



State of New Jersey
CANNABIS REGULATORY COMMISSION

PHILLIP D. MURPHY
Governor

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DIANNA HOUEYOU, *Chair*
SAMUEL DELGADO, *Vice Chair*
KRISTA NASH, *Commissioner*
MARIA DEL CID-KOSSO, *Commissioner*
CHARLES BARKER, *Commissioner*
CHRIS RIGGS, *Acting Executive Director*

TAHESHA L. WAY
Lt. Governor

RESOLUTION 2024-285
APPROVING THE REQUESTS FOR TRANSFERS OF OWNERSHIP

WHEREAS, the New Jersey Cannabis Regulatory Commission (“the Commission”), established pursuant to P.L.2019, c.153, known and cited as the “Jake Honig Compassionate Use Medical Cannabis Act,” is charged with implementing the provisions of that Act as well as P.L.2021, c.16, known and cited as the “New Jersey Cannabis Regulatory, Enforcement Assistance, and Marketplace Modernization Act”; and

WHEREAS, pursuant to N.J.A.C. 17:30-9.3(a), from the submission of a conditional license conversion application or an annual license application to at least two years after the cannabis business commences operations, a license holder holding an annual license shall not make any change to more than 50 percent of its ownership interest, except that: (1) a transfer of ownership interest in a license applicant or license holder from a deceased owner to their heir shall not be prohibited, and (2) a transfer of ownership interest in a license applicant or license holder from a deceased owner to their surviving spouse, domestic partner, or civil union partner, if the license was issued jointly to both the parties, shall not be prohibited; and

WHEREAS, pursuant to N.J.A.C. 17:30-9.3(b), from the submission of the conditional license conversion application or an annual license application to at least two years after the cannabis business commences operations, a license holder may add new loans from new or existing financial sources or gifts; and

WHEREAS, pursuant to N.J.A.C. 17:30-9.3(c), until at least two years after the cannabis business commences operations, a diversely owned business license holder shall maintain all conditions required to qualify as eligible for its diversely owned business certification; and

WHEREAS, pursuant to N.J.A.C. 17:30-9.3(d), until at least two years after the cannabis business commences operations, a social equity business license holder shall maintain the conditions required to qualify for its social equity business status; and

WHEREAS, pursuant to N.J.A.C. 17:30-9.3(e), a license holder operating as a microbusiness shall not transfer ownership interest such that the license holder no longer qualifies as a microbusiness; and

WHEREAS, pursuant to N.J.A.C. 17:30-9.3(h), the Commission retains discretion to determine when a transfer of ownership interests has occurred; and

WHEREAS, pursuant to N.J.A.C. 17:30-7.17(j)(3), the fee to apply for the transfer of more than 50 percent of ownership interest in a license holder is \$20,000; and

WHEREAS, pursuant to N.J.S.A. 24:6I-7(k)(2), the sale or transfer of any interest of five percent or more in a medical cannabis cultivator, medical cannabis manufacturer, medical cannabis dispensary, or clinical registrant permit shall be subject to approval by the Commission and conditioned on the entity that is purchasing or receiving transfer of the interest in the medical cannabis cultivator, medical cannabis manufacturer, medical cannabis dispensary, or clinical registrant permit completing a criminal history record background check pursuant to the requirements of the statute; and

WHEREAS, pursuant to N.J.A.C. 17:30A-7.5, an Alternative Treatment Center (“ATC”) permit is not assignable or transferable without Commission approval, and it shall be immediately null and void if the alternative treatment center ceases to operate, if the alternative treatment center’s ownership changes or if the alternative treatment center relocates; and

WHEREAS, pursuant to N.J.A.C. 17:30A-7.10, the fee to apply for the transfer of ownership for an ATC is \$20,000; and

WHEREAS, Acreage CCF New Jersey LLC, requests approval of an ownership transfer by which Acreage CCF NJ would be purchased in totality (100%) by Canopy USA, a subsidiary of Canopy Growth (a Canadian Company). Canopy USA would acquire all of Acreage Holdings, Inc., the parent company of Acreage CCF NJ, thereby placing Acreage CCF NJ under its control. All New Jersey operations for Acreage CCF NJ would remain the same, with the addition of three individuals from Canopy USA being added as managers for the New Jersey operations – David Klein, Nancy Whiteman, and Robert Hambrecht; and

WHEREAS, a Personal History Disclosure was filed as required to conduct the investigation into this ownership change for David Klein, Nancy Whiteman, and Robert Hambrecht and no derogatory information was found; and

WHEREAS, an Entity Disclosure Form for Canopy USA was filed and no derogatory information was found; and

WHEREAS, Altius NJ, a cannabis retailer, requests approval of an ownership transfer by which owner Jeffrey Gasner (33%) would relinquish his ownership stake in the company to The Enlightened Acre NJ, which is solely managed by Brian Atkins. The Enlightened Acre NJ is an investment fund that is solely managed by Mr. Atkins who is the only decision-maker for the company. Financial compensation in the amount of \$3 million has been proposed for this transaction. Majority ownership (51% held by Kelly Ferrara) will remain the same following the transaction.; and

WHEREAS, an Entity Disclosure Form was filed for The Enlightened Acre NJ LLC and a Personal History Disclosure form was filed by Brian Atkins and no derogatory information was found; and

WHEREAS, Hamilton Farms, LLC requests approval in which owner Dolly Patel (50%)

would relinquish 49.9% of her ownership to Rahul Patel. Dolly is the mother of Rahul. Majority owner Divya Lodaya would retain their 50% stake, Rahul Patel would hold an interest of 49.9%, and Dolly Patel would retain 0.1% of her ownership stake. The company will remain designated as a minority-owned business enterprise; and

WHEREAS, all persons of interest for Hamilton Farms were vetted with the original application and no derogatory information was found; and

WHEREAS, NJ Green Care LLC, a cannabis retailer, requests approval of an ownership transfer by which owner Diem Mt. Laurel LLC would relinquish their full stake (43%) to be split between current owners Vaisnar Phoeung (currently 5%) and Ryan Wilkens (currently 1%). The resulting ownership amounts would be as follows: Alexander Kardos (51%), Vaisnar Phoeung (24.5%), and Ryan Wilkens (24.5%). No financial compensation has been exchanged as consideration for the ownership transfer; and

WHEREAS, the ownership change for NJ Green Care LLC would not involve any new entities or individuals, the filing of Personal History Disclosure and Entity Disclosure Forms were not required; and

WHEREAS, Nova Farms Woodbury LLC, requests approval of an ownership transfer by which the influx of money from Chicago Atlantic Investment Company would result in the following changes to ownership of Nova Farms Woodbury LL: Derek Ross (20.4%), Déjà vu Farms LLC (20.01%), Brett Fish (12.2%), Earth Shine LLC(11.734%), John Kenyon (11.22%), Duncan Harris (10.2%), Blair Fish (9.9%), Zachary Allen (2.04%), Robert Grillo (2.04%), with investor units for Beach Farm InvestoCo LLC, CanWell LLC, and SPH Investment PSP would all be at 0%; and

WHEREAS, Personal History Disclosure and Entity Disclosure Forms were received and reviewed for the new members and no derogatory information was found; and

WHEREAS, Denver Cole Farms, a cannabis cultivator, requests approval of an ownership transfer which would see minimal changes to ownership for the applicant and is being proposed in coordination with a Financial Source Agreement (FSA) that was provided to Counsel's Office for consideration on September 30, 2024. The FSA would see \$3 million be provided to the company by Ronald Wollner. The new ownership percentages would be as follows: Ryan Goetzelman (2%), Matthew Walkowiak (2%), Kenneth Moscarello (3% from 5%), Jeffrey Larson (42% from 41%), and Randy Lanier (51%). The only new owner in this group is Ryan Goetzelman as a 2% passive investor; and

WHEREAS, a Personal History Disclosures was filed for Ryan Goetzelman and no derogatory information was found; and

WHEREAS, Commission staff has completed a thorough investigation of the above proposed ownership transfers, as well as associated documents and materials, for compliance with the provisions of N.J.A.C. 17:30, et seq., N.J.A.C. 17:30A, et seq., and N.J.S.A. 24:6I-1 et seq; and

WHEREAS, Commission staff has found no evidence that would preclude the aforementioned ownership transfers;

NOW, THEREFORE, BE IT RESOLVED, by the New Jersey Cannabis Regulatory Commission, that the above proposed transfers of ownership are hereby approved.

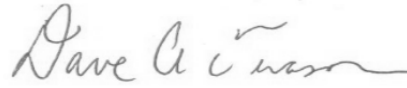
Submitted by:

A handwritten signature in black ink, appearing to be 'DH' with a horizontal line extending to the right.

Dianna Houenou, Chair

CERTIFICATION

I hereby certify that the foregoing is a true copy of the Resolution adopted by the Cannabis Regulatory Commission at its meeting held on the 17th day of October 2024.



Dave Tuason, Chief Counsel

Vote on the Approval of This Resolution	Motion	Second	Yes	No	Abstain	Absent
Commissioner Barker					X	
Commissioner Del Cid-Kosso		X	X			
Commissioner Delgado			X			
Chairwoman Houenou			X			
Commissioner Nash	X		X			