



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282052
Original Issued Date: 09/18/2019
Issued Date: 08/12/2021
Expiration Date: 09/18/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Curaleaf Massachusetts Inc

Phone Number: 339-235-0256
Email Address: diane.albernaz@curaleaf.com

Business Address 1: 170 Commercial Street	Business Address 2: Unit 3
Business City: Provincetown	Business State: MA
Business Zip Code: 02657	
Mailing Address 1: 101 Accord Park Drive	Mailing Address 2: Unit 201
Mailing City: Norwell	Mailing State: MA
Mailing Zip Code: 02061	

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RPA201882

RMD INFORMATION

Name of RMD: Curaleaf Massachusetts Inc.
Department of Public Health RMD Registration Number: N/A - only a provisional license to date
Operational and Registration Status: Obtained Provisional Certificate of Registration only
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 18.1	Percentage Of Control:
Role: Other (specify)	Other Role: Shareholder of Curaleaf Holdings, Inc., a publicly traded 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:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:	Percentage of Ownership: 100		
Entity Legal Name: Curaleaf Inc.	Entity DBA:	DBA City:	
Entity Description: Curaleaf, Inc. is the sole shareholder of Curaleaf Massachusetts, Inc.			
Foreign Subsidiary Narrative:			
Entity Phone:	Entity Email:	Entity Website: www.curaleaf.com	
Entity Address 1:	Entity Address 2:		
Entity City:	Entity State:	Entity Zip Code:	
Entity Mailing Address 1:	Entity Mailing Address 2:		
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:	
Relationship Description: All day to day management is done independently by the Massachusetts team, with guidance provided by corporate on best practices specific to cultivation, manufacturing and dispensary operations to ensure the highest standard for safety, effectiveness, consistent quality and customer care. Authority is exercised by the Curaleaf Massachusetts Inc. Board of Directors if key major decisions need to be made.			

Entity with Direct or Indirect Authority 2

Percentage of Control:	Percentage of Ownership:		
Entity Legal Name: Curaleaf Holdings, Inc.	Entity DBA:	DBA City:	
Entity Description:			
Foreign Subsidiary Narrative:			
Entity Phone: 781-451-0150	Entity Email: info@curaleaf.com	Entity Website:	
Entity Address 1: 301 Edgewater Place	Entity Address 2:		
Entity City: Wakefield	Entity State: MA	Entity Zip Code: 01880	
Entity Mailing Address 1:	Entity Mailing Address 2:		
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:	
Relationship Description:			

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: info@curaleaf.com	Phone: 781-451-0150
Address 1: 301 Edgewater Place	Address 2: Suite 405
City: Wakefield	State: MA
	Zip Code: 01880

Types of Capital: Debt Other Type of Capital: Total Value of Capital Provided: \$1300000 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 170 Commercial Street

Establishment Address 2:

Establishment City: Provincetown

Establishment Zip Code: 02657

Approximate square footage of the establishment: 2000

How many abutters does this property have?: 137

Have all property abutters 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
Plan to Remain Compliant with Local Zoning	ZoningCompliance_Provincetown.pdf	pdf	5bfb27d5730d5d0462f12a13	11/25/2018
Certification of Host Community Agreement	Host-Community-Agreement-Certification-Form-signed.pdf	pdf	5bfb27ebd84f77046ceede81	11/25/2018
Community Outreach Meeting Documentation	Community-Outreach-Meeting-Attestation-Provincetown.pdf	pdf	5bfb3b7ad84f77046ceede8f	11/25/2018
Community Outreach Meeting Documentation	Attachment C - Provincetown Abutter.pdf	pdf	5bfb3b7cbcbac00d7d74bc3a	11/25/2018
Community Outreach Meeting Documentation	Attachment B - Provincetown Town.pdf	pdf	5bfb3b7d1a7752047b591cb0	11/25/2018
Community Outreach Meeting Documentation	Attachment A - Provincetown Notice.pdf	pdf	5bfb3b81e18b8a04881de1d8	11/25/2018

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$258386.09

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	PositivelyImpact_Provincetown.pdf	pdf	5cc9f17351be434c62d2bb7a	05/01/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:

Other Role:

Date generated: 09/24/2021

Page: 3 of 7

First Name: Patrik Last Name: Jonsson Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Other Role:

First Name: Joseph Last Name: Lusardi Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Other Role:

First Name: Boris Last Name: Jordan Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Other Role:

First Name: Andrey Last Name: Blokh Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company

Other Role:

Entity Legal Name: Curaleaf, Inc.

Entity DBA:

Entity Description: Curaleaf Inc. is the parent company of Curaleaf Massachusetts, Inc.

Phone: 781-451-0150

Email: licensing@curaleaf.com

Primary Business Address 1: 301 Edgewater Place

Primary Business Address 2: Suite 405

Primary Business City: Wakefield

Primary Business State: MA

Principal Business Zip Code:
01880

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Curaleaf Massachusetts, Inc Bylaws.pdf	pdf	5bfb5e461a7752047b591cd2	11/25/2018
Department of Revenue - Certificate of Good standing	Certificate_Good_Standing_MA_DOR.pdf	pdf	5bfb5e4fe18b8a04881de203	11/25/2018
Secretary of Commonwealth - Certificate of Good Standing	CertificateGoodStanding_ForProfit.pdf	pdf	5bfb5e57813a010d917ad510	11/25/2018
Articles of Organization	MOTarticlesoforganization.pdf	pdf	5bfb60844287b10d4f36fd45	11/25/2018
Articles of Organization	CuraleafNameAmendment.pdf	pdf	5bfb608f25766f0d55cc3a96	11/25/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	MA DOR Cert of Good Standing.pdf	pdf	60eda3140bb484027d8bee72	07/13/2021
Secretary of Commonwealth - Certificate of Good Standing	CURALEAF MASSACHUSETTS INC-MA-Good Standing.pdf	pdf	60eda38d84f3fe0296c426b5	07/13/2021
Department of Unemployment Assistance - Certificate of Good standing	Cert Dept of Unemployment.pdf	pdf	60eda82a7a4b3b034a681564	07/13/2021

Massachusetts Business Identification Number: 001320247

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	BusinessPlan.pdf	pdf	5bfc2305730d5d0462f12ae9	11/26/2018
Plan for Liability Insurance	20-21 Generic COI - Evidence of Liability (Curaleaf Massachusetts) 12-29-2020 (1).pdf	pdf	60da278f7a4b3b034a67db69	06/28/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	Restricting 21 and Older.pdf	pdf	60edd8e1fb983a0274aae0be	07/13/2021
Security plan	Security (long version).pdf	pdf	60eee89a308c7a02a1fffd4a	07/14/2021
Prevention of diversion	Diversion Prevention.pdf	pdf	60eeea3d3678b8028bd45145	07/14/2021
Storage of marijuana	Storage of Marijuana.pdf	pdf	60eeeb56ddf0e402a870f72d	07/14/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	60eeef8c74b6080359f719b3	07/14/2021
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana Products.pdf	pdf	60eef6347a4b3b034a681b1d	07/14/2021
Inventory procedures	Inventory Procedures.pdf	pdf	60eef7d8504b25036f757abc	07/14/2021
Quality control and testing	Quality Control and Testing.pdf	pdf	60eef8e72ea73e036476cb9c	07/14/2021
Dispensing procedures	Dispensing Procedures.pdf	pdf	60eef92d504b25036f757acf	07/14/2021
Personnel policies including background checks	Personnel Policies.pdf	pdf	60eefc8d0bb484027d8bf48d	07/14/2021
Record Keeping procedures	Record Keeping Policies.pdf	pdf	60eefcc5da52e3026d462d22	07/14/2021
Maintaining of financial records	Financial Records.pdf	pdf	60eefcecaa87100331f655b4	07/14/2021
Diversity plan	Diversity Plan (1).pdf	pdf	60eefd69fb983a0274aae4f3	07/14/2021
Qualifications and training	Qualifications and Training.pdf	pdf	60eefd7ffb983a0274aae4f7	07/14/2021
Energy Compliance Plan	Energy Efficiency and Conservation - Dispensary.pdf	pdf	60eefdbffb983a0274aae503	07/14/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

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

I Agree

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Industry Specific Educational Seminars:

Goals identified in our plan are to hold 2 seminars, each a minimum of 1 hour long, which are run by leaders and industry experts from the Curaleaf team.

Our plans to hold events this spring were cancelled due to the public health crisis, therefore we are tentatively planning to work with the reopening plan set forth by the Governors' office in order to plan safe and educational events to complete our goals and hold both events.

Our team had an event planned to take place in April 2020 in Wareham, however due to the shut-down and stay home order that was in place we have postponed the event to be held in Q4 (tentatively), based on the status of any present public health concerns.

Local Business Support:

We have established two wholesale relationships with local Wareham (an area of Disproportionate Impact) owned cannabis businesses to indirectly support the town of Wareham's sales tax revenue – Verilife and T Bear.

Fundraisers/Donations:

As specified in our positive impact plan, Curaleaf was going to donate 3 Narcan kits each month to Wareham Police Department to help purchase Narcan kits to help combat overdose fatalities in the city of Wareham.

Since opening Provincetown, Curaleaf has made two quarterly donations to WPD. Each quarterly donation was for \$639.45, enough to purchase 9 Narcan kits.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: See attached please

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 9:00 PM
Tuesday From: 9:00 AM	Tuesday To: 9:00 PM
Wednesday From: 9:00 AM	Wednesday To: 9:00 PM
Thursday From: 9:00 AM	Thursday To: 9:00 PM
Friday From: 9:00 AM	Friday To: 9:00 PM
Saturday From: 9:00 AM	Saturday To: 9:00 PM
Sunday From: 9:00 AM	Sunday To: 9:00 PM

Ongoing Zoning Compliance

- Our team will operate our retail establishment in Provincetown according to all local and state regulations, and are in touch with town officials on an ongoing basis.
- We have had regular conversations with Town Planner Jeffrey Ribeiro & Assistant Town Manager David Gardner, and collaboratively worked through all zoning related matters as appropriate, including the local zoning amendment for adult-use.
- We plan to establish a good relationship with the local Provincetown police & fire departments, similar to our other dispensaries. We will encourage both departments to visit our Provincetown dispensary, and we will interact with them as needed.

Furthermore the HCA requires Curaleaf to “cooperate with the Police Department, including but not limited to periodic meetings to review operational concerns, security, delivery schedule and procedures, cooperation in investigations, and communications with the Police Department of any suspicious activities at or in the immediate vicinity of CURALEAF MASSACHUSETTS INC, and with regard to any anti-diversion procedures.”

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant


I, Patrik Jonsson, (*insert name*) certify as an authorized representative of Curaleaf Massachusetts (*insert name of applicant*) that the applicant has executed a host community agreement with Provincetown (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 11/15/18 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, DAVID PANAGORE, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for TOWN OF PROVINCETOWN (*insert name of host community*) to certify that the applicant and PROVINCETOWN (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 11.14.2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Patrik Jonsson, (*insert name*) attest as an authorized representative of Curaleaf Massachusetts Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 6/7/18 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 5/31/18 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 5/21/18 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 5/21/18 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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



To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, June 7th at 6pm at the Provincetown Public Library. The proposed retail recreational marijuana establishment is anticipated to be located at 170 Commercial Street Provincetown MA 02657.

The Provincetown Public Library is located at 356 Commercial St Provincetown, MA 02657.

We will be discussing the sale of adult-use marijuana, security, the steps we will take to prevent diversion to minors, and our plan for positive community impact. There will be an opportunity for the public to ask questions.

This does not mean that Curaleaf has been approved to sell marijuana for recreational use yet at our Provincetown location, however this is a required step from the state regulations and it gives us an opportunity to introduce ourselves to the community.

Thank you for your time,

Curaleaf Massachusetts
170 Commercial Street
Provincetown MA 02657



To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, June 7th at 6pm at the Provincetown Public Library. The proposed retail recreational marijuana establishment is anticipated to be located at 170 Commercial Street Provincetown MA 02657.

The Provincetown Public Library is located at 356 Commercial St Provincetown, MA 02657.

We will be discussing the sale of adult-use marijuana, security, the steps we will take to prevent diversion to minors, and our plan for positive community impact. There will be an opportunity for the public to ask questions.

This does not mean that Curaleaf has been approved to sell marijuana for recreational use yet at our Provincetown location, however this is a required step from the state regulations and it gives us an opportunity to introduce ourselves to the community.

Thank you for your time,

Curaleaf Massachusetts
170 Commercial Street
Provincetown MA 02657

Provincetown Community Outreach Hearing newspaper notice

Ran in the local Provincetown Banner on 5/31/18

ProvincetownBanner | provincetown.wickedlocal.com | Thursday, May 31, 2018 AB

Wellfleet to celebrate Marianne Nickerson Day

By Edward Miller
Banner Staff

WELLFLEET — This Friday, June 1, is Marianne Nickerson's last day on the job in her office on the first floor of town hall. It also happens to be, by unanimous proclamation of the selectmen, Town Collector Marianne Nickerson Day.

Nickerson has worked for the town for 42 years, the last 26 as tax collector. To honor her long service, her fellow town hall employees Jennifer Kane, Karen Murphy, Miriam Spencer and Nancy Vail are organizing an all-day open house on Friday, and everyone is invited. Town Administrator Dan Hoot



Wellfleet Town Collector Marianne Nickerson.
(PHOTO VINCENT GUADAGNO)

is expected to make a few remarks about Nickerson at 9:30 a.m.

"I started as a part-time clerk in the selectmen's

office," says the soft-spoken Nickerson, who grew up in Wellfleet and graduated from Nauset Regional High School. "I was still in high school. I worked half time for the selectmen, I was the payroll clerk, and I did all the secretarial work for the DPW. Those three jobs are all full-time now."

Starting next week, Treasurer Rosemary Moriarty will assume Nickerson's duties. "The town's been waiting to combine the treasurer's and collector's jobs for a few years now," says Nickerson. "They're adding an assistant collector position. Karen, my part-time assistant, will stay on."

The Nickerson family

history in Wellfleet goes back to the town's earliest years, and even before its incorporation in 1763, when it was part of Eastham. "I grew up with a lot of cousins," says Marianne. "My mother was one of seven. Most of them have moved away."

Marianne's mother, Marion Louise (Davis) Nickerson, managed the cafeteria at the Wellfleet Elementary School. She died in September 2017. Marianne's sister, Arlene Reed, teaches at the Trinity Christian Academy in Barnstable.

"My sister and I joke," says Nickerson. "I could no more work with children, and she wouldn't want to

work with numbers. But I've always loved working with numbers."

Among the many changes in town government and operations she has seen in 42 years, she says, is an increase in requests for information about town finances. "People find it easier to call and ask what they paid last year instead of taking a look at their checkbook."

If there has been anything unpleasant about being the tax collector, Nickerson doesn't reveal it. "I've enjoyed the people I've worked with, and the give and take with most of the taxpayers," she says. "I'll miss the interaction with people. I feel blessed

to have gotten to work in my hometown, doing work that I enjoyed, three tenths of a mile from my house."

What comes next in her new life as a retiree?

"I am planning a trip for the fall," she says, "to an international balloon festival in Albuquerque, New Mexico. We've been going to balloon festivals since the 90s. I've never ridden in one — I just like to watch. There will be 900 balloons there. I've wanted to go to the one in New Mexico for years, but it's always in October when the tax bills are due."

HOUK

From Page A1

Tuesday to identify the "bars," and he claimed not to have read Lesniak's letter. "I've never seen it," he told the Banner, although at the May 22 meeting, when Bratnooge asked if the board had received the letter, Houk said, "Yes."

Houk also repeated another complaint about Preservation Hall that he made on May 8, concerning its request for Community Preservation Act funds under Article 23 at this year's annual town meeting to help with maintenance of its grounds.

"We have an agreement, a lease with them, that they will take care of all the gardens at their expense," Houk said. "Yet we gave them \$39,000 [at town meeting] and they've been coming in every year for money, and under the lease with them that's their responsibility."

Lesniak's letter also addressed this issue. "WPH has not come to the town for money every year," she wrote. "The Hall has applied twice for CPC funds; the initial grant ten years ago for the total restoration of the building and four years ago for help with a restoration of the backyard. The funds that were requested this year included several

unexpected expenditures (severely damaged fencing after the winter storms and removal of a very large and dangerous tree that threatened a neighboring home)."

At the town meeting, Houk spoke in favor of the \$39,000 grant to the hall, but said, "Under our charter, the DPW is responsible to maintain all parks. We need to have the DPW do the job that's required of them."

This week, however, Houk repeated his claim that Preservation Hall had asked for money every year. When asked where he got his information, he said, "I'm done with this. I have no further comment."

Jaws of Life used after Provincetown crash

PROVINCETOWN — An ambulance crew brought Frederico Martinez, 34, of Mashpee, to Cape Cod Hospital on Sunday night after his car went off the road at the intersection of Route 6 and Province Lands Road.

Police officers responded at around 8:30 p.m. and requested help from the Provincetown

Fire Dept.

"We responded to a car off the road in a ditch," Provincetown Fire Chief Mike Trovato said on Tuesday. "Someone called it in and said they saw the tail lights of the car. It was right at the beginning of the intersection, like he missed the turn to go into Herring Cove Beach. The police were there first and once they were on scene

they realized they needed to call rescue because the man was unconscious."

Trovato said his crew had to use the Jaws of Life to extricate Martinez from the vehicle. His injuries were unknown at press time. Provincetown Police Chief Jim Golden said on Tuesday that the crash remains under investigation by his department. —KW

The Pointe
RESTAURANT • WINE BAR
AT CROWNE POINTE INN & SPA
OpenTable

**COMMUNITY OUTREACH
HEARING**
ADULT USE OF MARIJUANA
Thursday, June 7 • 6-7pm
The Provincetown Public Library
Marc Jacobs Room
Proposed Location: 170 Commercial Street,
Provincetown MA 02657

CROWN & ANCHOR

**JIMMY'S
HIDE
AWAY**
JIMMY McNULTY
RAJEE MENOLD

Monday, October 5, 2020

As of Monday, October 5, 2020, I have not received a response from the Provincetown town manager for the request of documentation for the records of any cost to the town resulting from our operation within it's borders located at 170 Commercial St.

Diane Albernaz

Director of Compliance

Curaleaf Massachusetts Inc.



Diane Albernaz

Thu 10/1/2020 9:11 AM

To: dgardner@provincetown-ma.gov

Cc: Ricky Figueroa; Diane Albernaz



Good Morning,

My name is Diane Albernaz and I am the Director of Compliance for Curaleaf MA. I am hoping that you could provide us with some documentation that is required for our renewal application for our facility located at 170 Commercial St, Provincetown MA. As a component of the renewal application, we are required by the Cannabis Control Commission to request from our Host Community, the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. In accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26. If any such documentation is available, I would appreciate if it could be sent to me so that I may include it in our renewal submission information.

Thank you



Diane Albernaz · Director of Compliance

101 Accord Park Drive · Norwell, MA · 02061

339-235-0256 · Diane.Albernaz@curaleaf.com

[Reply](#)

[Reply all](#)

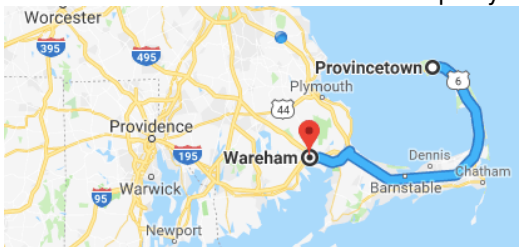
[Forward](#)

Plan to Positively Impact Areas of Disproportionate Impact

Reviewing the updated "GUIDANCE ON REQUIRED POSITIVE IMPACT PLANS AND DIVERSITY PLANS" document that was published on 1/4/19 (Revised 2/25/19) by the commission, coupled with the instructions in the Additional Information request dated 3/13/19, we are hereby amending our plan to specify in more detail the three key areas the Commission is asking for, in addition to specifying the metrics we will use to assess the program in questions.

Hiring

Our Provincetown Retail Establishment is not in an area of disproportionate impact as identified by the Commission, nor is any town on Cape Cod identified as such, the closet location being Wareham. Given the fact that Wareham is a 1 ½ hr commute to Provincetown, without seasonal traffic which will make that commute 2+ hours, establishing a specific hiring plan to target employees from this Disproportionate Impact area would not logically make sense for either the employee or employer.



1 h 28 min (72.7 mi) via US-6 W and US-6 W

Therefor our plans to positively impact the Town of Wareham will focus on education and fundraising, per below.

Industry Specific Educational Seminars

Curaleaf prides itself on being a leader in the state when it comes to Outreach and educational events and we are committing to hosting a minimum of two educational events in Wareham. We have already spoken to Verilife in Wareham in regards to partnering with them for events as well.

The events will be held in the Fall and the Spring each year, with the first event being targeted for the Fall of 2019, assuming our Provincetown dispensary is operational by then.

In order to reach and benefit the right population each event will be advertised in collaboration with ethnic chambers of commerce and community organizations, as well as local publications & via social media groups aimed at these impacted communities.

The seminars, each a minimum of 1 hour long, will be run by leaders and industry experts from the Curaleaf team and is meant to benefit the population disproportionately harmed by marijuana prohibition. The goal will be to provide mentoring, professional, and technical services for individuals and businesses looking to enter into the cannabis industry, and to help said entities overcome any initial barrier they might be faced with.

At the end of each seminar, each attendee will be designated a Curaleaf employee as their point of contact, in order to ensure that any current or future issue raised can hopefully be resolved collaboratively.

Fundraisers

As it relates to fundraising in Wareham, we have once again sought the guidance of Verilife who operates a Marijuana Retail Establishment in Wareham and similar to what they have vetted and are already doing we plan on raising funds through our Provincetown dispensary to purchase and provide Narcan to the Wareham Police Department to help fight addiction. The team has reached out to the WPD who confirmed with the Town Administrator on 3/20/19 that they have been granted permission to except donations from Curaleaf.

Email Confirmation, to Curaleaf's Director of Community Outreach Kate Steinberg, that donations will be accepted:

From: John Gerard <john_gerard@warehampolice.com>
Sent: Wednesday, March 20, 2019 3:28 PM
To: Kate Steinberg
Cc: John Walcek; Derek Sullivan
Subject: Re: Greetings from Curaleaf

Kate,

The Town Administrator granted us permission to except donations. The Narcan kits that we carry/purchase are \$71.05 per kit which equals 2 doses. Last year we used approximately 75 of those kits, so any help/donations would be appreciated.

Thank You
Lt. John Gerard
Wareham Police Dept.
Office: (508) 295-1473 Ext. 2233
Fax: (508) 295-1394

Program Metrics

Metrics specific to Wareham, the area of disproportionate impact closest to Provincetown, will be shared annually with the Commission as needed to

demonstrate that the programs noted above have been implemented successfully.

- Curaleaf's Head of Outreach produces weekly report internally where the progress will be tracked, but in this case there will be semi-annual meetings to specifically discuss the positive impact that the Educational Events have had. The events specific to Wareham will form the basis of a separate report that will be made available annually to the Commission upon license renewal.

Metrics are to include:

- Date, Time and Description of the Industry Specific Educational Seminars
 - Location
 - Number of attendees and/or business that obtained training from the event
- For the Fundraising program, financial data will be made available to the Commission annually, prior to every license renewal. Metrics to be included are the total number of Narcan kits that were donated to the Wareham Police Department, on a quarterly basis.

Acknowledgements

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

CURALEAF MASSACHUSETTS, INC.

BYLAWS

TABLE OF CONTENTS

	Page
ARTICLE I ARTICLES OF ORGANIZATION	4
ARTICLE II SHAREHOLDERS	4
1. Annual Meeting.....	4
2. Special Meetings.....	4
3. Place of Meetings.	5
4. Record Date for Purpose of Meetings.	5
5. Notice of Meetings.	5
6. Shareholders List for Meeting.....	6
7. Quorum.....	6
8. Voting and Proxies.	6
9. Action at Meeting.....	7
10. Action without Meeting.....	7
11. Electronic Action.....	7
ARTICLE III DIRECTORS	8
1. Powers.	8
2. Election and Enlargement of Board.....	8
3. Vacancies.....	8
4. Tenure.....	8
5. Committees.....	8
6. Meetings.	9
7. Notice of Special Meetings.....	9
8. Quorum.....	9
9. Action at Meeting.....	9

10.	Action by Consent.	10
ARTICLE IV OFFICERS		10
1.	Enumeration.....	10
2.	Appointment.	10
3.	Vacancies.....	10
4.	Qualification.	10
5.	Tenure.....	10
6.	Chairman and Vice Chairman of the Board.	11
7.	President and Vice President.	11
8.	Treasurer and Assistant Treasurers.....	11
9.	Secretary and Assistant Secretary.....	11
10.	Other Powers and Duties.	12
ARTICLE V RESIGNATIONS AND REMOVALS.....		12
1.	Resignation.	12
2.	Removal of Director.	12
3.	Removal of Officer.....	12
4.	No Right to Compensation.	12
ARTICLE VI SHARES.....		13
1.	Amount Authorized.	13
2.	Stock Certificates; Statements for Uncertificated Stock.	13
3.	Transfers.	13
4.	Record Date for Purposes Other Than Meetings.....	14
5.	Replacement of Certificates.....	14
ARTICLE VII MISCELLANEOUS PROVISIONS.....		14
1.	Fiscal Year.....	14

2.	Seal.	14
3.	Registered Agent and Registered Office.	14
4.	Execution of Instruments.....	14
5.	Voting of Securities.....	15
6.	Corporate Records to be Maintained and Available to All Shareholders.....	15
7.	Indemnification.....	15
8.	Advance of Expenses.....	16
9.	Amendments to Bylaws.....	16
10.	Director Conflict of Interest	17

BYLAWS
OF
CURALEAF MASSACHUSETTS, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

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

ARTICLE II

SHAREHOLDERS

1. Annual Meeting.

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

2. Special Meetings.

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

3. Place of Meetings.

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

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

4. Record Date for Purpose of Meetings.

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

5. Notice of Meetings.

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

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

6. Shareholders List for Meeting.

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

7. Quorum.

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

8. Voting and Proxies.

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

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

9. Action at Meeting.

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

10. Action without Meeting.

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

11. Electronic Action.

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

ARTICLE III

DIRECTORS

1. Powers.

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors, subject to any limitation set forth in the articles of organization or in a shareholders' agreement. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

2. Election and Enlargement of Board.

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

3. Vacancies.

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

4. Tenure.

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

5. Committees.

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

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

6. Meetings.

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

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

7. Notice of Special Meetings.

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

8. Quorum.

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

9. Action at Meeting.

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

10. Action by Consent.

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

ARTICLE IV

OFFICERS

1. Enumeration.

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

2. Appointment.

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

3. Vacancies.

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

4. Qualification.

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

5. Tenure.

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

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

6. Chairman and Vice Chairman of the Board.

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

7. President and Vice President.

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

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

8. Treasurer and Assistant Treasurers.

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

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

9. Secretary and Assistant Secretary.

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

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

10. Other Powers and Duties.

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

ARTICLE V

RESIGNATIONS AND REMOVALS

1. Resignation.

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

2. Removal of Director.

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

3. Removal of Officer.

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

4. No Right to Compensation.

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

ARTICLE VI

SHARES

1. Amount Authorized.

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

2. Stock Certificates; Statements for Uncertificated Stock.

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

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

3. Transfers.

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

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

4. Record Date for Purposes Other Than Meetings.

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

5. Replacement of Certificates.

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

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year.

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

2. Seal.

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

3. Registered Agent and Registered Office.

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

4. Execution of Instruments.

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

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

5. Voting of Securities.

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

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

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

7. Indemnification.

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

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

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

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

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

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

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

8. Advance of Expenses.

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

9. Amendments to Bylaws.

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

10. Director Conflict of Interest

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

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



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

mass.gov/dor

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



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



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

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 02, 2018

To Whom It May Concern :

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

CURALEAF MASSACHUSETTS, INC.

is a domestic corporation organized on **March 29, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18040027020

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

Processed by:



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

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

ARTICLE I

The exact name of the corporation is:

MASS ORGANIC THERAPY, INC.

ARTICLE II

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

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

ARTICLE III

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

ARTICLE IV

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

(If there are no provisions state "NONE")

NONE.

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

ARTICLE V

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

ARTICLE VI

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

ARTICLE VII

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

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

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

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

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

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

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

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

**I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years.
I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not**

been similarly convicted. If so convicted, explain:

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

CHARLES MCINNIS

THE COMMONWEALTH OF MASSACHUSETTS

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

August 08, 2013 02:18 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

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

Special Filing Instructions

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Identification Number: 001113687

We, CHARLES MCINNIS ☒ President ☐ Vice President,

and JOHN MCLEAN ☒ Clerk ☐ Assistant Clerk ,

of MASS ORGANIC THERAPY, INC.

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

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

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

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

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

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

ARTICLE I

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

CURALEAF MASSACHUSETTS, INC.

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

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

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

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

Later Effective Date:

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

THE COMMONWEALTH OF MASSACHUSETTS

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

October 10, 2017 10:59 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Business Plan Summary

Mission Statement

Curaleaf strives to be the best and most trusted medical and recreational cannabis-based global consumer brand by delivering exceptional user experiences through:

- *Developing first in class cannabis-based therapeutic solutions and facilities*
- *Continuous innovation of effective and reliable cannabis products using proprietary processes*
- *Delivering compassionate, professional care in a respectful and nurturing environment.*
- *Empowering physicians, patients, and our partners by being the industry's leading educational resource, allowing them to make the best recommendations and choices*

Company Goals and Objectives

We will grow and dispense high-quality, medical-grade cannabis. Recognizing that various strains and varieties have unique properties and effects on individuals, we will offer a wide range of products. Utilizing the latest growth techniques, we will develop product that maximizes the medicinal properties of marijuana. Our goal is to provide a superior customer experience by establishing a professional setting centric to education and medical treatment. In addition to serving the local communities, we will be an employer of choice providing at least 120 full time jobs to residents in Massachusetts. Each employee will be eligible to participate in medical insurance, dental insurance, and other benefits.

Our Experience

Seasoned executives lead Curaleaf Massachusetts with experience creating and operating successful companies in the State of Massachusetts. Working closely with our corporate office Curaleaf Inc. we will implement proven processes and bring to market effective products that are being researched at the many different Curaleaf locations around the country.

Business Summary

Curaleaf Massachusetts is currently operating two successful dispensaries in the state, with the last one targeted to open towards the end of Q1 2019, and have a large cultivation & manufacturing fully up and running. As such, we believe we are ideally positioned to take our existing medical-only operation and adjusting it to also effectively enter the new adult-use market if and when we receive the appropriate licenses from CCC.

We have already received local support for recreational Cultivation & Manufacturing by the Town of Webster and for Retail in The Towns of Oxford



and Provincetown, so we will be able to use our existing locations to service the adult-use market right away. As such the procurement of product will not be a problem either as our existing cultivation space & extraction lab is expanding in preparation for this new market which many experts believe will see a huge demand with not enough product available to service it.

Target Market

Initially, with very few retail locations having received their local approvals, we believe that our initial Oxford location (and eventually our Provincetown location) will attract customers willing to drive long distances to acquire their legal and safe cannabis products from Curaleaf. As other competition get up and running our focus then become the more localized market of individuals over 21 in Central Massachusetts and on the Cape.

Future Plans

As the Massachusetts adult-use market continues to grow Curaleaf plans to stay at its forefront and continue to be one of the preferred dispensaries in the state.

With two of our three locations current being zoned for adult-use, we are actively pursuing a 4th location that will be adult-use only. Thus giving us three adult-use dispensaries, but four locations in total, with Hanover remaining medical only. Our locations are strategically placed throughout the state to optimize the reach of all of our brick and mortar retail dispensaries.





CURAINC-02

MONIMUNIZ

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

12/29/2020

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER NFP Property & Casualty Services, Inc. 160 West Santa Clara Street Suite 575 San Jose, CA 95113	CONTACT NAME: PHONE (A/C, No, Ext): (408) 792-5400		FAX (A/C, No): (408) 792-3670
	E-MAIL ADDRESS:		
INSURED Curaleaf Massachusetts, Inc. 2001 Washington Street Hanover, MA 02339	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A : Trisura Specialty Insurance Company		16188
	INSURER B : Berkshire Hathaway Homestate Insurance Company		20044
	INSURER C :		
	INSURER D :		
	INSURER E :		
INSURER F :			

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:			TRQSG001184-00	2/1/2020	2/1/2021	EACH OCCURRENCE \$ 5,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 250,000 MED EXP (Any one person) \$ Excluded PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 5,000,000 PRODUCTS - COMP/OP AGG \$ Excluded Deductible \$ 2,500
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY						COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y / N N	N / A	CUWC140235	6/1/2020	6/1/2021	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Products Liability			TRQSPL001184-00	2/1/2020	2/1/2021	Per Claim/Aggregate \$ 5,000,000
A	Products Liability			TRQSPL001184-00	2/1/2020	2/1/2021	Deductible/Per Claim \$ 2,500

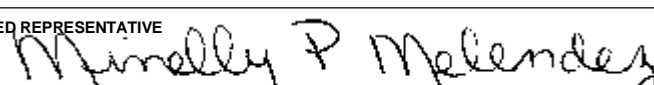
DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

RE: 124 West Street Unit D, Ware, MA 01082.

Form CIR Attached.

CERTIFICATE HOLDER

CANCELLATION

Evidence of Liability	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE 



ADDITIONAL REMARKS SCHEDULE

AGENCY NFP Property & Casualty Services, Inc.		NAMED INSURED Curaleaf Massachusetts, Inc. 2001 Washington Street Hanover, MA 02339	
POLICY NUMBER SEE PAGE 1			
CARRIER SEE PAGE 1	NAIC CODE SEE P 1	EFFECTIVE DATE: SEE PAGE 1	

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,
FORM NUMBER: ACORD 25 FORM TITLE: Certificate of Liability Insurance

CONTRACTUAL INSURANCE REQUIREMENTS

The attached Certificate of Insurance is provided as part of our service to our client, the Insured. If special endorsements have been provided, they are indicated and attached. You may find that these documents do not comply with all the terms and conditions of the underlying contract between the Certificate Holder and the Insured due to the insurance company's insuring conditions, limitations, exclusions and other terms. If you have any questions, please contact the agent listed below.

**NFP Property & Casualty Services, Inc.
CA License #0F15715
160 W. Santa Clara Street, Suite #575
San Jose, CA 95113
Telephone: (408) 792-5400
Fax: (408) 792-3670**

Restricting Access To 21 And Older

Restricting access to any Curaleaf dispensary will be done at the point of entry. Each dispensary will have security guards manning the point of entry and they will be checking IDs for anyone entering the facility. An individual shall not be admitted to the premises, unless security has verified that the individual is 21 years of age or older by an approved form of identification that is valid. Security may use a scanner to verify the ID or use the state ID reference book.



Quality Control and Testing

Curaleaf Massachusetts Inc.'s steps to ensure high quality, dose-consistent, contaminant-free marijuana are built upon cultivation and MIPs production practices which expressly prohibit the use of plant-growth regulators, non-organic pesticides and heavy-metal additives. The steps start with strict sanitary protocols and personal hygiene requirements for all cultivation center staff and will include, but not be not limited to, the following: depositing of non-essential personal belongings in sequestered locker rooms upon first entering the main facility; sanitary uniforms for all employees/authorized visitors, which may include hair nets, beard nets, shoe coverings and lab coats or coveralls.

Marijuana products will be tested at a Massachusetts-based state compliant 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 insure that levels of mold and mycotoxins are within acceptable levels under general guidelines for herbal products. Real time PCR (qPCR) will be used to identify and quantify the microorganisms present, while additional chromatographic techniques, in combination with monoclonal antibody based Immunoaffinity assays, can be used to detect the presence and levels of mycotoxins in a sample. Similar chromatographic methodologies will be used for the identification of plant growth regulators in medical marijuana products.

Because of the wide range of medical marijuana products that Curaleaf MA may offer, particularly MIPs, these sample collection procedures may require adaptation in some cases. In all cases, sample collection must be conducted in a manner that provides analytically sound and representative samples so that all medical marijuana products dispensed are safe, effective, and accurately labeled. All samples must be documented, and we will provide this documentation to the Department upon request. Prior to Sample Collection. The Curaleaf agents conducting the sampling should assemble all equipment and information needed before beginning. Items to assemble before sampling include, but are not limited to, the following:

- Sample collection plan for each product type
- Logbook or sample collection forms
- Chain-of-custody forms (COCs)
- Disposable gloves
- Decontaminated tool(s), such as a spatula, knife, sampling spear, or pipette
- Stainless steel bowl and implement to homogenize the product (e.g., by stirring, chopping, or grinding)
- Clean, decontaminated surface for sample processing



- Sample containers appropriate for the analyses required
- Container labels and pen with indelible ink
- Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples

Sample collection personnel should create a new entry for each sampling event in a sample collection logbook or prepare sample collection forms for documentation of sample collection. Sample collection documentation should identify the sample collection date and start time, participating personnel, a general description of the product type and batch number sampled, a description of the sampling procedures used, and a record of batches that would potentially be impacted should analysis results indicate unacceptable contamination levels. Sample collection personnel shall identify or determine the cultivation batch number, production batch, and number of samples to be collected based on the guidance provided the testing protocols document, as well as further guidance obtained in consultation with the laboratory. The number of samples taken from each cultivation and/or production batch must be recorded in the sample collection logbook or forms. Record the sample cultivation and production batch identifiers (ID) for each sample. The batch IDs will be included on sample labels. In addition to the batch ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the batch and sample IDs in the sample collection logbook. Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. Appropriate sample containers should be made of suitable materials. Preparing sample labels and affixing them to sample containers immediately before sampling is recommended. Information to include on the label includes at a minimum the batch and sample IDs and date/time of collection and by whom. Additional information that must be recorded in documentation, if not on the label, includes sample collector's name, product type, collection method, and other details about the product, such as MIP type or production method.

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

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



8. 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. 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 and may not be dispensed, sold, Transferred or otherwise conveyed until retested.



Staffing Plans

Curaleaf Massachusetts 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 MTC and Marijuana Establishment locations:

- Regional President
- Facilities Manager
- Director of Human Resources
- Director of Compliance
- Director of Operations
- Director of Finance
- Director of Cultivation Operations
- Cultivators
- Retail District Manager
- Packaging Managers
- Packaging Associates
- Production Manager
- Dispensary Managers
- Assistant Dispensary Managers
- Dispensary Associates
- Security Specialists– Currently outsourced using a private security vendor.

1. 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. Bristol Superior Court, MA(Civil)
 - ii. Taunton District Court, MA(Civil)
 - iii. State of Massachusetts
 - iv. State of Massachusetts(Federal)
 - v. State of Massachusetts (Federal Civil)
 - h. Social Trace – Address/Social Security Repository
2. Once a person has passed their background check then their personal information is supplied to the state so that they may receive their Agent credentials.
 3. In addition to applying for their 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 in order to approve them for employment within the U.S. such as the I-9, as well as any and all appropriate tax forms to get them properly set up within the payroll system. This packet also includes Curaleaf's Employee Handbook which is a document that contains all of the employment policies that will govern their employment status during their tenure with us. All of these forms are signed electronically within the system and given a time and date stamp and then saved electronically within their online personnel profile.
 4. All new employees go through a 90-day probationary period. Any and all incidents that stray from our standard operating procedures will be written up and at the end of the period a decision will be made as to whether the employee has demonstrated the capacity to manage all of the tasks within the strict regulatory framework that governs us within the industry.

Staffing Records

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 establishment/MTC agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment/MTC 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 Establishment/MTC submitted to the Commission on behalf of the 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 of 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 Massachusetts Inc. has yearly reviews for all employees on our Code of Ethics policy, Whistle-blower policy and Persons with Disabilities policies.

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

Non-Smoking Policy

We expect all employees, volunteers, and consultants to adhere to Curaleaf Massachusetts Inc.'s strict policy that smoking is prohibited on all Curaleaf MA premises. All smoking is to be done outside of the facilities, according to the laws of the State. In an effort to maintain security and limit loitering Curaleaf Massachusetts 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 customers or 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 Massachusetts 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 Massachusetts 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 agents of Curaleaf Massachusetts 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 Massachusetts Inc.'s drug policy with respect to marijuana and other illegal substance use by its employees is as follows:

Curaleaf Massachusetts Inc. 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 your ability to perform your 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 Massachusetts Inc.'s premises or worksites, or while operating Curaleaf Massachusetts Inc.'s equipment or vehicles. The illegal use of drugs is a threat to us 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 Massachusetts 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 Massachusetts 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 of the health plans offered to employees offer substance abuse treatment programs. For information regarding these programs, employees will be instructed to contact the health insurance company.

Employee Dismissal

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

Curaleaf Massachusetts Inc. will immediately dismiss any dispensary 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 Establishment/MTC, 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 Establishment/MTC agent found to have diverted marijuana or engaged in unsafe practices regarding the operations of Curaleaf Massachusetts 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 Massachusetts 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 Massachusetts Inc. employee engaging in unsafe practices with regard to the operations of the company to the CCC within 24 hours.

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



Staffing Records

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions
- A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - 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 of 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. Sales records including the quantity, form, and cost of marijuana products; and
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 establishment.

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 POS software, BioTrack. The documents required as per # 5 shall be maintained within our payroll software WURK. Following the closure of any of our registered MTCs or Marijuana Establishments, we shall maintain all records for at least two years at our expense in a form and location acceptable to the Commission.



Inventory Record Keeping

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

Seed-To-Sale Tracking Records

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

Written Operating Procedures Record Keeping

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

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.

Audience Composition data retained for advertising requirements shall be maintained for one year or longer if otherwise required by the Commission or a court or agency with jurisdiction. These documents will be maintained by Marketing Dept and the Director of Compliance.

Following the closure of a ME or MTC 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 each 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 each location and by the Director of Compliance.



Results of all testing will be maintained for no less than one year. These records will be maintained in Sharepoint and will be accessible by all locations.



Financial Records

1. All financial statements up to and including Profit and Loss Statements, Balance Sheets, Statements of Cash Flows, journals, ledgers, supporting documents, agreements, checks, invoices, and vouchers shall all be maintained digitally in both spreadsheet form as well as a saved file within our Accounting Software, Microsoft Dynamics. The company file shall be backed up within cloud-based software.
2. All Banking activity, including check payments, ACH payments, EFT payments, wire transfers and deposits shall be maintained digitally in both spreadsheet format as well as PDF formatted monthly statements.
3. All Payroll activity, including payments to employees, contractors and temporary workers shall be maintained digitally in spreadsheet format as well as in an electronic file format online via our payroll provider Wurk.
4. All invoices pertaining to our accounts payable will be maintained on the company server in as appropriate digital format (PDF and/or Word document) within its respective expense category. All invoices are kept electronically in an effort to be 100% paperless.
5. All insurance documentation related to the various policies Curaleaf Massachusetts 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

Diversity, Inclusion and Equity Plan

Overview

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

Goals

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

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

Programs

Diversity and Equity-Oriented Training, Recruiting and Employee Resource Programs

Curaleaf is committed to participating in diversity oriented training programs in order to stay committed to providing an inclusive environment. Curaleaf will also partner with local Chambers of Commerce, community organizations and women's organizations on recruiting local minorities, veterans, persons with disabilities and people of all gender identities and sexual orientation to increase their opportunities for employment.

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

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

Curaleaf will incorporate and participate in the following programs;

Training and Development

- Develop and lead unconscious bias trainings for employees when hired, around diversity & inclusion, enabling employees to recognize themselves as part of the diversity equation.
- Curaleaf will provide inclusion training to the management team in order to guide Management in including all team members to help develop a management style that embodies trust and promotes equity.
- Make online basic skills training available to underrepresented employees in an effort to build on competencies that will not only increase their chances of success within Curaleaf but also within the general job market

Recruitment Strategy

- In conjunction with our training initiatives, create career paths to build our current team members giving us the opportunity to promote from within
- Establish and maintain partnerships with minority, women, veteran and other diverse professional associations to help develop and maintain a pipeline of diverse candidates for employment
- Curaleaf's recruitment team engages with colleges and universities, including women's colleges, Historically Black Colleges and Universities, Hispanic Serving Institutions, Tribal Institutions, and other minority-serving organizations, through career fairs, networking and recruiting events.
- Advertise open employment positions to publications and/or radio stations directed to minorities, women, veterans, and persons with disabilities.

Employee Resource Groups

- Through our company wide ERG's, our team creates and executes on a Corporate Social Responsibility strategy that will ensure our workforce is diverse across gender, race, and different abilities.

- **PRIDE** – Mission is “to support and uplift queer folks by educating the company and community around queerness and allyship; build spaces where all are respected; empower people through language; advocate to demystify allyship; create Curaleaf and Respect for All”.
- **BIPOC** – Mission is “to create a safe place for BIPOC members of Curaleaf by promoting diversity and inclusion, sharing knowledge, and amplifying experiences of BIPOC in the cannabis industry.
- **WOW** – Mission is “to empower and elevate women within Curaleaf and the cannabis space through inclusively fostering talent, career growth, and engagement”.
- **Working Parents** – Mission is “to provide a supportive space, community, and opportunity to unite and commiserate to Curaleaf team members who are parents, guardians, are thinking of becoming parents, or are expecting”.
- **Community & Volunteerism** – Mission is “to reverse the harmful stereotypes surrounding the cannabis community by creating a mindful impact on neighboring communities through volunteering and education”.

Workforce Diversity, Inclusion and Equity Measurement

Curaleaf will measure each of the programs by conducting satisfaction surveys to both individual contributors and Managers, in which the survey content parallels one another. Trainings will be tracked in terms of growth from within annually. Recruiting efforts will be tracked by number of positions created with the new license, number of positions posted in diverse publications and number of hires as a result from these initiatives. The success of both will also be measured year over year by total participation. The goal of Curaleaf is to have the survey results demonstrate the success of the program. Any survey result indicating the program is not successful will result in a timely restructuring of the program to account for any feedback specific to improvements whenever possible.

Conclusion

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

Acknowledgements

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



Qualification and Training

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

- Company and Product Overview
- Standard Operating Procedures including but not limited to:
 - Detecting and Preventing Diversion
 - Dispensing Overview
 - Inventory Management
 - Visitor Protocols
 - Moving inventory medicated/non-medicated
 - Reportable events and violations
- Compliance Overview / Federal and State Cannabis Laws
- Customer Service for Dispensary Associates
- Understanding HIPAA – Privacy and Confidentiality
- Harassment and Diversity
- Ethics in the Workplace
- Whistleblower policy
- Product Knowledge and Cannabis as a Medicine
- Social Media Policy
- Emergency Action Procedures
- Workplace Violence
 - An armed robbery
 - An invasion
 - A burglary or other criminal incident
- Safety Orientation
 - A medical emergency
 - A fire
 - A chemical spill
 -

All Marijuana Establishment 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. This training will be signed off on by the agent and kept in the employee's file. At a minimum staff shall receive 8 hours of on-going training annually.

All Marijuana Establishment 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.



Energy Efficiency and Conservation

Curaleaf Massachusetts Inc. will identify potential energy use reduction opportunities which may include but will not be limited to natural lighting use, heat recovery ventilation and energy efficient measures. All lighting and computer use in the dispensaries are on schedules to help reduce the electric demand.

Each year Curaleaf Massachusetts Inc. will review our energy and water usage for a 12-month period preceding the date of the application. Once this information is obtained Curaleaf Massachusetts Inc. will review our policies to identify ways to reduce energy or water usage. .