



Medical Marijuana Dispensary Permit Application

You may apply for one dispensary permit in this application for any of the medical marijuana regions listed below. A separate application must be submitted for each primary dispensary location sought by the applicant. Please see the Medical Marijuana Organization Permit Application Instructions for a table of the counties within each medical marijuana region and the counties in which you are eligible to locate your primary dispensary.

Please check to indicate the medical marijuana region, and specify the county, for which you are applying for a dispensary permit:

- | | | |
|------------------------------------|---------------------------------------|---|
| <input type="checkbox"/> Northwest | <input type="checkbox"/> Northcentral | <input type="checkbox"/> Northeast |
| <input type="checkbox"/> Southwest | <input type="checkbox"/> Southcentral | <input checked="" type="checkbox"/> Southeast |

County 1 (Primary Dispensary Location): Berks

County 2 (if applicable): N/A

County 3 (if applicable): N/A

Pennsylvania Department of Health Medical Marijuana Regions



Pennsylvania Department of Health
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Part A - Applicant Identification and Dispensary Information

(Scoring Method: Pass/Fail)

FOR THIS PART, THE APPLICANT IS REQUIRED TO PROVIDE BACKGROUND AND CONTACT INFORMATION FOR THE BUSINESS OR INDIVIDUAL APPLYING FOR A DISPENSARY PERMIT, THE PRIMARY DISPENSARY LOCATION, ALONG WITH ANY SECOND OR THIRD DISPENSARY LOCATIONS THAT ARE BEING SOUGHT UNDER THE APPLICATION.

Section 1 – Applicant Name, Address and Contact Information

Business or Individual Name and Principal Address

Business Name, as it appears on the applicant’s certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:		
Kind Kare, LLC		
Other trade names and DBA (doing business as) names:		
N/A		
Business Address: 5281 Winfield Place		
City: Doylestown	State: PA	Zip Code: 18902
Phone: (717)-417-0169	Fax: (717)-417-0169	Email: info@kindkarellc.com

Primary Contact, or **Registered Agent for this Application**

Name: Derek Anderson		
Address: 14418 Seneca Rd		
City: Darenstown	State: MD	Zip Code: 20874
Phone: (717)-417-0169	Fax: (717)-417-0169	Email: info@kindkarellc.com

Section 2 – Dispensary Information

THE APPLICANT IS REQUIRED TO PROVIDE A PRIMARY DISPENSARY LOCATION. THE APPLICANT MAY INCLUDE A SECOND OR THIRD LOCATION UNDER THIS APPLICATION. A SECOND OR THIRD DISPENSARY MAY BE ADDED TO A DISPENSARY PERMIT AT A LATER DATE THROUGH THE FILING OF AN APPLICATION FOR ADDITIONAL DISPENSARY LOCATIONS.

By checking “Yes,” you affirm that you possess the ability to obtain in an expeditious manner the right to use sufficient land, buildings and other premises and equipment to properly carry on the activity described in the medical marijuana dispensary permit application, and any proposed location for a dispensary.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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Primary Dispensary Location (please indicate dispensary name as you would like it to appear on the dispensary permit)

Facility Name: Kind Kare, LLC
Address: 6 th and Canal St

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City: Reading	State: PA	Zip Code: 19602
County: Berks	Municipality:	

PLEASE PROVIDE A DESCRIPTION OF THE PUBLIC ACCESS TO THE DISPENSARY LOCATION, INCLUDING ANY LOCAL PUBLIC TRANSPORTATION THAT MAY BE AVAILABLE:

I. Public Access

It is Kind Kare’s corporate policy that the locations of our dispensaries are easily accessible by public. There are several ways to access our dispensary: by car, by public transportation, and by calling us to request dispensary-provided transportation.

By car

Located at the corner of 6th and canal street in downtown Reading, PA, Kind Kare’s proposed location for its primary dispensary is conveniently accessible by car. The proposed site has ample parking (more than 60 spaces) on site. Additional street parking is available within 5 minutes of walking distance. From the city center, the site is within 1 mile, taking less than 5 minutes of driving.

By walking or a bicycle

To patients living in downtown Reading, our location is within 20 to 30 minutes of walking distance. There are large residential areas within 10 minutes of walking distance from the dispensary.

By public transportation

Bus

There is a bus stop right across the proposed location. Routes 10, 11, and 9 BARTA Bus makes a regular stop at the location, providing transportation to patients living in the suburban areas including West Reading, Kenhorst, Shillington, and Mohnton.

There are other bus stops located about 20 minutes away in downtown. Routes 1, 2, 3, 4, 10, 11, 13, 14, 16, 18, 19, 20, and 21 BARTA bus makes regular stops at these multiple locations, effectively providing transportation to patients living in the rest of suburban areas in Reading, PA.

Altogether, about 100,000 residents live with an access to the city’s BARTA’s fixed routes.

Special Transit

BARTA operates a Special Services Division. The division provides shared ride bus service to origins and destinations not well served by fixed route bus service. Any member of the public can utilize Special Service transportation. The service is a door-to-door service.

ADA complementary transit service

BARTA’s Special Services Division offers next day service to individuals who qualify for transportation under the Americans with Disabilities Act (ADA).

Taxi

There are more than a few taxi companies operating in Reading, including Grab-A-Cab, Berk’s Taxi, Batista Services, Reading Metro Taxi, and Discount Cab.

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By dispensary-provided transportation

Kind Kare’s dispensary will offer transportation services to its patients who lacks, either temporarily or permanently, any means of visiting the dispensary. The management will be responsible for setting the policies and procedures for patient transport, and revising the policies and procedures as needed. The General manager of the dispensary will be responsible for enforcing the written policies and procedures for patient transport. The management’s general rule for using the service include:

- Patient must call-in to request for the service, preferably at least 3 hours before the service is needed.
- The pick-up vehicle will be a passenger automobile, including a mini-van.
- The service will be offered as free of charge.
- A child must be older than 21 years old to ride the offered vehicle, unless accompanied by an adult who is the child’s parent, legal guardian, or a designated caregiver.
- The vehicle will have no marks, advertisement, or any signs or features recognizable as a trademark nor symbols or graphics that may be appealing to children.
- Patient will be advised not to take the medication inside the vehicle, unless there is an emergency, and the prescribing doctor approves the use. Such an incident will be reported to the Department as a deviation from the standard operating procedures.
- The driver will have the capability of wirelessly communicating with the dispensary. If possible, there will be a trip plan in place for the proposed pick-up routes prior to the departure for pickups.
- The location of the vehicle, and the location of the driver will be monitored via GPS-enabled monitoring device.
- For each pick-up or drop-off, there will be two employees conducting the pick-ups and drop-offs. There will be a record for each pick-up and drop-off, recording, name, address, and phone number of the patient who used the service.

Second Dispensary Location

Facility Name: N/A N/A		
Address: N/A		
City: N/A	State: PA	Zip Code: N/A
County: N/A		Municipality: N/A
PLEASE PROVIDE A DESCRIPTION OF THE PUBLIC ACCESS TO THE DISPENSARY LOCATION, INCLUDING ANY LOCAL PUBLIC TRANSPORTATION THAT MAY BE AVAILABLE:		
N/A		

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Third Dispensary Location

Facility Name: N/A		
Address: N/A		
City: N/A	State: PA	Zip Code: N/A
County: N/A		Municipality: N/A
PLEASE PROVIDE A DESCRIPTION OF THE PUBLIC ACCESS TO THE DISPENSARY LOCATION, INCLUDING ANY LOCAL PUBLIC TRANSPORTATION THAT MAY BE AVAILABLE:		
N/A		

Part B – Diversity Plan

(Scoring Method: 100 Points)

IN ACCORDANCE WITH SECTION 615 OF THE ACT (35 P.S. § 10231.615), AN APPLICANT SHALL INCLUDE WITH ITS APPLICATION A DIVERSITY PLAN THAT PROMOTES AND ENSURES THE INVOLVEMENT OF DIVERSE PARTICIPANTS AND DIVERSE GROUPS IN OWNERSHIP, MANAGEMENT, EMPLOYMENT, AND CONTRACTING OPPORTUNITIES. DIVERSE PARTICIPANTS INCLUDE A PERSON, INCLUDING A NATURAL PERSON; INDIVIDUALS FROM DIVERSE RACIAL, ETHNIC AND CULTURAL BACKGROUNDS AND COMMUNITIES; WOMEN; VETERANS; INDIVIDUALS WITH DISABILITIES; CORPORATION; PARTNERSHIP; ASSOCIATION; TRUST OR OTHER ENTITY; OR ANY COMBINATION THEREOF, WHO ARE SEEKING A PERMIT ISSUED BY THE DEPARTMENT OF HEALTH TO GROW AND PROCESS OR DISPENSE MEDICAL MARIJUANA. DIVERSE GROUPS INCLUDE THE FOLLOWING BUSINESSES THAT HAVE BEEN CERTIFIED BY A THIRD-PARTY CERTIFYING ORGANIZATION: A DISADVANTAGED BUSINESS, MINORITY-OWNED BUSINESS, AND WOMEN-OWNED BUSINESS AS THOSE TERMS ARE DEFINED IN 74 PA. C.S. § 303(B); AND A SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS OR VETERAN-OWNED SMALL BUSINESS AS THOSE TERMS ARE DEFINED IN 51 PA. C.S. § 9601.

Section 3 – Diversity Plan

<p>By checking “Yes,” the applicant affirms that it has a diversity plan that establishes a goal of opportunity and access in employment and contracting by the medical marijuana organization. The applicant also affirms that it will make a good faith effort to meet the diversity goals outlined in the diversity plan. Changes to the diversity plan must be approved by the Department of Health in writing.</p> <p>The applicant further agrees to report participation level and involvement of Diverse Participants and Diverse Groups in the form and frequency required by the Department, and to provide any other information the Department deems appropriate regarding ownership, management, employment, and contracting opportunities by Diverse Participants and Diverse Groups.</p>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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DIVERSITY PLAN

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IN NARRATIVE FORM BELOW, DESCRIBE A PLAN THAT ESTABLISHES A GOAL OF DIVERSITY IN OWNERSHIP, MANAGEMENT, EMPLOYMENT AND CONTRACTING TO ENSURE THAT DIVERSE PARTICIPANTS AND DIVERSE GROUPS ARE ACCORDED EQUALITY OF OPPORTUNITY. TO THE EXTENT AVAILABLE, INCLUDE THE FOLLOWING:

1. The diversity status of the Principals, Operators, Financial Backers, and Employees of the Medical Marijuana Organization.
2. An official affirmative action plan for the Medical Marijuana Organization.
3. Internal diversity goals adopted by the Medical Marijuana Organization.
4. A plan for diversity-oriented outreach or events the Medical Marijuana Organization will conduct during the term of the permit.
5. Contracts with diverse groups and the expected percentage and dollar amount of revenues that will be paid to the diverse groups.
6. Any materials from the Medical Marijuana Organization’s mentoring, training, or professional development programs for diverse groups.
7. Any other information that demonstrates the Medical Marijuana Organization’s commitment to diversity practices.
8. A workforce utilization report including the following information for each job category within the Medical Marijuana Organization:
 - a. The total number of persons employed in each job category,
 - b. The total number of men employed in each job category,
 - c. The total number of women employed in each job category,
 - d. The total number of veterans in each job category,
 - e. The total number of service-disabled veterans in each job category, and
 - f. The total number of members of each racial minority employed in each job category.
9. A narrative description of your ability to record and report on the components of the diversity plan.

Section 3. Diversity

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Diversity status	
One of the Principal’s of Kind Kare is a Veteran.	
The other Principal of Kind Kare is an Asian American, a minority.	
)Affirmative Action Plan	
It is the policy and practice of Kind Kare to assure that no person will be discriminated against, or be denied the benefit of any activity, program or employment process, in the areas of	

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recruiting, advertising, hiring, upgrading, promotion, transfer, demotion, lay off, termination, rehiring, employment, rates of pay and/or other compensation. Kind Kare is an Affirmative Action/Equal Opportunity Employer and is strongly committed to all policies which will afford equal opportunity employment to all qualified persons without regard to age, ancestry, color, marital status (including civil union status), national origin, race, religious creed, sex, sexual orientation, mental retardation, learning disability, present or past history of mental disorder, or physical disability including, but not limited to, blindness, unless it is shown that such disability prevents performance of the work involved. This policy and practice applies to all persons, particularly those who are members of the protected classes identified as being Black, Hispanic, Women and Persons with Disabilities, Veterans, and others such as Asian or Native American. Kind Kare will implement, monitor and enforce this Affirmative Action/Equal Opportunity Employment Policy Statement and program in conjunction with all applicable Federal and State laws, regulations and executive orders. In order to implement our Affirmative Action/Equal Opportunity Employment Program, Kind Kare has developed written strategies and plans designated to correct any deficiencies identified. Furthermore, this policy statement, as well as the Labor and Antidiscrimination Poster, will be posted and otherwise made known to all workers in the company’s facilities. Managers and supervisory staff will be advised of their responsibilities to ensure the success of this program. Ultimate responsibility for this Affirmative Action/Equal Opportunity Employment Program will be with the President. The day-to-day duties for the plan will be coordinated by Diversity Officer (DO).

Kind Kare will demonstrate a good faith effort to recruit, retain minorities and females by taking the following affirmative action measures.

Kind Kare will conduct workforce analysis annually to compare the utilization of minorities, protected groups, and females with demographic data of Northumberland county, PA (Table 1). If under- utilization exists, goals and timetables will be established. Kind Kare will also attempt to identify barriers creating or contributing to the under-utilization, and seek ways to eliminate them. Table 1 shows diversity program goals for each group with 65 total employees that Kind Kare will either meet or exceed.

Table 1. Demographic Data of Northumberland county and projected goals

COUNTY	M	F	WHITE	VET	DISVET
Northumberland	50.20%	49.80%	92.39%	6.70%	2.45%
Total Goal (65)	32	33	57	4	1
COUNTY	BL	HISP	ASIAN	NA	MULTI
Northumberland	2.90%	2.90%	0.50%	0.30%	1.01%
Total Goal (65)	4	2	1	.0	1

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Indicate in all advertisement and business with the public, that Kind Kare is “AA/EOE.”

The Diversity Officer will develop, implement and monitor progress on Kind Kare’s affirmative action plan; talk to employees with their specific responsibilities under the plan; conduct meetings and orientation sessions, as necessary, to advise employees and the management of the goals of the plan; contact groups established for assisting and preparing minorities and females for careers.

Kind Kare will conduct subcontractor availability analysis, institute outreach programs, and establish AA project reporting and monitoring procedures as detailed under Questions 4, 5, 8, and 9.

)Internal diversity goals

Kind Kare’s diversity plan is designed to provide a goal-directed, top-to-bottom engagement “roadmap” for all employees. Kind Kare has five internal diversity goals to implement, maintain, and measure.

- Promote an understanding of diversity as a valued asset in our company

Hire a representative diverse employee group statistically greater than the regional norm.

Recruit and retain a diverse workforce.

Develop and promote an outreach program in the community and region.

Develop a Diverse Supplier Network.

Goal 1. Promote an understanding of diversity as a valued asset in our company

Diversity is no longer viewed as a moral obligation or a social justice objective. Rather, diversity has taken its place within a business environment as a core value delivering better productivity, more creative problem solving, and a stronger and more informed connection to a rapidly changing demographic. Heterogeneous groups work together to meet a challenge with a broader variety of ideas and perspectives. Kind Kare embraces diversity as an influential business and societal value, as diverse groups are stronger and more effective than uniform ones in a competitive marketplace.

By the end of 12 months in operation, all full year employees will understand the expectations and advantages of diversity in the workforce. Benchmarks will be applied during the recruitment process, continuing throughout the “onboarding” process, as explained under Question 7, and conclude with the end of the year survey. Bi-annually, scorecards or surveys will be used to monitor and measure the progress. Employees will be asked various questions formulated to measure their perception of the value and advantages of diversity.

Kind Kare will establish a position of Diversity Officer (DO). The DO will work diligently to evaluate, cultivate and enhance diversity in the workplace and with suppliers. The DO will work with department heads and Human Resources to implement and oversee all strategic diversity initiatives including staff training on diversity. The DO will be responsible for various outreach efforts, data measurement and collection, assessment and milestone management, and Diversity Plan reviews. The DO will also work as the EEO Officer.

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Kind Kare expects the benefit of this training to encourage better relationships among diverse staff, fewer grievances and complaints, and improved labor relations. He or she will help with initiating training for diversity skill building, including diversity expertise as a criterion in search processes, and remaining mindful of implications for diversity and workplace climate in all decision-making. The DO will be a conduit to delivering the “understanding of diversity as a valued asset” message to every department as well as monitoring accountability, conducting assessments, and measurements of the diversity goals.

Goal 2. Hire a representative diverse employee group statistically greater than the regional norm

Table 2 below shows the available workforce for all ethnic and culturally diverse groups and racial minorities in the Northumberland and neighboring seven counties.

Table 2. Ethnic diversity

COUNTY	M	F	WHITE	VET	DISVET
Northumberland	50.20%	49.80%	92.39%	6.70%	2.45%
Snyder	49.42%	50.58%	95.20%	5.60%	1.29%
Columbia	48.35%	51.65%	93.30%	4.80%	1.68%
Dauphin	48.46%	51.54%	67.50%	5.00%	1.00%
Union	55.04%	44.96%	84.33%	6.20%	1.50%
Schuylkill	51.09%	48.91%	91.49%	5.40%	1.30%
Lycoming	49.15%	50.85%	90.73%	6.20%	1.15%
Montour	47.75%	52.25%	91.60%	6.60%	2.50%
average %	49.93%	50.07%	88.32%	5.81%	1.61%
COUNTY	BL	HISP	ASIAN	N.Am	MULTI
Northumberland	2.90%	2.90%	0.50%	0.30%	1.01%
Snyder	1.30%	2.13%	0.70%	0.20%	0.90%
Columbia	2.10%	2.70%	1.20%	0.20%	1.00%
Dauphin	17.74%	8.01%	4.09%	0.40%	2.54%
Union	7.18%	5.38%	1.62%	0.50%	1.11%
Schuylkill	3.30%	3.90%	0.60%	0.30%	1.10%
Lycoming	4.80%	1.90%	0.60%	0.20%	1.81%
Montour	1.70%	2.80%	3.10%	0.10%	1.00%
average %	5.13%	3.72%	1.55%	0.275	1.31%

The region’s degree of diversity is significantly less than the Pennsylvania and national average. Most companies nationally recognized for their diversity-rich and productive workforce have minority representation at 20% above the represented norm. We have set our milestone based on that percentage at 20%. In our projection of hiring 65 full-time employees, this percentage increases the aggregate target of racial and ethnic/culturally diverse employees from eight to thirteen employees.

Goal 3. Recruit and Retain a Diverse Workforce

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Recruitment:

Geographical and Organizational Reach: Kind Kare will actively recruit minorities diversity participant-approved third party organizations. Kind Kare will search the local area first, then the state of Pennsylvania, and then expand to include surrounding neighboring states.

E-Recruitment: Using the Kind Kare’s web portal and targeted social media marketing, Kind Kare will host virtual job fairs and promote not only the positions but will amplify the message of the importance and value of the diverse workplace, driving interested parties to our portal. Facebook and LinkedIn will be our primary platforms for this effort.

Media: Brochures, pamphlets, posters and other traditional marketing methods will be initiated and distributed. The printed materials will emphasize the importance and value of opportunities for diverse participants and groups.

Fair Employment: Kind Kare will follow Affirmative Action Practices and Equal Employment Opportunities in hiring. All job postings and related activities will include the “AA/EOE” designation, demonstrating the company’s commitment to increasing workplace diversity and engaging in fair employment practices.

Retention:

Kind Kare’s recruitment/outreach process will introduce to an employee a composite view of the workplace, outlining the many advantages and opportunities available in our workforce. Kind Kare will introduce the blueprint for leadership development and a diverse workplace that supports and appreciates innovation, educational and mentoring opportunities, professional development and flexible work schedules. Our retention strategy is to discover what is most important to our employees throughout their first year and into their future with our company, especially with our minority population, and reassess our offers to employees to improve the retention rate.

Kind Kare also believes it is important to maintain a genuinely welcoming environment for diverse groups of employees regardless of gender, age, creed, race, sexual orientation, disability, ethnic or national background. Kind Kare, under the direction of DO, will actively establish and enforce mechanisms to ensure welcoming work environment, establish confidential channels to report and record incidents in violations of company work environment policies including any discriminations in the workplace.

Goal 4. Outreach and events

The message Kind Kare wishes to deliver is that we value diversity of thought, of people, and experiences.

Kind Kare will deliver a sustainable outreach program to increase awareness of our company and its policies toward minorities and women. Because of the uniqueness of the type of business Kind Kare is in, we anticipate there will be initial curiosity and interest in the company. We will use such opportunities to ensure the public perceives us as an open and welcoming place of work for minorities and women. Elements of our outreach plan include:

- We will conduct a preliminary survey to determine community/public opinion, which will set the stage for a multi-year outreach strategic plan. This survey will be conducted primarily through social media and community organization resources.

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Based on the survey result, we will develop a roadmap for deployment including five interconnected sectors to reach out: Government Institutions, Social Services Organizations, Educational Institutions, Community Organizations, Medical Institutions and Facilities.

Through seminars, public speaking engagements, job fairs, traditional public relations media, volunteerism, and targeted community support, we will establish our identity and commitment to building a relationship with the community.

We will deliver the message that we provide jobs with an emphasis on diverse and inclusive workplace where minorities and women are welcomed.

We will emphasize a workplace that values differences: cultural, racial, background, experiences, and personalities.

Our message of diversity will be built on welcoming differences and recognizing that our differences are to be melded as workers are trained into a cohesive and shared teamwork environment. Our outreach effort to services for veterans, county by county, will benefit from delivering the message that the command-and-control culture of the military can be valued, while being assimilated into our workplace through training and support. Educational seminars to veteran support groups and associations will be included in our public outreach programming.

Community colleges, career and technical centers, and district public schools are all target institutions to foster and receive our invitation of opportunity and inclusion. Kind Kare will explore internship/scholarship opportunities and community support activities with STEM programming and 21st Century Community Learning Center Grant programming.

Kind Kare will promote volunteerism among employees or encourage them to participate in professional and civic organizations that promote diversity. Kind Kare believes that this can foster collaborations that may enhance access to a larger pool of diverse candidates.

Goal 5. [Contracts with diverse groups](#)

Kind Kare is committed to ensuring equal-access business opportunities to qualified, high-potential, diverse suppliers. Small business diverse suppliers can help drive innovation, reduce our supply chain impacts and enhance the communities in which they operate. Supplier diversity can promote an innovative business environment not only throughout our company, but also for its diverse business partners.

Our Supplier Diversity Strategy is a long-term project. It will be an evolutionary process built around a principle to institutionalize opportunities for minority, women, disabled, or veteran owned business enterprises to compete in our supply chain, especially those located within the Shamokin community, Northumberland and adjacent counties, and the State of Pennsylvania.

According to national statistics, diverse suppliers have higher level of performance. Kind Kare believes that working with diversity suppliers will benefit Kind Kare with improved efficiency, and increased profit. To ensure diversity among subcontractors, Kind Kare will rely on measurable statistics. First, Kind Kare will ensure the diverse supplier provides the best value

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to Kind Kare’s business. Second, Kind Kare will request data on the supplier’s workforce utilization statistics to ensure the supplier’s commitment on its diversity practice. As part of the vetting process, Kind Kare will utilize third-party certificates or validation for the supplier’s minority, women, disabled, or veteran owned status.

Based on the national average of 12% spending of revenues on diversity suppliers, Kind Kare will seek to achieve 14% spending on diversity suppliers. The DO and procurement will track purchases made from minority owned vendors and suppliers. All measurements will be analyzed quarterly across all business streams looking for continuous improvement in performance metrics.

An example of vendors Kind Kare may consider working with is listed in the chart below. These are businesses certified by and found in the Department of General Services: Small Diverse Business (SDB) portal.

Table 3. Diversity Supplier List

SERVICE	SUPPLIER	CITY	COUNTY	STATUS
Accounting & Audit	Schreckengaust Young & Associates	Harrisburg	Dauphin	Woman Owned
Transportation Security	Century Security Business, Inc.	Edwardsville	Luzerne	Woman Owned
Human Resources	Domino Technologies, Inc.	Mechanicsburg	Cumberland	Minority Owned
Legal Assistance	Delores Ritzman	Harrisburg	Dauphin	Woman Owned
Marketing & Advertising	Clark Resources Inc.	Harrisburg	Dauphin	Minority Owned
Corporate Valuation	TLR Insurance Inc.	Red Lion	York	Minority Owned
IT Server Provider	Black Consulting	Harrisburg	Dauphin	Woman Owned
Sales	ERH Explained	Danville	Montour	Minority Owned

Mentoring, training or professional development material

Mentoring

Kind Kare’s mentoring program will emphasize nurturing the inviting culture and open environment. The program will attempt to persuasively demonstrate to our employees the benefits of sharing knowledge and generating ideas to build a successful company.

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There will be assessment forms will be available online through the company intranet to receive feedback on the program.

Kind Kare is aware of the success of the Pennsylvania Commission for Women's Mentoring Program. Kind Kare will model its mentoring program after the Commission's program, and will request help to further refine our program, if it is available. Kind Kare's mentoring program will have job shadowing module as a window to learn how a person of one background interacts effectively with a person of another background.

Below is an example content of the handout for our mentoring program:

Mentoring

Good mentoring relationships can be richly rewarding, not only for the person being mentored, but for the mentor as well. To get the best results for both of you and your mentee, here are some tips on developing a successful relationship.

Be a good listener: Listening is an art-and you need to do more than just hear the mentee. You need to listen and be an active participant in the conversation. Approach a conversation thinking there is something new to learn every time you talk to another person.

Ambassadors: Mentors should aspire to serve as a sounding board for thoughts, ideas, and concerns regarding the organization's diverse and inclusive creative problem solving approach.

Diversity: Mentors should aspire to nurture the mentees with an inviting culture and acknowledge the benefits of an open environment, where people are constantly sharing knowledge and generating ideas to help build a successful company.

Management: Even an experienced mentor continues to discover a new skill in teaching and managing their mentee.

Reciprocity: Mentees can provide even the most experienced mentors with fresh perspectives.

) Training Programs

Training programs will be composed of the following training modules:

- Exploring unconscious bias: addressing the challenge to recognize the impact of our personal and often unconscious preferences, particularly in the workplace. Acknowledging or learn to acknowledge that these preferences are not bad or good, but they are simply a fact of our humanity.

EEO, diversity, and conflict management training for managers and supervisors: covering inclusion terminology and benefit, cross-cultural communication, complaints processing, anti-discrimination laws, reasonable accommodations and recommended hiring practices, and supervisory obligations in enforcing the laws and guidance pertinent to EEO and diversity.

Prevention of workplace harassment: covering what constitutes as harassment, and employee's rights afforded under company policies, federal and state laws and regulations, and procedures on how to report incidents.

Barrier analysis: addressing how to recognize triggers (red flags) which are conditions, disparities or anomalies in workplace that tends to limit employment opportunities for members of minority group, and determine whether actual barriers are at work

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Cultural competency: learning about ways to gain various degrees of understanding in other cultures; learning symbols representing other religion, creed; learning the different perspectives of various generations, e.g. Traditionalist, Baby Boomer, Gen X, and Millennial.

Awareness of branding, bullying, and incivility behaviors: covering road rage, desk rage, external factors (work-life imbalance, negative news, financial, marital, or medical stress, elderly or child care) affecting work, zero retaliation policy for conflicting ideas/opinions, use of smartphone during meetings, dealing with people who persistently leave others feeling demeaned and de-energized; learning to recognize bullying tactics; learning about how to survive bullying

Due to word limits, other training modules Kind Kare will implement including the following topics listed here without providing further descriptions:

- Building awareness for an inclusive workforce

- LGBT awareness

- The inclusion as a key to organizational performance

- EEO compliance training for all employees

- EEO compliance training for managers and supervisors

- Preventing of sexual harassment

- Preventing of workplace harassment

- Diversity and inclusion training for new employees

- Diversity and inclusion training for new supervisors and managers

- Providing reasonable accommodations for people with disabilities

- Removing barriers to employment of people with disabilities

Professional Development: Kind Kare will offer professional development training describing the impact of understanding diversity issues on becoming a better communicator, which is a key trait necessary for professional advancement. Discussion on the role of diversity in professional development will be integrated in the following topics: managing self and leading others, influence and persuasion in leadership, negotiation skills, strategies for increased effectiveness, strategic business management skills, understanding market trends and developing growth strategies, and building effective teams.

1) Commitment to diversity practices

As a commitment to diversity practices, Kind Kare's onboarding process for new employee will include diversity sections. Kind Kare believes that onboarding process is the best way to give a new employee the big picture about the company. It would be timely and most effective to inform the employee how diversity and intertwines with corporate objectives, and serves as one of the defining characters of the company.

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The onboarding process will last about four weeks. Listed below are some of the features of the process.

1. Recruitment revisit: Among opportunities and perks Kind Kare offers to employees, the DO will remind and encourage candidates company policies and its commitment to maintain, as part of its effort to build company culture, zero tolerance against discrimination as well as to maintain an open and inclusive environment for all groups of various backgrounds.
2. During the first week: A comprehensive introduction of the company via more detailed interview sessions will take place throughout the first week. HR and/or DO will assist manager’s introduction of company milestones (including diversity milestones), training schedules, mentoring, program development opportunities, and company policy and guidelines.
3. Encouraging Work Environment: Managers will introduce to their teams the value of listening and paying attention to ideas and opinions of people from various backgrounds and experience. Managers and supervisors will conduct themselves professionally and in alignment with their diversity training in their demeanors and actions to other team members, serving as role models to new employees.
4. Inclusion in planning: New employees will go through the diversity training as part of new employee training. At the end of the onboard process, new employees will be given the opportunity to provide feedback on the onboarding process as to what they thought was effective or even provocative in terms of giving them new perspectives or helping them to recognize unconscious bias. Open-ended questions will be included in the feedback form.

2) Workforce utilization report

Table 3 above shows baseline demographics for Northumberland and seven neighboring counties. The data provide percentages of sex, race, veteran status, and ethnic/cultural groups available to the workforce in a specified geography.

In the second chart, the occupational categories of the workforce utilization report are represented as directed by the Pennsylvania Department of Health guidelines.

Assuming 65 full-time employees when Kind Kare becomes fully operational, the timeline for creating the first benchmark against this milestone will take place around six months from the approval of permit. The DO will be responsible for monitoring and distributing the statistical results.

Workforce Utilization Chart

Occupational Categories	Total	Male	Female	Veteran	Disabled Vet	White	Black	Hispanic	Asian	Pacific Islanders	Native American	Multi-race

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Admin/Managerial	19	9	10	1		17	1	1				
Professional	6	2	4			5			1			
Paraprofessional	2	1	1		1	1	1					
Technical	5	3	2	1		4			1			
Skilled Craft	6	3	3			5						1
Administrative Support	7	2	5		1	6	1					
Service or Maintenance	12	6	6	1		9	1	1			1	
Protective Services	8	6	2	3		5	1	1				1
Totals	65	32	33	6	2	52	5	3	2	0	1	2

3) Record and report capabilities

Information on stated diversity objectives will be tabulated via scorecards, interviews, and surveys. They will be collected across the full spectrum of company goals needing tracking for accountability. The DO will work with the HR vendor having the expertise and integrated, specialized software to track objectives. Original talent acquisition in diversification will be benchmarked at all levels and in all departments. The kinds of measurement tools we use and how we use them will change over time.

4) Reporting complaint

Any employee who believes that he or she has been discriminated against on the basis of race, color, religion, national origin or sex with regard to work opportunities, or that equal opportunity standards have not been followed, will have 180 days from the date of the alleged discrimination to register a complaint. The complaint will be requested in writing and shall be signed by the complainant. It must include the name, address and telephone number of the person allegedly discriminated against, the individual(s) involved, and a brief description of the circumstances of the failure to apply the equal opportunity standards. Kind Kare will have procedures and notices on how to register a complaint. The complainant will have an option to register the complaints within the company at the office of the DO, or the U.S. Department of Labor. The written Complaint Procedure with names and addresses of the organizations to which complaints may be filed, will be provided to all applicants and apprentices.

5) Internal review and effectiveness audit

Kind Kare will make an *annual* review of its current Affirmative Action Plan and diversity plan and its overall effectiveness and institute any revisions or modifications warranted. The review will analyze (independently and collectively) the affirmative action steps and diversity action steps taken by Kind Kare; evaluating for positive impact as well as adverse impact in the areas of Outreach, hiring and retention. Kind Kare will work diligently to identify the cause and effect that results from their affirmative action measures and diversity measures. Kind Kare will continually monitor recruitment, selection and attrition as it endeavors to identify the need for new affirmative action efforts, diversity efforts, and/or deletion of ineffective existing activity. All changes to the Kind Kare's Affirmative Action Plan and diversity actions/goals shall

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be reviewed by a committee composed of the representatives from the management and the employees, and approved before implementation. Kind Kare’s annual review will not include any information identifying individuals in any manner.

The success and failure of each affirmative action and diversity effort will be reviewed annually. The Affirmative Action Plan and diversity measures will continually be reshaped to ensure the highest degree of overall effectiveness.

Kind Kare will continually monitor the participation rates of minorities and females in the company’s workforce in an effort to identify any type of underutilization. If underutilization exists, corrective action shall be immediately implemented.

5) **Maintenance of records**

Kind Kare will maintain, for a period of five (5) years from the date of the last action, all records relating to: job applications (regardless of outcome), the employment and training of employees and information relevant to the operation of the program. This includes, but is not limited to, records on the recruitment, application and selection of employees, periodic advancements, disciplinary action, promotion, demotion, layoffs, terminations, rates of pay, and related instruction, evaluations and other pertinent data. The records pertaining to individual applicants, selected or rejected, shall be maintained in such manner as to permit identification of minorities and females (minority and non-minority).

All records related to diversity and affirmative action will be made available upon request of the U. S. Department of Labor.

Part C – Applicant Background Information

(Scoring Method: Pass/Fail)

FOR THIS PART THE APPLICANT IS REQUIRED TO PROVIDE BACKGROUND AND CONTACT INFORMATION FOR THE PRINCIPALS, FINANCIAL BACKERS, OPERATORS AND EMPLOYEES.

Section 4 – Principals, Financial Backers, Operators and Employees

A. Please list all Principals, Financial Backers and Operators

Name and Residential Address				
First Name: George	Middle Name: Derek	Last Name: Andreson	Suffix: N/A	
Occupation: Attorney		Title in the applicant’s business: Principal		
Also known as: N/A		Date of birth: DOHDOH		
Address Line 1: DOHDOHDOH		Address Line 2: N/A		
Address Line 3: N/A		City: DOHDOH	State: DOH	Zip Code: DOH
Phone: DOHDOHDOH	Fax: N/A	Email: DOHDOHDOHDOH		
Name and Residential Address				
First Name: Daniel	Middle Name: Heesuk	Last Name: Zang	Suffix: N/A	
Occupation: Scientist		Title in the applicant’s business: Operator		

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Also known as: N/A		Date of birth: DOHDOH	
Address Line 1: DOHDOH		Address Line 2: N/A	
Address Line 3: N/A		City: DOH	State: DOH
Phone: DOHDOHDOH	Fax: N/A	Email: DOHDOHDOHDOH	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A
Phone: N/A	Fax: N/A	Email: N/A	

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER INDIVIDUALS IN A SEPARATE DOCUMENT TITLED "PRINCIPALS, FINANCIAL BACKERS AND OPERATORS (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

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B. Please list Employees

PLEASE PROVIDE THE FOLLOWING INFORMATION FOR ANY EMPLOYEES THAT HAVE BEEN HIRED TO DATE TO WORK FOR THE APPLICANT LISTED IN THIS APPLICATION. IF NO EMPLOYEES ARE CURRENTLY EMPLOYED, PLEASE LEAVE THIS SECTION BLANK.

Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: v		City:	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER INDIVIDUALS IN A SEPARATE DOCUMENT TITLED "EMPLOYEES (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

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Section 5 – Moral Affirmation

By checking “Yes,” you affirm that each principal, financial backer, operator and employee listed in this permit application is of good moral character.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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Section 6 – Compliance with Applicable Laws and Regulations

By checking “Yes,” you affirm that you, as well as the principals, financial backers, operators and employees listed in this permit application are able to continuously comply with all applicable Commonwealth laws and regulations relating to the operation of a medical marijuana dispensary.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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Section 7 – Civil and Administrative Action

For the statements below:		
<ul style="list-style-type: none"> • By checking “Yes,” you affirm the statement • If you check “No,” you must state your reasoning in “Schedule A” below 		
Civil and Administrative Action	Yes	No
The applicant has never responded to an action resulting in sanctions, disciplinary actions or civil monetary penalties being imposed relating to a registration, license, permit or any other authorization to grow, process or dispense medical marijuana in any state.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
The applicant has never responded to a civil or administrative action relating to a registration, license, permit or authorization to grow, process or dispense medical marijuana in any state.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
The applicant has never been accused of obtaining a registration, license, permit or other authorization to operate as a grower, processor or dispensary of medical marijuana in any jurisdiction by fraud, misrepresentation, or the submission of false information.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
No civil or administrative action has been taken against the applicant under the laws of the Commonwealth or any other state, the United States or a military, territorial or tribal authority relating to a principal, operator, financial backer or employee of the applicant’s profession, or occupation or fraudulent practices, including fraudulent billing practices.	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Schedule A: Civil or Administrative History Incident					
Defendant	Name of Case & Docket #	Nature of Charge or Complaint	Date of Charge or Complaint	Disposition	Name and Address of the Administrative Agency Involved, and

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					the Tribunal or Court
N/A					

Part D – Plan of Operation

(Scoring Method: 550 Points)

A PLAN OF OPERATION IS REQUIRED FOR ALL DISPENSARY PERMIT APPLICATIONS. THE PLAN OF OPERATION MUST INCLUDE A TIMETABLE OUTLINING THE STEPS THE APPLICANT WILL TAKE TO BECOME OPERATIONAL WITHIN SIX MONTHS FROM THE DATE OF ISSUANCE OF A PERMIT. THE PLAN OF OPERATION MUST ALSO DESCRIBE HOW THE APPLICANT’S PROPOSED BUSINESS OPERATIONS WILL COMPLY WITH STATUTORY AND REGULATORY REQUIREMENTS NECESSARY FOR THE CONTINUED OPERATION OF THE FACILITY.

Plan of Operation

What must be covered in a Plan of Operation?

Applicants must identify how they will comply with relevant laws and regulations regarding:

- Security and Surveillance
- Employee qualifications and training
- Transportation of medical marijuana and medical marijuana products
- Storage of medical marijuana products
- Inventory management
- Recordkeeping
- Prevention of unlawful diversion of medical marijuana and medical marijuana products
- A timetable outlining the steps required for the applicant to become operational within six months from the date of issuance of a dispensary permit

By checking “Yes,” you affirm that you are able to continuously maintain effective security, surveillance and accounting control measures to prevent diversion, abuse and other illegal conduct regarding medical marijuana and medical marijuana products.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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Section 8 – Operational Timetable

IF ISSUED A PERMIT, PLEASE DESCRIBE THE STEPS AND TIMEFRAMES FOR BECOMING FULLY OPERATIONAL AS A DISPENSARY WITHIN SIX MONTHS FROM THE DATE OF ISSUANCE OF A DISPENSARY PERMIT. SPECIFICALLY, PLEASE PROVIDE THE STEPS YOU WILL TAKE TO BEGIN THE PROCESS FOR THE HANDLING, STORING, AND TRANSPORTING OF MEDICAL MARIJUANA AND MEDICAL MARIJUANA PRODUCTS.	
Activity	Estimated Date

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See Attached	

IF MORE SPACE IS REQUIRED FOR THE OPERATIONAL TIMETABLE, PLEASE SUBMIT ADDITIONAL INFORMATION IN A SEPARATE DOCUMENT TITLED "OPERATIONAL TIMETABLE (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

Section 9 – Employee Qualifications, Description of Duties and Training

A. PLEASE PROVIDE A DESCRIPTION OF THE DUTIES, RESPONSIBILITIES, AND ROLES OF EACH PRINCIPAL, FINANCIAL BACKER, OPERATOR AND EMPLOYEE.
1. See Attached
2. [Redacted]
3. [Redacted]
4. [Redacted]
5. [Redacted]
6. [Redacted]
7. [Redacted]
8. [Redacted]

B. PLEASE DESCRIBE THE EMPLOYEE QUALIFICATIONS OF EACH PRINCIPAL AND EMPLOYEE.
1. See Attached

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2.	
3.	
4.	
5.	
6.	
7.	
8.	

C. PLEASE DESCRIBE THE STEPS THE APPLICANT WILL TAKE TO ASSURE THAT EACH PRINCIPAL AND EMPLOYEE WILL MEET THE TWO-HOUR TRAINING REQUIREMENT UNDER THE ACT AND REGULATIONS.	
1.	See Attached
2.	
3.	
4.	
5.	
6.	
7.	
8.	

IF MORE SPACE IS REQUIRED FOR ANY OF THE ABOVE THREE COMPONENTS OF SECTION 9 (A, B AND C), PLEASE SUBMIT ADDITIONAL INFORMATION IN A SEPARATE DOCUMENT TITLED "EMPLOYEE QUALIFICATIONS, DESCRIPTION OF DUTIES AND TRAINING (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

D. Licensed Medical Professionals at Facility	Yes	No
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A physician or a pharmacist will be present at the primary dispensary location listed in this permit application at all times during the hours the primary dispensary facility is open to dispense or to offer to dispense medical marijuana to patients and caregivers.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
If the applicant is operating any dispensaries in addition to the primary dispensary location listed under the permit, and a physician or pharmacist is not present onsite at the additional dispensary or dispensaries, a physician assistant or a certified registered nurse practitioner will be present onsite at each of the other dispensaries instead of a physician or pharmacist.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Any physician, pharmacist, physician assistant or certified registered nurse practitioner employed by a dispensary will, prior to assuming any duties at the dispensary facility, successfully complete a four-hour training course developed by the Department.	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PLEASE PROVIDE AN EXPLANATION OF ANY RESPONSES ABOVE THAT WERE ANSWERED AS A “NO” AND HOW YOU WILL MEET THESE REQUIREMENTS BY THE TIME THE DEPARTMENT DETERMINES YOU TO BE OPERATIONAL UNDER THE ACT AND REGULATIONS:

N/A

Section 10 – Security and Surveillance

A DISPENSARY MUST HAVE SECURITY AND SURVEILLANCE SYSTEMS, UTILIZING COMMERCIAL-GRADE EQUIPMENT, TO PREVENT UNAUTHORIZED ENTRY AND TO PREVENT AND DETECT DIVERSION, THEFT, OR LOSS OF ANY MEDICAL MARIJUANA OR MEDICAL MARIJUANA PRODUCTS.

PLEASE PROVIDE A SUMMARY OF YOUR PROPOSED SECURITY AND SURVEILLANCE EQUIPMENT AND MEASURES THAT WILL BE IN PLACE AT YOUR PROPOSED FACILITY AND SITE. THESE MEASURES SHOULD COVER, BUT ARE NOT LIMITED TO, THE FOLLOWING: GENERAL OVERVIEW OF THE EQUIPMENT, MEASURES AND PROCEDURES TO BE USED, ALARM SYSTEMS, SURVEILLANCE SYSTEM, STORAGE, RECORDING CAPABILITY, RECORDS RETENTION, PREMISES ACCESSIBILITY, AND INSPECTION/SERVICING/ALTERATION PROTOCOLS.

Section 10 – Security and Surveillance

7) Proposed security and Surveillance systems

Generally, the proposed security and surveillance system will leverage the Crime Prevention through Environmental Design (CPTED) security techniques that are used to help prevent and mitigate crime. The principles and strategies associated with CPTED focus on the use of natural access control barriers, territorial reinforcement and management of surrounding properties to

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increase the perception of security. CPTED designates, defines and establishes physical security measures through natural and procedural means.

The intended use of the facility is considered when determining the level of public access. Areas of public traffic will not be located within restricted, sensitive, or controlled areas to the extent practical. Failing to create segregation creates unnecessary security control circulation patterns for workers and visitors who otherwise are not authorized into these areas.

Facility or office entrances will be kept to the absolute minimum, yet comply with fire safety codes. One entrance with multiple interior routes is preferable to several outside entrances.

Access controlled by reception personnel or guard force officers requires written procedures to define the visitor control and identification process. When a facility is not occupied 24/7, facility managers shall establish a liaison with local law enforcement officials and advise them of the facility working hours and who to contact in an emergency.

Utility systems shall be protected against unauthorized access. The protection of IT infrastructure, telephone, electrical, heating and cooling systems, water supplies, boilers and generators, valves, regulators, and controls will be planned for restricted access.

Special emphasis shall be placed on security systems and safeguards when constructing special or sensitive areas such as mail rooms, equipment storage, shipping and receiving areas, computer rooms, or area of cannabis products presence.

B) Facility Security and Safety Approach

The specific security system proposed under the CPTED techniques can be referred to as an intrusion detection system (IDS). The IDS system is a technology force multiplier for physical security personnel to enforce access control policies in the most efficient and effective manner. The primary sub-systems implemented in an effective IDS are; CCTV, Access Control, fencing, and lighting and training. System sensors are constantly monitored/recorded by security officers in a dedicated command center with wall mounted video displays and desktop equipment. If an intrusion or some other specified event (e.g. fire or power outage) is detected and validated, the security officer notifies the designated personnel or first responder team for the appropriate response.

The dedicated security center is:

- (1) **Continuously monitored** – Security officers will be have a duty station in the security command center at all times to monitor the access control, CCTV and fire/smoke detection systems as well as provide radio and phone communications to key security, management and employee personnel. The IDS system will provide cues and alarms to the command central security personnel to reduce their sensory workload.
- (2) **Capable of detecting smoke and fire** – a smoke and fire alarm system is implemented independently of the access control or CCTV system but its alarming output is integrated into the security commend center for awareness and to manage proper response procedures.

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(3) **Can detect power loss** – The CCTV and access control system will alarm on any power failure at the device level. The access control system will allow local control (individual portals) if it is desired to fail safe with the UPS power backup. This policy is implemented on a portal by portal process that includes an adequate policy to allow for emergency egress and for access to external first responders consistent with local codes.

The premises will be constructed to avoid unauthorized access by a layered security approach that includes physical barriers, technologies such as intelligent CCTV and access control integrated systems. All are monitored through the use of trained security officer personnel and workers. No one subsystem will be relied upon to provide protection to the facility. Deterrents such as adequate lighting, fencing/gates, signage, CCTV, access control technologies and equally important the trained and practiced employees envelop the approach to preventing unauthorized access or minimizing its effect.

The first layer of deterrent/defense is the most outer perimeter defined by the property line, perimeter CCTV, illumination lighting and warning signage. The intended access points are gates that include security guards with communications that can be augmented by an integrated access control/ camera system for remote positive identification of authorized personnel. Once inside the perimeter, additional checkpoints to sensitive areas will be protected by gates/turnstiles with access control and trained personnel. Visible ID badges provide an additional method to challenge suspect persons or suspicious behaviors of authorized persons. Finally security officers are monitoring access control alarms and CCTV cameras for unauthorized access or for authorized personnel attempting access at unusual periods.

Regular training sessions including lessons learned from actual incidences/events are used to increase threat and preparedness awareness. A system for graduated employee disciplinary actions reinforces the seriousness of the facility to security policy and procedure adherence.

Local law enforcement and other pertinent first responder agencies are integrated into the overall dispensary facility security incident response system.

Senior management and the Security Director are meeting regularly to review threat assessments and risks to ensure the layered security system for the licensed facility maintains continuous improvement practices and implements industry best practices as they continue to evolve and mature.

9) [Security Command Center](#)

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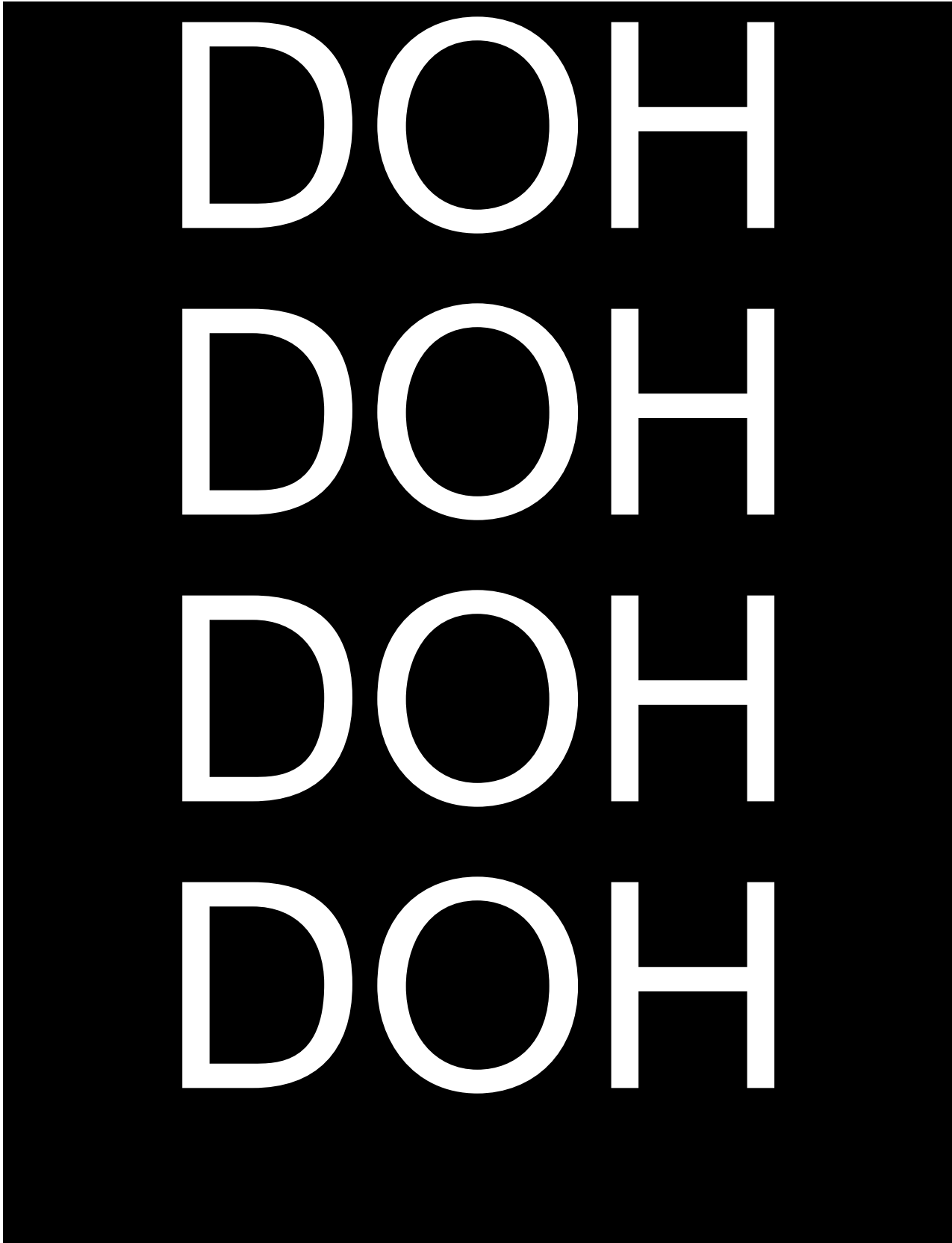
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b) Commercial-grade Equipment

DOH

DOH

DOH



DOH

DOH

DOH

5) Prevent Unauthorized Entry

The access control system working in conjunction with CCTV systems are the key technologies for preventing unauthorized entry. Fencing, gates, employee badges and employee vigilance are additional aspects to an effective system for preventing/deterring unauthorized access to controlled areas.

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Visitor access points for intended entry shall have signage warning for CCTV surveillance. Signs shall be constructed of durable materials, contrasting colors, and reflective material. Signs shall use concise language for directional, legal, or law enforcement purposes (e.g. "Alarm will sound if opened", "Authorized personnel only", "Notice: All activities in this area are being monitored and recorded", etc.).

The NVR video management system allows any camera to be set to record on motion then time out after a period of inactivity in the field of view. This is useful functionality to save on video storage but in practical applications the application requirements tend to move the camera settings to continuously recording. This functionality can be limited to permissions for the systems administrator but our experience indicates all cameras eventually end up in streaming mode and the storage capacity should be sized anticipating this. Additional CCTV features to consider are:

(1) Face detail video quality - Recognizing a known person typically requires a camera video resolution of at least 3 pixels per inch. Identification is the most demanding and would require close to 13 pixels per inch. Each camera lens will be sized for the intended purpose and field of view.

(2) Date and time stamp for each frame - Each camera can be set to any frame rate up to 30 frames per second and as slow as one frame upon motion detection (snapshot mode). In any case each frame can be reviewed in the NVR with a time stamp and date although that can get impractical at high frame rates.

5) *Prevent and Detect Diversion*

Portals such as personnel doors, doors to storage areas and vehicle gates are maintained by the access control and CCTV systems. Each portal will be evaluated for the opportunity and risk for diversion and adequate controls will be implemented.

An additional feature of the facility design will be to limit portals to the extent possible to reduce the risk of diversion.

7) *Prevent and Detect Theft*

Preventing and detecting theft is accomplished through a combination of limiting access to sensitive areas and good inventory management. Users of the access control system are given permissions for accessing portals through assignment to user groups. The Systems Administrator sets up the user groups based on the Security Director's requirements. Individual employees, security officers, supervisors and outside agencies are assigned to their respective group. Most users are only able to access portals directly related to the responsibilities. If theft occurs, the users provided access should be limited and the CCTV system should provide recorded video to identify the theft.

Our experience shows most successful thefts occur from individuals provided access to inventory systems and already have access control permissions to sensitive areas. They are influenced by external players to facilitate the theft. These scenarios are greatly reduced then the individuals are able to realize the risk of getting caught are greater than the benefit of the

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theft. Key features of the security system beyond good employee vetting and training to prevent this method of theft are:

(1) Access limited – Access is limited by the assigned user group the individual is put into when provided access to the system after training. Each user is assigned a user name and creates a personal password for access. Only the Systems Administrator or equally authorized persons can alter user group allowable functionality or assign/remove users to a user group.

(2) Independent security alarm – The NVR operating system resides on a dedicated server with RAID protection and redundancy. System alarms are generated for various failure types and automatically logged. Failures can be stored and published in many ways including e-mail messages, text messages or voice recordings. Alarms can be independently sent to whomever has been established to receive them based on any criteria failures have been logged.

Typically a systems administrator is assigned to be on call for serious system errors which can be simultaneously sent to another independent person or agency for review and/or action. An independent drive can be created to simultaneously record the error log file and secured in a room or locked IT cabinet for further independence if desired.

(3) Investigation format compatible – Any camera that may be of interest for law enforcement evidence should be set up to record at H.264 or 4 CIF and 10-30 fps or equivalent. The FBI recommends digital video recorders using a hard disk or optical disk for storage must record each frame at a minimum resolution of 640 pixels in the horizontal direction and 480 pixels in the vertical direction which is equivalent to the previous formats mentioned and compatible with the camera and lens intended for the application.

(4) Retained for 30 days – Video retention is a function of storage space. Camera manufacturers provide tools to calculate storage based on the camera duty cycle and video format quality. Typically each camera requires 0.4 TB of capacity for 30 days continuous streaming of law enforcement evidence quality. If there are one hundred cameras in that use case then it will required 40 TB of storage, both on-site and off-site.

Individuals loitering in sensitive areas is an undesired behavior since they might be trying to gain access to un-allowed zones or to restricted areas. The CCTV software can automatically collect statistics on worker movements around sensitive zones for security officer evaluation. This is often a difficult and sensitive method to monitor the movement of employees and visitors. It is a best practice to limit access to inventory areas through facility layout and adequate access controlled doors.

Regardless of the technology used to assist the security personnel in enforcing access policies, it remains the responsibility of the workers to monitor and challenge anyone found in controlled areas that are suspect or not properly displaying their ID badges.

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after entering the waiting area. The security officer will constantly monitor the outside video surveillance to ensure that the patient will leave the premise in a prompt manner. As an additional assurance, Applicant will implement a state-of-the-art pattern recognizing video surveillance system. [REDACTED]

Section 11 – Transportation of Medical Marijuana

A. Transportation	Yes	No
<p>By checking “Yes,” you affirm that any delivery of medical marijuana to any other medical marijuana organization or approved laboratory within the Commonwealth will adhere to the following:</p> <p>If you check “No” to any statement, you must state the reasoning for doing so at the end of this section. If issued a permit, you must be able to affirm each statement by the time the Department determines you to be operational under the Act and regulations.</p>		
<ul style="list-style-type: none"> Medical marijuana will only be delivered between 7 a.m. and 9 p.m. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Medical marijuana will not be transported to any location outside of this Commonwealth. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A global positioning system will be used to ensure safe, efficient delivery of the medical marijuana to a medical marijuana organization. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<p>In addition to having a transport vehicle staffed with a delivery team consisting of at least two individuals, the applicant affirms the following:</p>		
<ul style="list-style-type: none"> At least one delivery team member will remain with the vehicle at all times that the vehicle contains medical marijuana. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Each delivery team member shall have access to a secure form of communication with the dispensary, such as a cellular telephone, at all times that the vehicle contains medical marijuana. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Upon demand, each delivery team member shall produce an identification badge or card to the Department or its authorized agents, law enforcement or other 	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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Federal, State, or local government officials if necessary to perform the government officials' functions and duties.		
<ul style="list-style-type: none"> Each delivery team member will have a valid driver's license. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> While on duty, a delivery team member will not wear any clothing or symbols that may indicate ownership or possession of medical marijuana. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Medical marijuana stored inside the transport vehicle may not be visible from the outside of the transport vehicle. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A delivery team shall proceed in a transport vehicle from the dispensary, where the medical marijuana is loaded, directly to the medical marijuana organization, where the medical marijuana is unloaded, without unnecessary delays. Notwithstanding the foregoing, a transport vehicle may make stops at multiple facilities, as appropriate, to deliver medical marijuana. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Any vehicle accidents, diversions, losses, or other reportable events that occur during transport of medical marijuana must be immediately reported to the Department either through a designated phone line established by the Department or by electronic communication with the Department in a manner prescribed by the Department. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The Department shall be notified daily of the dispensary's delivery schedule, including routes and delivery times, either through a designated phone line established by the Department or by electronic communication with the Department in a manner prescribed by the Department. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A transport vehicle is subject to inspection by the Department or its authorized agents, law enforcement or other Federal, State or local government officials if necessary to perform the government officials' functions and duties. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A transport vehicle may be stopped and inspected along its delivery route or at any medical marijuana organization. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> If a third-party contractor is used, the contractor must comply with all the transportation requirements listed in the Act and regulations. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
B. Transport Manifest	Yes	No
By checking "Yes" to any statement, you affirm that the transport manifest (printed or electronic) that accompanies every transport vehicle will contain the following information and meet the following requirements:		

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If you check “No” to any statement, you must state the reasoning for doing so at the end of this section. If issued a permit, you must be able to affirm each statement by the time the Department determines you to be operational under the Act and regulations.		
<ul style="list-style-type: none"> The name, address and permit number of the medical marijuana organization receiving the delivery, and the name of and contact information for a representative of the medical marijuana organization. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The quantity, by weight or unit, of each medical marijuana harvest batch, harvest lot or process lot contained in the transport, along with the identification number for each harvest batch, harvest lot or process lot. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The date and approximate time of departure. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The date and approximate time of arrival. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The transport vehicle’s make, model, and license plate number. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The identification number of each member of the delivery team accompanying the transport. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> When a delivery team delivers medical marijuana to multiple medical marijuana organizations, the transport manifest must correctly reflect the specific medical marijuana in transit; each recipient will also provide the dispensary with a printed receipt for the medical marijuana received. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> All medical marijuana being transported must be packaged in shipping containers and labeled in accordance with §§ 1151.34 and 1161.28 (relating to packaging and labeling of medical marijuana; and labels and safety inserts). 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Separate copies of the transport manifest will be provided to each recipient receiving the medical marijuana product described in the transport manifest. To maintain confidentiality, a dispensary may prepare separate manifests for each recipient. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> The applicant acknowledges that, upon request, a copy of the printed transport manifest, and any printed receipts for medical marijuana being transported, will be provided to the Department or its authorized agents, law enforcement, or other Federal, State, or local government officials if necessary to perform the government officials’ functions and duties. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PLEASE PROVIDE AN EXPLANATION OF ANY RESPONSES ABOVE THAT WERE ANSWERED AS A “NO” AND HOW YOU WILL MEET THESE REQUIREMENTS BY THE TIME THE DEPARTMENT DETERMINES YOU TO BE OPERATIONAL UNDER THE ACT AND REGULATIONS:

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officials upon demand that will include a photo.

- Each deliver tem member shall have a valid driver’s license.
- While on duty a delivery team member shall not wear clothing or symbology that may indicate ownership or possession of medical marijuana nor will the vehicle be conspicuous with exterior paint. Vehicles will have different paint schemes to avoid standing out as fleet vehicles.
- Medical marijuana stored inside the vehicle shall not be readily visible from the outside and the delivery person will use good judgement when unloading or waiting to move to an unloading area as to not draw undesired attention from bystanders.

There will be a record of transportation in the form of a manifest:

- The name, address and permit number of the dispensary, and the name of and contact information for a representative of the dispensary who has direct knowledge of the transport.
- The name, address and permit number of the medical marijuana organization receiving the delivery, and the name of and contact information for a representative of the medical marijuana organization.
- The quantity, by weight or unit, of each medical marijuana harvest batch, harvest lot or process lot contained in the transport, along with the identification number for each harvest batch, harvest lot or process lot.
- The date and approximate time of departure.
- The date and approximate time of arrival.
- The transport vehicle's make and model and license plate number.
- The identification number of each member of the delivery team accompanying the transport.

Delivery

- Delivery routes and stops shall be direct and without unnecessary delays for unloading by use of a GPS/radio mapping service provided by the company. Routes will be approved by the company in advance and shall not be deviated from without authorization.
- Any loss must be immediately reported to the Department by phone or electronic communication prescribed by the Department through the proper company representative.
- The dispensary shall inform the Department daily of delivery schedules, routes and times as prescribed by the Department of all delivery vehicles.

Vehicles

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- Transport vehicles are subject to inspection by the Department or authorized agent if necessary to perform official duties. Drivers will maintain with the vehicles all complete and proper paperwork showing they are approved by the authorized Commonwealth agencies to transport medical Marijuana products.
- Transport vehicles may be stopped and inspected on routes or at delivery locations. Drivers will maintain with the vehicles all complete and proper paperwork showing they are approved by the authorized Commonwealth agencies to transport medical Marijuana products.

3) *Number and types of vehicles*

[REDACTED]. Additional vehicles can be added to the fleet as business conditions warrant [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

Exterior vehicle paint will be nondescript and vary vehicle to vehicle so they are not readily noticed as company fleet vehicles.

[REDACTED]
[REDACTED]
[REDACTED] [REDACTED]
[REDACTED]
[REDACTED]

4) *Cab and Chassis Specifications*



DOH

DOH

DOH

DOH

DOH
DOH

5) Additional measures you will take to prevent diversion during transport

5) *Training for transportation related employees*

A comprehensive training program will be tailored to the various categories of people involved in the transport aspect of the company. All people associated with the company will be enrolled in the access control system and the access control system will identify the group in which the person is associated. Generally there are four key groups which dictate the training level and frequency. These groups are Supervisors, dispensary workers, transportation workers, Security Officers and external first responders. Each group has restricted access to sensitive areas and receives both summary training and specific training for the areas they are allowed access. In general, summary level training includes event and emergency response procedures and specific training involves training on job related performance.

Summary training – This training is conducted as part of each group’s training, is classroom based and is conducted annually with ad hoc updates as threats or risks change in a material way. It includes threat explanations so authorized personnel can be alert to the potential or perceived threats including the risks associated with those threats. An explanation of how the layered security system for transport is implemented including a summary of technology tools and the responsibilities for each category of people, including dispensary personnel, is explained. The

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training will enable people to understand both where they fit in the overall system and how they rely on other groups and technology to fulfil their personal responsibilities.

An interactive quiz is given at the end of training to determine the comprehension level and to explore, as a group, incorrect answers so additional learning occurs.

Supervisor group training – Supervisors can exist in all groups and are responsible for their respective charges to perform their duties consistent with their security training. If an incident occurs they are the front line to execute proper protocol and procedures to secure the product, facility and their people. Special attention is given to event response and emergency procedures and their specific role in supporting the response teams both internally and with external first responders if required. This training is led by the Security Director and occurs annually unless threat levels change. It is a forum to discuss threats and the facilities risk level associated with those threats.

Training for this group is primarily around event/incident roles and responsibilities and how they support and interact with each other. This training is conducted upon becoming a supervisor with designated security duties and is reviewed on regular intervals as the Security Director dictates.

Transportation group training – This training is classroom based and occurs with all new employees and has an annual refresher class. This training focuses on the overall risks and how each Transportation worker is responsible for executing their personal security responsibilities. Special attention is given to event response and emergency procedures and their specific role in supporting the response teams both internally and with external first responders if required. The training is further segmented to specific job responsibilities and includes responsibilities for complying with vehicle stops by authorized law enforcement. A key aspect of this training is to instill how important self-reporting is to maintaining a secure transportation process.

An interactive quiz is given at the end of training to determine the comprehension level and to explore as a group incorrect answers so additional learning occurs.

Security officer group training – A security officer is primarily responsible for enforcing the access Security and transportation policies of the facility and vehicles. There are four fundamental procedures for conducting this which are technology assistance, security rounds, worker compliance and first responder maintenance.

Technology Assistance – The key technologies implemented are access control, CCTV and radio communications. All of these tools are only a part of the overall security system which includes the people, policies and procedures that protect the facility and its people.

Security rounds – The visibility of security officers is a key deterrent to improper behavior so regular rounds in a work shift is effective. Not only does physical rounds send a message that security is important but it provides a break from relying too much on technology and provides a real time feel for the security environment including the behavior of visitors and workers.

Security rounds can and should also be conducted virtually by using a checklist with the technology to determine any anomalous behaviors at hand. Reviewing the access control

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reports on frequency of gate/door access or the quantity of people by group is a key indicator in understanding what normal conditions throughout the day look like. Reviewing each camera on a periodic basis creates a solid familiarity with each camera view and potential blind spots that can be augmented with physical rounds. Radio checks with receptionists and gate guards provides a sense of comfort for those people on the perimeter and with any guards on physical rounds.

Security officer training is part of the hiring on boarding process and should be a condition of hiring similar to passing a substance abuse test. A process for reviewing all significant security events including root cause analysis, corrective action, discipline and group training will be implemented. Often the best tool for learning is actual events that occur and what the consequences were for any failure in detection or adequate response. A police or procedure without graduated consequences has little value in providing a secure environment so training must include this aspect and even handed enforcement is required.

Experience has shown that the most common threat to a secure facility primarily exists in the security officer workforce. Either they are unskilled, improperly trained or have developed poor work habits in enforcing policies. Attention and if necessary discipline paid to the security officer's performance using the access control and CCTV system is often the best way to set a tone for the seriousness the responsible management considers a safe and effective facility.

Vehicle/Driver-Watchman inspections – Actively monitoring the behavior of workers as they leave the facility in the morning and return in the evening. Confronting a worker that seems confused or is conducting themselves in a manner inconsistent with their job responsibilities is an effective way to maintain security procedure compliance.

Inspect manifest paperwork, vehicle paperwork, driver credentials and record the time of day. Inspect the vehicle for fuel level, inspection, registration and any damage.

First responder management – First responders can be both internal and external and are the primary procedure for incident response and must know their role and responsibility prior to any potential high stress incident. Not only are first responder team trained for their responsibilities but they must also conduct regular drills to assess their understanding and effectiveness. When to call on the appropriate first responder team(s) is the responsibility of the Security Office Supervisor on duty and the supervisors responsible for each employee group.

7) **Evidence of adverse loss during transport**

If Kind Kare discovers a discrepancy in the transport manifest upon delivery, Kind Kare will refuse acceptance of the delivery and immediately report the discrepancy to the Department either through a designated phone line established by the Department or by electronic communication with the Department in a manner prescribed by the Department, and to the appropriate law enforcement authorities.

If Kind Kare discovers evidence of, or reasonably suspects, a theft or diversion of medical marijuana or medical marijuana products during transport, the grower/processor shall immediately report its findings or suspicions to the Department either through a designated

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phone line established by the Department or by electronic communication with the Department in a manner prescribed by the Department and to law enforcement. If Kind Kare discovers a discrepancy in the transport manifest, Kind Kare will conduct an investigation, and amend our standard plan of operation, if necessary, to prevent future discrepancies between the quantity or description of inventory listed in the transport manifest and the quantity or description of inventory delivered. Kind Kare will also submit a report of the investigation to the Department. The report will contain a written preliminary report of the investigation, which will be submitted to the Department within 7 days of discovering the discrepancy, and a final written report of the investigation, which will be submitted to the Department within 30 days of discovering the discrepancy.

Section 12 – Storage of Medical Marijuana

A. Storage Requirements	Yes	No
<p>By checking “Yes” to any statement, you affirm that the plan of operation will address the below statements:</p> <p>If you check “No” to any statement, you must state the reasoning for doing so at the end of this section. If issued a permit, you must be able to affirm each statement by the time the Department determines you to be operational under the Act and regulations.</p>		
<ul style="list-style-type: none"> There will be separate, locked, limited access areas for the storage of medical marijuana that is expired, damaged, deteriorated, mislabeled, contaminated, recalled, or whose containers or packaging have been opened or breached, until the medical marijuana is returned to a grower/processor, destroyed or otherwise disposed of, as required by § 1151.40 (relating to the management and disposal of medical marijuana waste). 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> All storage areas will be maintained in a clean and orderly condition and free from infestation by insects, rodents, birds, and pests. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A separate and secure area for temporary storage of medical marijuana that is awaiting disposal will be established. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PLEASE PROVIDE AN EXPLANATION OF ANY RESPONSES ABOVE THAT WERE ANSWERED AS A “NO” AND HOW YOU WILL MEET THESE REQUIREMENTS BY THE TIME THE DEPARTMENT DETERMINES YOU TO BE OPERATIONAL UNDER THE ACT AND REGULATIONS:

N/A

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B. PLEASE DESCRIBE YOUR PLANS REGARDING THE STORAGE OF MEDICAL MARIJUANA AND MEDICAL MARIJUANA PRODUCTS WITHIN YOUR FACILITY:

See Attached

Section 13 – Labeling of Medical Marijuana Products

A. Labeling Requirements	Yes	No
<p>By checking “Yes” to any statement, you affirm that the applicant will implement a quality control process to ensure that the label does not bear any of the following:</p> <p>If you check “No” to any statement, you must state the reasoning for doing so at the end of this section. If issued a permit, you must be able to affirm each statement by the time the Department determines you to be operational under the Act and regulations.</p>		
<ul style="list-style-type: none"> Any resemblance to the trademarked, characteristic or product-specialized packaging of any commercially available food or beverage product. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Any statement, artwork or design that could reasonably lead an individual to believe that the package contains anything other than medical marijuana. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Any seal, flag, crest, coat of arms, or other insignia that could reasonably mislead an individual to believe that the product has been endorsed, manufactured, or approved for use by any State, county or municipality or any agency thereof. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Any cartoon, color scheme, image, graphic or feature that might make the package attractive to children. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PLEASE PROVIDE AN EXPLANATION OF ANY RESPONSES ABOVE THAT WERE ANSWERED AS A “NO” AND HOW YOU WILL MEET THESE REQUIREMENTS BY THE TIME THE DEPARTMENT DETERMINES YOU TO BE OPERATIONAL UNDER THE ACT AND REGULATIONS:

N/A

B. PLEASE DESCRIBE YOUR PROCESS FOR CREATING AND MONITORING THE LABELING USED FOR MEDICAL MARIJUANA PRODUCTS:

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8) Creating the labels

9) Material

All labeling materials must meet written specifications to be approved and released for use. The Quality Control Unit will determine if any labeling materials do not meet such specifications and will reject them to prevent their use in operations. Labels and other labeling materials for each different medical marijuana product, strength, dosage form, or quantity of contents will be stored separately with suitable identification. Access to the storage area will be limited to authorized personnel.

0) Design

Kind Kare’s dispensaries will request the manufacturer that each approved medical marijuana product will be affixed with a product label at the manufacturer’s facility. For bulk product, Kind Kare’s dispensing operation will affix a patient-specific label as the product is dispensed. The General Manager will ensure that all product labels are approved by the Department prior to use in any labeling operation for final products. Each label will be easily readable, conspicuously placed on the package.

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Each product label will include the following information:

name, address, telephone number, and permit number;

name, address, telephone number of the grower/processor;

medical marijuana product form and brand designation;

single dose THC and CBD content for the product set forth in milligrams (mg), and any other cannabinoid component at > 0.1% including Tetrahydrocannabinol acid (THCA), Tetrahydrocannabivarin (THCV), Cannabinadiolic acid (CBDA), Cannabidivarin (CBDV), Cannabinol (CBN), Cannabigerol (CBG), Cannabichromene (CBC);

Lot number;

quantity included in the package;

date packaged;

date of expiration of the product:

proper storage conditions;

name, address, and registration number of the registered patient;

specific directions for use, including but not limited to the dosage and frequency of dosage, and the maximum daily dosage;

non-marijuana ingredients (excipients);

In addition, the label will include the following warnings:

This product is for medicinal use only. Women should not consume during pregnancy or while breastfeeding except on the advice of the practitioner who issued the certification and, in the case of breastfeeding, the infant's pediatrician. This product might impair the ability to drive or operate heavy machinery. KEEP OUT OF REACH OF CHILDREN.

Medical marijuana products must be kept in the original container in which they were dispensed and removed from the original container only when ready for use by the certified patient.

Contents may be lawfully consumed only by a qualifying patient. Unauthorized use is unlawful and will subject the purchaser to criminal penalties.

Expiration dates will reflect the time after final packaging during which the product form is fit for its intended use when stored and used per its labeling. Kind Kare will acquire stability test data as required by regulation including shelf life testing to establish all product expiration dates. The General Manager will ensure that all expiration dates conform to stability test results.

All labels will be printed on commercially available tamper-evident asset labels, which reveals "VOID" upon peeling off the label. The labels will be made of vinyl to be weather resistant.

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Labels will be placed on the largest surface of the packaging using fonts with greater than size 12. Red color will be used with a warning signs, stating “DO NOT USE, IF SEALS BROKEN”, and “KEEP OUT OF REACH OF CHILDREN.”

The management will ensure that the label will bear no marks, symbols or any signs that can be deemed as a reference to commercially available food, or any marks of government authority, or signs that could be construed as anything other than medical cannabis. The management will hire outside consultant to ensure that the label uses a color scheme that will not inadvertently attract children’s attention.

1) **Inspection**

Kind Kare requires the inspection and testing of all labels including labels on incoming materials. Labels will be reviewed, proofread, and verified for all data compliance outlined by the State of Pennsylvania medical marijuana program, and FDA requirements.

New labels will be held in quarantine until they are examined for accuracy.

Acceptance or rejection will be documented.

Any rejected labels will be destroyed.

Release is authorized by the signature of a Labeling technician and the General Manager.

2) **Integrity**

All labels will be designed and applied in a manner that the labels will remain in place and legible during the customary conditions of storage, dispensing, and use by the patient. Likewise, other labeling, such as user instructions, should remain legible during customary storage and use.

3) **Labeling Process**

All labeling and operations have been designed as separate functions to prevent mix-ups between similar products or labels. Additionally, labeling will be processed at different times for different product forms.

Before beginning any labeling operation in which a mix-up could occur, the labeling area and equipment for the operation will be thoroughly examined to make certain that any labeling materials remaining from previous operations have been removed. The surrounding area, tables, printing machines, and other equipment will be cleared of labels, and other materials used in the previous operation.

All labels used in labeling operations will be documented, including the quantities of labels or labeling issued, used, and returned to storage. Narrow limits for the labeling reconciliation will be established, utilizing historical operating data when available to determine the amount of allowed variation in the labeling reconciliation. When a labeling reconciliation falls outside the allowed limits, the quality assurance team will investigate the batch and determine, to the extent possible, the source of the discrepancy. The deviation will be documented, explained, and approved the unit. Kind Kare’s policies require the destruction of all excess labeling bearing batch, lot, or control numbers.

When issued for use, labeling will be carefully examined to make certain the contents of the labeling comply with the labeling specifications in the master record for the specific product

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form and brand ratios being produced. This examination will include any control numbers or expiration dates used on the labels. Documentation of the inspection, including the date and name of the person performing the examination will be entered into a tracking and recording system.

Kind Kare will use a printing system that automatically prints the warnings as part of the labeling procedure. The warnings will be printed in red background using size 12 or bigger fonts in black, bold typeface.

4) **Label Changes**

Labeling is part of the master record; therefore, all changes to labeling will be made in the formal change control system. Any changes to labeling will be formally reviewed and authorized by the General Manager and the Chief Clinical Officer before implementation. When making changes to formulation aspects of a product form and to primary documentation, the management will determine if any secondary items such as labels or instructions are affected and need changing. It is the responsibility of the Chief Science Officer to inform necessary parties, either internal or external, that a change in labeling content will be to be made. All new label proofs will be reviewed and approved by the Chief Science Officer.

5) **Relabeling and Over-labeling**

Over-labeling by placing a new label over an old label is discouraged by FDA and is unacceptable as a policy of Kind Kare.

5) **Point of Sale Labeling**

At the point of sale, an auxiliary orange label affixed to the front of such container and bearing the legend, prominently marked or printed "Controlled Substance, Dangerous Unless Used as Directed" as below.

**CONTROLLED SUBSTANCE.
DANGEROUS UNLESS USED AS
DIRECTED.**

Kind Kare will require the dispensing facility to affix the approved medical marijuana product a patient-specific dispensing label approved by the Department that is easily readable, firmly affixed, and includes:

- The name and registry identification number of the certified patient and designated caregiver, if any;
- The ordering practitioner's name;
- The dispensing facility name, address, and phone number;
- The dosing and administration instructions;
- The quantity and date dispensed; and
- Any recommendation or limitation by the practitioner as to the use of medical

marijuana.

7) **Monitoring of the use of labeling**

8) **Quality Control**

Kind Kare incorporates in their quality assurance program several elements that relate to labeling to meet the FDA Quality Systems standards. The quality assurance program will ensure that labeling meets all device master record requirements with respect to legibility, adhesion, etc., and that labeling operations are controlled to guarantee correct labeling for every operation. All printed labeling materials, including preprinted containers, and inserts, will be stored in an area and manner suitable to prevent mix-ups. Kind Kare's product labeling is color coded with ratios clearly noted to prevent mix-ups. The label and labeling used for each production unit, lot, or batch will be documented in batch production records. Access to label stock will be restricted to trained technicians and the General Manager.

Labeling are critical points in the manufacture of any product. Kind Kare Quality Control Unit will implement a variety of protocols to ensure that all product remains pure and our labeling operations meet the FDA standards.

Kind Kare has developed extensive SOPs to control the entire process from receiving to dispensing. Quality Assurance will ensure that adequate safeguards are built into labeling. Our labeling requirements mandate the bar coding of each packaged medical marijuana product for its subsequent scanning at the dispensing facility. Required bar code information will include the product brand (ratio of THC:CBD), dosage form, lot number, expiry dating, and any other information required to confirm the product is in accordance with the certified patient's requested product and dosage.

9) **Labeling Controls**

The Quality Assurance (QA) Program at Kind Kare will meet the Good Manufacturing Practice (GMP) requirements of FDA regulations that relate to labeling. The QA program will ensure that labeling meets the GMP device master record requirements regarding legibility, adhesion, etc., and will ensure that labeling operations are controlled so that correct labeling is always issued and used.

10) **Material controls**

For bulk, we will utilize automated labeling mechanism, e.g., roll labeling, to aliquot the bulk into specific dosages and label them. If cut labeling is used for container labels, care will be taken to avoid any mix-ups in the labeling of individual containers by taking the following special controls:

Labeling lines will be set up for each different strength of each different medical marijuana product.

Use of appropriate electronic or electromechanical equipment to conduct a 100 percent examination for correct labeling during or after completion of operations.

Use of visual inspection to conduct a 100 percent examination for correct labeling during or after completion of finishing operations for hand-applied labeling. Such examination will be performed by one person and independently verified

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by a second person.

Use of an automated technique, including differentiation by labeling size and shape, which physically prevents incorrect labeling from being processed by labeling equipment.

1) **Printing Devices**

If a printing device is used to imprint labeling upon the product, the imprinting operation will be monitored to ensure that all imprinting conforms to the printing specified in the Labeling Batch Record. Strict control will be exercised over labeling issued for use in product including written descriptions in sufficient detail of the controls employed for issuance of labeling. Labeling materials issued for a batch will be carefully examined by the Quality Control Unit for identity and conformity to the labeling specified in the Labeling Batch Record.

2) **Identification**

Labeling operations will be designed to ensure that correct labels are used for each batch of medical marijuana product. These identification controls will be supervised by the Director of Quality Assurance, and incorporate the following features:

Prevention of mix-ups and cross-contamination through separation of each labeling operation based on different products or strengths.

Identification of the medical marijuana product with a batch lot or control number that permits determination of the history of the manufacture and control of the batch.

Examination of labeling materials for suitability and correctness before labeling operations.

Inspection of the labeling area and equipment immediately before use to ensure that all previous labels have been removed from the area. Inspections will be documented and ensure that labeling materials not suitable for operations have been removed.

Identification of packaged medical marijuana product containers set aside for labeling to preclude mislabeling. Identification need not be applied to each individual container, but will be sufficient to determine name, strength, quantity of contents, and batch number of each container.

3) **Inspection**

Labeled products will be examined by a manager during finishing operations to assure that all products in the batch have the correct label. A representative sample of units will be collected at the completion of finishing operations and will be visually examined for correct labeling. Results of these examinations will be recorded in the Labeling Batch Record.

The bar coding include on each package of medical marijuana product will be adequate to permit scanning to provide positive confirmation of its identity. At a minimum, this will include the product brand (strength), dosage form, lot number, expiry dating, and any other information required to confirm the dispensed product is in accordance with the patient's current practitioner certification.

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4) Evaluation

Kind Kare will implement systems review in every process, including labeling. Quality Systems review is a key component in any robust quality system to ensure its continuing suitability, adequacy, and effectiveness. Under the Quality System, senior managers will conduct regular reviews of process performance. Such a review typically includes assessments of the process, product forms, and patient needs. At a minimum, these reviews will:

Include results of audits and other assessments.

Address customer feedback, including complaints.

Provide an analysis of data trending results.

Document the status of actions implemented to prevent a potential problem or a recurrence.

Address any follow-up actions from previous management reviews.

Identify any changes in business practices or the operating environment that may affect the quality system (such as the volume or type of operations).

Ensure products are meeting the needs of patients.

Reviews will take place more frequently than when the system has matured. Outside of scheduled monthly reviews, the quality system will typically include as a standing agenda item in general management meetings. In addition, a periodic review performed by a qualified source, external to the organization, may also be useful in assessing the suitability and effectiveness of the system.

5) STANDARD OPERATING PROCEDURES

5) Product Labeling Requirements

7) PURPOSE/POLICY:

It is corporate policy to use child-resistant, tamper-proof/tamper-evident, light-resistant container in dispensing operations, and fully document all labeling operations. Multiple dose product containers shall include a re-sealable package design that minimizes oxygen exposure.

8) RESPONSIBILITIES:

It is the responsibility of the General Manager to ensure all labeling operations are performed in compliance with this Standard Operating Procedure.

It is the responsibility of assigned labeling personnel to follow all requirements of this Standard Operating Procedure.

It is the responsibility of the Director of Quality Assurance to confirm all selected labeling formats and labeling component specifications meet applicable state requirements.

9) PROCEDURE:

Product containers and closures used in dispensing shall not be reactive, additive or absorptive so as to alter the safety, strength, quality or purity of the medical marijuana product beyond its written product specification requirements. Container closure systems shall provide adequate protection against foreseeable external factors in storage and use that

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can cause deterioration or contamination of the product. Product containers and closures shall be clean and free from particulates.

Any labeling materials meeting its written specifications will be approved and released for use. Any labeling materials that do not meet such specifications will be rejected to prevent their use in operations for which they are unsuitable.

Labels and other labeling materials for each different medical marijuana product, strength, dosage form or quantity of contents will be stored separately with suitable identification. Access to the storage area will be limited to authorized personnel.

Obsolete or outdated labels will be destroyed.

Gang-printed labeling for different products or different strengths or net contents of the same product is prohibited unless the labeling from gang-printed sheets is adequately differentiated by size, shape or color.

Whenever possible, roll labeling will be utilized to aliquot the bulk into specific dosages and label them. If cut labeling is used for container labels, care will be taken to avoid any mix-ups in the labeling of individual containers by taking the following special controls:

Labeling lines will be set up for each different strength of each different medical marijuana product.

Use of appropriate electronic or electromechanical equipment to conduct a 100 percent examination for correct labeling during or after completion of operations.

Use of visual inspection to conduct a 100 percent examination for correct labeling during or after completion of finishing operations for hand-applied labeling. Such examination will be performed by one person and independently verified by a second person.

Use of an automated technique, including differentiation by labeling size and shape, which physically prevents incorrect labeling from being processed by labeling equipment.

Printing devices used to imprint labeling upon the product will be monitored to assure that all imprinting conforms to the printing specified in the Labeling Batch Record.

Strict control will be exercised over labeling issued for use in product including written descriptions in sufficient detail of the controls employed for issuance of labeling. Labeling materials issued for a batch shall be carefully examined for identity and conformity to the labeling specified in the Labeling Batch Record.

Procedures will be used to reconcile the quantities of labeling issued, used or returned and will require evaluation of any discrepancies found between the quantity of finished product and the quantity of labeling issued when such discrepancies are outside narrow

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preset limits based on historical operating data. Any such discrepancies will be investigated and approved by the Quality Assurance before a batch is released.

All excess labeling bearing batch lot or control numbers will be destroyed. Excess labeling that has not been imprinted with a batch number will be returned to storage in a manner to prevent mix-ups and provide proper identification.

Labeling operations will be designed to assure that correct labels are used, incorporating the following features:

Prevention of mix-ups and cross-contamination by physical or spatial separation of each labeling operation from other operations on different products or strengths.

Identification of the medical marijuana product with a batch lot or control number that permits determination of the history of the manufacture and control of the batch.

Examination of labeling materials for suitability and correctness before labeling operations and documentation of such examination in the Labeling Batch Record.

Inspection of the labeling facilities immediately before use to assure that all previous products have been removed from the area. Inspection will also be made to assure that labeling materials not suitable for subsequent labeling operations have been removed. The results of these inspections will be documented in the Labeling Batch Record.

Labeled products will be examined during finishing operations to provide assurance that products in the batch have the correct label. A representative sample of units shall be collected at the completion of finishing operations and shall be visually examined for correct labeling. Results of these examinations shall be recorded in the Labeling Batch Record.

Each medical marijuana product will be affixed with a label that has been approved by Pennsylvania department of Health. Product labels must be easily readable, firmly affixed and include at least:

- Company name, address and registration number
- Medical marijuana product form and brand designation
- Product single dose THC and CBD content in milligrams (mg)
- Product batch unique identifier (lot number and bar code)
- Quantity included in the package
- Date packaged
- Product expiration date

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- Proper storage conditions

The bar coding on each medical marijuana product must be adequate to permit it's scanning to provide positive confirmation that it will conform to dispensing requirements. At a minimum, this shall include the product brand (strength), dosage form, lot number, expiry dating and any other information required to confirm the dispensed product is in accordance with the patient's current practitioner certification.

Each medical marijuana product label shall include language that has been approved by the appropriate State department stating:

- Medical marijuana products must be kept in the original container in which they were dispensed and removed from the original container only when ready for use by the certified patient or designated care-giver.
- Keep secured at all times.
- May not be resold or transferred to another person.
- This product might impair the ability to drive.
- KEEP THIS PRODUCT AWAY FROM CHILDREN.
- (unless product is being given to the child under a practitioner's care)
- This product is for medicinal use only. Women should not consume during pregnancy or while breastfeeding except on the advice of the certifying practitioner, and in the case of breastfeeding mothers, including the infant's pediatrician.
- Any other statements as required by the appropriate State department.

All labeling records shall be maintained for a period of five (5) years after dispensing of the last batch utilizing that lot of labeling. Copies shall be made available to the appropriate authorities upon request.

Section 14 – Inventory Management

A. Electronic Tracking System	Yes	No
You acknowledge that you must use the electronic tracking system prescribed by the Department containing the requirements in section 701 of the Act (35 P.S. § 10231.701).	<input checked="" type="checkbox"/>	<input type="checkbox"/>
You acknowledge that an electronic tracking system that is approved by the Department will be deployed to log, verify and monitor the receipt of medical marijuana product from a grower/processor, the verification of the validity of an identification card presented by a patient or caregiver, the dispensing of medical marijuana product to a patient or	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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caregiver, the disposal of medical marijuana waste and the recall of defective medical marijuana.		
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B. Inventory Management	Yes	No
<p>By checking “Yes” to any statement, you affirm that each dispensary will maintain the following inventory data in its electronic tracking system:</p> <p>If you check “No” to any statement, you must state the reasoning for doing so at the end of this section. If issued a permit, you must be able to affirm each statement by the time the Department determines you to be operational under the Act and regulations.</p>		
<ul style="list-style-type: none"> • Medical marijuana received from a grower/processor. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> • Medical marijuana dispensed to a patient or caregiver. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> • Damaged, defective, expired, or contaminated medical marijuana awaiting return to a grower/processor or awaiting disposal. 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> • Inventory controls and procedures will be established for the conducting of monthly inventory reviews and annual comprehensive inventories of medical marijuana at the facility. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> • The written or electronic record will include the date of the inventory, a summary of the inventory findings, and the employee identification numbers and titles or positions of the individuals who conducted the inventory. 	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PLEASE PROVIDE AN EXPLANATION OF ANY RESPONSES ABOVE THAT WERE ANSWERED AS A “NO” AND HOW YOU WILL MEET THESE REQUIREMENTS BY THE TIME THE DEPARTMENT DETERMINES YOU TO BE OPERATIONAL UNDER THE ACT AND REGULATIONS:

Please limit your response to no more than 5,000 words.

C. PLEASE DESCRIBE YOUR APPROACH REGARDING THE IMPLEMENTATION OF AN INVENTORY MANAGEMENT PROCESS. THIS APPROACH MUST ALSO INCLUDE A PROCESS THAT PROVIDES FOR THE RECALL OF MEDICAL MARIJUANA PRODUCTS AND THE MANAGEMENT OF MEDICAL MARIJUANA PRODUCT RETURNS FROM YOU TO THE ORIGINATING GROWER/PROCESSOR:

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II. Inventory Management Systems

A. Overview

Kind Kare's dispensary inventory management systems include FlowHub, an electronic tracking system providing additional opportunities to increase control over medical marijuana. FlowHub is highly customizable, cloud-based Point of Sale (POS) system. The system has an ability to log, verify and monitor the receipt of medical marijuana product from a grower/processor, the verification of the validity of an identification card presented by a patient or caregiver, the dispensing of medical marijuana product to a patient or caregiver, the disposal of medical marijuana waste and the recall of defective medical marijuana. The system is also capable of seamlessly integrating with application programming interface (API) designed for government's data reporting requirement, enabling dispensary with real time, hassle-free compliance with government's marijuana enforcement tracking requirements. Instead of a human entering data into government reporting system by physically logging into the government's web-based portal, and typing on the keyboard to enter the data, FlowHub automatically reports the data by syncing chain of custody events as they happen in real time, including corrections. FlowHub system uses a hand-held scanning device capable of scanning barcode on the product label, and patient's medical marijuana card.

Handling marijuana requires a system to track the packaged material back to the source for both Quality Assurance and compliance. The system records data necessary for tracking compliance and automatically store necessary information, increasing transparency.

Daily Inventory can be performed quickly and efficiently, by simply scanning the barcodes on the product or on the box containing products shipped to the dispensary, at which point the system will count and compare actual inventory against expected inventory.

The system can track employee ID badges for complete chain of custody logging. The employee ID will have RFID chips embedded for location tracking purpose. Information from the inventory system, along with RFID monitoring of employee badge locations, and video recordings of motion-sensing cameras, either gain or loss in accounting for the product is resolved.

B. System Audits

To prevent diversion opportunities, an employee appointed by the Director of Security will conduct system audits in Kind Kare's dispensaries. Audit procedures will ensure a full inventory of medical marijuana product forms in each location monthly, as a minimum requirement. The Quality Control Unit will develop and employ standard deviation measures utilizing historical data to evaluate the activities of all system users and purchases.

Any inventory discrepancies discovered will be reported to the Director of Security. Any discrepancies discovered during a shift will be resolved before the end of the shift. The Director of Security will report all unresolved inventory discrepancies to the government and law enforcement authorities as necessary. The Director of Security will monitor unresolved inventory discrepancies on a daily basis. The Director of Security will approve the reconciliation entry of any inventory discrepancy.

C. Reporting

The store manager will ensure that inventory management systems used in the store operations can provide reports that detail:

- A “total inventory in storage” by lot and batch number for each form. An “all events” report will provide detail on all user activity and transaction types within a time frame, and will be able to be tailored to specific data requirements, such as individual items or users.
- A “controlled substances vault compare” report will allow administrators to cross-reference the inventory that moves out of the vault to display area, dispensing rooms, or any other locations. Transactions that do not match show up on this report by location, item, quantity, date, time, and employee ID.
- A “review send” report will provide detailed information regarding the removal of medical marijuana products from the store, specifying the user, time, date, item, quantity, and intended destination (e.g., to a third-party testing lab or back to the grower/processor dispensary).
- A “purchase history” report helps to trend the receipt of medical marijuana into inventory and monitor purchase patterns.

D. Inventory Records

The store manager will oversee daily paper and electronic entry of all inventory transactions. Each day, the employee responsible for opening the dispensary will record beginning inventory into the inventory transaction log maintained outside of the point of sales system for redundancy. Ending inventory for each shift will also be logged.

The dispensary will maintain an inventory log to record:

- The date of each inventory process;
- A summary of the inventory findings; and
- The names, signatures, and titles of the individuals who conducted the inventory.

E. Inventory Management in relation to Waste Disposal

As part of inventory management, the Director of Security is responsible for developing and implementing operational procedures for inventory management for waste disposal that are in compliance with Department regulations and state and local law. The security officers are responsible for oversight of all inventory management activities and for implementing and enforcing the policies and procedures at the dispensary.

Inventory management systems will accurately produce, upon request, reports on all medical marijuana products stored, and disposed products.

All waste composed of or containing medical marijuana products (e.g., expired, contaminated, or otherwise unusable medical marijuana products), will be stored, secured, and managed in accordance with applicable state and local laws and regulations. Additional waste disposal provisions, if necessary,

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will include detailed plans for excess product disposal, liquid, and solid waste disposal based on guidelines from government regulatory agencies.

F. Real-time Inventory Required

The store manager is responsible for the accurate real-time reporting of medical marijuana products inventory including:

- Medical marijuana products ready for dispensing.
- All damaged, defective, expired, or contaminated medical marijuana products awaiting disposal.

G. Inventory Controls and Procedures

The store manager, in coordination with the Security Officer, will regularly conduct inventory reviews, and comprehensive inventories of all medical marijuana products stored.

Kind Kare, as mentioned above, will utilize Flowhub, or a similar technology approved by the Department to track inventory at all times. The Store manager will make all necessary changes to procedures and re-train personnel immediately upon discovering any problems in inventory management procedures.

H. Receiving Inventory

Upon scheduled delivery, a manager and a Security Officer must inspect medical marijuana product packaging for tampering, inventory, and account for on video and in the inventory system all medical marijuana products.

Each employee must confirm by signature the accuracy of the packing slip, identification numbers, number of containers, the total inventory count, and the accuracy of the entry of the inventory into the inventory management system. Containers will be physically examined for evidence of tampering. Any discrepancy will be reported to the Store manager immediately for investigation. Unresolved discrepancies will be reported as required in the reporting and notifications policies and procedures.

III. Product Returns

It is Kind Kare policy to accept medical marijuana products returned by a patient or designated caregivers. Product returned by patients or caregivers will not be re-dispensed to another patient. Upon receipt, dispensary personnel will immediately place any medical marijuana product whose packaging has been opened in a sealable, tamper indicating container. Dispensary personnel will log the reason (if any) why the product is returned. Products returned for any type of complaint will be documented.

The dispensary will hold any products returned by patients or caregivers in a separate designated location for return to manufacturing, and subsequent investigation or destruction. The product will be clearly labeled as a patient return and a record of all returned products, their strength, lot number, quantity and reason for its return (if known) will be maintained.

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The dispensary will maintain a patient specific log of all medical marijuana products with the brand, administration form, lot number(s), dosage and dates dispensed and any product returned by a patient or designated caregiver.

Packaged medical marijuana products that become damaged, short dated or returned by a customer will be securely stored at the dispensary until they can be properly transported to the manufacturer. Excessive inventory of usable packaged product at one dispensary may also be returned for restocking at another dispensary in accordance with this written procedure.

A. Transporting the Returned products

Prior to its return, a shipping manifest with the product name(s), quantities, lot numbers and any other required information will be prepared, accurately documenting every medical marijuana product to be included in the shipment. A copy of the completed shipping manifest will be requested to be transmitted to the dispensary at least two business days prior to transport.

All medical marijuana products will be transported in a locked, safe and secure storage compartment that is part of the transporting vehicle and not visible from outside the vehicle.

All return shipments will travel directly to the manufacturer and will not make any unnecessary stops in between. Shipment delivery times will be randomized.

All transport vehicles will be staffed with a minimum of two employees and at least one transport team member will remain with the vehicle at all times that the vehicle contains medical marijuana products. Transport team members will have access to a secure form of communication with the manufacturer at all times that the vehicle contains medical marijuana products.

The transport team will possess a copy of the shipping manifest at all times when transporting products and will produce it to authorized government representatives or law enforcement officials upon request.

IV. Withdrawal or Recall

A. Objectives of withdrawal and recall procedures

Immediately upon discovering a defective product or being informed by the manufacturer of an affected product, dispensing of that product will be stopped. Once the dispensing has stopped, it is the responsibility and obligation of the store manager to contact any and all patients who may have been in contact with the product as well as the government about the withdrawal or recall. The affected product will be removed from the store, and finally disposed of properly. In summary, our process will be:

- Stop dispensing of the affected product;
- Immediately notify management, patients, and the Department about the withdrawal or recall by direct call, press release, and other appropriate notifications;
- Efficiently remove the affected product from the patient population;
- Remove the affected product from storage and dispensing areas;

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- Dispose of the affected product;
- Conduct a root-cause analysis and report the effectiveness and outcome of the recall; and
- Conduct a post-recall meeting for evaluation.

B. Classification of a withdrawal or recall

The classification of a recall typically involves the presence of bacteria or a substance that may cause a potential allergic reaction. Otherwise, the term withdrawal will be used.

C. Types of withdrawal and recall events

The following examples would constitute an incident requiring a withdrawal or recall:

- Malicious contamination.
- Product found with a pesticide residue above permitted legal limits or with an illegal/restricted chemical upon lab testing or as part of an investigation to a customer complaint or report of an adverse event.
- Known, assumed, or suspected product contamination by chemical, physical (e.g., plastic, glass, wood, metal, or pest), or microbiological hazards (e.g., including blood contamination).
- Incorrect labeling that may constitute a breach in food safety, quality, regulatory, or legal standards.
- Notification from the manufacturer that any of the above had occurred to a product prior to supply.

D. Verification required for recall procedures

Any determination by the chief clinical officer to implement recall procedures must be supported by test results or other scientific documentation or expert opinion. An assessment will be conducted to determine the procedures to implement. The following points will be considered:

- Investigation of whether or not any disease or injuries have already occurred from the use of the product.
- Assessment of hazard to various segments of the population (e.g., immune compromised patients, surgical patients etc.) who are expected to be exposed to the product being considered, with particular attention paid to the hazard to those individuals who may be at greatest risk.
- Assessment of the degree of seriousness of the health hazard to which the population at risk would be exposed.
- Assessment of the likelihood of the occurrence of hazard.

E. Class of withdrawal or recall event

A withdrawal or recall event will be assigned to one of the following classes by the chief clinical officer:

- Class 1: an emergency in which the consequences of use or exposure to the product are life threatening or involve a serious adverse health consequence.
- Class 2: a situation in which the use of, or exposure to, a contaminated product may cause temporary adverse health consequences or where the probability of serious adverse health consequence is remote.
- Class 3: a situation in which the use of, or exposure to, the product is not likely to cause adverse health consequences.

F. Withdrawal and Recall Team

A team responsible for traceability is required for any withdrawal or recall event. The team is responsible for coordinating all aspects of a withdrawal or product recall. A recall coordinator is to be appointed by the chief clinical officer and members of a recall team will be identified from the various functional areas.

G. Executing a Withdrawal or Product Recall

The required process to be followed includes:

- Assembling the withdrawal or recall team, ensuring adequate resources are available for the severity of the issue.
- Gathering all information collected in the tracking process.
- Detaining and segregating all products to be recalled which are in the store or under store's control. Adhere a DO NOT DISTRIBUTE sign and complete the Withdrawal and Recall Log component of the Incident Log.
- Sending a Notification of Recall to the affected customers.
- Notifying the Department within twenty-four hours.
- Ensuring the following information is accurately provided:
 - Name and Product Code of the withdraw/recalled product(s).
 - Production date(s) of the withdraw/recalled product(s).
 - Reason for the withdrawal/recall.
 - Quantity of withdraw/recalled product(s) distributed.
 - Quantity of withdraw/recalled product(s) in inventory (for internal use only).
 - Area(s) of distribution and customers affected (for internal use only).
- Coordinating and monitoring the recovery of all affected product(s).

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- Conducting a reconciliation of the total quantity of recalled product and affected product in inventory against the total quantity produced.
- Randomly removing and submitting samples of recalled product(s) to an independent laboratory for testing as appropriate.
- Disposing of the affected product in a manner consistent with Kind Kare’s waste disposal policies and procedures, retaining in a safe and secure manner any portion of the affected product necessary for additional testing and analysis.
- Collecting testing results and discussing the results and corrective actions that may be required with the Department.
- Preparing a Withdrawal and Recall Report in coordination with chief clinical officer.

V. STANDARD OPERATING PROCEDURES

A. INVENTORY MANAGEMENT

1. PURPOSE/POLICY:

It is Kind Kare’s policy to maintain transparent and traceable record of inventory at all times.

2. RESPONSIBILITIES:

It is the responsibility of the store manager to maintain the inventory systems, ensure the recording practice according to Kind Kare’s standard procedures.

3. PROCEDURE:

Ordering

- Medical marijuana products are ordered once a week based upon need and current inventory determined by the Assistant Manager or the Store Manager on schedule.
- Create a Purchase Order in Flowhub to send to vendors.

Receiving

- All deliveries must be accepted by a manager. No other employees in the store have the authority to accept deliveries.
- The manager must account for all RFID tags and the correctness of the data in the Inventory Tracking System.
- Deliveries must be accepted at the exact time of delivery.

Internal Transfers

- When it necessary to move inventory from a designated store to another store, or back to the manufacturer a wholesale transfer must be made. It is necessary to create an invoice and

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share this with the Accounting Department and the store receiving the product. Any items transferred from a designated store must have an invoice associated to track this inventory and associated costs.

Inventory count preparation

- Each store is required to count and reconcile all inventory categories weekly. Once reconciled, a reconciliations report must be generated using the inventory snapshot template, and report to the Compliance Team.
- Each vendor delivery should be correctly counted upon delivery. Use accountability count sheets to verify deliveries.
- Have an “intake” or accountability sheet for deliveries; the employee responsible for intakes for delivery should sign off on their counts to ensure the correct items and quantity were delivered.
- Use a “sign-out” sheet for when items are pulled from back-stock in the vault, and moved to the floor for sale. Ensure back stocks are organized in set numbers in sealed increments of a pre-determined number, e.g., 10 to 25. To re-stock, only use the set number that is understood by the whole team.
- Back-stock count: For more efficient and accurate counting, have the majority of the inventory stored, counted, and sealed in the vault.
- Schedule inventory count while the shop is closed.

Inventory Count and Count-Sheets

- It may be helpful to categorize the counts into Back-Stock (sealed and pre-counted), and Floor-Stock.
- Use FlowHub to find the counts of current inventory, and match it up with physical counts: Log into FlowHub account → Inventory → Reconcile-->Start a reconciliation.
- Have the group count together, and call out the “back-stock” quantity, floor-stock quantity, and display quantity for each item. Then add those counts together.
- If counts come up short or above what’s recorded in Flowhub, complete a second count to ensure accuracy.

Inventory Reporting

- Follow FlowHub instructions on entering the discrepancies in the reported and physical count, if any, and create the reporting form.

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B.

C. MEDICAL MARIJUANA PRODUCT RECALLS

1. PURPOSE/POLICY:

It is corporate policy to immediately cease dispensing of medical marijuana products that no longer conform to their written specifications. Any dispensed products with the potential to cause adverse health consequences will be immediately recalled from the impacted certified patients or their designated caregivers. All product recalls will be promptly reported to the appropriate authorities.

2. RESPONSIBILITIES:

It is the responsibility of all assigned personnel to properly follow these written procedures and management's instructions in the event of a product recall.

It is the responsibility of the Chief Clinical Officer to oversee the proper execution of any product recall or withdrawals and their timely reporting to the appropriate authorities.

It is the responsibility of the company Chief Executive Officer to evaluate product concerns brought to his/her attention and initiate any necessary product recalls.

3. DEFINITIONS:

Product recall: a situation in which there is a reasonable probability that product use or exposure may cause temporary reversible health consequences, serious adverse health consequences or death. Product recalls are conducted down to the level of each individual certified patient or designated caregiver.

Market withdrawal: A situation in which product use or exposure is not likely to cause adverse health consequences. Market withdrawals are conducted down to the level of each dispensary.

4. PROCEDURE:

- The unique dispensing history of each lot of medical marijuana product is maintained by manufacturing to facilitate any necessary product recall or market withdrawal.
- The dispensing history of each lot of medical marijuana product is maintained by each dispensary as a patient specific log of medical marijuana products with the brand, administration form, lot number(s), dosage and dates dispensed to facilitate any necessary product recall.
- The Chief Clinical Officer will review the available information and inform the company Chief Executive Officer who will make the final determination to withdraw or recall any products. The Chief Clinical Officer will report all product recalls or withdrawals to the appropriate authorities within twenty-four hours of their occurrence.
- Kind Kare will immediately cease dispensing and quarantine any withdrawn or recalled product for return to the manufacturing site.
- The dispensary will promptly contact the individual certified patient or designated caregiver who received a recalled product. Patients and caregivers will be instructed to cease using the

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product and return it to the dispensary for replacement. The dispensary will quarantine any returned recalled product for its subsequent return to the manufacturing site.

- Upon notification by the appropriate authorities, any individual lot or all lots of medical marijuana products will be recalled or withdrawn and held under quarantine in accordance with this procedure. If directed by the appropriate authorities, any recalled or withdrawn products will be properly destroyed.
- Kind Kare will conduct a thorough investigation of all product withdrawals and recalls initiated on its own by utilizing sound scientific principles. Whenever appropriate this will include product retesting according to written specifications. Investigation findings will be reviewed with production and compliance to identify likely root cause(s) and potential corrective or preventive actions.
- Kind Kare will submit the results of this investigation and a recall effectiveness check to the appropriate authorities within 15 calendar days of any recall or as requested by the department.
- Kind Kare will maintain for five (5) years all records required by this Standard Operating Procedure. Copies will be made available to the appropriate authorities upon request.

D. CUSTOMER PRODUCT RETURNS

1. PURPOSE/POLICY:

It is corporate policy to only accept medical marijuana products returned by a patient or designated caregiver at dispensing facilities.

2. RESPONSIBILITIES:

It is the responsibility of all dispensary employees to properly follow this procedure as written.

It is the responsibility of the Store manager to ensure that dispensary personnel follow this procedure.

3. PROCEDURE:

- Dispensaries will maintain a specific log of all medical marijuana products with the brand, administration form, lot number(s), dosage and dates dispensed, and any product returned by a patient or designated caregiver.
- Upon receipt, dispensary personnel will immediately place any medical marijuana product whose packaging has been opened in a sealable, tamper indicating container.
- Dispensary personnel will ask the patient or designated caregiver the reason (if any) why they are returning the product. Products returned for any type of complaint must be documented.

Section 15 – Diversion Prevention

A. PLEASE PROVIDE A SUMMARY OF THE PROCEDURES THAT YOU WILL IMPLEMENT AT EACH PROPOSED FACILITY FOR THE PREVENTION OF THE UNLAWFUL DIVERSION OF MEDICAL MARIJUANA AND MEDICAL MARIJUANA PRODUCTS, ALONG WITH THE PROCESS THAT WILL BE FOLLOWED WHEN EVIDENCE OF THEFT/DIVERSION IS IDENTIFIED:

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0) Anti-Diversion Measures

1) Overview

Kind Kare dispenses medical marijuana products, which are a controlled substance with strong financial incentives for diversion. Security is a top priority of Kind Kare and a primary job duty of all managers. Diversion includes, but is not limited to, employee or third-party theft or transfer of medical marijuana products by an employee, patient, or caregiver to an unqualified individual. Best practice dictates that Kind Kare demonstrates control and security over its controlled substances inventory.

Kind Kare will implement several protocols to ensure the prevention of diversion including secure storage policies. Company policies include strict security measures to prevent employee or third-party theft or transfer of medical marijuana products by a certified patient to an unqualified individual. Chain of custody is designated as a primary job duty of all employees and managers, reinforcing a company-wide culture of responsibility. The Director of Security will be responsible for the development and implementation of all anti-diversion measures.

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Specific considerations regarding anti-diversion are contained throughout our policies. These policies include methods for data collection and employee accountability achieved through procedures for identifying, recording, and reporting diversion, theft, or loss. Access to manufacturing areas is restricted to employees and regulators and based on their granted level of security access. Access to each separate functional area is granted to an employee based on his or her experience, tenure, and level of responsibility. Extensive training of employees will ensure that all staff is informed of security and anti-diversion measures and properly trained to comply with all policies and procedures. Kind Kare's POS software tracks all medical marijuana products' movements inside the dispensary at all times. This information can be matched up with information from security cameras, and RFID readers throughout the dispensary that track the location of all employee ID cards at all times.

The dispensing of medical marijuana products to patients or designated caregivers will only occur at Kind Kare' dispensing facilities. Medical marijuana products will not be dispensed from the company's cultivation and manufacturing facility.

2) *Patient Diversion Education*

Each new certified patient or designated caregiver will be advised by the employee responsible for the intake process that diversion is a crime and their registration as a patient will be impacted by any diversion incident. Each patient will receive a safety insert with each product that includes language stating that the certified patient may not dispense medical marijuana product to anyone else. Additionally, each patient will be advised that Kind Kare will refuse service to any patient or caregiver who is suspected of diversion or smurfing, the act of visiting multiple dispensing facilities in order to gain medical marijuana products in excess of allowed limits.

3) *Diversion Prevention Procedures*

4) *Employee Background Check*

Kind Kare will not employ anyone who has been convicted of any felony of sale or possession of drugs, narcotics, or controlled substances, or who has a history of theft or diversion based on a background check report. Any employee that is discovered to have a history of theft or diversion that was not disclosed during the job interview process will be prohibited from accessing medical marijuana products, and placed on further training immediately upon the discovery.

5) *Employee Training*

Extensive training of all Kind Kare employees will ensure that all staff is both knowledgeable of security and diversion issues and properly trained to comply with all required security measures.

5) *Access to Dispensary*

No person, will be allowed in the secure area unless they are an authorized Kind Kare employee or a registered visitor. A certified patient or designated caregiver with a valid registry identification card will be allowed in the public area in which medical marijuana products are placed in locked shelves. Anyone without a valid registry card will remain in the waiting area in which there is no medical marijuana is present.

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7) *Employee Access to Medical Marijuana Products*

To discourage diversion, all corridors are monitored with video cameras. All doors require employee identification badge to open. Employees are instructed to pass through the door one person at a time, or scan their badges as they pass through the door. Employee badges have embedded RFID chips, which are scanned by RFID readers installed throughout the store, monitoring the locations of the employees at all times while employees are on the premises. Similar to airport TSA procedures, all employees including security staff and executives will be randomly searched upon leaving the facility.

8) *Dispensing Facility Design*

The dispensing facilities are divided into a public waiting area, a secured patient and caregiver waiting area, and areas restricted to authorized employees. Security Officers on duty will ensure only certified patients and caregivers are in the secured waiting area. Access to restricted areas, including the sales area, storage areas, and delivery area is located behind locked doors that can be opened only by employees with access privileges. Certain areas in the restricted area will be even further restricted to employees based on level of responsibility.

9) *Visitors Access to Medical Marijuana Products*

All persons who are not employees, certified patients, or designated caregivers, but who have been authorized, in writing, to enter the facility by the government authority will obtain a visitor identification badge from the dispensary manager prior to entering the dispensing facility. A facility employee will escort and monitor the visitor at all times while the visitor is in the facility. The visitor identification badge will be visible at all times. The facility will require the visitor to return the identification badge to a facility employee upon exiting the facility.

Each dispensary will maintain a visitor log, which will include the name of the visitor (verified), date, time, and purpose of the visit. The visitor log will be available to the Department at all times during operating hours and upon request.

If an unforeseen circumstance requires the presence of a visitor and makes it impractical for a facility to obtain prior authorization from the government, the facility will record in the visitor log, the name of the visitor, date, time, purpose of the visit, and the facts upon which the access was granted.

10) *Inventory Management and Point of Sale System*

The inventory management and point of sale system provides additional opportunities to increase control over marijuana and medical marijuana products. Unit Managers will review entries and transactions in accordance with the unit-specific schedule.

11) *Environmental Scanning*

The Director of Security will regularly review information from external sources including law enforcement, trade and patient associations, advocacy groups, list serves, web forums, and patients and caregivers related to factors that may impact the incentive for diversion (i.e., system-wide shortages, changes in law, rapidly increasing patient registrations, etc.). If the Director of Security concludes that a change in diversion risk

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based on environmental factors exists, a risk mitigation plan will be developed and implemented.

2) *Packaging and Labeling*

Medical marijuana products will be packaged in child-resistant and tamper-proof or tamper-evident, light-resistant unit-doses (i.e., 1g Medical Marijuana Product (MMP)) packaging. For deliveries from the manufacturing facility to the dispensing facility, tamper-proof tape and single-use identification coding will be used to secure containers. All packaging and labeling must be in accordance with the Kind Kare policies and procedures for packaging, labeling, product storage, and delivery.

3) *Receiving Medical Marijuana Products*

All medical marijuana products delivered to the dispensing facility will be documented in the inventory control and point of sale system in accordance with government regulations and Kind Kare policies and procedures.

Two employees, one being a Security Officer, are required to receive any medical marijuana products into inventory. The entire transaction will be recorded. Each employee will confirm by signature the accuracy of the delivery invoice, identification numbers, number of containers, the total inventory count received, and the accuracy of the entry of the inventory into the inventory management system in accordance with the inventory management policies and procedures.

4) *Storage of Expired and Wasted Medical Marijuana Products*

All medical marijuana products awaiting disposal will be stored in a locked container, recorded, and disposed of in accordance with the waste disposal policies and procedures.

Section 16 – Sanitation and Safety

A. PLEASE PROVIDE A SUMMARY OF THE INTENDED SANITATION AND SAFETY MEASURES TO BE IMPLEMENTED AT EACH PROPOSED FACILITY LISTED IN THE PERMIT APPLICATION. THESE MEASURES SHOULD COVER, BUT ARE NOT BE LIMITED TO, THE FOLLOWING: A WRITTEN PROCESS FOR CONTAMINATION PREVENTION, PEST PROTECTION PROCEDURES, MEDICAL MARIJUANA PRODUCT HANDLER RESTRICTIONS, AND HAND-WASHING FACILITIES.

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Sanitation and Safety Measures

Sanitation

Kind Kare will establish, maintain and follow standard cleaning procedures for all equipment and utensils used in the dispensing of its products.

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Cleaning and Sanitation SOPs

The Director of Facilities will assign adequate personnel for the cleaning of all dispensing equipment and oversee the proper performance of cleaning and sanitation SOPs to ensure sanitary dispensing equipment. One or more qualified personnel will be assigned to supervise overall sanitation. Each of these supervisors will be qualified by education, training, or experience to develop and supervise sanitation procedures.

Kind Kare will maintain SOPs addressing written procedures to be implemented for the cleaning of equipment and utensils used in the dispensing or holding of all products. These written procedures, schedules, and logbooks will include:

- Assignment of responsibility for cleaning equipment.

A description in sufficient detail of the methods and materials used for cleaning and the methods of disassembling and reassembling equipment to ensure proper cleaning.

Measures for the protection of clean equipment from contamination prior to use.

Required inspection of equipment for cleanliness immediately before use.

Cleaning Operations: Clean, Inspect, and Approve

Based upon the individual equipment design, the following sequence of cleaning operations will be performed upon the completion of each batch of product

- Upon the completion of a dispensing operation, equipment will be disassembled and all moveable parts removed so that the equipment can be properly cleaned.
- All exterior surfaces will be sanitized and the interior cleaned with an approved detergent mixed with water and then rinsed thoroughly with tap water.
- Finally, all surfaces that come in contact with components will be sanitized with denatured alcohol and allowed to air dry.
- Upon completion, the employee will fill in the cleaning log and inform their immediate supervisor the equipment is ready for inspection. If necessary, a flashlight or other source of illumination will be used to facilitate this inspection. If the cleaning process has been performed properly, the supervisor will confirm the entry in the cleaning log and sign the cleaning log. If the process needs to be repeated, the supervisor will recheck the equipment after it has been re-cleaned and sign the cleaning log upon approval.
- If applicable, a reduced written disassemble and cleaning procedure may be utilized between sequential batches of the identical product brand, strength, and dosage form.

This cleaning, inspection and approval sequence is also performed for all production utensils including cultivation tools, mixing paddles, spatulas or measuring devices except the individual utensils are not documented in a cleaning log.

The Quality Control Unit will audit or check equipment cleaning and its documentation on a random basis several times a month. These reviews will include an inspection of the actual equipment cleanliness and the accuracy of all cleaning documentation.

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The Director of Quality Assurance will ensure all employees involved are trained to properly clean assigned equipment and document the process.

All cleaning records required by this procedure will be retained for at least five years after dispensing of the last batch of product utilizing that equipment.

Employee Safety, and Manufacturing Safe Product

Kind Kare values employee and product safety above all other operating principles, because both have direct impact on patient safety. As a producer of medical marijuana products, our company is responsible for distributing uncontaminated, effective, consistent, and safe medical marijuana products to qualified patients. As an employer, our company is responsible for the safety of our employees.

Safety Roundtable

The General Manager and Director of Quality Assurance are responsible for the development and implementation of policies and procedures that adopt the safety of all our stakeholders as the foremost concern. Both employees will identify and mitigate department-specific safety considerations. The General manager, in coordination with the Inventory Manager, will also develop, implement, and maintain processing practices that protect medical marijuana plants from contamination, and maintain the quality of the plant.

Contamination Prevention Measures

Dispensing Room

Our dispensing room will be equipped with state of the art ventilation system to avoid cross-contamination. In areas where air contamination occurs during production, there will be adequate exhaust or other air handling systems to control any airborne contaminants. Our facility will feature separate and defined areas with specific environmental controls designed to prevent cross-contamination and mix-ups of components, marijuana, or product forms during any operation.

Dispensing of liquid, tincture, or oil will be done under a lamina flow hood. The hood is equipped with UV decontamination units. Employees will be trained on the proper use of the hood, and learn to minimize the exposure of liquid-based products to open-air. The air quality inside the hood will be monitored regularly by conducting bioburden studies. The air quality inside the hood will be maintained according to cGMP quality standards suitable for dispensing pharmaceutical grade products (ISO 100 – 1,000).

Work Flow Design

The flow of various material through the hallways of the dispensary will be timed in a way to minimize and prevent product mix-ups or contamination as much as possible.

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Product Testing

In order to track and prevent contamination incidents, multi-stage testing is imperative. Kind Kare will test all products dispensed at the dispensary by employing representative sampling, and testing the samples at an independent laboratory for contamination.

Excipients Testing

marijuana products are formulated with excipients. Excipients are also tested with the same required testing as marijuana to ensure that they are not adding any contamination to the final products. From time to time, Kind Kare will test excipients used in the manufacture of marijuana products to re-confirm the manufacturer's certificate of analysis. These tests will include at a minimum: HPLC, toxins, pesticides, and metals. If a batch is tested and does not fall within the State's prescribed health and safety levels for any contaminants, it is company policy to investigate the cause of the contamination, and subsequently destroy and remove any contaminated product in a manner consistent with our waste disposal protocols.

Disposal of Contaminated Waste

Always dispose of contaminated waste as required by local and state regulations.

Pest Protection Procedures

See our SOP for Integrated Pest Management.

Medical marijuana handler restrictions

An employee must refrain from direct contact with marijuana if the person has an illness, open lesion, boils, sores or infected wounds, or any other abnormal source of microbial contamination. It is up to the manager to make sure these rules are followed and communicated effectively to the staff.

Hand-Washing Facilities

All persons working in direct contact with medical marijuana will conform to hygienic practices while on duty, including but not limited to:

- Maintaining adequate personal cleanliness.
- Washing hands thoroughly in an adequate hand-washing area(s) before starting work and at any other time when the hands may have become soiled or contaminated.
- Hand-washing facilities will be adequate and convenient and be furnished with running water at a suitable temperature. Hand-washing facilities will be located in the dispensary and where good sanitary practices require employees to wash and/or sanitize their hands, and provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.

Personal Protective Equipment (PPE)

Employees are required to wear protective clothing and equipment as indicated by their department's safe work procedures. These procedures will specifically indicate when, where and what types of equipment are to be worn. The dispensary's General Manager will perform risk assessments of all activities. The assessment will evaluate the types of equipment and

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clothing that protect against damage to eyesight, dust or chemical inhalation or ingestion, skin or bodily exposure to caustic or toxic chemicals, and falling objects.

The General Manager will implement and maintain the PPE program. The program will be compliant with OSHA and EPA standards and address: hazards present; selection, maintenance, and use of PPE; and training and monitoring.

Kind Kare will provide employees appropriate personal protective equipment and training. The training will include decontamination procedures. Standard PPE required for all cultivation employees includes:

- Accessible eye wash stations with sufficient quantities of potable water.

Uniforms with some level of fire resistance.

Chemical resistant gloves.

N-95 or P-100 disposable respirators.

Tyvek coveralls for employees performing dispensing applications.

Emergency Response

The General Manager will post and maintain an emergency contact list in several areas of the facility. All cultivation employees will be properly trained in department specific Incident Response. Material Data Safety Sheets (MDSS) for all chemicals used in the cultivation facility will be organized, accessible to all cultivation employees, and placed available for review by any employee or visitor.

Chemical Spill

All cultivation employees will be appropriately trained on spill response. Every employee is responsible for participating in spill response activities. A fully stocked spill kit will be maintained in the cultivation facilities. Areas with high spill risk will be stocked with a mobile spill kit for immediate mitigation.

Fire

Dispensing facilities have a relatively low risk of fire. The General Manager will schedule regular infrastructure and equipment maintenance in order to reduce fire risk and other potential hazards.

Flammable materials will be stored in a fire locker and properly labeled for first responder identification. All areas of egress will be properly signed in accordance with NFPA 704 standards. Our facility will comply with all local fire codes. Fire extinguishers will be maintained annually. All employees will be properly trained in fire prevention and mitigation measures.

Workplace Safety Training

All employees will receive function specific safety training and comply with all documented safety policies and procedures as a condition of employment.

Operating unit managers will include workplace safety training for new employees with annual updates. This general safety training will include a review of:

- Personnel accident reporting and investigation policies
- Fire prevention and response plans

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- Materials handling and hazard communications policies, including maintenance of material safety data sheets (MSDS)
- Personal protective equipment policies.
- Emergency contacts.

Inspection Schedules

Every equipment will be visually inspected for cleanliness before use. In addition to scheduled, regular inspection of equipment for cleanliness and operability, there will be unannounced, random inspection of equipment. Each inspection and its finding will be recorded in the equipment inspection log book.

In the dispensary, early identification of pest infection is crucial. Each dispensing agent must be trained on and responsible for recognizing signs indicating medical marijuana products unsuitable for human consumption.

Regular sampling of the product, environment, water, swab of equipment will be conducted as part of regular inspection of the facility. The facility's cleanliness of the air will be measured by monitoring the amount of air-borne microorganism and dust. A dramatic increase in bioburden, or high-than-normal level will trigger an investigation to determine the potential source of contamination.

STANDARD OPERATING PROCEDURE EQUIPMENT DESIGN AND MAINTENANCE

PURPOSE/POLICY:

It is corporate policy to use, clean and maintain equipment according to its manufacturer's recommendation.

RESPONSIBILITIES:

It is the responsibility of all company personnel to utilize equipment only for its designated purposes.

It is the responsibility of each department's assigned personnel to properly maintain all equipment utilized.

It is the responsibility of the manager of each department to oversee the safe, reliable usage of equipment utilized by their staff and ensure compliance with this Standard Operating Procedure.

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PROCEDURE:

- Equipment will be constructed so surfaces that contact the components, in-process materials or products will not be reactive, additive or absorptive and alter the safety, identity, strength, quality or purity of any medical marijuana product beyond its established specifications.
- Substances required for operation, such as lubricants, will not come into contact with product components, packaging, in-process materials or finished products and alter the safety, identity, strength, quality or purity of the medical marijuana product beyond its established specifications.
- Equipment will be maintained and sanitized at appropriate intervals to prevent malfunctions or contamination that would alter the safety, identity, strength, quality or purity of the medical marijuana product beyond its established specifications.
- Written programs will be established and followed for the maintenance of equipment used in the manufacture, processing, packing or holding of all products. These written procedures, schedules and logbooks will include:
 - Assignment of responsibility for maintaining the equipment
 - Maintenance schedules, including, where appropriate, sanitizing schedules
 - A description in sufficient detail of the methods, equipment and materials used in the maintenance operations
 - All major pieces of equipment will be uniquely identified and have a dedicated equipment maintenance log. Written records of the equipment maintenance (except for routine in-process adjustments) will include the date, time and identification of the previous product and lot number processed with that equipment.
 - The person performing equipment maintenance will date and sign or initial the log indicating that the work was performed. Entries in the log will be in chronological order.
 - Automatic, mechanical or electronic equipment will be routinely calibrated, inspected or checked according to a written program designed to assure proper performance. Written records of those calibration checks and inspections will be maintained.
- Any equipment record that is required to be maintained in compliance with this procedure will be retained for at least five years after dispensing of the product utilizing that equipment.
- Filters for liquid filtration used in the manufacture, processing or packaging will be of adequate design for their intended purpose. The use of an asbestos-containing filter is prohibited.
- Appropriate controls will be exercised over computer or related systems to assure that any changes in master production control records or similar documentation are instituted only by authorized personnel. Input to and output from the computer or related system of

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formulas or other product manufacturing data will be checked for accuracy. The degree and frequency of input/output verification will be based on the complexity and reliability of the computer or related systems. Accurate backup files of data entered into computer system will be maintained.

EQUIPMENT CLEANING PROCEDURES

PURPOSE/POLICY:

It is corporate policy to establish, maintain and follow standard cleaning procedures for all equipment and utensils used in the dispensing of products.

RESPONSIBILITIES:

It is the responsibility of all employees involved to properly clean assigned equipment and document this equipment cleaning according to these established, written procedures.

It is the responsibility of the store manager to assign adequate personnel to clean all equipment utilized by their staff and oversee the proper performance of these written cleaning procedures.

It is the responsibility of Quality Assurance to monitor the equipment cleaning and its specified documentation to ensure compliance with this Standard Operating Procedure.

PROCEDURE:

There will be written procedures established for the cleaning of equipment, including utensils, used in the dispensing or holding of all products. These written procedures, schedules and logbooks will include:

- Assignment of responsibility for cleaning equipment

- A description in sufficient detail of the methods and materials used for cleaning and the methods of disassembling and reassembling equipment to assure proper cleaning

- Removal of all previous batch identification prior to processing the next batch of material

- Protection of clean equipment from contamination prior to use

- Inspection of equipment for cleanliness immediately before use

- All major pieces of equipment will be uniquely identified and have a dedicated equipment cleaning log. Written records of the equipment cleaning will include the date cleaned, product or material processed and the lot number or other appropriate identification for each usage of that equipment.

Based upon the individual equipment design, the following sequence of cleaning operation will be performed upon the completion of each batch of product. Upon the completion of a manufacturing or packaging operation - disassemble or remove all moveable parts so that the

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equipment can be properly cleaned.

Rinse and/or wipe all exterior machine surfaces with tap water.

Wash the equipment interior with an approved detergent mixed with water and then rinse thoroughly with tap water. Exercise caution to prevent water from entering electrical motors and connections.

Rinse interior and all other product contact surfaces with denatured alcohol and allow to air dry.

If applicable, a reduced written disassemble and cleaning procedure may be utilized between sequential batches of the identical product brand, strength and dosage form.

The persons performing and double-checking the cleaning will initial and date the equipment log indicating that the work was performed. All entries in the log will be in chronological order.

Upon completion, the individual who performed the cleaning will enter the required information in the equipment cleaning log and inform the Supervisor to inspect the equipment for completeness of cleaning. If necessary, a flashlight or other source of illumination may be used to facilitate this inspection.

If cleaning has been performed properly, the Supervisor will check the entry in the cleaning log and sign the cleaning log if he/she approves.

If the Supervisor does not approve the equipment is clean, the procedure will be repeated. The Supervisor will recheck the equipment after it has been re-cleaned and sign the cleaning log upon approval.

This cleaning, inspection and approval sequence is also performed for all production utensils including mixing paddles, spatulas or measuring devices except the individual utensils are not documented in a cleaning log. Individual cleaning logs are maintained for only the uniquely identified major pieces of equipment.

Quality Assurance will audit or check equipment cleaning and its documentation on a random basis several times a week. Such checks will include the actual equipment cleanliness (if currently clean) and the timely/accurate cleaning log documentation.

All cleaning records required by this procedure will be retained for at least five years after dispensing of the product utilizing that equipment.

MEDICAL MARIJUANA PRODUCT HANDLER GUIDELINES

PURPOSE/POLICY:

It is corporate policy to ensure the safety of our products through policies and procedures that prevent the communication of disease through human contact during the manufacturing process.

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RESPONSIBILITIES:

It is the responsibility of the General Manager to ensure that all agents handling marijuana and components do not transmit disease or pathogens due to an illness.

PROCEDURE:

The General Manager will monitor the health of all employees.

In the event the General Manager believes an agent responsible for the handling of marijuana or components is ill, they will terminate the employee's shift immediately.

If upon return to work, the General Manager still suspects the employee is ill, he or she must require the employee to obtain a physician's release to return to work in the facility.

Employees known to have the following diseases or conditions should stop working at the facility: *Entamoeba histolytica*, *Campylobacter jejuni*, *Vibrio cholerae*, *Giardia lamblia*, *Yersinia enterocolitica*, Hepatitis A, Poliomyelitis, Salmonellosis, Shigellosis, Staphylococcal Infections – Cutaneous, Streptococcal Sore Throat and Streptococcal Skin Infections, Tuberculosis, Typhoid, undiagnosed diarrhea or vomiting.

INTEGRATED PEST MANAGEMENT

PURPOSE/POLICY:

Kind Kare is committed to maintain pest-free environment that provides the highest quality products for patients. Integrated pest management ensures the prevention of pest infestation utilizing natural and organic methods.

RESPONSIBILITIES:

The dispensary's General Manager will ensure a healthy cultivation environment.

PROCEDURE:

Summary

The goal of integrated pest management (IPM) is to apply a combination of control methods to prevent, reduce, or maintain pest populations at non-damaging levels. A summary of pest identification, prevention and treatments are explained below.

Rodenticides can only be used in a location that it will not affect the quality of the medical marijuana product.

The General Manager must implement and monitor IPM practices to predict potential levels of product damage, mitigate risk, and control pests.

Early identification of pest infestations is crucial. There should be a daily routine to check for sign(s) of infestation.

A variety of mechanical, physical, and biological controls must be implemented.

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IPM objectives

Prevention methods utilized:

- Ensure there are no open cracks in cultivation areas.
- Maintaining a controlled environment.
- Traps should be used at all times.

Acceptable methods of IPM

Pests may be controlled through:

- Mechanical or physical controls including but not limited to traps, light, or sound.
- Lures and repellents.
- Substances to prevent or control pests.

Cross-contamination prohibited

The General Manager may use substances to prevent or control pests, provided that measures are taken to prevent contact of the organically produced products or ingredients with the substance used.

Management practices

The Director of Cultivation may implement any practice allowed by the USDA Organic Standards. Regular IPM practices include, but are not limited to:

- Daily monitoring of pest populations;
- Removal of pest habitat, food sources, and breeding areas;
- Utilization of verified "pest-free" supplies;
- Prevention of access to handling facilities;
- Management of environmental factors, such as temperature, light, humidity, atmosphere, and air circulation, to prevent pest reproduction;
- Disposition of infected plants; and
- Evaluation of the cost or prevention in relation to yield and quality improvements.

Recordkeeping

When a nonsynthetic or synthetic substance is utilized to prevent or control pests, the plant management system must be updated to reflect the use of such substances and methods of application.

The record must include a list of all measures taken to prevent contact of the organically produced products or ingredients with the substance used.

The Director of Cultivation must ensure the accuracy of log entries.

Pesticide regulations

Pesticides include rodenticides, insecticides, bacteria/fungi (beneficial), herbicides, arachnidicides, miticides, molluscicides, nematocides, growth regulators and others.

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All pesticide applications must be compliant with Federal Insecticide, Fungicide, and Rodenticide Act (FIFRA), Community Right to Know Act (EPCRA), Occupational, Safety and Health Act (OSHA); and State and local laws.

Label recommendations

Application and storage of pest control products must be in accordance with label recommendations and all regulations.

General IPM checklist

Monitoring practices.

If possible, quarantine all new product entering the dispensing facility for ten days to two weeks.

Document pest populations, record outbreaks, treatment methods, and results in the plant management system.

Facility maintenance practices.

Keep dispensing areas clean and dry, and without other clutter and trash.

Repair cracks, window and door frames, drain areas, and floor joints with sealant to limit pest movement.

Use appropriate traps and baits on a regular basis and replace as needed.

Biologicals and pesticides.

Release biologicals in accordance with instructions.

To the greatest extent possible, avoid disruption of biological controls when utilizing organic pesticides.

Do not apply any chemical substance to the plant in the final three weeks of the flowering cycle.

Turn off air circulation and ensure the ambient temperature is between 59 and 77 degrees.

Adhere to all Restricted Entry Intervals (REI). Place a notice on all points of egress with name of the substance applied and the allowed time of entry.

All employees must receive basic Worker Protection Standard training. Training must include recognizing the signs of pesticide poisoning.

Purchase on demand and use pesticides as soon as possible. Avoid unnecessary storage.

Store pesticides grouped by type in designated areas separated from water sources, maintenance chemicals, nutrients, or supplies in a dry, well-ventilated area.

Dispose of pesticides in accordance with label instructions. Generally, liquid containers must be triple rinsed and punctured before discarding.

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Monitor all IPM treatments and record observations in the plant management system.

CHEMICAL SPILL RESPONSE

PURPOSE/POLICY:

Kind Kare is committed to the safety of all employees. Safety procedures must be followed at all times.

RESPONSIBILITIES:

The General Manager will ensure a safe cultivation environment.

All dispensary employees are responsible for safe operations.

PROCEDURE:

All dispensary employees must be appropriately trained on spill response. Every employee is responsible for participating in spill response activities.

A fully stocked spill kit must be maintained in the dispensary. Areas with high spill risk should be stocked with a mobile spill kit for immediate mitigation.

In the event of a spill, inform the General Manager immediately. The General Manager or Chief Executive Officer must notify necessary parties.

The General Manager will determine the severity of the spill and the toxicity of the chemical and execute the appropriate response.

Remove all non-critical employees from the spill area and address any immediate needs.

Contain the spill. Use necessary PPE. Containment solutions include absorbents and rubber dams.

Place necessary notifications at areas of entry to the spill area.

Dispose of all hazardous waste in accordance with manufacturer instructions and state and local laws.

Decontaminate the spill area in accordance with the MSDS and manufacturer instructions.

The General Manager in coordination with the inventory manager will develop, implement, and maintain processing practices that protect products from contamination and maintain the quality of the marijuana.

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Section 17 – Recordkeeping

A. PLEASE PROVIDE A SUMMARY OF YOUR RECORDKEEPING PLAN AT EACH PROPOSED FACILITY LISTED IN THE PERMIT APPLICATION. THIS PLAN SHOULD COVER, BUT IS NOT LIMITED TO, RECORDS OF INVENTORY AND ALL DISPENSING TRANSACTIONS:

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VI. Recordkeeping

A. Introduction

Kind Kare has developed and adopted procedures for maintaining records that conform to state medical marijuana regulations and best practice for the marijuana and pharmaceutical sectors. Kind Kare will maintain records required for a period of five years and make such records available to the Department upon request.

Kind Kare's recordkeeping policies and procedures as detailed in this section and throughout the Standard Operating Procedures will demonstrate not only compliance with legal and regulatory requirements, but a commitment to full documentation and transparency in all of Kind Kare's operations. Kind Kare maintains strict control over records in order to:

- Provide operating data to management,
- Provide information to advisors and board members,
- Document operations for third-party certifiers and auditors, and
- Maintain a record of operations in case of any insurance claims, legal, or administrative investigation.

B. Confidentiality

Information held by Kind Kare about employees is confidential and will not be disclosed by any employee without the written consent of the individual to whom the information applies or as required under law or pursuant to an order from a court of competent jurisdiction provided; however, the Department may access this information to carry out official duties.

VII. Types of information recorded

The Chief Operating Officer is responsible for recordkeeping, data retention and back-ups to ensure Kind Kare maintains true, complete, and accurate records. The Chief Operating Officer is also responsible for the proper integration of those requirements into policies and procedures. Back-up of all records will be maintained for a minimum of five years. All employees will adhere to recordkeeping policies and procedures unique to their operating unit as a condition of employment. The Chief Operating Officer will authorize the release of any records to a third-party and will report the disclosure of records to the Chief Executive Office. Kind Kare will maintain, at a minimum, the following categories of records:

- Standard operating procedures;
- Inventory records;
- Labeling records;
- Transportation records;
- Environmental monitoring records;
- Laboratory testing results;
- Waste disposal records;

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- Security records;
- Equipment Maintenance records;
- Confidential patient and caregiver records;
- Personnel records and policies;
- Business records

A. Inventory Record

Kind Kare's dispensary inventory management systems include FlowHub, providing additional opportunities to increase control over medical marijuana products. FlowHub is highly customizable, cloud-based Point of Sale (POS) system. The system is capable of seamlessly integrating with application programming interface (API) designed for government's data reporting requirement, enabling dispensary with real time, hassle-free compliance with government's marijuana enforcement tracking requirements. Instead of a human entering data into government reporting system by physically logging into the government's web-based portal, and typing on the keyboard to enter the data, FlowHub automatically reports the data by syncing chain of custody events as they happen in real time, including corrections. FlowHub system uses a hand-held scanning device capable of scanning barcode on the product label, and patient's medical marijuana card.

Handling marijuana requires a system to track the packaged material back to the source for both Quality Assurance and compliance. The system records data necessary for tracking compliance and automatically store necessary information, increasing transparency.

Daily Inventory can be performed quickly and efficiently, by simply scanning the barcodes on the product or on the box containing products shipped to the dispensary, at which point the system will count and compare actual inventory against expected inventory.

The system can track employee ID badges for complete chain of custody logging. The employee ID will have RFID chips embedded for location tracking purpose. Information from the inventory system, along with RFID monitoring of employee badge locations, and video recordings of motion-sensing cameras, either gain or loss in accounting for the product is resolved.

B. Labeling records

Kind Kare incorporates in their quality assurance program several elements that relate to labeling to meet the FDA Quality Systems standards. All labels used in labeling operations will be documented, including the quantities of labels or labeling issued, used, and returned to storage. Narrow limits for the labeling reconciliation will be established, utilizing historical operating data when available to determine the amount of allowed variation in the labeling reconciliation. When a labeling reconciliation falls outside the allowed limits, the quality assurance team will investigate the batch and determine, to the extent possible, the source of the discrepancy. The deviation will be documented, explained, and approved the unit. Kind Kare's policies require the destruction of all excess labeling bearing batch, lot, or control numbers.

Labeling is part of the master record; therefore, all changes to labeling will be made in the formal change control system. Any changes to labeling will be formally reviewed and authorized by the dispensary's General Manager the Director of Science before implementation. When making changes to formulation aspects of a product form and to primary documentation, the management will determine if any secondary items such as labels or instructions are affected and need changing. It is the responsibility of the Chief Science Officer to inform other parties, either internal departments or

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the Department, that a change in labeling content will be made. All new label proofs will be reviewed and approved by the Chief Science Officer.

C. Transportation Records

At any time medical marijuana products or marijuana waste are transported, the following policies will be adhered to:

All deliveries will be accompanied by a trip plan.

- The trip plan will be verified as accurate by the Director of Security and provided by the Director of Security or transporting Security Officer to the receiving location.
- The transporting Security Officer will record the end time of each trip and any variances occurring to the trip plan in the Transportation Event Log.
- Any vehicle accidents will be reported by the transporting Security Officer to the Director of Security or unit manager immediately.
- Any loss or theft of medical marijuana products will be reported by the transporting Security Officer immediately to the Director of Security or unit manager.
- Any manager receiving a loss or theft report from a transporting Security Officer will notify the Chief Operating Officer immediately.
- The Chief Operating Officer will report the occurrence to the appropriate law enforcement agency and the Department immediately.
- The Chief Operating Officer will ensure transportation records are maintained in accordance with regulations and provided to the Department upon request.

D. Environmental Records

Kind Kare stores and dispenses marijuana in a controlled environment. Controlled environments provide sanitary operations and security. The General Manager is responsible for monitoring of environmental factors to ensure the quality of medical marijuana products in the dispensary. The dispensary will be equipped with stand-alone environmental monitoring systems. Any abnormal condition will be addressed immediately including, but not limited to, temperatures, relative humidity, or water spills.

Any environmental monitoring and control equipment installed in the dispensary will include, at a minimum:

Equipment providing twenty-four hour monitoring, text alerts and audible alarms;

- A supplemental power source that provides twenty-four hours of operation; and
- Recording equipment providing at least thirty days of recording.

HVAC systems will be maintained monthly in accordance with manufacturer recommendations. Temperatures will be monitored daily. Dispensing areas will have properly balanced ventilation systems. All intake fans will be equipped with UV and insect filters maintained in accordance with manufacturer recommendations and dehumidifier equipment will be installed and maintained as necessary.

E. Security Records

The Director of Security will ensure recordings from all video cameras are available for immediate viewing by the authorities in accordance with regulations. Kind Kare's policy is to retain these recordings for a minimum of 90 days or longer as necessary per regulations.

The Chief Operating Officer in coordination with the Director of Security will ensure the proper retention of all recordings. Recordings will not be destroyed or altered, and will be retained as long as necessary if the Chief Operating Officer is aware of a pending criminal, civil, or administrative investigation, or legal proceeding for which the recording may contain relevant information. A current list of authorized employees and service personnel that have access to the surveillance room will be maintained and enforced by the Director of Security.

F. Maintenance Records

Each Unit Director or designee will maintain records of any maintenance, cleaning, sanitizing, and inspection in any Kind Kare's dispensaries. The Chief Operating Officer is responsible for oversight and maintenance of such records.

G. Disposal Records

All waste composed of or containing medical marijuana products including returned or damaged products, will be stored, secured, and managed in accordance with applicable state and local laws and regulations. All waste disposed of will be recorded in a waste disposal log, including:

- The date of disposal;
- The type and quantity disposed of;
- The manner of disposal;
- The reason for disposal; and
- The name of the certified patient or designated caregiver who supplied the waste, if applicable.

Disposal records will include the disposal method and evidence of the disposal of the marijuana in accordance with waste disposal policies and procedures.

H. Independent Laboratory Reports

The dispensary will establish a lab testing service with a third-party laboratory. The laboratory will be required to maintain records for the following QA/QC/laboratory activities:

Sample receiving, tracking, storage, and disposal.

- Sample preparation, analysis, and documentation.
- Standards preparation, documentation, handling, and storage.
- Standards and chemical receiving, tracking, storage, and disposal.
- Instrument and equipment operation and maintenance.
- Data collection, handling, reporting, and storage.
- Records pertinent to the quality of analytical data reported.
- Analyst training records.

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- Monthly and yearly safety inspections and emergency responses.

The laboratory will be asked to employ an electronic tracking system to log, verify and monitor the receipt of samples, and test samples for testing, the results of tests performed by the approved laboratory, and the disposal of tested and untested samples and test samples.

I. Employee Records

The Chief Operating Officer or a designee will maintain a current organizational chart and job descriptions for each employee and volunteer position.

The Chief Operating Officer or designee will maintain accurate personnel records for each Kind Kare employee. Such records will be maintained for at least seven years and include:

All materials submitted to the Department;

- A copy of their Department-issued licensing;
- Documentation of verification of references;
- The job description or employment contract that includes a description of duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all training received by the employee and the signed statement of the employee indicating the date, time, and place the training was received and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations; and
- A record of any disciplinary action taken.

J. Compensation Records

The Chief Operating Officer or designee will maintain records documenting the salary and wages paid to each employee, stipend paid to each executive manager, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Kind Kare, including executive managers. These confidential records will be maintained for a period of at least seven years.

K. Sales Records

All sales will be recorded properly, accurately, and completely entered in the point of sale system. The General Manager will ensure that if the point of sale system is not functional for any reason, then all transactions are properly recorded manually and entered into the system as soon as it is available. Sales records and invoices will be created and maintained in the point of sale system for at least five years after termination of operations.

Sales records will include:

A lot number;

- A facility identification number;
- The release date;
- The metric quantity for the approved medical marijuana product;
- Product model number

L. Price Records

All sales records must record the price of all products sold and comply with all recordkeeping policies and procedures, as well as government regulations.

Kind Kare will grant the Department or the Department's authorized representative the right to examine records that formed the basis for the proposed price, including books, records, documents, and other types of factual information that inform an adequate evaluation of the proposed price.

VIII. Handling of Records

A. Notification of a Breach

Kind Kare will ensure all security equipment is designed to provide immediate automatic or electronic notification to alert the local law enforcement agency of an unauthorized breach of security in any Kind Kare facility. This includes a breach or an attempt to breach into the records or the recording systems. The Chief Operating Officer will ensure all employees are properly trained and directed to notify local law enforcement immediately upon discovering a breach of security.

B. Recording equipment

Kind Kare will use cloud-based software systems that allow the use of standard hardware and that provide sufficient back-up capabilities. Kind Kare's dispensaries will use FlowHub and their recommended hardware, hand-held scanner, data storage, and software for all operating functions. Additional organizational hardware and software will be purchased and used as needed.

C. Electronic Records

Kind Kare will maintain all Kind Kare records in an electronic format. A cloud-based back-up system will provide a second location for a duplicate copy of all records. Independent laboratory records will be maintained in Kind Kare's inventory control system and attached to the batch for which the report was issued.

The laboratory will be asked to employ an electronic tracking system to log, verify and monitor the receipt of samples, and test samples for testing, the results of tests performed by the approved laboratory, and the disposal of tested and untested samples and test samples.

D. Paper Records

Quality assurance employee records may contain paper documents including training documentation forms. All human resources records will be maintained by administrative management and securely stored in accordance with all employment laws. All paper records related to personnel will be scanned and maintained in electronic form as a backup.

E. Record Maintenance

In accordance with regulations, all electronic Kind Kare records will be maintained for a minimum of five years. It is Kind Kare policy to retain records in perpetuity unless a member of senior management determines the electronic record should be deleted or destroyed.

Paper documents will be maintained for no less than five years. The Director of Quality Assurance will determine the need to destroy paper records. The Director will maintain a log of documents destroyed.

F. Theft, loss, alteration of Records

Any theft, loss or unauthorized alteration of Kind Kare's records that is discovered or suspected by any employee will be reported to the Chief Operating Officer immediately. The Chief Operating Officer will report such incidents to the Department and law enforcement as necessary. Upon discovery of a records security breach, the Chief Operating Officer will review all recordkeeping and

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security policies to identify deficiencies and necessary corrective measures. The Chief Operating Officer will engage the service of a third-party data security expert as needed.

G. Lost Identification

Any Kind Kare employee will report a lost, stolen, or destroyed identification card to their manager immediately. A log will be maintained to record any event related to lost, stolen, or destroyed identification card.

Part E – Applicant Organization, Ownership, Capital and Tax Status
(Scoring Method: 150 Points)

SECTION 18 – ORGANIZATIONAL STRUCTURE

Applicant's Form of Organization		
Check One		
<input type="checkbox"/> C-Corporation	<input type="checkbox"/> S-Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership	<input type="checkbox"/> Limited Liability Partnership
<input type="checkbox"/> Limited Liability Limited Partnership	<input type="checkbox"/> Non-Profit Organization	<input type="checkbox"/> Other (explain):

Applicant's Organization Documents	
State of Incorporation or Registration: PA	Date of Formation: 03/16/2017
Business Name on Formation Documents: Kind Kare, LLC	

Applicant's Identification Numbers	
Federal Employer ID number:	PA Unemployment Compensation Account Number:
820823687	Pending PA-100 File
PA Department of Revenue Tax number (if applicant is currently doing business in Pennsylvania):	PA Workers' Compensation Policy Number (if applicant is currently doing business in Pennsylvania):
N/A	N/A

The applicant affirms that workers' compensation insurance will be obtained by the time the Department determines you to be operational under the Act and regulations.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
--	---	-----------------------------

SECTION 19 – BUSINESS HISTORY AND CAPACITY TO OPERATE

DESCRIBE YOUR BUSINESS HISTORY AND YOUR ABILITY AND PLAN TO MAINTAIN A SUCCESSFUL AND FINANCIALLY SUSTAINABLE OPERATION:
--

Core Competency

The Applicant serves as Co-Chairman of the Anti-Corruption Group at Winston & Strawn LLP, a top 50 Global Law firm. In that capacity, he manages approximately 18 practicing attorneys with respect to client acquisition, legal strategy, and budget management. During his 2 year tenure, the Group has achieved 200% revenue growth and is now one of the leading practices at the firm based on profitability per partner.

A former federal prosecutor with the U.S. Department of Justice, the Applicant holds deep experience with regulatory enforcement, and the audit and compliance functions of publicly traded and privately held companies.

The Applicant is also a military veteran, where he served for six years as a U.S. Navy SEAL assigned to the U.S. Special Operations Command.

The Applicant has formed a strategic partnership with one of the nation's leading medicinal cannabis growers and dispensaries from the State of Colorado. Together with its strategic partner, the Applicant is poised to become a vertically integrated cannabis-based health care organization intent on meeting the needs of patients in Pennsylvania. To ensure the highest quality, safety and security, we are applying for licenses to directly oversee and control the cultivation, harvesting, manufacturing and dispensing of cannabis products in facilities operated by the Applicant. The Applicant will rely on the intellectual property of this well-established medicinal cannabis grower and dispensary on all aspects of infrastructure development, regulatory compliance, cultivation, harvest, in-house testing, informational labeling and packaging and dispensing.

The Applicant's goal is to partner with local leading health care specialists to evaluate the efficacy and usage of medical cannabis while improving strains and chemical content of the plants to ensure better health outcomes.

The Applicant will devote a considerable amount of gross sales to research and development as well as attendance at national conferences to ensure that, if awarded a license, the operation is at the forefront of industry practices for the cultivation and dispensing of medicinal cannabis.

The Applicant will also devote a considerable amount of gross sales to community out-reach and donations to charitable organizations within the community, particularly those aspects of the community most affected by illegal narcotics use.

The cultivation of medical cannabis will include a wide variety of cannabis strains; all strains will be unique and have different medical benefits for individual patients. In addition to traditionally recognized strains of indica and sativa, strains will be continuously improved and modified with the Applicant's technology. Patients experience with different effects from different variety strains, and genetics will be monitored, recorded, and inputted for further refinement.

Competitive Advantage

The Applicant holds a competitive advantage in four areas:

1. The Applicant's experience with federal law enforcement investigations and prosecutions;
2. The Applicant's management experience as practice group leader at a Global 50 law firm;
3. The Applicant's U.S. Special Operations background.
4. The Applicant's partnership with one of the nation's leading medical cannabis cultivators and dispensaries.

1. Former Federal Prosecutor

As a former federal prosecutor, the applicant was assigned to the Fraud and Public Corruption Unit at one of the nation's top U.S. Attorney's offices, where he led hundreds of federal fraud investigations and led the prosecutions of, among others, a Canadian hedge fund, a private equity group and numerous international gambling and identity theft rings.

2. Law Firm Management

The Applicant Chairs one of the fastest growing practice groups at a global firm comprising over 900 attorneys. He has expanded the group from 3 attorneys to 18, who serve across foreign offices, achieved record revenue growth, and positioned the practice as one of the most profitable at the firm.

3. Special Operations

The Applicant's military service provided him with critical organizational and management experience and an ability to execute objectives in complex environments.

4. Partnership with Industry Leader

The Applicant intends to cultivate medical cannabis with high CBD and varying levels of THC contents meeting the highest pharmaceutical grade quality. The Applicant has hired and retained a consulting firm bringing knowledge and practice experience within the legal and regulated medical cannabis industry. The firm currently serves a medical cannabis business in Colorado. This consulting partner will help set the Applicant apart from the competition and provide the Applicant the needed intellectual property and expertise to rapidly establish compliant operations while producing high quality medical cannabis plants for patients in the state of Pennsylvania.

Business ability and experience

As stated, the Applicant holds a proven record of business management and profitability in his current position, and has now partnered with one of the largest medicinal cannabis cultivators and dispensaries in the country.

Plan to Maintain Successful Operations

For detailed operating plans ranging from constructing the premises to serving the patients in the community, Applicant refers to various sections of the present application. Applicant also has detailed in various sections how Applicant will track the inventory at all times, maintain the safety and security at all times. Applicant also has put forward two plans to increase the diversity in the workforce, and a detailed plan to bring a lasting and positive impact on the communities that Applicant's facilities will be located, and the neighboring communities.

Market Analysis

The Applicant has analyzed multiple existing states in which medical cannabis is legal. While each state has different conditions that are allowed to be treated we focused on 3 mature medical cannabis markets for our comparison. These states are Oregon, Arizona and Colorado. Total patient base for those 3 states as a percentage of total population are as follows: Oregon 2.44%, Arizona 0.79% and Colorado 2.56%. We are predicting that by year 5, Pennsylvania will be a mature medical marijuana market with a total patient adoption rate of approximately 1-2% of the population. There is tremendous potential for this number to increase as the Pennsylvania Health Department continues to add diseases that can be treated with medical cannabis and once the benefits of this new pharmaceutical are realized.

Operations

Quality control measures will be created and implemented within the cultivation facility to ensure quality and consistency of products produced within the facility. Quality control procedures will be detailed in the Cultivation SOPs.

Customer service policies will be created to ensure good working relationships with dispensing and processing organizations within the state of Pennsylvania.

Inventory control measures will be created and implemented to ensure inventory quantities are accurate and for state required seed-to-sale tracking of all medical cannabis products.

Inventory control procedures will be detailed in the Cultivation SOPs.

Employee training and benefits

All employees will receive training prior to beginning work within the facility. Employee work hours and conditions will be in accordance with state law. A continuing education program will aid in developing staff members and in preparing them for further advancement within the company. Education and Training will be detailed further in the SOPs.

The Applicant's team will comprise of skilled, unskilled and professional labor types. The various positions within the organization will call for different laborers with different skill sets. The dispensary's General Manager will be very skilled in the handling of marijuana, whereas a dispensary assistant will have a position requiring less skill. The executive management will be

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exceptionally talented industry insiders and have professional knowledge in many different business practices and experiences running other high volume business.

Pay structure is yet to be determined by Applicant but will be competitive in nature. Applicant also intends on offering competitive benefits packages to include paid time off, life and health insurance, retirement plan, unemployment insurance, and bonuses. Applicant will provide extensive training and education for all employees. Education and training will be explained in more detail in the SOP's, but generally, the topics will include the following areas: Standard operating procedures, security, diversion and loss prevention, transportation procedures, storage, identification of contamination, log sheets, state or federal mandated regulations, sexual harassment, diversity, community outreach, conflict of interest, and hazardous material handling and disposal.

Pay structure is yet to be determined by Applicant but will be competitive in nature. Applicant also intends on offering competitive benefits packages to include paid time off, life and health insurance, retirement plan, unemployment insurance, and bonuses.

Applicant will provide extensive training and education for all employees. Education and training will be explained in more detail in the SOP's, but generally, the topics will include the following areas: Standard operating procedures, security, diversion and loss prevention, transportation procedures, storage, cloning, transplanting, pruning, nutrient management, curing, identification of contamination, clean room procedures, log sheets, trainee policies, state or federal mandated workplace trainings including sexual harassment, conflict of interest, and training on hazardous material handling and disposal.

SECTION 20 – CURRENT OFFICERS

PROVIDE THE POSITION, TITLE IN THE APPLICANT’S BUSINESS, AND ADDRESS INFORMATION FOR ALL CURRENT OFFICERS, DIRECTORS, PARTNERS OR TRUSTEES.

Name and Residential Address				
First Name: George	Middle Name: Derek	Last Name: Andreson	Suffix: N/A	
Occupation: Attorney		Title in the applicant’s business: Principal		
Also known as: N/A		Date of birth: DOHDOH		
Address Line 1: DOHDOHDOH		Address Line 2: N/A		
Address Line 3: N/A		City: DOHDOH	State: DOH	Zip Code: DOH
Phone: DOHDOH	Fax: N/A		Email: DOHDOHDOHDOH	
Name and Residential Address				
First Name: Daniel	Middle Name: Heesuk	Last Name: Zang	Suffix: N/A	
Occupation: Scientist		Title in the applicant’s business: Operator		
Also known as: N/A		Date of birth: DOHDOH		
Address Line 1: DOHDOH		Address Line 2: N/A		
Address Line 3: N/A		City: DOH	State: DOH	Zip Code: DOH
Phone: DOHDOH	Fax: N/A		Email: DOHDOHDOHDOH	

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Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A N/A	

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER OFFICERS IN A SEPARATE DOCUMENT TITLED "CURRENT OFFICERS (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

SECTION 21 – OWNERSHIP

IN THIS SECTION, LIST ALL PERSONS WITH A CONTROLLING INTEREST IN THE BUSINESS, DEFINED AS FOLLOWS:

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- (1) FOR A PUBLICLY TRADED COMPANY, VOTING RIGHTS THAT ENTITLE A PERSON TO ELECT OR APPOINT ONE OR MORE OF THE MEMBERS OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BOARD, OR THE OWNERSHIP OR BENEFICIAL HOLDING OF 5% OR MORE OF THE SECURITIES OF THE PUBLICLY TRADED COMPANY.
- (2) FOR A PRIVATELY HELD ENTITY, THE OWNERSHIP OF ANY SECURITY IN THE ENTITY.

COMPLETE THE APPROPRIATE SECTION(S) BELOW:

A. FOR C-CORPORATIONS, S-CORPORATIONS, LLCs AND LLLCs

Name and Residential Address				
First Name: George	Middle Name: Derek	Last Name: Andreson	Suffix: N/A	
Occupation: Attorney		Title in the applicant's business: Principal		
Also known as: N/A		Date of birth: DOHDOH		
Address Line 1: DOHDOHDOH		Address Line 2: N/A		
Address Line 3: N/A		City: DOHDOH	State: DOH	Zip Code: DOH
Phone: DOHDOH		Fax: N/A		Email: DOHDOHDOHDOH
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:
General Membership	61	03/17/2017	61	All the privileges of a general member
Name and Residential Address				
First Name: Daniel	Middle Name: Heesuk	Last Name: Zang	Suffix: N/A	
Occupation: Scientist		Title in the applicant's business: Operator		
Also known as: N/A		Date of birth: DOHDOH		
Address Line 1: DOHDOH		Address Line 2: N/A		
Address Line 3: N/A		City: DOH	State: DOH	Zip Code: DOH
Phone: DOHDOH		Fax: N/A		Email: DOHDOHDOHDOH
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:
General Membership	39	03/17/2017	39	All the privileges of a general member
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:
N/A	N/A	N/A	N/A	N/A

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Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A			Address Line 2: N/A		
Address Line 3: N/A			City: N/A		State: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:	
N/A	N/A	N/A	N/A	N/A	
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A			Address Line 2: N/A		
Address Line 3: N/A			City: N/A		State: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:	
N/A	N/A	N/A	N/A	N/A	
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A			Address Line 2: N/A		
Address Line 3: N/A			City: N/A		State: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:	
N/A	N/A	N/A	N/A	N/A	
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A			Address Line 2: N/A		
Address Line 3: N/A			City: N/A		State: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:	
N/A	N/A	N/A	N/A	N/A	
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A			Address Line 2: N/A		
Address Line 3: N/A			City: N/A		State: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:	
N/A	N/A	N/A	N/A	N/A	
Name and Residential Address					

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First Name: N/A		Middle Name: N/A		Last Name: N/A		Suffix: N/A	
Occupation: N/A				Title in the applicant's business: N/A			
Also known as: N/A				Date of birth: N/A			
Address Line 1: N/A				Address Line 2: N/A			
Address Line 3: N/A			City: N/A		State: N/A		Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A			
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:		Terms, conditions, rights and privileges:		
N/A	N/A	N/A	N/A		N/A		
Name and Residential Address							
First Name: N/A		Middle Name: N/A		Last Name: N/A		Suffix: N/A	
Occupation: N/A				Title in the applicant's business: N/A			
Also known as: N/A				Date of birth: N/A			
Address Line 1: N/A				Address Line 2: N/A			
Address Line 3: N/A			City: N/A		State: N/A		Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A			
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:		Terms, conditions, rights and privileges:		
N/A	N/A	N/A	N/A		N/A		
Name and Residential Address							
First Name: N/A		Middle Name: N/A		Last Name: N/A		Suffix: N/A	
Occupation: N/A				Title in the applicant's business: N/A			
Also known as: N/A				Date of birth: N/A			
Address Line 1: N/A				Address Line 2: N/A			
Address Line 3: N/A			City: N/A		State: N/A		Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A			
Stock type or class:	Number of shares held:	Date Acquired:	Percentage of outstanding voting stock:		Terms, conditions, rights and privileges:		
N/A	N/A	N/A	N/A		N/A		

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER OWNERS OF THE CORPORATION IN A SEPARATE DOCUMENT TITLED "OWNERS OF THE CORPORATION (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

B. FOR PARTNERSHIPS AND LLPS

Name and Residential Address							
First Name: N/A		Middle Name: N/A		Last Name: N/A		Suffix: N/A	
Occupation: N/A				Title in the applicant's business: N/A			
Also known as: N/A				Date of birth: N/A			
Address Line 1: N/A				Address Line 2: N/A			
Address Line 3: N/A			City: N/A		State: N/A		Zip Code: N/A

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Phone: N/A		Fax: N/A		Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A		Percentage of ownership: N/A	Partnership participation from: N/A		Description of participation in operation of the applicant: N/A
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A		Address Line 2: N/A			
Address Line 3: N/A		City: N/A		State: N/A	Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A		Percentage of ownership: N/A	Partnership participation from: N/A		Description of participation in operation of the applicant: N/A
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A		Address Line 2: N/A			
Address Line 3: N/A		City: N/A		State: N/A	Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A		Percentage of ownership: N/A	Partnership participation from: N/A		Description of participation in operation of the applicant: N/A
Name and Residential Address					
First Name: N/A		Middle Name: N/A		Last Name: N/A	
Occupation: N/A		Title in the applicant's business: N/A			
Also known as: N/A		Date of birth: N/A			
Address Line 1: N/A		Address Line 2: N/A			
Address Line 3: N/A		City: N/A		State: N/A	Zip Code: N/A
Phone: N/A		Fax: N/A		Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner		Percentage of ownership: N/A	Partnership participation from: N/A		Description of participation in operation of the applicant: N/A

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<input type="checkbox"/> Dormant/Silent Partner			
<input type="checkbox"/> Other: N/A			
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A	Percentage of ownership: N/A	Partnership participation from: N/A	Description of participation in operation of the applicant: N/A
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A	Percentage of ownership: N/A	Partnership participation from: N/A	Description of participation in operation of the applicant: N/A
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A	Percentage of ownership: N/A	Partnership participation from: N/A	Description of participation in operation of the applicant: N/A
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A

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Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A	Percentage of ownership: N/A	Partnership participation from: N/A	Description of participation in operation of the applicant: N/A
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A	Percentage of ownership: N/A	Partnership participation from: N/A	Description of participation in operation of the applicant: N/A
Name and Residential Address			
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A
Occupation: N/A		Title in the applicant's business: N/A	
Also known as: N/A		Date of birth: N/A	
Address Line 1: N/A		Address Line 2: N/A	
Address Line 3: N/A		City: N/A	State: N/A Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A	
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other: N/A	Percentage of ownership: N/A	Partnership participation from: N/A	Description of participation in operation of the applicant: N/A

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER PARTNERS IN A SEPARATE DOCUMENT TITLED "INTEREST OF OTHER PARTNERS (CONTD.)" IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

C. OTHER PERSONS HOLDING AN INTEREST IN THE PROPOSED SITE OR FACILITY

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LIST ANY OTHER PERSONS HOLDING AN INTEREST IN THE PROPOSED SITE OR FACILITY, THAT ARE OTHERWISE NOT DISCLOSED IN SECTIONS A OR B.

Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Nature, type, terms and conditions of the interest in the applicant:				
N/A				
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Nature, type, terms and conditions of the interest in the applicant:				
N/A				
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Nature, type, terms and conditions of the interest in the applicant:				
N/A				
Name and Residential Address				
First Name: N/A	Middle Name: N/A	Last Name: N/A	Suffix: N/A	
Occupation: N/A		Title in the applicant's business: N/A		
Also known as: N/A		Date of birth: N/A		
Address Line 1: N/A		Address Line 2: N/A		
Address Line 3: N/A		City: N/A	State: N/A	Zip Code: N/A
Phone: N/A	Fax: N/A	Email: N/A		
Nature, type, terms and conditions of the interest in the applicant:				
N/A				

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER PERSONS HOLDING AN INTEREST IN THE PROPOSED SITE OR FACILITY IN A SEPARATE DOCUMENT TITLED "OTHER PERSONS HOLDING AN INTEREST IN THE PROPOSED

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SITE OR FACILITY (CONTD.)” IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

SECTION 22 – CAPITAL REQUIREMENTS

PROVIDE A SUMMARY OF YOUR AVAILABLE CAPITAL AND AN ESTIMATED SPENDING PLAN TO BE USED FOR YOU TO BECOME OPERATIONAL WITHIN SIX MONTHS FROM THE DATE OF ISSUANCE OF THE PERMIT:

Summary of Available Capital and Estimated spending plan

Available capital

Below is a summary of capital available to Kind Kare

- Derek Andreson, J.D., principal: about \$350,000 in cash and cash equivalent, about \$750,000 in retirement fund, and about \$300,000 in line of credit.

Estimated Spending Plan

Kind Kare anticipates the startup costs for a grow and process facility will be about \$1.5 million (\$1,514,500). Detailed in the table below, Kind Kare has consulted industry experts who are currently operating medical marijuana businesses in other states to prepare the estimate.

Operational Timetable	Estimated Date	Line Budget	Total Project Budget
Pennsylvania Incorporation Fee	03/16/2017	\$2,500	\$2,500
Pennsylvania Dispensary Application Fee	03/20/2017	\$ 5,000	\$7,500
Pennsylvania State Awards Medical Marijuana Permits	Day 0	\$30,000	\$37,500
Phase I. customize interior, install equipment, purchase necessary items, hire employees			
Complete purchase of the facility	Day 1 – 30	\$345,000	\$382,500
Submit building permit	Day 1	\$25,000	\$407,500
Order Point of Sale equipment. Order medicinal marijuana supplies, consumables for labeling, packaging, and office supplies.	Day 1	\$217,000	\$624,500
Perform renovation per approved plan (Dispensary Area, Patient Education Area and Office Area), repair and upgrade MEPS, and network equipment, as needed	Day 7 – 96 (90 days)	\$300,000	\$924,500

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Install security measures, access control, surveillance, and monitoring system	Day 14 – 96 (83 days)	\$125,000	\$1,049,500
Set up office area	Day 14 – 96 (83 days)	\$45,000	\$1,094,500
Configure and validate dispensary equipment, revise and update equipment validation SOPs.	Day 14 – 43 (30 days)	\$225,000	\$1,319,500
Install network, software, and tracking system	Day 14 – 43 (30 days)	\$75,000	\$1,394,500
Start hiring, conduct employee onboarding process, and training	Day 1 – 96 (96 days)	\$50,000	\$1,444,500
Phase II. Perform mock runs and adjust work flow			
Mock runs: administrative work flow	Day 97 – 103 (7 days)	\$5,000	\$1,449,500
Mock runs on quality control and assurance	Day 97 – 156 (60 days)	\$30,000	\$1,479,500
Mock runs on equipment failure, emergency response, reporting and troubleshooting processes	Day 97 – 156 (60 days)		
Mock runs: IT systems, inventory and tracking systems	Day 97 – 156 (60 days)		
Mock runs: security systems, security exercises including detection of discrepancy in inventory, tempering, or diversion; investigation of incidents; reporting of incidents; alarm system and fire preparedness; biohazard preparedness; intruder alert and access control	Day 97 – 156 (60 days)		
Mock runs: labeling, packaging operations	Day 97 – 156 (60 days)		

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Mock runs: disposal process, quarantine, handling of returned or recalled products	Day 97 – 156 (60 days)		
Phase III. Revise and update SOPs.			
Review and revise SOPs. Discuss steps to improve processes, re-run the mock process as necessary	Day 157 – 175 (18 days)	\$15,000	\$1,494,500
Final review, and ready for operational inspection	Day 176 – 180 (5 days)	\$20,000	\$1,514,500

Part F – Community Impact
(Scoring Method: 100 Points)

SECTION 23 – COMMUNITY IMPACT

PLEASE BE ADVISED, INDICATION OF SUPPORT FROM PUBLIC OFFICIALS WILL NOT BE CONSIDERED WHEN EVALUATING THIS SECTION.

PROVIDE A SUMMARY OF HOW THE APPLICANT INTENDS TO HAVE A POSITIVE IMPACT ON THE COMMUNITY WHERE ITS OPERATIONS ARE PROPOSED TO BE LOCATED:

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Community Engagement

Our commitment

Kind Kare recognizes that our presence in the lives of patients and employees will directly affect their communities. Community engagement is fundamental to our operations and will be important in our long-term success as a stable provider of these medications to our patients. We

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are committed to making our impact positive and beneficial by contributing to and becoming regularly involved in local community programs and organizations.

Kind Kare recognizes the benefits of collaboration. Kind Kare primary objective is improving the lives of the patients and their communities. The organization is committed to delivering scientifically proven, pharmaceutical-grade, medical marijuana therapies to certified patients with serious medical conditions throughout the State of Pennsylvania.

[Our community plan](#)

There are three major components to Kind Kare's community plan:

- Environmental stewardship

- Giving back to local communities

- Engaged employees

Environmental stewardship

The first is to address and eliminate, as much as possible, any potential negative consequences to the production and distribution of medical marijuana in the communities where our facilities are located. The following approaches have been designed to accomplish this goal:

The location of our production facility in commercial area is ideal, because there are few immediate residential neighbors, if any. Our presence will be silent and unobtrusive.

Avoid complete reliance on the community for elimination of waste products by recycling and reusing non-marijuana related waste.

Lowering energy consumption with the use of natural light and highly efficient lighting.

Giving back to local communities

The second major component of the plan will come in the form of annual monetary contributions to local communities and organizations. The city of Reading and other municipalities where additional dispensaries are located, will be included in our donation activities. Over time, we would like to include state-wide programs. While Kind Kare will always prioritize those locations where our facilities exist, we are committed to engagement with all communities that are affected by medical marijuana operations.

Once Kind Kare becomes profitable, we will commence a plan to give back to the community financially. At that time, a 5% contribution of net profit will be given to local communities and organizations with tax-exempt status under Section 501 (c)(3) of the U.S. Internal Revenue Code. Kind Kare will collaborate with local officials to decide how best to distribute the money in order to best strengthen the local community.

Additionally, 3% of net profits will be used in a non-profit organization established by Kind Kare to help support its community of patients and neighbors. The non-profit will act as a liaison between Kind Kare and the local communities and organizations we intend to support, including the cities where distribution facilities are located.

As Kind Kare is committed to being an active, responsible member of the community, we will donate other resources to provide its patients and the community it serves with accountable, transparent, and professional support services. It plans to be a collaborative partner in supporting the needs of the community by building relationships with the

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community's municipal, business, law enforcement, healthcare, and non-profit professionals.

Kind Kare intends to give preference to substance abuse awareness and prevention, medical marijuana research, Veterans services, early childhood education, and public parks and community health (listed in no particular order). Accordingly, Kind Kare will direct attention and resources to community organizations and programs with the same point of view.

Like our patient population and their varying communities, the areas that could benefit from Kind Kare's community plan are broad and diverse. We will rely on the non-profit's administrators as well as the Board of Directors to determine how to disperse funds appropriately. This will likely differ year to year and location to location.

Optimum health is at the core of Kind Kare's mission. Accordingly, we will direct our attention and resources to community organizations and programs with the same point of view. As is true with all components of Kind Kare's plan, we believe best medical practices come from research and data. We will proudly support further research into research and treatments for the serious conditions our patients face.

Engaged employees:

Kind Kare will also directly support the communities where our facilities are located by providing high-paying jobs, training and educational opportunities, training for the unemployed, preferentially seeking out Veterans and those living locally. Employees will be encouraged and incentivized to volunteer. Kind Kare is committed to making a positive impact in the communities where its facilities are located. Both the management team and employees will be encouraged to contribute to and get involved in local community programs and organizations. Kind Kare employees will be encouraged to donate their time to organizations in which they are personally interested and to organizations with which the company has created partnerships. Kind Kare will investigate best practices for employee volunteer programs and engagement. For example, we will support mentoring and tutoring programs through local youth centers and schools. Models implemented by organizations like College Possible and Teach for America are helpful resources we will utilize in developing our programs. In addition, Kind Kare will support the improvement of low and moderate income communities through programs that create and sustain affordable housing and provide job training and workforce development. Additionally, the Patient Services and Community Outreach Manager's duties include actively seeking out local organizations with whom Kind Kare can create partnerships.

Our commitment to be an active communicator

Kind Kare will continue to reach out to local community organizations and other stakeholders to assess the community's attitude regarding its operations in the community. It will initiate the process of communicating with local leaders and businesses to assure public opinion is favorable and alleviate any concerns. Kind Kare will also establish an active line of communication with local law enforcement leaders. It is committed to maintaining a close working relationship with local law enforcement to enhance its ability to provide a secure and positive experience for its employees, patients, caregivers, and the community. By maintaining active lines of communication with the community's leaders and

Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

stakeholders, Kind Kare believes that it can stay abreast of the issues affecting the community and deploy its resources to assist community leaders in dealing with these issues.

Attachment A: Signature Page

Instructions:

This attachment is the signature page for your application and all other attachments.

- Please review the application
- By checking the appropriate boxes, indicate the sections that are included in your submission
- Print this attachment
- Sign the document (primary contact or registered agent)
- Scan this sheet and save it as a file called "Attachment A," using the appropriate file name format

By checking "Yes," you acknowledge that you have read the Medical Marijuana Organization Permit Application Instructions before completing an application for a medical marijuana organization permit.

Yes

No

The applicant hereby submits this application for a Medical Marijuana Organization Permit to the Pennsylvania Department of Health, which consists of the completed application parts and attachments listed below:

FEES:

- Initial Application Fee
- Initial Permit Fee

APPLICATION:

- Completed Application

OTHER ATTACHMENTS:

- Attachment B: Organizational Documents
- Attachment C: Property Title, Lease, or Option to Acquire Property Location
- Attachment D: Site and Facility Plan
- Attachment E: Personal Identification
- Attachment F: Affidavit of Business History
- Attachment G: Affidavit of Criminal Offense
- Attachment H: Tax Clearance Certificates
- Attachment I: Affidavit of Capital Sufficiency
- Attachment J: Sample Medical Marijuana Product Label
- Attachment K: Release Authorization
- Attachment L: Applicant Priorities for Multiple Applications

BACKGROUND CHECKS:

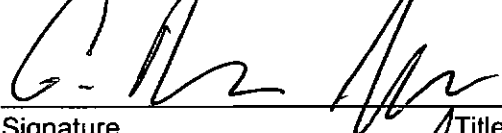
- The applicant has requested background checks, as described in the instructions.

ADDITIONAL ATTACHMENTS:

Please list any other documents you are submitting as part of this application:

File Name	Name of Document	Purpose
Organizational Tim table	ORGANIZATIONAL TIMETABLE	SECTION 8
EMPLOYER DUTIES	EMPLOYER DUTIES & QUALIFICATION	SECTION 9
STORAGE & MEDICAL M. AZINUA	STORAGE & MEDICAL M. AZINUA	SECTION 12-B

A false statement made in this application is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).

 03/13/17
Signature Title in Applicant's Business Date
DEREK ANDERSON
Printed Name

A false statement made in this application is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).

Signature Title in Applicant's Business Date

Printed Name

A false statement made in this application is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).

Signature Title in Applicant's Business Date

Printed Name

A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.

Attachment B: Organizational Documents

Instructions:

- Attach certified copies of the applicant's certificate of incorporation, partnership agreement, charter or other such documentation. If the applicant is not organized in Pennsylvania, attach certified copies of documentation that show that the applicant is authorized to do business in Pennsylvania
- Complete this cover sheet. Scan this sheet and the organizational documents and save it as a PDF file called "Attachment B," using the appropriate file name format

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:

Kind Kare LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 5281 Winfield Place

City: Doylestown

State: PA

Zip Code: 18902

Phone: (717) 417-0169

Fax: (717) 417-0169

Email: info@kindkarellc.com

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

03/16/2017

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Kind Kare, LLC

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Mar 16, 2017 - Pages (2)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the Seal of the Secretary's
Office to be affixed, the day and year above written


Pedro A. Cortés

Secretary of the Commonwealth

Certification Number: TSC170316131151-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify.aspx>

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: aaAgent Services, LLC c/o Esquire Assist, Ltd. Counter Pick-Up _____ _____ _____ Zip Code	Certificate of Organization Domestic Limited Liability Company  TCO170316JM0764
<input checked="" type="checkbox"/> Return document by email to:	

Read all instructions prior to completing. This form may be submitted online at <https://www.corp.pa.gov/esq/ee/>.

Fee: \$125 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8821 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company is: Kind Kara, LLC
(designator is required, e.g., "company," "limited" or "limited liability company" or any abbreviation thereof)

2. Complete part (a) or (b) – not both:

(a) The address of this limited liability company's registered office in this Commonwealth is:
(post office box alone is not acceptable)

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

(b) The name of this limited liability company's commercial registered office provider and county of venue is:

c/o: <u>AAAgent Services, LLC</u>	<u>Adams</u>
Name of Commercial Registered Office Provider	County

For venue purposes, the county shall be deemed to be Adams County

3. The name of each organizer is (all organizers must sign on page 2):
Anthony DiSanto

4. Effective date of Certificate of Organization (check, and if appropriate complete, one of the following):

The Certificate of Organization shall be effective upon filing in the Department of State.

The Certificate of Organization shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

2017 MAR 16 AM 9:33

PA DEPT OF STATE

5. Restricted professional companies only.

Check the box if the limited liability company is organized to render a restricted professional service and check the type of restricted professional service(s).

- The company is a restricted professional company organized to render the following restricted professional service(s):
 - Chiropractic
 - Dentistry
 - Law
 - Medicine and surgery
 - Optometry
 - Osteopathic medicine and surgery
 - Podiatric medicine
 - Public accounting
 - Psychology
 - Veterinary medicine

6. Benefit companies only.

Check the box immediately below if the limited liability company is organized as a benefit company:

- This limited liability company shall have the purpose of creating general public benefit.

Optional specific public benefit purpose. Check the box immediately below if the benefit company is organized to have one or more specific public benefits and supply the specific public benefit(s). See instructions for examples of specific public benefit.

- This limited liability company shall have the purpose of creating the enumerated specific public benefit(s):

7. For additional provisions of the certificate, if any, attach 8½ x 11 sheet(s).

IN TESTIMONY WHEREOF, the organizer(s) has (have) executed this Certificate of Organization this

13th day of March, 2017

/s/ Anthony DiSanto

Signature

Signature

Signature

Attachment C: Property Title, Lease, or Option to Acquire Property Location

Instructions:

- Attach one of the following:
 - Evidence of the applicant's clear legal title to or option to purchase the proposed site and facility
 - A fully-executed copy of the applicant's unexpired lease for the proposed site and facility and a written statement from the property owner that the applicant may operate a medical marijuana organization on the proposed site for, at a minimum, the term of the initial permit
 - Other evidence that shows that the applicant has a location to operate its medical marijuana organization
- Complete this cover sheet. Scan this sheet and the appropriate document(s) and save it as a PDF file called "Attachment C," using the appropriate file name format

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:

Kind Kare LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 5281 Winfield Place

City: Doylestown

State: PA

Zip Code: 18902

Phone: (717) 417-0169

Fax: (717) 417-0169

Email: info@kindkarellc.com

AGREEMENT FOR THE SALE OF COMMERCIAL REAL ESTATE

ASC

This form recommended and approved for, but not restricted to use by, the members of the Pennsylvania Association of Realtors® (PAR).

PARTIES	
BUYER(S): Kind Kare, LLC 5281 Winfield Place Doylestown, PA 18902	SELLER(S): The Redevelopment Authority of the City of Reading 815 Washington Street, City Hall Suite 2-53, Reading, PA 19601

PROPERTY	
PROPERTY ADDRESS <u>6th and Canal Street</u>	
<u>Reading, PA</u>	ZIP <u>19602</u>
in the municipality of <u>Reading</u>	
County of <u>Berks</u> , in the Commonwealth of Pennsylvania.	
Identification (e.g., Parcel #; Lot, Block; Deed Book, Page, Recording Date): <u>See Exhibit B</u>	
Tax ID #(s): _____	

BUYER'S RELATIONSHIP WITH PA LICENSED BROKER	
<input type="checkbox"/> No Business Relationship (Buyer is not represented by a broker)	
Broker (Company) _____ Company Address _____ Company Phone _____ Company Fax _____ Broker is (check only one): <input type="checkbox"/> Buyer Agent (Broker represents Buyer only) <input type="checkbox"/> Dual Agent (See Dual and/or Designated Agent box below)	Licensee(s) (Name) _____ Direct Phone(s) _____ Cell Phone(s) _____ Fax _____ Email _____ Licensee(s) is (check only one): <input type="checkbox"/> Buyer Agent (all company licensees represent Buyer) <input type="checkbox"/> Buyer Agent with Designated Agency (only Licensee(s) named above represent Buyer) <input type="checkbox"/> Dual Agent (See Dual and/or Designated Agent box below)
<input type="checkbox"/> Transaction Licensee (Broker and Licensee(s) provide real estate services but do not represent Buyer)	

SELLER'S RELATIONSHIP WITH PA LICENSED BROKER	
<input type="checkbox"/> No Business Relationship (Seller is not represented by a broker)	
Broker (Company) _____ Company Address _____ Company Phone _____ Company Fax _____ Broker is (check only one): <input type="checkbox"/> Seller Agent (Broker represents Seller only) <input type="checkbox"/> Dual Agent (See Dual and/or Designated Agent box below)	Licensee(s) (Name) _____ Direct Phone(s) _____ Cell Phone(s) _____ Fax _____ Email _____ Licensee(s) is (check only one): <input type="checkbox"/> Seller Agent (all company licensees represent Seller) <input type="checkbox"/> Seller Agent with Designated Agency (only Licensee(s) named above represent Seller) <input type="checkbox"/> Dual Agent (See Dual and/or Designated Agent box below)
<input type="checkbox"/> Transaction Licensee (Broker and Licensee(s) provide real estate services but do not represent Seller)	

DUAL AND/OR DESIGNATED AGENCY

A Broker is a Dual Agent when a Broker represents both Buyer and Seller in the same transaction. A Licensee is a Dual Agent when a Licensee represents Buyer and Seller in the same transaction. All of Broker's licensees are also Dual Agents UNLESS there are separate Designated Agents for Buyer and Seller. If the same Licensee is designated for Buyer and Seller, the Licensee is a Dual Agent.

By signing this Agreement, Buyer and Seller each acknowledge having been previously informed of, and consented to, dual agency, if applicable.

Buyer Initials: KK / _____

ASC Page 1 of 9

Seller Initials: _____ / _____



Pennsylvania Association of Realtors®

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6/15

1 By this Agreement, dated _____, Seller hereby agrees to sell and convey to
2 Buyer, who agrees to purchase, the identified Property.

3 2. PURCHASE PRICE AND DEPOSITS (3-15)

4 (A) Purchase Price \$350,000.00 (Three hundred and fifty thousand)
5 _____

6 _____ U.S. Dollars), to be paid by Buyer as follows:

- 7 1. Initial Deposit, within _____ days (5 if not specified) of Execution Date,
8 if not included with this Agreement: \$ 10,000
- 9 2. Additional Deposit within _____ days of the Execution Date: \$ _____
- 10 3. _____ \$ _____

11 Remaining balance will be paid at settlement.

12 (B) All funds paid by Buyer, including deposits, will be paid by check, cashier's check or wired funds. All funds paid by Buyer
13 within 30 DAYS of settlement, including funds paid at settlement, will be by cashier's check or wired funds, but not by per-
14 sonal check.

15 (C) Deposits, regardless of the form of payment and the person designated as payee, will be paid in U.S. Dollars to Broker for Seller
16 (unless otherwise stated here: _____).
17 who will retain deposits in an escrow account in conformity with all applicable laws and regulations until consummation or ter-
18 mination of this Agreement. Only real estate brokers are required to hold deposits in accordance with the rules and regulations of
19 the State Real Estate Commission. Checks tendered as deposit monies may be held uncashed pending the execution of this
20 Agreement.

21 3. SETTLEMENT AND POSSESSION (6-13)

22 (A) Settlement Date is See Exhibit A, or before if Buyer and Seller agree.

23 (B) Settlement will occur in the county where the Property is located or in an adjacent county, during normal business hours, unless
24 Buyer and Seller agree otherwise.

25 (C) At time of settlement, the following will be pro-rated on a daily basis between Buyer and Seller, reimbursing where applicable:
26 current taxes; rents; interest on mortgage assumptions; condominium fees and homeowner association fees; water and/or sewer
27 fees, together with any other lienable municipal service fees. All charges will be pro-rated for the period(s) covered. Seller will
28 pay up to and including the date of settlement and Buyer will pay for all days following settlement, unless otherwise stated here:
29 _____

- 30 (D) For purposes of prorating real estate taxes, the "periods covered" are as follows:
- 31 1. Municipal tax bills for all counties and municipalities in Pennsylvania are for the period from January 1 to December 31.
- 32 2. School tax bills for the Philadelphia, Pittsburgh and Scranton School Districts are for the period from January 1 to December
33 31. School tax bills for all other school districts are for the period from July 1 to June 30.

34 (E) Conveyance from Seller will be by fee simple deed of special warranty unless otherwise stated here: _____

35 (F) Payment of transfer taxes will be divided equally between Buyer and Seller unless otherwise stated here: _____

36 (G) Possession is to be delivered by deed, existing keys and physical possession to a vacant Property free of debris, with all structures
37 broom-clean, at day and time of settlement, unless Seller, before signing this Agreement, has identified in writing that the Property
38 is subject to a lease.

39 (H) If Seller has identified in writing that the Property is subject to a lease, possession is to be delivered by deed, existing keys and
40 assignment of existing leases for the Property, together with security deposits and interest, if any, at day and time of settlement. Seller
41 will not enter into any new leases, nor extend existing leases, for the Property without the written consent of Buyer. Buyer will
42 acknowledge existing lease(s) by initialing the lease(s) at the execution of this Agreement, unless otherwise stated in this Agreement.
43
44 Tenant-Occupied Property Addendum (PAR Form TOP) is attached and made part of this Agreement.

45 4. DATES/TIME IS OF THE ESSENCE (3-15)

46 (A) Written acceptance of all parties will be on or before: See Exhibit A

47 (B) The Settlement Date and all other dates and times identified for the performance of any obligations of this Agreement are of the
48 essence and are binding.

49 (C) The Execution Date of this Agreement is the date when Buyer and Seller have indicated full acceptance of this Agreement by sign-
50 ing and/or initialing it. For purposes of this Agreement, the number of days will be counted from the Execution Date, excluding
51 the day this Agreement was executed and including the last day of the time period. All changes to this Agreement should be ini-
52 tialled and dated.

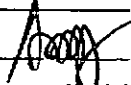
53 (D) The Settlement Date is not extended by any other provision of this Agreement and may only be extended by mutual written agree-
54 ment of the parties.

55 (E) Certain terms and time periods are pre-printed in this Agreement as a convenience to the Buyer and Seller. All pre-printed terms
56 and time periods are negotiable and may be changed by striking out the pre-printed text and inserting different terms acceptable
57 to all parties, except where restricted by law.

58 5. FIXTURES AND PERSONAL PROPERTY (4-14)

59 (A) INCLUDED in this sale are all existing items permanently installed in the Property, free of liens, including plumbing; heating; HVAC
60 equipment; lighting fixtures (including chandeliers and ceiling fans); and water treatment systems, unless otherwise stated below; any
61 remaining heating, cooking and other fuels stored on the Property at the time of settlement. Also included: _____
62 _____
63 _____

64 Buyer Initials: KK /

Seller Initials: 
Unfiled

67 (B) The following items are LEASED (not owned by Seller): _____

68
69 (C) EXCLUDED fixtures and items: _____

70
71 6. ZONING (4-14)

72 Failure of this Agreement to contain the zoning classification (except in cases where the property (and each parcel thereof, if subdividable) is zoned solely or primarily to permit single-family dwellings) will render this Agreement voidable at Buyer's option, and, if voided, any deposits tendered by the Buyer will be returned to the Buyer without any requirement for court action.

73 Zoning Classification, as set forth in the local zoning ordinance: MC Zoning District

74
75 7. FINANCING CONTINGENCY (4-14)

76 WAIVED. This sale is NOT contingent on financing, although Buyer may obtain financing and/or the parties may include an appraisal contingency.

77 ELECTED.

78 (A) This sale is contingent upon Buyer obtaining financing according to the following terms:

81 First Loan on the Property	Second Loan on the Property
82 Loan Amount \$ _____	Loan Amount \$ _____
83 Minimum Term _____ years	Minimum Term _____ years
84 Type of Loan _____	Type of Loan _____
85 Interest rate _____ %; however, Buyer agrees to accept the interest rate as may be committed by the lender, not to exceed a maximum interest rate of _____ %.	Interest rate _____ %; however, Buyer agrees to accept the interest rate as may be committed by the lender, not to exceed a maximum interest rate of _____ %.

86 (B) Financing Commitment Date _____

87 (C) Within _____ days (10 if not specified) from the Execution Date of this Agreement, Buyer will make a completed, written application for the financing terms stated above to a responsible lender(s) of Buyer's choice. Broker for Buyer, if any, otherwise Broker for Seller, is authorized to communicate with the lender(s) to assist in the financing process.

88 (D) Should Buyer furnish false or incomplete information to Seller, Broker(s), or the lender(s) concerning Buyer's legal or financial status, or fail to cooperate in good faith in processing the financing application, which results in the lender(s) refusing to approve a financing commitment, Buyer will be in default of this Agreement.

89 (E) Upon receipt of a financing commitment, Buyer will promptly deliver a copy of the commitment to Seller. Unless otherwise agreed to in writing by Buyer and Seller, if a written commitment is not received by Seller by the above date, this Agreement may be terminated by Buyer or Seller, with all deposit monies returned to Buyer according to the terms of Paragraph 24. Buyer will be responsible for any premiums for mechanics' lien insurance and/or title search, or fee for cancellation of same, if any; AND/OR any premiums for flood insurance and/or fire insurance with extended coverage, insurance binder charges or cancellation fee, if any; AND/OR any appraisal fees and charges paid in advance to lender.

90 8. CHANGE IN BUYER'S FINANCIAL STATUS (4-14)

91 In the event of a change in Buyer's financial status affecting Buyer's ability to purchase, Buyer shall, within _____ days (5 if not specified) of said change notify Seller and lender(s) to whom the Buyer submitted loan application, if any, in writing. A change in financial status includes, but is not limited to, loss or a change in income; Buyer's having incurred a new financial obligation; entry of a judgment against Buyer. Buyer understands that applying for and/or incurring an additional financial obligation may affect Buyer's ability to purchase.

92 9. SELLER REPRESENTATIONS (6-13)

93 (A) Status of Water

94 Seller represents that the Property is served by:

95 Public Water Community Water On-site Water None _____

96 (B) Status of Sewer

97 1. Seller represents that the Property is served by:

98 Public Sewer Community Sewage Disposal System Ten-Acre Permit Exemption (see Sewage Notice 2)

99 Individual On-lot Sewage Disposal System (see Sewage Notice 1) Holding Tank (see Sewage Notice 3)


100 Individual On-lot Sewage Disposal System in Proximity to Well (see Sewage Notice 1; see Sewage Notice 4, if applicable)

101 None (see Sewage Notice 1) None Available/Permit Limitations in Effect (see Sewage Notice 5)

102 2. Notices Pursuant to the Pennsylvania Sewage Facilities Act

103 Notice 1: There is no currently existing community sewage system available for the subject property. Section 7 of the Pennsylvania Sewage Facilities Act provides that no person shall install, construct, request bid proposals for construction, alter, repair or occupy any building or structure for which an individual sewage system is to be installed, without first obtaining a permit. Buyer is advised by this notice that, before signing this Agreement, Buyer should contact the local agency charged with administering the Act to determine the procedure and requirements for obtaining a permit for an individual sewage system. The local agency charged with administering the Act will be the municipality where the Property is located or that municipality working cooperatively with others.

126 Buyer Initials: KK / _____

Seller Initials: 

127 Notice 2: This Property is serviced by an individual sewage system installed under the ten-acre permit exemption provisions
128 of Section 7 of the Pennsylvania Sewage Facilities Act. (Section 7 provides that a permit may not be required before installing,
129 constructing, awarding a contract for construction, altering, repairing or connecting to an individual sewage system where a ten-acre
130 parcel or lot is subdivided from a parent tract after January 10, 1987). Buyer is advised that soils and site testing were not conduct-
131 ed and that, should the system malfunction, the owner of the Property or properties serviced by the system at the time of a mal-
132 function may be held liable for any contamination, pollution, public health hazard or nuisance which occurs as a result.

133 Notice 3: This Property is serviced by a holding tank (permanent or temporary) to which sewage is conveyed by a
134 water carrying system and which is designed and constructed to facilitate ultimate disposal of the sewage at another
135 site. Pursuant to the Pennsylvania Sewage Facilities Act, Seller must provide a history of the annual cost of maintaining the
136 tank from the date of its installation or December 14, 1995, whichever is later.

137 Notice 4: An individual sewage system has been installed at an isolation distance from a well that is less than the dis-
138 tance specified by regulation. The regulations at 25 Pa. Code §73.13 pertaining to minimum horizontal isolation distances
139 provide guidance. Subsection (b) of §73.13 states that the minimum horizontal isolation distance between an individual water
140 supply or water supply system suction line and treatment tanks shall be 50 feet. Subsection (c) of §73.13 states that the hori-
141 zontal isolation distance between the individual water supply or water supply system suction line and the perimeter of the
142 absorption area shall be 100 feet.

143 Notice 5: This lot is within an area in which permit limitations are in effect and is subject to those limitations. Sewage facili-
144 ties are not available for this lot and construction of a structure to be served by sewage facilities may not begin until the municipality
145 completes a major planning requirement pursuant to the Pennsylvania Sewage Facilities Act and regulations promulgated thereunder.

146 (C) Seller represents and warrants that Seller has no knowledge except as noted in this Agreement that: (1) The premises have been
147 contaminated by any substance in any manner which requires remediation; (2) The Property contains wetlands, flood plains, or
148 any other environmentally sensitive areas, development of which is limited or precluded by law; (3) The Property contains
149 asbestos, polychlorinated biphenyls, lead-based paint or any other substance, the removal or disposal of which is subject to any
150 law or regulation; and (4) Any law has been violated in the handling or disposing of any material or waste or the discharge of any
151 material into the soil, air, surface water, or ground water.

152 (D) Seller agrees to indemnify and to hold Broker harmless from and against all claims, demands, or liabilities, including attorneys
153 fees and court costs, which arise from or are related to the environmental condition or suitability of the Property prior to, during,
154 or after Seller's occupation of the Property including without limitation any condition listed in Paragraph 9(C).

155 (E) Seller is not aware of historic preservation restrictions regarding the Property unless otherwise stated here: _____
156 _____
157 _____

158 (F) Seller represents that, as of the date Seller signed this Agreement, no public improvement, condominium or homeowner associa-
159 tion assessments have been made against the Property which remain unpaid, and that no notice by any government or public
160 authority has been served upon Seller or anyone on Seller's behalf, including notices relating to violations of zoning, housing,
161 building, safety or fire ordinances that remain uncorrected, and that Seller knows of no condition that would constitute a viola-
162 tion of any such ordinances that remain uncorrected, unless otherwise specified here: _____
163 _____

164 (G) Seller knows of no other potential notices (including violations) and/or assessments except as follows: _____
165 _____

166 (H) Access to a public road may require issuance of a highway occupancy permit from the Department of Transportation.

167 **10. WAIVER OF CONTINGENCIES (9-05)**

168 If this Agreement is contingent on Buyer's right to inspect and/or repair the Property, or to verify insurability, environmental
169 conditions, boundaries, certifications, zoning classification or use, or any other information regarding the Property, Buyer's
170 failure to exercise any of Buyer's options within the times set forth in this Agreement is a WAIVER of that contingency and
171 Buyer accepts the Property and agrees to the RELEASE in Paragraph 26 of this Agreement.

172 **11. BUYER'S DUE DILIGENCE (3-15)**

173 (A) The Property will be transferred in its present condition. It is Buyer's responsibility to determine that the condition and permitted
174 use of the property is satisfactory within See Exhibit (a) days (30 if not specified) from the Execution Date to conduct due diligence (Due
175 Diligence Period), including verifying the condition, permitted use, insurability, environmental conditions, boundaries, certifica-
176 tions, deed restrictions, zoning classifications and any other features of the Property are satisfactory. Buyer may request that the
177 property be inspected, at Buyer's expense, by qualified professionals to determine the physical, structural, mechanical and envi-
178 ronmental condition of the land, improvements or their components, or for the suitability of the property for Buyer's needs. If as
179 the result of Buyer's due diligence, Buyer determines that the property is not suitable for Buyer's needs, Buyer may, prior to the
180 expiration of the Due Diligence Period, terminate this Agreement by written notice to Seller, with all deposit monies returned to
181 Buyer according to the terms of Paragraph 24 of this Agreement. In the event that Buyer has not provided Seller with written notice
182 of Buyer's intent to terminate this Agreement prior to the end of the Due Diligence Period, this Agreement shall remain in full
183 force and effect in accordance with the terms and conditions as more fully set forth in this Agreement.

184 (B) Buyer has inspected the Property (including fixtures and any personal property specifically listed herein) or has waived the
185 right to do so, and agrees to purchase the Property IN ITS PRESENT CONDITION as a result of such inspections and not
186 because of or in reliance on any representations made by seller or any other party. Buyer acknowledges that Brokers, their
187 licensees, employees, officers or partners have not made an independent examination or determination of the structural soundness
188 of the Property, the age or condition of the components, environmental conditions, the permitted uses, nor of conditions existing
189 in the locale where the Property is situated; nor have they made a mechanical inspection of any of the systems contained therein.

190 Buyer Initials: KK / _____

Seller Initials: _____

- 191 (C) Any repairs required by this Agreement will be completed in a workman like manner.
192 (D) Revised flood maps and changes to Federal law may substantially increase future flood insurance premiums or require insurance
193 for formerly exempt properties. Buyer should consult with one or more insurance agents regarding the need for flood insurance
194 and possible premium increases.

195 **12. NOTICES, ASSESSMENTS AND MUNICIPAL REQUIREMENTS (4-14)**

- 196 (A) In Pennsylvania, taxing authorities (school districts and municipalities) and property owners may appeal the assessed value of a
197 property at the time of sale, or at any time thereafter. A successful appeal by a taxing authority may result in a higher assessed
198 value for the property and an increase in property taxes. Also, periodic county-wide property reassessments may change the
199 assessed value of the property and result in a change in property tax.
- 200 (B) With the exception of county-wide reassessments, assessment appeal notices, notices of change in millage rates or increases in
201 rates, in the event any other notices, including violations, and/or assessments are received after Seller has signed this Agreement
202 and before settlement. Seller will within _____ days (10 if not specified) of receiving the notices and/or assessments provide a
203 copy of the notices and/or assessments to Buyer and will notify Buyer in writing that Seller will:
- 204 1. Fully comply with the notices and/or assessments, at Seller's expense, before settlement. If Seller fully complies with the
205 notices and/or assessments, Buyer accepts the Property and agrees to the RELEASE in Paragraph 26 of this Agreement. OR
 - 206 2. Not comply with the notices and/or assessments. If Seller chooses not to comply with the notices and/or assessments, or fails
207 within the stated time to notify Buyer whether Seller will comply, Buyer will notify Seller in writing within _____ days
208 (10 if not specified) that Buyer will:
 - 209 a. Comply with the notices and/or assessments at Buyer's expense, accept the Property, and agree to the RELEASE in
210 Paragraph 26 of this Agreement, OR
 - 211 b. Terminate this Agreement by written notice to Seller, with all deposit monies returned to Buyer according to the terms of
212 Paragraph 24 of this Agreement.

213 If Buyer fails to respond within the time stated in Paragraph 12(B)(2) or fails to terminate this Agreement by written notice to
214 Seller within that time, Buyer will accept the Property and agree to the RELEASE in Paragraph 26 of this Agreement.

- 215 (C) If required by law, within 30 DAYS from the Execution Date of this Agreement, but in no case later than 15 DAYS prior to
216 Settlement Date, Seller will order at Seller's expense a certification from the appropriate municipal department(s) disclosing notice
217 of any uncorrected violations of zoning, housing, building, safety or fire ordinances and/or a certificate permitting occupancy of the
218 Property. If Buyer receives a notice of any required repairs/improvements, Buyer will promptly deliver a copy of the notice to Seller.
- 219 (D) Seller has no knowledge of any current or pending condemnation or eminent domain proceedings that would affect the Property.
220 If any portion of the Property should be subject to condemnation or eminent domain proceedings after the signing of this
221 Agreement, Seller shall immediately advise Buyer, in writing, of such proceedings. Buyer will have the option to terminate this
222 Agreement by written notice to Seller within _____ days (15 days if not specified) after Buyer learns of the filing of such
223 proceedings, with all deposit monies returned to Buyer according to the terms of Paragraph 24 of this Agreement. Buyer's fail-
224 ure to provide notice of termination within the time stated will constitute a WAIVER of this contingency and all other
225 terms of this Agreement remain in full force and effect.

226 **13. TAX DEFERRED EXCHANGE (4-14)**

- 227 (A) If Seller notifies Buyer that it wishes to enter into a tax deferred exchange for the Property pursuant to the Internal Revenue Code,
228 Buyer agrees to cooperate with Seller in connection with such exchange, including the execution of such documents as may be
229 reasonably necessary to conduct the exchange, provided that there shall be no delay in the agreed-to settlement date, and that any
230 additional costs associated with the exchange are paid solely by Seller. Buyer is aware that Seller anticipates assigning Seller's
231 interest in this Agreement to a third party under an Exchange Agreement and consents to such assignment. Buyer shall not be
232 required to execute any note, contract, deed or other document providing any liability which would survive the exchange, nor shall
233 Buyer be obligated to take title to any property other than the Property described in this Agreement. Seller shall indemnify and
234 hold harmless Buyer against any liability which arises or is claimed to have arisen from any aspect of the exchange transaction
- 235 (B) If Buyer notifies Seller that it wishes to enter into a tax deferred exchange for the Property pursuant to the Internal Revenue Code,
236 Seller agrees to cooperate with Buyer in connection with such exchange, including the execution of such documents as may be
237 reasonably necessary to conduct the exchange, provided that there shall be no delay in the agreed-to settlement date, and that any
238 additional costs associated with the exchange are paid solely by Buyer. Seller is aware that Buyer has assigned Buyer's interest
239 in this Agreement to a third party under an Exchange Agreement and consents to such assignment. Seller shall not be required
240 to execute any note, contract, deed or other document providing any liability which would survive the exchange. Buyer shall
241 indemnify and hold harmless Seller against any liability which arises or is claimed to have arisen from any aspect of the exchange
242 transaction.

243 **14. COMMERCIAL CONDOMINIUM (10-01)**

244 NOT APPLICABLE.

245 APPLICABLE. Buyer acknowledges that the condominium unit to be transferred by this Agreement is intended for nonresi-
246 dential use, and that Buyer may agree to modify or waive the applicability of certain provisions of the Uniform Condominium
247 Act of Pennsylvania (68 Pa.C.S. §3101 *et seq.*).

248 **15. TITLES, SURVEYS AND COSTS (4-14)**

- 249 (A) The Property will be conveyed with good and marketable title that is insurable by a reputable title insurance company at the reg-
250 ular rates, free and clear of all liens, encumbrances, and easements, excepting however the following: existing deed restrictions;
251 historic preservation restrictions or ordinances; building restrictions; ordinances; easements of roads; easements visible upon the
252 ground; easements of record; and privileges or rights of public service companies, if any.
- 253 (B) Buyer will pay for the following: (1) Title search, title insurance and/or mechanics' lien insurance, or any fee for cancellation;
254 (2) Flood insurance, fire insurance, hazard insurance, mine subsidence insurance, or any fee for cancellation; (3) Appraisal fees
255 and charges paid in advance to mortgage lender; (4) Buyer's customary settlement costs and accruals.

256 Buyer Initials: KK / _____

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Seller Initials: _____ 

257 (C) Any survey or surveys required by the title insurance company or the abstracting company for preparing an adequate legal
 258 description of the Property (or the correction thereof) will be obtained and paid for by Seller. Any survey or surveys desired by
 259 Buyer or required by the mortgage lender will be obtained and paid for by Buyer.

260 (D) In the event of a change in Seller's financial status affecting Seller's ability to convey title to the Property as set forth in this
 261 Agreement on or before the Settlement Date, or any extension thereof, Seller shall, within _____ days (5 if not specified) noti-
 262 fy Buyer, in writing. A change in financial status includes, but is not limited to, Seller filing bankruptcy; filing of a foreclosure
 263 law suit against the Property; entry of a monetary judgment against Seller; notice of public tax sale affecting the Property; and
 264 Seller learning that the sale price of the Property is no longer sufficient to satisfy all liens and encumbrances against the Property.
 265 In the event of the death of Seller, the representative of the estate, or a surviving Seller shall immediately notify Buyer.

266 (E) If Seller is unable to give good and marketable title that is insurable by a reputable title insurance company at the regular rates, as
 267 specified in Paragraph 15(A), Buyer may terminate this Agreement by written notice to Seller, with all deposit monies returned to
 268 Buyer according to the terms of Paragraph 24 of this Agreement. Upon termination, Seller will reimburse Buyer for any costs
 269 incurred by Buyer for any inspections or certifications obtained according to the terms of this Agreement, and for those items spec-
 270 ified in Paragraph 15(B) items (1), (2), (3) and in Paragraph 15(C).

271 (F) Oil, gas, mineral, or other rights of this Property may have been previously conveyed or leased, and Sellers make no represen-
 272 tation about the status of those rights unless indicated elsewhere in this Agreement.

273 Oil, Gas and Mineral Rights Addendum (PAR Form OGM) is attached and made part of this Agreement.

274 (G) COAL NOTICE (Where Applicable)

275 THIS DOCUMENT MAY NOT SELL, CONVEY, TRANSFER, INCLUDE OR INSURE THE TITLE TO THE COAL AND RIGHTS OF SUPPORT UNDER-
 276 NEATH THE SURFACE LAND DESCRIBED OR REFERRED TO HEREIN, AND THE OWNER OR OWNERS OF SUCH COAL MAY HAVE THE COMPLETE
 277 LEGAL RIGHT TO REMOVE ALL SUCH COAL, AND IN THAT CONNECTION, DAMAGE MAY RESULT TO THE SURFACE OF THE LAND AND ANY
 278 HOUSE, BUILDING OR OTHER STRUCTURE ON OR IN SUCH LAND. (This notice is set forth in the manner provided in Section 1 of the
 279 Act of July 17, 1957, P.L. 984.) "Buyer acknowledges that he may not be obtaining the right of protection against subsidence
 280 resulting from coal mining operations, and that the property described herein may be protected from damage due to mine sub-
 281 sidence by a private contract with the owners of the economic interests in the coal. This acknowledgement is made for the pur-
 282 pose of complying with the provisions of Section 14 of the Bituminous Mine Subsidence and the Land Conservation Act of April
 283 27, 1966." Buyer agrees to sign the deed from Seller which deed will contain the aforesaid provision.

284 (H) The Property is not a "recreational cabin" as defined in the Pennsylvania Construction Code Act unless otherwise stated here: _____
 285 _____

286 (I) 1. This property is not subject to a Private Transfer Fee Obligation unless otherwise stated here: _____
 287 _____

288 Private Transfer Fee Addendum (PAR Form PTF) is attached and made part of this Agreement.

289 2. Notice Regarding Private Transfer Fees: In Pennsylvania, Private Transfer Fees are defined and regulated in the Private
 290 Transfer Fee Obligation Act (Act 1 of 2011; 68 Pa.C.S. §§ 8101, et. seq.), which defines a Private Transfer Fee as "a fee that
 291 is payable upon the transfer of an interest in real property, or payable for the right to make or accept the transfer, if the obli-
 292 gation to pay the fee or charge runs with title to the property or otherwise binds subsequent owners of property, regardless of
 293 whether the fee or charge is a fixed amount or is determined as a percentage of the value of the property, the purchase price
 294 or other consideration given for the transfer. "A Private Transfer Fee must be properly recorded to be binding, and sellers must
 295 disclose the existence of the fees to prospective buyers. Where a Private Transfer Fee is not properly recorded or disclosed,
 296 the Act gives certain rights and protections to buyers.

297 **16. MAINTENANCE AND RISK OF LOSS (10-06)**

298 (A) Seller will maintain the Property, grounds, fixtures and personal property specifically listed in this Agreement in its present con-
 299 dition, normal wear and tear excepted.

300 (B) Seller will promptly notify the Buyer if, at any time prior to the time of settlement, all or any portion of the Property is destroyed,
 301 or damaged as a result of any cause whatsoever.

302 (C) Seller bears the risk of loss from fire or other casualties until settlement. If any property included in this sale is destroyed and
 303 not replaced, Buyer will:

304 1. Accept the Property in its then current condition together with the proceeds of any insurance recovery obtainable by Seller, OR
 305 2. Terminate this Agreement by written notice to Seller, with all deposit monies returned to Buyer according to the terms of
 306 Paragraph 24 of this Agreement.

307 **17. RECORDING (9-05)**

308 This Agreement will not be recorded in the Office of the Recorder of Deeds or in any other office or place of public record. If Buyer
 309 causes or permits this Agreement to be recorded, Seller may elect to treat such act as a default of this Agreement.

310 **18. ASSIGNMENT (1-10)**

311 This Agreement is binding upon the parties, their heirs, personal representatives, guardians and successors, and to the extent assign-
 312 able, on the assigns of the parties hereto. Buyer will not transfer or assign this Agreement without the written consent of Seller unless
 313 otherwise stated in this Agreement. Assignment of this Agreement may result in additional transfer taxes.

314 **19. GOVERNING LAW, VENUE AND PERSONAL JURISDICTION (9-05)**

315 (A) The validity and construction of this Agreement, and the rights and duties of the parties, will be governed in accordance with the
 316 laws of the Commonwealth of Pennsylvania.

317 (B) The parties agree that any dispute, controversy or claim arising under or in connection with this Agreement or its performance by either
 318 party submitted to a court shall be filed exclusively by and in the state or federal courts sitting in the Commonwealth of Pennsylvania.
 319 Seller understands that any documentation provided under this provision may be disclosed to the Internal Revenue Service by
 320 Buyer, and that any false statements contained therein could result in punishment by fine, imprisonment, or both.

321 Buyer Initials: KK / _____

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Seller Initials: 

322 20. NOTICE REGARDING CONVICTED SEX OFFENDERS (MEGAN'S LAW) (6-13)

323 The Pennsylvania General Assembly has passed legislation (often referred to as "Megan's Law," 42 Pa.C.S. § 9791 et seq.) provid-
324 ing for community notification of the presence of certain convicted sex offenders. Buyers are encouraged to contact the municipal
325 police department or the Pennsylvania State Police for information relating to the presence of sex offenders near a particular
326 property, or to check the information on the Pennsylvania State Police Web site at www.pameganslaw.state.pa.us.

327 21. CERTIFICATION OF NON-FOREIGN INTEREST (10-01)

328 Seller IS a foreign person, foreign corporation, foreign partnership, foreign trust, or foreign estate subject to Section 1445 of the
329 Internal Revenue Code, which provides that a transferee (Buyer) of a U.S. real property interest must withhold tax if the trans-
330 feror (Seller) is a foreign person.

331 Seller is NOT a foreign person, foreign corporation, foreign partnership, foreign trust, or a foreign estate as defined by the
332 Internal Revenue Code, or is otherwise not subject to the tax withholding requirements of Section 1445 of the Internal Revenue
333 Code. To inform Buyer that the withholding of tax is not required upon the sale/disposition of the Property by Seller, Seller here-
334 by agrees to furnish Buyer, at or before closing, with the following:

335 An affidavit stating, under penalty of perjury, the Seller's U.S. taxpayer identification number and that the Seller is not a for-
336 eign person.

337 A "qualifying statement," as defined by statute, that tax withholding is not required by Buyer.

338 Other: _____

339 22. REPRESENTATIONS (1-10)

340 (A) All representations, claims, advertising, promotional activities, brochures or plans of any kind made by Seller, Brokers, their
341 licensees, employees, officers or partners are not a part of this Agreement unless expressly incorporated or stated in this
342 Agreement. This Agreement contains the whole agreement between Seller and Buyer, and there are no other terms, obligations,
343 covenants, representations, statements or conditions, oral or otherwise, of any kind whatsoever concerning this sale. This
344 Agreement will not be altered, amended, changed or modified except in writing executed by the parties.

345 (B) Broker(s) have provided or may provide services to assist unrepresented parties in complying with this Agreement.

346 23. BROKER INDEMNIFICATION (6-13)

347 (A) Buyer and Seller represent that the only Brokers involved in this transaction are: _____

348
349 and that the transaction has not been brought about through the efforts of anyone other than said Brokers. It is agreed that if any
350 claims for brokerage commissions or fees are ever made against Buyer or Seller in connection with this transaction, each party
351 shall pay its own legal fees and costs in connection with such claims. It is further agreed that Buyer and Seller agree to indem-
352 nify and hold harmless each other and the above-listed Brokers from and against the non-performance of this Agreement by either
353 party, and from any claim of loss or claim for brokerage commissions, including all legal fees and costs, that may be made by
354 any person or entity. This paragraph shall survive settlement.

355 (B) Seller and Buyer acknowledge that any Broker identified in this Agreement: (1) Is a licensed real estate broker; (2) Is not an
356 expert in construction, engineering, code or regulatory compliance or environmental matters and was not engaged to provide
357 advice or guidance in such matters, unless otherwise stated in writing; and (3) Has not made and will not make any representa-
358 tions or warranties nor conduct investigations of the environmental condition or suitability of the Property or any adjacent prop-
359 erty, including but not limited to those conditions listed in Paragraph 9(C).

360 24. DEFAULT, TERMINATION AND RETURN OF DEPOSITS (1-10)

361 (A) Where Buyer terminates this Agreement pursuant to any right granted by this Agreement, Buyer will be entitled to a return of all
362 deposit monies paid on account of Purchase Price pursuant to the terms of Paragraph 24(B), and this Agreement will be VOID.
363 Termination of this Agreement may occur for other reasons giving rise to claims by Buyer and/or Seller for the deposit monies.

364 (B) Regardless of the apparent entitlement to deposit monies, Pennsylvania law does not allow a Broker holding deposit monies to
365 determine who is entitled to the deposit monies when settlement does not occur. Broker can only release the deposit monies:

366 1. If this Agreement is terminated prior to settlement and there is no dispute over entitlement to the deposit monies. A written
367 agreement signed by both parties is evidence that there is no dispute regarding deposit monies.

368 2. If, after Broker has received deposit monies, Broker receives a written agreement that is signed by Buyer and Seller, direct-
369 ing Broker how to distribute some or all of the deposit monies.

370 3. According to the terms of a final order of court.

371 4. According to the terms of a prior written agreement between Buyer and Seller that directs the Broker how to distribute the
372 deposit monies if there is a dispute between the parties that is not resolved. (See Paragraph 24(C))

373 (C) Buyer and Seller agree that if there is a dispute over the entitlement to deposit monies that is unresolved _____ days (180 if not
374 specified) days after the Settlement Date stated in Paragraph 3(A) (or any written extensions thereof) or following date of termination
375 of the Agreement, whichever is earlier, then the Broker holding the deposit monies will, within 30 days of receipt of Buyer's
376 written request, distribute the deposit monies to Buyer unless the Broker is in receipt of verifiable written notice that the dispute is
377 the subject of litigation. If Broker has received verifiable written notice of litigation prior to the receipt of Buyer's request for distribution,
378 Broker will continue to hold the deposit monies until receipt of a written distribution agreement between Buyer and Seller
379 or a final court order. Buyer and Seller are advised to initiate litigation for any portion of the deposit monies prior to any distribution
380 made by Broker pursuant to this paragraph. Buyer and Seller agree that the distribution of deposit monies based upon the passage
381 of time does not legally determine entitlement to deposit monies, and that the parties maintain their legal rights to pursue litigation
382 even after a distribution is made.

383 (D) Buyer and Seller agree that Broker who holds or distributes deposit monies pursuant to the terms of Paragraph 24 or Pennsylvania
384 law will not be liable. Buyer and Seller agree that if any Broker or affiliated licensee is named in litigation regarding deposit
385 monies, the attorneys' fees and costs of the Broker(s) and licensee(s) will be paid by the party naming them in litigation.

386 Buyer Initials: KK /

Seller Initials: 

- 387 (E) Seller has the option of retaining all sums paid by Buyer, including the deposit monies, should Buyer:
- 388 1. Fail to make any additional payments as specified in Paragraph 2, OR
- 389 2. Furnish false or incomplete information to Seller, Broker(s), or any other party identified in this Agreement concerning
- 390 Buyer's legal or financial status, OR
- 391 3. Violate or fail to fulfill and perform any other terms or conditions of this Agreement.
- 392 (F) Unless otherwise checked in Paragraph 24(G), Seller may elect to retain those sums paid by Buyer, including deposit monies:
- 393 1. On account of purchase price, OR
- 394 2. As monies to be applied to Seller's damages, OR
- 395 3. As liquidated damages for such default.
- 396 (G) SELLER IS LIMITED TO RETAINING SUMS PAID BY BUYER, INCLUDING DEPOSIT MONIES, AS LIQUIDATED
- 397 DAMAGES.
- 398 (H) If Seller retains all sums paid by Buyer, including deposit monies, as liquidated damages pursuant to Paragraph 24(F) or (G).
- 399 Buyer and Seller are released from further liability or obligation and this Agreement is VOID.
- 400 (I) Brokers and licensees are not responsible for unpaid deposits.

401 **25. ARBITRATION OF DISPUTES (1-00)**

402 Buyer and Seller agree to arbitrate any dispute between them that cannot be amicably resolved. After written demand for arbitration

403 by either Buyer or Seller, each party will select a competent and disinterested arbitrator. The two so selected will select a third. If selection

404 of the third arbitrator cannot be agreed upon within 30 days, either party may request that selection be made by a judge of a court

405 of record in the county in which arbitration is pending. Each party will pay its chosen arbitrator, and bear equally expenses for the

406 third and all other expenses of arbitration. Arbitration will be conducted in accordance with the provisions of Pennsylvania Common

407 Law Arbitration 42 Pa. C.S.A. §7341 *et seq.* This agreement to arbitrate disputes arising from this Agreement will survive settlement.

408 **26. RELEASE (9-05)**

409 Buyer releases, quit claims and forever discharges SELLER, ALL BROKERS, their LICENSEES, EMPLOYEES and any

410 OFFICER or PARTNER of any one of them and any other PERSON, FIRM or CORPORATION who may be liable by or

411 through them, from any and all claims, losses or demands, including, but not limited to, personal injury and property damage and

412 all of the consequences thereof, whether known or not, which may arise from the presence of termites or other wood-boring insects,

413 radon, lead-based paint hazards, mold, fungi or indoor air quality, environmental hazards, any defects in the individual on-lot sewage

414 disposal system or deficiencies in the on-site water service system, or any defects or conditions on the Property. Should Seller be in

415 default under the terms of this Agreement or in violation of any Seller disclosure law or regulation, this release does not deprive Buyer

416 of any right to pursue any remedies that may be available under law or equity. This release will survive settlement.

417 **27. REAL ESTATE RECOVERY FUND (9-05)**

418 A Real Estate Recovery Fund exists to reimburse any persons who have obtained a final civil judgment against a Pennsylvania real

419 estate licensee (or a licensee's affiliates) owing to fraud, misrepresentation, or deceit in a real estate transaction and who have been

420 unable to collect the judgment after exhausting all legal and equitable remedies. For complete details about the Fund, call (717) 783-

421 3658 or (800) 822-2113 (within Pennsylvania) and (717) 783-4854 (outside Pennsylvania).

422 **28. COMMUNICATIONS WITH BUYER AND/OR SELLER (6-13)**

423 Wherever this Agreement contains a provision that requires or allows communication/delivery to a Buyer, that provision shall be satisfied

424 by communication/delivery to the Broker for Buyer, if any, except where required by law. If there is no Broker for Buyer, those

425 provisions may be satisfied only by communication/delivery being made directly to the Buyer, unless otherwise agreed to by the parties.

426 Wherever this Agreement contains a provision that requires or allows communication/delivery to a Seller, that provision shall be

427 satisfied by communication/delivery to the Broker for Seller, if any. If there is no Broker for Seller, those provisions may be satisfied

428 only by communication/delivery being made directly to the Seller, unless otherwise agreed to by the parties.

429 **29. NOTICE BEFORE SIGNING (4-14)**

430 Unless otherwise stated in writing, Buyer and Seller acknowledge that Brokers are not experts in legal or tax matters and that Brokers

431 have not made, nor will they make, any representations or warranties nor conduct research of the legal or tax ramifications of this

432 Agreement. Buyer and Seller acknowledge that Brokers have advised them to consult and retain experts concerning the legal and tax

433 effects of this Agreement and the completion of the sale, as well as the condition and/or legality of the Property, including, but not

434 limited to, the Property's improvements, equipment, soil, tenancies, title and environmental aspects. Buyer and Seller acknowledge

435 receipt of a copy of this Agreement at the time of signing. This Agreement may be executed in one or more counterparts, each of

436 which shall be deemed to be an original and which counterparts together shall constitute one and the same Agreement of the Parties.

437 **WHEN SIGNED, THIS AGREEMENT IS A BINDING CONTRACT.** Return of this Agreement, and any addenda and amend-

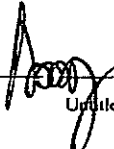
438 ments, including return by electronic transmission, bearing the signatures of all parties, constitutes acceptance by the parties.

439 **30. SPECIAL CLAUSES (4-14)**

440 (A) The following are part of this Agreement if checked:

- 441 Appraisal Contingency Addendum to Agreement of Sale (PAR Form ACA)
- 442 Short Sale Addendum to Agreement of Sale (PAR Form SHS)
- 443 Zoning Change Addendum to Agreement of Sale (PAR Form ZCA)
- 444 _____
- 445 _____
- 446 _____

447 Buyer Initials: KK / _____

Seller Initials: 
 Untitled

- Due Diligence Review:** Buyer shall have thirty (30) days from the award of 'Medical Marijuana Dispensary Permit' from the state of Pennsylvania, which is expected to be around July 1, 2017, to perform all required inspections regarding the purchase including, but not limited to, title review, the review of all construction documents, warranties, and service agreements, municipal and zoning approvals and environmental review and geotechnical studies. It is expected that Seller will share all existing reports, (including historical operating and expense statements and costs incurred for any capital improvements), all leases, and any other pertinent information that will aid the Buyer in the Due Diligence Review. Upon the expiration of the inspection period, if Buyer is not satisfied with its inspection for any reason, Buyer shall either terminate the Agreement of Sale and all earnest monies will be returned, or Buyer will waive the unsatisfied contingencies and proceed to closing.
- Extensions:** If Buyer at Buyer's sole discretion and absolute discretion wishes to extend the due diligence period, Buyer may do so on a per diem basis by paying a non-refundable fee of \$100 per day directly to the seller, for a maximum of thirty (30) additional days.
- Contingencies:** This offer to Purchase and Buyers ability to close this transaction are contingent upon:
- A. Buyer's satisfactory inspection of Property.
 - B. Buyer's receipt and review of Property's historical operating expense statements.
 - C. Buyer securing the necessary 'Medical Marijuana Dispensary Permit' from the state of Pennsylvania to operate a licensed Pennsylvania medical marijuana grow and process facility
 - D. Buyer securing appropriate zoning permits
 - E. Seller will allow buyer access to the property at any reasonable time with 24-hour notice while it is under contract between the Buyer and the Seller
 - F. Seller will allow buyer to post notices on the fence and facade of the property for all required city, zoning and neighborhood notices
- Closing:** The closing date shall be within 15 days following the Due Diligence Review period.
- Costs:** Buyer and Seller shall each be responsible for their own related closing expenses. Seller and Buyer will share equally in all realty transfer taxes.
- Expiration Date:** This Offer to Purchase shall expire at 5:00 PM on Friday, March 17, 2017 unless signed in the space designated below and returned to Buyer by this date.

EXHIBIT B
County of Berks
Parcel Search
Report



Ownership Information

UPI / Property ID: 02530643866370
Location Address: 601 CANAL ST
Owner's Name: REDEV AUTH CITY OF READING

Mailing Address: 815 WASHINGTON ST STE 2-53 READING PA 19601
Municipality: READING
School District: READING
Map PIN: 530643866370
Account #: 02007125

Recorded Documents

Deed / Instrument #: 1649 1250
Deed Date: 19740417
Deed Amount: 0
Deed Reference 1:
Deed Reference 2:
Plan:
Lot:

Property Details

Homestead Status: NOT ENROLLED
Market Land Value: 84300
Assessed Land Value: 84300
Building Value: 0
Total Assessed Value: 84300
Property Class: EXEMPT
Land Use Code: 9940
Clean & Green Year:
Net Acreage: 1.85
Description:

- This geospatial data and other related material was created or compiled by the County of Berks with the intent of using the data for county government related activities, and not necessarily with the intent of use of the data recipient in mind. Data is provided on an "AS IS" basis. BERKS COUNTY DOES NOT ASSUME ANY LIABILITY FOR DAMAGES CAUSED BY THE USE OF THIS INFORMATION.

Attachment D: Site and Facility Plan

Instructions:

- Applicants must show that they can expeditiously use a site and facility to meet the activities described in the permit by attaching one of the following:
 - If the facility is in existence at the time the initial permit application is submitted, submit plans and specifications drawn to scale for the interior of the facility
 - If the facility is in existence at the time the initial permit application is submitted, and the applicant plans to make alterations to the facility, submit renovation plans and specifications for the interior and exterior of the facility
 - If the facility does not exist at the time the initial permit application is submitted, submit a plot plan that shows the proposed location of the facility and an architect's drawing of the facility, including a detailed drawing, to scale, of the interior of the facility
- The applicant also must submit evidence that the applicant is in compliance or will be in compliance with the municipality's zoning requirements
- Complete this cover sheet. Scan this sheet and the appropriate documents and save it as a PDF file called "Attachment D," using the appropriate file name format

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:
Kind Kare LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 5281 Winfield Place

City: Doylestown

State: PA

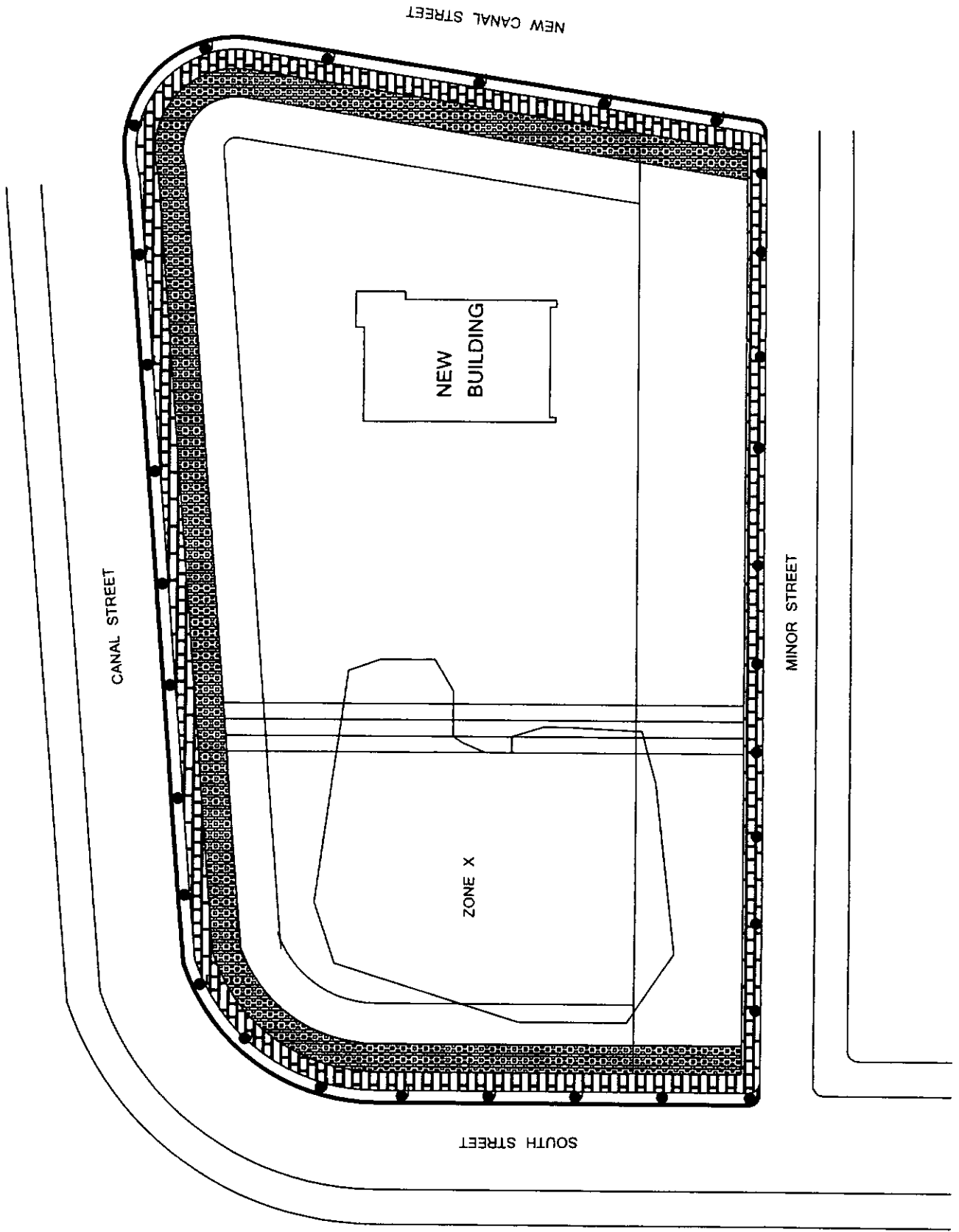
Zip Code: 18902

Phone: (717) 417-0169

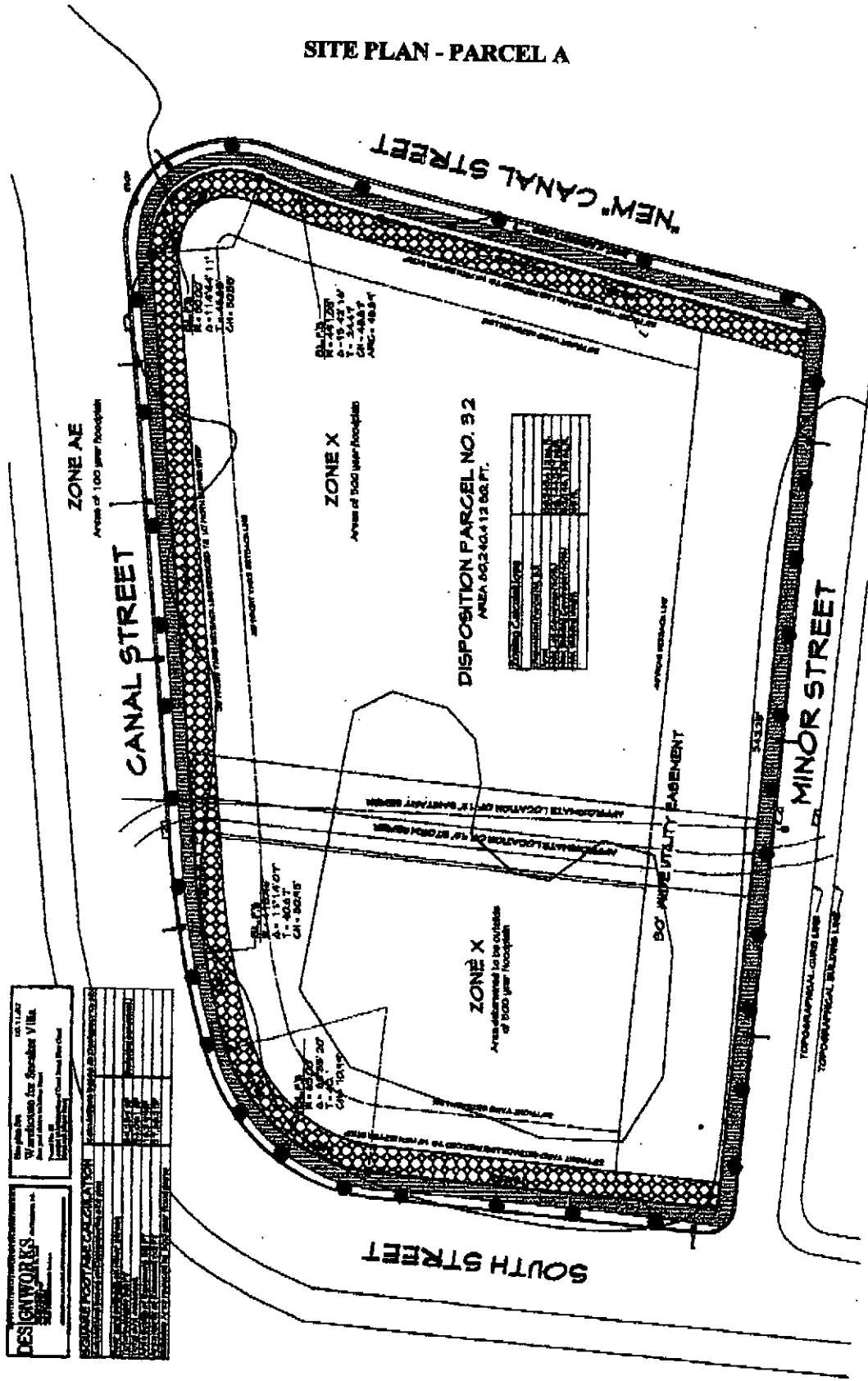
Fax: (717) 417-0169

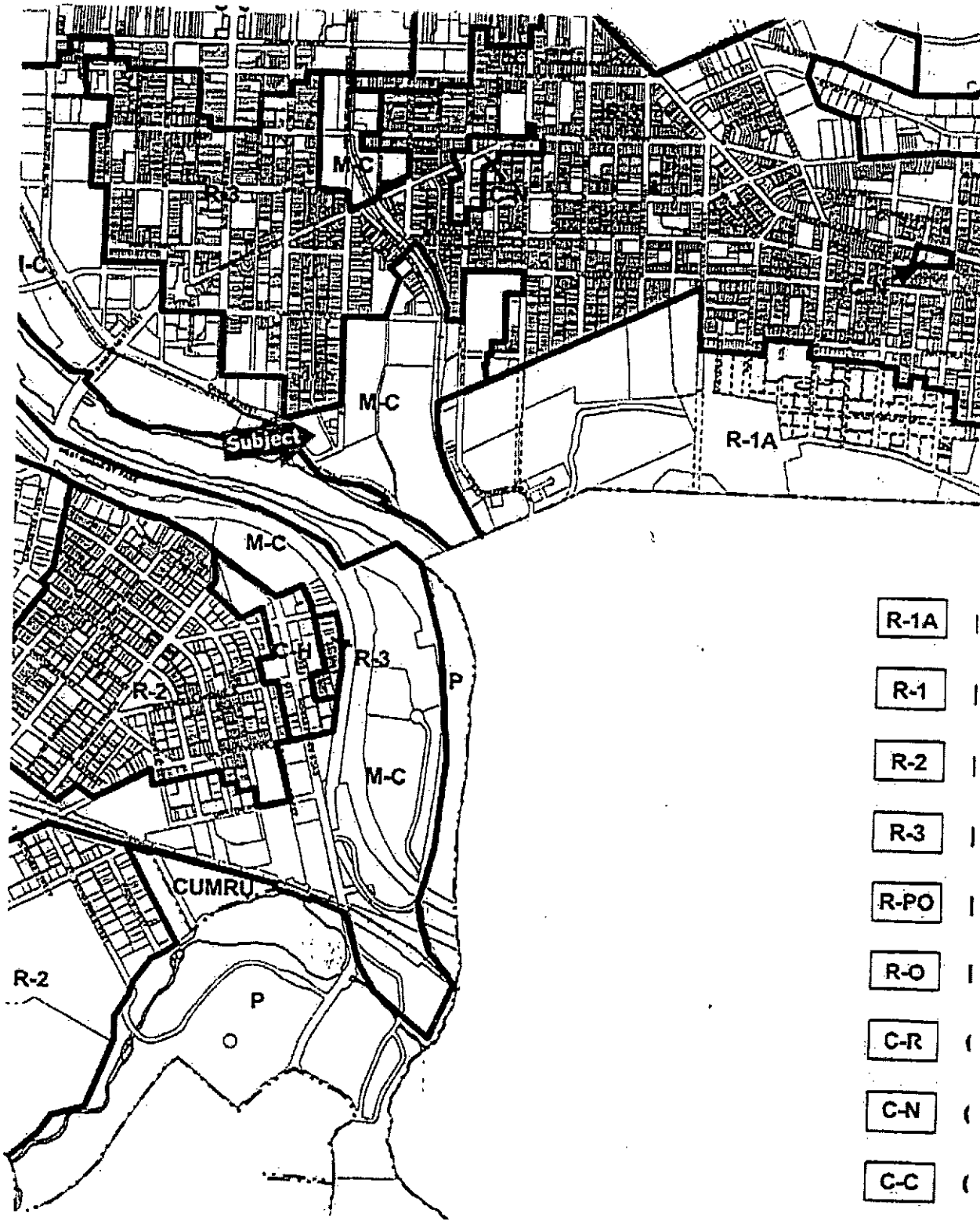
Email: info@kindkarellc.com

SITE PLAN-PARCELA A

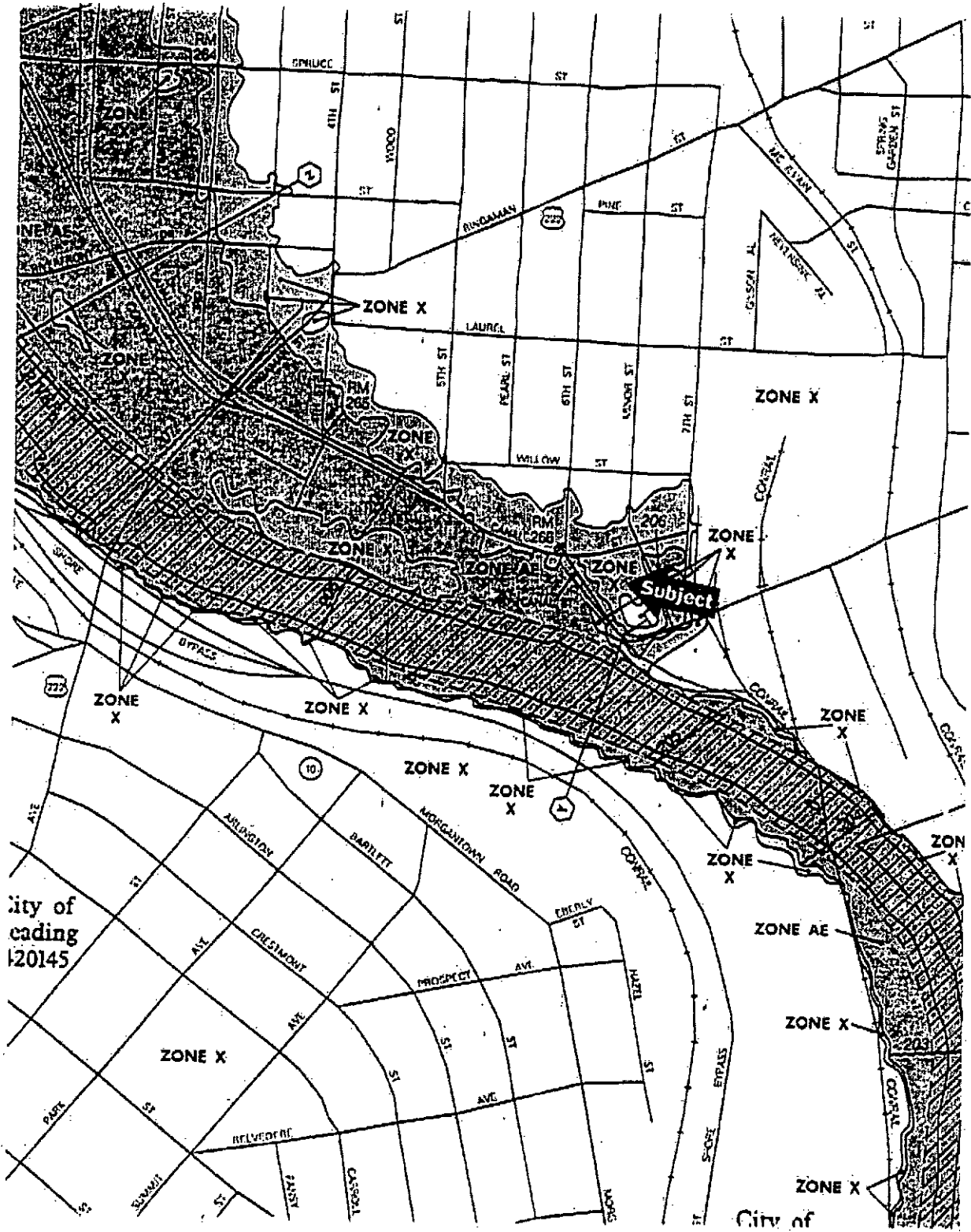


SITE PLAN - PARCEL A

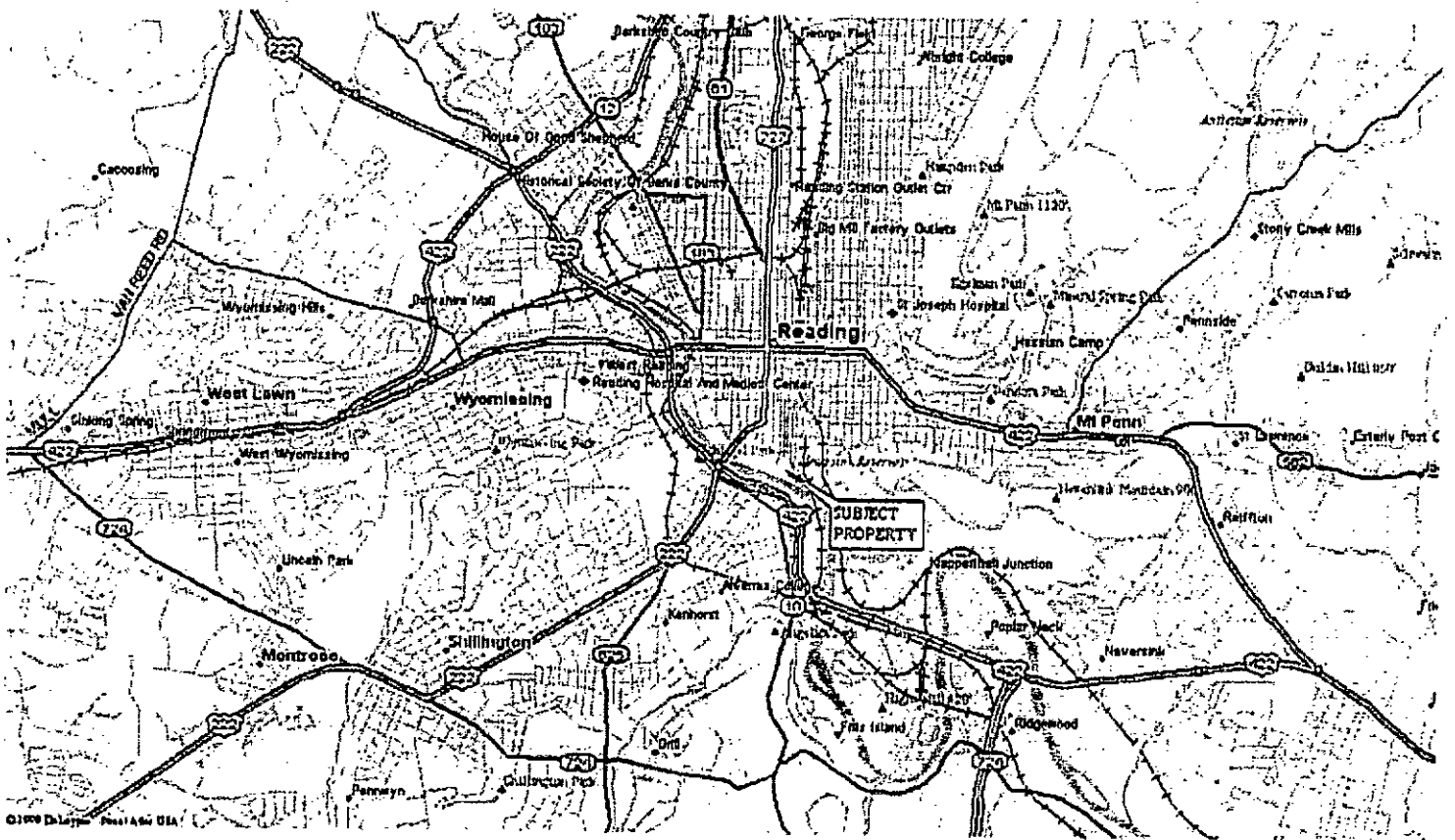




FLOOD MAP

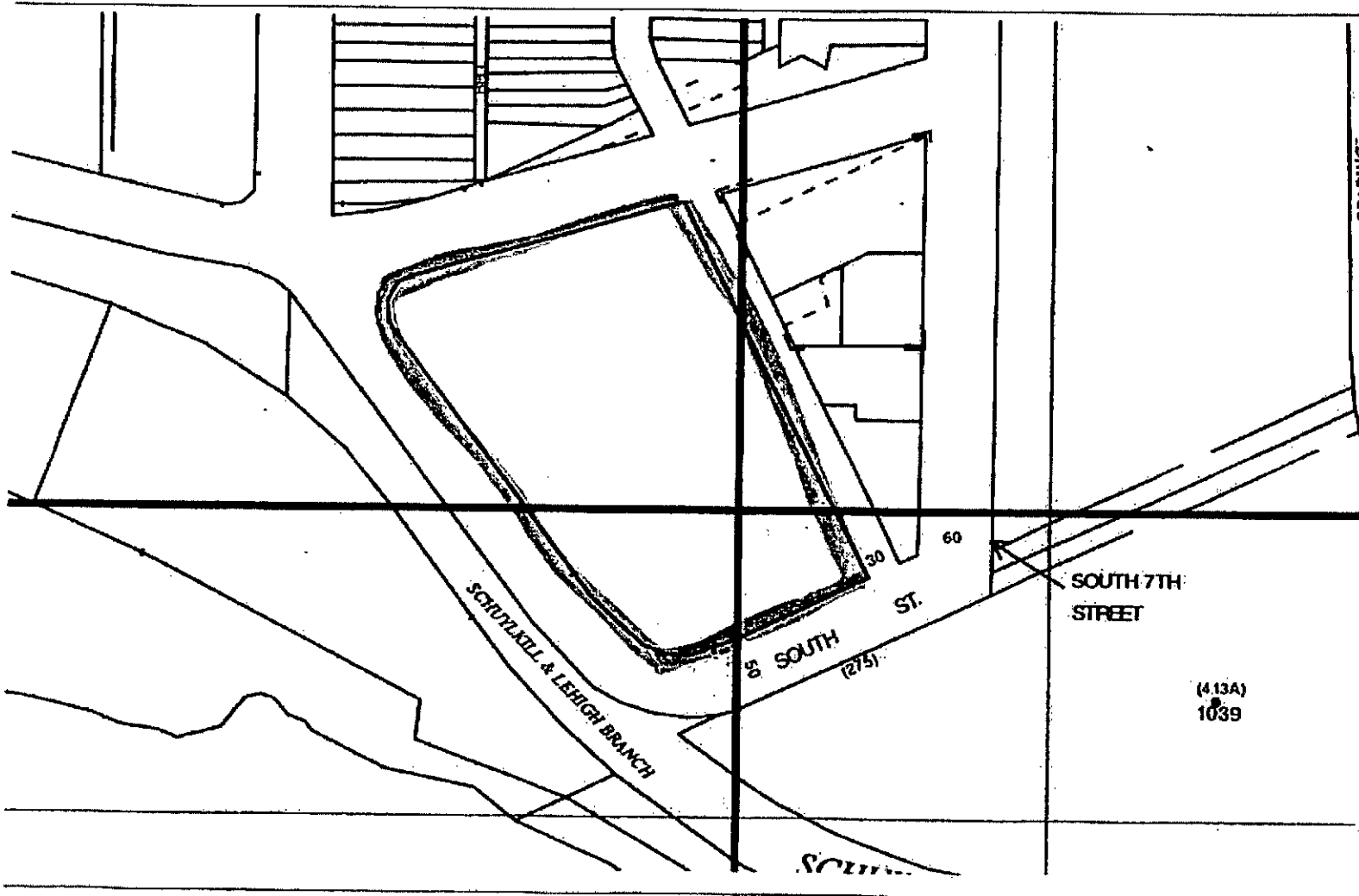


LOCATION MAP



TAX MAP

RPD Analyzer Tax Map Report
Berks County, PA



35

Note: Image NOT a Complete Tax Map ... View Selected by User

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GRAZING LEGEND

61 FENCED OR UNFENCED BLADE BY 1/2

62 UNFENCED OR UNFENCED BLADE BY 1/2

NOTE: REFER TO DRAWING FOR COMPLIANCE REQUIREMENTS WITH 288B MDC.

NOTE: ALL BLADES BY UNLESS OTHERWISE NOTED.

ALL BLADES SHALL COMPLY WITH REQUIREMENTS MDC, CHAPTER 28, SUBCHAPTER 28.02 FOR BLADES AND LOCATION OF TRENCHES AND PITY BLADES.

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BLAZING LEGEND

(1) Blazing in this color shall be in accordance with the following specifications:


(2) Blazing in this color shall be in accordance with the following specifications:

NOTE: REFER TO SHEET 88-01 FOR CONNECTIONS COMPLIANCE REQUIREMENTS AND COMPLIANCE WITH 88B RCD.

NOTE: ALL BLAZING BY THIS AREA OTHERWISE NOTED.

ALL BLAZING SHALL COMPLY WITH REQUIREMENTS OF IBC, CHAPTER 7A, BLAZING AND BLAZING FOR IDENTIFICATION AND LOCATION OF TRAPPED AND SAFETY BLAZING.

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FOUNDATION SCHEDULE

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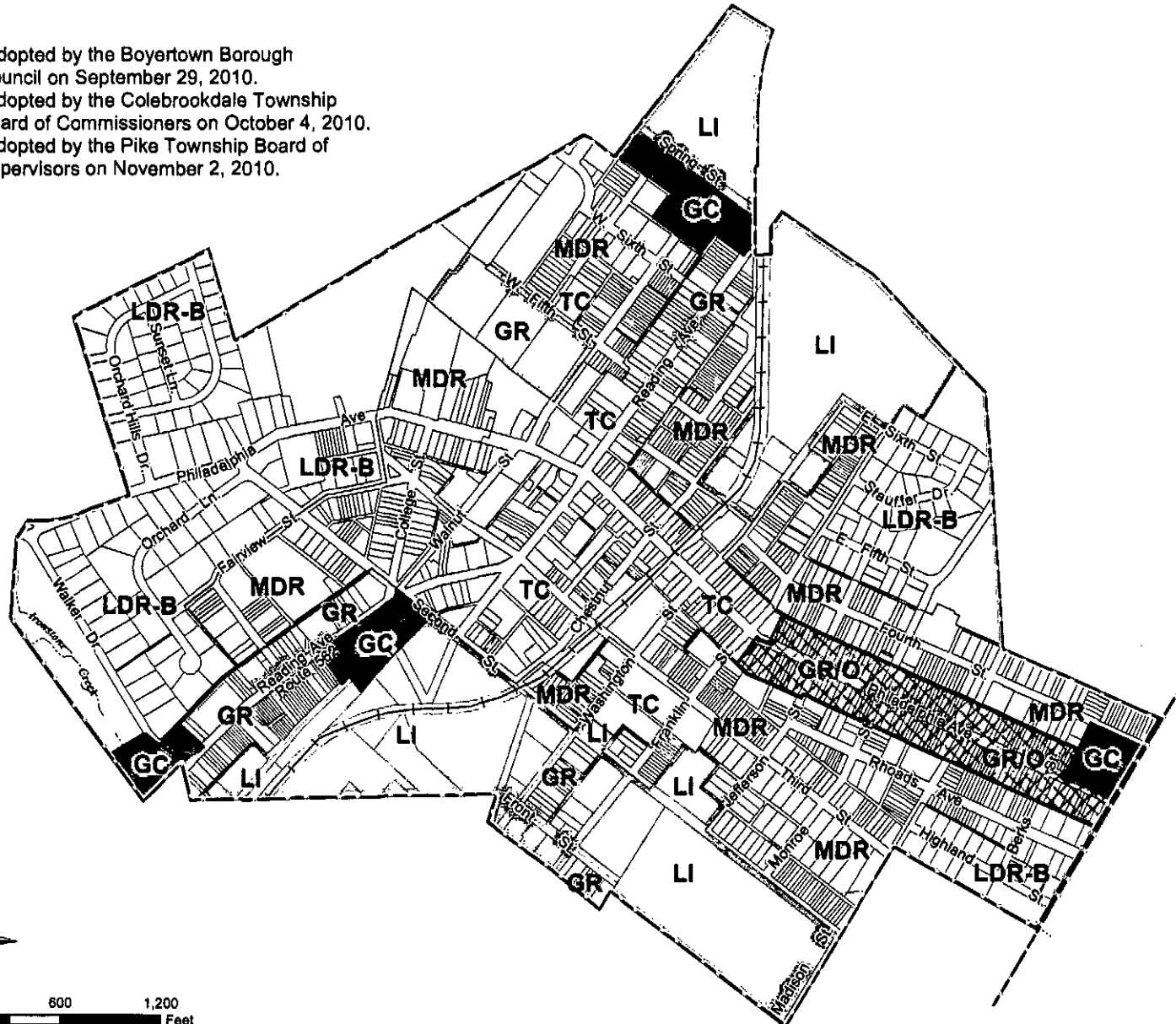
As Adopted by the Boyertown Borough Council on September 29, 2010.
 As Adopted by the Colebrookdale Township Board of Commissioners on October 4, 2010.
 As Adopted by the Pike Township Board of Supervisors on November 2, 2010.

Zoning Map

Borough of Boyertown

Berks County, Pennsylvania

- LDR-B** Low Density Residential-Boyertown
- MDR** Medium Density Residential
- GR** General Residential
- GR/O** General Residential/Office
- TC** Town Center
- GC** General Commercial
- LI** Light Industrial



0 600 1,200 Feet

Base Map Information Provided by the Berks County Planning Commission

Community Planning Consultants
Urban Research & Development Corporation
 28 West Broad Street, Doylestown, Pennsylvania 18018 610-466-0701

Attachment E: Personal Identification

<p>Instructions:</p> <ul style="list-style-type: none"> • For each principal, financial backer, operator and employee, attach the following: <ol style="list-style-type: none"> 1. A curriculum vitae or resume, maximum of two pages 2. A verification of identity satisfactory to the Department. The following are acceptable forms of verification of identity: <ul style="list-style-type: none"> ○ A valid Pennsylvania Photo Driver's License ○ A valid Pennsylvania Photo Identification Card ○ A valid Pennsylvania Photo Exempt Driver's License ○ A valid Pennsylvania Photo Exempt Identification Card ○ A valid U.S. Armed Forces Common Access Card ○ A valid U.S. passport • Complete this cover sheet. Scan this sheet and the curricula vitae and identification documents and save as a PDF file called "Attachment E," using the appropriate file name format

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents: Kind Kare LLC		
Trade names and DBA (doing business as) names:		
Principal Business Address: 5281 Winfield Place		
City: Doylestown	State: PA	Zip Code: 18902
Phone: (717) 417-0169	Fax: (717) 417-0169	Email: info@kindkarellc.com

G. Derek Andreson

Partner

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Service	Antitrust / Competition, Complex Commercial Litigation, Corporate Governance, False Claims, Government Program Fraud & Qui Tam Litigation, Litigation, Mergers & Acquisitions, Securities Litigation, White Collar, Regulatory Defense & Investigations
Sectors	Aviation, Financial Services & Banking, Health Care, Insurance, Oil & Gas, Pharmaceuticals & Medical Devices, Retail & Consumer Products, Technology & Telecommunications
Admissions	District of Columbia
Education	William & Mary, JD, 2003 Old Dominion University, BA, 2000

Derek Andreson is a partner in the Litigation Department of Winston & Strawn LLP's Washington, D.C. office, and serves as Co-Chair of the firm's Foreign Corrupt Practices Act (FCPA) Task Force. He focuses on corporate internal investigations, white-collar defense, FCPA enforcement and compliance, U.S. Securities and Exchange Commission (SEC) actions, and federal trial practice. A former federal prosecutor, Mr. Andreson leads corporate internal investigations in response to criminal and civil inquiries by government regulators, including allegations of fraud, bribery, corruption, insider trading, money laundering, criminal antitrust, and false claims. Mr. Andreson has broad experience conducting FCPA investigations of business operations in Europe, Asia, South America, and the Middle East. He regularly counsels the boards of multinational companies on corporate governance and compliance strategies relating to the FCPA, target acquisitions, whistleblower allegations, and shareholder derivative actions. From 2005 through 2009, Mr. Andreson served with the U.S. Department of Justice (DOJ) as an Assistant U.S. Attorney for the Eastern District of Virginia, where he was assigned to the Financial Fraud and Public Corruption Unit. During his tenure, he led numerous grand jury investigations involving fraud and corruption and prosecuted several high-profile cases, including the prosecution of an Argentinean war criminal, the CEO of a private equity firm, the chairman of a Canadian hedge fund, and numerous international money laundering and gambling rings. He regularly prosecuted cases involving wire, bank, mail, and tax fraud Washington, D.C. Prior to law school, Mr. Andreson served as a U.S. Navy SEAL for six years in the U.S. Special Operations Command. Mr. Andreson received his B.A., summa cum laude, from Old Dominion University in 2000 and received his J.D. from The College of William and Mary School of Law in 2003.

Recent Representative Engagements:

- Led internal investigation on behalf of Special Committee of the Board of a Japanese multinational concerning allegations of fraud by the management team of a U.S. subsidiary.
- Led separate internal investigations for two Swiss Banking institutions relating to offshore accounts held by U.S. citizens that were the subject of a DOJ inquiry.
- Represented lead defendant—a former SunTrust Bank executive—in multi-defendant jury trial against federal wire fraud conspiracy charges brought by the DOJ.
- Led internal investigation of Qatar-based infrastructure company relating to allegations of fraud.

FCPA and Anti-Corruption

- Represented the Special Committee of a multinational oil and gas company in an internal investigation relating to a shareholder derivative suit alleging bribery and corruption.
- Represented a former executive of a major medical device company in connection with FCPA allegations by the SEC.
- Represented the Special Committee of a multinational technology company in conducting an investigation of bribe payments to government officials in India and China.
- Represented the former CFO of a major multinational pharmaceutical company in parallel DOJ and SEC investigations involving allegations of bribe payments to Chinese officials.

- Represented a multinational automotive company in conducting an internal investigation relating to its operations in Eastern Europe.
- Represented a foreign multinational transportation and power company in conducting an internal investigation relating to allegations of bribery and corruption in the Middle East and South America.
- Represented a U.S. information technology company in connection with allegations of bribery payments to Chinese officials.

FCPA Target Due Diligence and Global Compliance Programs

- Represented a multinational company in vetting potential acquisitions in Brazil, India, and Russia.
- Represented a multinational technology company in conducting pre- and post-acquisition due diligence on targets in Russia and China.
- Represented a private equity firm in designing and implementing a global anti-corruption compliance program to include its portfolio of international companies.
- Represented a French airline company in designing and implementing its global anti-corruption compliance program.
- Represented a major information technology corporation in conducting pre-acquisition due diligence on targets in China and Korea.

Securities Fraud and Insider Trading

- Represented a leading private equity firm against allegations of securities fraud, insider trading, and accounting fraud. Both the DOJ and the SEC declined to bring charges.
- Represented certain executives and Board members of a multinational oil and gas company in connection with parallel SEC and DOJ investigations into "over-reserving." Both the DOJ and the SEC declined to bring charges.
- Represented a leading insurance company in an internal investigation concerning allegations of market timing and securities fraud.
- Conducted an investigation on behalf of a Special Committee of a publicly traded company into allegations certain managing directors engaged in insider trading.

False Claims Act

- Represented a Department of Defense contractor relating to a False Claims Act (FCA) investigation into bribe payments made to CIA officials.
- Represented a global security firm in connection with a FCA investigation into the steering of government contracts in Afghanistan.
- Represented a major healthcare provider against FCA allegations of billing fraud.

Honors & Awards

- The Legal 500 US , "White-Collar Criminal Defense," 2013–2014.
- FBI Washington Field Office Award, "Outstanding Prosecutor," 2009.
- Outstanding Service, U.S. Attorney's Office – Eastern District of Virginia, 2005–2009.

Activities

Mr. Andreson is affiliated with the National Association of Assistant U.S. Attorneys.

"DOJ's New FCPA Compliance Counsel: A Fairer Assessment for Companies," 8/5/2015

"Minimizing Anti-Corruption Deal Risk While Maximizing Returns on Venture Capital Investments," 9/11/2013

"Private Equity: Blindsided by the FCPA – Hedging Against Anti-Corruption Deal Risk," 2/28/2013

"New FCPA Guidance Provides Insight Into Government's View of Corporate Compliance," 11/20/2012

"Commercial Bribery: What GCs Should Know About the Achilles Heel of Anti-Bribery Law," 3/9/2012

"As DOJ Targets Individuals Under the FCPA, What Does It Mean for In-House Counsel?," 1/12/2012

"12 Tips on How to Build a Comprehensive Anti-Corruption Compliance Program," 11/15/2011

DL

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Driver's License

Maryland

LIC #:

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GEORGE DEREK ANDRESON

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BIRTH DATE: DOHDOH

EXPIRES: 06-24-2017

Sex: M HT: 6-03 WT: 200

Restr: B Type: D1

Issue Date: 05-07-2015

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DANIEL ZANG

EDUCATION

J.D.	Law	The Catholic University, Washington D.C.	2008 - 2011
Ph.D.	Biochemistry	University of Tennessee, Memphis, TN	1997 - 2002
M.S.	Molecular Biology	Seoul National University, Seoul, Korea	1992 - 1993
B.S.	Biochemistry	Hanyang University, Seoul, Korea	1987 - 1990

EXPERIENCE

Partner **Jan. 2014 - Present**

Innovcell, Inc., Rockville, MD

- Advise early stage biotech companies on IP strategy, FDA issues, and clinical trial.

Chief Executive Officer **Jan. 2012 - Dec. 2013**

Medipost America, Rockville, MD

- Secured \$3 million investment for the company.
- Attracted \$12 million Series A investment for the company.
- Made decisions on acquisition, licensing, and collaborative agreements with big pharma.
- Managed multiple clinical trials.
- Managed company's patent portfolio and operations.

Associate **Mar. 2011 - Dec. 2011**

Drinker, Biddle, & Reath, Washington D.C.

- Drafted and prosecuted patent applications
- Performed due diligence on acquisition targets.

Scientific Advisor **Mar. 2008 - Feb. 2011**

Wilson, Sonsini, Goodrich, & Rosati, Washington D.C.

- Drafted and prosecuted patent applications
- Performed due diligence on acquisition targets.
- Supported Hatch-Waxman Paragraph IV litigation

Staff Scientist **Jul. 2006 - Feb. 2008**

National Institutes of Health, Bethesda, MD

Designed and conducted experiments to understand coronary vessel development. Results were published in two top tier scientific journals: *Developmental Cell*, and *Development*.

Research Fellow **Sept. 2003 - Jun. 2006**

Univ. of Michigan Medical School, Ann Arbor, MI

Designed and conducted experiments to understand the mechanism of Plasminogen activator in blood clotting disorders. Awarded 2-year research grant from the American Heart Association.

Research Associate/Research Assistant **Jul. 1997 - Aug. 2003**

Howard Hughes Medical Institute at St. Jude Children's Hospital, Memphis, TN

Designed and conducted experiments to understand the mechanism of the erythropoietin receptor. Results were published in the *EMBO* journal, a top tier scientific journal.

HONORS & AWARDS

- Staff Editor, *Journal of Contemporary Health Law and Policy*, 2010, 2011
- Institute Representative, Fellows Committee, National Institutes of Health, 2007
- Division Representative, Fellow Advisory Committee, National Heart, Lung and Blood Institute, 2007
- Fellow, Global Health Forum, Aspen Institute, 2007

- Bioscience Expert, Korea Institute of Science & Technology Information, 2007
- American Heart Association Fellowship Award, 2004 - 2006
- Best Abstract Award, American Society of Biochemistry and Molecular Biology Annual Conference, 2006
- Howard Hughes Medical Institute Graduate Fellow, 1997-2002
- Korean Science Foundation Scholarship Award, 1992 - 1993
- Public Service Medal, Korean Ministry of Education, Korea, 1988
- Academic Merit Scholarship Award, Hanyang University, Seoul, Korea, 1987 - 1989

PRESENTATIONS (INVITED)

- International Business Summit on Medical Travel, Los Angeles, 2016
- Cell & Gene Therapy Forum, Washington D.C., 2013
- Terrapin, Stem Cells Asia, Singapore, 2013
- Terrapin, London, 2012
- World Stem Cell Summit, San Diego, 2012
- Stem Cell on the Mesa, San Diego, 2012
- Texas Life Science Collaboration Center, 2012
- Stem Cell Meeting, Embassy of Australia, Washington D.C., 2012
- Experimental Biology Annual Conference, San Diego, CA, 2008
- National Institutes of Health Research Festival, Bethesda, MD, 2007
- The RNA Society Annual Conference, Banff, Canada, 2006
- American Society of Biochemistry and Molecular Biology Annual Conference, San Francisco, CA, 2006
- Dept. Human Genetics, University of Michigan Medical School, MI, 2005
- University of Michigan Cancer Center Annual Symposium, Ann Arbor, MI, 2005
- National Cancer Institute, Frederick, MD, 2006
- The Gordon Research Conference, Andover, NH, 2005
- Federation of American Societies of Experimental Biology Conference, Snowmass, CO, 2003
- National Heart Lung and Blood Institute, Bethesda, MD, 2006, 2003
- National Institute of Neurological Disorders and Stroke, Bethesda, MD, 2003
- Vollum Institute, Portland, OR, 2003
- Salk Institute, San Diego, CA, 2003

LICENSE

Licensed Patent Agent and Attorney.

DL Class C Driver's License Maryland

LIC # DOHDOH

DANIEL HEESUY

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BIRTH DATE DOHDOH

EXPIRES: 0

Sex: M HT: 140

Restr: Type: R

Issue Date: 04-26-2016

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Attachment F: Affidavit of Business History

Instructions:

- Each principal or operator of the applicant must complete the Affidavit of Business History
- Execute the affidavit and save as a PDF file called "Attachment F," using the appropriate file name format. A cover sheet is not needed

Affidavit of Business History

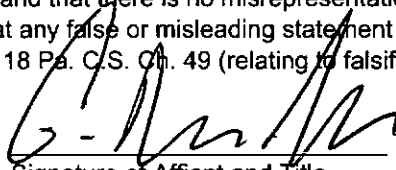
State of MD)
 County of Montgomery) ss:
)

The undersigned, G-DELEK ANDRESON, hereby certifies the following:

During the 10 years preceding the filing date of the initial permit application, the following principal(s), operator(s), financial backer(s) and employee(s), have held a position of management or ownership of a controlling interest in any other business in this Commonwealth or any other jurisdiction involving the manufacturing or distribution of medical marijuana or a controlled substance:


Name of individual	Role (principal, operator, financial backer or employee)	Business name and address	Position of management or ownership of a controlling interest	Dates
<u>NA</u>				

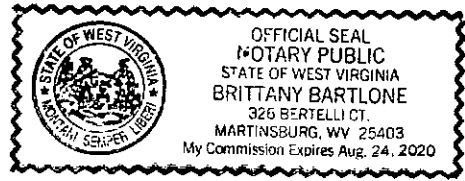
I hereby certify that I am authorized to execute this affidavit on behalf of the applicant and that the information contained herein is true and correct and that there is no misrepresentation, falsification or omissions in this affidavit. I am further aware that any false or misleading statement or omitted information is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).


 Signature of Affiant and Title

03/13/17
 Date

Sworn to and subscribed before me this 13 day of March, 2017.


 Notary Public



MY COMMISSION EXPIRES:
Aug 24, 2020

A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.

Affidavit of Business History


State of Maryland)
 County of Montgomery) SS:

The undersigned, David Zang, hereby certifies the following:


During the 10 years preceding the filing date of the initial permit application, the following principal(s), operator(s), financial backer(s) and employee(s), have held a position of management or ownership of a controlling interest in any other business in this Commonwealth or any other jurisdiction involving the manufacturing or distribution of medical marijuana or a controlled substance:

Name of individual	Role (principal, operator, financial backer or employee)	Business name and address	Position of management or ownership of a controlling interest	Dates
NA				

I hereby certify that I am authorized to execute this affidavit on behalf of the applicant and that the information contained herein is true and correct and that there is no misrepresentation, falsification or omissions in this affidavit. I am further aware that any false or misleading statement or omitted information is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).


 Signature of Affiant and Title 7/20/17
 Date

Sworn to and subscribed before me this 20 day of March, 2017


 Notary Public

MY COMMISSION EXPIRES:
Aug 24, 2020



A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.

Attachment G: Affidavit of Criminal Offense

Instructions:

- Each principal or operator of the applicant must complete the Affidavit of Criminal Offense
- Execute the affidavit as instructed and save as a PDF file called "Attachment G," using the appropriate file name format. A cover sheet is not needed

Affidavit of Criminal Offense

State of MO)
County of Montgomery) ss:

The undersigned, G. DEKER ANDREWS, hereby certifies the following by checking the boxes below:

Principal(s):

- No principal(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.
- One or more principals listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.

If one or more principal(s) listed in this permit application has been convicted of a criminal offense graded higher than a summary offense, please provide below the name(s) of the principal(s) and the offense(s) of which one or more principal(s) was convicted.

Name(s): _____
Offense(s): _____

Operator(s):

- No operator(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.
- One or more operator(s) listed in this permit application has been convicted of a criminal offense graded higher than a summary offense.

If one or more operator(s) listed in this permit application has been convicted of a criminal offense graded higher than a summary offense, please provide below the name(s) of the operator(s) and the offense(s) of which one or more operator(s) was convicted.

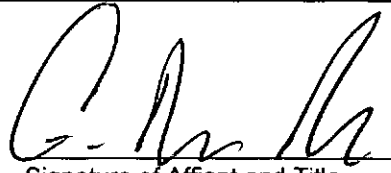
Name(s): _____
Offense(s): _____

Financial Backer(s):

- No financial backer(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.
- One or more financial backer(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.

If one or more financial backer(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense, please provide below the name(s) of the financial backer(s) and the offense(s) of which one or more financial backer(s) was convicted.

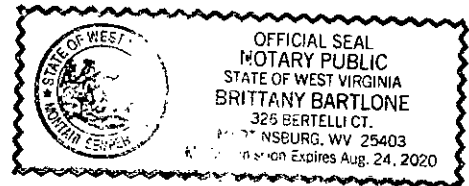
Name(s): _____
Offense(s): _____


Signature of Affiant and Title

03/13/17
Date

Sworn to and subscribed before me this 13 day of March, 2017


Notary Public



MY COMMISSION EXPIRES: Aug 24, 2020

A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.

Affidavit of Criminal Offense

State of Maryland)
County of Montgomery) ss:

The undersigned, Daniel Zang, hereby certifies the following by checking the boxes below:

Principal(s):

- No principal(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.
- One or more principals listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.

If one or more principal(s) listed in this permit application has been convicted of a criminal offense graded higher than a summary offense, please provide below the name(s) of the principal(s) and the offense(s) of which one or more principal(s) was convicted.

Name(s): _____
Offense(s): _____

Operator(s):

- No operator(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.
- One or more operator(s) listed in this permit application has been convicted of a criminal offense graded higher than a summary offense.

If one or more operator(s) listed in this permit application has been convicted of a criminal offense graded higher than a summary offense, please provide below the name(s) of the operator(s) and the offense(s) of which one or more operator(s) was convicted.

Name(s): _____
Offense(s): _____

Financial Backer(s):

- No financial backer(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.

One or more financial backer(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense.


If one or more financial backer(s) listed in this permit application have been convicted of a criminal offense graded higher than a summary offense, please provide below the name(s) of the financial backer(s) and the offense(s) of which one or more financial backer(s) was convicted.

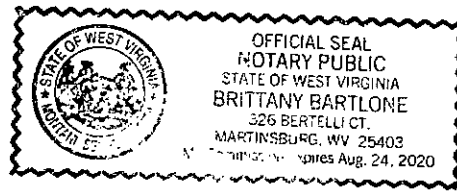
Name(s): _____
Offense(s): _____


Signature of Affiant and Title

3/20/17
Date

Sworn to and subscribed before me this 20 day of March 20 17


Notary Public



MY COMMISSION EXPIRES:

Aug 24, 2020

A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.

[Return to Application](#)

Please remember to submit application after printing.

Pennsylvania Enterprise Registration for *Kind Kare Limited Liability Company*
Section 0 Table of Contents

Section 1 Reason for This Registration

Indicate Reason for this Registration

Registration of a New Enterprise

Did this enterprise:

- | | |
|--|-----------|
| Acquire all or part of another enterprise? | NO |
| Result from a change in legal structure (for example, from individual proprietor to corporation, partnership to corporation, corporation limited liability company)? | NO |
| Undergo a merger, consolidation, dissolution or other restructuring? | NO |

Section 2 Enterprise Information

1. Date of first operations: **3/17/2017**
2. Date of first operations in PA: **3/17/2017**
3. Enterprise Fiscal Year End: (MM/DD) **12/31**
4. Enterprise Legal Name: ***Kind Kare Limited Liability Company*** (DO NOT enter any punctuation or abbreviation.)
5. Employer Identification Number (EIN) : **820823687** (Leave blank if you do not have a valid EIN. Enter digits only. DO NOT use dashes.)
6. Enterprise Trade Name (if different than legal name otherwise leave blank): ***Kind Kare Limited Liability Company*** (DO NOT enter any punctuation or abbreviation.)
7. Enterprise Telephone Number (Begin a domestic phone number with Area Code, DO NOT begin with "1". Example: XXX-XXX-XXXX): **717-417-0169**
8. Enterprise Street Address

Address 1:	5281 Winfield Place
City/Town:	Doylestown
County:	BUCKS
State:	PENNSYLVANIA
Zip Code:	18902
Country:	UNITED STATES OF AMERICA
9. Enterprise Mailing Address

Address 1:	14418 Seneca Road
City/Town:	Darnestown
County:	OUT OF STATE
State:	MARYLAND
Zip Code:	20874
Country:	UNITED STATES OF AMERICA
10. Location of Enterprise Records

Address 1: **14418 Seneca Road**
 City/Town: **Darnestown**
 County: **OUT OF STATE**
 State: **MARYLAND**
 Zip Code: **20874**
 Country: **UNITED STATES OF AMERICA**

11. Establishment name: (doing business as) **Kind Kare Limited**

Liability Company

12. Number of establishments: **1**

13. PA School District: **Central Bucks**

14. PA Municipality: **Buckingham TWP**

Section 3 Taxes & Services

All Registrants Must Check the applicable box(es) to indicate the taxes & services requested for this Registration (check all that apply):

- Cigarette Dealer License
- Employer Withholding Tax**
- Fuels Tax Permit
- Liquid Fuels Tax Permit
- Motor Carriers Road Tax/IFTA
- Promoter License
- Public Transportation Assistance Tax License
- Sales, Use, Hotel Occupancy Tax License
- Small Games of Chance Lic./Cert.
- Transient Vendor Certificate
- Unemployment Compensation**
- Use Tax
- Vehicle Rental Tax
- Workers' Compensation**
- Wholesaler's Certificate

Please Note: Completing this form will not register your business name with the PA Department of State. Please go to www.dos.pa.gov. Business registration forms are under **KEY SERVICES**.

Section 4 Identification of Person Submitting

I (We), declare under the penalties of perjury that the statements contained herein are true, correct, and complete.

Person Authorizing Application:

Last Name: **Andreson**
 First Name: **George**
 Middle Name: **Derek**
 Title: **Member**
 E-Mail Address: **DOHDOHDOHDOH@.com**

Person Preparing Application:

Last Name: **Andreson**

First Name: **George**
 Middle Name: **Derek**
 Title: **Member**
 Telephone Number: **DOHDOH 889** Ext:
 E-Mail Address: **info@kindkare.com**

A signature is required if you are registering for a tax(s) and/or service(s) other than Sales, Use and Hotel Occupancy Tax License, Use Tax, Transient Vender Certificate, Promoter License, Employer Withholding, Unemployment, Worker's Compensation and/or Wholesaler's Certificate.

Authorized Signature: _____ **Date:** _____

Preparer's Signature: _____ **Date:** _____

Section 5 Form of Organization

1. Form of Organization - **Limited Liability Company**
2. The enterprise is organized **FOR PROFIT**.
3. The enterprise **IS NOT** exempt from taxation under Internal Revenue Code section 501(C)(3)

Please Note: Completing this form will NOT fulfill the requirement to register for corporate taxes. Registering corporations must also contact the PA Department of State to secure corporate name clearance and register for corporation tax purposes. Contact the PA Department of State at (717) 787-1057.

Section 6 Owner, Officer, Partner, Shareholder, Responsible Party Information

Provide the following for all individual and/or enterprise owners, partners, officers, shareholders, and responsible parties. If stock is publicly traded, provide the following for any shareholder with an equity position of 5% or more:

- | |
|--|
| <ol style="list-style-type: none"> 1. Owner's Name: Andreson, George Derek 2. Social Security Number: DOHDOHDOHDOH |
|--|

- 3. Date of birth: **DOHDOH** MM/DD/YYYY
- 5. This person is an: **Owner** Title:
- 7. Effective Date of title: **3/17/2017** MM/DD/YYYY
- 8. Percent of ownership: **61%** Date of ownership: **3/17/2017**
- 10. Address of owner
 - Address 1:
 - City/Town:
 - County:
 - State:
 - Zip Code:
 - Country:
- 11. This person **IS** responsible to remit Sales Tax
 This person **IS** responsible to remit Employer Withholding
 This person **IS** responsible to remit Motor Fuel Taxes
 This person **IS** responsible to remit Workers' Compensation Coverage



- 1. Owner's Name: **Zang, Daniel Heesuk**
- 2. Social Security Number: **DOHDOHDOHDOHDOH**
- 3. Date of birth: **06/15/1968** MM/DD/YYYY
- 5. This person is an: **Owner** Title:
- 7. Effective Date of title: **3/17/2017** MM/DD/YYYY
- 8. Percent of ownership: **39%** Date of ownership: **3/17/2017**
- 10. Address of owner
 - Address 1:
 - City/Town:
 - County:
 - State:
 - Zip Code:
 - Country:
- 11. This person **IS NOT** responsible to remit Sales Tax
 This person **IS NOT** responsible to remit Employer Withholding
 This person **IS NOT** responsible to remit Motor Fuel Taxes
 This person **IS NOT** responsible to remit Workers' Compensation Coverage



Section 7 Establishment Business Activity Information

1. Comments

PA BUSINESS ACTIVITY	%	PRODUCTS OR SERVICES
<i>Retail Trade</i>	<i>100 %</i>	Pharmacies and Drug Stores
Total 100%		

2. Enter the percentage that this establishment's receipts or revenues represent of the total PA receipts or revenues of the enterprise: **100**

Does this Enterprise want to become a Pennsylvania Lottery Retailer?
NO

Section 9 Establishment Employment Information

Part 1:

1. The establishment **DOES** employ individuals who work in **Pennsylvania:**

a. Date wages first paid:

1/1/2018
(MM/DD/YYYY)

b. Date wages resumed when following a break in employment:
(MM/DD/YYYY)

c. Total number of employees:

0

d. Number of employees primarily working in new construction:
0

e. Number of employees primarily working in renovative construction:

0

f. Estimated gross wages per quarter:

\$.00

g. Name of Workers' Compensation Insurance Company:

	Effective	End Date:
1. Policy Number:	Start	
	Date:	
2. Agency Name:	Daytime Telephone	
	Number:	

Agency's Mailing Address

Address 1:
City/Town:
County: **Unknown**
State: **PENNSYLVANIA**
Zip Code:
Country: **UNITED STATES OF AMERICA**

3. If this establishment **DOES NOT** have Workers' Compensation insurance, check one:

a. This establishment employs only Excluded Workers:

b. This establishment has Zero Employees:

c. This establishment receives approval to self-insure by the PA Bureau of Workers' Compensation:

If item 3c. is checked, provide PA Workers' Compensation Bureau Code

d. None of the previous three options apply:

2. The establishment **DOES NOT** employ PA residents who work **outside of Pennsylvania:**

3. This establishment **DOES** pay remuneration for services to persons you do not consider employees.

Explanation of services performed:

Contract services

Part 2:

1. ♦ This registration **IS NOT** a result of a taxable distribution from a benefit trust, deferred payment or retirement plan for PA residents?

Section 10 Bulk Sale/Transfer Information

1. The enterprise **DID NOT** acquired 51% or more of **any class of PA assets** and/or 51% of the total assets of another Enterprise?
2. The enterprise **DID NOT** acquire 51% or more of the **total assets** of another enterprise?

Section 12 Reporting & Payment Methods

1. a. This enterprise **DOES NOT** meet the Department of Revenue's requirements for Electronic Funds Transfer (EFT) filing payments via EFT applies to payments of \$1,000 or more.
b. This enterprise **DOES** want to participate in the Department of Revenue's EFT program.
2. This enterprise **IS NOT** a non-profit organization that is exempt under IRC 501(C) (3), is it interested in receiving information about the Department of Labor and Industry's option of financing UC costs under the reimbursement method in lieu of the contributor method.

Date of this notice: 03-15-2017

Employer Identification Number:
82-0823687

Form: SS-4

Number of this notice: CP 575 B

KIND KARE LLC
GEORGE DEREK ANDRESON MBR

DOHDOHDOH

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 82-0823687. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1065

03/15/2018

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

Attachment I: Affidavit of Capital Sufficiency

Instructions:

- The applicant must submit an affidavit stating that the applicant meets the capital requirements set forth in §1141.30 (relating to capital requirements).
- Note that there are two different versions below:
 - Attachment I-1 is the affidavit for a grower/process applicant
 - Attachment I-2 is the affidavit for a dispensary applicant
- Execute the appropriate affidavit and save as a PDF file called "Attachment I," using the appropriate file name format. A cover sheet is not needed

ATTACHMENT I-2: AFFIDAVIT OF CAPITAL SUFFICIENCY FOR A DISPENSARY PERMIT APPLICANT

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF HEALTH

AFFIDAVIT OF CAPITAL SUFFICIENCY

State of MD)
County of Montgomery) SS:

I/WE G. DELEK ANDREW

DOHDOHDOHDOHDOHDOHDOHDOHDOH

ADDRESS PHONE
DOHDOHDOHDOHDOHDOHDOHDOHDOH

CITY STATE ZIP CODE COUNTY 1 1

For the following applicant:

KIND KARE, LLC
NAME OF BUSINESS

5281 WINFIELD PLACE 717-417-0169
ADDRESS PHONE

DOYLETOWN PA 19802 BUCKS
CITY STATE ZIP CODE COUNTY

hereby certify that the Applicant named has at least \$150,000 on deposit with one or more financial institutions:

Type of Capital	Source of Capital	Name and address of financial institution	Account number
CASH	SELF	DOHDOH	
RETIREMENT FUND	SELF		
LINE OF CREDIT	SELF		

I hereby certify that I am authorized to execute this affidavit on behalf of the applicant and that the information contained herein is true and correct and that there is no misrepresentation, falsification or omissions in this affidavit. I am further aware that any false or misleading statement or omitted information is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).

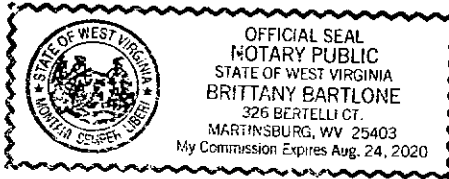
[Handwritten Signature]
 Signature of Affiant and Title

Sworn to and subscribed before me this 20 day of March, 2017.

[Handwritten Signature]
 Notary Public

MY COMMISSION EXPIRES:

Aug 24, 2020



A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature

Attachment J: Sample Medical Marijuana Product Label

Instructions:

- Provide a sample label for each medical marijuana product you expect to produce
- Complete this cover sheet. Scan this sheet and the sample labels and save it as a PDF file called "Attachment J," using the appropriate file name format.

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:

Kind Kare LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 5281 Winfield Place

City: Doylestown

State: PA

Zip Code: 18902

Phone: (717) 417-0169

Fax: (717) 417-0169

Email: info@kindkarellc.com

DISPENSARY - DOES NOT APPLY

Attachment K: Release Authorization

Instructions:

- Execute the following release authorization
- Scan the completed and executed release authorization below save it as a PDF file called "Attachment K," using the appropriate file name format. No cover sheet is needed



RELEASE AUTHORIZATION

TO: _____
(Do not write above this line – For Department of Health Only)

FROM: KIND KARE LLC
Applicant's Name

I, George Derek Anderson, by and on behalf of the undersigned applicant, have filed a permit application with the Pennsylvania Department of Health ("Department"). I certify that I am authorized by the applicant to submit this Release Authorization on its behalf and to bind the applicant to all provisions within this Release Authorization. I understand that the applicant is seeking the granting of a privilege and acknowledge that the burden of proving the applicant's qualifications and suitability for a favorable determination is at all times the burden of the applicant.

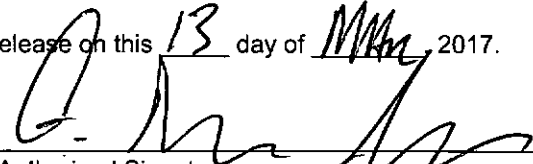
I understand that a background investigation may be conducted by the Department pursuant to its statutory duty to investigate the character, honesty, integrity and suitability of myself and any entity with which I am associated. I further understand and agree that I am voluntarily executing this Release Authorization to expressly authorize and permit the Department to obtain any and all information it deems necessary, and accept any risk of adverse public notice, embarrassment, criticism, or other action or financial loss which may result from action with respect to this permit application.

The rights and powers herein are granted to facilitate the background investigation being conducted by the Department at my request and on behalf of the applicant and is not otherwise intended to create or establish a legal or fiduciary relationship between the Department, its agents and employees, and me. I hereby acknowledge that no such relationship exists.

1. I hereby authorize and request every person, firm, company, corporation, board, association or institution of any kind, and every Federal, state or local government entity, including but not limited to every court, law enforcement agency, criminal justice agency or probation department, without exception, both foreign and domestic, to whom this Release Authorization is presented having any knowledge, information, documents, forms, photographs, computer files, accounts, ledgers or other items about, relating to or concerning the applicant and to fully discuss with and answer any inquiry made by any duly authorized investigator of the Pennsylvania Department of Health.
2. If this Release Authorization is presented to any brokerage firm, bank, savings and loan, or other financial institution or officer of same, I hereby authorize and request any and all documents, records or correspondence pertaining to the applicant, including but not limited to past loan information, notes, checking account records, savings deposit records, safe deposit box records, passbook records and general ledger folio sheets.
3. I hereby authorize an agent of the Department to obtain and review copies of any and all documents, records or correspondence pertaining to myself and the applicant, and I hereby authorize any Federal, state or municipal agency or body, law enforcement agency or criminal justice agency or department, tax agency or authority, regulatory agency, authority or body, to make full and complete disclosure of any and all information and documents including, but not limited to, documents and information otherwise privileged or not subject to public disclosure, as well as other information on file or available concerning the applicant.
4. This Release Authorization extends to the review and copy of any information protected by law or contact from disclosure, privilege or obligation.
5. I do for the applicant, as well as for myself, my heirs, executors, administrators, successors and assigns, hereby release, remise, exonerate and forever discharge the Department, its members, agents and employees, the Commonwealth of Pennsylvania and its instrumentalities, and any agents and employees

5. I do for the applicant, as well as for myself, my heirs, executors, administrators, successors and assigns, hereby release, remise, exonerate and forever discharge the Department, its members, agents and employees, the Commonwealth of Pennsylvania and its instrumentalities, and any agents and employees thereof, from any and all liabilities including but not limited to all manner of actions, causes of action, suits, debts, judgments, executions, claims, and demands whatsoever, known and unknown, in law or equity, which exist now or in the future against those entities and persons other than relating to a willfully unlawful disclosure or publication of material or information acquired during my investigation.
6. I do for the applicant, as well as for myself, my heirs, administrators, successors and assigns, hereby release, remise, exonerate and forever discharge every person, firm, company, corporation, board, association or institution of any kind, and every Federal, state or local government entity, including but not limited to every court, law enforcement agency, criminal justice agency or probation department, without exception, both foreign and domestic, to whom this request is presented, and any agents or employees thereof, from any and all liabilities, including but not limited to all manner of actions, causes of action, suits, debts, judgments, executions, claims and demands whatsoever, known or unknown, in law or equity, which exist now or in the future against those entities and persons to whom this request is presented, and any agents or employees thereof, arising out of or by reason of the furnishing or inspection of documents, records or other information released in compliance with a request made pursuant to, or as a result of, having been presented with, this Release Authorization.
7. The applicant agrees to indemnify and hold harmless the Department, its officials and employees and every person, firm, company, corporation, board, association or institution of any kind, and every Federal, state or local government agency, to whom this request is presented and from and against all claims, damages, losses, and expenses including reasonable attorneys' fees arising out of or by reason of, the acts permitted and provided for in the Release Authorization.
8. I agree that a reproduction of this request by photocopy, facsimile or other similar process shall be for all intents and purposes as valid as the original.

IN WITNESS WHEREOF, I have executed this Release on this 13 day of March, 2017.




 Authorized Signatory

STATE OF Maryland)
) ss:
 COUNTY OF Frederick)

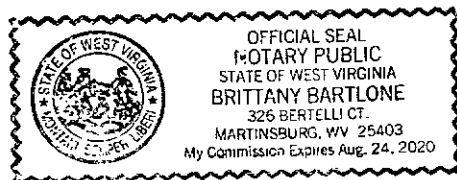
On this 13 day of March, 2017, before me, a Notary Public, personally appeared George Derek Anderson (known to me or satisfactorily proven) to be the person whose name is subscribed in this Release, and acknowledged that he/she executed the same for the purposes herein contained.

IN WITNESS THEREOF, I hereunto set my hand and official seal.



 Notary Public

MY COMMISSION EXPIRES: Aug 24, 2020



Attachment L: Applicant Priorities for Multiple Applications

Instructions:

- This attachment is for applicants who are submitting multiple medical marijuana organization permit applications. Use this attachment to indicate your priorities for which medical marijuana regions or counties you prefer for issuance of a permit. Not providing Attachment L as part of your medical marijuana organization permit application indicates that you have no preference
- If you submit this form more than once, the last form the Department receives will represent your prioritization. This form cannot be submitted without being part of an application
- If you elect to submit this attachment, please scan the completed form and save it as a PDF file called "Attachment L," using the appropriate file name format

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:

Kind Kare LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 5281 Winfield Place

City: Doylestown

State: PA

Zip Code: 18902

Phone: (717) 417-0169

Fax: (717) 417-0169

Email: info@kindkarellc.com

A. Priorities for Multiple Grower/Processor Permit Applications

Please check one of the following:

- The applicant would like to make the Department aware of the applicant's priorities as listed below
- The applicant has no preference regarding medical marijuana regions

MEDICAL MARIJUANA REGION

PRIORITY (If you intend to submit a permit application for more than one medical marijuana region, please rank your preferred region from 1-6, with 1 being the highest ranking)

1- Southeast	Priority <u>1</u>
2- Northeast	Priority _____
3- Southcentral	Priority _____
4- Northcentral	Priority _____
5- Southwest	Priority _____
6- Northwest	Priority _____

B. Priorities for Multiple Dispensary Permit Applications

Please check one of the following:

- The applicant would like to make the Department aware of the applicant's priorities as listed below
- The applicant has no preference regarding county

MEDICAL MARIJUANA REGION

For each region for which you plan to submit multiple applications, please indicate the counties in order of priority, with 1 being the highest

1- Southeast	<input checked="" type="checkbox"/> Berks <input type="checkbox"/> Bucks <input type="checkbox"/> Chester <input type="checkbox"/> Delaware <input type="checkbox"/> Lancaster <input type="checkbox"/> Montgomery <input type="checkbox"/> Philadelphia
2- Northeast	<input type="checkbox"/> Lackawanna <input type="checkbox"/> Lehigh <input type="checkbox"/> Luzerne <input type="checkbox"/> Northampton
3- Southcentral	<input type="checkbox"/> Blair <input type="checkbox"/> Cumberland <input type="checkbox"/> Dauphin <input type="checkbox"/> York
4- Northcentral	<input type="checkbox"/> Centre <input type="checkbox"/> Lycoming
5- Southwest	<input type="checkbox"/> Allegheny <input type="checkbox"/> Butler <input type="checkbox"/> Washington <input type="checkbox"/> Westmoreland
6- Northwest	<input type="checkbox"/> Erie <input type="checkbox"/> McKean

EMPLOYEE QUALIFICATIONS, DESCRIPTION OF DUTIES AND TRAINING

Description of the duties, responsibilities, and roles of each principal, financial backer, operator, and employee

Description of the employee qualifications of each principal and employee

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DIRECTOR OF SECURITY	7
DIRECTOR OF IT	7
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Executive Officers

Chief Executive Officer

Duties

- Assure the filing of all legal and regulatory documents and monitor compliance with relevant laws and regulations.
- Help the Board determine PennGrow's values, mission, vision, and short and long-term goals.
- Keep the Board fully informed on the condition of PennGrow and on all the important factors influencing it.
- Stay informed of enforcement of company policies.
- Provide general oversight of all PennGrow's activities, manage the day-to-day operations, and assure a smoothly functioning, efficient organization.
- Assure product quality and organizational stability through development and implementation of standards and controls, systems and procedures, and regular evaluation.
- Assure a work environment that recruits, retains and supports quality staff and volunteers.
- Assure process for selecting, development, motivating, and evaluating staff.
- Recommend staffing and financing to the Board of Directors.
- Negotiate professional contracts.
- Maintain appropriate salary structures.
- Specify accountabilities for management personnel.
- Evaluate performance regularly.
- Help the Board articulate its own role and accountabilities and that of its committees and individual members.
- Work with the Board's Chair to enable the Board to fulfill its governance functions and facilitate the optimum performance by the Board on long-range strategic issues.
- Manage the Board's due diligence process to assure timely attention to core issues.
- Work with the Board and committee chairs to get the best thinking.
- Ensure products and services are produced in a cost-effective manner.
- Oversee the fiscal activities of the organization including budgeting, reporting and audit.
- Work with Board to ensure financing to support short and long-term goals.
- Facilitate the integration of PennGrow into the fabric of the community by using effective marketing and communications activities.
- Act as an advocate, within the public and private sectors, for issues relevant to PennGrow's services.
- Listen to clients and the community to generate community involvement.
- Assure community awareness of PennGrow's response to community needs.
- Serve as chief spokesperson for PennGrow, assuring proper representation of PennGrow to the community.
- Initiate, develop, and maintain cooperative relationships with government officials.

Qualifications

- Advanced degree in agricultural biology or biotechnology

- A minimum of 15 years of industry experience
- An effective communicator
- Experience in commercial scale agricultural production

Chief Financial Officer

Duties

- Lead the Company's finance and accounting organization, develop and implement financial and operational plans to drive growth, and extend finance-based decision-making throughout the Company.
- Responsible for accounting, financial planning and analysis, budgeting, internal controls, financial systems, audit, reporting, treasury, insurance, and tax.
- Responsible for maintaining monthly and quarterly financial updates for the Board of Directors, the investor community (VCs and banks), external auditors, analysts, and all other external parties that request financial information.
- Work with CEO and senior management to develop and implement strategic business plans and operating initiatives.
- Work with CEO and senior management on any major transactions including capital raises, debt, major partnerships, mergers and acquisitions, and joint ventures.
- Define standards, policies, procedures, measures, and organizational enhancements to meet company goals for finance.
- Create and define all financial reporting and business analytics.
- Handle real estate leases and negotiations.
- Use analytics to drive behavior and performance.
- Review the translation of operational results into the financial reporting tools.

Qualifications

- MBA, CPA, or CFA (highly desirable)
- 10+ year finance experience with increasing levels of responsibility
- Experience developing and managing financial models

Chief Operating Officer

Duties

- Ensure the consistent and effective execution of key systems and process that make effective use of organizational resources.
- Lead a team or unit to enhance product quality; drive the business toward enhanced product quality.
- Create a work environment in which employees committed to their organization and feel pride and job ownership.
- Build strategic alliances and partnerships within the organization to collaboratively execute business strategies.
- Create an environment in which products and process are designed to ensure customer satisfaction
- Effectively incorporate customer perspectives in all business activities.

- Direct and ensure the effective identification, recruitment, development, and maintenance of talent for current and future organizational needs to achieve goals and objectives.
- Set clear expectations and hold team members accountable for producing desired outcomes.
- Motivate and develop team members and promotes teamwork.
- Direct and oversee financial stewardship with an emphasis on providing efficient utilization of resources (maximizing operating margin), and making appropriate financial decisions for designated operations.
- Maintain a service excellence and healing culture with high expectations established for positive stakeholder experiences.
- Serve as a leader in developing quality Improvement process in educating staff and role modeling service excellence, and in assisting with cultural transformation.
- Develop and maintain positive relations with physicians, employees, patients, families, regulatory agencies, contractors, and other applicable parties, ensuring and fostering a high level of collaboration within a highly matrixed team environment to coordinate activities, review work, exchange information, and resolve problems.
- Promote collaboration among various stakeholders to achieve optimal results.
- Provide leadership and actively participates in the development and implementation of strategic, tactical, program and operational planning.
- Utilize forecasting and planning processes to identify capital and technology acquisitions and program development opportunities which achieve desired growth related to capacity and capability of services offered, ensuring the delivery of services that are responsive to the needs of the community.
- Maintain on-going communication with employees to ensure that the staff is well informed in regards to the strategic direction of the Company.
- Conduct routine employee forums to inform and keep abreast of the issues that employees are facing and ensures that issues are addressed timely.

Qualifications

- MBA
- 10+ year experience in supply chain management and business operations and organization
- Strong business/financial acumen/Ability to work effectively in a matrix environment

Chief Compliance Officer

Duties

- Provide overall leadership and management of all corporate and commercial legal matters including regulatory compliance, contracts, and litigation.
- Provide legal advice to company senior management and multiple departments within the company.
- Prepare legally effective contracts to be proposed to outside parties.
- Discuss goals of the contracts with requesting departments, prepare drafts for review and comment.

- Review contracts proposed to the company by third parties to ensure compliance with company protocol before they are accepted and signed by company executives; recommend and negotiate changes that would benefit the company; and identify and negotiate items that could negatively affect the company.
- Provide interpretation of existing company contracts as issues arise regarding rights and responsibilities under legal documents.
- Ensure contract compliance.
- Monitor developments in the law that have the potential to affect the company and its operations.
- Perform legal research necessary to evaluate corporate actions and advise company management of the legality of these actions.

Qualifications

- Bachelor's Degree in Public Administration or Political Science or J.D. (preferable)
- 7+ years of experience reading and interpreting regulations and working within a regulatory framework.
- Experience in public affairs is preferable. Experience as an attorney is a +.

Chief Clinical Officer

Duties

- Serve as the leader of research and development team.
- Responsible for patient consultation, dosing, and handling any medical inquiries.

Qualifications

- M.D. or a Pharm.D.
- 5+ years of experience in patient care
- Knowledge: special knowledge in pain management is required.

Management

Director of Human Resources

Duties

- Assist in all human resource activities including recruiting, selection and retention, hiring and termination, administering compensation, training and development, counseling, employee relations, conflict resolution, performance evaluations, and administering employment policies and procedures.
- Coordinate and oversee the review and updating of job descriptions and performance evaluations.
- Maintain current knowledge and understanding of HR best practices, policies, programs, regulations, industry trends, current practices, new developments, and applicable laws regarding human resources.
- Provide advice and counsel to management team and staff on human resources and employee relations' matters.
- Coordinate, and oversee all recruiting and hiring activities.
- Manage new employee onboarding process and exit interviews.

- Instill company's Affirmative Action Plan and diversity objectives in all human resource policies and practices.
- Monitor and maintain all employee files and records.
- Complete selected benefit worksheets and documents.
- Evaluate and report on recurring employee compliance obligations (training, introductory evaluations, annual evaluations, Annual TB testing, license renewals, etc.).
- Assist with as well as create management reports necessary for proper administration of the Human Resource function by Agency management.
- Manage employee grievance and complaint procedures.

Qualifications

- Bachelor's or Masters degree in Business Administration
- Professional Human Resources Certification a plus.

Director of Diversity

Duties

- Evaluate, cultivate and enhance diversity in the workplace and with suppliers.
- Work with department heads and Human Resources to implement and oversee all strategic diversity initiatives including staff training on diversity.
- Responsible for various outreach efforts, data measurement and collection, assessment and milestone management, and Diversity Plan reviews.
- Work as the AA/EEO Officer.
- Develop, implement and monitor progress on PennGrow's affirmative action plan
- Serve as a conduit to delivering the "understanding of diversity as a valued asset" message.
- Monitor accountability, conduct assessments and measurements of the diversity goals.
- Track purchases made from minority owned vendors and suppliers.
- Draft and implement diversity polices.
- Design diversity-related training programs and conduct training sessions.

Qualifications

- Masters degree in public relations or communications.
- Experience: 5 years in diversity related profession.
- Knowledge: laws and regulations pertinent to diversity, AA, and labor practice.

Director of Quality control and Assurance

Duties

- Set quality goals, and effectively communicates them to the management.
- Assist all departments in improving their performance, thereby improving the organizational performance;
- Implement programs and training sessions to meet and exceed quality objectives.
- Maintains quality reports required by regulatory bodies.
- Establish quality management program.
- Oversee compliance with the company's quality management program.

- Establish quality infrastructure to accomplish organizational goals.
- Train staff to support efforts to attain departmental quality goals.
- Responsible for quality data management.

Qualifications

- Bachelor's Degree (Master's preferred) in Business or Engineering
- 7+ years in project, business and quality management
- Six Sigma Certification or equivalent a +.

Director of Security

Duties

- Establish, promote and maintain the company security and property protection programs.
- Maintain and participate in performance improvement activities.
- Assure competency of all associate security officers.
- Formulate the security budget.
- Manage traffic and parking control.
- Manage security monitoring systems response.
- Design and manage access control systems, and security surveillance systems.
- Maintain a good working relationship with law enforcement and regulatory agents
- Act as the liaison with law enforcement agencies.
- Manage the drivers and delivery routes for the company's transportation services.
- Conduct investigations related to criminal, civil, human resource diversity, AA, and ethics violations.
- Work with IT to implement audit trails on computer use.
- Create policy and procedure for safety and security of work place.
- Train security officers.

Qualifications

- Education: Bachelor's degree in criminology
- Experience: 7 years in law enforcement
- Knowledge: Experiences in planning, executing, and managing security operations.

Director of Information Technology

Duties

- Direct and coordinate activities of workers engaged in computer operations by performing the following duties personally or through subordinate supervisors.
- Supervise employees in the IT Department.
- Carry out supervisory responsibilities in accordance with the organization's policies and applicable laws.
- Monitor sanitation performance as needed to verify guidelines and procedures costing specifications and system data
- Plan and develop policies and procedures for carrying out computer operations
- Meet with subordinate to discuss progress of work, resolve problems, and ensure that standards for quality and quantity of work are met

- Adjust hours of work, priorities, and staff assignments to ensure efficient operation, based on work load
- Review daily logs and reports to detect recurring slowdowns or errors.
- Consult with software and hardware vendors and other establishment workers to solve problems impeding computer processing
- Meet with users to determine quality of service and identify needs
- Meet with personnel of the organization to determine impact of proposed changes in hardware or software on computer operations and service to users
- Evaluate new software and hardware to determine usefulness and compatibility with existing software and hardware
- Evaluate proposed data processing projects to assess adequacy of existing hardware, and recommend purchase of equipment
- Develop budget and monitor expenditures.

Qualifications

- Masters Degree in Computer Science
- 10+ years of experience in software development/engineering
- Proficiency across multiple tools, frameworks, languages and databases

Director of Accounting

Duties

- Perform duties as directed by the Chief Financial Officer

Qualifications

- Bachelor's degree, and CPA
- 5+ year in accounting

Dispensary General Manager

Duties

- Acquire tools and set objectives for the dispensary
- Develop schedules and ensure they are adhered by the dispensary
- Participate in developing specific policies and procedures
- Manage dispensary staff
- Hire, train, and terminate workers as needed
- Attend and preside over meetings
- Maintain employee records
- Manage and direct overall dispensary operations
- Set goals for the dispensary
- Clearly communicate goals to board members
- Measure the success of the dispensary
- Delegate responsibilities
- Generate and present reports to the board on how goals are being met
- Participate in seminars and conferences related to the continuing education of work duties
- Motivate and encourage dispensary employees

- Ensure high quality for the dispensary
- Ensure the dispensary inventory is stocked with high-quality products, which are regularly replenished to guarantee uninterrupted flow of necessary goods required for operations

Qualifications

- Education: Bachelor's degree
- Experience: 5+ years in managing small office.
- Knowledge: Previous experience in managing a doctor's office or a pharmacy is desirable.

Dispensary Assistant Manager

Duties

- Help General Store Manager (GM) manage dispensary staff
- Hire, train, and terminate workers as directed by the GM
- Maintain employee records
- Manage overall dispensary operations as directed by the GM
- Participate in seminars and conferences related to the continuing education of work duties
- Motivate and encourage dispensary employees
- Ensure high quality for the dispensary
- Ensure the dispensary inventory is stocked with high-quality products, which are regularly replenished to guarantee uninterrupted flow of necessary goods required for operations

Qualifications

- Education: Bachelor's degree
- Experience: 1+ years in managing small office.
- Knowledge: Previous experience in managing a doctor's office or a pharmacy is desirable.

Employees

Dispensing Agent

Duties

- Verify client identity, place of residence, and shipping address and registration of client on Compassionate Care Registry.
- Verify medical document is provided by a licensed physician authorized to prescribe marijuana
- Receive orders
- Ensure patient or caregiver does not exceed possession limit when leaving the dispensary, and enter the required information into electronic verification system
- Process sales
- Label and complete transactions
- Assist General Manager with, or accomplish, opening and closing of the facility
- Maintain display inventory
- Assist General Manager with the performance of physical inventory reconciliations to inventory records

- Maintain the facility in a clean and orderly manner at all times
- Assist with the tracking of marijuana derivative products and support merchandise inventory into and out of the dispensary
- Operate computer using sales and customer tracking software

Qualifications

- Education: High school diploma
- Experience: Retail experience desirable.
- Knowledge: Must be computer literate with basic computer skills.
- Must be personable and able to interface with customer base.

Equipment Operator

Duties:

- Operate equipment in a safe and efficient way according to policies and procedures
- Clean equipment as scheduled or required
- Ensure equipment is safely and securely stored
- Dispose of garbage according to compliant procedures

Qualifications

- Experience: Prior experience is not required.

IT Specialist

Duties

- Monitor the IT infrastructure and ensure smooth operations.
- Troubleshoot IT issues
- Review products for upgrades, stability, and cost-savings measures.

Qualifications

- Bachelor's Degree in Computer Science
- 1+ years of experience in software development/engineering
- Proficiency across multiple tools, frameworks, languages and databases

Security Officer

Duties

- Enforce the security measure according to written procedures.
- Monitor the premises for potential breaches, hazard, or exposure to element of threats.
- Communicate with local law enforcement on all issues related to security, as directed by the director of security
- Conduct investigation as directed by the director of security
- Perform assigned duties requiring security officer's approval including transportation, receiving, release, and transfer of products.

Qualifications

- Education: High School Diploma
- Experience: 3 years in law enforcement or security-related work
- Knowledge: Experiences in maintaining security in a highly secured facility.

Order Fulfillment Specialist

Duties:

- Train and develop Fulfillment team
- Schedule hours and control overtime
- Use organization and planning skills to operate a customer-service environment
- Communicate clearly and concisely, both orally and in writing
- Build relationships
- Handle confidential and sensitive information

Qualifications

- Education: Bachelor's Degree
- Experience: Five or more years of retail experience.
- Experience working in a complex, fast-paced environment.

Bookkeeper

Duties

- Perform duties as directed by the Chief Accountant

Qualifications

- High School Diploma
- No previous experience necessary

Administrative Specialist

Duties

- Perform administrative duties as directed by the supervisor

Qualifications

- High School Diploma
- No previous experience necessary

Answers to Question C.

Describe the steps the applicant will take to assure that each principal and employee will meet the two-hour training requirement under the Act and regulations

- As soon as the Department of Health offers the training component, PennGrow will necessary accommodations and make company resources available to employees to help them take the two-hour training. For employees hired after the two-hour training program becomes available, each employee will be required to take the two-hour training requirement prior to the beginning of his or her employment.

Operational Timetable

Operational Timetable	Estimated Date
Pennsylvania Incorporation Fee	03/16/2017
Pennsylvania Dispensary Application Fee	03/20/2017
Pennsylvania State Awards Medical Marijuana Permits	Day 0
Phase I. customize interior, install equipment, purchase necessary items, hire employees	
Complete purchase of the facility	Day 1 – 30
Submit building permit	Day 1
Order Point of Sale equipment. Order medicinal marijuana supplies, consumables for labeling, packaging, and office supplies.	Day 1
Perform renovation per approved plan (Dispensary Area, Patient Education Area and Office Area), repair and upgrade MEPS, and network equipment, as needed	Day 7 – 96 (90 days)
Install security measures, access control, surveillance, and monitoring system	Day 14 – 96 (83 days)
Set up office area	Day 14 – 96 (83 days)
Configure and validate dispensary equipment, revise and update equipment validation SOPs.	Day 14 – 43 (30 days)
Install network, software, and tracking system	Day 14 – 43 (30 days)
Start hiring, conduct employee onboarding process, and training	Day 1 – 96 (96 days)
Phase II. Perform mock runs and adjust work flow	
Mock runs: administrative work flow	Day 97 – 103 (7 days)
Mock runs on quality control and assurance	Day 97 – 156 (60 days)
Mock runs on equipment failure, emergency response, reporting and troubleshooting processes	Day 97 – 156 (60 days)
Mock runs: IT systems, inventory and tracking systems	Day 97 – 156 (60 days)
Mock runs: security systems, security exercises including detection of discrepancy in inventory, tempering, or diversion; investigation of incidents; reporting of incidents; alarm system and fire preparedness; biohazard preparedness; intruder alert and access control	Day 97 – 156 (60 days)
Mock runs: labeling, packaging operations	Day 97 – 156 (60 days)
Mock runs: disposal process, quarantine, handling of returned or recalled products	Day 97 – 156 (60 days)
Phase III. Revise and update SOPs	

Review and revise SOPs. Discuss steps to improve processes, re-run the mock process as necessary	Day 157 – 175 (18 days)
Final review, and ready for operational inspection	Day 176 – 180 (5 days)

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Section 12 – Storage of medical Marijuana

A. Plan for Medical Marijuana Storage in the Facility (5,000 words)

Separate locked limited access areas will be used for storage of packaged medical marijuana products in a manner consistent with consistent with PA Code 1161.33. All storage areas will be maintained in a clean and orderly condition and free from infestation by insects, rodents, birds, and pests. A separate and secure area for temporary storage of medical marijuana that is awaiting disposal will be established.

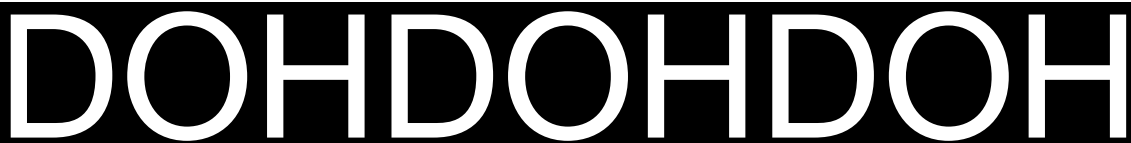
Secure Storage Area Design

Any secure storage area used in the holding of a medical marijuana product will be of suitable size, construction and location to facilitate cleaning, maintenance, and proper operations.

Any such area will have adequate space and shelving for the orderly placement of equipment and materials to prevent mix-ups of product and to prevent contamination. The flow of containers, labeling, in-process materials, and medical marijuana products through the building will be designed to prevent contamination with dispositioned for destruction product.

Operations will be performed within specifically defined areas of adequate size. There will be separate areas and other control systems for operations to prevent contamination or mix-ups during holding rejected product, moving rejected product containers, and labeling before disposition. Adequate lighting will be provided in all areas including storage area. Adequate ventilation will be provided in the storage area. Equipment for adequate control over air pressure, dust, humidity, and temperature will be provided. Air filtration systems will be used when appropriate on air supplies to storage areas. If air is recirculated to production areas, measures will be taken to control recirculation of contaminated dust.

Storage area construction features

A large, bold, white, sans-serif font spelling out 'DOHDOHDOH' is centered on a solid black rectangular background. The letters are thick and have a slightly rounded, modern feel.

Access Control

A single door or gate of adequate size for a product cart movement will be included with access control features. The access control reader will include two-authentication methods to ensure the RFID card holder is the person that the card was issued to. A specific group will be created in the access control system that includes only those authorized access to the secure storage area unescorted. These access control card readers are part of the access control system discussed in detail in Section 10.

CCTV monitoring

Cameras will be located at each side of the door/gate to capture people entering and leaving the storage room. These cameras are included in the CCTV video monitoring system discussed in detail in Section 10.

Storage area cleanliness and free from infestations

The secure storage area will be maintained in a clean and sanitary condition. The room will be free of infestation by rodents, birds, insects, and other vermin. Trash and organic waste matter will be held and disposed of in a timely and sanitary manner.

There will be written procedures assigning responsibility for sanitation and describing in sufficient detail the cleaning schedules, methods, equipment, and materials to be used in cleaning the secure the area. Cleaning of the secure storage room will take place under supervision of a security officer for the time the cleaning crew is provided access to the storage room.

There will be written procedures for use of suitable rodenticides, insecticides, fungicides, fumigating agents, and cleaning and sanitizing agents. Such written procedures will be designed to prevent the contamination of equipment, medical marijuana products, product containers, labeling materials and will be followed. Rodenticides, insecticides, and fungicides will not be used unless registered and used in accordance with the Federal Insecticide, Fungicide, and Rodenticide Act (7 U.S.C. 135).

Sanitation procedures will apply to work performed by contractors or temporary employees as well as work performed by full-time employees during the ordinary course of operations.

Storage Areas of Product Intended for Destruction

A separate area of the facility will be designated to contain product intended for destruction. The area will be constructed in consistent with PA Code 1161.33 and be protected from unauthorized access. The category of products that are included in the secure quarantine area are:

- Expired
- Damaged
- Deteriorated
- Mislabeled
- Contaminated
- Recalled
- Opened/breached containers or packaging

Since the product has been dispositioned for destruction, the inventory management system will be updated to reflect movement from active inventory to the product waiting destruction

inventory (quarantine). Once the product has been destroyed it will be removed from inventory and dispositioned as destroyed.

Maintaining the integrity of the inventory records is a key factor in what is or should be in the secure quarantine product storage area. Since product slated for destruction is intended to be destroyed there is no requirement to maintain any particular environmental or handling conditions. Once properly dispositioned, the product will be transported to the secure quarantine area and the inventory system update to show the new location of the product. The inventory system will be structured such that the only additional disposition from the secure quarantine area is to the approved destruction area.

Quarantine Approach

Any product dispositioned for destruction should be moved to the secure quarantine area at least in the same day it was dispositioned. A mobile cart system will be used to collect dispositioned materials from designated hold areas.

A compactor will be available to reduce the volume of the product being destroyed so it can be stored in an orderly manner waiting destruction. Compacting and labeling enables the product being dispositioned to have a specific inventory location in the secure quarantine area to further simplify the inventory management system records.

A secure quarantine area supervisor will be designated on each work shift to be responsible for the movement of any product into or out of the secure quarantine area including ensuring the inventory system has been properly updated to identify the disposition of the product.

Equipment cleaning and maintenance

Equipment and instruments will be cleaned, maintained, and, as appropriate for the nature of the function, sanitized at appropriate intervals to prevent malfunctions or contamination that would alter the identity of the medical marijuana product prior to proper destruction.

Written procedures will be established and followed for cleaning and maintenance of equipment, including utensils used in the holding of a medical marijuana product.