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:

☐ Northwest         ☐ Northcentral         ☐ Northeast
☐ Southwest        ☑ Southcentral        ☐ Southeast

County 1 (Primary Dispensary Location): Cumberland
County 2 (if applicable):  
County 3 (if applicable):  

Pennsylvania Department of Health
Medical Marijuana Regions
Medical Marijuana Dispensary Permit Application

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

<table>
<thead>
<tr>
<th>Business Name, as it appears on the applicant’s certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:</th>
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<tbody>
<tr>
<td>Keystone Compassionate Dispensary</td>
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<th>Other trade names and DBA (doing business as) names:</th>
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<table>
<thead>
<tr>
<th>Business Address: 401 Park Circle</th>
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<tr>
<td>City: Mechanicsburg</td>
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</table>

☒ Primary Contact, or ☐ Registered Agent for this Application

| Name: Jeffrey Hugh Johnson |
| Address: 401 Park Circle |
| City: Mechanicsburg | State: PA | Zip Code: 17055 |

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.

☒ Yes ☐ No

Primary Dispensary Location (please indicate dispensary name as you would like it to appear on the dispensary permit)

| Facility Name: Keystone Compassionate Dispensary |
| Address: 5040 E Trindle Rd |
Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

<table>
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<tr>
<th>City: Mechanicsburg</th>
<th>State: PA</th>
<th>Zip Code: 17050</th>
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<tbody>
<tr>
<td>County: Cumberland</td>
<td>Municipality: Hampden</td>
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Please provide a description of the public access to the dispensary location, including any local public transportation that may be available:

Keystone Compassionate Dispensary is located at 5040 E Trindle Rd, Mechanicsburg, PA 17050. The location is in Hampden Township, Cumberland County and is a part of the Harrisburg-Carlisle Metropolitan Area. Hampden Township has a total land area of 17.88 square miles and a population of roughly 28,044. The dispensary is located on PA-641 (Trindle Rd.). According to PennDOT traffic counts in proximity to this site, the average daily traffic volume is 14,000 vehicles (5 million vehicles per year). The location is easily accessed by Route 11/581 via Exit 4 (Mechanicsburg) which is approximately 1.6 miles from the dispensary location. This exit averages between 53,000 and 72,000 vehicles per day bringing annual traffic volume to 25 million vehicles.

This major access highway provides and links to critical East/West and North/South access to the dispensary location. This includes:

- Route 15: 2.1 miles from the dispensary location, this North/South highway serves 50,000 vehicles per day in this area;
- Interstate 81: 4.3 miles from the dispensary location, this North/South highway serves 71,000 vehicles per day at this location;
- Interstate 76: 4 miles from the dispensary, this East/West toll highway serves 23,000 vehicles per day in this area; and
- Interstate 83: 6 miles from the dispensary, this North/South highway serves 63,000 vehicles per day.

All together, this dispensary location is within a 10 minute drive of 70 million vehicles per year.

Public Transit Service Data:
Keystone Compassionate Dispensary is serviced by Capital Area Transit (CAT) Bus Route M Local & Express Services (Downtown Harrisburg, Capitol Complex, Lemoyne, Camp Hill, Mechanicsburg). The CAT bus stop is located 2.3 miles from the dispensary location, with other optional stops along the route in closer proximity to the dispensary. This route serves the Mechanicsburg Navy Depot which employs nearly 5,000 employees and is the region’s largest employer (federal government). Outbound CAT Route M (from Downtown Harrisburg) provides for 11 stops each weekday from 6:10 a.m. to 5:30 p.m. and 6 stops each Saturday from 7:30 a.m. to 4:30 p.m. Inbound CAT Route M (to Downtown Harrisburg) provides for 10 stops each weekday from 6:53 a.m. to 6:05 p.m. and 6 stops each Saturday from 7:55 a.m. to 4:55 p.m. CAT Route M serves on average 661 passengers per weekday and between 325,000 and 350,000 passengers per year and ranks as the ninth most travelled CAT Route out of 43 Routes and is the 2nd most used route on the “West Shore.” CAT Route M serves approximately 14,000 senior citizens each year.

Rail Service Data:
In addition to accessibility by passenger vehicle and bus service, Keystone Compassionate Dispensary is easily accessed by Amtrak’s “Keystone Route” which provides passenger rail service to Harrisburg from Philadelphia. Amtrak’s Keystone Route includes service between...
Harrisburg and Middletown, Elizabethtown, Mount Joy and Lancaster. Amtrak’s Middletown train station is located approximately 7 miles from the dispensary.

**Dispensary Patient Transportation Service:**
Keystone Compassionate Dispensary will be implementing a patient transportation service staffed by our own employees not subcontractors, ensuring complete patient anonymity. Due to our central location we will have the ability to offer transportation services to a population that currently has no access to mass transit (rural) or has a physical inability to reach our facility by other means.

This service should allow us to increase of patient service radius by up to 45 miles.

**Other Data Elements:**
- Keystone Compassionate Dispensary is located approximately 4.4 miles from Harrisburg International Airport
- There are approximately eight taxi cab companies that service the Borough of Highspire, excluding Uber and Lyft
- Keystone Compassionate Dispensary is situated a short distance from Bicycle PA Route J which stretches from the Mason-Dixon line in York County north through Cumberland County to Bradford County, Pennsylvania.

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**Second Dispensary Location**

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<td>Zip Code:</td>
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<td>County:</td>
<td>Municipality:</td>
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Please provide a description of the public access to the dispensary location, including any local public transportation that may be available:

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

**Third Dispensary Location**

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<tr>
<td>County:</td>
<td>Municipality:</td>
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Please provide a description of the public access to the dispensary location, including any local public transportation that may be available:

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

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.

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.

DIVERSITY PLAN

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.

INTRODUCTION:

Mission Statement:

Keystone Compassionate Dispensary is devoted to building and maintaining a diverse and inclusive workforce and is committed to equal opportunity employment and diverse participation throughout the organization. This commitment to equal opportunity and diversity also applies to our employees, vendors, suppliers and contractors. The path to achievement of our mission is fourfold:

(1) We acknowledge the inherent social and economic value of organizational diversity and consistently promote this culture throughout all levels of the Company; (2) Our goal is for the Company’s labor force and vendor/supplier relationships to reflect the diversity of the communities we serve; (3) We will therefore provide equal opportunity and access across diverse groups; (4) We will take affirmative action to reach out to diverse groups and segments of the population, to actively identify, attract, and engage diverse employees, vendors, suppliers and independent contractors; (5) And finally, we will create an atmosphere and corporate culture that reflects and celebrates diversity and rewards our success in this mission.

The above Mission Statement will be prominently posted throughout the facility in order to communicate our diversity and inclusion mission to our Team Members, our business partners, our clients, and our community.
Prioritizing Diversity:

Diversity is a social issue, but it is also a market-based issue and our market is diverse and multicultural. We will communicate this ideology to senior management and throughout our organization. Academic studies have shown that socially diverse groups are more innovative than their homogeneous counterparts. When people from different backgrounds, genders, and races come together to solve problems, they bring with them different information, opinions, and perspectives. This mix of perspectives enhances creativity, lends itself to a fuller understanding of market issues, and leads to more fresh ideas and spontaneous breakthroughs.

A 2015 study performed by the management consulting firm, McKinsey and Company, concluded more diverse companies are more likely to have financial returns above national industry medians. In their 2015 report, *Diversity Matters*, McKinsey and Company examined proprietary data sets for 366 public companies across a range of industries in Canada, Latin America, the United Kingdom, and the United States. In this research, they looked at metrics such as financial results and the composition of top management and boards. Their findings are as follows:

- Companies in the top quartile for racial and ethnic diversity are 35 percent more likely to have financial returns above their respective national industry medians
- Companies in the top quartile for gender diversity are 15 percent more likely to have financial returns above their respective national industry medians
- Companies in the bottom quartile both for gender and for ethnicity and race are statistically less likely to achieve above-average financial returns than the average companies in the data set (that is, bottom-quartile companies are lagging rather than merely not leading)
- In the United States, there is a linear relationship between racial and ethnic diversity and better financial performance: for every 10 percent increase in racial and ethnic diversity on the senior-executive team, earnings before interest and taxes (EBIT) rise 0.8 percent
- Racial and ethnic diversity has a stronger impact on financial performance in the United States than gender diversity, perhaps because earlier efforts to increase women’s representation in the top levels of business have already yielded positive results
- In the United Kingdom, greater gender diversity on the senior-executive team corresponded to the highest performance uplift in our data set: for every 10
percent increase in gender diversity, EBIT rose by 3.5 percent
● The unequal performance of companies in the same industry and the same country implies that diversity is a competitive differentiator shifting market share toward more diverse companies

For our Diversity Plan to succeed, all members of our organization must recognize the tremendous benefits of diversity. Increasing diversity awareness across all areas of the Company will be an integral part of our overall plan.

Diversity Team:

The ultimate responsibility for overseeing Keystone Compassionate Dispensary’s Diversity Plan is the Chief Executive Officer. However, prior to commencing operations, Keystone will form a Diversity Team to include the Chief Executive Officer, Human Resources Manager, and at least one diverse employee. The Diversity Team will meet on a quarterly basis to review our progress towards achievement of diversity goals during the preceding quarter, implement any changes to the business plan necessary to ensure compliance with the Diversity Plan, and suggest any changes to the Diversity Plan to allow Keystone to ensure a diverse workforce.

1. DIVERSITY OF PRINCIPALS, OPERATORS, FINANCIAL BACKERS AND EMPLOYEES

As described above, Keystone Compassionate Dispensary is committed to diversity at all levels of the organization. The following is a description of the diversity status for the current members of the organization for those positions that have been filled to date:

Keystone Compassionate Dispensary’s corporate ownership is proudly comprised of a majority of diverse individuals. A total of 36 ownership shares are authorized by the Corporation’s Operating Agreement.
Additionally, two of Keystone Compassionate Dispensary’s current employees qualify as multi-diverse individuals:

- Lucy Perez - Director of Veteran Outreach - Female/Racial Minority-Hispanic/Veteran
- Lynn Gunkle - Retail Dispensary Associate - Female/Veteran

Upon receipt of a permit to operate a medical marijuana dispensary, Keystone expects to fill additional positions within the organization with diverse persons.

2. OFFICIAL AFFIRMATIVE ACTION PLAN

It is the policy of Keystone Compassionate Dispensary when recruiting, hiring, training, promoting and terminating employees to comply with all state and federal laws that prohibit discrimination on the basis of race, color, creed, age, national origin, sex, mental or physical disability. This Affirmative Action Plan reflects the commitment of Keystone Compassionate Dispensary to ensure equal opportunity throughout the organization for all applicants and employees and to identify and remove any barriers to equal opportunity and employment. A diversified workforce is built on Equal Employment Opportunity and Affirmative Action. Keystone Compassionate Dispensary’s Affirmative Action program is designed to break down barriers to equal opportunity in employment, both visible and invisible, and to level the playing field so that all diverse persons are fairly represented in the Company.

Keystone Compassionate Dispensary’s Affirmative Action Program will focus on achieving the following goals:

- Recruit, hire, train and promote for all jobs without regard to race, color, religion, gender, age, disability or national origin
- Base all employment decisions on the goal of furthering equal employment
opportunity within the organization

- Ensure that no person intimidates, threatens, coerces or discriminates against any employee
- Ensure that the workplace is free from harassment based on an individual’s race, color, religion, gender, age, disability, or national origin
- Perform periodic reviews of hiring, promotion, termination, job classifications, management and supervisory practices, work assignments, training, upward mobility programs, and other terms and conditions of employment as necessary to ensure adherence to the goals of the Diversity Plan
- Ensure the Company’s Diversity Plan and Affirmative Action Policy is explained to all new hires and prominently posted in multiple areas of the facility
- Assist the purchasing department in creating participation opportunities for diverse groups in the supply of goods and services to the facility
- Assist the purchasing department in the development of a diverse vendor and supplier database in order to better ensure participation by racial minorities, women, disabled persons, veterans, and other disadvantaged business entities
- Establish recruitment efforts to maintain the flow of diverse employees
- Encourage diverse individuals to apply for employment and encourage the referral of diverse individuals for employment

Employee Recruitment:

Keystone Compassionate Dispensary has determined that the reasonable recruitment area for positions in all job categories is the greater Harrisburg area. This area has a large population of qualified diverse individuals. If necessary to meet our diversity recruitment goals, we will consider expanding our recruitment area. Our Diversity Team will conduct research regarding the distinctive characteristics and trends that are unique to our community. We will thoroughly examine a variety of data points including, but not limited to, economic, demographic, ethnographic, psychographic, and cultural to help us determine the most productive approach to achieve our diversity goals.

A combination of data analysis and outreach programs will help us develop a diversity and inclusion strategy that focuses on the following areas:
**Microtargeting:** We will advertise employment opportunities in news media outlets that serve diverse communities such as publications that reach Hispanic, Asian or African American communities, veterans, females, and disabled persons.

**Website & Social Media:** Keystone Compassionate Dispensary’s corporate website will feature an area dedicated to our diversity and inclusion objectives. Prospective employees will be able to access that area and review our Diversity Plan. Our website will be utilized as a job recruitment source for operational positions within the organization.

An ongoing social media campaign will help us digitally interact with the community and engage in discussions about our company. Part of our digital strategy will include periodic announcements about our diversity objectives supported by digital imagery. For example, any partnership with a community action partner will be announced on the website and on social media. We may also announce new hires when appropriate.

**Public Relations:** The themes associated with diversity and inclusion will be part of Keystone Compassionate Dispensary’s overall Public Relations strategy. When appropriate, we will draft and send press releases regarding diversity to local media and make our Senior Management Team available for interviews and discussions on matters regarding diversity. We will also profile and feature on our website and in press releases our female, racial minority, veteran, and disabled, employees when appropriate.

**Academic Partnerships:** Keystone Compassionate Dispensary will partner with local area high schools and colleges to provide internships and work/study opportunities for students. We will establish recruitment efforts at schools to reach diverse persons.

**Employment Branding and Advertising:** Keystone Compassionate Dispensary will continually incorporate Equal Employment Opportunity, Affirmative Action and Diversity statements and initiatives into all of our Human Resources recruitment campaigns. We will host and participate in a variety of diversity job fairs. If regulations permit, our marketing efforts will include diverse imagery in our advertisements, collateral, and overall brand messaging. Employment candidates who visit our company website to locate employment opportunities will find a section outlining our commitment to diversity and inclusion.
**Sponsorships:** Keystone Compassionate Dispensary will seek to host and participate in sponsorships, special events and activities in the community that will provide us with access to diverse populations.

**Hiring Process:** Keystone Compassionate Dispensary’s goal is to ensure diversity and inclusion in our hiring decisions. We will engage a diverse group of skilled interviewers to help us in our candidate selections. Candidates for employment will be interviewed by more than one manager to allow for a more balanced assessment of their employment potential. Our executive team will be extremely involved in our strategy and the development and execution of our Diversity Plan. Our human resources team will work hard to ensure our workforce reflects the diversity of the community in which we operate.

**Human Resources/Diversity Team:** Keystone Compassionate Dispensary’s Human Resources Department, in collaboration with the Diversity Team, will review and implement on a regular basis additional ways to improve the pool of diverse job candidates for all positions. We will take appropriate measures to identify and coordinate recruitment efforts with employment sources serving diverse groups. We will establish and maintain positive relationships with community organizations and visit them on a regular basis to present employment opportunities within the Company, conduct pre-screening interviews on-site for their members, participate in mock interview sessions with their members, and host job fairs.

**Selection and Orientation**

Any Keystone Compassionate Dispensary’s employee responsible for job recruitment and candidate selection will receive extensive training in non-discriminatory interviewing and hiring practices. We will evaluate our selection process on a regular basis to ensure freedom from bias. We will encourage diverse individuals to apply for positions with the Company and select the most appropriate for employment. Our Diversity Team will provide supplemental orientation training. Materials will be distributed among our community outreach partners, sponsored events and other Diversity and Inclusion programs. Our goal is to create a diverse group of applicants to choose from and to offer opportunity in areas where there may be a greater number of candidates seeking employment. Our Diversity Team will conduct diversity and inclusion orientation workshops.
Our New Hire Orientation program will provide new hires with innovative yet simple content and strong links to organizational strategies and programs. Newly hired employees will begin their employment with us knowledgeable and excited about working for the Company. Upon completion of orientation, new hires will be able to describe and discuss our organizational culture and standards and have knowledge, and understanding, and an ability to demonstrate sensitivity to behaviors related to diversity and inclusion.

We will provide on-the-job training support for employees to acquire the necessary skills to perform their jobs. Additionally, the Company will create a Tuition Assistance Program that employees may use to help defray the cost of educational and training opportunities at outside institutions that will improve their job skills and performance.

We will review compensation on a regular basis to prevent disparities among diverse employees and the work force. In the unlikely event that disparities are identified, corrective action will be taken.

It is our policy to provide a positive and inclusive work environment which values individual differences and enables every team member to contribute and develop to the level of his or her potential. Accordingly, we will ensure that:

- Team Members recognize and understand the VALUE of diversity in the organization
- Team Members are respectful in towards other Team Members
- Company policies, procedures and systems will support and encourage diversity
- An environment is created in which each Team Member can enhance his/her individual skills, abilities and expertise
- Each Team Member will recognize, respect and positively respond to the diversity of their fellow Team Members, as well as vendors and contractors

It is our belief that valuing and celebrating diversity will result in respected and creative team members and a high level of team member satisfaction. We will ensure that all employment literature is clear and understandable including:
- Online information available on our website
- Any collateral including written tests that may be used
- Post hire paperwork
- Employee Handbooks
- 401 K and other Employee Benefit Information
3. INTERNAL DIVERSITY GOALS

Goals

Keystone Compassionate Dispensary’s diversity goals are to support and foster diversity and equal opportunity in all aspects of employment, as well as the procurement and contracting process. Our Diversity Plan will ensure that Keystone Compassionate Dispensary’s business policies and practices promote and maintain diversity in all aspects of our operations. Our diversity initiatives are applicable to our practices and policies on recruitment and selection; compensation and benefits; professional development and training; promotions; transfers; social and recreational programs; layoffs and terminations. We will make good faith efforts to meet the diversity goals outlined within the diversity plan. Keystone Compassionate Dispensary will hire a Human Resources Manager to be responsible for planning and implementing our Affirmative Action program as well as for day-to-day monitoring of affirmative action related decisions and activities. All personnel who are responsible for recruiting, interviewing, hiring and/or promoting are charged to support this program and will be trained accordingly.

Keystone Compassionate Dispensary will strictly adhere to all state and federal laws relating to equal employment opportunities and affirmative action. We will continue to work cooperatively with government and community organizations to take affirmative action to ensure equal employment and advancement opportunities for all.

Keystone Compassionate Dispensary’s goal is to attract, develop and retain the best and brightest workforce from varied backgrounds and ethnicities. This requires the company to have a culture of inclusion where all individuals feel respected, are treated fairly, and are provided an opportunity to excel within the organization. To achieve this goal, Keystone Compassionate Dispensary will ensure that all employees treat each other with respect and embrace differences and opinions.

Our diversity encompasses differences in ethnicity, language, age, sexual orientation, religion, physical ability, gender, and political beliefs. We believe that the wide array of perspectives resulting from such diversity promotes innovation and business success.
All Keystone Compassionate Dispensary’s employees will undergo annual diversity training to raise awareness about issues surrounding diversity and develop diversity management skills. All employees have a responsibility to treat each other with dignity and respect always and are expected to exhibit behavior that reflects inclusion during work hours and at all company sponsored events.

**Strategy**

It will be Keystone Compassionate Dispensary’s policy not to discriminate against any employee or job candidate based on age, race, religion, color, handicap, gender, physical or mental condition, sexual orientation or national origin. This policy shall include, but not be limited to recruitment and employment, promotion, demotion, transfer, compensation, selection for training, layoff and termination. Keystone Compassionate Dispensary further commits to take affirmative action to ensure equal employment opportunities for all persons.

**Definitions**

*Diverse Groups* - A disadvantaged business, minority-owned business, women-owned business, service-disabled veteran-owned small business or veteran-owned small business that has been certified by a third-party certifying organization.

*Diverse Participants* - The term includes the following:

- Individuals from diverse racial, ethnic and cultural backgrounds and communities
- Women
- Veterans
- Individuals with disabilities

**Diversity Team**

Keystone Compassionate Dispensary’s Diversity Committee will be comprised of the Human Resources Manager and Chief Operating Officer. Additionally, at least two additional members of the Committee will be a current non-management level employee that is a female, racial/ethnic minority, veteran or disabled person. The Committee will be responsible for implementing this Diversity Plan as follows:

- Developing equal opportunity statements, policies and procedures
- Reviewing complaints of discrimination or non-compliance with this Diversity Plan
- Monitoring and evaluating the progress of the Diversity Plan on a semi-annual basis
- Recruiting and hiring people from diverse backgrounds
- Recruiting at community organizations and educational institutions that attract diverse individuals
- Ensuring equal employment opportunity for all employees
- Encouraging employees to refer qualified diverse applicants and reward successful placements
- Identifying areas where the Diversity Plan needs improvement and implementing changes to the Plan
- Planning activities and events with the goal of celebrating diversity and inclusion

**Management Responsibilities**

To execute our Diversity Plan, Keystone Compassionate Dispensary will rely upon our senior management team who play crucial roles in creating, executing and maintaining a comprehensive diversity strategy as an integral part of their daily activities. However, the ultimate responsibility to achieve the objectives of this Diversity Plan lies with Keystone Compassionate Dispensary’s Chief Operating Officer.

It is the responsibility of Keystone Compassionate Dispensary’s management team to implement this Diversity Plan. These responsibilities include:

- Ensuring awareness of this Diversity Plan at all levels of the corporation
- Ensuring individuals are treated in a nondiscriminatory manner with respect to hiring, promotion, transfer and termination
- Conducting job performance reviews in a fair and equitable manner without regard to age, gender, race, color, creed, nationality, ethnicity, disability, sexual preference, or any other protected classification
- Ensuring that staff is trained on proper interview techniques
- Establishing diversity goals for the corporation and monitoring compliance with said goals

### 4. PLAN FOR OUTREACH EVENTS

Keystone Compassionate Dispensary is committed to partnering with community outreach programs to recruit diverse individuals to the company, including females, racial minorities, veterans, disabled individuals, older persons, and other disadvantaged groups. We will target diverse groups by assigning our Diversity Team to liaison with different community action partners. We will also host and participate in
job fairs targeted towards our partners. We will invite our partners to review our Diversity Plan and discuss with them how we will select and retain local talent. Our partners will be regularly notified when any positions become available. Community action partners may include:

- WomenGrow
- Hispanic American Organizations
- Human Rights Campaign for LGBTQ Rights
- Local Chapter of NAACP
- African American, Hispanic & Asian Chambers of Commerce
- Local Veteran Groups such as the VFW and American Legion
- Addiction Recovery & Rehabilitation Centers
- Other groups that represent Women, Minorities and the Disabled
- Local African American Colleges or Colleges with large minority populations
- Federal, state and local agencies and minority hiring programs

5. CONTRACTS WITH DIVERSE GROUPS

Keystone Compassionate Dispensary is committed to procuring goods, products and services from a diversified pool of vendors and contractors. Our strategy is to work with a broad range of business partners that are competitive in quality, service, and price. All vendors and contractors will be encouraged to support diversity efforts through the use of second-tier supplier programs.

Our vendor/contractor sourcing process will include the following:

- Identify a dispensary need
- Issue a Request For Proposal (RFP)
- Evaluate the submitted proposals
- Contract for goods or services

Our vendors and contractors must meet multiple requirements within each of the sourcing steps including submitting a minority business certificate. We will have a process in place to shorten payment terms from smaller, certified vendors and contractors. We will designate a purchasing agent who will work with community partners to connect potential vendors and contractors in need of counseling on financing, marketing, and the law. While we do not internally take on the role of
mentoring every business, our business contacts help us guide potential vendors along a more viable path.

Supplier Diversity Definitions and Overview
Supplier diversity will become part of our procurement process and will be completely integrated into our sourcing team. Per the Pennsylvania Department of General Services, in Cumberland County, there are 24 certified women-owned businesses. There are 12 certified minority-owned businesses and there is 1 certified veteran-owned business. However, we believe there are excellent opportunities to contract with diverse suppliers in our community.

Keystone Compassionate Dispensary has already begun to seek out contracting with various certified diverse companies to partner with upon receiving a dispensary permit. Probitas Technology has provided a proposal for professional services for the installation of a fully integrated digital security system for the dispensary. The company may also provide on-site security officers and the safe transportation of money. Probitas Technology was given minority-owned status in October 2013 by the National Minority Supplier Development Council, Inc (NMSDC) and is a Pennsylvania certified minority business with a certification number of 403253-2013-07-SB-M. In addition, the Company has also received a letter of intent from the JEM Group, LLC to provide any of the demolition and construction needed for the dispensary building. The JEM Group was certified as Woman Business Enterprise by the Pennsylvania Department of General Services in September of 2012 with the certification number of 210371-2012-09-SB-W. Keystone Compassionate Dispensary plans to use the current DGS listing provided by The Department of General Services, Procurement Division’s (DGS-PD) eProcurement system to locate numerous Small Business (SB) and Disabled Veteran Business Enterprise (DVBE) Suppliers for various services as they are needed for the business.

A “diverse supplier” is a supplier that holds one or more of the certifications listed below. Keystone will utilize a third-party service to verify certification status with a multitude of national, state, and local agencies. We encourage all diverse suppliers to maintain their status and meet periodic recertification requirements that may exist. As a rule, the
Company will look to hire diverse suppliers that are based near our facility and identify suppliers whose ethnicity represents the population serviced by the dispensary. Typically, a diverse supplier is a business that is more than 51% owned by individuals who fall into the following certified categories:

- Disabled Business Enterprise (DIS)
- Disabled Veteran Business Enterprise (DVET)
- Disadvantaged Business Enterprise (DBE)
- Minority-Owned Business Enterprise (MBE)
- Small Business Administration 8(a) Program (SBA 8(a))
- Small Business Enterprise (SBE)
- Small Disadvantaged Business (SDB)
- Veteran-Owned Business Enterprise (VET)
- LGBTQ Owned Business (LGBTQBE)
- Women-Owned Business Enterprise (WBE)

Keystone recognizes a number of certifying agencies, including but not limited to:

- The National Minority Supplier Development Council (NMSDC) and its Regional affiliate councils.
- National Gay and Lesbian Chamber of Commerce (NGLCC)
- The Small Business Administration (SBA) – 8 (a) program, HUBZone program, Small Business Enterprise (SBE), Small Disadvantaged Business (SDB).
- Federal Government Agencies (ex. National Department of Transportation, Department of Veterans Affairs)
- Vets First Verification Program (Vetbiz.gov)
- Unified Certification Program (UCP)
- State Government Agencies (ex. Dept. of Transportation)
- Local (county, city) Government Agencies
- Women Business Owners Corporation (WBOC)
- Women and Minority Business Enterprise Clearinghouse (WMBE)
- Women Business Enterprise National Council (WBENC)
- US Business Leadership Network (USBLN)

We will also pursue Pennsylvania’s Small Diverse Business Self Certification program for our own organization as Keystone is owned by a majority of diverse individuals.
Our Diversity Team will continuously review and improve our diversity and inclusion practices. We will set deadlines for objectives we intend to reach on a quarterly and annual basis. Supply diversity will be an integral part of the procurement process and will be built into many of the tools used in the sourcing process such as in-house sourcing templates. In addition, our Sourcing Department will have a written policy manual with standard operating procedures that outlines our policies and procedures regarding Supplier Diversity & Sustainability.

In the event a diverse supplier is not competitive enough to win a bid, our procurement staff will offer direct feedback to assist the supplier with respect to future opportunities. Much of the feedback will be provided via a standardized supplier feedback form, which will also be accompanied by verbal guidance from our procurement staff. In short, Keystone is committed to establish and continuously improve our diversity outreach efforts to locate diverse suppliers eager to share in our success and assist us in meeting our diversity goals with respect to procurement.

6. MENTORING, TRAINING AND PROFESSIONAL DEVELOPMENT PROGRAMS

Keystone Compassionate Dispensary will develop a robust training and employment retention program where we can encourage personal and professional growth within our organization. Training will include but not be limited to:

- Benefits Enrollment
- Supervisory Training
- Cultural Difference Awareness
- Mentoring
- Cross-Training
- Transition training within the organization
- Hazardous Material Training
- OSHA required courses
- Continuing Education
- Community Volunteering Incentives
Managers will be encouraged to supplement this internal training program with outside seminars. An example of an upcoming event that our senior management will attend is listed below:

**CULTURAL DIVERSITY IN THE CANNABIS INDUSTRY**

*Opportunities for Entrepreneurs and Investors*

Friday, March 31, 2017  
John Jay College of Criminal Justice  
New York, New York

**DESCRIPTION**

Viridian Capital Advisors, LLC, a New York City-based financial and strategic advisory firm dedicated to the cannabis industry, is pleased to announce the first 2017 session of the Viridian Cannabis Investment Series.

Entitled “*Cultural Diversity in the Cannabis Industry*”, this private event will explore opportunities to bring cultural diversity into the cannabis industry by educating and inspiring a more diverse group of professionals to get involved. Cannabis legalization is spreading throughout the U.S. and the world, spearheading the growth of a multi-billion-dollar market. Yet, the industry in general lacks cultural diversity among its entrepreneurs, workforce, and investors.
7. OTHER INFORMATION DEMONSTRATING COMMITMENT TO DIVERSITY

Keystone Compassionate Dispensary’s goal is to utilize business partners who have embraced the concept of diversity within their own organizations. We believe that inclusion is a collaborative process that connects each of our business partners to our Company. To that end, we have chosen [INSERT NAME] as our dispensary consultant. [INSERT NAME] exemplifies diversity and inclusion in the workplace. Co-founded by a United States Army veteran and a senior citizen, the Company’s consulting branch employs a female Senior Consultant, female Communications Coordinator, and a female Executive Assistant. The company’s operating division, [INSERT NAME],...

8. WORKFORCE UTILIZATION REPORT

Keystone is in the initial stages of organization and staffing. As employees are hired, the diversity of our entire team will begin to take shape through implementation of our Diversity Plan. The following is a conceptual design of the diversity reporting to be completed and submitted to management on a quarterly basis:

![DEPARTMENTAL QUARTERLY WORKFORCE UTILIZATION]

9. NARRATIVE DESCRIPTION OF RECORDING AND REPORTING
According to 28 Pa.Code Section 1141.32, a medical marijuana organization may demonstrate achievement of its diversity goals by employing diverse individuals or transacting business with diverse groups. As outlined previously in our Diversity Plan, Keystone Compassionate Dispensary will create a Diversity Committee whose duties will include, *inter alia*, recording and reporting on diversity. The following outlines the recording and reporting requirements tasked to the Diversity Committee:

1. Determining specific diversity goals and communicating these goals to the Department.
2. Communicating changes to the Diversity and Inclusion plan to the Department in writing.
3. Summarizing efforts to recruit diverse individuals for employment, including for executive and managerial positions.
4. Summarizing the number and type of diverse employees in the Company’s workforce.
5. Collecting quarterly workforce utilization reports from each department and compiling them into a single informative summary for the organization as a whole.
6. Reporting on employee retention efforts.
7. Collecting and reporting quantitative information about vendor and supplier relationships. This report will include a list of all contracts entered into or transactions conducted with diverse groups. Diverse expenditures as a percentage of total expenditures will be included in this report.
8. Reporting on management and employee participation in diverse groups. Community involvement will be a requirement for managerial employees and managers will submit annual affidavits verifying such involvement.

These reports will be an integral part of reporting to senior management. This information will also be retained in the compliance department for inspection by the Department.

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
<table>
<thead>
<tr>
<th>Name and Residential Address</th>
<th>First Name: James</th>
<th>Middle Name: Walter</th>
<th>Last Name: Heilig</th>
<th>Suffix:</th>
<th>Occupation: Retired Police Detective</th>
<th>Title in the applicant’s business: Chief Site Security Officer</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Also known as:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Residential Address</td>
<td>First Name: Shannon</td>
<td>Middle Name:</td>
<td>Last Name: Forsythe</td>
<td>Suffix:</td>
<td>Occupation: VP of Customer Service</td>
<td>Title in the applicant’s business: Logistics Officer</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Kathleen</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Residential Address</td>
<td>First Name: Shannon</td>
<td>Middle Name: Kathleen</td>
<td>Last Name: McCauley</td>
<td>Suffix:</td>
<td>Occupation: Pharmacist</td>
<td>Title in the applicant’s business: Pharmacist</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Residential Address</td>
<td>First Name: Andrew</td>
<td>Middle Name: Joseph</td>
<td>Last Name: Ritter</td>
<td>Suffix: Jr.</td>
<td>Occupation: Government Consultant</td>
<td>Title in the applicant’s business: Regulatory Compliance Coordinator</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Residential Address</td>
<td>First Name: Troy</td>
<td>Middle Name: Allen</td>
<td>Last Name: Kyle</td>
<td>Suffix:</td>
<td>Occupation: Self-Employed</td>
<td>Title in the applicant’s business: Financial Backer</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Residential Address</td>
<td>First Name: Jeffrey</td>
<td>Middle Name: Hugh</td>
<td>Last Name: Johnson</td>
<td>Suffix:</td>
<td>Occupation: Project Engineer</td>
<td>Title in the applicant’s business: Chief Operating Officer</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Also known as:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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.

<table>
<thead>
<tr>
<th>Name and Residential Address</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>First Name:</strong> Lucia</td>
</tr>
<tr>
<td><strong>Occupation:</strong> Office Manager</td>
</tr>
<tr>
<td><strong>Also known as:</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name and Residential Address</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>First Name:</strong> Lynn</td>
</tr>
<tr>
<td><strong>Occupation:</strong> Certified Medical Assistant</td>
</tr>
<tr>
<td><strong>Also known as:</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name and Residential Address</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>First Name:</strong></td>
</tr>
<tr>
<td><strong>Occupation:</strong></td>
</tr>
<tr>
<td><strong>Also known as:</strong></td>
</tr>
</tbody>
</table>

...
Pennsylvania Department of Health  
Medical Marijuana Dispensary Permit Application

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.

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.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

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.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

Section 7 – Civil and Administrative Action

For the statements below:
- By checking “Yes,” you affirm the statement
- If you check “No,” you must state your reasoning in “Schedule A” below

<table>
<thead>
<tr>
<th>Civil and Administrative Action</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
<td>☑</td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td>☑</td>
<td></td>
</tr>
</tbody>
</table>
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.

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.

<table>
<thead>
<tr>
<th>Schedule A: Civil or Administrative History Incident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Defendant</td>
</tr>
<tr>
<td>-----------</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
</tbody>
</table>

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
Pennsylvania Department of Health  
Medical Marijuana Dispensary Permit Application

- 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.

Section 8 – Operational Timetable

<table>
<thead>
<tr>
<th>Activity</th>
<th>Estimated Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>The company is awarded a permit which will specify that the applicant is authorized to begin the process necessary to become operation.</td>
<td>July 2017 – Beginning of 6-month Period</td>
</tr>
<tr>
<td>SEE ADDITIONAL TIMELINE ON ATTACHMENT “Keystone Compassionate Dispensary LLC_03202017_Dispensary_OPERATIONAL TIMETABLE (CON'T)”</td>
<td></td>
</tr>
</tbody>
</table>

If more space is required for the Operational Timetable, please submit additional information in a separate document titled “Operational Timetable (Cont.)” 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.
B. **PLEASE DESCRIBE THE EMPLOYEE QUALIFICATIONS OF EACH PRINCIPAL AND EMPLOYEE.**

1. **SEE ATTACHMENT A – ADDITIONAL ATTACHMENTS**

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. Keystone Compassionate Dispensary understands the requirements outlined in the regulations as they pertain to the 2-hour mandatory training requirement and will ensure that all principals and employees will attend the required training provided by the state within the necessary time frames. Upon completion of the development of the program, The Department will make the two-hour training session available at no charge to principals and employees of a medical
marijuana organization. It will include information in the act that is relevant to principals and employees, proper handling of the product, appropriate recordkeeping, important safety and security procedures, training on recognizing the diversion of medical marijuana, etc.

2. In order to make this a seamless process and easily accessible to everyone to complete, we will offer our employees paid time off to attend the training if it is given off-site, and will provide all employees with a travel reimbursement if they should incur such a cost. If the training is to be completed onsite, we will provide an area within the facility for the training to occur and enough time for its thorough completion. If the training is being provided by the state in an electronic online format, we will provide computer access within the facility for all employees to use and complete on site.

3. Following their attendance at the training, management will verify that they have a complete understanding of all Department of Health requirements and regulations and will debrief all employees.

4. Documentation of the completion of this requirement will be included in the employee’s personnel file at or prior to the 90-day deadline. Every employee of the company must have such documentation in their file by the deadline or they will be prohibited from working at the dispensary until the required training is complete. Human resources will be responsible for ensuring all training documentation on every employee is present in their files for department inspection at all times.

5. Documentation of the completion of this requirement will be included in the employee’s personnel file at or prior to the 90-day deadline. Every employee of the company must have such documentation in their file by the deadline or they will be prohibited from working at the dispensary until the required training is complete. Human resources will be responsible for ensuring all training documentation on every employee is present in their files for department inspection at all times.

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 (CONT'D).” IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT REQUIREMENTS AND INCLUDE IT WITH THE ATTACHMENTS.

D. Licensed Medical Professionals at Facility | Yes | No
Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

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.

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.

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.

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:

Not Applicable

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.
DOH REDACTED
## Section 11 – Transportation of Medical Marijuana

<table>
<thead>
<tr>
<th>A. Transportation</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Medical marijuana will only be delivered between 7 a.m. and 9 p.m.</td>
<td>☒</td>
<td></td>
</tr>
<tr>
<td>• Medical marijuana will not be transported to any location outside of this Commonwealth.</td>
<td>☐</td>
<td></td>
</tr>
<tr>
<td>• A global positioning system will be used to ensure safe, efficient delivery of the medical marijuana to a medical marijuana organization.</td>
<td>☒</td>
<td></td>
</tr>
<tr>
<td>In addition to having a transport vehicle staffed with a delivery team consisting of at least two individuals, the applicant affirms the following:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• At least one delivery team member will remain with the vehicle at all times that the vehicle contains medical marijuana.</td>
<td>☒</td>
<td></td>
</tr>
<tr>
<td>• 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.</td>
<td>☒</td>
<td></td>
</tr>
<tr>
<td>• Upon demand, each delivery team member shall produce an identification badge or card to the Department or its authorized agents, law enforcement or other</td>
<td>☒</td>
<td></td>
</tr>
</tbody>
</table>
Federal, State, or local government officials if necessary to perform the government officials’ functions and duties.

- Each delivery team member will have a valid driver’s license.

- While on duty, a delivery team member will not wear any clothing or symbols that may indicate ownership or possession of medical marijuana.

- Medical marijuana stored inside the transport vehicle may not be visible from the outside of the transport vehicle.

- 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.

- 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.

- 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.

- 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.

- A transport vehicle may be stopped and inspected along its delivery route or at any medical marijuana organization.

- If a third-party contractor is used, the contractor must comply with all the transportation requirements listed in the Act and regulations.

### B. Transport Manifest

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

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:
Pennsylvania Department of Health  
Medical Marijuana Dispensary Permit Application

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.

<table>
<thead>
<tr>
<th>Statement</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>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.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>The date and approximate time of departure.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>The date and approximate time of arrival.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>The transport vehicle’s make, model, and license plate number.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>The identification number of each member of the delivery team accompanying the transport.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>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.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>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).</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>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.</td>
<td>☒</td>
<td>☐</td>
</tr>
<tr>
<td>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.</td>
<td>☒</td>
<td>☐</td>
</tr>
</tbody>
</table>

**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:**
C. Please describe your plan regarding the transportation of medical marijuana and medical marijuana products. For example, explain whether you plan to maintain your own transportation operation as part of the facility operation, or whether you will use a third-party contractor. If you choose to use your own transportation operation, please provide the number and type of vehicles that will be used to transport medical marijuana and medical marijuana products, the training that will be provided to employees that will transport medical marijuana and medical marijuana products, and any additional measures you will take to prevent diversion during transport. If you will be using a third-party contractor for transporting medical marijuana and medical marijuana products, please explain the steps you will take to guarantee the third-party contractor will be compliant with the transportation requirements under the Act and regulations:

Not applicable.
**Section 12 – Storage of Medical Marijuana**

<table>
<thead>
<tr>
<th>A. Storage Requirements</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>By checking “Yes” to any statement, you affirm that the plan of operation will address the below statements:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- 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).</td>
<td>❌</td>
<td>☐</td>
</tr>
<tr>
<td>- All storage areas will be maintained in a clean and orderly condition and free from infestation by insects, rodents, birds, and pests.</td>
<td>❌</td>
<td>☐</td>
</tr>
<tr>
<td>- A separate and secure area for temporary storage of medical marijuana that is awaiting disposal will be established.</td>
<td>❌</td>
<td>☐</td>
</tr>
</tbody>
</table>

**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:**

**Not Applicable.**
B. PLEASE DESCRIBE YOUR PLANS REGARDING THE STORAGE OF MEDICAL MARIJUANA AND MEDICAL MARIJUANA PRODUCTS WITHIN YOUR FACILITY:

DOH REDACTED
Section 13 – Labeling of Medical Marijuana Products

<table>
<thead>
<tr>
<th>A. Labeling Requirements</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Any resemblance to the tradmarked, characteristic or product-specialized packaging of any commercially available food or beverage product.</td>
<td>☒</td>
<td>✗</td>
</tr>
<tr>
<td>• Any statement, artwork or design that could reasonably lead an individual to believe that the package contains anything other than medical marijuana.</td>
<td>☒</td>
<td>✗</td>
</tr>
<tr>
<td>• 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.</td>
<td>☒</td>
<td>✗</td>
</tr>
<tr>
<td>• Any cartoon, color scheme, image, graphic or feature that might make the package attractive to children.</td>
<td>☒</td>
<td>✗</td>
</tr>
</tbody>
</table>

**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:**

Not Applicable.

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

**DOH REDACTED**
Section 14 – Inventory Management

<table>
<thead>
<tr>
<th>A. Electronic Tracking System</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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).</td>
<td>✗</td>
<td></td>
</tr>
</tbody>
</table>

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 caregiver, the disposal of medical marijuana waste and the recall of defective medical marijuana.

<table>
<thead>
<tr>
<th>B. Inventory Management</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>By checking “Yes” to any statement, you affirm that each dispensary will maintain the following inventory data in its electronic tracking system:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Medical marijuana received from a grower/processor.</td>
<td>✗</td>
<td></td>
</tr>
<tr>
<td>• Medical marijuana dispensed to a patient or caregiver.</td>
<td>✗</td>
<td></td>
</tr>
<tr>
<td>• Damaged, defective, expired, or contaminated medical marijuana awaiting return to a grower/processor or awaiting disposal.</td>
<td>✗</td>
<td></td>
</tr>
<tr>
<td>• Inventory controls and procedures will be established for the conducting of monthly inventory reviews and annual comprehensive inventories of medical marijuana at the facility.</td>
<td>✗</td>
<td></td>
</tr>
</tbody>
</table>
• 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.

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:

Not Applicable.

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:
DOH REDACTED
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:

DOH REDACTED
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.
As safety is at the forefront of all that we do, Keystone Compassionate Dispensary’s focus will always be on patient safety. We implement various Sanitation and Safety Standard Operating Procedures which will include, at a minimum, procedures for contamination prevention, pest prevention, product handling safety, and general sanitation practices.

All dispensary employees must have a proficient understanding of the Company’s Sanitation and Safety policies and procedures. Oversight of the dispensary Sanitation and Safety policies will be the responsibility of the onsite Pharmacist, Maintenance Manager, and all dispensary team members.

**Pest Protection Procedures:**
The presence of pests in any area where medical marijuana products are stored or dispensed is unacceptable. The risks posed by pests include:
- The spread of disease
- Damage to property
- Contamination of work surfaces
- Adverse public opinion and loss of reputation
- Prosecution and closure
- Poor staff relations

The objective of the Pest Management Program is to prevent, as far as practicable, the introduction of pests onto the site and to reduce the conditions that may encourage their presence. The Company will ensure adequate protection against pests through the use of integrated pest management practices and techniques that identify and manage pest problems.

All employees will be made aware of the potential pests that may be encountered in the medical marijuana industry, such as rodents, cockroaches, flies, ants, or birds, as well as the importance of pest prevention. Particular attention will be given to incoming goods such as processed medical marijuana products and other consumable materials.

All medical marijuana products coming into the dispensary are already processed and packaged at the grower/processor facility and will have been tested by a third-party laboratory prior to arrival at the dispensary.

The dispensary will be maintained in a clean and orderly fashion to keep it free from infestation by insects, rodents, birds, and pests. Regular disposal of trash, as well as overall facility maintenance, will help with pest prevention.

All products used at the dispensary for the treatment of pests, microbials, and other pathogens will first be approved by both the Department of Health and the Department of Agriculture prior to use.
As part of Company’s Pest Control SOPs, we will maintain a Pest Control Inspection Report. Inspection reports must be concise and legible and stored in an easily accessible binder.

A typical pest control report will contain at a minimum:
- Treatment date
- Details of the pest control contractor and name of technician servicing the site
- Details of the customer and name of the contact person on site
- Type of visit: scheduled, follow-up, callout, etc.
- Pests found
- Action taken
- Pesticide used
- Location of baits and monitors (this may be in the form of a checklist or plan)
- Quantities used
- Risk assessment
- Post treatment precautions
- Recommendations on proofing, hygiene and storage
- Details of follow-up inspections

**Medical Marijuana Handler Restrictions:**
As our employees, will be working in direct contact with medical marijuana, they will be subject to the restrictions of 28 Pa. Code § 27.153 (Restrictions on food handlers).

A person with the following diseases or conditions may not work in the dispensary:

1. Amebiasis. Until the etiologic organism is eradicated as proven by two consecutive negative stool specimens, obtained at least 24 hours apart, as verified by a physician. If antiparasitic treatment has been given, the specimens may not be collected sooner than 48 hours after treatment was completed. See § 27.156 (relating to the special requirements for amebiasis).

2. Enterohemorrhagic E. coli. Until the etiologic organism is eradicated as proven by two consecutive negative stool specimens, obtained at least 24 hours apart, as verified by a physician. If antibacterial treatment has been given, the specimens may not be collected sooner than 48 hours after treatment was completed. See § 27.157 (relating to the special requirements for enterohemorrhagic E. coli).

3. Shigellosis. Until the etiologic organism is eradicated as proven by two consecutive negative stool specimens, obtained at least 24 hours apart, as verified by a physician. If antibacterial treatment has been given, the specimens may not be collected sooner than 48 hours after treatment was completed. See § 27.158 (relating to the special requirements for shigellosis).

4. Typhoid fever or paratyphoid fever. Until the etiologic organism has been eradicated as proven by three negative successive stool specimens collected at
intervals of at least 24 hours nor earlier than 48 hours after receiving the last dose of a chemotherapeutic drug effective against Salmonella typhi or paratyphi, and no earlier than 1 month after onset. See § 27.159 (relating to the special requirements for typhoid and paratyphoid fever).

(5) Hepatitis A, viral hepatitis, or jaundice of unspecified etiology. Until 1 week following the onset of jaundice, or 2 weeks following symptom onset or IgM antibody positivity if jaundice is not present, as verified by a physician.

(6) Persistent diarrhea. Until resolved or judged to be noninfective by a physician.

As millions of people contract a foodborne illness every year, combined with the possibility that our medical marijuana patients may have compromised immune systems, it's especially important that we ensure the products we dispense are handled in the safest way possible. To that end, we will look at instituting a program such as the nationally recognized ServSafe® Food Safety Training program which is currently being offered to retailers of medical marijuana products in other states with legal marijuana programs. The ServSafe® program blends the latest FDA Food Code, food safety research and years of food sanitation training experience.

Our employees will be required to attend a food handler training course and demonstrate an understanding of basic food handling safety practices prior to coming into contact with any medical marijuana product.

Sanitation and safety audits may be conducted by auditors from within the company or from an independent organization. The audit is generally based on a series of criteria set out to ensure the highest standard of compliance with a specific aspect of food safety. The section which deals with pest management will usually require zero infestation and conformity with criteria covering type of pest management program, permitted mitigation techniques, and record keeping.

**Contamination Prevention:**
Keystone Compassionate Dispensary will constantly maintain its dispensary facilities in a sanitary condition to limit the potential for contamination or adulteration of the medical marijuana products stored in or dispensed at the facility.

In order to prevent contamination, we will ensure the following protocols are followed and will maintain both written and electronic SOPs for the oversight of sanitation and safety:

- Trash will be regularly removed to prevent infestation
- Floors, walls and ceilings will be kept in good repair
- Protection against pests will be accomplished through the use of integrated pest management practices and techniques that identify and manage pest problems
Toxic cleaning compounds, sanitizing agents, solvents and pesticide chemicals will be labeled and stored in a manner that prevents contamination of medical marijuana products and otherwise complies with all applicable regulations.

To further prevent potential contamination, dispensary employees will conform to strict sanitary practices while on duty, including maintaining adequate personal hygiene as well as washing hands thoroughly before starting work, at any time when hands may have become soiled or contaminated, and before dispensing medical marijuana products to a patient or caregiver.

Dispensary employees will not eat food, chew gum, drink beverages, or use tobacco products in areas where medical marijuana products are sold or any contact surfaces are exposed, or where contact surfaces are washed. Employees will also take other precautions necessary to protect surfaces which may come into contact with medical marijuana products from contaminants such as perspiration, hair, cosmetics, tobacco, chemicals, and medicines applied to the skin.

All dispensary employees must ensure that litter and waste are promptly removed so as to minimize the development of odor and minimize the potential for attracting and harboring pests.

All dispensary employees must ensure that all contact surfaces, including any utensils or equipment shall be cleaned and sanitized as frequently as necessary to protect against contamination. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable, and shall be properly maintained.

Only sanitizers and disinfectants registered with the Environmental Protection Agency and approved by the Department shall be used in accordance with labeled instructions. All dispensary employees must ensure that toxic cleaning compounds, sanitizing agents, and solvents are identified, stored and disposed of in a manner that protects against contamination of medical marijuana products, and in a manner that is in accordance with any applicable local, state, or federal law, rule, regulation or ordinance.

**Hand-Washing Facilities:**

Keystone Compassionate Dispensary will provide its employees and visitors with adequate and convenient hand-washing facilities furnished with running water at a temperature suitable for sanitizing hands. Hand-washing facilities will be located where good sanitary practices require employees to wash and sanitize their hands. Effective non-toxic sanitizing cleansers and sanitary towel service or suitable hand drying devices will be available. We will provide employees and visitors with adequate, readily accessible lavatories that are maintained in a sanitary condition and
in good repair and comply with all other applicable state and local building code requirements.

**Facility Design and Maintenance:**

The dispensary will be designed to reduce the risk of contamination. Quality materials and craftsmanship will go towards the buildout of the operation. Chosen materials will be smooth, easy to clean and free of cracks or seams where mildew could hide. In consideration of the medical market which we will serve, the ambiance of the operations will reflect a medical or pharmacy style with sterile counters, walls and flooring. The sales floor, reception, waiting room and counters will be neat, clean and orderly and give a professional and clinical feel to the environment.

The dispensary’s storage and vault rooms will require proper HVAC to ensure proper functioning. Proper maintenance of temperature and humidity in the dispensary will prevent pathogen or microbial outbreaks and improve the quality and shelf life of the product to be sold.

Sanitation logs will be utilized daily with deep cleaning performed by internal staff weekly in storage rooms to prevent contamination, clutter, infestation, microbial or pathogenic outbreak, insects, pests, rodents or birds. Keystone Compassionate Dispensary will contract with an independent, professional cleaning company to do deep cleaning at least once per month. We will consider a diverse small business for this purpose.

Storage areas, including safes and vaults and any other areas used for holding or storage of medical marijuana products, will be securely locked and protected from entry at all times, except for the actual time required to remove or replace medical marijuana products or for cleaning. In all instances, a dual control system will be implemented where at least two authorized staff members participate in the cleaning. Only employees authorized to enter secure storage rooms will be granted access. At all times, surveillance cameras will monitor all storage areas with an unobstructed field of view.

**Dispensary Workplace Safety:**

The safety of our employees, customers and the public is our foremost business consideration. In the conduct of our business, every attempt will be made to prevent accidents from occurring.

Sections 1161.34 and 1141.48 (b) (6) establish the requirements for workplace safety in dispensary operations. Prior to our operational rollout, the security team will develop a Workplace Safety & Emergency Response Plan that will be a subsection of a comprehensive security plan. Under this plan, security experts will provide management and employees with a Workplace Safety Manual that will be used for training purposes. The Pharmacist will be responsible for training staff regarding safety and emergency protocols including a planned inspection schedule by local regulatory authorities. Our staff will follow SOPs that require detailed records of
regular inspections be maintained. In accordance with the regulations, the following safety issues will be covered during training:

**Medical Emergencies** - Our employees will receive training on how to recognize and respond to medical emergencies for an illness or injury requiring urgent medical attention. Training will include emergency call procedures, location of medical kits, lockdown of the facility, and escort of emergency first responders. Any injury at the dispensary will be recorded on an “Injury Form.”

**Fires** - Our employees will learn the facility’s fire plans including the location, use and maintenance of firefighting equipment. Plans will comprise schedules for regular fire drills, when to call 911, the need to account for all staff, the escort of fire department personnel, the role of the on-scene commander and response time by nearest fire departments.

**Chemical spills** - When a chemical spill or release is detected, our employees will determine if danger signs are present (fumes, odors, smoke) and the physical manifestations in people who may have been exposed: headaches, dizziness, distress, fainting, skin rash, blurred vision. Employees will know when to notify
management, call emergency services, coordinate with first responders and secure the area. A Material Safety Data Sheet (MSDS) is a form containing data regarding the properties of a particular substance. A MSDS is intended to provide workers and emergency personnel with procedures for handling or working with a substance in a safe manner and includes information such as physical data, storage, disposal, protective equipment, and spill handling procedures. A MSDS for the products contained in the dispensary will be maintained in a readily available file or location.

**Chemical handling safety** - Safety data sheets (SDS), material safety data sheets (MSDS), and product safety data sheets (PSDS) are an important component of product stewardship and occupational safety and health. They are intended to provide workers and emergency personnel with procedures for handling or working with toxic substances in a safe manner, and include information such as physical data (melting point, boiling point, flash point, etc.), toxicity, health effects, first aid, reactivity, storage, disposal, protective equipment, and spill-handling procedures.

Keystone Compassionate Dispensary will maintain at the dispensary a comprehensive database of all safety data sheets, material safety data sheets and product safety data sheets in hard copy and electronic format. We will ensure the documents are readily accessible to employees for all toxic chemicals in the workplace.

Our employees will be trained with regard to the use of safety data sheets, material safety data sheets and product safety data sheets as part of the orientation process. OSHA has published a “brief” describing the “Hazard Communication Standard: Safety Data Sheets.” Section 7 of this brief covers the handling and storage of chemicals and outlines the type of information that will be included in the SDS for a chemical. This brief will be provided to all employees during the training process to provide guidance to employees who handle toxic chemicals and ensure they are familiar with the format and contents of the SDSs. This brief will also be included in relevant SOPs as a clickable link.

Keystone Compassionate Dispensary will also establish full Workplace Safety Standard Operating Procedures. As a strategic business move, Keystone will hire a knowledgeable OSHA consultant to help us understand all applicable OSHA standards and safety requirements and to assist us in finalizing the Standard Operating Procedures necessary to remain compliant with OSHA workplace safety regulations. This additional oversight will help Keystone Compassionate Dispensary avoid any OSHA violations and keep our employees and customers safe.
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:

Keystone Compassionate Dispensary intends to utilize a record keeping plan which adheres to all requirements set forth in Departmental regulations. Responsibility for proper plan implementation and ongoing management will be a primary responsibility of the Pharmacist, supported by the Dispensary Compliance Coordinator, the Chief Operating Officer, and Security Team.

Keystone Compassionate Dispensary will implement a record keeping plan which provides for high security physical and electronic storage of all patient, caregiver, and employee information, as well as storage of all required records, security recordings, logs, and manifests. The Dispensary Compliance Coordinator will be responsible for selecting a responsible vendor for systems implementation and ultimately report this progress to the Pharmacist.

process by which employees maintain record keeping best practices at the dispensary. The record keeping SOPs will be made available to every dispensary employee who has input to the record keeping process before commencing work at the facility to ensure there is a complete understanding of the process and associated accountability. Employees will be required to sign off on their understanding and adherence to the SOPs with a copy of this documentation retained in their employee file.
Proper sanitation will be a high priority within the dispensary. Per § 1161.34, all equipment, tools, floors, counters, and walls shall be cleaned and sterilized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the United States EPA, in accordance with the instructions printed on the label. General upkeep, cleaning, and sanitation of the dispensary will be the responsibility of the Maintenance Team. The Maintenance Team will be responsible for maintaining sanitation logs and will require Pharmacist signoff upon task completion. The log will contain the following information:

Dispensary Sanitation Log.
   a. Date
   b. Time
   c. Employee ID
   d. Product name and EPA registration number
   e. Location of cleaning
   f. Quantity used
   g. Description of task performed
   h. Dispensary General Manager signoff

All dispensary sanitation logs will be kept on file by the Dispensary Compliance Coordinator in a secure, limited access area. Electronic copies will be backed up and stored in a secure offsite location for a period of five (5) years.
Annual and Quarterly Reports

Per § 1141.46, Keystone Compassionate Dispensary will submit the following reports to the Department, on forms prescribed by the Department, at the end of the first 12-month period following the issuance of a permit, and as of the end of each 3-month period thereafter:

1. The amount of medical marijuana purchased by the dispensary during the period for which the report is being submitted.
2. The per-dose price of medical marijuana purchased by the dispensary in a unit of measurement as determined by the Department.
3. The per-dose price of an amount of medical marijuana dispensed to a patient or caregiver by a dispensary and in a unit of measurement as determined by the Department.

All printed annual and quarterly reports will be kept on file by the Dispensary Compliance Coordinator in a secure, limited access area. Electronic copies will be backed up and stored in a secure offsite location for a period of five (5) years.

Patient/Caregiver Record Keeping

Maintaining, accessing and physical or electronic sharing of employee, patient, and caregiver records will be implemented and monitored with the highest level of security.

By becoming a permitted medical marijuana organization within the Commonwealth, Keystone Compassionate Dispensary understands that it will handle protected health information (PHI). Although medical marijuana is not sanctioned at the federal level, we intend to emulate the process by which an organization becomes compliant with the Health
Insurance Portability and Accountability Act of 1996 (HIPAA) in order to properly handle PHI on behalf of patients, caregivers, and employees.

The responsibility to implement compliant record keeping practices will be granted to the Pharmacist, and Dispensary Compliance Coordinator. The Dispensary Compliance Coordinator will be responsible for selecting a responsible vendor for systems implementation and ultimately report this progress to the Pharmacist. The on-site medical professional will be responsible for soliciting a responsible training vendor to educate all dispensary employees on HIPAA compliance and oversee proper use management of any HIPAA compliant software or hardware within the dispensary.

The four main rules that will be adhered to as set forth in the HIPAA guidelines are as follows:

1. HIPAA Privacy Rule.
2. HIPAA Security Rule.
3. HIPAA Enforcement Rule.
4. HIPAA Breach Notification Rule.

**HIPAA Security Rule**

The HIPAA Security Rule requires appropriate safeguards to ensure the confidentiality, integrity and security of PHI. All three components of the Security Rule are as follows:

1. Administrative safeguards
2. Physical safeguards
3. Technical safeguards

All three parts include implementation specifications, some of which are required and others which are addressable. The Dispensary Pharmacist and ownership will determine which addressable specifications will be deployed at the dispensary and document these for the Department prior to becoming operational.

**HIPAA Security Rule - Technical Safeguards**

The Technical Safeguards for HIPAA compliance focus on the technology that protects PHI and controls access to it. Since these standards are technology neutral, the Dispensary Compliance Coordinator will be responsible to select a responsible vendor for systems implementation and maintain proper documentation as to its proper use within the dispensary.

The five standards listed under the Technical safeguards section are as follows:

1. Access Control
2. Audit Controls
3. Integrity
4. Authentication
5. Transmission Security

When broken down further, there are nine items that may be implemented, some are required and some are addressable as previously mentioned. They are as follows:

1. Access Control - Unique User Identification (required): the process of assigning a unique name and/or number for identifying and tracking user identity.
4. Access Control - Encryption and Decryption (addressable): Implement a mechanism to encrypt and decrypt ePHI.
5. Audit Controls (required): Implement hardware, software, and/or procedural mechanisms that record and examine activity in information systems that contain or use ePHI.
6. Integrity - Mechanism to Authenticate ePHI (addressable): Implement electronic mechanisms to corroborate that ePHI has not been altered or destroyed in an unauthorized manner.
7. Authentication (required): Implement procedures to verify that a person or entity is seeking access to ePHI is the one claimed.
8. Transmission Security - Integrity controls (addressable): Implement security measures to ensure that electronically transmitted ePHI is not improperly modified without detection until disposed of.

The Department of Health & Human Services (HHS) provides further guidance and insight into the HIPAA Security Rule and assistance with the implementation of security standards. The Dispensary Compliance Coordinator will ensure the responsible vendor selected for system implementation is familiar with this guidance.

HIPAA Security Rule - Physical Safeguards

The Physical safeguards for HIPAA compliance focus on the physical access to PHI and who has access to it. Physical security systems implemented at the dispensary will aid in the monitoring of all physical storage areas and set forth access requirements and controls to ensure the highest level of security is deployed with regard to physical records.

The four standards listed under the Technical safeguards section are as follows:

1. Facility Access Controls
2. Workstation Use
3. Workstation Security
4. Device and Media Controls

When broken down further, there are ten items that may be implemented, some are required and some are addressable as previously mentioned. They are as follows:

1. Facility Access Controls - Contingency Operations (addressable): Establish (and implement as needed) procedures that allow facility access in support of restoration of lost data under the disaster recovery plan and emergency mode operations plan in the event of an emergency.

2. Facility Access Controls - Facility Security Plan (addressable): Implement policies and procedures to safeguard the facility and the equipment therein from unauthorized physical access, tampering, and theft.

3. Facility Access Controls - Access Control and Validation Procedures (addressable): Implement procedures to control and validate a person’s access to facilities based on their role or function, including visitor control, and control of access to software programs for testing and revision.

4. Facility Access Controls - Maintenance Records (addressable): Implement policies and procedures to document repairs and modifications to the physical components of a facility which are related to security (e.g. hardware, walls, doors, and locks).

5. Workstation Use (required): Implement policies and procedures that specify the proper functions to be performed, the manner in which those functions are to be performed, and the physical attributes of the surroundings of a specific workstation or class of workstation that can access ePHI.

6. Workstation Security (required): Implement physical safeguards for all workstations that access ePHI, to restrict access to authorized users.

7. Device and Media Controls - Disposal (required): Implement policies and procedures to address the final disposition of ePHI, and/or the hardware or electronic media on which it is stored.

8. Device and Media Controls - Media Re-Use (required): Implement procedures for removal of ePHI from electronic media before the media are made available for reuse.

9. Device and Media Controls - Accountability (addressable): Maintain a record of the movements of hardware and electronic media and any person responsible therefore.

10. Device and Media Controls - Data Backup and Storage (addressable): Create a retrievable, exact copy of ePHI, when needed, before movement of equipment.

The Department of Health & Human Services (HHS) provides further guidance and insight into the HIPAA Security Rule and assistance with the implementation of physical safeguards. The Dispensary Compliance Coordinator will ensure that the Company Dispensary Consultant and Security Consultant/Provider adhere to this guidance as part of the facility design and deployment.
HIPAA Security Rule - Administrative Safeguards

The Administrative safeguards for HIPAA compliance are a collection of policies and procedures that govern the conduct of the workforce and the security measures put in place to protect ePHI. These components are of the utmost importance as Keystone implements a HIPAA-compliant program. In order to comply with these requirements, we will designate the Dispensary Compliance Coordinator as the Privacy Officer, complete a risk assessment annually, implement employee training through a responsible vendor, and continuously review policies and procedures to ensure we remain fully compliant. In addition, the Dispensary Compliance Coordinator will oversee the execution of Business Associate Agreements (BAAs) with any outside partner or vendor who handles PHI on behalf of the dispensary.

The nine standards listed under the Technical safeguards section are as follows:

1. Security Management Process
2. Assigned Security Responsibility
3. Workforce Security
4. Information Access Management
5. Security Awareness and Training
6. Security Incident Procedures
7. Contingency Plan
8. Evaluation
9. Business Associate Contracts and Other Arrangements

Compliance with the Administrative Safeguards standards will require an evaluation of the security controls in place at the dispensary, an accurate and thorough risk analysis, and a series of documented solutions.

When broken down further, there are 18 items that may be implemented, some are required and some are addressable as previously mentioned. They are as follows:

1. Security Management Process - Risk Analysis (required): Perform and document a risk analysis to see where PHI is being used and stored in order to determine all the ways that HIPAA could be violated.
2. Security Management Process - Risk Management (required): Implement sufficient measures to reduce these risks to an appropriate level.
6. Workforce Security - Employee Oversight (addressable): Implement procedures to authorize and supervise employees who work with PHI, and for granting and
removing PHI access to employees. Ensure that an employee’s access to PHI ends with termination of employment.

7. Information Access Management - Multiple Organizations (required): Ensure that PHI is not accessed by parent or partner organizations or subcontractors that are not authorized for access.

8. Information Access Management - ePHI Access (addressable): Implement procedures for granting access to ePHI that document access to ePHI or to services and systems that grant access to ePHI.


10. Security Awareness and Training - Protection Against Malware (addressable): Have procedures for guarding against, detecting, and reporting malicious software.


12. Security Awareness and Training - Password Management (addressable): Ensure that there are procedures for creating, changing, and protecting passwords.


14. Contingency Plan - Contingency Plans (required): Ensure that there are accessible backups of ePHI and that there are procedures for restore any lost data.

15. Contingency Plan - Contingency Plans Updates and Analysis (addressable): Have procedures for periodic testing and revision of contingency plans. Assess the relative criticality of specific applications and data in support of other contingency plan components.

16. Contingency Plan - Emergency Mode (required): Establish (and implement as needed) procedures to enable continuation of critical business processes for protection of the security of ePHI while operating in emergency mode.

17. Evaluations (required): Perform periodic evaluations to see if any changes in your business or the law require changes to your HIPAA compliance procedures.

18. Business Associate Agreements (required): Have special contracts with business partners who will have access to your PHI in order to ensure that they will be compliant. Choose partners that have similar agreements with any of their partners to which they are also extending access.

HIPAA Privacy Rule

The HIPAA Privacy Rule establishes national standards to protect individuals’ medical records and other PHI. Protecting patient and caregiver PHI, physically and electronically within the dispensary is a Company mandate. The Privacy Rule requires appropriate safeguards to protect the privacy of personal health information, and sets limits and conditions on the uses and disclosures that may be made of such information without patient authorization. The Rule also gives patients rights over their health information, including rights to examine and obtain a copy of their health records, and to request corrections. Business Associates are
directly liable for uses and disclosures of PHI that are not covered under their BAA or the HIPAA Privacy Rule itself.

The Pharmacist, supported by the Security Team will be responsible for enforcement of the HIPAA Privacy Rule throughout the dispensary. A complete plan for this process will be presented to the Department at the time Keystone Compassionate Dispensary is deemed operational.

HIPAA Enforcement Rule

Understanding that medical marijuana organizations are not governed by the federal government, but rather the state, it is unclear how enforcement of HIPAA compliance will be regulated. However, Keystone Compassionate Dispensary will make every effort to comply with the requirements set forth by the Department of Health & Human Services.

HIPAA Breach Notification Rule

The Breach Notification Rule requires healthcare providers to notify patients when there is a breach of unsecured PHI. Understanding that medical marijuana organizations are not governed by the federal government, but rather the state, it is unclear how enforcement of the HIPAA Breach Notification Rule would be regulated. However, Keystone Compassionate Dispensary will make every effort to comply with the requirements set forth by the Department of Health & Human Services.

Employee File

Each employee will have a file created the day they commence employment. The employee file will contain all onboarding documents, tax forms, employee write-ups and disciplinary action, continuing education, state mandated training, and any other documents prescribed by the Department. The employee file will be made accessible to the Department upon request.

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

SECTION 18 – ORGANIZATIONAL STRUCTURE

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<thead>
<tr>
<th>Check One</th>
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<td>☐ S-Corporation</td>
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<td>☐ Sole Proprietorship</td>
<td>☐ Partnership</td>
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<tr>
<td>☒ Limited Liability Company</td>
<td>☐ Limited Liability Partnership</td>
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</tbody>
</table>
Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

☐ Limited Liability Limited Partnership  ☐ Non-Profit Organization  ☐ Other (explain): [ ]

Applicant’s Organization Documents
State of Incorporation or Registration: Pennsylvania  Date of Formation: 01/31/2017
Business Name on Formation Documents: Keystone Compassionate Dispensary LLC

Applicant’s Identification Numbers
Federal Employer ID number:  [ ]
PA Unemployment Compensation Account Number:  N/A
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

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. ☑  ☐

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:

Keystone Compassionate Dispensary is a newly formed Pennsylvania based start-up corporation. To that end, Keystone Compassionate Dispensary LLC does not have its own business history, but many of our officers have significant experience as successful business owners, partners, and managers in the health care space.

Jeffrey H. Johnson, Chief Operating Officer
Troy Kyle
### Section 20 – Current Officers

Provide the position, title in the applicant’s business, and address information for all current officers, directors, partners or trustees.

<table>
<thead>
<tr>
<th>First Name</th>
<th>Middle Name</th>
<th>Last Name</th>
<th>Suffix</th>
<th>Occupation</th>
<th>Title in the applicant’s business</th>
<th>Date of birth</th>
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<tbody>
<tr>
<td>James</td>
<td>Walter</td>
<td>Heilig</td>
<td></td>
<td>Retired Police Detective</td>
<td>Chief Site Security Officer</td>
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<tr>
<td>Shannon</td>
<td></td>
<td>Forsythe</td>
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<td>VP of Customer Service</td>
<td>Logistics Officer</td>
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<th>First Name</th>
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<th>Occupation</th>
<th>Title in the applicant’s business</th>
<th>Also known as</th>
<th>Date of birth</th>
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</thead>
<tbody>
<tr>
<td>Shannon</td>
<td>Kathleen</td>
<td>McCauley</td>
<td>Pharmacist</td>
<td>Pharmacist</td>
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<tr>
<td>Andrew</td>
<td>Joseph</td>
<td>Ritter</td>
<td>Government Consultant</td>
<td>Regulatory Compliance Coordinator</td>
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<td>Troy</td>
<td>Allen</td>
<td>Kyle</td>
<td>Self-Employed</td>
<td>Financial Backer</td>
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<tr>
<td>Jeffrey</td>
<td>Hugh</td>
<td>Johnson</td>
<td>Project Engineer</td>
<td>Chief Operating Officer</td>
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<tr>
<td>Kimberly</td>
<td>Wiley</td>
<td>Liberatiocioli</td>
<td>Pharmacist</td>
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If more space is required, please submit additional information on other officers in a separate document titled “Current Officers (Cont.)” 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:
Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

(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 LLCs

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<tr>
<th>Name and Residential Address</th>
<th>First Name</th>
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<td>Project Manager</td>
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<td>Title in the applicant’s business: Chief Operating Officer</td>
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<td>Mohan</td>
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<tr>
<td>Gastroenterologist</td>
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<td><strong>Middle Name:</strong> David</td>
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<td><strong>Middle Name:</strong> Kathleen</td>
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### Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

**Name and Residential Address**

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<tr>
<th>First Name: Devanand</th>
<th>Middle Name: Anthony</th>
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<tbody>
<tr>
<td>Occupation: Neurological Surgeon</td>
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<th>First Name: James</th>
<th>Middle Name: Walter</th>
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<tr>
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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**

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Pennsylvania Department of Health
Medical Marijuana Dispensary Permit Application

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Name and Residential Address

First Name: | Middle Name: | Last Name: | Suffix: |

 Occupation: | Title in the applicant’s business: |
 Also known as: | Date of birth: MM/DD/YYYY |
 Address Line 1: | Address Line 2: |
 Address Line 3: | City: | State: | Zip Code: |
 Phone: | Fax: | Email: |
 Partner Type: | Percentage of ownership: |
 □ General/Full Partner | Partnership participation from: MM/DD/YYYY |
 □ Limited Partner | |
 □ Dormant/Silent Partner | |
 □ Other: | |

IF MORE SPACE IS REQUIRED, PLEASE SUBMIT ADDITIONAL INFORMATION ON OTHER PARTNERS IN A SEPARATE DOCUMENT TITLED “INTEREST OF OTHER PARTNERS (CONT'D.)” IN ACCORDANCE WITH THE ATTACHMENT FILE NAME FORMAT.
C. OTHER PERSONS HOLDING AN INTEREST IN THE PROPOSED SITE OR FACILITY

List any other persons holding an interest in the proposed site or facility, that are otherwise not disclosed in sections A or B.

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<tr>
<th>Name and Residential Address</th>
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Nature, type, terms and conditions of the interest in the applicant:

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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 SITE OR FACILITY (CONT'D.)” 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:

<table>
<thead>
<tr>
<th>Business Development Costs</th>
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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:

Introduction

Keystone Compassionate Dispensary, LLC (“Company”) represents an economic engine that will drive jobs and spending in the community. In addition to economic stimulation, the Company is sensitive to its social and environmental impact as well. Our dispensary will have many positive direct and indirect impacts on the local community in which we operate, as well as the greater Harrisburg area, including: increased employment, higher tax base, improved infrastructure, economic multiplier effects, improved resident health and more. This section will describe our plan to positively enhance our community in both economic and non-economic ways.
Applicant Information

The individuals that make up the Keystone Team are well accomplished in their chosen fields with an established record of contributing to their respective communities. Many of our principals and employees have strong ties to the Hampden Township/Harrisburg area in which we will operate.

Three additional principals of our Company, Mark McAlanis, Shannon McCauley and Kimberly Liberatiscio, are pharmacists working in small, family-owned pharmacies located throughout the Region. Mark, Shannon and Kimberly each have long established track records serving the individual needs of patients in their communities. These pharmacists have also demonstrated the proven ability to operate regulatory compliant pharmacies which protect the community from the illegal diversion of medication. The collective experience of these six medical professionals provides the Company with a unique understanding and insight into the medical conditions of the patients within the community we will service. The diverse medical backgrounds of our principals will ensure that Keystone Compassionate Dispensary’s patients receive the type, dosage and concentration of medical marijuana specifically tailored to their individual needs, thereby maximizing the efficacy of the medical marijuana products we dispense and ensuring the safety of our patients and the community.

The Company’s Chief Operating Officer, Jeff intends to bring his drive and innovative approach to The Company’s community outreach and charitable giving program.

The Company’s Chief Security Officer, James Heilig, has been a lifelong resident of Dauphin County and has 31 years of dedicated service in law enforcement protecting and serving the citizens of Dauphin County. Jim brought his experience as an
outstanding college football player at Arizona State University to Dauphin County’s community youth sports programs. He has coached football, basketball and baseball in the community. While his son was attending Central Dauphin High School, Jim was an active member of the Rams Club, a high school football parents group. The Rams Club was instrumental in raising $250,000 for a new training facility and $100,000 for a new scoreboard for the football stadium.

The Company’s Chief Financial Security Officer, Randolph McPherson, also has deep roots in Dauphin County. Randy was born and raised in Central Pennsylvania and graduated from Steelton-Highspire High School. Randy spent 37 years in law enforcement protecting and serving the local community, Randy serves on the Lower Paxton Township Conservation committee and is Chairman of the Church Property Committee managing three building and overseeing a budget of $65,000.

The Company’s Pharmacist Mark McAlanis has a history of serving the Dauphin County community. Mark currently serves as President of the Millersburg Ambulance Association. In this capacity, he helps to monitor the Association’s compliance with all state regulations concerning emergency medical services. Mark has also been an active member of the Pillow Fire Company for the past several years. Mark currently is the Pharmacist Member of the Dauphin County Mental Health Program’s Pharmacy and Therapeutics Committee. In this role, he helps to maintain a formulary of medications for the county’s uninsured mental health residents. One of the biggest responsibilities for Mark in this role is ensuring that the county’s funds are being spent appropriately to allow for the greatest medication access for patients. Mark maintains memberships in several professional organizations to ensure he is current on all areas of pharmacy practice. Currently he is a member of the Capital Area Pharmaceutical Association, the Pennsylvania Pharmacists Association, and the National Community Pharmacists Association.

Shannon McCauley, another community pharmacist, was born and raised in Hampden Township. Though she now lives in Dauphin County, she made a big community impact during her high school career through Girl Scouts and athletics. Shannon’s graduation project for Cumberland Valley High School was creating and coaching a weekly pitching clinic for aspiring young softball players in the school district. She taught the girls the importance of being a team player, dedication to the sport, and being active in the community.

B. Impact of Medical Marijuana On The Community
State-level control of medical marijuana creates a highly-localized industry. The very nature of the industry prohibits interstate commerce that would typically occur under standard market conditions. A unique economic model, consisting of entrepreneurial objectives and state regulations, demands almost all spending on medical marijuana flows to workers and businesses within the state. As a result, based on studies in states that have already legalized medical marijuana, the industry generates more local output and employment per dollar spent than any other sector of the economy. Only government program spending generates more employment and output per dollar spent. For example, studies have shown that every dollar spent on grower/processor operations produces an average output of $2.34. That figure is 33% more than Racing Track Operations, 23% more than Casinos, 16% more than Retail Trade (incl. Alcohol), and 13% more than General Manufacturing. The following chart illustrates this economic multiplier effect.

![The Multiplier Effect](chart)

Every line item in The Company's General Ledger represents an economic impact to the community. Revenues represent opportunities for local and state sales tax. Capital and operating expenditures will be kept within the community to the maximum extent
practical. This represents monetary circulation throughout the community and region. Data with regard to this local sourcing will be monitored and tracked through our procurements system. We will set goals for local expenditures as a percentage of our total expenditures. The following is a discussion of how we expect to impact the local economy.

C. The Community in Which We Operate

The Company has chosen to locate its medical marijuana dispensary in the Hampden Township, Cumberland County, Pennsylvania. Hampden Township is a community that is both growing in population and business industries.

According to the 2015 Census Projection, Cumberland County has a population of 246,338 and a population of 421.6 per square mile. Within Cumberland County, Hampden Township’s population is 28,044 of which 1.8% is black and 7.2% is Asian. The county is home to approximately 20,354 veterans. It is estimated that there would be 4,729 patients in the county alone that would benefit from medical marijuana. Within Hampden Township, there are 81 healthcare facilities within 5 miles and 143 healthcare facilities within 10 miles.

The Company believes that Hampden Township is uniquely situated within the Harrisburg/Carlisle Metropolitan area to provide medical marijuana to a large number of patients suffering from qualifying conditions. Hampden Township is easily accessed by Interstate 81, which crosses the northern part of the township and meets PA Route 944. The township has easy access to PA Route 581, PA Route 641, US Route 11, Interstate 83 and the Pennsylvania Turnpike. With its excellent central location, the dispensary is in an area with an annual traffic volume of approximately 70 million vehicles. The Company Compassionate Dispensary is serviced by Capital Area Transit (CAT) Bus Route M Downtown Mechanicsburg (Downtown Harrisburg, Capitol Complex, Lemoyne, Camp Hill, and Mechanicsburg). The CAT Bus stop is located at the Camp Hill Mall, which is approximately 2.3 miles from the dispensary. This route serves the Mechanicsburg Navy Depot which employs nearly 5,000 and is the region’s largest employer. Camp Hill is also serviced by Rabbittransit, which provides the “Cumberland County Shared Ride” program and serves 8,000 people daily in central Pennsylvania. In addition to accessibility by passenger vehicle and bus service, The Company Compassionate Dispensary is easily accessed by Amtrak’s “The Company Route” which provides passenger rail service to Harrisburg from Philadelphia. Amtrak’s Harrisburg train station is located only 7.8 miles from the dispensary.

Studies by the Pennsylvania Department of Health in 2014 indicate that in Cumberland County alone, over 1,300 patients suffer from cancer, over 350 persons suffer from HIV/AIDS, and 772 children are afflicted with autism in Cumberland County. Additionally, more than 20,000 veterans, many suffering from Post-Traumatic Stress Disorder
(‘PTSD’), reside in Cumberland County. Each of these health conditions qualify for treatment with medical marijuana and each of these patients can be served by our dispensary.

The site we have selected for our dispensary is just 4.7 miles from Pinnacle Health Neurosurgery and Neurosciences Institute, which specializes in the treatment of epilepsy, Parkinson’s, and MS. In addition, Pinnacle Health West Shore Hospital and the Ortenzio Cancer Center are located in Hampden Township and include the Pinnacle Breast Care Center, Radiation Oncology, and the Women’s Cancer Center.

Upon commencing business operations, the Company will offer local employment opportunities to a dozen or more dispensary employees, including sales associates, security officers, medical professionals, and management staff. We will guarantee our employees a living wage in excess of wages in comparable health care/retail businesses. The Company intends to pay entry level full-time dispensary employees a starting salary of approximately $40,000 per year; dispensary management salaries will start at approximately $80,000 per year; and salaries for medical professionals (pharmacists, medical doctors and nurse practitioners) at our dispensary will exceed $100,000 per year. In total, our annual payroll costs are anticipated to total nearly $400,000. The wages of our employees will be well above the per capita income level in Cumberland County. Additionally, we intend to rely whenever possible on local contractors and suppliers during the rehabilitation/renovation of our dispensary facility. Our estimated operating budget for build out of the dispensary is approximately $300,000 and the majority of these funds will be spent within Hampden Township and Harrisburg area. As the medical marijuana patient adoption rate increases in the state, we anticipate that our dispensary staffing needs will increase proportionally. Accordingly, the number and type of positions available at the dispensary will grow commensurate with the growth of the medical marijuana industry, affording additional employment opportunities within the community in which we operate.

Once our dispensary is operational, we will look to engage local service and supply providers to fulfill a variety of ancillary business needs including, but not limited to, property maintenance, janitorial services, landscaping, snow removal, transportation, utilities, trash removal, internet services, computer support, office supplies, etc. Our dispensary will not only provide jobs to the local economy, but the increase in visitors to Hampden Township seeking dispensary products will also stimulate commerce at other local businesses such as gas stations, retail establishments, restaurants, banks, parking facilities, and more, thereby leading to more employment opportunities at those businesses as well.
As the medical marijuana industry has matured over the last ten years, it has become more structured, organized, and competitive. As the need for analysis and advice grows within the private sector, so has the legal and consulting segment of the medical marijuana industry. Consequently, there has been an increased demand for specialized professional service providers, such as law firms, accountants, and consultants. Investment banking and business valuation services are additional examples of ancillary demand that are related to the medical marijuana industry. We anticipate that in maintaining a compliant medical marijuana dispensary, we will rely heavily upon legal, financial and consulting businesses located within our community.

D. Community Outreach

The Company’s mission is to be a responsible, productive and respected member of the community that we serve. Our goal is to become the model for medical marijuana dispensaries throughout the state. We believe that being a good “corporate citizen” involves being attentive to the needs of the community and operating our dispensary in an ethical, responsible, and compliant manner. We also believe that reaching out and establishing a candid dialogue with our community leaders, residents, and fellow businesses will help us achieve our goals.

The Company intends to engage the Hampden Township community in a regular dialogue through creation of a Community Advisory Board. We envision that the Board will consist of one member each from the Hampden Township Police Department, Hampden Township Fire Department, Hampden Township Borough Council, local School Board, and local Chamber of Commerce. Additionally, we will reserve at least three seats on the Community Advisory Board for residents of Hampden Township, making sure that at least one third of the Board members are people from diverse groups. We will host Board meetings on a quarterly basis in order to address any concerns from the community with respect to our business operations, as well as consider any recommendations on how we can better serve the community. The Community Advisory Board members will serve on a volunteer, unpaid basis and any costs associated with the Board will be borne entirely by The Company.

In addition to community outreach efforts, the Company intends to designate members of our Company to serve on state and industry committees that directly influence the development of state and federal medical marijuana laws and regulations. In doing so, we will help shape best practices for the medical marijuana industry to ensure that medical marijuana remains safe, efficacious and properly regulated throughout Pennsylvania.
Finally, the Company will partner with local high schools, colleges and universities to offer internship programs at the dispensary to students with an interest in the medical marijuana or health care industries and provide scholarship opportunities to students based on need. We will also offer financial support to dispensary employees pursuing additional education and/or training in the health care or medical marijuana industry.

### E. Charitable Giving Program

The Company plans to offer Hampden Township a steady stream of funding to help ensure adequate police protection for the community. One percent (1%) of our profits will be donated to the Hampden Township Police Department to help fund worthwhile projects that enable the Department to provide security to the Hampden Township as well as our facility.

Pennsylvania is ranked 8th in the country for opiate overdose deaths in 2014. In 2015, the reported deaths rose 23.4% to total 3383. Cumberland County alone had 66 opiate related deaths in 2016, which was an increase from 41 in 2015. Cannabinoids are safer for pain management because they do not affect heart and respiratory functions like opiates. There have been no deaths due to the toxicity of cannabis have ever been documented. The Company hopes to partner with the Community Opiate Overdose Prevention Mission (COOP) of Cumberland County. It is a coalition comprised of various government and community partners working together to confront the heroin and prescription opiate epidemic while reducing overdoses through effective outreach and education. As a result, the community has a reduction in drug-related deaths and crimes, is educated on dangers of opiate use, and has a diminished supply and demand for heroin and prescription opiates. To date, Cumberland County law enforcement has 14 naloxone reversals and a total of 84 reversals in 2014. The Company hopes to organize and sponsor community town hall meetings for COOP. Also, our pharmacists and physicians can volunteer as community educators on the dangers of opiate use. They can counsel the community on the signs and symptoms of opiate addiction and promote the use of non-opiate medications. Medical marijuana is a safer treatment for chronic pain as there are no reported overdoses, it is under very strict government control, and is more affordable than prescriptions for the uninsured. In addition, our security staff can educate on legal ramifications like misdemeanor or felony implications, provide information on DEA drug take back programs and community medication drop boxes.

The Keystone Compassionate Dispensary will work with the Autism Society of Greater Harrisburg which is located in Enola, Cumberland County. The company will promote opportunities for individuals with autism spectrum disorder (ASD) to participate in the same valued life experiences as do other citizens. This will be achieved by providing the latest information on interventions, services, and research. The Company will partner to offer the most up to date clinical information on the appropriateness and effectiveness of MMJ treatments. We will be able to educate the layperson of the most relevant clinical data by way of our three physicians. These practitioners have an
extensive history in research and can easily interpret the clinical data and translate it into useable information. The Company will support the efforts of local and national therapeutic, educational, and research communities. The Company can look to partner with other research entities working in the medical marijuana field and offer to use our site as a clinical trial research center for this population. In addition, the Company can become a corporate sponsor of Logan’s Run and Walk for Autism. The dispensary operations can look to accommodate this population by scheduling appointments during certain off-peak times to allow for one on one consultations and evaluations with the caregiver/patient. Within the dispensary, there will be a collection of activities for children in a designated area. These activities include games, coloring books, and an iPad with cartoons.

Upon meeting with township officials to discuss potential funding projects, we learned that the township is developing the Captain Leon Lock Memorial as a part of Hampden Township Veteran’s Memorial Park. The Company plans to purchase engraved bricks ($100-$175/each), sponsor a sign along the trail, and volunteer with manual labor needed in its development. The Company will be very involved with local veteran organizations through our Veteran Outreach Coordinator and can partner with them to educate veterans about an alternative treatment option available for PTSD.

F. Anticipated Health Impact On The Community

Pennsylvania ranked eighth in the country in drug overdose deaths in 2015 with 3,383 reported deaths, a startling 23.4 percent increase from 2014. Cumberland County alone reported 66 opiate related deaths in 2016, up from 41 deaths in 2015. Clearly, the need to address opioid addiction in Pennsylvania is great and continues to grow. Governor Wolf has made the opioid crisis a key focus of his administration and, with his support, Pennsylvania passed the Medical Marijuana Act in April 2016.

The Rand Bi ng Center for Health Economics performed and published a study in November 2015 on the impact of state medical marijuana programs on opioid addiction and deaths related to opioids. If medical marijuana laws facilitate the substitution of marijuana for powerful and addictive pain relievers, a potential positive impact of these laws may be a reduction in the harms associated with opioid pain relievers. Rand studied the impact of medical marijuana laws on problematic opioid use. Rand found that states permitting medical marijuana dispensaries experienced a relative decrease in opioid addictions and opioid overdose deaths. The mitigating effect of medical marijuana laws is specific to states that permit medical marijuana dispensaries. Other studies on this same relationship have been performed with similar results.

We believe that the opioid addiction that has been plaguing the Commonwealth, including Hampden Township and the greater Harrisburg area, will be reduced by the
medical marijuana products dispensed at our facility. We intend to perform our own medical research, gather information from our patients, and obtain feedback on this issue. Additionally, our mission is to educate our customers and the public on the safe and effective use of medical marijuana products. Our public education efforts will include the following:

- Educate customers at point of sale on methods to safely use medical marijuana products and to properly select medical marijuana delivery systems
- Educate the public on medical marijuana to destigmatize the medical marijuana industry and medical marijuana users, thereby achieving wider acceptance of medical marijuana as an legitimate, alternative health treatment
- Provide educational materials and content on our Company website and provide links to other medical marijuana educational resources
- Establish a toll-free telephone helpline for patients and members of the public with questions regarding medical marijuana
- Sponsor educational events open to the public at no cost and provide educational materials on the Pennsylvania medical marijuana law and the therapeutic benefits of medical marijuana
- Provide written materials to our customers and the public on opioid addiction
- Provide financial support to local law enforcement's Drug Abuse Resistance Education (DARE) programs

G. Other Impacts

Law Enforcement

As discussed in our business plan, the surveillance and security systems to be installed at our dispensary will be state-of-the-art and designed to minimize the possibility of medical marijuana diversion or theft. Our security system and protocols will ensure that our facility is safe, and that the surrounding neighborhood is protected as well. The robust security and surveillance measures at our dispensary will have a collateral effect of reducing crime in the neighborhood. Additionally, we anticipate that the availability of legal medical marijuana to patients with a demonstrated qualifying condition will likely result in a decrease in illegal marijuana usage and a corresponding decrease in illegal marijuana sales.

Diversity and Inclusion

Our goal is to ensure that all members of our community with qualifying conditions have equal access to our medical marijuana products regardless of race, color, religion,
gender, sexual orientation, age, or disability. We will ensure that no discriminatory practices with respect to the sale of our products are tolerated and will provide all of our employees, operators and principals with extensive diversity education and training. Additionally, as discussed in our Diversity Plan, The Company will strive to attract and retain a pool of employees from diverse backgrounds within our community, thereby providing a positive impact on the community in which we operate. The Company’s ownership team is currently made up of a majority of diverse individuals including veterans, racial minorities and women. We plan on extending the concept of a diverse ownership to our workforce as well.

Odor Management
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.

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:

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<thead>
<tr>
<th>File Name</th>
<th>Name of Document</th>
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<td>Site and Facility Security Plan</td>
<td>Site and facility plan security plan layout and specifications</td>
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<td>Support of section 23-highlights areas of support with the township</td>
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<td>Support of section 8- operational timetable</td>
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<td>Support of section 21. A</td>
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<td>Minority Business Enterprise Certification</td>
<td>Proof of diverse third party contractor</td>
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<tr>
<td>Keystone Compassionate Dispensary LLC_03202017_Dispensary_Probitas Recertification.pdf</td>
<td>Certification Continued Eligibility</td>
<td>Proof of diverse third party contractor</td>
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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: [Signature]
Title in Applicant's Business: [Title]
Date: [Date]

Printed Name: [Printed Name]
March 14, 2017

Keystone Compassionate Dispensary
c/o Jeffrey Johnson
401 Park Circle
Mechanicsburg, PA 17055

Dear Mr. Johnson:

I am glad to have had the opportunity to interact with you and your team at Keystone Compassionate Dispensary. You have a very professional team with diverse expertise that can make the operation of a medical cannabis dispensary in Hampden Township (Cumberland County) successful.

In our discussions, I appreciated the focus on community involvement and Keystone Compassionate Dispensary’s interest in giving back to our community. I wanted to follow-up on this to highlight areas where the support of Keystone Compassionate Dispensary would be aligned with some of the priorities of the township. As you know, the Hampden Township Veterans Park remains a priority for us. This volunteer-led project is now underway in the build-out of a first class and highly visible veterans park. The park will also include passive recreational trails for our citizens as well as individuals who work in that area of our township every day. Specifically, we are seeking to raise $10,000 for a flagpole for a military service branch. Other important community events for which we seek local business support include our Community Shred Day, the Shamrock Shuffle 5k, the Central PA Wing Madness Competition and others. I appreciate Keystone Compassionate Dispensary’s willingness to support these types of community events.

I wish you the best in your pursuit. Should you be successful, I look forward to having Keystone Compassionate Dispensary as a valued local business that will be supporting our community projects and events. Good luck and thank you.

Sincerely,

Nate Silcox
Hampden Township Commissioner
March 10, 2017

Jessica E. Meyers, President
JEM Group, LLC
509 North 2nd Street
Harrisburg, PA 17101

Re: Keystone Compassionate Dispensary
Letter of Intent

Dear Ms. Meyers:

It is Keystone Compassionate Dispensary’s intent to award to JEM Group, LLC the general contraction package for our location at 5040 East Trindle Road in Mechanicsburg, Pennsylvania. You will receive a formal Agreement outlining the conditions of this contract soon.

Please call Jeffrey Johnson if you have any questions. Thank you.

Sincerely,

KEYSTONE COMPASSIONATE DISPENSARY

[Signature]
NOTICE OF SMALL BUSINESS SELF-CERTIFICATION
AND SMALL DIVERSE BUSINESS VERIFICATION

The Department is pleased to announce that

JEM GROUP LLC

has successfully completed the Pennsylvania Department of General Services’ process for self-certification as a small business under the Commonwealth’s Small Business Contracting Program, and is verified as a Small Diverse Business with the following designation(s):

BUSINESS TYPE(s): Construction Contractor, Procurement Services

CERTIFICATION NUMBER: 210371-2012-09-SB-W
CERTIFICATION TYPE: Woman Business Enterprise

ISSUE DATE: 09/28/2012       EXPIRATION DATE: 09/28/2017
RECERTIFIED DATE: 9/16/2016

Curtis M. Topper, Secretary
Department of General Services
Commonwealth of Pennsylvania
Section 9 – Employee Qualifications, Description of Duties & Training

A. Please provide a description of the duties, responsibilities, and roles of each principal, financial backer, operator and employee.

1. Chief Operating Officer/Jeffrey Johnson (Principal) - The Chief Operating Officer shall supervise and direct the overall operations of the dispensary facility and staff. The COO shall report directly to the ownership group. Responsibilities will include coordinating the day-to-day dispensary operations through effective communication, and ensuring that all product dispensed, along with the pharmacists, is of proper form, quantity, purity and dosage. Mr. Johnson will participate in the formulation and in the administration of all company policies and procedures. The COO shall direct and coordinate all department activities to develop and to implement long-range goals and objectives. In addition, the COO shall review and analyze costs, operations and forecast data to determine the dispensary’s progress toward stated goals and objectives. Along with the principals, the COO will develop, review, and implement strategic business plans to include sales, financial performance and dispensary sustainability. As COO, Mr. Johnson will review and approve preparation of accounting analysis for budgetary planning and implementation, production efficiency, financial reporting, and submissions for capital expenditures. The COO will ensure, along with the Dispensary Compliance Coordinator, compliance and adherence to state regulations. Mr. Johnson will ensure that all staff are compliant with KCD (Keystone Compassionate Dispensary) Standard Operating Procedures and manage all loss prevention, diversion prevention and inventory oversight. He will comply with all HR policies including confidentiality and non-disclosure. If a recall is necessary, the COO will assess all information provided, and initiate a product recall through completion.

2. Chief Medical Officer/Dr. Mohan Rengen (Principal) – The role of this position is to oversee and provide clinical direction for all employees of the dispensary. Through his leadership and medical expertise, Dr. Rengen will ensure that Keystone Compassion Dispensary achieves and retains its clinical vision to impact both clients and the community in a positive manner. Dr. Rengen will maintain the most efficacious and cost-effective products available in the Pennsylvania market. Additionally, it will be Dr. Rengen’s responsibility to make sure that the Company is providing affordable healthcare services by working with the Chief Operating Officer to assess the dispensary’s financial performance. He will rely on his extensive experience and judgment to create and accomplish goals set by the Company.

3. Chief Scientific and Chief Research Officers/ Drs. Devanand A. Dominique & MariaElaina Sumas (Principals) – The role of these positions shall be to educate the staff, the clients/patients and medical colleagues of the dispensary staff. Dr.
Dominique and Dr. Sumas, in addition to the mandatory training required by the Department, will attend seminars and conferences to understand product developments and scientific progress within the medical cannabis sector. In turn, they will educate the employees about the latest advancements. Dr. Dominique and Dr. Sumas will also participate in educating other physicians about how medical marijuana can be applied to patient populations in their various practices. It is their role to communicate the scientific evidence effectively with other physicians, clinicians and advanced practice providers.

4. Staff Pharmacists/Mark McAlanis, Shannon McCauley, Kimberly Liberatiscioli (Principals) – The role of these positions is to serve as a senior manager in the dispensary. The pharmacists, in conjunction with the Chief Operating Officer, shall ensure that all staff adhere to all dispensary policies and procedures and that all staff are in compliance with state and local regulations. Staff Pharmacists will dispense medical marijuana to patients and to caregivers, under the direction of the Chief Operating Officer and will supervise dispensary personnel including Retail Associates, Inventory Control Manager, Compliance Coordinator, Security, and the Receptionist. As pharmacists, they must successfully complete the mandatory 4-hour training course developed by the Department. The pharmacists will receive, verify, and accept the delivery of all medical marijuana products. Additionally, they will ensure the dispensary does not dispense to a patient or to a caregiver a quantity of medical marijuana that is greater than the amount indicated on the patient’s recommendation. The pharmacists will also make sure that no form or dosage that is listed as a restriction or limitation on the patient recommendation is dispensed. The pharmacists shall not accept nor dispense any form of medical marijuana that is not permitted by the Act. All product shall be dispensed only for the amount of medical marijuana as recommended, but not greater than a 30-day supply to a patient or to a caregiver; and shall not be refilled until the patient has exhausted all but a 7-day supply pursuant to the patient recommendation, on file with the Department. They will also verify the validity of a patient or a caregiver identification card using the electronic tracking system, and then consult with the patient or caregiver regarding the appropriate form and dosage of medical marijuana to be provided if not previously set forth by the practitioner. Subsequently, they will update the electronic tracking system by entering the recommendation as to the form and dosage of medical marijuana that is provided to the patient, verify labels and inserts, prepare a receipt of the transaction, file the receipt information with the department utilizing the electronic tracking system, and provide a receipt to the patient. The pharmacist will be responsible for patient confidentiality and ensure that all other personnel maintain HIPAA compliant standards, comply with all HR policies including confidentiality and non-disclosure. ALL KCD pharmacists shall stay current with the latest scientific research and clinical applications of medical cannabis including the risks and benefits; they will be providing consultation regarding treatment options and benefits of medical cannabis based on a patient’s needs, symptoms, and
preferences.

5. Retail Associate/Lynn Gunkle – The role of Ms. Lynn Gunkle (US Navy veteran) will be to provide compassionate customer service, and under the guidance of the licensed medical professional, to share her knowledge of product to KCD patients and clients. Along with the pharmacists, Ms. Gunkle will explain the benefits of the product. Ms. Gunkle will serve our customers and clients in a friendly, compassionate and timely manner. As sales associate, Ms. Gunkle, will be supervised by the licensed medical professionals while managing individual responsibilities in accordance with the organization’s policies and applicable laws. Her responsibilities will include sales and customer service, assisting the pharmacists to ensure the product dispensed is of the proper quantity and form permitted by the patient’s certification. The retail associate is responsible for driving sales and customer experience by maintaining a tidy, sanitary, safe, and well-merchandised store environment. Through modeling best-in-class service experience that consistently exceeds our customer’s expectations, Lynn will inspire customer confidence and create loyalty to Keystone Compassionate Dispensary. Lynn will check all IDs in accordance with state mandated protocols and become proficient with POS (point of service) Seed-to-Sale tracking software. Lynn will be expected to comply with all HR policies including confidentiality and non-disclosure and to perform in a manner consistent with the goals and values of the company.

6. Chief Financial Security Officer/Randolph McPherson (Principal) – The Chief Financial Security Officer will be responsible for the overall tracking of the medical marijuana inventory in the dispensary. This will involve control and monitoring of inbound medical marijuana products to vaulted medical marijuana products. Mr. McPherson will be responsible for management of the seed to sale tracking software and hardware as required within the medical marijuana dispensary. The inventory control manager will be responsible for the purchase of products and supplies for the dispensary and will report to the Chief Operating Officer. He will be responsible for providing oversight of accurate details of on-hand inventory, inventory in transit, inventory forecasts and inventory projections. In addition, Mr. McPherson will be responsible for ensuring that the company complies with all state and all local requirements of seed to sale tracking and inventory control. The inventory control manager will run inventory reports daily, weekly and monthly and provide detailed analysis of inventory performance. Chief Financial Security Officer oversees regular auditing of the physical medical marijuana inventory with assistance of the COO and subordinates and will perform inventory adjustments as required under direct supervision of the on-site medical professional. He will validate the delivered product, input the product into inventory, manage Return-To-Vendor process, and adjust inventory as needed. Also, Mr. McPherson will work with the COO to order office supplies and consumables. As with all Keystone Compassionate Dispensary employees, Mr. McPherson, will comply with all HR policies including confidentiality and non-disclosure and perform in a manner consistent with the goals and values of
7. Dispensary Compliance Coordinator/Andrew Ritter (Principal) – The role of this position is to be responsible for ensuring adherence and compliance with all state requirements for dispensing of medical marijuana products. Mr. Ritter will be responsible for keeping abreast of all regulatory changes and updates to the state laws and regulations by attending regulatory meetings and educating the entire dispensary department of said changes and report to the Chief Operating Officer. Responsibilities include leading the compliance of the dispensary, maintaining accurate records of all compliance checklists, inventory logs, visitor logs, employees, processes, vendors, shipping and receiving manifests etc. During any inspections, Mr. Ritter will answer questions and provide support where needed since he also maintains the compliance binder or software and maintains renewals of licenses and permits. In the event of a voluntary or mandatory recall, Mr. Ritter would serve as part of the Internal Recall Team in the role of Recall Communications Director. As with all employees, the compliance coordinator will comply with all HR policies including confidentiality and non-disclosure and perform in a manner consistent with the goals and values of the company.

8. Chief Site Security Officer/Jim Heilig (Principal) – The role of this position is to manage all aspects of the day-to-day security elements as well as supervise all team members, work in a proactive manner to prevent diversion or theft of any kind, and provide for the security compliance related elements of the dispensary’s operations. Jim will report to the Chief Operating Officer while overseeing the security and dispensary staff via security systems and maintaining individual responsibilities in accordance with the organization’s policies and applicable laws. Mr. Heilig is responsible for professional security protection, safeguarding, safety and security of assets, property, personnel, staff, patients and all visitors. He is also responsible for purchasing, implementing and maintenance of security system hardware and software, alarms, locks, and other security hardware during and after hours. He will ensure security protocols are implemented and security staff is trained. Mr. Heilig will protect all property from theft, embezzlement, sabotage, trespassing, fire and accidents and perform patrols on foot. Any observation and reporting of any unlawful activity will be made to local and state officials as required by law. He will neutralize situations calmly with tact and common sense and enforce policies and Security Standard Operating Procedures of the company while obeying state law. It is also Mr. Heilig’s responsibility to ensure that all visitors including vendors and contractors present a government issued ID, sign a visitor log, and wear a visitor ID badge that is always visible while in a limited access area. The ID will be photocopied and retained with the visitor ID log and visitors will be personally escorted by Mr. Heilig while in limited access areas of the dispensary to ensure no products are touched. As with all employees, the Chief Site Security Officer will comply with all HR policies including confidentiality and non-disclosure and perform in a manner consistent with the goals and values of the company.
9. Security Associate/Future Hire – The role of this position is to be responsible for the professional security protection, safeguarding, safety and security of assets, property, personnel, patients, and all visitors. The security associate is supervised by the security manager. Duties include meeting the physical requirements for the job and the ability to work in the environmental conditions and to perform common security functions and duties including on foot patrols. They will also protect the property from theft, embezzlement, sabotage, trespassing, fire and accidents and report any unlawful activity to the Chief Site Security Officer and local and state law enforcement as required. This position will control the access to the protected premises and neutralize situations calmly with tact and common sense. In addition, they will aid patients, employees, visitors or the public within their scope of security duties or within reason. They will ensure that all visitors including vendors and contractors present government issued ID, make a photocopy of it, sign a visitor log, and wear a visitor ID badge that is visible while in a limited access area. They will also escort visitors while they are in limited access areas of the dispensary and ensure no products are touched. As with all employees, the security associate will comply with all HR policies including confidentiality and non-disclosure and perform in a manner consistent with the goals and values of the company.

10. Human Resources and Diversity and Inclusion Plan Manager/Lucy Perez – The role of this position is to be the first person with whom the customers come into contact, and to make a great first impression for the company. It is very important that the Human Resources and Diversity and Inclusion Plan Manager greets each customer with a smile so that the patients feel welcome within the dispensary. They will check all IDs and medical cards and enter the information into the system. This position is supervised by the licensed medical professional. The duties include assisting with the cleaning of the facility and presentation of the dispensary. Upon greeting the customer positively, they will ask for the patient’s state ID and medical card and enter the data into the system. The ID will be scanned into the system, file updated, and the customer will be checked in. In addition to providing excellent customer service and answering phones, the receptionist will be knowledgeable of medical marijuana products but will refer the patient to the medical staff if questions arise out of their scope of knowledge. The Human Resources and Diversity and Inclusion Plan Manager will also oversee the Human Resources Department. She will ensure that the Company’s Diversity Plan is executed. As with all employees, the patient services coordinator will comply with all HR policies including confidentiality and non-disclosure and perform in a manner consistent with the goals and values of the company.

11. Financial Backers/Troy Kyle, Devanand Dominique & Mark McAlanis – The role of this position is to provide capital to the company when deemed necessary and voted upon by the ownership. Troy, Devanand, and Mark will provide proof of current capital available for the company and will possess the characteristics of an honest
and trustworthy business associate. They will also need to pass a criminal background check. In his roles as both a principal and financial backer, Troy will not participate in the day-to-day operations of the dispensary. However, he will advise Keystone Compassionate Dispensary with business matters in a consultant-like role. The financial backer will be expected to comply with all HR policies including confidentiality and non-disclosure and perform in a manner consistent with the goals and values of the company.

12. Director of Veteran Outreach/Lucy Perez – The role of this position is to serve as a liaison between Keystone Compassionate Dispensary and local veteran organizations. Ms. Perez will reach out to local groups of veterans to assess their needs in the community and provide education to veterans about the benefits of medical marijuana for conditions that may apply to them.

13. Logistics Operator/Shannon Forsythe (Principal) – The role of this position is to oversee and coordinate the various employees of the dispensary to ensure that the dispensary is safe, secure, and operating at its fullest potential. Shannon will verify that the proper amounts of product are ordered. Doing so, he will ensure that enough product in stock with response to demand and also that the product is not expiring due to overstock and underuse. He will track inventory of deliveries and oversee that the product is stored properly and according to the regulations. He will also review security processes and implement new plan if needed.

B. Please describe the employee qualifications of each principal and employee.

1. Chief Operating Officer –
2. Chief Medical Officer –
3. Chief Scientific and Chief Research Officers –
Philadelphia College of Pharmacy with a Doctor of Pharmacy. They each work in independent pharmacies currently and have experience in managing and supervising clinics and/or pharmacy operations. Each pharmacist must successfully complete the four-hour training course developed by the Department and have a license in good standing with the State Board of Pharmacy. They demonstrate evidence of good moral character and reputation, and have passed a background check ensuring they have not been convicted of any felony crime or any criminal offense relating to the sale or possession of illegal drugs, narcotics, or controlled substances. Both Kim and Mark work for and have ownership in their family owned pharmacies where they are dedicated to providing quality patient care.
Each pharmacist practices strict control over his or her controlled substance inventory from its receipt to dispensing. In day-to-day operations, they face various types of state regulations and safeguard patient confidentiality (HIPPA). They are also members of multiple pharmacist associations across the state and country to ensure that they are up to date with the most current news and practices of pharmacy and volunteer their time within their communities in various organizations.

5. Retail Associate – Lynn Gunkle grew up in Newport, Pennsylvania, where her mother is a pharmacy technician and her father worked for the railroad. In 1992, she joined the United States Navy. Her first duty station assignment was Naval Air Station Lemoore, CA, assigned to an F/A 18 A/B squadron, VAQ 34, working on the flight line as a plane captain. Eventually, she trained as a Navy Hospital Corpsman at the San Diego Naval Hospital. She served in the U. S. Navy for 16 years at a variety of shore and sea duty locations. After the attacks of September 11, 2001, she was part of the Armed Forces Medical Examiner Team sent to the Mortuary Facility at Dover Airforce Base. There, she was involved in the remains recovery and identification of military and civilian victims from the terrorist attacks. She served for two tours at Guantanamo Bay Naval Base, where she provided medical support for our interests there. Lynn served in a forward combat operation, deployed as a Hospital Corpsman with the Marines for 9 months, in Iraq, in 2007. Throughout her active duty career, she has received multiple personal awards and prestigious recognition for service, including the Joint Service Commendation Medal, Joint Service Achievement Medal, Navy and Marine Corps Commendation Medal, Navy and Marine Corps Achievement Medal (four awards). Upon returning from Iraq, she was nominated and selected as the Senior Sailor of the Year, BMC Norfolk. For her service, during the 9-11 attacks and in support of Operation Enduring Freedom, she retired after 16 years, with full retirement and medical benefits as if she had served for 20 years. During her active duty service, she had the opportunity complete an Associates of Science degree from George Washington University in 2003 and Bachelor’s of Science, Health Care Management degree from Southern Illinois University Carbondale in 2008. She currently works as a medical assistant at a busy neurosurgical practice. She has stayed actively involved with many Veterans organizations. Currently, she is training a PTSD service dog for “Dog T.A.G.S.” Lynn represents the ideal retail associate due to her qualities of good moral character and reputation in her community and the medical field. As a medical assistant in a specialist’s office, she is proficient in software and has excellent customer service.

6. Chief Financial Security Officer – After graduating from Steelton-Highspire High School, Randolph McPherson attended Harrisburg Area Community College (HACC) and in May of 1974 received an Associate Degree in Police Science. Transferring to York College of Pennsylvania, he received a Bachelor of Science in Police Science in May of 1976. In 1977, McPherson was hired by the Penbrook Police Department where he was enrolled
in the 18th Municipal Police Officer Training Course. McPherson was chosen as the Class President by his fellow police officers enrolled from around the area. In an effort to better his investigative skills, McPherson enrolled at HACC and earned a business certificate in 1988 after completing 18 accounting and business credits. The Penbrook Police Department position started what would be a 37-year career in law enforcement, including 18 years of management experience. Penbrook gave McPherson the opportunity to be both a police officer and a detective. Duties included patrol functions, accident investigation, traffic enforcement, and criminal investigations. McPherson developed an instinct for suspicious activity or persons and being able to evaluate the situation and take quick and effective action to resolve it. In July 1979, McPherson left Penbrook Police Department for a position as Chief Financial Security Officer with the PA Higher Education Assistance Agency-(PHEAA) Program Review Unit. Security officer duties included developing and monitoring internal security for employees and buildings. Under this supervision, PHEAA installed an electronic card access system for employees and vendors. This allowed for the tracking of card holders’ movements within the building at all times. Security was very important due to the volume of financial and education records maintained on students and parents. The Chief Financial Security Officer duties involved criminal investigations of theft, forgery, and fraudulent documentation in the student loan and grant programs. These investigations were both intrastate and interstate criminal investigations with PA State Police, municipal police departments, and Federal agencies. McPherson was promoted to supervisor overseeing five criminal investigators stationed all over Pennsylvania. He coordinated intrastate and interstate criminal investigations with PA State Police, municipal police departments, and Federal agencies. He implemented proactive fraud detection programs to identify fraud schemes and stop them before funds disbursement. McPherson set up a social security number verification system to identify possible fraud and changed the loan check disbursement system from students to schools with partial payments based on semesters. These alterations stopped almost all forgery cases and reduced the amount of stolen student loan funds thus dramatically reduced fraud cases and work load. This positioned McPherson for the cannabis industry by developing a working knowledge of security systems, protecting information and buildings and procedural changes to increase effectiveness. In 1984, McPherson transferred to the PA Department of Revenue (PA DOR) Internal Investigations and Security office, which was later the PA Office of Inspector General. His duties included developing and monitoring internal security for employees and buildings. Revenue installed an electronic card access system for employees and vendors, which allowed for the tracking of card holders’ movements within the building at all times. Security was very important due to financial and tax records, and both Federal and PA tax returns. Internal security also involved PA State Lottery number drawing operations. Routine and unannounced inspections of live lottery drawings were conducted. Internal investigations involved employee misconduct, sexual harassment, bribery, extortion, theft, misuse of equipment, submission of
fraudulent documentation, contract fraud, and employee mismanagement. Surveillance was performed utilizing both video and still photography. If the case facts supported a criminal complaint, it was filed with the OAG or DA. McPherson was awarded the PA Revenue Secretary’s Award for Excellence. This experience prepared him for the Cannabis industry by developing a working knowledge of security systems, protecting information and buildings and conducting internal investigations which would help with any cannabis diversion schemes. In May 1996, McPherson returned to the PA DOR as the Chief of Criminal Tax Investigations and was there until retirement in June 2104. The Deputy Secretary for Enforcement wanted McPherson to aggressively increase enforcement and improve the office effectiveness. McPherson’s staff grew to a high of 18 criminal investigators involving PA Cigarette Tax Laws in several offices across the state with a budget of over a million dollars, protecting over $1 billion in yearly cigarette tax payments. He coordinated intrastate and interstate criminal investigations with other states’ Revenue Departments, PA State Police, municipal police departments, and Federal agencies. Enforcement of PA Cigarette Tax rules and regulations included licensing provisions for over 20,000 licensed retailers, wholesalers and cigarette stamping agents. McPherson updated the application investigation process to match the law that resulted in about 50% of applicants for wholesaler and stamping agents being rejected. He investigated matters for PA State Lottery and conducted background investigations on key personnel. He investigated cases of fraud in the Property Tax/Rent Rebate program. He designed and presented cigarette tax enforcement training to law enforcement agencies, PA Courts and conference training sessions. He developed access based case tracking system and online manual. McPherson wrote a guide to cigarette tax enforcement brochure that was given to all PA police agencies and used as a template by other states. He implemented procedures and forms to monitor investigators’ accountability and educate licensees by adding enforcement dos and do nots to the back of the license and on inspection forms. McPherson’s overall performance rating was always commendable or higher. He received Revenue’s Annual Employee Recognition Program for outstanding work and was chosen by his peers in other states to serve from 1997 to 1999 as National Vice-Chair and Chair of Federation of Tax Administrators-Tobacco Tax (FTA) section. The duties as Chief prepared him for Cannabis industry by developing management techniques and skills plus the importance of educating others about the law and regulations. Today, Randolph is still active in local politics and has served on the board for the Lower Paxton Township Conservation Committee. Randolph is chairman of the church property committee managing 3 buildings and oversees a budget of about $65,000.

7. Dispensary Compliance Coordinator – Andrew Ritter Jr. is a legislative and regulatory government affairs professional who graduated from York College of Pennsylvania in 2005. He brings more than a decade of diverse experience in government to Keystone Compassionate Dispensary. As Dispensary Compliance Coordinator, he leverages this
experience to bring the strictest regulatory compliance to the Keystone Compassionate Dispensary operation. Mr. Ritter began his career in the Pennsylvania House of Representatives where he served in a variety of capacities, including Executive Director for the House Finance Committee, House Policy Committee, and the House Whip. The House Finance Committee is charged with analyzing and debating most legislation that implicates the fiscal structure of the Commonwealth of Pennsylvania as well as holding regulatory oversight over the Department of Revenue. While serving the committee, major issues such as property tax reform, pension reform, business tax reform, and local tax reform were areas in which the committee focused. In this capacity, Mr. Ritter has spoken on taxation and fiscal affairs to numerous organizations including at the Energy Association of Pennsylvania’s Annual Financial Accounting Conference, the Pennsylvania Business Privilege and Mercantile Tax Collector’s Association Annual Conference, and the Pennsylvania Earned Income Tax Officers, Administrators, and Collectors Annual Conference. In his capacity as the Executive Director of the PA House Policy Committee, Mr. Ritter managed a staff of 4 with the primary responsibility was to work with the members of the caucus in building a caucus agenda. This included a variety of policy meetings across six different task forces, as well as nearly 50 Policy Committee hearings across the Commonwealth of Pennsylvania. The areas in which the committee chose to focus were healthcare reform, pension reform, energy, economic development, and government reform. The culmination of this work was a 50-page policy document which outlined a policy platform much of which has been enacted in a bipartisan fashion. Mr. Ritter transitioned to Governor Corbett’s legislative affairs office upon the inauguration. In this capacity, he engaged in legislative issues affecting the Departments of Revenue, Community and Economic Development, Labor & Industry, Environmental Protection, the Office of the Budget, the Public Utility Commission, and a variety of independent agencies. When he left public service in 2013, he was serving as the Executive Deputy Secretary of Legislative Affairs and was involved in nearly all aspects of the Governor’s legislative and regulatory agendas. In October 2013, Mr. Ritter joined Capital Associates as a Senior Associate. He represents a variety of clients ranging from Fortune 500 companies to national non-profits to statewide trade associations to economic development organizations. His clients include Procter & Gamble, First Data, Clean Energy, the American Heart Association, and Pennsylvania Advocacy and Resources for Autism and Intellectual Disability (PAR) – the Commonwealth’s only exclusive statewide representative of intellectual disability and autism providers in the Commonwealth of Pennsylvania. Mr. Ritter will be presenting to the American Network of Community Options and Resources National Conference in May on the innovative advocacy campaign he is running on behalf of providers of intellectual disability and autism supports and services. He remains active in his community, including his local government and his homeowners’ association.

8. **Chief Site Security Officer** – Jim is currently employed as a Federal Court Security Officer.
He is contracted by the US Marshall’s Service to provide security within and around the US Federal Building in Harrisburg, PA. He has been trained by the US Marshall’s Office in building in personal security assessment and development. Previously, he was a police officer for 29 years. While serving as a police officer, Jim was assigned as Criminal Investigator for 20 years where he worked mainly with violent crimes. He assumed leadership roles in the various cases he was assigned and possesses great communication skills and leadership abilities. Jim provided businesses with direction in video surveillance and site security for their buildings and personnel. He has coordinated investigations with many outside agencies for the investigation and arrest of criminals. For the last 19 years of employment, Jim was assigned as Negotiation Coordinator for the Dauphin County Crisis Emergency Response Team where he was trained and involved with incident risk and security assessment. Jim is a well-rounded security expert who possess great leadership strategic skills in his field.

9. Security Associate – This position will be held by someone with military, law-enforcement, or security experience who is trained in firefighting, first aid and life-saving. They should have two + years of experience in providing security services. They must be 21 years of age or older, demonstrate evidence of good moral character and reputation, and pass a background check ensuring the individual has not been convicted of any felony crime or any criminal offense relating to the sale or possession of illegal drugs, narcotics, or controlled substances.

10. Human Resources and Diversity and Inclusion Plan Manager & Director of Veteran Outreach – Lucia Perez was born and raised in Los Angeles where her father was the minister/preacher of a large Hispanic Church. Upon completion of high school in 1995 and inspired by the example of her brother, she enrolled in the United States Marine Corps. Her older brother, father-in-law, and husband are also United States Marines (retired). Lucy was trained in Marine Reconnaissance, logistics and communications, ultimately attaining the rank of Marine Corporal. She was stationed at Marine Air Station Iwakuni, Japan (radio operator/ communications), then in Camp Lejeune, North Carolina (supply/ logistics). She retired from the Marines in 1999. As a civilian, she has held leadership positions in restaurant management and for the last decade, in healthcare. She is the mother of four children, of which her daughter recently graduated from basic training in the United States Army/ Pennsylvania National Guard. She is a certified medical assistant and certified medical biller and coder. She currently manages a busy neurosurgical practice, in Harrisburg.

11. Financial Backer/Principal – Troy Kyle left Houston, TX in 1993 to join the US Navy as an Aviation Rescue Swimmer. He advanced quickly in the Navy earning his E-5 rating before leaving after serving 5 years. After completing his duty to his country, he returned to
graduate from the University of Houston with a BA in Management. While attending UH, he worked full time for AT&T (Cingular/Houston Cellular). Moving through the ranks quickly, he left AT&T as a Regional Manager managing 8 stores and a B2B sales team. After graduating from the University of Houston, Troy decided to change directions and accept a job with Cook Medical selling GI devices to hospitals in the Houston area. Covering a territory that included the Medical Center in Houston, he grew his market share year over year to eclipse over $12M/year in sales activity. This job required not only an in-depth knowledge of medical uses and procedures for the devices he sold, but also the ability to teach and monitor the proper usage of those devices to doctors, nurses, and trained technicians. While at Cook Medical, Troy discovered a new opportunity and decided to start Vendor Credentialing Service with his brother Garry. VCS was a new concept to the market with an innovative strategy that was unfamiliar to all hospitals. For the first time in history, hospitals would have the vendor community itself helping to fund the compliance to the regulations forced upon them. Under Troy’s vision and leadership, VCS grew from two to fifty employees, working with hospitals in 48 out of the 50 states within 5 years. Troy led the company through the purchase of two competitors and strategic buyouts. While growing the company, VCS decided to bring on a Private Equity partner named Capstreet to grow even faster while stabilizing the company with a partner. Troy had to steer the company through some major growth issues. Now VCS/Symplr credentials everyone in the medical space. From doctors to nurses, volunteers to the janitor, VCS/Symplr helps organizations ensure that the people on sight have the proper credentials to work at the facility. The company was doubling in size every year when he decided to bring on a new President. VCS changed its name to Symplr shortly after he retired from an active role, and now contributes to the company from the Board. VCS/Symplr is Capstreet’s best investment in their history and the partnership is ongoing. The company is now worth over $250M and the largest credentialing company in the US. During his tenure as the President and CEO of VCS/Symplr, Troy decided to pursue another dream of his and started taking flight lessons. He finished training over the summer of 2010 and received his Private Pilot’s license and Instrument Rating. Flying was always a passion of his since he first flew as a Naval Rescue Swimmer. After becoming a licensed pilot, he discovered another passion of his was helping cancer patients. Donating his time and resources, he flies patients from around Texas, Louisiana, Mississippi, and Oklahoma to MD Anderson for their cancer treatments and follow up appointments. Pilots for Patients helps cancer patients who may not have the resources to continue treatment at MD Anderson or who cannot make the drive that can last up to 8 hours each way. Troy also sits on the UT Health Development Board as an unpaid advisor giving his time and talents to help make the UT Health System a world class organization. Giving back to his alma mater, Troy also donates a minimum of one full-time scholarship to a deserving student athlete every year. After leaving VCS/Symplr in capable hands, he decided it was time for a new venture and started Tailgate USA. Starting a new market in the rentable tailgating
experience for sporting events and corporate leisure time, he set his eyes on becoming a nationwide service company. Already servicing 8 states in its third year of existence, Tailgate USA is the nation’s largest tailgating company. Even though he had another job, he wasn’t done yet. Troy has now joined GreenLight Medical to help grow and foster this latest venture to help hospitals make better buying decisions. GreenLight Medical streamlines the value analysis committee and helps them make better, more informed decisions on which products to buy and the quantities in which they should purchase them in. This system is set to save the medical industry millions of dollars in wasted time. Looking for ways to bring better technology to the medical industry has always been a driving force in Troy’s life. He brings an impressive business history and has many qualifications to be a financial backer and business consultant for Keystone Compassion Dispensary.

12. Logistics Operator - Shannon Forsythe is a senior logistics leader with 20 years of experience in B2B and B2C distribution. Shannon currently works for GENCO, a FedEx Company as a Customer Vice President. He has experience in warehouse design and start-up, warehouse and inventory systems implementation, ISO 9001 and 14001 certifications, transportation management, and leadership development. He has regulatory experience in Food and Drug Safety to include OSHA, Current Good Manufacturing Practices (CGMPs), DEA, FDA, RCRA, and DOT compliance. Shannon has received awards of recognition for outstanding performance including Teammate of the Year and most recently the Key Contributor Award. His background in experience with inventory, leadership, and regulatory bodies make him highly qualified as the dispensary’s logistics operator.
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<td><strong>Title in the applicant’s business:</strong> Chief Research Officer</td>
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<td><strong>Also Known As:</strong></td>
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<td><strong>Date of Birth:</strong></td>
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<tr>
<th>Name and Residential Address</th>
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<tr>
<td><strong>First Name:</strong> Kimberly</td>
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<tr>
<td><strong>Middle Name:</strong> Wiley</td>
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<tr>
<td><strong>Last Name:</strong> Liberatscioli</td>
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<tr>
<td><strong>Occupation:</strong> Pharmacist</td>
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<td><strong>Title in the applicant’s business:</strong> Pharmacist</td>
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<tr>
<td><strong>First Name:</strong> Mohan</td>
<td><strong>Middle Name:</strong> Rai</td>
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<td><strong>Last Name:</strong> Rengen</td>
<td><strong>Suffix:</strong></td>
</tr>
<tr>
<td><strong>Occupation:</strong> Gastroenterologist</td>
<td><strong>Title in the applicant’s business:</strong> Chief Medical Officer</td>
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<td><strong>Also Known As:</strong></td>
<td><strong>Date of Birth:</strong></td>
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<tr>
<td><strong>First Name:</strong> Randolph</td>
<td><strong>Middle Name:</strong> Lee</td>
</tr>
<tr>
<td><strong>Last Name:</strong> McPherson</td>
<td><strong>Suffix:</strong></td>
</tr>
<tr>
<td><strong>Occupation:</strong> Retired Police Chief Investigator</td>
<td><strong>Title in the applicant’s business:</strong> Chief Financial Security Officer</td>
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<td><strong>Also Known As:</strong></td>
<td><strong>Date of Birth:</strong></td>
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<tr>
<td><strong>First Name:</strong> MariaElaina</td>
<td><strong>Middle Name:</strong></td>
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<tr>
<td><strong>Last Name:</strong> Sumas</td>
<td><strong>Suffix:</strong></td>
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<tr>
<td><strong>Occupation:</strong> Neurological Surgeon</td>
<td><strong>Title in the applicant’s business:</strong> Chief Research Officer</td>
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<td><strong>Also Known As:</strong></td>
<td><strong>Date of Birth:</strong></td>
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<tr>
<td><strong>First Name:</strong> Mark</td>
<td><strong>Middle Name:</strong> David</td>
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<tr>
<td><strong>Last Name:</strong> McAlenis</td>
<td><strong>Suffix:</strong></td>
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<tr>
<td><strong>Occupation:</strong> Pharmacist</td>
<td><strong>Title in the applicant’s business:</strong> Pharmacist</td>
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<tr>
<td><strong>First Name:</strong> Devanand</td>
<td><strong>Middle Name:</strong> Anthony</td>
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<tr>
<td><strong>Last Name:</strong> Dominique</td>
<td><strong>Suffix:</strong></td>
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<tr>
<td><strong>Occupation:</strong> Neurological Surgeon</td>
<td><strong>Title in the applicant’s business:</strong> Chief Scientific Officer</td>
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<td><strong>Also Known As:</strong></td>
<td><strong>Date of Birth:</strong></td>
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NOTICE OF SMALL BUSINESS SELF-CERTIFICATION
AND SMALL DIVERSE BUSINESS VERIFICATION

The Department is pleased to announce that

PROBITAS TECHNOLOGY INC

has successfully completed the Pennsylvania Department of General Services’ process for self-certification as a small business under the Commonwealth’s Small Business Contracting Program, and is verified as a Small Diverse Business with the following designation(s):

BUSINESS TYPE(s): Procurement Services, Procurement Goods, Information Technology

CERTIFICATION NUMBER: 403253-2013-07-SB-M
CERTIFICATION TYPE: Minority Business Enterprise

ISSUE DATE: 07/16/2013 EXPIRATION DATE: 07/16/2017
RECERTIFIED DATE: 7/11/2016

Curtis M. Topper, Secretary
Department of General Services
Commonwealth of Pennsylvania
January 13, 2017

Probitas Technology, Inc.
3544 Progress Avenue
Harrisburg, PA 17110

RE: Pennsylvania Unified Certification Program
DBE Certification Continued Eligibility

DBE Certification #14643
Anniversary Date - Annually, on: July 30

Attention: Benjamin Williams, Principal

The Pennsylvania Department of Transportation (PennDOT), a certifying participant in the Pennsylvania Unified Certification Program (PA UCP), has reviewed your Annual Affidavit as a Disadvantaged Business Enterprise (DBE) and is pleased to inform you that your firm appears to meet the requirements established by the United States Department of Transportation in Title 49, Part 26 of the Code of Federal Regulations. Consequently, your firm can continue as a DBE to participate in the program in the following classification(s) only:

- NAICS Code 541512 “Computer Systems Design Services”
- NAICS Code 541519 “Other Computer Related Services”
- NAICS Code 541690 “Other Scientific and Technical Consulting Services”
- NAICS Code 561311 “Employment Placement Agencies”
- NAICS Code 561312 “Executive Search Services”
- NAICS Code 561320 “Temporary Help Services”
- NAICS Code 561621 “Security System Services (except Locksmiths)”

DBE certification continues from the date of this letter, but is contingent on the firm renewing its eligibility annually with our office. You will be notified in advance of your obligation to provide to our office a copy of your renewal documents. These documents are also available online at www.paucp.com. However, the responsibility to assure continued certification is yours. Failure to continue your eligibility will result in immediate action to decertify the firm.

As long as your firm is listed in the PA UCP DBE Directory at www.paucp.com, you are DBE certified in Pennsylvania. In order to maintain an accurate Directory, we are requesting that you make the PA UCP aware of any changes in your address, telephone number or specific geographical area where your firm is willing to perform work. If you wish to expand your status to include another type of business, you must contact the PA UCP for reevaluation prior to undertaking any projects as a DBE in the expanded area.
In the event of a change in circumstances affecting your ability to meet size, disadvantage, ownership, and control requirements of Part 26 or any material change in the information provided in your application form; you must inform the PA UCP by means of a Notice of Change Affidavit describing in detail the nature of such changes. You must submit a Notice of Change Affidavit (also available online) within 30 days of the occurrence of the change. Failure to do so will be deemed a failure to cooperate. We would also remind you that the PA UCP reserves the right to review your firm at any time to ensure compliance with the program.

Supplier firms that wish to act as a regular dealer must be aware that regular dealer credit cannot be given for drop shipments.

Certified firms with a "trucking" classification must be aware that certain conditions must be met in order to be considered commercially useful. Foremost, the DBE trucking firm must be responsible for the management and supervision of the entire trucking operation for which it is responsible on a particular contract, and there cannot be a contrived arrangement for the purpose of meeting DBE goals. The DBE trucking firm must itself own and operate at least one fully licensed, insured, and operational truck used on the contract. For a full list of these conditions, consult Part 26.55 (d)(1) through (6) of the aforementioned regulations.

We are pleased to continue you as a Disadvantaged Business Enterprise and wish you continued success in acquiring work within the DBE program. If you have any questions, please contact my office at 717-787-5891 or 1-800-468-4201.

Sincerely,

[Signature]

Katherine Peters, Director
Bureau of Equal Opportunity
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.

<table>
<thead>
<tr>
<th>Business Name, as it appears on the applicant’s certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Keystone Compassionate Dispensary, LLC</td>
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<table>
<thead>
<tr>
<th>Trade names and DBA (doing business as) names:</th>
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<table>
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<tr>
<th>Principal Business Address: 401 Park Cir.</th>
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<table>
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<tr>
<th>City: Mechanicsburg</th>
<th>State: PA</th>
<th>Zip Code: 17055</th>
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<td>DOH REDACTED</td>
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TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Keystone Compassionate Dispensary 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 Dec 1, 2016 Effective Dec 2, 2016 - Pages (2)

which appear of record in this department.

Certificate Number: TSC170312210116-1

Verify this certificate online at http://www.corporations.pa.gov/orders/verify.aspx
Certificate of Organization Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name
Jeffrey Hugh Johnson

Address

Document will be returned to the name and address you enter to the left.

Fee: $125.00

In compliance with the requirements of 15 Pa.C.S. § 8913 (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 (designator is required, i.e., “company”, “limited” or “limited liability company” or abbreviation):
   Keystone Compassionate Dispensary LLC

2. The (a) address of the limited liability company’s initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

   (a) Number and Street: 401 Park Circle
   City: Mechanicsburg
   State: PA
   Zip: 17055
   County: Cumberland

   (b) Name of Commercial Registered Office Provider
   c/o:

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

   Name
   Jeffrey H Johnson

4. Strike out if inapplicable term
   A member’s interest in the company is to be evidenced by a certificate of membership interest.
5. **Strike out if inapplicable term**
   Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: (month date year hour, if any)
   12/02/2016 12:00 AM
   month  date  year  hour, if any

7. **Strike out if inapplicable**: The company is a restricted professional company organized to render the following restricted professional service(s):

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this 01 day of December, 2016.

Jeffrey H Johnson
___________________________
Signature

Jeffrey H Johnson
___________________________
OPERATING AGREEMENT

This Operating Agreement (the "Agreement") is made as of the 31st day of January, 2017, by and between the members of Keystone Compassionate Dispensary, LLC (the "Company"), identified as Jeffrey H. Johnson, Devanand A. Dominique, Mohan R. Rengen, Andrew J. Ritter, Jr., Mark D. McAlanis, Shannon K. McCauley, Kimberly L. Wiley-Liberatiscioli, Randolph L. McPherson, James W. Heilig, Shannon Forsythe, as follows:

DEFINITIONS

1. "Company" has the meaning identified in the preamble.

2. "Initial Investment Escrow Account" means the bank account that holds the initial investments made by all Members of the Company.

3. "Maximum Number of Member Shares" means the limit placed on Total Number of Member Shares allowable, as identified and explained further in Article 2.3.

4. "Members" means the individuals holding an interest in the Company, as currently identified in Article 2, and as may be amended from time to time.

5. "Member Shares" means the number of shares of ownership percentage in the Company.

6. "Operating Account" means the bank account used for general business expenditures.

7. "Total Number of Member Shares" means the sum of all shares owned by Members. Example: If ten Members own one share each, the Total Number of Member Shares equals ten shares.

ARTICLE 1 - FORMATION, PURPOSE and MAINTENANCE
1.1 **Formation of Company.** The parties have formed the Company under the laws of the Commonwealth of Pennsylvania. The operation of the Company shall be governed by the terms of this Agreement and the applicable laws of the Commonwealth of Pennsylvania relating to the formation, operation, and taxation, including the Pennsylvania state law (15 PA. C.S. Section 8913 ET seq.) hereinafter referred to as the "Act". To the extent permitted by the Act, the terms and provisions of this Agreement shall control if there is a conflict between such Act and this Agreement.

1.2 **Purpose.** The object and purpose of, and nature of the business to be conducted and promoted by the Company is engaging in any lawful act for which limited liability companies may be formed under the Pennsylvania Limited Liability Company Act, (the "Act"), and engaging in any and all lawful activities necessary or incidental to the foregoing.

1.3 **Duration.** The Company will commence business as of the date the Operating Agreement is fully executed.

1.4 **Fiscal Year.** The Company's fiscal year and tax year shall end December 31.

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**ARTICLE 2 - OWNERSHIP**

2.1 **Member Ownership.** The Members of the Company and their ownership shares are set forth below:

1. **Jeffrey H. Johnson** – [REDACTED]

   **DOH REDACTED**

   [redacted]

2. **Devanand A. Dominique** – [REDACTED]

   **DOH REDACTED**

   [redacted]
2.2 Adding Additional Members and Shares. Upon a majority vote of the Members, additional shares may be sold, conveyed, or granted to an additional
party or parties. The additional party or parties shall become a Member after such vote and possess the same power and rights as all previous Members.

2.3 **Maximum Number of Member Shares.** The Total Number of Member Shares may not exceed forty (40) shares at any time ("the Maximum Number of Member Shares"). The Members may vote to increase the Maximum Number of Member Shares at any time by a majority vote.

2.4 **Sale or Transfer of Shares.** Any of the Members have the right to sell all or part of their individual shares, but may do so to a third party only after first offering to the Company the option to purchase the shares. The Company and its Members shall decide whether to purchase the offered shares within five (5) days of the offer. This clause does not include transfers occurring upon the death of a Member.

2.5 **Death of Member.** In the event a member departs this life while holding an interest in the limited liability company, his interest shall pass to his heirs and assigns.

**ARTICLE 3 - PROFITS AND LOSSES**

3.1 **Allocations Among Members.** The limited liability company may from time to time divide the profits of its business and distribute the same to and allocate any losses among the members of the company.

**ARTICLE 4 - VOTING**

4.1 **Voting - Majority Vote.** Except as in the next paragraph, the affirmative vote or consent of a majority of the members of the limited liability company entitled to vote on a matter shall be required to decide any matter to be acted upon by the members or managers.
4.2 Votes of Deceased Member - In the Event of a Member's Death. If a member departs this life while still in possession of a voting interest in the limited liability company, any shares and voting powers shall pass to the heirs of the decedent.

4.3 Notice of Meeting or Vote. All members shall be notified in writing, including email, of the date, time, and place of any meeting or vote. In the event a member is unable to attend in person, they may attend by phone call or similar form of real time communication.

4.4 Location of Meetings. Meetings of members may be held at any place, either within or outside of this state, selected by the person or persons calling the meeting.

4.5 Notice of Meetings. Whenever members are required or permitted to take any action at a meeting, the written notice of the meeting shall be given not less than two (2) days nor more than thirty (30) days before the date of the meeting to each member entitled to vote at the meeting. The notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted. No other business may be transacted at this meeting, unless majority vote of all members consents to such. The two-day advance notice requirement may be waived by a majority vote of the members.

4.6 Meeting Procedures. Members shall schedule at least one annual meeting per year. They shall keep records of, including but not limited to, topics discussed, votes cast, budgets passed, and any other issues related to the operation of the limited liability company.

ARTICLE 5 - MANAGEMENT

5.1 Member-Managed in General. Management of the business and affairs of the limited liability company shall be vested in its members.

5.2 Profits. Every member must account to the company for any benefit and hold as trustee for it any profits derived by such member without the consent of the other
members from any transaction connected with the Company, conduct, or winding up of the Company or any use by such member of its property.

5.3 **Appointment of Officers** The members may appoint officers, including, without limitation, a chairperson or a president, or both, a secretary, a chief financial officer, and any other officers with such titles, powers, and duties as shall be specified in the articles of organization or operating agreement, or determined by the managers or members. An officer may, but need not, be a member or manager of the limited liability company, and any number of offices may be held by the same person.

5.4 **Management of Company Business.** The business and affairs of the limited liability company shall be managed by or under the authority of the members. Each of the members shall share the same rights and be subject to the same duties and obligations. Rights include, but are not limited to:

A. signing checks,

B. entering contracts,

C. terminating contracts,

D. making decisions about the employment of employees,

E. hiring or terminating contractors, and

F. any other tasks or responsibilities that may be necessary for the day to day operation of the company.

5.5 **Management, Structure, and Check Writing Authority for Company Bank Accounts.** The Members agree that there shall be two Company bank accounts, being 1) Initial Investment Escrow Account and 2) Operating Account. These accounts shall be operated as follows:

A. The Initial Investment Escrow Account shall hold all investment funds paid by the Members. Only after a majority vote of the Members may funds be
transferred from the Initial Investment Escrow Account to the Operating Account. Any transfers made after the majority vote must be made by check, and such check must be signed by any two (2) Members.

B. The Operating Account may be used for general business purposes, and any Member may issue checks from this account. Only one Member signature is needed for expenditures from the Operating Account.

5.6 Maintenance and Record Keeping. All accounts shall be maintained in accordance with the rules of Reg. §1.704-1(b)(2)(iv) or its successors and supplements, and shall utilize best practices of general accounting.

ARTICLE 6 - DISSOCIATION OF MEMBER

6.1 Termination of Membership. A Member’s interests in the Company shall cease upon the occurrence of one or more of the following Terminating Events:

A. A Member provided notice of withdrawal to the Company (30) thirty days in advance of the withdrawal date. Withdrawal by a Member is not a breach of this Agreement.

B. A Member assigns all of his interest to a third party.

C. There is an entry of an order by a court of competent jurisdiction adjudicating the Member incompetent to manage his/her person or his/her estate.

D. A Member without the Consent of a majority of the Members:

i. Makes an assignment for the benefit of creditors;

ii. Files a voluntary petition in bankruptcy; iii.

Is adjudicated as bankrupt or insolvent;

iv. Files a petition or answer seeking for himself any reorganization,
arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law or regulation;

v. Files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against him in any proceeding of the nature described in this paragraph;

vi. Seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the Member or of all or any substantial part of his properties; or

vii. If any creditor permitted by law to do so should commence foreclosure or take any other action to seize or sell any Member’s interests in the Company.

E. If within one hundred twenty (120) days after the commencement of any action against a Member seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law, or regulation, the action has not been dismissed and/or has not been consented to by a majority of the Voting Members.

F. If within ninety (90) days after the appointment, without a majority of the Voting Member’s consent or acquiescence, of a trustee, receiver, or liquidator of the Member or of all or any substantial part of the Member’s properties, said appointment is not vacated or within ninety (90) days after the expiration of any stay, the appointment is not vacated and/or has not been consented to by a majority of the Members.

G. A Member voluntarily surrenders 100% his interest to the Company. A Member may voluntarily surrender 100% of his interest to the Company and in doing so relieves himself of any and all past, present, and future obligations and liability to the Company except obligations and liabilities stemming from, fraud, deceit, gross negligence, willful misconduct, or a wrongful taking by
they Member, or other similar events involving the Member surrendering his shares.

H. A Member is convicted of a Felony.

Upon termination of a Member’s association with the Company, all documents, supplies, records, computer media, notebooks and similar repositories of or containing Confidential Information, original and copies, in such Members possession, whether prepared by the Company or others, shall be delivered promptly to the Company.

6.2 Distributions. Upon the occurrence of an event of dissociation which does not result in the dissolution of the limited liability company, a dissociating Member is entitled to receive any distribution to which the member is entitled under the operating agreement on the terms provided in the operating agreement and, within a reasonable time after dissociation, entitled to receive the fair value of the interest of the member in the company as of the date of dissociation based upon the right of the member to share in distributions from the company.

ARTICLE 7 – LIABILITY and INDEMNIFICATION

7.1 Limitation of Liability. The Members and Officers shall perform their duties in good faith, in a manner they reasonably believe to be in the best interest of the Company, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. No Member or Officer shall have any liability to the Company or any other Member by reason of being or having been a Member or Officer. No Member or Officer shall be liable to the Company or to any other member or Officer for any loss or damage sustained by the Company or any other Member or officer unless the loss or damage shall have been the result of fraud, deceit, gross negligence, willful misconduct, or a wrongful taking by they Member or Officer.
7.2 Indemnification. Any person who is or was a Member or Officer of the Company and who is or may be a party to any criminal action because of his or her participation in or with the Company, and who acted in good faith and had reasonable cause to believe that the act or omission was lawful, shall be indemnified and held harmless by the Company.

Similarly, any person who is or was a Member or Officer of the Company and who is or may be a party to any civil action because of his or her participation in or with the Company, and who acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Company, shall be indemnified and held harmless by the Company.

7.3 Consent to Equitable Relief. Members consents and agree that if a Member violates or threatens to violate any of the provisions contained in this Agreement, Company shall, in addition to such other remedies as it may have at law or in equity, be entitled to an injunction to be issued by a court of competent jurisdiction restraining and prohibiting Member from committing or continuing any violation of such provisions. If the scope of any restriction contained in this Agreement is too broad to permit enforcement to its fullest extent, then such restriction shall be enforced to the maximum extent permitted by law.

7.4 Arbitration. Any controversy or claim arising out of or relating to this Company and its Members or the breach of this Agreement shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the America Arbitration Association and the award of such arbitrator(s) shall be binding and conclusive upon the parties, and the arbitration award may be entered as a final judgment in any court having jurisdiction thereof. Any dispute as to whether a controversy or claim is subject to arbitration shall be submitted as part of the arbitration proceeding. Legal costs, attorney’s fees and any other expenses associated with the arbitration shall be assessed against the non-prevailing party. A panel of three (3) arbitrators, shall conduct all arbitration proceedings. Notwithstanding the foregoing, the parties may agree on another arbitration system for the purposes of
resolving any claims or controversies hereunder, and any such award under such alternative arbitration systems shall be binding and conclusive on the parties.

ARTICLE 8 - TERMINATION OF THE COMPANY

8.1 Termination of the Company. The Company will be dissolved and its affairs must be wound up only in the event of one of the following:

A. A majority vote of Members agreeing to terminate and dissolve the Company.

B. The sale, exchange, or other disposition by the Company of all or substantially all of the Company's assets.

C. The resignation, death, withdrawal, insanity, expulsion, Bankruptcy or dissolution of the last remaining Member or the occurrence of any other event which terminates the continued membership of the last remaining Member of the Company.

8.2 Final Distributions. Upon the winding up of the Company, the assets must be distributed as follows:

A. To the Company creditors;

B. To Members in satisfaction of liabilities for distributions; and

C. To Members based on their interests in the Company, in the proportions in which the Members share in profits and losses.

ARTICLE 9 - GENERAL PROVISIONS

9.1 Further Action. Each Member, upon the request of the Company, agrees to execute and deliver such further instruments and do such further acts and things as may be required or appropriate to carry out the intent and purpose of this Agreement that are not inconsistent with the terms of this Agreement.
9.2 Waiver of Breach. The waiver by either party of a breach of any provision hereof shall not operate or be construed to operate as a waiver by such party of any subsequent breach by the other party of any provision hereof.

9.3 Anti-delegation. A Member may not delegate the performance contemplated, included, and agreed to in this Agreement.

9.4 Binding Agreement. Except specifically set forth herein, this Agreement is not assignable by any party without the prior written consent of the Managing Members. Subject to the restrictions on Transfers set forth in this Agreement, this Agreement shall inure to the benefit of and be binding on the Members and their respective heirs, executors, legal representatives, successors and permitted assigns. None of the provisions of this Agreement is intended to be, nor shall the provisions be construed to be, for the benefit of any third party. Whenever, in this Agreement, a reference to any party or Member is made, such reference shall be deemed to include a reference to the permitted heirs, executors, legal representatives, successors and permitted assigns of such party or Member.

9.5 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to their ownership interests in the Company. No variations, modifications, or changes herein nor any waiver of any provision of this Agreement shall be binding unless set forth in a document duly executed by or on behalf of the Members required to approve such action provided herein.

9.6 Severability. If any of the provisions of this Agreement or its application to any person or circumstances shall be invalid or unenforceable to any extent, the remainder of this Agreement and the application of such provisions to other persons or circumstances shall not be affected thereby and shall be enforced to the greatest extent permitted by law.

9.7 Counterparts. This Agreement may be executed in one or more counterparts with each such counterpart deemed to be an original of this Agreement and all such
counterparts deemed to be one and the same Agreement. Facsimile and PDF signatures shall have the same force and effect as originals.

9.8 Interpretation. Exhibits and schedules, if any, to this Agreement are an integral part of this Agreement. Article, Section, and Subsection headings are not part of this Agreement, and are included solely for convenience of reference and are not intended to be full or accurate descriptions of the contents thereof.

9.9 Amendment. Except as otherwise provided in this Agreement, any amendment to this Agreement may be proposed by a Member however, a proposed amendment shall only become effective at such time as it has been approved by consent of the Managing Members and approved in writing.

9.10 Pronouns, Etc. References to a Member or Managing Member or Officer, including by use of a pronoun, shall be deemed to include masculine, feminine, singular, plural, individuals, partnerships or corporations where applicable.

9.11 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Pennsylvania, without regard to its conflict of law principles. The laws of Pennsylvania govern all matters arising under or relating to this Agreement.

NOTICE: EACH MEMBER HEREBY CERTIFIES THAT HE OR SHE HAS RECEIVED A COPY OF THIS OPERATING AGREEMENT AND FORMATION DOCUMENT OF THE COMPANY, A PENNSYLVANIA LIMITED LIABILITY COMPANY. EACH MEMBER REALIZED THAT AN INVESTMENT IN THIS COMPANY IS SPECULATIVE AND INVOLVES SUBSTANTIAL RISK. EACH MEMBER IS AWARE AND CONSENTS TO THE FACT THAT THE INTERESTS IN THE COMPANY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR SECURITIES
ACT OF THE STATE OF PENNSYLVANIA. EACH MEMBER AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF THIS AGREEMENT AND THE FORMATION CERTIFICATE OR ARTICLES.

WHEREFORE, intending to be legally bound hereby, the parties have set their hands and seals the day and year first written above.
FIRST AMENDMENT AND ADDENDUM TO
THE LIMITED LIABILITY COMPANY OPERATING AGREEMENT
OF KEYSTONE COMPASSIONATE DISPENSARY, LLC

We, the members of Keystone Compassionate Dispensary, LLC, hereby resolve and confirm that this FIRST AMENDMENT AND ADDENDUM TO THE LIMITED LIABILITY COMPANY OPERATING AGREEMENT OF KEYSTONE COMPASSIONATE DISPENSARY, LLC, effective March 02, 2017 ("Amendment"), amends and adds to the Pennsylvania limited liability company's operating agreement, initially entered into on January 31, 2017 and including any and all amendments and additions thereto executed prior to this Amendment (collectively the "Operating Agreement").

1. AMENDMENTS AND ADDITIONS. The changes and additional terms to the Operating Agreement are as follows:

   a. All references to member names, their capital contribution, and their company interest and ownership in the Operating Agreement are amended according to the "Amended Membership Composition, Capital Contributions, And Units" attached hereto. All new members understand and agree to be bound by all terms and provisions of the Operating Agreement of Keystone Compassionate Dispensary, LLC and all amendments and additions thereof. All new members accept the terms and conditions of their admission agreement, if one exists.

   b. The Operating Agreement is amended to read as follows:

On the 2nd of March, 2017, the board members of Keystone Compassionate Dispensary, LLC unanimously voted on adding the aforementioned members to our corporation.

   c. All other provisions of the Operating Agreement will remain in effect, and all the foregoing amendments and additions are incorporated in the Operating Agreement.

2. ENTIRE AGREEMENT. Each party expressly acknowledges and agrees that it has not made and is not relying on any warranties, representations, promises, or statements, except to the extent that they are expressly set forth in the Operating Agreement or this Amendment. It is understood and agreed that all understandings and agreements of the parties are merged into the Operating Agreement, as modified by this Amendment, which alone fully and completely expresses the parties' agreement.
3. **INCONSISTENT TERMS.** Any terms in the Operating Agreement that are inconsistent or conflict with the terms of this Amendment will be null and void, with the terms of this Amendment controlling and prevailing in all instances.

4. **SEVERABILITY.** If any provision of this Amendment or the application thereof is held to be invalid or unenforceable for any reason and to any extent, that provision will be considered removed from this Amendment; however, the remaining provisions will continue to be valid and enforceable according to the intentions of the parties and to the maximum extent permitted by law. If it is held that any provision of this Amendment is invalid or unenforceable, but that by limiting such provision it would become valid and enforceable, then such provision will be deemed to be written, construed, and enforced as so limited.

5. **COUNTERPARTS; ELECTRONIC SIGNATURE.** This Amendment may be executed in counterparts, including by facsimile, email, or other electronic delivery, each an original but all considered part of one Amendment. Electronic signatures placed upon counterparts of this Amendment by a party or their approved agent will be considered valid representations of that party's signature.
MEMBER SIGNATURE PAGE

By signing this Member Signature Page the undersigned members hereby execute the First Amendment and Addendum to the Limited Liability Company Operating Agreement of Keystone Compassionate Dispensary, LLC effective as of March 02, 2017 and understand and agree to be bound by all terms and provisions thereof.

IN WITNESS WHEREOF, the undersigned members hereby execute the Amendment effective as of the date set forth herein by executing this Member Signature Page as of the date written below.

Signed: ___________________________ Dated: ___________________________
Troy Kyle

Address: ___________________________

Signed: ___________________________ Dated: ___________________________
MariaElaina Sumas

Address: ___________________________
AMENDED MEMBERSHIP COMPOSITION, CAPITAL CONTRIBUTIONS, AND UNITS
MARCH 02, 2017

Total units = 10
By signing this Member Signature Page the undersigned members hereby execute the First Amendment and Addendum to the Limited Liability Company Operating Agreement of Keystone Compassionate Dispensary, LLC effective as of March 02, 2017 and understand and agree to be bound by all terms and provisions thereof.

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Troy Kyle

Address: ___________________________


Signed: ___________________________  Dated: ___________________________

MariaElaina Sumas

Address: ___________________________
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AMENDED MEMBERSHIP COMPOSITION, CAPITAL CONTRIBUTIONS, AND UNITS
MARCH 02, 2017
MEMBER SIGNATURE PAGE

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Troy Kyle

Address: __________________________

Signed: __________________________
MariaElaina Sumas

Address: __________________________

Dated: ___________________________
AMENDED MEMBERSHIP COMPOSITION, CAPITAL CONTRIBUTIONS, AND UNITS
MARCH 02, 2017
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Signed: _______________________________ Dated: _______________________________
Troy Kyle
Address: _______________________________

______________________________

Signed: _______________________________ Dated: _______________________________
MariaElaina Sumas
Address: _______________________________
AMENDED MEMBERSHIP COMPOSITION, CAPITAL CONTRIBUTIONS, AND UNITS
MARCH 02, 2017
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Troy Kyle

Address: ____________________________

__________________________________
Signature

_______________________________
Address

_______________________________
Address
MEMBER SIGNATURE PAGE

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Address: ___________________________

_______________________________

Signed: ___________________________  Dated: ________________
MariaElaina Sumas

Address: ___________________________
AMENDED MEMBERSHIP COMPOSITION, CAPITAL CONTRIBUTIONS, AND UNITS
MARCH 02, 2017
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MARCH 02, 2017
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Signed: ___________________________ Dated: ___________________________
Troy Kyle

Address: ___________________________

Signed: ___________________________ Dated: ___________________________
MariaElaina Sumas

Address: ___________________________
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:
Keystone Compassionate Dispensary, LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 401 Park Circle
City: Mechanicsburg | State: PA | Zip Code: 17055
DOH REDACTED
OWNER'S AUTHORIZATION TO USE PROPERTY
AS A MEDICAL MARIJUANA ORGANIZATION

Applicant Name: Keystone Compassionate Dispensary, LLC ("Tenant")

Property Address: 5040 East Trindle Road, Mechanicsburg, PA 17050

As owner of the property described above, I hereby consent to Tenant's use of said property for the purpose of operating a medical marijuana dispensary during the entire term of the applicable Lease. This consent is valid so long as Tenant is in full compliance with all laws and regulations relating to medical marijuana as set forth by the Commonwealth of Pennsylvania.
Affidavit of Business History

State of Pennsylvania
County of Cumberland

The undersigned, Mohan R. Rengen, 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:

<table>
<thead>
<tr>
<th>Name of individual</th>
<th>Role (principal, operator, financial backer or employee)</th>
<th>Business name and address</th>
<th>Position of management or ownership of a controlling interest</th>
<th>Dates</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
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<th>Role (principal, operator, financial backer or employee)</th>
<th>Business name and address</th>
<th>Position of management or ownership of a controlling interest</th>
<th>Dates</th>
</tr>
</thead>
</table>

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).
Sworn to and subscribed before me this 17th day of March, 2017 by Mohan R. Rengen.

Maya Drucker
Notary Public

MY COMMISSION EXPIRES: 03/22/18

A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.
Affidavit of Criminal Offense
Affidavit of Business History

State of Pennsylvania
County of Cumberland

The undersigned, Mohan R. Rengan, 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/ were 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 have 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/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]
Mohan R. Rengan

3/7/17
Date

Sworn to and subscribed before me this 17th day of March, 2017 by Mohan R. Rengan.

[Signature]
Maya Drucker
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Maya Drucker, Notary Public
East Pennsboro Twp., Cumberland County
My Commission Expires March 22, 2018

MY COMMISSION EXPIRES: 03/22/18

A photocopy, facsimile or other electronic version of this document shall be accepted as an original signature.
ATTACHMENT I-2: AFFIDAVIT OF CAPITAL SUFFICIENCY FOR A DISPENSARY PERMIT APPLICANT

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF HEALTH

AFFIDAVIT OF CAPITAL SUFFICIENCY

State of Pennsylvania  
)  
County of Cumberland  
)

I/WE Mohan R. Rengen

DOH REDACTION

ADDRESS

PHONE

DOH REDACTION

CITY  STATE  ZIP CODE  COUNTY

For the following applicant:

Keystone Compassionate Dispensary, LLC
NAME OF BUSINESS

401 Park Cir.
ADDRESS

PHONE

Mechanicsburg  PA  17055  Cumberland
CITY  STATE  ZIP CODE  COUNTY

hereby certify that the Applicant named has at least $150,000 on deposit with one or more financial institutions:
<table>
<thead>
<tr>
<th>Type of Capital</th>
<th>Source of Capital</th>
<th>Name and address of financial institution</th>
<th>Account number</th>
</tr>
</thead>
</table>

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).
Sworn to and subscribed before me this 17th day of March, 2017 by Mohan R. Rengen.

Notary Public

My Commission Expires: 03/22/18

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 official documents: Keystone Compassionate Dispensary LLC

Trade names and DBA (doing business as) names:

Principal Business Address: 401 Park Circle
City: Mechanicsburg | State: PA | Zip Code: 17055

DOH REDACTED
SAMPLE PRODUCT LABEL: CREAM

The following images are label examples for child-resistant, tamper-proof/tamper-evident, light-resistant, opaque, and resealable packages that minimizes oxygen exposure.
RELEASE AUTHORIZATION

TO: ____________________________________________

(Do not write above this line -- For Department of Health Only)

FROM: Keystone Compassionate Dispensary, LLC

I, Mohan R. Rengen, 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 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 form 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.

STATE OF Pennsylvania
COUNTY OF Cumberland

On this 17th day of March, 2017, before me, a Notary Public, personally appeared Mohan R. Rengar, (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.

My Commission Expires: 03/22/18

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Maya Druker, Notary Public
East Pennsboro Twp., Cumberland County
My Commission Expires March 22, 2018