

**IN THE MATTER OF WELLNESS  
INSTITUTE OF MARYLAND, LLC**

**BEFORE THE NATALIE M.  
LAPRADE MEDICAL CANNABIS  
COMMISSION**

**License No. D-17-00001**

**Case No.**

\* \* \* \* \*

**CONSENT ORDER**

Pursuant to the Natalie LaPrade Medical Cannabis Commission Act (the "Act"), codified at Md. Code Ann., Health-Gen. §§ 13-3301 - 13-3316 (2015 Repl. Vol. and 2018 Supp.), the Maryland Medical Cannabis Commission (the "Commission" or "MMCC") and Wellness Institute of Maryland, LLC ("Respondent"), license number **D-17-00001**, enter into this Pre-Charge Consent Order in order to resolve this matter lieu of proceeding to formal charges and an evidentiary hearing.

The pertinent provisions of the Code of Maryland Regulations ("COMAR") are as follows:

**10.62.25.08 Transfer of Ownership Interest in a License**

(A) No ownership interest [in a medical cannabis dispensary license] shall be assignable or transferable unless:

- (1) The Commission has received notice of the intent of the owner of the interest, or of the estate of the owner of the interest, to transfer or assign an ownership interest in a license to another party;
- (2) The Commission approves the transfer or assignment;
- (3) The transferee has paid the required fee specified in COMAR 10.62.35; and
- (4) [If] the ownership interest is 5 percent or more, and the transferee has provided the criminal history record information and an audited financial statement to the Commission of the transferee.

#### **10.62.25.11 Disclosure of Ownership and Control**

A. Each licensee shall submit a table of organization, ownership, and control with the Commission:

(1) On or before July 1 of each year;

(2) Within 10 business days of any change in ownership interest or control; and

(3) Upon request by the Commission.

B. The table of organization, ownership, and control shall identify the management structure, ownership, and control of the licensee, including the:

(1) Name of each owner or principal officer and any other individual or entity with the authority to control the licensee;

(2) The office or position held, if any; and

(3) The percentage of ownership interest, if any.

C. If the licensee is a business entity with publicly traded stock, the identification of ownership shall include:

(1) The name and percentage of ownership interest of each individual or business entity with ownership of more than 5 percent of the voting shares of the entity, to the extent such information is known or contained in 13D or 13G Securities and Exchange Commission filings; and

(2) To the extent known, the names and percentage of interest of ownership of persons who are relatives of one another and who together exercise control over or own more than 10 percent of the voting shares of the entity.

D. A licensee that is owned or controlled, in whole or in part, by another entity shall disclose to the Commission:

(1) The relationship between the licensee and the parent or affiliate;  
and

(2) Each owner, board member, or officer and any other individual with control or management authority over those entities owning or controlling the license.

### FINDINGS OF FACT

The parties agree upon the following findings of fact:

1. Respondent is a licensed Maryland medical cannabis dispensary, license number D-17-00001. Respondent is a subsidiary of Columbia Care Inc., a publicly traded entity.
2. On May 27, 2021, the Commission approved a request to transfer a 100% ownership interest in Respondent to Vici Acquisition II, LLC (“Vici”)
3. On June 11, 2021, Columbia Care, LLC (“Parent”)<sup>1</sup> wholly acquired Vici Acquisition II. Upon completion of the acquisition, Vici’s name was changed to Green Leaf Medical, LLC (“Green Leaf”).
4. Also on June 11, 2021, immediately after Green Leaf was acquired, Green Leaf transferred 1% interest of Respondent to Nicholas Vita. Although Respondent believed in good faith that it had disclosed this transfer to the MMCC, this transfer request was neither properly submitted to nor approved by the MMCC.
5. On September 9, 2022, Parent and Green Leaf wrote to the MMCC and reported it had identified a “minor error” in the capitalization tables submitted with Respondent’s 2021 and 2022 annual reports. The “minor error” that Parent and Green Leaf noted was that Green Leaf holds 100% ownership interest of Respondent. According to Parent and Green Leaf, the annual reports should have indicated that Green Leaf holds 99% ownership interest in Respondent, and Nicholas Vita holds the remaining 1% ownership

---

<sup>1</sup> Columbia Care, LLC is wholly owned by Columbia Care, Inc.

interest in Respondent. Revised capitalization tables were attached to the September 9, 2022 email reflecting Mr. Vita's 1% ownership interest.

6. Mr. Vita is the CEO and Manager of Parent. He has successfully passed all background checks required by the MMCC.
7. Parent and Green Leaf, on behalf of Respondent, requested that the MMCC's records be updated to reflect the corrected capitalization table for 2021 and 2022.
8. MMCC informed Respondent that the transfer of 1% ownership interest of Respondent from Green Leaf to Mr. Vita had not been approved by the Commission.
9. Parent and Green Leaf, on behalf of Respondent, asserted that transfer of 1% of the ownership interest in Respondent did not require MMCC approval because it is less than 5%.
10. MMCC responded that, because Respondent is not a publicly traded company and because Mr. Vita acquired a direct interest in Respondent, that transfer requires MMCC approval.
11. Respondent cooperated with the Commission at all times.

### **CONCLUSIONS OF LAW**

Respondent has violated COMAR 10.62.25.11 by failing to accurately report Mr. Vita's 1% ownership interest in Respondent's 2021 and 2022 annual ownership disclosures. Further, Respondent has violated COMAR 10.62.25.08 by transferring an ownership interest in license **D-17-00001** without Commission approval.

### **ORDER**

Based on the foregoing Findings of Fact and Conclusions of Law, by an affirmative vote of a quorum of the Commission, it is hereby

ORDERED that within 10 days, of this Order, Respondent shall pay a fine to the Commission's Compassionate Use Fund in the amount of \$5,500; and it is further

ORDERED that Respondent shall be responsible for the costs associated with complying with this Order; and it is further

ORDERED that this Consent Order is a PUBLIC DOCUMENT pursuant to Md. Code Ann., Gen. Prov. §§ 4-401 et seq. (2014).

4/10/2023  
Date

  
C. Obi Onyewu, Chair

## CONSENT

I, David Sirolly, am the Chief Legal Officer and General Counsel of Columbia Care Inc., which is the parent company of Wellness Institute of Maryland Care, LLC and have legal authority to enter into this agreement on behalf of Wellness Institute of Maryland Care, LLC (hereinafter "Respondent"). Respondent acknowledges that it has had the opportunity to seek advice of counsel in this matter. By this Consent, Respondent agrees and accepts to be bound by this Consent Order and its conditions and restrictions. Respondent waives any rights it may have had to contest the Findings of Fact and Conclusions of Law.

Respondent acknowledges the validity of this Consent Order as if entered into after the conclusion of a formal evidentiary hearing in which the Respondent would have had the right to counsel, to confront witnesses, to give testimony, to call witnesses on its own behalf, and to all other substantive and procedural protections as provided by law. Respondent acknowledges the legal authority and the jurisdiction of the Commission to initiate these proceedings and to issue and enforce this Consent Order. Respondent also affirms that it is waiving its right to appeal any adverse ruling of the Commission that might have followed any such hearing.

I sign this Consent Order with authority on behalf of Respondent after having had the opportunity to consult counsel, without reservation, and I fully understand and comprehend the language, meaning and terms of this Consent Order. I voluntarily sign this Consent Order and understand its meaning and effect.

4/3/23  
Date

  
Representative for Respondent

NOTARY

STATE OF Massachusetts

CITY/COUNTY OF: Middlesex

I HEREBY CERTIFY that on this 3 day of April 2023,  
before me, a Notary Public of the State and County aforesaid, personally appeared  
David Sirolly, on behalf of  
Wellness Institute of Maryland, LLC and gave oath in due form of law  
that the foregoing Consent Order was his voluntary act and deed.

AS WITNESS, my hand and Notary Seal.

*Emily Burrill*  
Notary Public



My commission expires: 6/18/2028