

AGREEMENT

Effective May __, 2024 (the "Effective Date"), the State of Maine Department of Administrative and Financial Services ("DAFS" or "the Department") and Michael Kutcher (or "Licensee"), collectively, "the Parties", enter into this Agreement (the "Agreement").

Michael Kutcher does business as Falling Leaf Farms Holdings, LLC ("Falling Leaf"). Falling Leaf owns 2 adult use licenses, ACD 641 and ACB 629. On December 15, 2024, Michael W. Field, Director of Compliance, Office of Cannabis Policy ("OCP"), DAFS, issued a Notice of Administrative Action ("Notice") concerning ACD 641 alleging certain minor violations applicable to that facility and the Licensee timely requested an administrative hearing.

NOW THEREFORE, as Falling Leaf has offered to voluntarily surrender license ACD 641, and the Department is willing to accept that voluntary surrender under the following conditions, the Parties agree as follows:

1. As of May 20, 2024 ACD 641 is surrendered to the Department and Falling Leaf shall no longer be able to operate pursuant to ACD 641.
2. The surrender of ACD 641 shall have no effect on Falling Leaf's license ACB 629, or any operation or renewals of ACB 629.
3. Mr. Kutcher admits the minor violations alleged in the Notice regarding ACD 641: making material changes to the Facility Plan without getting prior approval from OCP, cultivating cannabis not in accordance with the Facility Plan, not keeping security video recordings for 45 days, and keeping incomplete visitor logs.
4. Neither Falling Leaf nor Michael Kutcher shall file an application for a medical registration or adult use cannabis license to operate within any portion of what was the licensed premises of ACD 641 or have a direct or indirect financial interest in a medical registration or adult use cannabis licensee, excepting only ACB 629, for a period of 18

months. Neither Falling Leaf nor Michael Kutcher shall permit any other individual or business entity to participate in the medical or adult use cannabis program, within any portion of what was the licensed premises of ACD 641, for a period of 18 months.

5. Falling Leaf shall not have to pay any fine included in the Notice.
6. This Agreement sets forth the entire agreement of the Parties in relation to the conduct described in the Notice, and any amendment hereof shall be in writing. Representations that are not contained in the Agreement or subsequent written amendment shall have no effect.
7. The Parties agree that once this agreement is signed an administrative hearing on the Notice is no longer necessary.
8. The Parties acknowledge that this Agreement and its reduction to final written form is the result of good faith negotiations between the Parties. The Parties and their respective counsel have carefully reviewed and examined this Agreement before execution by said Parties. Any statute or rule of construction that requires ambiguities to be resolved against the drafting party shall not be employed in the interpretation of this Agreement.
9. This Agreement shall be governed by the laws of the State of Maine.
10. The Parties agree that this Agreement is binding upon, and inures to the benefit of, the Parties and their successors and assigns.
11. The signatory for DAFS, Michael W. Field, represents that he is duly authorized and empowered to execute this Agreement on behalf of DAFS, and that his signature is enough to legally bind DAFS to the terms of this Agreement.
12. The signatory for the Licensee represents that he is duly authorized and empowered to execute this Agreement on behalf of Licensee and that his signature is enough to legally bind Licensee to the terms of this Agreement.

IN WITNESS WHEREOF, the duly authorized representative of DAFS, and Michael Kutcher, have signed this Agreement below:

FALLING LEAF FARMS HOLDINGS, LLC

Michael Kutcher

Date: 5/21/2024

By Michael Kutcher, Owner

DEPARTMENT OF ADMINISTRATIVE AND FINANCIAL SERVICES

Vernon W. Malloch

Date: 05/22/2024

By Vernon W. Malloch, Deputy Director of Operations,
Office of Cannabis Policy