f33885	01/24/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Prevention of diversion	Diversion Prevention Plan.pdf	pdf	61b8f1ee073d79445b0d2acf	12/14/2021
Inventory procedures	Inventory Control Plan.pdf	pdf	61b8f1fd0b55784640e045fb	12/14/2021
Personnel policies including background checks	Personnel Policy Plan.pdf	pdf	61b8f20ad4f4b84609a56e51	12/14/2021
Qualifications and training	Qualification and Training Plan.pdf	pdf	61b8f2300b55784640e04605	12/14/2021
Quality control and testing	Quality Control and Testing Plan.pdf	pdf	61b8f2370183444639b5bc39	12/14/2021
Record Keeping procedures	Record Keeping Policy Plan.pdf	pdf	61b8f23d434e1f4432e3a479	12/14/2021
Security plan	Safety Plan for Manufacturing.pdf	pdf	61b8f26a922a104454b6813e	12/14/2021
Separating recreational from medical operations, if applicable	Separating Recreational from Medical Operations Plan.pdf	pdf	61b8f3c00183444639b5bc52	12/14/2021
Storage of marijuana	Storage of Marijuana Plan.pdf	pdf	61b8f3c6bf093f460253d886	12/14/2021
Maintaining of financial records	Financial Records Plan - FINAL.pdf	pdf	61ee6cc9f2351e085f724cb7	01/24/2022
Research Compliance Plan	Research Compliance Plan - FINAL.pdf	pdf	61ee6d4271cb79087958c61e	01/24/2022
Transportation of marijuana	Transportation of Marijuana Plan - FINAL.pdf	pdf	61fd9d76dc96b108e551a3d4	02/04/2022
Energy Compliance Plan	Energy Efficiency and Conservation Procedures - FINAL.pdf	pdf	61fd9d9adc96b108e551a3d8	02/04/2022
Restricting Access to age 21 and older	Restricting Access to 21 and Older Plan - FINAL.pdf	pdf	61fd9dbaea5b88086e771781	02/04/2022
Storage of marijuana	Plan for Obtaining marijuana - FINAL.pdf	pdf	61fd9f6e8d09e508d6116371	02/04/2022
Security plan	Security Plan - FINAL.pdf	pdf	6262fc0c4d83ec000a335f96	04/22/2022
Diversity plan	Newton Diversity Plan - FINAL.pdf	pdf	6262fc254d83ec000a33602b	04/22/2022

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

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

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

a. Date of publication:

b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
 - Information adequate to demonstrate that the location will be maintained securely;
 - Steps to be taken by the ME or MTC to prevent diversion to minors;
 - A plan by the ME or MTC to positively impact the community; and
 - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



Heather Sullivan (She/Her/Hers)

From: Boston Globe <support@globe.com>
Sent: Thursday, October 28, 2021 1:44 PM
To: Heather Sullivan (She/Her/Hers)
Subject: Thank you for placing your order with us.
Attachments: W00931800.pdf; W00931800.txt

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

THANK YOU for your submission!

This is your confirmation that your order has been submitted. Below are the details of your transaction. Please save this confirmation for your records.

Job Details

Order Number:

W0093180

Business Type:

[Legal Notice](#)

Ad Size:

[Legal Notices](#)

Ad Cost:

\$210.00

Payment Type:

[Amex](#)

Account Details

Heather Sullivan

62 bar mills road

hollis, ME 04042

207-776-3813

heather.sullivan@curaleaf.com

Curaleaf

Credit Card - Amex *****2008

Schedule for Ad number W00931800

Sat Oct 30, 2021

Boston Globe Legal Notices

Community Outreach
 Meeting Notice
 Notice is hereby given that
 a Community Outreach
 Meeting for a proposed
 Marijuana Research Facility
 Curaleaf Processing, Inc.,
 is scheduled for November
 13, 2021 at 6 pm at the
 War Memorial Auditorium,
 located in Newton City
 Hall, 100 Commonwealth
 Avenue, Newton, MA 02459.
 The proposed Marijuana
 Research Facility will be
 located at 201-203 Riverway
 Street, Newton. There will
 be an opportunity at the
 meeting for the public to ask
 questions.

Community Outreach Meeting Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Research Facility, Curaleaf Processing, Inc., is scheduled for November 15, 2021 at 6 p.m. at the War Memorial Auditorium, located in Newton City Hall, 1000 Commonwealth Avenue, Newton, MA 02459. The proposed Marijuana Research Facility will be located at 241-247 Riverview Street, Newton. There will be an opportunity at this meeting for the public to ask questions.

Heather Sullivan (She/Her/Hers)

From: Licensing
Sent: Wednesday, October 27, 2021 2:48 PM
To: pleasepost@newtonma.org; ckemmett@newtonma.gov
Cc: Heather Sullivan; Commission@CCCMass.com; Jodi Andrews-Stoudt
Subject: Notice of Community Outreach Meeting
Attachments: COMMUNITY OUTREACH MEETING NOTICE.pdf

Good day, please find the attached Notice of Community Outreach Meeting for a Marijuana Research and Development Facility to be located in Newton. Please post this meeting notice publicly, and reach out to me if you have any questions.

Please consider this as notice to the Newton City Clerk, the Newton Planning Board, and the Cannabis Control Commission as required by Massachusetts Regulations.

This notice will be published on the Newton TAB, and abutters will be notified by USPS mail.

Thank you,

Heather Sullivan
Sr. Licensing Manager

CURALEAF PROCESSING, INC.
301 EDGEWATER PLACE, SUITE 405
WAKEFIELD, MA 01880

October 26, 2021

COMMUNITY OUTREACH MEETING

NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Research Facility is scheduled for November 15, 2021 at 6 p.m. at the War Memorial Auditorium, located in Newton City Hall, 1000 Commonwealth Avenue, Newton, MA 02459. The proposed Marijuana Research Facility will be located at 241-247 Riverview Street, Newton. There will be an opportunity at this meeting for the public to ask questions.

CURALEAF PROCESSING, INC.
301 EDGEWATER PLACE, SUITE 405
WAKEFIELD, MA 01880

October 26, 2021

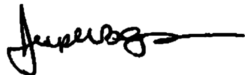
RE: Marijuana Research Facility Proposal, 241-247 Riverview Street, Newton

To Whom it may concern:

This letter is notice that a Community Outreach Meeting for a proposed Marijuana Research Facility is scheduled for November 15, 2021 at 6 p.m. at the War Memorial Auditorium, located in Newton City Hall, 1000 Commonwealth Avenue, Newton, MA 02459. The proposed Marijuana Research Facility will be located at 241-247 Riverview Street, Newton. A marijuana research facility may not sell marijuana or marijuana products and exists solely to focus on marijuana-related research and development.

There will be an opportunity at this meeting for the public to ask questions.

Thank you,

A handwritten signature in black ink, appearing to read "J. P. ...", with a long horizontal flourish extending to the right.

President, Curaleaf Processing, Inc.

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

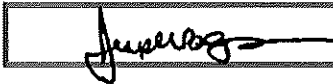
1. Name of applicant:

Curaleaf Processing, Inc.

2. Name of applicant's authorized representative:

Joseph Bayern

3. Signature of applicant's authorized representative:



4. Name of municipality:

Newton

5. Name of municipality's contracting authority or authorized representative:

Ruthanne Foller, Mayor



6. Signature of municipality's contracting authority or authorized representative:

Ruthann Fuller

7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

rfuller@newtonma.gov

8. Host community agreement execution date:

12/2/2021



Curaleaf Processing, Inc.

Plan to Remain Compliant With Local Ordinances – Newton Research & Development Facility

Location: 242-247 Riverview Avenue, Newton MA 02466

Plan to Remain Compliant with Local Ordinances - Each applicant shall submit a description of plans to ensure that the ME will be compliant with local codes, ordinances, and bylaws for its physical address which shall include, but not be limited to, the identification of all local requirements. This plan shall identify all steps taken with municipal departments or officials regarding local rules and permitting requirements. Additionally, applicants shall include in their plan, but not be limited to, the following information: Identification of the appropriate zoning district of the proposed address; and Identification of the appropriate permits that are required, if any, and the timing and frequency of obtaining such permits

City of Newton Marijuana Ordinances: [637650522939730000 \(newtonma.gov\)](https://www.newtonma.gov/637650522939730000)

Item # 41-21

Amend the following sections as follows:

Sec. 4.4. Allowed Uses

4.4.1. Business, Mixed Use & Manufacturing Districts

Business, Mixed Use & Manufacturing Districts	BU1	BU2	BU3	BU4	BU5	MU1	MU2	MU3	MU4	M	LM	Definition/ Listed Standard
Medical Marijuana Treatment Center	--	SP	--	SP	SP	SP	--	--	--	--	--	Sec. 6.10.3
Craft Marijuana Cooperative	--	--	--	--	--	--	--	--	--	SP	--	Sec. 6.10.3
Independent Testing Laboratory	--	--	--	--	--	--	--	--	--	SP	SP	Sec. 6.10.3
Marijuana Courier										L	L	Sec. 6.10.3
Marijuana Cultivator	--	--	--	--	--	--	--	--	--	SP	--	Sec. 6.10.3
Marijuana Delivery Operator										L	L	Sec. 6.10.3
Marijuana Product Manufacturing	--	--	--	--	--	--	--	--	--	SP	--	Sec. 6.10.3
Marijuana Research Facility	--	--	--	--	--	--	--	--	--	SP	SP	Sec. 6.10.3
Marijuana Retailer	--	SP	--	SP	SP	SP	--	--	--	--	--	Sec. 6.10.3
Marijuana Transporter	--	--	--	--	--	--	--	--	--	SP	--	Sec. 6.10.3
Microbusiness	--	--	--	--	--	--	--	--	--	SP	--	Sec. 6.10.3

6.10.3. Registered Marijuana Use

A. Purpose. The purpose of this Sec. 6.10.3 is to provide for the limited establishment of Medical Marijuana Treatment Centers (“MTCs”) and adult use Marijuana Establishments (“MEs”) within the City as they are authorized pursuant to state regulations set forth in and 935 CMR 500.000 and 935 CMR 501.000. Since MTCs and Marijuana Establishments are strictly regulated by the Massachusetts Cannabis Control Commission, the intent of this Sec. 6.10.3 is to permit MTCs and Marijuana Establishments where there is access to regional roadways and public transportation, where they may be readily monitored by law enforcement for health and public safety purposes, and where they will not adversely impact the character of residential neighborhoods and business districts.

B. Definitions. As defined or amended by 935 CMR 500.000 and 935 CMR 501.000: 2

1. **Craft Marijuana Cooperative.** A Marijuana Cultivator comprised of residents of the Commonwealth and organized as a limited liability company, limited liability partnership, or cooperative corporation under the laws of the Commonwealth. A cooperative is licensed to cultivate, obtain, manufacture, process, package and brand cannabis or marijuana products to transport marijuana to Marijuana Establishments, but not to consumers.

2. **Independent Testing Laboratory.** A laboratory licensed by the Commission that is: accredited to the International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; independent financially from any Medical Marijuana Treatment Center (RMD), Marijuana Establishment or licensee for which it conducts a test; and qualified to test cannabis or marijuana in compliance with 935 CMR 500.160 and MGL c. 94C, Section 34.

3. **Marijuana Cultivator.** An entity licensed to cultivate, process and package marijuana, and to transfer marijuana to other Marijuana Establishments, but not to consumers.

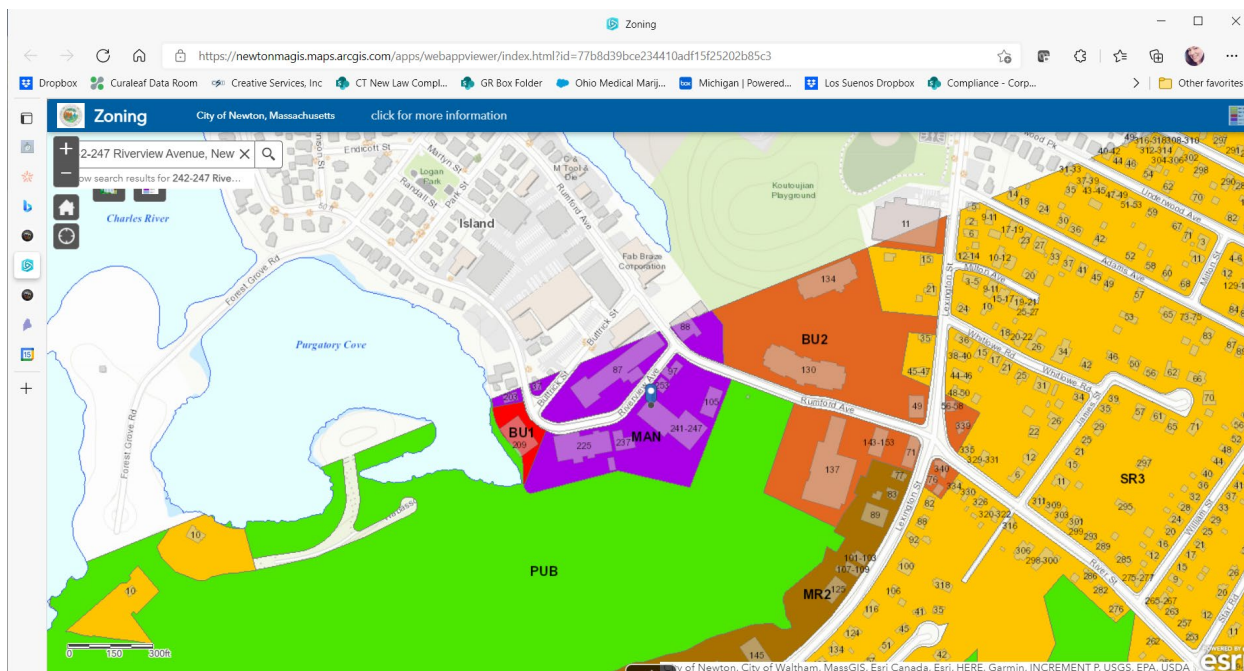
4. **Marijuana Establishment.** A Marijuana Cultivator (Indoor or Outdoor), Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Microbusiness, Marijuana Retailer, Independent Testing Laboratory, Marijuana Research Facility, Marijuana Transporter, Marijuana Delivery Licensee, or any other type of licensed marijuana-related business, except a medical marijuana treatment center.

5. **Marijuana Product Manufacturer.** An entity licensed to obtain, manufacture, process and package marijuana or marijuana products and to transfer these products to other Marijuana Establishments, but not to consumers.

6. **Marijuana Research Facility.** An entity licensed to engage in research projects by the Cannabis Control Commission. A Marijuana Research Facility may cultivate, purchase or otherwise acquire marijuana for the purpose of conducting research regarding marijuana products.

7. Marijuana Retailer. An entity licensed to purchase and transport cannabis or marijuana product from Marijuana Establishments and to sell or otherwise transfer this product to Marijuana Establishments and to consumers. 3
8. Marijuana Transporter. An entity, not otherwise licensed by the Commission, that is licensed to possess marijuana products solely for the purpose of transporting, temporary storage, sale and distribution to Marijuana Establishments or MTCs, but not to consumers.
9. Microbusiness. A co-located Marijuana Establishment that can be either a Tier 1 Marijuana Cultivator or Product Manufacturer or both, in compliance with the operating procedures for each license. A Microbusiness that is a Marijuana Product Manufacturer may purchase no more than 2,000 pounds of marijuana per year from other Marijuana Establishments.
10. Medical Marijuana Treatment Center (formerly known as a Registered Marijuana Dispensary (RMD)). An entity registered under 935 CMR 501.101, that acquires, cultivates, possesses, processes (including development of related products such as edible cannabis or marijuana products, tinctures, aerosols, oils, or ointments), transfers, transports, sells, distributes, dispenses, or administers marijuana, products containing cannabis or marijuana, related supplies, or educational materials to registered qualifying patients or their personal caregivers for medical use.
11. Tier 1 Marijuana Cultivator. A Tier 1 Marijuana Cultivator shall be limited to less than 5,000 square feet of canopy.
12. Marijuana Courier. An entity licensed to deliver marijuana and marijuana products directly to consumers from a Marijuana Retailer or Medical Marijuana Treatment center but is not authorized to sell directly to consumers.
13. Marijuana Delivery Operator. An entity licensed to purchase at wholesale and warehouse finished marijuana products acquired from a marijuana cultivator, product manufacturer, microbusiness or craft marijuana cooperative and to sell and deliver directly to consumers, but is not authorized to operate a storefront.
14. Impassible Barrier. For the purposes of determining the 500-foot buffer zone, a highway, public or private way or path, inaccessible structure, body of water, or other obstruction that renders any part of the 500-foot straight line distance between a marijuana establishment entrance and a school entrance inaccessible by a pedestrian or automobile.
15. Marijuana Establishment Entrance. The entrance or entrances that provide ingress and egress to consumers to the marijuana establishment. 4
16. School Entrance. The entrance or entrances that provide ingress and egress to students of a preexisting public or private school providing education in kindergarten or any grades 1 through 12.

Curaleaf Processing, Inc. is applying for a Marijuana Research Facility License. The City of Newton defines a Marijuana Research Facility as an entity licensed to engage in research projects by the Cannabis Control Commission. A Marijuana Research Facility may cultivate, purchase or otherwise acquire marijuana for the purpose of conducting research regarding marijuana products.



C. Marijuana uses not Allowed As-of-Right. Marijuana uses are not included within the definition of retail sales or services, agriculture, manufacturing, research, or any other lawful business permitted as of right or by special permit as provided in this Chapter.

D. Marijuana uses allowed by special permit. Use of land, buildings or structures for an MTC or Marijuana Establishment shall be allowed only by special permit in the districts specified in Sec. 4.4.1 subject to the requirements and criteria of this Sec. 6.10.3.

Curaleaf Processing, Inc.’s facility will be located in the Manufacturing District. Marijuana Research Facilities are an allowed use (Special Permit) in the Manufacturing District. Curaleaf’s has started the Special Permit Application process with the City and will submit when the State’s provisional license has been issued.

E. Notwithstanding the provisions of paragraphs C and D above, licensed marijuana couriers and licensed delivery operators are allowed as-of-right in the districts specified in Sec. 4.4.1 subject to the requirements and criteria of this Sec. 6.10.3

Not Applicable for Research Facility

F. Minimum criteria and limitations on approval.

1. An MTC or Marijuana Retailer shall not be located within a radius of 500 feet from an existing public or private school providing education in kindergarten or any grades 1 through 12, unless the

City Council finds that the MTC or Marijuana Retailer is sufficiently buffered such that these facilities or uses will not be adversely impacted by the MTC's or Marijuana Retailer's operation. The buffer zone distance of 500 feet shall be measured in a straight line from the geometric center of the marijuana establishment entrance to the geometric center of the nearest school entrance, unless there is an impassable barrier within those 500 feet; in these cases, the buffer zone distance shall be measured along the center of the shortest publicly-accessible pedestrian travel path from the geometric center of the marijuana establishment entrance to the geometric center of the nearest school entrance.

Not Applicable for Research Facility

2. An MTC or Marijuana Establishment shall be properly registered with the Massachusetts Cannabis Control Commission pursuant to or 935 CMR 500.000 or 935 CMR 501.00 and shall comply with all applicable state and local public health regulations, public safety code regulations and all other applicable state and local laws, ordinances, rules and regulations. No building permit or certificate of occupancy shall be issued for an MTC or Marijuana Establishment that is not properly registered with the Massachusetts Cannabis Control Commission. The MTC or Marijuana Establishment shall file copies of its initial certificate of registration and each annual renewal certificate with the clerk of the City Council within one week of issuance, and shall immediately notify said clerk if its registration is not renewed or is revoked. The MTC or Marijuana Establishment shall provide the Newton Police Department with the names and contact information for all management staff and shall immediately notify the police department of any change.

Curaleaf is in the process of registering with the CCC and will comply with all applicable state and local public health regulations, public safety code regulations and all other applicable state and local laws, ordinances, rules and regulations.

Curaleaf will file copies of its initial certificate of registration and each annual renewal certificate with the clerk of the City Council within one week of issuance, and will immediately notify said clerk if its registration is not renewed or revoked. Curaleaf will provide the Newton Police Department with the names and contact information for all management staff and will immediately notify the police department of any change.

3. A special permit granted by the City Council authorizing the establishment of an MTC or Marijuana Establishment shall be valid only for the registered entity to which the special permit was issued, and only for the lot on which the MTC or Marijuana Establishment has been authorized by the special permit. If the registration for the MTC or Marijuana Establishment is revoked, transferred to another controlling entity, or relocated to a different site, a new special permit shall be required prior to the issuance of a certificate of occupancy.

Curaleaf's has started the Special Permit Application process with the City and will submit when the State's provisional license has been issued.

4. An MTC or Marijuana Establishment shall be located only in a permanent building and not within any mobile facility. All sales shall be conducted either within the building or by home delivery to qualified clients pursuant to applicable state regulations.

Curaleaf's research facility will be located in a permanent building. No sales will be conducted.

5. An MTC or Marijuana Establishment shall be subject to the number of parking stalls required in Sec. 5.1 unless a lesser or greater number of stalls is required by the City Council based on the transportation analysis provided by the applicant. An MTC or Marijuana Retailer shall comply with the parking requirements for Retail uses; a Marijuana Cultivator, Craft Marijuana Cooperative, Marijuana Courier, Marijuana Delivery Operator, Marijuana Microbusiness, or Marijuana Product Manufacturer shall comply with the parking requirements for Manufacturing; and a Marijuana Research Facility or Independent Testing Laboratory shall comply with the parking requirements for Research, Laboratory.

5.1.4. Number of Parking Stalls A. The minimum number of parking stalls to be supplied for each type of building or land use shall be in accordance with the following requirements. Where the computation results in a fractional number, the fraction shall be counted as one stall.

Research, laboratory 1 per 1,000 sf plus; 1 per 4 employees

Newton's Parking Ordinance requires research laboratories to provide for 1 parking stall per 1,000 sq feet of operational space or 1 parking stall per 4 employees. Curaleaf's lease of 20,000 sq feet of operating space includes use of 45 parking stalls, exceeding the City's parking requirement with 5 parking stalls per 1,000 sq feet of operational space.

6. All signage shall conform to the requirements of and 935 CMR 500.105(4) or 935 CMR 501.105(4) as applicable, and to the requirements of Sec. 5.2. No graphics, symbols or images of marijuana or related paraphernalia shall be displayed or clearly visible from the exterior of an MTC or Marijuana Establishment. The City Council may impose additional restrictions on signage to mitigate impact on the immediate neighborhood.

The facility will not have any signage

7. The MTC's or Marijuana Retailer's or other marijuana establishment's hours of operation shall not adversely impact nearby uses. The hours of operation shall be set by the City Council as a condition of the Special Permit, but in no case shall an MTC or Marijuana Retailer open before 9:00 a.m. or remain open after 9:00 p.m.; and in no case shall a delivery licensee deliver marijuana and marijuana products to Newton locations before 8:00 a.m or after 9:00 p.m.

Not Applicable for research facility

8. The number of Marijuana Retailers shall not exceed 20 percent of the number of liquor licenses issued in the City pursuant to G.L. c.138 § 15 (commonly known as "package stores").

Not Applicable for research facility

9. No MTC or Marijuana Retailer shall be located within a radius of one half-mile of an existing or approved MTC or Marijuana Retailer. Such distance shall be measured in a straight line from the

nearest property line of the proposed RMD or Marijuana Retailer to the nearest property line of the existing MTC or Marijuana Retailer. The co-location of a MTC and Marijuana Retailer on the same site shall not be subject to this buffer requirement.

Not Applicable for research facility

10. No MTC or Marijuana Establishment shall be located within a building containing a residential use.

There is no residential use in the building.

11. No MTC or Marijuana Retailer or co-located facility shall exceed 5,000 square feet of floor area.

Not Applicable for research facility

12. All MTCs and Marijuana Establishments shall submit a state approved security plan to the Newton Police Department for review and approval.

The security plan submitted as part of the CCC application will be submitted to Newton Police Department for review and approval.

13. All MTCs and Marijuana Establishments shall submit a state approved emergency response plan to the Newton Police Department and Newton Fire Department for review and approval.

The emergency response plan submitted as part of the CCC application will be submitted to Newton Police Department and Newton Fire Department for review and approval.

14. All MTCs and Marijuana Establishments shall submit a state approved Operation and Management Plan to the Inspectional Services Department and the Department of Planning and Development for review and approval.

The operation and management plan submitted as part of the CCC application will be submitted to the Newton Inspection Services Department and the Department of Planning and Development for review and approval.

15. An MTC or Marijuana Retailer located at the ground level shall provide at least 25 percent transparency along building's front façade at ground level and existing buildings shall not be modified to reduce the transparency of the front façade at the ground level to below 25 percent, unless the City Council finds impacts to security and aesthetics have been appropriately mitigated.

Not Applicable for research facility

16. Any marijuana cultivation shall offset 100 percent of energy used for cultivation through renewable energy, either by any combination of purchasing Renewable Energy Certificates through the State, generating renewable energy onsite, and/or through Newton Power Choice, if available.

Not Applicable for research facility

17. The MTC or Marijuana Establishment shall be ventilated in such a manner that no: a. Pesticides, insecticides, or other chemicals or products in cultivation or processing are dispersed into the outside atmosphere; or b. Odor from marijuana may be detected by a person with a normal sense of smell at the exterior or the building or at any adjoining use or property.

The facility will be ventilated in a manner that no chemical or products in processing are dispersed into the outside atmosphere. Since there are no cultivation activities to commence at the facility, there will be no risk of pesticides or insecticides emanating from the facility. Since there are no cultivation activities planned for this facility, there will be no odor from marijuana detectable at the exterior of the building or any adjoining property.

18. A Marijuana Research Facility may not sell marijuana cultivated under its research license.

No marijuana will be cultivated at this location. The research facility will not sell marijuana products used in this facility.

19. Marijuana Retailers are prohibited from delivering cannabis or marijuana products to consumers unless authorized by the CCC; and are prohibited from offering cannabis or marijuana products for the purposes of on-site social consumption on the premises of a Marijuana Establishment.

Not Applicable for research facility

G. Special permit application and procedure. The procedural and application requirements of Sec. 7.3 shall apply. In addition to the procedural and application requirements of Sec. 7.3, an application for special permit shall include, at a minimum, the following information:

1. **Description of Activities:** A narrative providing information about the type and scale of all activities that will take place on the proposed site, including but not limited to cultivating and processing of marijuana or marijuana infused products (MIP's), research, testing, on-site sales, off-site deliveries, distribution of educational materials, and other programs or activities.
2. **MTC Service Area:** Applications for an MTC shall include a map and narrative describing the area proposed to be served by the MTC and the anticipated number of clients that will be served within that area. This description shall indicate where any other MTC's exist or have been proposed within the expected service area.
3. **MTC and Marijuana Retailer Transportation Analysis:** An application for an or Marijuana Retailer shall include a quantitative analysis, prepared by a qualified transportation specialist acceptable to the Director of Planning and Development and the Director of Transportation, analyzing the proposed new vehicular trips, the expected modes of transportation used by clients and employees, and the frequency and scale of deliveries to and from the site. An MTC or Marijuana Retailer that does not provide the number of parking stalls required per this Sec. 6.10.E.6. shall also provide a parking study.

4. **Lighting Analysis:** A lighting plan showing the location of proposed lights on the building and the lot and a photometric plan showing the lighting levels.
5. **Context Map:** A map depicting all properties and land uses within a minimum 1,000 foot radius of the proposed lot, whether such uses are located in the City or within surrounding communities, including but not limited to all educational uses, kindergarten through grade 12. The context map shall include the measured distance to all uses described in paragraphs E.1 and E.10 above.
6. **Registration Materials:** Copies of registration materials issued by the Massachusetts Department of Public Health or Cannabis Control Commission and any materials submitted to that Department for the purpose of seeking registration, to confirm that all information provided to the City Council is consistent with that provided to the Massachusetts Department of Public Health or Cannabis Control Commission.

Curaleaf's has started the Special Permit Application process with the City and will submit when the State's provisional license has been issued.

H. **Special Permit Criteria.** In granting a special permit for an RMD or Marijuana Establishment, in addition to finding that the general criteria for issuance of a special permit are met, the City Council shall find that the following criteria are met:

1. Criteria for all marijuana uses:
 - a. The lot is designed such that it provides convenient, safe and secure access and egress for clients and employees arriving to and leaving from the lot, whether driving, bicycling, walking or using public transportation.
 - b. Loading, refuse and service areas are designed to be secure and shielded from abutting uses.
 - c. The MTC or Marijuana Establishment is designed to minimize any adverse impacts on abutters.
 - d. The MTC or Marijuana Establishment has satisfied all of the conditions and requirements in this section.
2. Additional criteria for MTCs and Marijuana Retailers:
 - a. The lot location complies with Sec. 6.10.3.F.1, or the lot is located at a lesser distance if the City Council finds that the lot is sufficiently buffered such that these facilities or uses will not be adversely impacted by the MTC or Marijuana Retailer's operation.
 - b. Traffic generated by client trips, employee trips, and deliveries to and from the MTC or Marijuana Retailer shall not create a significant adverse impact on nearby uses.
 - c. The building and lot have been designed to be compatible with other buildings in the area and to mitigate any negative aesthetic impacts that might result from required security measures and restrictions on visibility into the building's interior.

- d. The building and lot are accessible to persons with disabilities.
- e. The lot is accessible to regional roadways and public transportation.
- f. The lot is located where it may be readily monitored by law enforcement and other code enforcement personnel.
- g. The MTC or Marijuana Retailer's hours of operation will have no significant adverse impact on nearby uses.

The facility will comply with all special permit criteria

Curaleaf Processing Inc.

Newton Facility

Positive Impact Plan

Curaleaf Processing Inc. recognizes that it has a responsibility and obligation to contribute to the communities in which it does business and the surrounding areas in need. Curaleaf Processing Inc. is fully committed to ensuring that it is making positive and lasting contributions to areas of disproportionate impact. Curaleaf Processing Inc. will focus its time and resources on area of disproportionate impact, as identified by the Commission.

Curaleaf Processing Inc. will utilize a multitude of resources, including time, talent, and donations, to aid areas of disproportionate impact.

GOAL #1

Curaleaf Processing Inc. will attract and give hiring preference to individuals from areas of disproportionate impact to ensure inclusion in the legal cannabis industry with a goal of hiring 5% of our employees from Boston, Chelsea, or Revere and 10% of hires who have past drug convictions.

Programs:

- Attend a minimum of one job fair annually in an area of disproportionate impact, as defined by the Commission.
- Include a statement in all job postings that encourages individuals with past drug convictions, or with parents that have past drug convictions to apply for Curaleaf employment opportunities. Curaleaf posts employment opportunities as they become available, on its own website: www.curaleaf.com, and via the recruiting software Greenhouse: [Greenhouse Recruiting Software](#). Greenhouse optimizes job listings across 1,000+ large and niche job boards, depending on the employment opportunity and location.

Metrics:

Curaleaf Processing Inc. will track the number of community job fairs attended and the number of employees interviewed and hired that are past or present residents of a DIA, are Massachusetts residents who have past drug convictions, or are Massachusetts residents with parents or spouses who have drug convictions.

These metrics will be outlined in a comprehensive report that will be completed 60 days prior to the annual license renewal to the Massachusetts Cannabis Control Commission.

GOAL #2

Curaleaf Processing, Inc. will donate a minimum of \$5,000 annually to organizations empowering individuals in disproportionate impact areas.

Programs:

Big Hope Project, Inc. is a 501c3 nonprofit organization founded by two Haitian American brothers from Dorchester, Massachusetts, provide restorative justice services primarily in areas disproportionately impacted by the war on drugs. Specifically, the financial donation will be utilized towards supporting Big Hope Project's mission, in particular goals of sealing/expunging fifty MA criminal records from demographics identified by the C.C.C. as harmed by the war on drugs and hosting eight events focusing on cannabis licensing education targeted specifically to residents & communities designated as disproportionately impacted.

Metrics:

Curaleaf Processing Inc. will maintain an on-going record of its annual contributions and donations to Big Hope Project while providing support to their immediate needs. This allows for systemized tracking and ensures accountabilities for all parties involved.

ACKNOWLEDGEMENTS

Curaleaf Processing, Inc.'s Plan for Positive Impact 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 Marijuana Establishments.

Curaleaf Processing, Inc.'s Plan for Positive Impact will ensure that any actions taken, or programs instituted, by the applicant will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: November 26, 2021

To Whom It May Concern :

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

CURALEAF PROCESSING, INC.

a corporation organized under the laws of

DELAWARE

on **December 18, 2017** was qualified to do business in this Commonwealth on

December 28, 2017 under the provisions of the General Laws, and I further certify that said corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to date.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 21110681610

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

Processed by: NMa

CURALEAF PROCESSING, INC.
(formerly Palliatech Processing, Inc.)

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BYLAWS

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ARTICLE I.
MEETINGS OF STOCKHOLDERS

Section 1. Place of Meetings. All meetings of stockholders may be held at such place, either within or without the State of Delaware, as determined by the board of directors or the chief executive officer, or if not so designated, at the registered office of the corporation. The board of directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication.

Section 2. Annual Meeting. Annual meetings of stockholders shall be held on the second Tuesday in September in each year following the first fiscal year end of the corporation if not a legal holiday, and if a legal holiday, then on the next secular day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the board of directors or the chief executive officer, at which meeting the stockholders shall elect by a plurality vote a board of directors and shall transact such other business as may properly be brought before the meeting. If no annual meeting is held in accordance with the foregoing provision, the board of directors shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual meeting.

Section 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, may, unless otherwise prescribed by statute or by the certificate of incorporation, be called by the board of directors or the chief executive officer or secretary at the request in writing of a majority of the board of directors, or at the request in writing of holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Section 4. Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of stockholders, annual or special, stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten or more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 5. Voting List. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each

stockholder. Nothing contained in this Section shall require the corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least 10 days prior to the meeting: (i) 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, or (ii) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

Section 6. Quorum. Holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute, the certificate of incorporation or these bylaws.

Section 7. Adjournments. Any meeting of stockholders may be adjourned from time to time to any other time and to any other place, if any, at which a meeting of stockholders may be held under these bylaws, which time and place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting shall be announced at the meeting, by holders of a majority of the shares of the capital stock of the corporation, issued and outstanding and entitled to vote thereat, present in person or by proxy, though less than a quorum, or, if no stockholder is present or represented by proxy, by any officer entitled to preside at or to act as secretary of such meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 8. Action at Meetings. When a quorum is present at any meeting, the vote of the holders of a majority of the shares present in person or represented by proxy, and entitled to vote on the question shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, the certificate of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 9. Voting and Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote for each share of capital stock having voting power held of record by such stockholder. Each stockholder entitled to vote at a meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for

him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

Section 10. Action Without Meeting. Any action required to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine (A) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (B) the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the corporation by delivery to its registered office in Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by telegram, cablegram or other electronic transmission may be otherwise delivered to the principal place of business of the corporation or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the board of directors of the corporation.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 11. Action Held by Remote Communication. If authorized by the board of directors in its sole discretion, and subject to such guidelines and procedures as the board of directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication: (A) participate in a meeting of stockholders; and (B) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a

stockholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE II. DIRECTORS

Section 1. Number, Election, Tenure and Qualification. The number of directors that shall constitute the whole board shall be not less than one. Within such limit, the number of directors shall be determined (i) by resolution of the majority of the board of directors or (ii) by the stockholders at the annual meeting or at any special meeting of stockholders by vote of the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote for the election of any director. The directors shall be elected at the annual meeting or at any special meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified, unless sooner displaced. Directors need not be stockholders. Notwithstanding the foregoing, directors may be elected by written consent of the stockholders in lieu of an annual meeting; provided, that if such consent is less than unanimous, such action by written consent may be in lieu of holding an annual meeting only if all of the directorships to which directors could be elected at an annual meeting held at the effective time of such action are vacant and are filled by such action. Removal or resignation of sitting directors will be required prior to their replacement by less than unanimous written consent of the stockholders.

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. In the event of a vacancy in the board of directors, the remaining directors, except as otherwise provided by law or these bylaws, may exercise the powers of the full board until the vacancy is filled.

Section 3. Resignation and Removal. Any director may resign at any time upon notice given in writing or by electronic transmission to the corporation at its principal place of business or to the chief executive officer or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors, unless otherwise specified by law or the certificate of incorporation.

Section 4. General Powers. The business and affairs of the corporation shall be managed by its board of directors, which may exercise all powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the stockholders.

Section 5. Chairman of the Board. If the board of directors appoints a chairman of the board, he shall, when present in person, preside at all meetings of the stockholders and the board of directors. He shall perform such duties and possess such powers as are customarily vested in the office of the chairman of the board or as may be vested in him by the board of directors.

Section 6. Place of Meetings. The board of directors may hold meetings, both regular and special, either within or without the State of Delaware.

Section 7. Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board; provided that any director who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the board of directors may be held without notice immediately after and at the same place as the annual meeting of stockholders.

Section 8. Special Meetings. Special meetings of the board may be called by the chief executive officer, secretary, or on the written request of a majority of the directors, or by one director in the event that there is only one director in office. Two days' notice to each director, either personally or by telegram, cable, telecopy, commercial delivery service, telex or similar means sent to his business or home address, or three days' notice by written notice deposited in the mail, shall be given to each director by the secretary or by the officer or one of the directors calling the meeting. A notice or waiver of notice or any waiver by electronic transmission of a meeting of the board of directors need not specify the purposes of the meeting.

Section 9. Quorum, Action at Meeting, Adjournments. At all meetings of the board a majority of directors then in office, but in no event less than one third of the entire board, shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by law or by the certificate of incorporation. For purposes of this section the term "entire board" shall mean the number of directors last fixed by the stockholders or directors, as the case may be, in accordance with law and these bylaws; provided, however, that if less than all the number so fixed of directors were elected, the "entire board" shall mean the greatest number of directors so elected to hold office at any one time pursuant to such authorization. If a quorum shall not be present at any meeting of the board of directors, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. If, and at such times as, the certificate of incorporation provides that one or more directors shall have more or less than one vote per director on any matter, every reference in these bylaws to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 10. Action by Consent. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 11. Telephonic Meetings. Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the board of directors or of any committee thereof may participate in a meeting of the board of directors or of any committee, as the case may be, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Committees. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, any decision regarding the hiring, termination of employment or material change in the responsibilities of any executive officer, or amending the bylaws of the corporation; and, unless the resolution designating such committee or the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its meetings and make such reports to the board of directors as the board of directors may request. Except as the board of directors may otherwise determine, any 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 possible in the same manner as is provided in these bylaws for the conduct of its business by the board of directors.

Section 13. Compensation. Unless otherwise restricted by the certificate of incorporation or these bylaws, the board of directors shall have the authority to fix from time to time the compensation of directors. The directors may be paid their expenses, if any, of attendance of each meeting of the board of directors and the performance of their responsibilities as directors and may be paid a fixed sum for attendance at each meeting of the board of directors and/or a stated salary as director. No such payment shall preclude any director from serving the corporation or its parent or subsidiary corporations in any other capacity and receiving compensation therefor. The board of directors may also allow compensation for members of special or standing committees for service on such committees.

ARTICLE III. OFFICERS

Section 1. Enumeration. The officers of the corporation shall be chosen by the board of directors and shall be a president, a secretary and a treasurer and such other officers with such titles, terms of office and duties as the board of directors may from time to time determine,

including a chairman of the board, one or more vice-presidents, and one or more assistant secretaries and assistant treasurers. If authorized by resolution of the board of directors, the chief executive officer may be empowered to appoint from time to time assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these bylaws otherwise provide.

Section 2. Election. The board of directors at its first meeting after each annual meeting of stockholders shall choose a president, a secretary and a treasurer. Other officers may be appointed by the board of directors at such meeting, at any other meeting, or by written consent.

Section 3. Tenure. Each officer of the corporation shall hold office until his successor is chosen and qualifies, unless a different term is specified in the vote choosing or appointing him, or until his earlier death, resignation or removal. Any officer elected or appointed by the board of directors or by the chief executive officer may be removed at any time by the affirmative vote of a majority of the board of directors or a committee duly authorized to do so, except that any officer appointed by the chief executive officer may also be removed at any time by the chief executive officer. Any vacancy occurring in any office of the corporation may be filled by the board of directors, at its discretion. Any officer may resign by delivering his written resignation to the corporation at its principal place of business or to the chief executive officer or the secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4. President. The president shall be the chief operating officer of the corporation. He shall also be the chief executive officer unless the board of directors otherwise provides. The president shall, unless the board of directors provides otherwise in a specific instance or generally, preside at all meetings of the stockholders and the board of directors, have general and active management of the business of the corporation and see that all orders and resolutions of the board of directors are carried into effect. The president shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 5. Vice-Presidents. In the absence of the president or in the event of his inability or refusal to act, the vice-president, or if there be more than one vice-president, the vice-presidents in the order designated by the board of directors or the chief executive officer (or in the absence of any designation, then in the order determined by their tenure in office) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall perform such other duties and have such other powers as the board of directors or the chief executive officer may from time to time prescribe.

Section 6. Secretary. The secretary shall have such powers and perform such duties as are incident to the office of secretary. He shall maintain a stock ledger and prepare lists of stockholders and their addresses as required and shall be the custodian of corporate records. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a

book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be from time to time prescribed by the board of directors or chief executive officer, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 7. Assistant Secretaries. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors, the chief executive officer or the secretary (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors, the chief executive officer or the secretary may from time to time prescribe. In the absence of the secretary or any assistant secretary at any meeting of stockholders or directors, the person presiding at the meeting shall designate a temporary or acting secretary to keep a record of the meeting.

Section 8. Treasurer. The treasurer shall perform such duties and shall have such powers as may be assigned to him by the board of directors or the chief executive officer. In addition, the treasurer shall perform such duties and have such powers as are incident to the office of treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors, taking proper vouchers for such disbursements, and shall render to the chief executive officer and the board of directors, when the chief executive officer or board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 9. Assistant Treasurers. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors, the chief executive officer or the treasurer (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors, the chief executive officer or the treasurer may from time to time prescribe.

Section 10. Bond. If required by the board of directors, any officer shall give the corporation a bond in such sum and with such surety or sureties and upon such terms and conditions as shall be satisfactory to the board of directors, including without limitation a bond for the faithful performance of the duties of his office and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control and belonging to the corporation.

ARTICLE IV. NOTICES

Section 1. *Delivery.* Whenever, under the provisions of law, or of the certificate of incorporation or these bylaws, written notice is required to be given to any director or stockholder, such notice may be given by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Unless written notice by mail is required by law, written notice may also be given by telegram, cable, telecopy, commercial delivery service, telex, other electronic transmission or similar means, addressed to such director or stockholder at his address as it appears on the records of the corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the corporation or the person sending such notice and not by the addressee. Oral notice or other in-hand delivery (in person or by telephone) shall be deemed given at the time it is actually given.

Section 2. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of law or of the certificate of incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 3. *Electronic Notice.*

(a) Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the corporation under any provision of law, the certificate of incorporation, or the bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. Any such consent shall be revocable by the stockholder by written notice to the corporation. Any such consent shall be deemed revoked if (1) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (2) such inability becomes known to the secretary or an assistant secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) Notice given pursuant to subsection (a) of this section shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) For purposes of these bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE V. INDEMNIFICATION

The following indemnification provisions shall apply to the persons enumerated below.

Section 1. *Right to Indemnification of Directors and Officers.* The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article V, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors.

Section 2. *Prepayment of Expenses of Directors and Officers.* The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article V or otherwise.

Section 3. *Claims by Directors and Officers.* If a claim for indemnification or advancement of expenses under this Article V is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. *Indemnification of Employees and Agents.* The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation

or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors.

Section 5. *Advancement of Expenses of Employees and Agents.* The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors.

Section 6. *Non-Exclusivity of Rights.* The rights conferred on any person by this Article V shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, the certificate of incorporation, other provisions of these bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 7. *Other Indemnification.* The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

Section 8. *Insurance.* The board of directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article V; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article V.

Section 9. *Amendment or Repeal.* Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

ARTICLE VI. CAPITAL STOCK

Section 1. *Register of Stockholders.* A record shall be kept of the respective names of the persons, firms or corporations owning the stock of the corporation, the number of shares

held by such persons, firms or corporations, and the respective dates of issuance, and in case of cancellation, the respective dates of cancellation.

Section 2. *Certificates of Stock; Uncertificated Shares.* Shares of stock of the corporation may be certificated or uncertificated, as provided under the General Corporation Law of the State of Delaware. Certificates for the shares of stock, if any, shall be in such form as is consistent with the certificate of incorporation and applicable law. Every holder of stock in the corporation represented by certificates shall be entitled to have a certificate, signed by or in the name of the corporation by, the chairman or vice-chairman of the board of directors, or the president or a vice-president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to the General Corporation Law of the State of Delaware or that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate (if any) issued to represent any such partly paid shares, or upon the books and records of the corporation in the case of uncertificated partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

Section 3. *Lost Certificates.* The board of directors may direct a new certificate or certificate, or uncertificated stock, to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, or such uncertificated stock, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give reasonable evidence of such loss, theft or destruction, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed or the issuance of such new certificate or uncertificated stock.

Section 4. *Transfer of Stock.* Transfers of shares of the stock of the corporation shall be made by, in the case of certificated shares of stock, surrender of the certificate or certificates for such shares properly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, in which case the corporation shall issue to the person entitled thereto a new certificate or uncertificated stock, cancel the old certificate and record the transaction upon its books. Transfers of uncertificated stock shall be made in compliance with appropriate procedures for transferring stock in uncertificated form, which shall include receipt of appropriate evidence of succession, assignment or authority to transfer.

Section 5. *Record Date.* In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action to which such record date relates. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting. If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent is expressed. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating to such purpose.

Section 6. *Registered Stockholders.* The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 7. *Regulations.* The Board may make such rules and regulations as it may deem expedient, not inconsistent with these By-laws, concerning the issue, transfer and registration of shares of stock of the Corporation. The Board may appoint or authorize any officer or officers to appoint one or more transfer clerks, any of whom may be employees of the Corporation, or one or more transfer agents and one or more registrars, and may require all certificates for stock to bear the signature or signatures of any of them; provided, however, that the signature of any transfer clerk, transfer agent, or registrar may be facsimile. In case any transfer clerk, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such transfer clerk, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such transfer clerk, transfer agent, or registrar at the date of issue.

ARTICLE VII. CERTAIN TRANSACTIONS

Section 1. *Transactions with Interested Parties.* No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors of the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the stockholders.

Section 2. *Quorum.* Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee that authorizes the contract or transaction.

ARTICLE VIII. GENERAL PROVISIONS

Section 1. *Dividends.* Dividends upon the capital stock of the corporation, if any, may be declared by the board of directors at any regular or special meeting or by written consent, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. *Reserves.* The directors may set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

Section 3. *Checks.* All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 4. *Fiscal Year.* The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 5. *Seal.* The board of directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization

and the word "Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the board of directors.

Section 6. Form of Records. Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device, or method provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to any provision of the General Corporation Law of the State of Delaware. When records are kept in such manner, a clearly legible paper form produced from or by means of the information storage device or method shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper record of the same information would have been, provided the paper form accurately portrays the record.

ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended or repealed or new bylaws may be adopted by vote of the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote thereon, or by the board of directors, when such power is conferred upon the board of directors by the certificate of incorporation, at any regular meeting of the stockholders or of the board of directors or at any special meeting of the stockholders or of the board of directors provided, however, that in the case of a regular or special meeting of stockholders, notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such meeting; and provided further such alteration, amendment, repeal or adoption shall be subject to the express limitations in Section 9 of Article V.

Adopted: December 28, 2017

Name Change reflected: September 20, 2018

**F
FPC**

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED **Certificate of Amendment** FORM MUST BE TYPED
(General Laws Chapter 156D, Section 15.04; 950 CMR 113.49)

(1) Exact name of corporation: PalliaTech Processing, Inc.
(as contained in the Division's records)

(2) Registered office address: 84 State Street, Boston, MA 02109
(number, street, city or town, state, zip code)

(3) This amendment shall change:

(check appropriate box(es))

☒ the corporation's name to*: Curaleaf Processing, Inc.

☐ the period of the corporation's duration to: _____

☐ the state or country of its incorporation to*: _____

☐ the street address of its principal office to: _____

☐ the fiscal year end to: _____

☐ the activities conducted by the foreign corporation in the commonwealth: _____

☐ its officers and directors: _____

☐ other _____

The name must satisfy the requirements of G.L. Chapter 156D, Section 15.06.

** If the amendment includes a change of its corporate name, or the state or country of its incorporation, attach a certificate evidencing the changes duly authenticated by the secretary of state or other official having custody of the corporate records in the state or country under whose law it is incorporated. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.*

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: _____

Signed by: Josh T. Lh _____
(signature of authorized individual)

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

on this 19th day of September, 2018

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PALLIATECH PROCESSING, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CURALEAF PROCESSING, INC." ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2018, AT 3:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



6668056 8320
SR# 20186780243

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203470331
Date: 09-21-18

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:

September 24, 2018 10:39 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**F
FPC**

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Foreign Corporation

FORM MUST BE TYPED

Certificate of Registration

(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

- (1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

PalliaTech Processing, Inc.

- (2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

If applicable, please attach:

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

- (3) Jurisdiction of incorporation: Delaware

Date of incorporation: December 18, 2017
(month, day, year)

Duration if not perpetual: _____

- (4) Street address of principal office: 301 Edgewater Place, Suite 405, Wakefield, MA 01880
(number, street, city or town, state, zip code)

- (5) Street address of registered office in the commonwealth: 84 State Street, Boston, MA 02109
(number, street, city or town, state, zip code)

Name of registered agent in the commonwealth at the above address: Corporation Service Company

I, Corporation Service Company
registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.*

* Or attach registered agent's consent hereto.

(6) Fiscal year end: December 31
(month, day)

(7) Brief description of the corporation's activities to be conducted in the commonwealth:

payroll processing

(8) Names and business addresses of its current officers and directors:

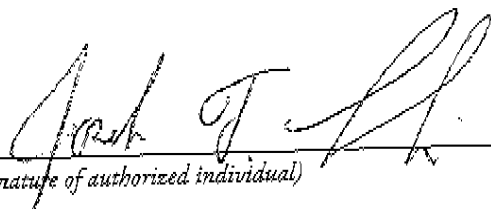
	NAME	BUSINESS ADDRESS
President:	Joseph F. Lusardi	301 Edgewater Place, Suite 405, Wakefield, MA 01880
Vice-president:		
Treasurer:	Jonathan Faucher	same as above
Secretary:	Lora Aurise	same as above
Assistant secretary:		
Director(s):	Joseph F. Lusardi	same as above

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: _____

Signed by:

Joseph F. Lusardi


(signature of authorized individual)

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

on this 21 day of December, 2017

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALLIATECH PROCESSING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALLIATECH PROCESSING, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6668056 8300

SR# 20177817402

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203845639

Date: 12-28-17

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:

December 28, 2017 12:26 PM

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



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CURALEAF PROCESSING, INC
770 E. PILOT RD STE A
LAS VEGAS NV 89119-9009

000062

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, CURALEAF PROCESSING, 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) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 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
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



392697152

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

Focused Employer, Inc
301 EDGEWATER PLACE
SUITE 405
WAKEFIELD, MA 01880

EAN: 22177560
April 28, 2022

Certificate Id:58554

The Department of Unemployment Assistance certifies that as of 4/28/2022 ,Focused Employer, Inc is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Richard A. Jeffers, Director

Department of Unemployment Assistance

AFFIDAVIT

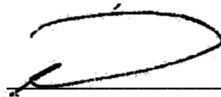
STATE OF MASSACHUSETTS

COUNTY OF MIDDLESEX

I, Matthew S. Darin, President and Director of Curaleaf Processing, Inc. do hereby swear under oath that Massachusetts based employees of Curaleaf Processing, Inc. are paid by Focused Employer, Inc. a professional employer organization and wholly owned subsidiary of Curaleaf.

Under penalty of perjury I hereby declare and confirm that the above stated facts, to the best of my knowledge, are true and correct.

Dated: 02/10/2022

A handwritten signature in black ink, appearing to be 'M. Darin', is written over a horizontal line.

Matthew S. Darin, President and Director
of Curaleaf Processing, Inc.

Instructions: All applicants are required to submit a detailed business plan for the operation of the ME or MTC. The plan should only include the official business name, doing-business-as name, and branding name of their products. Additionally, the plan should be tailored the types of license(s) the applicant is seeking from the Commission. Some information that could be included in the plan is revenue and cost projections, company overview, and operational plan.

**Curaleaf Processing, Inc.
Research & Development Facility
Business Plan**

Official Business Name – Curaleaf Processing, Inc.

Doing Business As – Curaleaf Processing

Branding Name of Products: N/A

Mission Statement

“Unlock the potential of cannabis to improve the quality of life.”

Curaleaf Processing, Inc. (hereafter “Curaleaf” or “Curaleaf Processing”) strives to operate the most innovative and trusted cannabis-based research facility by:

- Continuously improving product quality, packaging and formats in order to address the needs of our existing and potential consumers;
- Anticipating consumer needs as well as responding to feedback from patients and customers on product formats, flavors, delivery methods and efficacy
- Constantly improving the productivity and output of our processes;
- Monitoring industry developments in sectors such as biotechnology, agriculture, medicine and healthcare that are closely linked to our mission as a cannabis and cannabinoid producer; and
- Providing patients, consumers and health care professionals with effective ongoing education thereby allowing them to make the best recommendations and choices.

Our Commitment

Curaleaf is committed to making the world a better place by applying advancements in research and technology to the cannabis industry.

Curaleaf strives to serve customers by transforming the potential of the cannabis plant through science and biotechnology into products that have the power to improve lives. In everything we do, we aim to fulfill our mission to serve customers and create clarity around cannabis through education and transparency. As part of this mission, Curaleaf Processing, a subsidiary of Curaleaf Holdings, Inc. (hereafter “Curaleaf Holdings”) is seeking approval for a state-of-the art research and development facility in Newton, Massachusetts. Other subsidiaries of Curaleaf Holdings operate marijuana cultivation, manufacturing and retail dispensaries across the United States, including in Webster, Hanover, Oxford and Provincetown, Massachusetts.

Curaleaf Processing is seeking a Marijuana Research Facility Business License from the Cannabis Control Commission. A marijuana research facility may not sell marijuana or marijuana products and exists solely to focus on marijuana-related research and development. Despite unprecedented access to cannabis, over half a century of research restrictions and limited funding have contributed to a lack of scientific knowledge about cannabis, particularly with respect to potential therapeutic uses of cannabinoids. Recognizing that various strains and varieties have unique properties and effects on individuals, Curaleaf Processing is committed to understanding these properties and effects and developing products to maximize the medicinal impact.

Research Plan

Analytical Chemistry: We will use advanced analytical chemistry tools to explore and develop consumer safety testing methodology. Including testing for active ingredients and contaminants in new formulation matrices, establishing a correlation between vaporizer formulations and the inhaled vapor, extractables and leachable and a host of stability assays for formulated products. We will also look at establishing a correlation between sensory response and chemical analysis in a variety of cannabis product formats.

Food Science and Formulations: We will explore development of the next generation of cannabis products across a range of formats. This will include development of confections, infused beverages and beverage additives, oral dosage forms, topicals as well as a range of inhalable formulations and forms including electric vape carts and dried marijuana. We will study the effect cannabinoids have on product organoleptic quality, cannabinoid stability, food safety and manufactured consistency. We will perform a range of sensory evaluations of prototype products to gain a deeper understanding of organoleptic properties and product effect.

Process Development: We will optimize existing manufacturing practices and develop novel processing technologies. In support of continuous improvement we will look to develop key new manufacturing technologies and processes targeted towards improving throughput, decreasing waste, improving efficiency and ensuring product quality. We will optimize production lines for a variety of products. We will also use our research and development team and facility to assess contracted manufacturing services.

Biochemistry: We will study the biochemistry and pharmacology of cannabinoids and other cannabis derived compounds using a range of in-vitro assays. We will look to understand the interaction of various cannabinoids with the endocannabinoid system as well as other off-target receptor systems. We will also study how these interactions affect downstream signaling and the biological outcomes they lead to. We will study the pharmacokinetics of different delivery systems as well as the metabolites formed. We will study the interaction of cannabinoids with other natural bio-active compounds.

Chemistry: We will study the chemical properties of cannabinoids and other natural components within the cannabis plant. We will study the interaction of cannabinoids with other molecules and the process by which molecular changes occur within cannabinoids and similar natural compounds. We will study chemical methods featuring potential to alter the physical and biochemical properties of cannabinoids.

Cannabinoid research: We will support partnerships with external universities to conduct pre-clinical and clinical studies on cannabis-based dosage forms. We will conduct research to provide a baseline of understanding of current and historic scientific findings and then work to address the largest gaps in cannabis research by coordinating and conducting studies with our clinical partners.

Security

Curaleaf is committed to public safety, to implementing a sufficient plan for controlling access to areas with marijuana, to preventing sales to underage populations, and to other similar factors. We have extensive experience implementing best-in-class security procedures throughout the company's operational footprint in 23 states.

Our commitment to public safety and security includes full compliance with 935 CRM 500.110, including, but not limited to: securing access points; perimeter alarms; exterior and interior video monitoring; a restrictive RFID card/badge system; and, continuous agent security and safety training. Curaleaf will meet or exceed regulations imposed by the City of Newton and will complete the following:

- Submit a state approved security plan to the Newton Police Department for review and approval;
- Submit a state approved emergency response plan to Newton Police & Fire Departments for review and approval; and
- Submit a state approved Operation and Management Plan to the Inspectional Services Department and the Department of Planning and Development for review and approval.

Per 935 CMR 500.050, and Newton's Revised Ordinances, Sec. 6.10.3.E.18, a Marijuana Research Facility will not sell marijuana cultivated under the marijuana research facility license. Additionally, all research will be conducted by agents ages 21 and older. All marijuana produced or used by the facility will be disposed of as waste in accordance with local and state mandated waste disposal regulations. No products will be sold or transferred from the facility into the marketplace.

The exterior of the facility will be well-lit and trees, bushes and other foliage outside of the facility will be maintained to prevent a person or persons from concealing themselves from sight. All entrances will be secured to prevent unauthorized access and the facility will be equipped with security alarms and video surveillance cameras. A perimeter alarm will be installed at building entry and exit points and also at perimeter windows. A failure notification system will provide an alert to designated agents and a back-up alarm system will be installed. Duress alarms will be strategically located throughout the facility, which will be directly connected to local law enforcement. Agents will be trained in using these duress alarms in appropriate circumstances.

No odor from marijuana will be detected or recognizable by a person with a normal sense of smell at the exterior of the building or at any adjoining use or property.

Video cameras will be installed in all areas where marijuana is stored, received, weighed and handled, at all points of entry and exit, and in the parking lot. The video recording equipment will be securely stored in a security closet that only authorized agents can access and will remain operational in the event of a power outage. Feeds from multiple exterior and interior viewing angles will appear on video screens for simultaneous monitoring. Video surveillance recordings will be available for immediate retrieval and retained for at least 90 calendar days.

All marijuana and marijuana products will be kept out of plain sight, and thus not visible from a

public place. Marijuana and marijuana products will be stored in a secure, locked, vault which will be maintained in good working order. Disposal of marijuana and marijuana products will comply fully with 935 CMR 500.105(12), including, but not limited to:

- a. Secure storage of recyclables and waste prior to disposal;
- b. Liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements for discharge of pollutants into surface or groundwater;
- c. Redirect of organic and/or recyclable material to the greatest extent feasible; and
- d. rendering all remaining marijuana waste as unusable and either composted or bringing it to a state-licensed solid waste transfer facility.

RFID access cards will be used to control movement throughout the facility, including to Limited Access Areas. All agents will be assigned an ID/access card consistent with their security level and access permissions. The access control systems will record all access events and produce reports specific to each employee, card used, location accessed, time, and date. Limited Access Areas shall be accessible to only those agents for which it is essential for operation efficiency. ID/access cards will be used as the agent identification card and will be printed with the employee's name, title, picture, access level, and agent number. ID/access cards must be visibly worn by every agent at all times and will be pre-programmed with appropriate access level permissions. Keys will not be issued to agents 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.

All authorized vendors, contractors, and visitors will first obtain a visitor ID badge upon entering and will be escorted at all times by an authorized agent. 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 Cannabis Control Commission at any time. All visitor ID badges will be returned to the Curaleaf facility upon exit.

Agents will be trained in security and safety awareness, and additional scenario-specific conduct during both their orientation and continuously via ongoing safety training.

Inventory Management—Track & Trace

The Inventory Management Program is designed to prohibit diversion or other unlawful activity. As this facility will be solely for research and development, no excess marijuana or marijuana products will be on site. Inventory management will track all marijuana or marijuana containing reagents at the facility using BioTrack and Metrc ensuring clear chain of custody and accountability for all aspects of our inventory. All marijuana and marijuana containing reagents will be tracked in real-time using an electronic system to capture all movement, usage and storage. In addition, the process will track marijuana as it is processed and used to prepare research reagents, use for research, and disposal. The system will chronicle every step, ingredient, activity, and use; along with the name of all agents who handle marijuana or marijuana reagents. BioTrack, our inventory management system, is fully integrated and includes tracking, managing, and reporting features. All components of the software maintain strict batch tracking through all operations.

Agents will be required to read and sign our zero-tolerance anti-diversion policy as part of their onboarding process. Attempts to divert will be reported to the appropriate authorities and those responsible will be terminated immediately.

Public Health

Curaleaf is committed to helping monitor and mitigate health impacts to the neighborhood and to Newton's youth and adult populations; assist with local substance abuse prevention programming, and other similar factors.

As a research and development facility, Curaleaf Processing is not producing or distributing any marijuana or marijuana products. The direct effect of the facility and its operations on the health of the neighborhood and its residents will be non-existent. In fact, the research conducted at the facility may indirectly improve the health of the community by helping to better understand any link between marijuana use and substance abuse.

Curaleaf Processing is committed to working with Newton's Health and Human Services Department to monitor and mitigate any health impacts resulting from marijuana use by Newton residents and surrounding cities, and to assist with local substance abuse prevention programming, by offering to:

1. Assist in the underwriting of a community-based cannabis research programs specifically measuring the impact of cannabis sale and use within Newton;
2. Volunteer (time/resources) to City of Newton PATH program; and
3. Work with school resource officers, local officials, and other interested parties as requested.

Community Relations

Curaleaf Processing is committed to establishing and maintaining lines of communication with City officials, and neighborhood and community members. Robert Winnicki, Senior Vice President of Research & Development, will serve as our Community Relations Officer. Mr. Winnicki, along with other executives in the organization including Katrina Yolen, Senior Vice President of Marketing, and Kyle Crossley, Assistant General Counsel & Corporate Secretary, are also Newton residents.

Plans for community outreach include the following:

- Assigning a dedicated phone line for concerned parties;
- Attending city and neighborhood meetings with City staff, residents, elected officials and other stakeholders, as requested;
- Actively participating and supporting the Newton-Needham Regional Chamber and its programs by, hosting, and attending Chamber events.
- Annual donations to local Newton-based charities, such as the Newton Food Pantry and the Newton Senior Center.
- Partnering with the Veterans Cannabis Project and Mass Fallen Heroes to provide educational information for Newton's veterans if desired

Experience

Robert S. Winnicki, Senior Vice President, Research & Development

Robert Winnicki is a biotechnology researcher and entrepreneur, with over 20 years of expertise in pharmaceutical manufacturing, process development, product formulation, and drug discovery. While a Ph. D. candidate at Worcester Polytechnic Institute (WPI), Mr. Winnicki founded his first company, Capsule Technologies, which was acquired in 2002 by a leading pharmaceutical firm. Robert has spent the last 10 years focusing on the cannabis industry. While attending Medical School at the University of Colorado, he founded the state's first cannabis testing laboratory, "Full Spectrum Laboratories" in 2009. The company grew into a standalone cannabis research and development company, and developed technology and intellectual property related to cannabinoid biosynthesis that is now licensed to Teewinot Life Sciences.

Since joining Curaleaf in 2015, he has been instrumental in all aspects of manufacturing technology and product offerings.

Jessie Kater, Senior Vice President, Innovation

Jessie Kater has over 15 years of experience in product development and commercialization across defense, pharmaceutical, and cannabis markets. Mr. Kater worked at Waters Corporation where he led sales and business development in the cannabis market throughout the Western United States and Canada. Additionally, he was the co-founder of C3 Labs, the first cannabis contract research organization on the West Coast.

Medical Advisory Board

Curaleaf Processing has access to a Medical Advisory Board that is well positioned to provide strategic guidance in areas related to new product development, medical safety, and regulatory issues. Advisors include:

Dr. Steven Patierno, Ph.D., Chair

Dr. Steven Patierno is the Deputy Director Duke Cancer Institute and a former director of Curaleaf Holdings, Inc. Dr. Patierno holds titles in the scientific community including Deputy Director, Duke Cancer Institute, Professor of Medicine, Professor of Pharmacology and Cancer Biology, and Professor of Community and Family Medicine, Duke University School of Medicine. As Deputy Director of the Duke Cancer Institute, Dr. Patierno helps lead a top-ranked NCI-designated Comprehensive Cancer Center dedicated to providing compassionate care from diagnosis to treatment to survivorship, advancing multi- and transdisciplinary cancer research and engaging in prevention and community health programming. One of the original eight NCI-designated comprehensive cancer centers, the Duke Cancer Institute is one of only 41 such centers in the U.S., with more than 65,000 patient visits and 6,500 new cancer diagnoses annually and nearly 1,000 active clinical trials. The Duke Cancer Institute includes more than 360 investigators with more than \$225 million in annual cancer research funding. Prior to joining the Duke Cancer Institute, Dr. Patierno served as Executive Director of the George Washington University Cancer Center, Vivian Gill Distinguished Professor of Oncology, and Professor of Pharmacology and Physiology, Genetics and Urology in the George Washington University School of Medicine and Health Sciences. Dr. Patierno has a B.S. from The University of Connecticut and a Ph.D. from The University of Texas Health Science Center in Houston.

Dr. Robert Schnoll, Ph.D.

Dr. Robert Schnoll serves as Program Co-Leader at the Abramson Cancer Center of the University of Pennsylvania. He is an Associate Professor of Psychiatry and an internationally recognized expert in risk prevention and intervention, epidemiology, patient education and counseling, tobacco addiction, nicotine dependence and treatment, and national health policy and ethics.

Dr. Brian F. Thomas

Dr. Brian F. Thomas has over 25 years of experience in analytical chemistry and pharmacology, servicing as principal investigator on various research mandates at the only federally approved cannabis research center in the U.S., the National Institute of Drug Abuse (NIDA) in Mississippi. Dr. Thomas has provided expertise in pharmacology and analytical chemistry to a diverse group of organizations including the Food and Drug Administration (FDA), the National Institute of Environmental Health Services (NIEHS) and the Drug Enforcement Administration (DEA).

Dr. David Casarett

Nationally recognized for his work in palliative care and end-of-life medicine, Dr. Casarett is Chief of Palliative Care Services for Duke University's Health System, and Chief of the section of Palliative Care within the Division of General Internal Medicine. Formerly, Dr. Casarett was a Professor of Medicine at the University of Pennsylvania Perelman School of Medicine, and Director of Hospice and Palliative Care at the University of Pennsylvania Health System.

Sustainability – Curaleaf's proposed sustainable and renewable energy practices, and other similar factors.

In accordance with Newton Revised Ordinances, Sec. 6.10.3.E.17, the facility will be upgraded to include Class II and III fume hoods for working with chemical contaminants and wastewater neutralization and filtration tanks to ensure no chemical contaminants exit the facility through the water or air.

MassSave will perform an audit of the building to ensure energy efficiency. Suggested changes and upgrades will be undertaken to improve efficiency and to ensure that sustainable and renewable energy practices are consistent with buildings used for similar purposes. Our in-house recycling initiative means that all paper and plastic waste is recycled. Along with seeking a “Green Certification” from a third-party energy auditor such as My Green Lab, Curaleaf Processing will work with an energy and recycling monitor in order to stay current with sustainable and renewable energy practices.

Equity.

Curaleaf Processing is committed to achieving diversity, inclusion and equity in all aspects of operations. While not qualified under Economic Empowerment or Social Equity programs, Curaleaf is committed to ensuring 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 pursuing employment and expanding their career and/or education.

Curaleaf Processing is committed to participating in diversity-oriented outreach programs and will participate in sponsored events and with community organizations in areas of disproportionate impact to improve opportunities for employment. We are committed to developing workplace equity by mentoring historically underrepresented populations through:

- Networking with underrepresented groups in areas of disproportionate impact to better understand what implicit barriers might exist to prevent equality in the workplace;
 - Developing and leading unconscious bias trainings for all agents;
 - Recruiting qualified diverse individuals and providing business to minority owned suppliers and vendors;
 - Advertising open employment positions in areas of disproportionate impact;
 - Providing internships and other learning opportunities for individuals interested in research & development in the cannabis industry; and
 - Giving talks on plant science and Research and Development to local community colleges that are developing cannabis educational programming
- **Economic Value** – The amount of additional economic value the business would bring to Newton (e.g. new jobs, additional local tax revenue, increased property value, commitment to diverse and local hiring, commitment to use of local businesses for construction, supplies, product, and other business needs, openness to long-term community impact fees, and other similar factors).

Curaleaf Processing will employ approximately 13 full-time agents in research and development in a setting centric to education and scientific research. Full-time agents will be eligible for medical insurance, dental insurance, and other benefit programs. In addition, agents will be encouraged to contribute to the community through corporate giving efforts, volunteering, and by utilizing local businesses and services.

Proposed Location

Curaleaf Processing has selected and leased a 20,000 square foot permanent stand-alone building at 241 Riverview Avenue, located in Auburndale, a village of Newton.

Hours of operation will be set by the City Council as a condition of the Special Permit; however, normal business hours are expected to be 7:30am to 7:30pm, Monday through Friday.

There will be no signage, as the proposed location is not a retail location.

The proposed site is located in a Manufacturing Zone, where a Marijuana Research Facility is a permitted use subject to a Special Permit. The proposed site is minutes from I-95 and the Masspike, approximately one mile from the Auburndale MBTA commuter rail stop, and a short walk to the 558 and 505 bus routes. The site is convenient, safe, and allows secure access and egress for agents, whether driving, bicycling, walking or using public transportation. Marijuana Research Facilities must comply with the parking requirements for Research, Laboratory in Article 5.1.4 of the Newton Zoning Ordinances, which require a minimum number of parking stalls of 1 per 1,000 square feet of building space, and 1 stall per 4 employees. The proposed site offers forty-five (45) off street parking spots in the adjacent parking lot, far exceeding the requirements of Article 5.1.4. of the Zoning Ordinance. Loading, refuse and service areas will be secure and shielded from abutting uses, eliminating any adverse impacts on abutters. A lighting plan showing the proposed location of lights on the building and the lot along with a photometric plan showing the lighting levels will be provided.

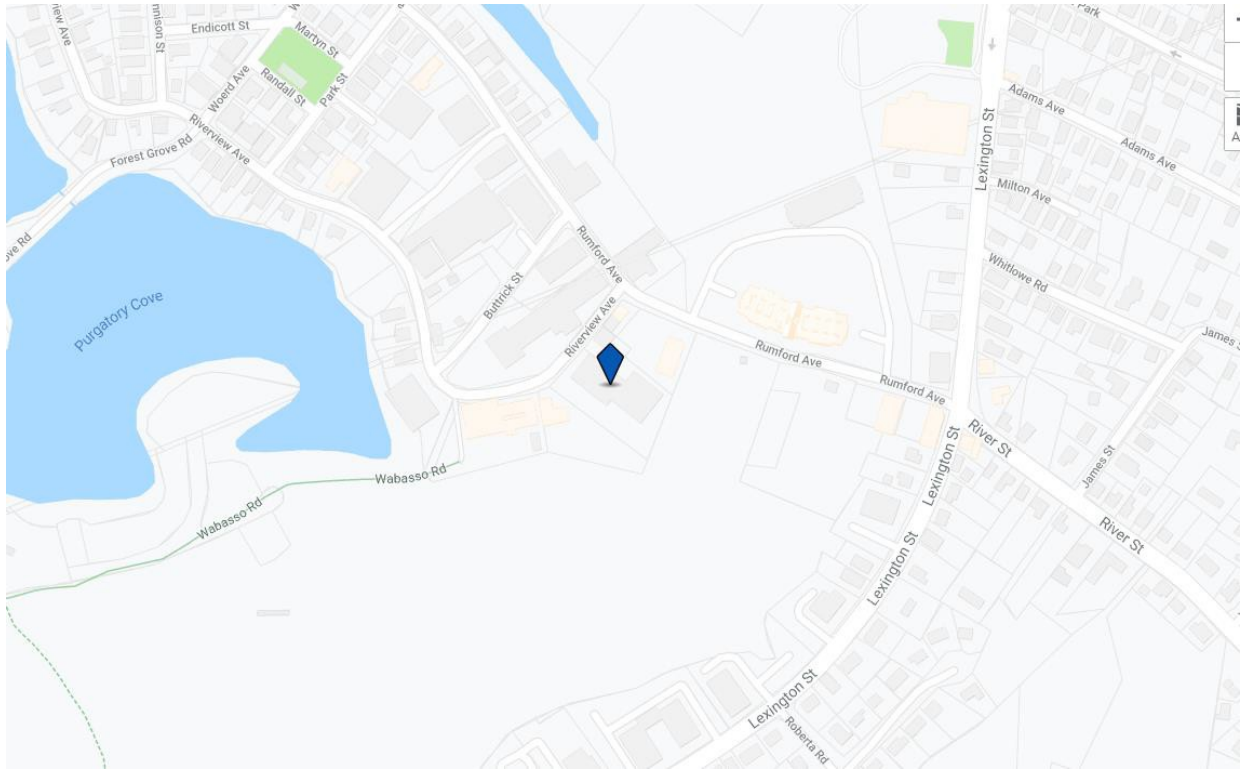
The site previously was used as the centralized repair and calibration laboratory for Olympus Life Sciences, thus is configured as dry laboratory and office space. Curaleaf Processing plans to expand the facilities capabilities to include 6,000 sq ft of wet laboratory space, a food science laboratory, a tissue culture and fermentation suite, and a 3,000 sq. ft. herbarium. The facility will be ventilated in such a manner that no chemicals are dispersed into the outside atmosphere. Further, no odor from marijuana will be detected or recognizable by a person with a normal sense of smell at the exterior of the building or at any adjoining use or property.

Only research and development will occur at the proposed location – thus, the increase in traffic will be negligible.

Zoning Map of Proposed Site



Map of Proposed Site



Arial View of Proposed Site



Curaleaf Processing, Inc.

Plan to Obtain Liability Insurance – Newton Research & Development Facility

Location: 242-247 Riverview Avenue, Newton MA 02466

Upon issuance of the Research Facility license, Curaleaf will immediately obtain and evidence liability insurance that satisfies the regulatory requirements through our insurance partners at NFP Insurance Services, an international insurance brokerage with a specific practice group specializing in Cannabis (www.nfp.com). A Certificate of Insurance (COI) to evidence the Commercial General Liability and Product Liability insurance coverage of no less than \$1 million per Occurrence and \$2 million in aggregate annually will be provided to the CCC.

The deductible for each policy will be no higher than \$5,000 per occurrence.



Staffing Plans

Curaleaf Processing Inc. plans to recruit new employees through:

- Traditional job opportunity websites including Indeed.com
- Word-of-mouth advertising via current Curaleaf stakeholders and Curaleaf corporate.
- Posting on our professional networking sites such as LinkedIn.com
- Review of unsolicited job applications received prior to posting the opportunity
- Job fairs held within local communities
- Additional channels TBD, if volume and quality of response requires it

All individuals shall:

- Be at least 21 years old
- Have not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of Other Jurisdictions
- Be determined to be suitable for registration consistent the provisions of the regulations

The following positions are currently filled at our existing Marijuana Research Establishment locations:

- Technical Writer
- Scientist
- Research Associate
- Principal Scientist
- Senior Scientist
- Director of Product Development
- Senior Vice President of Research and Product Development
- Senior Vice President of Innovation, Research, and Development

All new personnel first must pass a detailed background screening through our main background check vendor Creative Services, Inc. That process begins with filling out and signing an iCori form, a Disclosure & Acknowledgement Form and a 7-year Standard Release Authorization form. In addition, 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. State of Massachusetts
 - ii. State of Massachusetts(Federal)
 - iii. State of Massachusetts (Federal Civil)



h. Social Trace – Address/Social Security Repository

Once a person has passed their background check then their personal information is supplied to the state so that they may receive their Marijuana Research Facility Agent credentials.

In addition to applying for their Marijuana Research Facility Agent card, they also then receive a new hire packet via WURK the Company's online HR platform. This packet consists of all the requisite forms that are necessary 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 document that contains all the employment policies that will govern their employment status during their tenure with us. All these forms are signed electronically within the system and given a time and date stamp and then saved electronically within their online personnel profile.

All new employees go through a 90-day probationary period. 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 the employee has demonstrated the capacity to manage all the tasks within the strict regulatory framework that governs us within the industry.

Staffing Records

Staffing Records will contain:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions
- A personnel record for each Marijuana Research Facility Agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Research Facility and shall include, at a minimum, the following:
 - all materials submitted to the Commission pursuant to the regulations
 - documentation of verification of references
 - the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place that they received the training, the topics discussed and the name and title of the presenters
 - A copy of the application that the Marijuana Research Facility submitted to the Commission on behalf of the Marijuana Research Facility Agent.
 - documentation of periodic performance evaluations.
 - a record of any disciplinary action taken
 - notice of completed responsible vendor and record of eight-hour related in house training.
- All background check reports obtained in accordance with the regulations



All the above documents shall be maintained within the companies HR Reporting software or in a personnel file at the facility. All documents shall be made available upon request of the CCC or any other appropriate state agency.

Workplace Policies

Policies for an alcohol, smoke, and drug-free workplace, as required per the regulations.

Curaleaf Processing Inc. is dedicated to providing a healthy and productive work environment for all employees, volunteers, and consultants. Curaleaf shares with each employee our Code of Ethics policy, whistle-blower policy and a policy which notifies persons with disabilities of their rights, which includes provisions prohibiting discrimination and providing reasonable accommodations, as well as the below policies.

Non-Smoking Policy

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

Cigarette smoking is permitted only during designated breaks in the designated areas outside the building, away from windows and doors, and as far as possible from the view of visitors to the worksite. Employees are responsible for disposing of litter in the receptacles provided. All Employees must wash their hands thoroughly after smoking before returning to work.

Drug & Alcohol Policy

Curaleaf Processing Inc. adheres to the principles of the Drug-Free Workplace Act. The use of illicit drugs and alcohol on work premises or at Curaleaf activities, impairs the safety and health of employees, lowers the productivity and quality of work performed, and undermines the public's confidence in Curaleaf Processing Inc. The unlawful possession, use, or distribution of illicit drugs and alcohol on Curaleaf property or as part of any Curaleaf activity is prohibited. All Marijuana Research Facility Agents of Curaleaf Processing Inc. – 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.

Curaleaf Processing Inc.'s drug policy with respect to marijuana and other illegal substance use by its employees is as follows:

- Curaleaf does not tolerate the presence of, or use of, illegal drugs, the illegal use of legal drugs, or the use of legal drugs that may negatively affect an employee's ability to perform their job duties in our workplace.
- The use, possession, distribution, or sale of controlled substances such as drugs or alcohol or being under the influence of such controlled substances is strictly prohibited while on duty, while on Curaleaf Processing Inc.'s premises or worksites, or while operating Curaleaf Processing Inc.'s equipment or vehicles. The illegal use of drugs is a threat all because it promotes problems with safety, customer service, productivity, and our ability to prosper as a business.



- If an employee needs to use a prescription drug that negatively affects their ability to perform their job duties, or if they are a qualified medical cannabis patient and their use of medical cannabis negatively affects their ability to perform their job duties, they are required to discuss possible accommodations with their supervisor. Violation of this policy will result in disciplinary action, up to and including termination.
- Once employed, drug testing will only be required post-accident or if there is probable cause to believe that an employee is impaired while working.
- Any employee who is convicted of violating criminal drug statutes must notify an appropriate manager of Curaleaf Processing Inc. of that conviction within five days of the conviction. Failure to do so may lead to disciplinary action up to and including termination.
- Employees may not purchase product while on the clock and must have another employee conduct the sale. Please refer to your state's SOP for further information.
- Recreational cannabis may not be used at off-site company events including in states where recreational marijuana is legal and where all other state laws and regulations are being complied with. Discretion and good judgment should be exercised at all times.
- If your state regulations mandate that you report any awareness of diversion and or consumption by minors you are required to do so in accordance with the company whistleblower policy.

Enforcement

As a condition of their employment with Curaleaf Processing Inc., employees must comply with this drug policy. Illegal use, sale, purchase, transfer, theft, or possession of drug use may be referred to law enforcement in accordance with the law. Failure to comply with the drug policy may result in discipline up to and including termination. All employees receive this policy statement and sign on the handbook acknowledgment form, signifying their agreement to comply with this policy.

All 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.

Policy for the immediate dismissal of any Marijuana Research Facility Agent who has diverted marijuana and/or engaged in unsafe practices with regard to operation of the Marijuana Research Facility.

Curaleaf Processing Inc. will immediately dismiss any Marijuana Research Facility Agent who has:

- a. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission
- b. Engaged in unsafe practices with regard to operation of the Marijuana Research Facility, which shall be reported to the Commission.
including but not limited to;
 - i. Internal theft
 - ii. Improper disposal methods of medicated waste
 - iii. Medicating on premises, or
 - iv. Anything that may put the business at risk
- 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 any Other Jurisdiction.



Any Marijuana Research Facility Agent found to have diverted marijuana or engaged in unsafe practices regarding the operations of Curaleaf Processing Inc. will be subject to immediate dismissal per his or her employment contract and State regulations.

All employees will be required to read and acknowledge with signature our anti-diversion policy, as part of the onboarding process. We have a zero-tolerance policy for diversion of any nature. Attempts to divert will result in immediate termination and be reported to the appropriate authorities.

A member of Curaleaf Processing Inc.'s Executive Management Team will report any and all instances of diversion to law enforcement officials and to the CCC within 24 hours of said termination.

A member of the Executive Management Team will also report any instance of a Curaleaf Processing Inc. employee engaging in unsafe practices with regard to the operations of the company to the CCC within 24 hours.

Curaleaf Processing Inc. has adopted a zero-tolerance policy toward individuals who knowingly violate the law, State Marijuana regulations, or Curaleaf company policy.



Qualification and Training

The training and qualification programs of Curaleaf Processing Inc. will consist of the following areas of technical expertise that all new incoming employees will go through prior to engaging in lab activities. These training procedures will typically be spread out during the first two weeks of an associate's employment.

- Company Overview
- Standard Operating Procedures including but not limited to:
 - Detecting and Preventing Diversion
 - Inventory Management
 - Visitor Protocols
 - Moving Inventory
 - Reportable events and violations
- Compliance Overview / Federal and State Cannabis Laws
- Understanding HIPAA – Privacy and Confidentiality
- Harassment and Diversity
- Ethics in the Workplace
- Whistleblower policy
- Social Media Policy
- Emergency Action Procedures
- Workplace Violence
 - An armed robbery
 - An invasion
 - A burglary or other criminal incident
- Safety Orientation
 - General Lab Safety Procedures and PPE Policy
 - A medical emergency
 - A fire
 - Hazardous Waste Management
 - A chemical spill

All Marijuana Research Facility Agents will complete an initial training regimen prior to performing actual job functions. All training will be documented and include the date, time, place he or she received the training, the topics discussed and the name of the presenter. At a minimum, Marijuana Research Facility Agents shall receive a total of eight hours of training annually. The eight-hour training requirement shall be tailored to the roles and responsibilities of the job function of each Marijuana Research Facility Agent. A minimum of four hours of training shall be from a Responsible Vendor Training Program course.

All Marijuana Research Facility Agents will be required to attend a Responsible Vendor Program within 90 days of hire. Curaleaf will set up a class schedule for this training with a Responsible Vendor that has been approved by the state. Each year following their initial program training all applicable personnel will be required to retake the program. Curaleaf will maintain these records of program compliance for four years and will be available to the Commission for inspection.



All Agents responsible for tracking and entering product into the Seed-to-sale SOR, Metrc, shall receive training in a form and manner determined by the Commission. At a minimum, staff shall receive eight hours of ongoing training annually.

Our Research Facility shall maintain records of compliance with all training requirements noted above. Such records shall be maintained for four years and will be made available to the Commission for inspection upon request.



Quality Control and Testing

Curaleaf Processing Inc.'s goal is to ensure high quality, dose-consistent, contaminant-free marijuana products. Sanitary handling protocols and personal hygiene requirements will be in place for all research and development staff and will include, but not be not limited to, the following: gloves, eye protection, hair nets, beard nets, shoe coverings and lab coats, or coveralls. All research and development staff performing work in the lab are responsible for wearing personal protective equipment (PPE) at all times, including, but not limited to: lab coat, gloves, and eye protection.

All marijuana products used in research and consumed by human subjects will be tested by a Massachusetts licensed Independent Testing lab. 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*, *Penicillium* and *Cladosporium* can be found in almost all marijuana plant material, but testing should ensure 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.

Because of the wide range of medical marijuana products that Curaleaf may research, 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. All samples must be documented, and this documentation will be provided to the CCC upon request. Prior to sample collection the Curaleaf agents conducting the sampling should assemble all equipment and information needed. 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

Personnel must record the sampling in the required project documentation, in a logbook or a sample collection form. Sample collection documentation will identify the sample collection date, participating personnel, a general description of the product, 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 batch number and number of samples to be collected based on the guidance provided the protocol document, as well as further guidance obtained in consultation with the laboratory. The unique identification number of the project will be included on sample labels. 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 ID, collection date/time, and performing personnel. 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.

Gloves should be worn when collecting the samples to mitigate potential for contamination. The sampling area should be clean and decontaminated. Hand washing facilities shall be adequate and convenient and shall be furnished with running water at a suitable temperature. Hand washing facilities shall be located in the sample collection area and where good sanitary practices require employees to wash and/or sanitize their hands and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices. Water supply shall be sufficient for necessary operations. Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. The area will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. There shall be adequate safety lighting in all collection and storage areas, as well as areas where equipment or utensils are cleaned. Appropriate tools should be used to collect the samples. The time each sample was collected will be recorded along with any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that may be relevant to data analysis or quality assurance. To avoid cross contamination of samples all tools and equipment that come in contact with the finished product will be cleaned with isopropyl alcohol before collecting the next sample. All samples will be placed in a clean, airtight container, large enough to hold the prescribed sample quantity with minimal headspace. Sample containers must be firmly closed and appropriately labeled. 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, so a selection of packaged or ready-to-dispense MIPs may be provided to the analytical laboratory to represent a given production batch. 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.

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. The Commission will be notified within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary. Testing results will be retained for no less than 1 year. Marijuana or Marijuana Products with testing dates in excess of one year shall be deemed expired.



Staffing Records

Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions must be kept.

A personnel record for each Marijuana Research Facility Agent must be kept. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Research Facility and shall include, at a minimum, the following:

- All materials submitted to the Commission pursuant to the regulations
- Documentation of verification of references
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters
- Documentation of periodic performance evaluations
- A record of any disciplinary action taken; and
- Notice of completed responsible vendor and eight-hour related duty training.
- All background check reports obtained in accordance with 935 CMR 500 and 935 CMR 501 and 803 CMR 2.00: Criminal Offender Record Information (CORI)

All the above documents shall be maintained within the companies HR Reporting software or in a personnel file at the facility. All documents shall be made available upon request of the CCC or any other appropriate state agency.

Records of Compliance with all training documentation shall be maintained for four years.

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. Inventory records including the quantity, form, and cost of marijuana products
5. Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit or item of value paid to any persons having direct or indirect control over the Marijuana Research Facility.

The required documents for #'s 1, 2, 3 & 5 shall be maintained within our GL software, Microsoft Dynamics. The documents required as per # 4 shall be maintained within our inventory management system. The documents required as per # 5 shall be maintained within our payroll software Work.



Following the closure of any of our registered marijuana research facility, 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 our electronic inventory management, please see the Inventory Procedures document for more details.

Intake to Waste Tracking Records

All our record keeping related to intake to waste tracking is done in our electronic inventory management system, please see the Inventory Procedures document for more details.

Written Operating Procedures Record Keeping

All Curaleaf's written operating procedures are stored online using the company's secure digital record keeping solution (currently shared between Sharepoint and C15 Quality One quality management system). Hard copies of all approved operating procedures are readily available.

Retention Period for other Documentation

Records of Compliance with all training documentation shall be maintained for four years. These documents will be maintained in the employee's personnel file.

Following the closure of a Marijuana Research Facility all records shall be kept for at least two years at the expense of the ME or MTC and in the form and location acceptable by the Commission. If applicable these records will be maintained by the Director of Finance.

Waste disposal records must be kept for at least three years. This period of retention shall automatically be extended for the duration of any disciplinary action and may be extended by an order of the Commission. These records will be maintained at each location.

All transportation manifests will be retained for no less than one year and will be made available to the Commission upon request. These records will be retained at this location.

All documentation related to an incident that is reportable to the Commission shall be maintained for not less than one year or the duration of an open investigation, whichever is longer and be made available to the Commission and Law Enforcement Authorities within their lawful jurisdiction on request. These records will be maintained at this location by management. Results of all testing will be maintained for no less than one year. These records will be maintained in SharePoint.



Separating Medical & Recreational Operations

Curaleaf's Research and Development Facility will only perform research on adult use inventory and will not be co-located with another facility. Only adult use products will be onsite and inventoried.



Financial Records

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, Microsoft Dynamics. The company file shall be backed up within cloud-based software.

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.

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 Wurk.

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. All invoices are kept electronically to be 100% paperless.

All insurance documentation related to the various policies Curaleaf Processing Inc 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

Update: 01/12/2022

The following business records shall be maintained:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts;
- Sales records; and
- Salary and wages paid to each employee. *935 CMR 500.105(9)*

**Curaleaf Processing, Inc. – Newton Facility
Energy Efficiency and Conservation Procedures)**

Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities. 935 CMR 500.105(15)

Curaleaf intends to implement substantial effort to reduce, conserve, and recycle energy where applicable. The following bullet items provide current and/or future procedures, policies, equipment, and efforts to accomplish the goals.

- **Increasing or adding insulation.** The vast majority of the existing building's envelope is finished, and any new proposed rooms along the exterior of the building will have finished walls to meet current energy codes.
- **Installing 'smart' thermostats to identify periods where heating/cooling loads can be reduced.** A Building Automation System (BAS) will be added that will be used to monitor and optimize the HVAC System operation remotely.
- **Installing LED lighting.** The majority of the lighting fixtures will be replaced with energy efficient LED lighting and controls include occupancy detection, smart dimming, etc.
- **Coordinating with the HVAC contractor to identify any energy saving opportunities.** The design/build team coordinated extensively with GEM Mechanical Services, Inc., Vantage Builders and Curaleaf's Director of Mechanical Engineering to utilize energy saving opportunities, where appropriate.
- **Evaluating the efficacy of switching the kitchen(s) in the space to on-demand hot water heaters.** The need for safety showers that are required to deliver tempered water per code necessitate the need for a storage type water heater.
- **Increase daylight into work areas.** The design intent of the new proposed offices, communal areas, and workspaces is to take advantage of all existing windows/glazing throughout the building.
- **Minimize night work.** Curaleaf does not intend to operate a second or third shift that would require substantial nighttime energy use.
- **Install bike racks to encourage bike use by employees.** A proposed bike rack is in the scope of design and will be constructed to encourage bicycle use by employees.
- **Recycling.** A recycling dumpster has been provided by Waste Management for the building's use. This is a single stream recycling container and will be utilized for all possible materials.

Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable. 935 CMR 500.105(15)

Solar panel roof installation was explored; however, Curaleaf does not own the building and the cost to install a sufficient system would be cost prohibitive. Curaleaf does not have authorization to install other energy generation systems on the property.

Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage). 935 CMR 500.105(15)

The lighting fixtures in all rooms will include occupancy detection and smart dimming, where applicable. Exterior lighting will be on a lighting schedule. Active load management is not possible due to the scientific nature of the building and the expectation of ongoing experimental requirements. Private energy storage was not pursued due to it being cost prohibitive.

Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. 935 CMR 500.105(15)

Curaleaf will engage a Curtailment Service Provider to provide an of energy resource usage and potential reduction in order to increase energy efficiency. Curaleaf will also participate in the local energy provider's Demand Response program.

Restricting Access To 21 And Older

Restricting access to the Curaleaf Research and Development Facility will be done at the point of entry. The Research and Development Facility will require guests to ring a doorbell prior to entry and will be escorted to the sign-in station. A Curaleaf Research and Development representative will ensure proper sign-in and will be checking IDs for any guest entering the facility. An individual shall not be admitted to the premises, unless Curaleaf Research and Development personnel have verified that the individual is 21 years of age or older by an approved form of identification that is valid. Curaleaf Research and Development personnel may use a scanner to verify the ID or use the state ID reference book.

Update: 01/19/2022

- All employees and registered agents must be 21 years of age or older. *935 CMR 500.029 or 500.030.*
- All visitors must be 21 years of age or older. *935 CMR 500.002*
- All consumers entering a Marijuana Retailer must be 21 years of age or older unless the establishment is co-located with a Medical Marijuana Treatment Center. *935 CMR 500.050(5)*

Curaleaf Processing, Inc.
Newton Diversity Plan
Updated 3/25/2022

1. Statement of Purpose:

At Curaleaf, we believe our Team Members are our most important asset. Diversity, equity, equality, inclusion, and opportunity are essential to our mission to improve lives by providing clarity around cannabis and confidence around consumption.

We strive to provide a work environment where each person is valued for their talents, perspectives, and contributions to our shared work culture. This diversity plan set fourth is intended to create our workplace that reflects the communities we serve and where each person is treated respectfully, can communicate openly, and feel empowered to bring their full, authentic selves to work.

To ensure our integral commitments of diversity, equity, equality, inclusion and opportunity are met and maintained, partnership between our Human Resources and Corporate Social Responsibility departments have implemented and will oversee the following:

1. Diverse recruitment, opportunity and hiring of candidates that is fair and equitable.
2. Fostering inclusion programs focused on our team member population.
3. Accountability in diversity, equity, and opportunity within Curaleaf.

2. Goals:

- To ensure Curaleaf is committed to diversity within its workforce; we aim to surpass the current demographics of Newton, Massachusetts and recruit and employ people in the following demographics:
 - 40% Women
 - 5% Veterans
 - 2% People with Disabilities
 - 10% Minorities
 - 10% LGBTQ+
- In addition to the internal diversity employment goals; Curaleaf is also committed to the external diversity of vendors and supply chain. As such, Curaleaf's departments of Corporate Social Responsibility, in partnership with Curaleaf's Supply Chain department will source and add 420 new diverse suppliers and organizations from underrepresented communities within the cannabis ecosystem by 2025 in the following demographics:
 - 45% Minorities
 - 40% Women
 - 5% Veterans
 - 5% People with Disabilities
 - 5% LBGTQ+

3. Strategies/Programs: To ensure our goals (listed in section 2) are met within Curaleaf, the following strategies and programs will be implemented to ensure accountability:

- Diverse recruitment, opportunity and hiring of candidates that is fair and equitable. Curaleaf accepts and includes all team members including people of color, women, people with disabilities, LGBTQ+ and veterans, as well as any other groups of individuals regardless of their beliefs, religions, perspectives, values, political views, sexual orientation, etc.
 - **Recruiting Representation Events:** Curaleaf Talent & DEI department will host at minimum two "virtual" recruiting "meet & greet" events for women, minorities, veterans, people with disabilities and LBGTQ+ that will include only Curaleaf team members from those underrepresented groups as speakers and panelist. Human Resources will also partner with our internal Employee Resource Groups and local organizations that support underrepresented groups to ensure a successful turnout and outcome.

- **Inclusive Corporate Branding:** Increase representation on Curaleaf's websites, social media pages, and professional accounts such as: Glassdoor, LinkedIn, and Indeed. In addition, ensure increased representation on the company's intranet page "The Leaf". The HR department, in partnership with Marketing will ensure each page and platform includes diverse representation.
- **Fostering Inclusion:** Ensuring the minority and underrepresented team members are part of a workforce culture that is welcoming and inclusive; Human Resources and Corporate Social Responsibility support and promote the following programs:
 - **Increase current Employee Resource Groups (ERGs):** In our goal to ensure a safe place for all our minority and underrepresented groups within Curaleaf, Human Resources in partnership with Corporate Social Responsibility currently hosts the following diversity-based employee-led, voluntary Employee Resource Group(s) that all employees can participate in:
 - Curaleaf in Color – a safe space for BIPOC members of Curaleaf to share experiences and amplify their experiences.
 - Women's Cannabis Collective – empowers and elevates women within Curaleaf and the cannabis space by fostering talent, career growth and engagement.
 - Queer-Centered Unity Service Huddle - support and uplift the queer community by educating the company about queerness and allyship. We build spaces where all are respected.

In support of our diversity goals, we will increase the current number of ERGs by a minimum of one to include a focus on either People with Disabilities or Veterans.

- **Provide Unconscious Bias and Anti-harassment/Anti-discrimination training to all employees.** Curaleaf requires all employees to complete the following training programs:
 - **BiasSync (Unconscious Bias training)-** BiasSync is a science-based solution designed to help organizations more effectively assess and manage unconscious bias in the work environment. Curaleaf employees are expected to complete interactive, video-based professional development content that educates on the impact of bias, unconscious bias, provides useful guidance on how to mitigate its impact in the workplace. In addition, micro learnings are provided regularly to support ongoing training.
 - **Kantola (Anti-harassment & Anti-discrimination training)-** Kantola is a digital and engaging platform designed to change behaviors, provide anti-harassment & anti-discrimination training and most importantly, elevate our culture and commitment to foster inclusion and respect within our workplace. Completion of this training is required annually for all team members.
- **Educational Events:** To improve awareness and education of our diverse population, Curaleaf's HR and CSR departments partner to conduct at minimum one companywide internal event quarterly that educates and uplifts diverse groups.
- - **Q4/2021 "How the Veterans Alliance for Holistic Alternatives is ending the stigma"** Veterans Day webinar where we spotlighted **founder of VAHA Gary Hess**, his time during combat, his experience navigating post-active-duty life with severe trauma, and how his relationship with cannabis has helped him cope with PTSD.
 - **Q1/2022 "Black In Cannabis"** a program uplifting the **Black and African American** team members and cannabis industry leaders in a live panel discussion.
 - **Q2/2022 "AAPI in Cannabis"**, a live program uplifting the **Asian and Pacific Islanders** speaking about the history and contributions to cannabis the AAPI community has provided.

- **Q3/2022 “Queering in the Workplace”** a live discussion with Curaleaf team members and Cannabis industry leaders that identify as **LQTBQ+** regarding the importance of a **safe place** and how to be an **ally** within our workplace.
- **Q4/2022** a companywide event uplifting and celebrating **“Hispanic Heritage”**.

All events will be held companywide with encouragement from Executive Sponsors who are VP's in above to participate and attend.

- **Accountability in diversity, equity and opportunity:** To ensure our commitment to diversity, equity, equality, inclusion and opportunity are met and maintained within our workforce; Curaleaf's department leaders of Human Resources, Corporate Social Responsibility and Compliance will complete the following strategies are met for accountability:
 - **Annual analyses:** At the end of each the fiscal year of 2022, an annual analyses of job descriptions, policies, procedures, external and internal communication platforms such as but not limited to: Facebook, Glassdoor, LinkedIn, and The Leaf will be reviewed by Curaleaf's Human Resources, Compliance and Corporate Social Responsibility leadership to ensure language, visuals and design are inclusive and nondiscriminatory.
 - **Pay Equity:** To ensure consistency and fairness of compensation, Curaleaf's Pay compensation department has increased entry level compensation to be no less than \$15.00 for all team members regardless of State required minimum wage.
 - **Quarter DEI data demographics:** By the 15th of each quarter, Curaleaf's Human Resources Internal System (HRIS) department will provide Talent Management and Corporate Social Responsibility leaders with updated demographics information to be analyzed and presented to the Curaleaf's DEI stakeholders at each quarterly company DEI Taskforce Meeting.
 - **Quarterly Audits:** In partnership with Curaleaf's HR and Compliance departments, we will conduct quarterly audits by the 20th of each quarter. The audit will consist of but not limited to review of the qualifications of all applicants, team members, vendors and contractors to ensure individuals are treated in a nondiscriminatory manner throughout the hire, promotion, transfer, and termination process. Platforms such as: Curaleaf's, Applicant Tracking System (ATS), Performance management platform (15Five) and Compliance Hotline platform will be the systems reviews by the HR and Compliance departments.
- 4. **Measurements:** At Curaleaf, reporting is essential to track the progress of all our goals; and measurement of our diversity and inclusion initiatives are no exception to ensure the right progress is being made for the right results. In partnership with Curaleaf's HRIS, HR, and CSR departments; the following reports will be provided, analyzed and presented to Curaleaf's Senior and Executive Leadership by the 60th day of each new quarter:
 - Quarterly Age Representation
 - Quarterly Gender Representation
 - Quarterly Ethnicity Representation by Equal Employment Opportunity (EEOC) classifications
 - Quarterly Promotions by age, gender, ethnicity and EEOC

- Quarterly EEOC Classifications by age, gender, ethnicity and EEOC

In addition, more qualitative data specific to active team member feedback will be reported and reviewed by the 60th day of each quarter. This report will be provided by Curaleaf's Talent Management and Diversity department from the performance management platform, 15Five that collects weekly, bi-weekly, and monthly feedback of wins and challenges team members are facing and will be shared to Curaleaf's Chief Executive Officer and President.

Acknowledgements

1. Curaleaf acknowledges that the progress or success of its Diversity Plan must be documented upon renewal (one year from provisional licensure and each year thereafter).
2. Curaleaf will adhere to the requirements set forth in 935CMR500.105(4) which provides the permitted and prohibited advertising, branding, marketing and sponsorship practices of Marijuana Establishments.
3. Curaleaf acknowledges that any action taken, or programs instituted by the applicant will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.