

Instructions:

All of our PDFs have been rendered searchable.

Please simply use “control + F” to search each document for specific terms.

Due to the size of the document, a single, large PDF was not created, rather individual sections were maintained as PDFs to speed searching.

Thank you for your efforts. We did everything we could to organize information for ease of use.

The Empire State Health Solutions Team

Introduction to Empire State Health Solutions



Introducing Empire State Health Solutions

Empire State Health Solutions (ESHS) will execute on the promise of New York’s Compassionate Care Act (CCA), which is a significant step forward to provide much needed relief to New Yorkers living with extraordinary pain while balancing the need to safeguard general public health and safety. ESHS represents an established, proven solution that’s already at work elsewhere: quality medical marijuana solutions produced via the integration of science and medicine – not the intersection of popular culture and mythology practiced in the current medical marijuana industry.

ESHS has a very close working relationship, including shared team members, with Minnesota Medical Solutions, an established, leading cannabis-derived medicine producer in Minnesota, a regulatory mirror image of New York. Because of our track record in Minnesota, the ESHS team has proven experience developing the exact solutions needed at this moment in New York. ESHS is excited about the CCA, pleased about the quality requirements, and comfortable with the timeline outlined by the State of New York. We understand New York needs a working solution that can quickly provide relief for New Yorkers, one that is already operating in a similar regulatory system, and that’s exactly what ESHS provides to New York.

We Start with the Patient

All of our solutions start from the perspective of the patient. Thanks to our scientific approach to providing medicine, ESHS patient treatment algorithms for healthcare providers allow for consistent, evidence-based treatment recommendations. Our established medication formulary and nomenclature, the “Vireo Spectrum™”, is already aligned with New York State law, and simplifies the experience for the patient and healthcare practitioner. Additionally, our approach to distribution centers focuses on seamless patient access and maximizing patient and public safety.

Our commitment does not end at the dispensing of medication. We have already developed innovative patient and provider feedback applications that promote continuous quality feedback for our patients. And our physician-built education materials, including “*The Medical Cannabis*

Primer for Healthcare Professionals,” help other physicians and patients learn about cannabis-derived medications.

Demonstrated Quality Systems

ESHS has already proven the quality and efficacy of its treatment solutions. ESHS has immediate access to a quality system that is directly applicable to New York CCA requirements. This system is already running in Minnesota, where the regulations mirror those of New York. We are excited about the New York quality requirements, and ESHS meets those requirements on day one. We are not reinventing the wheel, simply using our established, vetted systems as they are designed—already a perfect fit for New York. And as physicians and scientists, FDA, ISO, and horticultural quality systems and regulations are second nature to our team.

We Are Strain Independent

Whereas much of the industry is strain-dependent and clings to one or more archaic strains steeped in pop culture lore, ESHS, via our separation science expertise, effectively builds medications to exacting standards with precise, consistent cannabinoid profiles, independent of the strain used. Our proprietary extraction processes and analytical expertise enable us to work with any strain of medical cannabis to make our patients’ medications. This knowledge and capability allows us to control the levels of each and every cannabinoid in our medicines. This ability to be strain-independent is the direction of the future for cannabinoid derived medications, and our science team is already at the forefront of this medical revolution in Minnesota.

The Vireo Spectrum™

While much of the industry relies on specific strains of marijuana with juvenile, marketing-driven names for their medicines, ESHS has developed the Vireo Spectrum™ of treatment solutions. The Vireo Spectrum™ represents a unique, clinically meaningful approach to medical cannabis. Our physicians and pharmacists developed this system from the ground-up to be the most evidence-based, medically pertinent set of treatments for our patients, and it will be intuitive and immediately helpful to healthcare practitioners and patients in New York. Members of the ESHS team built this system in Minnesota more than a year ago, and we are currently making these precise medications, right now, in Minnesota. The Vireo Spectrum™ will be the standard by which all are judged in New York.

[An Economic Engine in Fulton County](#)

Our decision to locate our manufacturing facility in Fulton County was driven by our desire to serve as an economic engine in an area of New York where we can have a significant impact, and the community has met that prospect with open arms. With an unemployment rate of over 7.5%, the living wage jobs created at our manufacturing facility in Fulton County are badly needed and welcomed, as evidenced by the overwhelming support from the community. By serving as the anchor tenant in the Tryon Technology Park and Business Incubator in the Town of Perth, we have created an adaptive reuse of a former state run facility, the former Tryon Residential Facility that was run by the Department of Corrections.

[Established Banking Relationships](#)

By demonstrating how the ESHS team stands apart from the cannabis industry at large, we made a compelling case for normal banking relationships. ESHS is unique in the industry in that we have an established, open banking relationship with Stearns Bank, N.A., a national, \$1.6 billion bank. This banking relationship was won via our federal Cole Memo analysis and national work on the banking issue. This is highly validating for the ESHS business acumen and regulatory excellence, and will lead to additional banking relationships in New York and beyond. This established banking relationship benefits our facilities, our patients, and our staff with improved safety and security.

[The Best Medicine for Patients, the Best Partner for New York](#)

New York's Compassionate Care Act affirms New York as a recognized leader in responsive, progressive healthcare solutions, and it will provide much needed relief to New Yorkers living with pain. The Empire State deserves a partner that shares that ambition, and with the acumen and experience to execute that vision. ESHS exemplifies the qualities inherent in the New York CCA, and our team embraces the law as the perfect balance between patient access and public safety. ESHS is poised, willing and able to execute the intent of the CCA and has the demonstrated experience to be successful for the State of New York. We are very thankful for the opportunity to bring our treatment solution to the Empire State, and thank the Selection Committee for this opportunity.

Application for Registration as a Registered Organization





Section A: Business Entity Information

1. Business Name: Empire State Health Solutions LLC

2. Organization Type (choose one):
[checked] For-profit
[] Non-profit

3. Business Type (choose one):
[] Corporation
[] Sole Proprietorship
[] Limited Partnership
[] Other:
[checked] Limited Liability Company
[] General Partnership

4. Phone: 518-894-7593

5. Fax: 952-836-2730

6. Email: kylekingsley@vireohealth.com

7. Business Address: 1226 State Rt. 147

8. City: West Charlton

9. State: NY

10. ZIP Code: 12010

11. Mailing Address (if different than Business Address): same as above

12. City:

13. State:

14. ZIP Code:

Section B: Primary Contact Information

15. Name: Kyle Kingsley

16. Title: CEO

17. Phone:

18. Fax: 952-836-2730

19. Email: kylekingsley@vireohealth.com

20. Mailing Address: 5200 Willson Rd Suite 150

21. City: Edina

22. State: MN

23. ZIP Code: 55424

Section C: Proposed Manufacturing Facility Information

24. Proposed Facility Name: Tryon Industrial Park

25. Proposed Facility Address: County Rd 117

26. City: Perth

27. State: NY

28. ZIP Code: 12010

29. County:
Fulton

30. Property Status (choose one):
[] Owned by the applicant
[checked] Leased by the applicant
[] Other:

If you checked "Other" above, describe the property status in the field provided.

31. Proposed Hours of Operation:

Monday: 6am to 6pm Friday: 6am to 6pm
Tuesday: 6am to 6pm Saturday: 6am to 6pm
Wednesday: 6am to 6pm Sunday: 6am to 6pm
Thursday: 6am to 6pm

An additional entry is included below for applicants who are proposing to use more than one manufacturing facility (responsible for cultivation, harvesting, extraction or other processing, packaging and labeling).



32. Proposed Facility Name: N/A
33. Proposed Facility Address:
34. City: 35. State: NY 36. ZIP Code:
37. County: 38. Property Status (choose one):
39. Proposed Hours of Operation:
Section D: Proposed Dispensing Facility #1 Information
40. Proposed Facility Name: Empire State Health Solutions-- Binghamton Area Dispensary
41. Proposed Facility Address: 589 Harry L Drive
42. City: Johnson City 43. State: NY 44. ZIP Code: 13790
45. County: 46. Property Status (choose one):
47. Proposed Hours of Operation:
Section E: Proposed Dispensing Facility #2 Information
48. Proposed Facility Name: Empire State Health Solutions-- Albany Area Dispensary
49. Proposed Facility Address: 110 Wolf Road
50. City: Colonie 51. State: NY 52. ZIP Code: 12205
53. County: Albany 54. Property Status (choose one):



55. Proposed Hours of Operation:

Monday: 8am to 4pm Friday: 8am to 4pm
Tuesday: 12pm to 8pm Saturday: 8am to 4pm
Wednesday: 8am to 4pm Sunday: 8am to 4pm
Thursday: 12pm to 8pm

Section F: Proposed Dispensing Facility #3 Information

56. Proposed Facility Name: Empire State Health Solutions-- Westchester County Dispensary

57. Proposed Facility Address: 221-223 E. Post Road

58. City: White Plains

59. State: NY

60. ZIP Code: 10601

61. County: Westchester

62. Property Status (choose one):

- Owned by the applicant
Leased by the applicant
Other: Option to Lease

If you checked "Other" above, describe the property status in the field provided.

63. Proposed Hours of Operation:

Monday: 8am to 4pm Friday: 8am to 4pm
Tuesday: 12pm to 8pm Saturday: 8am to 4pm
Wednesday: 8am to 4pm Sunday: 8am to 4pm
Thursday: 12pm to 8pm

Section G: Proposed Dispensing Facility #4 Information

64. Proposed Facility Name: Empire State Health Solutions-- New York City Dispensary

65. Proposed Facility Address: 89-55 Queens Boulevard

66. City: Elmhurst

67. State: NY

68. ZIP Code: 11373

69. County: Queens

70. Property Status (choose one):

- Owned by the applicant
Leased by the applicant
Other:

If you checked "Other" above, describe the property status in the field provided.

71. Proposed Hours of Operation:

Monday: 8am to 8pm Friday: 8am to 8pm
Tuesday: 8am to 8pm Saturday: 8am to 8pm
Wednesday: 8am to 8pm Sunday: 8am to 8pm
Thursday: 8am to 8pm



Section H: Legal Disclosures

72. Has the applicant, any controlling person of the applicant, any manager, any principal stakeholder, any sole proprietor applicant, any general partner of a partnership applicant, any officer or member of the board of directors of a corporate applicant, or corporate general partner had a prior discharge in bankruptcy or been found insolvent in any court action? []Yes [x]No

If the answer to this question is "Yes," a statement providing details of such bankruptcy or insolvency must be included with this application.

73. Does any controlling person of the applicant, any manager, any principal stakeholder, any sole proprietor applicant, any general partner of a partnership applicant, any officer or member of the board of directors of a corporate applicant, or corporate general partner, or a combination of such persons collectively, maintain a ten percent interest or greater in any firm, association, foundation, trust, partnership, corporation or other entity, and such entity will or may provide goods, leases, or services to the registered organization, the value of which is or would be five hundred dollars or more within any one year?

OR

Does any entity maintain a ten percent interest or greater in the applicant, and such entity will or may provide goods, leases, or services to the registered organization, the value of which is or would be five hundred dollars or more within any one year?

[x]Yes []No

If the answer to either of these questions is "Yes," a statement with the name and address of the entity together with a description of the goods, leases, or services and the probable or anticipated cost to the registered organization, must be included with this application.

74.

A. Is the applicant a corporate subsidiary or affiliate of another corporation? [x]Yes []No

If the answer to this question is "Yes," a statement setting forth the name and address of the parent or affiliate, the primary activities of the parent or affiliate, the interest in the applicant held by the parent or affiliate, and the extent to which the parent will be involved in the activities of the applicant, and responsible for the financial and contractual obligations of the subsidiary must be included with this application. The organizational and operational documents of the corporate subsidiary or affiliate must also be submitted, including but not limited to, as applicable: the certificate of incorporation, bylaws, articles of organization, partnership agreement, operating agreement, and all amendments thereto, and other applicable documents and agreements including in relation to the subsidiary or affiliate's financial or contractual obligations with respect to the applicant.

B. Is any owner, partner or member of the applicant not a natural person? [x]Yes []No

If the answer to this question is "Yes," a statement must be included with this application setting forth the name and address of the entity, the primary activities of the entity, the interest in the applicant held by the entity, and the extent to which the entity will be involved in the activities of the applicant, and responsible for the financial and contractual obligations of the applicant. The organizational and operational documents of the entity must also be submitted, including but not limited to, as applicable: the certificate of incorporation, bylaws, articles of organization, partnership agreement, operating agreement, and all amendments thereto, and other applicable documents and agreements including in relation to the entity's financial or contractual obligations with respect to the applicant, and the identification of all those holding an interest or ownership in the entity and the percentage of interest or ownership held in the entity. If an interest or ownership in the entity is not held by a natural person, the information and documentation requested herein must be provided going back to the level of ownership by a natural person (Principal Stakeholder).



75. Has construction, lease, rental, or purchase of the manufacturing facility been completed? Yes No

If the answer to this question is "No," a statement indicating the anticipated source and application of the funds to be used in such purchase, lease, rental or construction, as well as anticipated date that construction, lease, rental or purchase will be completed must be included with this application.

76. Has construction, lease, rental, or purchase of the dispensing facilities been completed? Yes No

If the answer to this question is "No," a statement indicating the anticipated source and application of the funds to be used in such purchase, lease, rental or construction, as well as anticipated date that construction, lease, rental or purchase will be completed must be included with this application.

Section I: Required Attachments

Applications received without the required attachments will not be eligible for consideration until the required attachments are received. All such attachments must be postmarked by the Deadline for Submission of Applications.

77. The applicant has enclosed a non-refundable application fee in the amount of \$10,000.

Applications received without the \$10,000 application fee will not be considered.

78. The applicant has enclosed a conditionally refundable registration fee in the amount of \$200,000.

Applications received without the \$200,000 registration fee will not be considered.

The \$200,000 registration fee will be refunded to applicants that are not selected as registered organizations.

79. The applicant has attached all required statements from Section H: Legal Disclosures, if applicable.

80. The applicant has attached identification of all real property, buildings, and facilities that will be used in manufacturing and dispensing activities, pursuant to PHL § 3365 and 10 NYCRR § 1004.5(b)(2), and labeled this attachment as "**Attachment A.**"

81. The applicant has attached identification of all equipment that will be used to carry out the manufacturing, processing, transportation, distributing, sale, and dispensing activities described in the application and operating plan, pursuant to PHL § 3365 and 10 NYCRR § 1004.5(b)(3), and labeled this attachment as "**Attachment B.**"

82. The applicant has attached copies of all applicable executed and proposed deeds, leases, and rental agreements or executed option contracts related to the organization's real property interests, showing that the applicant possesses or has the right to use sufficient land, buildings, other premises, and equipment, and contains the language required in 10 NYCRR § 1004.5(b)(9), if applicable, or, in the alternative, the applicant attached proof that it has posted a bond of not less than \$2,000,000, pursuant to PHL § 3365 and 10 NYCRR § 1004.5(b)(9), and labeled this attachment as "**Attachment C.**"



83. The applicant has attached an operating plan that includes a detailed description of the applicant's manufacturing processes, transporting, distributing, sale and dispensing policies or procedures, and contains the components set forth in 10 NYCRR § 1004.5(b)(4), and labeled the operating plan as "**Attachment D – Operating Plan**" with the information clearly labeled and divided into the following sections:

- Section 1 - Manufacturing (§ 1004.5(b)(4))
- Section 2 - Transport and Distribution (§ 1004.5(b)(4))
- Section 3 - Dispensing and Sale (§ 1004.5(b)(4))
- Section 4 - Devices (§ 1004.5(b)(4)(i))
- Section 5 - Security and Control (§ 1004.5(b)(4)(ii))
- Section 6 - Standard Operating Procedure (§ 1004.5(b)(4)(iii))
- Section 7 - Quality Assurance Plans (§ 1004.5(b)(4)(iv))
- Section 8 - Returns, Complaints, Adverse Events and Recalls (§ 1004.5(b)(4)(v))
- Section 9 - Product Quality Assurance (§ 1004.5(b)(4)(vi))
- Section 10- Recordkeeping (§ 1004.5(b)(4)(vii))

84. The applicant has attached copies of the organizational and operational documents of the applicant, pursuant 10 NYCRR § 1004.5(b)(5), which must include the identification of all those holding an interest or ownership in the applicant and the percentage of interest or ownership held, and labeled this attachment as "**Attachment E.**"

85. "**Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members**" has been completed for each of the board members, officers, managers, owners, partners, principal stakeholders, directors, and any person or entity that is a member of the applicant setting forth the information required in PHL § 3365(1)(a)(iv) and 10 NYCRR § 1004.5(b)(6).

86. The applicant has attached documentation that the applicant has entered into a labor peace agreement with a bona fide labor organization that is actively engaged in representing or attempting to represent the applicant's employees, pursuant to PHL § 3365(1)(a)(iii) and 10 NYCRR § 1004.5(b)(7), and labeled this attachment as "**Attachment F.**"

87. The applicant has attached a financial statement setting forth all elements and details of any business transactions connected with the application, including but not limited to all agreements and contracts for consultation and/or arranging for the assistance in preparing the application, pursuant to 10 NYCRR § 1004.5(b)(10), and labeled this attachment as "**Attachment G.**"

88. The applicant has completed "**Appendix B – Architectural Program**" and included the components set forth in 10 NYCRR § 1004.5(b)(11) and -(12).

89. The applicant has attached the security plan of the applicant's proposed manufacturing and dispensing facilities indicating how the applicant will comply with the requirements of Article 33 of the Public Health Law, 10 NYCRR Part 1004, and any other applicable state or local law, rule, or regulation, and labeled this attachment as "**Attachment H.**"

90. The applicant has attached the most recent financial statement of the applicant prepared in accordance with generally accepted accounting principles (GAAP) applied on a consistent basis and certified by an independent certified public accountant, in accordance with the requirements of 10 NYCRR § 1004.5(b)(16), and labeled this attachment as "**Attachment I.**"

91. The applicant has attached a staffing plan for staff to be involved in activities related to the cultivation of marijuana, the manufacturing and/or dispensing of approved medical marijuana products, and/or staff with oversight responsibilities for such activities that includes the requirements set forth in 10 NYCRR § 1004.5(b)(18) of the regulations and labeled this attachment as "**Attachment J.**"



- 92. [X] The applicant has attached proof from the local internet service provider(s) that all of the applicant's manufacturing and dispensing facilities are located in an area with internet connectivity and labeled this attachment as "Attachment K."
93. [X] The applicant has attached a timeline demonstrating the estimated timeframe from growing marijuana to production of a final approved product, and labeled this attachment as "Attachment L."
94. [X] The applicant has attached a statement and/or documentation showing that the applicant is able to comply with all applicable state and local laws and regulations relating to the activities in which it intends to engage under the registration, pursuant to 10 NYCRR § 1004.5(b)(8), and labeled this attachment as "Attachment M."

Section J: Attestation and Signature

As the chief executive officer duly authorized by the board of a corporate applicant, or a general partner or owner of a proprietary applicant, I hereby authorize the release of any and all applicant information of a confidential or privileged nature to the Department and its agents. If granted a registration, I hereby agree to ensure the registered organization uses the Seed-to-Sale Solution approved by the Department to record the registered organization's permitted activities. I hereby certify that the information provided in this application, including in any statement or attachments submitted herewith, is truthful and accurate. I understand that any material omissions, material errors, false statements, misrepresentations, or failure to provide any requested information may result in the denial of the application or other action as may be allowed by law.

95. Signature:

96. Date Signed: 5/31/2015

[Handwritten signature: Kyle Kingsley]

97. Print Name: Kyle Kingsley

The application must include a handwritten signature by the chief executive officer duly authorized by the board of a corporate applicant, or a general partner or owner of a proprietary applicant, and must be notarized.

Notary Name:

[Handwritten: Desiree Mathiason]

Notary Registration Number:

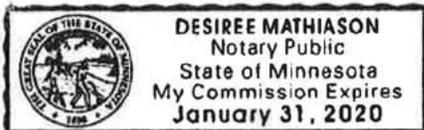
[Handwritten: 31067349]

Notary (Notary Must Affix Stamp or Seal)

[Handwritten: Desiree Mathiason]

Date:

[Handwritten: 5/31/15]



Section H, Question #73



Section H_ Number 73

73. Does any controlling person of the applicant, any manager, any principal stakeholder, any sole proprietor applicant, any general partner of a partnership applicant, any officer or member of the board of directors of a corporate applicant, or corporate general partner, or a combination of such persons collectively, maintain a ten percent interest or greater in any firm, association, foundation, trust, partnership, corporation or other entity, and such entity will or may provide goods, leases, or services to the registered organization, the value of which is or would be five hundred dollars or more within any one year?

OR

Does any entity maintain a ten percent interest or greater in the applicant, and such entity will or may provide goods, leases, or services to the registered organization, the value of which is or would be five hundred dollars or more within any one year? **Yes**

If the answer to either of these questions is “Yes,” a statement with the name and address of the entity together with a description of the goods, leases, or services and the probable or anticipated cost to the registered organization, must be included with this application. (see below and attached agreement)

United Science Corporation

Address:

207 Pleasant St SE, Minneapolis, MN 55455

Dr. Jon Thompson

Address: [REDACTED]

Dr. Thompson, Scientific Director of Vireo Health and Empire State Health Solutions owns [REDACTED] % financial interest in United Science Corporation. In 2015, United Science Corporation will likely provide extraction and separation hardware to ESHS which, we anticipate, will cost ESHS approximately \$300,000 and may provide ESHS with limited laboratory and extraction/separation advisory services which, we anticipate, will cost ESHS between \$20,000 and \$30,000 in 2015.

Vireo Health LLC

Address:

5200 Willson Road Suite 150 Edina MN, 55424

Vireo Health owns approximately 90% of Empire State Health Solutions at this time. Vireo Health LLC will provide a wide array of valuable intellectual property to ESHS, such as procedures for separating out cannabinoids from the plant, procedures for blending and formulating the spectrum of Vireo products, the “look and feel” of the dispensaries, and access to the Vireo Health Care Provider portal. The value of access to these items is uncertain, but easily exceeds \$500/year. We would estimate the value of this intellectual property would exceed several \$ million at this time. ESHS will not be required to pay Vireo Health for this intellectual property.

Section H, Question #74



Section H: Number 74

A. Is the applicant a corporate subsidiary or affiliate of another corporation? **Yes**

If the answer to this question is “Yes,” a statement setting forth the name and address of the parent or affiliate, the primary activities of the parent or affiliate, the interest in the applicant held by the parent or affiliate, and the extent to which the parent will be involved in the activities of the applicant, and responsible for the financial and contractual obligations of the subsidiary must be included with this application. The organizational and operational documents of the corporate subsidiary or affiliate must also be submitted, including but not limited to, as applicable: the certificate of incorporation, bylaws, articles of organization, partnership agreement, operating agreement, and all amendments thereto, and other applicable documents and agreements including in relation to the subsidiary or affiliate’s financial or contractual obligations with respect to the applicant.

Vireo Health LLC

5200 Willson Rd, Edina MN, 55424

[REDACTED]

Vireo Health LLC owns approximately 91% of Empire State Health Solutions as of the time of submission of the application.

Vireo Health LLC will be extensively involved in the ESHS process and roll out. Dr. Kingsley, CEO of [REDACTED] ESHS will provide ESHS will provide substantial executive oversight for the New York team. [REDACTED]

[REDACTED]

[REDACTED]

Section H: Legal Disclosures, Number 74.A.—Organizational and Operational Documents

Please find the following attached organizational documents for Vireo Health, LLC:

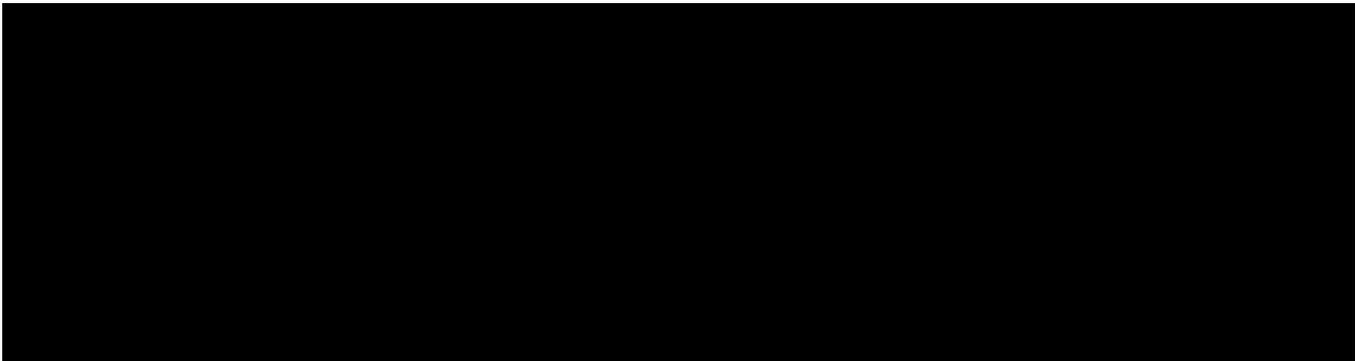
| | |
|-------------|---|
| Pages 1-5 | Filed Articles of Organization |
| Pages 6-8 | Employer Identification Number (“EIN”) |
| Pages 9-76 | Member Control and Operating Agreement |
| Page 77 | Member Action – Appoint Board |
| Pages 78-81 | Amendment No. 1 to Member Control and Operating Agreement |
| Pages 82-93 | Board Action –Approval of 2015 Employee Unit Grant Plan, Approval of Employee Unit Grants |

Please find the following attached organizational documents for Minnesota Medical Solutions, LLC:

| | |
|---------------|---|
| Pages 94-99 | Filed Certificate and Amendment to Articles of Organization |
| Pages 100-103 | Second Amended and Restated Articles of Organization |
| Pages 104-107 | Third Amended and Restated Articles of Organization |
| Pages 108-115 | Operating Agreement |
| Pages 116-149 | Amended and Restated Operating and Member Control Agreement |
| Pages 150-263 | 2 nd Amended and Restated Member Control and Operating Agreement |
| Page 264-265 | Certificate of Assumed Name |

Minnesota Medical Solutions LLC, a Minnesota limited liability company (“MinnMed”) was organized on November 2, 2012.





MM Acquisition LLC

5200 Willson Rd Suite 150

Edina MN, 55424



Minnesota Medical Solutions LLC

5200 Willson Rd Suite 150

Edina MN, 55424



Vireo Vaporizer Company LLC

5200 Willson Rd Suite 150

Edina MN, 55424



New York Cannacare Corporation

5200 Willson Rd Suite 150

Edina MN, 55424



Please find the following attached organizational documents for MM Acquisition, LLC:

Pages 266-270 Filed Articles of Organization

Pages 271-278 Certificate and Plan of Merger

Please find the following attached organizational documents for Vireo Vaporizer Company, LLC:

Pages 279-281 Filed Articles of Organization

Page 282 Department of State's Biennial Statement Notice

Please find the following attached organizational documents for New York CannaCare Corporation:

Pages 283-288 Filed Certificate of Incorporation

Section H: Number 74

B. Is any owner, partner or member of the applicant not a natural person? **Yes**

If the answer to this question is "Yes," a statement must be included with this application setting forth the name and address of the entity, the primary activities of the entity, the interest in the applicant held by the entity, and the extent to which the entity will be involved in the activities of the applicant, and responsible for the financial and contractual obligations of the applicant. The organizational and operational documents of the entity must also be submitted, including but not limited to, as applicable: the certificate of incorporation, bylaws, articles of organization, partnership agreement, operating agreement, and all amendments thereto, and other applicable documents and agreements including in relation to the entity's financial or contractual obligations with respect to the applicant, and the identification of all those holding an interest or ownership in the entity and the percentage of interest or ownership held in the entity. If an interest or ownership in the entity is not held by a natural person, the information and documentation requested herein must be provided going back to the level of ownership by a natural person (Principal Stakeholder).



Vireo Health LLC owns approximately 91% of Empire State Health Solutions as of the time of submission of the application. [REDACTED]

[REDACTED]

[REDACTED]

Section H: Legal Disclosures, Number 74.B.—Member Organizational and Operational Documents

Please find the following attached organizational documents for all Vireo Health, LLC members that are not natural persons:

- | | |
|---------------|---|
| Pages 289-332 | 4-MPLS, LLC |
| Pages 333-335 | Acacia Medical Group, PLLC |
| Pages 336-357 | Border Cattle Company, LLC |
| Pages 358-372 | Greenfield Investment Group, LLC |
| Pages 373-423 | Love's, LLC |
| Pages 424-460 | Premier Medical Solutions, LLC |
| Pages 461-518 | Ten Old Boys, LLC (100% owned by 9 natural persons and 1 LLC, RLR Investments 1, LLC, [REDACTED]) |
| Pages 519-521 | Vireo Capitalization and Member Table |

Section H, Question #74
Organizational Documents



Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Vireo Health, LLC

File Number: 809774200048

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 02/04/2015



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

**ARTICLES OF ORGANIZATION
OF
VIREO HEALTH, LLC**

Pursuant to Minnesota Statutes, Chapter 322B (the "Act"), the undersigned organizer, being a natural person 18 years of age or older, hereby adopts the following Articles of Organization:

**ARTICLE I
Name**

The name of this limited liability company is Vireo Health, LLC (the "Company").

**ARTICLE II
Registered Office**

The registered office of the Company is located at 5200 Willson Rd., Suite 150, Edina, MN 55424.

**ARTICLE III
Organizer**

The name and address of the organizer of the Company is Kyle Kingsley, 5200 Willson Rd., Suite 150, Edina, MN 55424.

**ARTICLE IV
Duration**

Unless dissolved earlier according to law, the existence of the Company shall be perpetual.

**ARTICLE V
Membership Interests**

The Company's membership interests are of one class, without series, unless the board of governors of the Company authorizes additional classes or series of membership interests. The board of governors of the Company is authorized to establish additional classes or series of membership interests.

**ARTICLE VI
Consent by Written Action**

Any action, other than an action requiring member approval, required or permitted to be taken at a meeting of the board of governors of the Company may be taken by written action

signed by the number of governors required to take the same action at a meeting of the board of governors at which all were present. Any action required or permitted to be taken at a meeting of the members of the Company may be taken by written action signed by the number of members required to take the same action at a meeting of the members.

ARTICLE VII
Waivers

No member of the Company shall be entitled to any cumulative voting rights. No member of the Company shall have any preemptive rights as provided in Section 322B.33 of the Act or dissenters' rights as provided in Sections 322B.383 and 322B.386 of the Act. The Company may include in a member control agreement provisions for the arbitration of disputes and, in the event such provisions are so included, no member shall have the right to assert the actions specified in Sections 322B.38 and 322B.833 of the Act.

ARTICLE VIII
Liability

No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article VIII shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 322B.56 of the Act or Minnesota Statutes Section 80A.76, or (iv) for any transaction from which the governor derived an improper personal benefit. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the Company in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of February, 2015.



Kyle Kingsley, Organizer



Work Item 809774200048
Original File Number 809774200048

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
02/04/2015 11:59 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this is a true and complete copy of the document as filed for record in this office.
DATED 5/4/16
Steve Pimon
Secretary of State
By [Signature]



EIN Assistant

Your Progress: 1 Identity 2. Authenticate 3. Addresses 4. Details 5. EIN Confirmation

Congratulations! The EIN has been successfully assigned.

EIN Assigned: [REDACTED]

Legal Name: VIREO HEALTH LLC

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN

[Continue >>](#)

Help Topics

[Can the EIN be used before the confirmation letter is received?](#)

Application for Employer Identification Number

Department of the Treasury
Internal Revenue Service

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

EIN

▶ See separate instructions for each line. ▶ Keep a copy for your records.

| | | |
|--|--|---|
| Type or print clearly. | 1 Legal name of entity (or individual) for whom the EIN is being requested Vireo Health, LLC | |
| | 2 Trade name of business (if different from name on line 1) | 3 Executor, administrator, trustee, "care of" name |
| | 4a Mailing address (room, apt., suite no. and street, or P.O. box) 5200 Willson Rd., Suite 150 | 5a Street address (if different) (Do not enter a P.O. box.) |
| | 4b City, state, and ZIP code (if foreign, see instructions) Edina, MN 55424 | 5b City, state, and ZIP code (if foreign, see instructions) |
| | 6 County and state where principal business is located Hennepin, Minnesota | |
| | 7a Name of responsible party Kyle Kingsley | 7b SSN, ITIN, or EIN [REDACTED] |
| 8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | 8b If 8a is "Yes," enter the number of LLC members 1 |
| 8c If 8a is "Yes," was the LLC organized in the United States? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| 9a Type of entity (check only one box). Caution: If 8a is "Yes," see the instructions for the correct box to check. | | |
| <input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership _____ <input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____ <input type="checkbox"/> Personal service corporation _____ <input type="checkbox"/> Church or church-controlled organization _____ <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input checked="" type="checkbox"/> Other (specify) ▶ single member disregarded entity | | |
| <input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (TIN) _____ <input type="checkbox"/> Trust (TIN of grantor) _____ <input type="checkbox"/> National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) if any ▶ _____ | | |
| 9b If a corporation, name the state or foreign country (if applicable) where incorporated | State MN | Foreign country N/A |
| 10 Reason for applying (check only one box) | | |
| <input checked="" type="checkbox"/> Started new business (specify type) ▶ MN LLC <input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business _____ <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Created a pension plan (specify type) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____ | | |
| 11 Date business started or acquired (month, day, year). See instructions. 02/04/2015 | | 12 Closing month of accounting year December |
| 13 Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14. | | 14 If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 941 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter. <input type="checkbox"/> |
| Agricultural 0 | Household 0 | |
| 15 First date wages or annuities were paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) May 1, 2015 | | |
| 16 Check one box that best describes the principal activity of your business. | | |
| <input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input checked="" type="checkbox"/> Other (specify) _____ <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail | | |
| 17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided. production of pharmaceutical products | | |
| 18 Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," write previous EIN here ▶ _____ | | |
| Third Party Designee | Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form. | |
| | Designee's name Sheila Holman c/o Lindquist & Vennum LLP | Designee's telephone number (include area code) (612) 371-3998 |
| | Address and ZIP code 80 South 8th Street, Suite 4200, Minneapolis, MN 55402 | Designee's fax number (include area code) (612) 371-3207 |
| Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete. | | Applicant's telephone number (include area code) |
| Name and title (type or print clearly) ▶ Kyle Kingsley, President | | [REDACTED] |
| Signature ▶ | Date ▶ 03/17/15 | Applicant's fax number (include area code) () |

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Office of the Minnesota Secretary of State Certificate of Organization

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

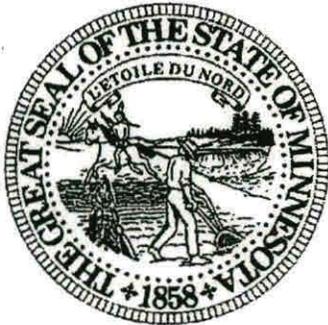
The business entity is now legally registered under the laws of Minnesota.

Name: Executive Health Network LLC

File Number: 625651900041

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 11/02/2012



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota



LLC OK



**MINNESOTA SECRETARY OF STATE
ARTICLES OF ORGANIZATION FOR
A LIMITED LIABILITY COMPANY
MINNESOTA STATUTES CHAPTER 322B
Filing Fee: \$160.00**

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Name of Company: Executive Health Network LLC ✓
(The Company name must include the words Limited Liability Company or the abbreviation LLC)
2. Registered Office Address: (P.O. Box is Unacceptable)
4920 Drew Ave. South, Minneapolis MN 55410 ✓
Complete Street Address or Rural Route and Rural Route Box Number City Zip Code
3. Name of Registered Agent (optional): Kyle Kingsley ✓
4. Business Mailing Address: (if different from registered office address)
4920 Drew Ave. South, Minneapolis, Minnesota 55410
Address City State Zip Code
5. Desired Duration of LLC: (in years) _____ (If you do not complete this item, a perpetual duration is assumed by law.)
6. Does this LLC own, lease or have any interest in agricultural land or land capable of being farmed?
(Check One) Yes _____ No
7. Name and Address of Organizer(s):

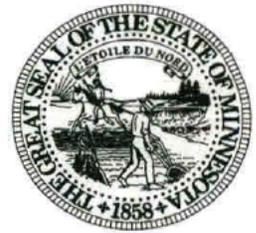
| Name (print) | Complete Address | | | Signature |
|----------------|------------------|------------|------------|-------------|
| | Street City | State | Zip | |
| Karla Figueroa | [REDACTED] | [REDACTED] | [REDACTED] | [Signature] |
| | | | | |
| | | | | |

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
NOV 02 2012

Mark Ritchie
Secretary of State

8. List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.
- Shikha Chand (323) 962-8600 x 883
Contact Name Phone Number
onlinefilings@legalzoom.com
E-Mail Address

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company | Amendment to Articles of Organization
Minnesota Statutes, Chapter 322B



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

1. List the name of this company currently on file with the Office of the Minnesota Secretary of State: (Required)

Executive Health Network LLC

2. The articles of organization for this Limited Liability Company are amended pursuant to Chapter 322B.

AMENDMENT OPTIONS: Complete as many amendment options as apply. Complete an option only if you are changing the information related to that option.

3. The company name is changed to:

Minnesota Medical Solutions LLC

4. The registered office address is changed to:

5200 Willson Rd Suite 150

Street Address (*A post office box by itself is not acceptable*)

Edina

City

MN

State

55424

Zip Code

5. The registered agent is changed to:

6. List the date the expiration date has changed to in the jurisdiction of its organization, or list the word "perpetual"

mm/dd/yyyy or Perpetual

7. The business mailing address has changed to:

5200 Willson Rd Suite 150

Address

Edina

City

MN

State

55424

Zip Code

8. The articles of organization are otherwise amended as follows:

9. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Kyle Kingsley

Signature of Authorized Person or Authorized Agent

6/6/14

Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

[REDACTED]

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

Office of the Minnesota Secretary of State

Minnesota Limited Liability Company | Amendment to Articles of Organization
Minnesota Statutes, Chapter 322B



List a name and daytime phone number of a person who can be contacted about this form:

Kyle Kingsley



Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes No

LLCAmendmentRev.7/15/2013



Work Item 764463300023
Original File Number 625651900041

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
06/06/2014 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 9/11/2014

Mark Ritchie

Secretary of State



By

Brenda Rosemark

SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MINNESOTA MEDICAL SOLUTIONS LLC

The undersigned, being a duly authorized manager and sole member of Minnesota Medical Solutions LLC, a Minnesota limited liability company (the "Company"), acting under and in conformity with Sections 322B.14 and 322B.15 of the Minnesota Limited Liability Company Act (the "Act"), as amended, adopts the following amendments to its First Amended Articles of Organization. The following Second Amended and Restated Articles of Organization incorporate those amendments and restate, supersede, and take the place of the existing First Amended Articles of Organization of the Company.

ARTICLE 1.
NAME

The name of this limited liability company is Minnesota Medical Solutions LLC.

ARTICLE 2.
REGISTERED OFFICE

This limited liability company's registered office address is: 4470 West 78th Street Circle, Suite 210, Bloomington, Minnesota, 55435.

ARTICLE 3.
DURATION

Unless dissolved earlier according to law, the Company will have perpetual existence.

ARTICLE 4.
PRINCIPAL PLACE OF BUSINESS

The Company's principle place of business is 5200 Willson Road, Suite 150, Edina, Minnesota 55424.

ARTICLE 4.
MEMBERSHIP UNITS

(a) The Company is authorized to issue 800,000 Membership Units. Membership Units are units of measurement to quantify a Member's share of the Company's profits and losses, a Member's right to receive distributions of the Company's assets, and the right of the Member to vote on or participate in the Company's management and to information concerning the Company's business and affairs.

(b) The Company is authorized to issue two classes of Membership Units: Class A Units and Class B Units. Of the total number of authorized Membership Units, 400,000

Membership Units are designated as Class A Units and 400,000 Membership Units are designated Class B Units.

(c) Allocations of profits, losses, distributions, and Members' rights, limitations, and obligations related to his or her Class A Units and Class B Units are governed by the Company's operating and member control agreement and any other agreements.

ARTICLE 5. CONSENT TO AVOID DISSOLUTION

This Company will not be dissolved upon the occurrence of an event that terminates the continued membership of a Member, except as specifically provided in the Operating and Member Control Agreement or in Minnesota Statutes, Section 322B.80, subdivision 1, clause (5)(ii)(B).

ARTICLE 6. CUMULATIVE VOTING PROHIBITION

Members of this Company have none of the cumulative voting rights described in Minnesota Statutes, Section 322B.63 or any successor to it.

ARTICLE 7. PREEMPTIVE RIGHTS PROHIBITION

Members of this Company have none of the preemptive rights described in Minnesota Statutes, Section 322B.33 or any successor to it.

ARTICLE 8. BOARD OF GOVERNORS

A Board of Governors of five (5) individuals will manage the Company's business and affairs. Governors will be elected, removed, and replaced as the Company's member control and operating agreement or other agreements prescribe.

ARTICLE 9. ACTION BY WRITTEN CONSENT

Unless otherwise provided in any Company agreement, any action to be taken by the Members may be taken by written action signed (or consented to by authenticated electronic communication) by the members who own voting power equal to the voting power that would be required to take the same action at a meeting of the members at which all members were present.

ARTICLE 10.
LIMITATION OF LIABILITY

No person will be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such person as a member of the Company; provided, however, that this Article will not eliminate or limit a member's liability to the extent provided by applicable law: (i) for any breach of the person's duty of loyalty to the Company or its members; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Sections 322B.56 or 80A.76 of the Minnesota Statutes; (iv) for any transaction from which the person derived an improper personal benefit; or (v) for any act or omission occurring before the effective date of this Article. No Amendment to, or repeal of, this Article will apply to or have any effect on the liability or alleged liability of any member of the Company for or with respect to any acts or omissions of such person occurring before such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has set his hand this 7th day of July 2014.



Kyle Kingsley
Sole Member/Chief Manager
MINNESOTA MEDICAL SOLUTIONS LLC

CERTIFICATE OF
SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MINNESOTA MEDICAL SOLUTIONS LLC

The undersigned, the Chief Manager of Minnesota Medical Solutions LLC, a Minnesota limited liability company, certifies that the attached Second Amended and Restated Articles of Organization were approved by Minnesota Medical Solutions LLC by written action dated July 14, 2014. The attached Amended and Restated Articles of Organization supersede the Company's existing First Amended Articles of Organization of Minnesota Medical Solutions LLC.

Dated: July 14, 2014



Kyle Kingsley
Sole Member/Chief Manager
MINNESOTA MEDICAL SOLUTIONS LLC

**THIRD AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MINNESOTA MEDICAL SOLUTIONS LLC**

I, the undersigned, Kyle Kingsley, Chief Manager of Minnesota Medical Solutions LLC, a limited liability company subject to the provisions of the Minnesota Business Corporation Act, Chapter 322B (the "Company"), do hereby certify that:

1. The Third Amended and Restated Articles of Organization of the Company attached hereto as Exhibit A were duly adopted pursuant to the Minnesota Business Corporation Act by Written Action of the Board of Governors and Members dated January 5, 2015.

2. The Third Amended and Restated Articles of Organization of the Company, effective upon the filing of the Third Amended and Restated Articles of Organization, supersede the original Articles of Organization of the Company and all amendments thereto.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of January, 2015.

By: KC [Signature]

Kyle Kingsley, Chief Manager

THIRD AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MINNESOTA MEDICAL SOLUTIONS LLC

These Third Amended and Restated Articles of Organization of Minnesota Medical Solutions LLC (the "Company") are adopted pursuant to Minnesota Statutes, Chapter 322B, and supersede the Company's original Articles of Organization and all amendments.

ARTICLE I
NAME

The name of this limited liability company is Minnesota Medical Solutions LLC.

ARTICLE II
REGISTERED OFFICE

The registered office of the Company is located at 4920 Drew Avenue South, Minneapolis, Minnesota 55410.

ARTICLE III
DURATION

Unless dissolved earlier according to law, the existence of the Company shall be perpetual.

ARTICLE IV
CONSENT BY WRITTEN ACTION

Any action, other than an action requiring member approval, required or permitted to be taken at a meeting of the board of governors of the Company may be taken by written action signed by the number of governors required to take the same action at a meeting of the board of governors at which all were present. Any action required or permitted to be taken at a meeting of the members of the Company may be taken by written action signed by members having voting power not less than the voting power that would be required to take the same action at a meeting of the members at which all members entitled to vote on such action were present.

ARTICLE V
WAIVERS

No member of the Company shall be entitled to any cumulative voting rights. No member of the Company shall have any preemptive rights as provided in Section 322B.33 of the Act or dissenters' rights as provided in Sections 322B.383 and 322B.386 of the Act. The Company may include in a member control agreement provisions for the arbitration of disputes

DOCS-#4421410-v3

and, in the event such provisions are so included, no member shall have the right to assert the actions specified in Sections 322B.38 and 322B.833 of the Act.

ARTICLE VI LIABILITY

No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article VI shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 322B.56 of the Act or Minnesota Statutes Section 80A.76, or (iv) for any transaction from which the governor derived an improper personal benefit. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the Company in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

DOCS-#4421410-v3



Work Item 804561500029
Original File Number 625651900041

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
01/07/2015 11:59 PM

Steve Simon

Steve Simon
Secretary of State

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Office of the Minnesota Secretary of State

Certificate of Assumed Name

Minnesota Statutes, 333



The filing of an assumed name does not provide a user with exclusive rights to that name. The filing is required for consumer protection in order to enable customers to be able to identify the true owner of a business.

ASSUMED NAME: **MinnMed**

PRINCIPAL PLACE OF BUSINESS: **5200 Willson Rd. Suite 150 Edina MN 55424 USA**

NAMEHOLDER(S):

Name:

Address:

**Minnesota Medical Solutions, 5200 Willson Rd. Suite 150 Edina MN 55424
LLC**

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: **Ross Hussey**

MAILING ADDRESS: **None Provided**

EMAIL FOR OFFICIAL NOTICES: **rhussey@uthlaw.com**



Work Item 786130600028
Original File Number 786130600028

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
10/01/2014 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: MM Acquisition LLC

File Number: 818381100021

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 03/20/2015



Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company/Articles of Organization
Minnesota Statutes 322B



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Organization:

ARTICLE 1 - LIMITED LIABILITY COMPANY NAME:
MM Acquisition LLC

ARTICLE 2 - REGISTERED OFFICE and AGENT:

| | |
|------|--|
| Name | Address: |
| | 5200 Willson Rd., Suite 150 Edina MN 55424 USA |

ARTICLE 3 - DURATION: **PERPETUAL**

ARTICLE 4 - ORGANIZERS:

| | |
|---------------|---|
| Name: | Address: |
| Kyle Kingsley | 5200 Willson Rd., Suite 150 Edina MN 55424 USA |

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: **Kyle Kingsley**

MAILING ADDRESS: **None Provided**

EMAIL FOR OFFICIAL NOTICES:
[REDACTED]

**ARTICLES OF ORGANIZATION
OF
MM ACQUISITION LLC**

Pursuant to Minnesota Statutes, Chapter 322B (the "Act"), the undersigned organizer, being a natural person 18 years of age or older, hereby adopts the following Articles of Organization:

**ARTICLE I
Name**

The name of this limited liability company is MM Acquisition LLC (the "Company").

**ARTICLE II
Registered Office**

The registered office of the Company is located at 5200 Willson Rd., Suite 150, Edina, MN 55424.

**ARTICLE III
Organizer**

The name and address of the organizer of the Company is Kyle Kingsley, 5200 Willson Rd., Suite 150, Edina, MN 55424.

**ARTICLE IV
Duration**

Unless dissolved earlier according to law, the existence of the Company shall be perpetual.

**ARTICLE V
Membership Interests**

The Company's membership interests are of one class, without series, unless the board of governors of the Company authorizes additional classes or series of membership interests. The board of governors of the Company is authorized to establish additional classes or series of membership interests.

**ARTICLE VI
Consent by Written Action**

Any action, other than an action requiring member approval, required or permitted to be taken at a meeting of the board of governors of the Company may be taken by written action

DOC S-#4527983-v1

signed by the number of governors required to take the same action at a meeting of the board of governors at which all were present. Any action required or permitted to be taken at a meeting of the members of the Company may be taken by written action signed by the number of members required to take the same action at a meeting of the members.

ARTICLE VII

Waivers

No member of the Company shall be entitled to any cumulative voting rights. No member of the Company shall have any preemptive rights as provided in Section 322B.33 of the Act or dissenters' rights as provided in Sections 322B.383 and 322B.386 of the Act. The Company may include in a member control agreement provisions for the arbitration of disputes and, in the event such provisions are so included, no member shall have the right to assert the actions specified in Sections 322B.38 and 322B.833 of the Act.

ARTICLE VIII

Liability

No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article VIII shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 322B.56 of the Act or Minnesota Statutes Section 80A.76, or (iv) for any transaction from which the governor derived an improper personal benefit. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the Company in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of March, 2015



Kyle Kingsley, Organizer



Work Item 818381100021
Original File Number 818381100021

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
03/20/2015 11:59 PM

Steve Simon

Steve Simon
Secretary of State

**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: MM ACQUISITION, LLC
MINNESOTA: MINNESOTA MEDICAL SOLUTIONS LLC

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: MINNESOTA MEDICAL SOLUTIONS LLC

Name of Surviving Entity after Effective Date of Merger:

MINNESOTA MEDICAL SOLUTIONS LLC

This certificate has been issued on: 04/08/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

ARTICLES OF MERGER
MERGING
MM ACQUISITION LLC
INTO
MINNESOTA MEDICAL SOLUTIONS LLC

Pursuant to the provisions of Minnesota Statutes, Sections 322B.73, the undersigned managers of MM Acquisition, LLC, a Minnesota limited liability company (the "Merging LLC"), and Minnesota Medical Solutions LLC, a Minnesota limited liability company (the "Surviving LLC"), hereby certify that:

(a) attached hereto as Exhibit A is a true and correct copy of the Plan of Merger (the "Plan of Merger") merging the Merging LLC into the Surviving LLC; and

(b) the Plan of Merger has been duly adopted and approved by the Merging LLC and the Surviving LLC pursuant to and in accordance with Minnesota Statutes, Section 322B.72.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of April 3, 2015.

MM ACQUISITION LLC

By [Signature]
Name: KYLE KINOSKEY
Title: Chief Manager

MINNESOTA MEDICAL SOLUTIONS LLC

By [Signature]
Name: KYLE KINOSKEY
Title: Chief Manager

EXHIBIT A
PLAN OF MERGER

See attached.

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is dated as of April 6, 2015, by and between MM Acquisition LLC, a Minnesota limited liability company (the "Merging LLC"), Minnesota Medical Solutions LLC, a Minnesota limited liability company (the "Surviving LLC") and Vireo Health LLC, a Minnesota limited liability company ("Vireo").

RECITALS

WHEREAS, the membership interests of Surviving LLC are held by various members in three separate classes of units.

WHEREAS, the governors and members of Surviving LLC desire to create a holding company structure in which, immediately following the merger described herein, Surviving LLC will be wholly owned subsidiary of Vireo, and the current members of Surviving LLC will own the membership interests of Vireo on an identical basis to their ownership of Surviving LLC immediately preceding the merger.

WHEREAS, Merging LLC is a recently formed Minnesota limited liability company and Vireo owns 100% of the membership interests in Merging LLC.

WHEREAS, all of the members and all of the governors of the Merging LLC and the Managing Member and all of the governors of the Surviving LLC have approved the merger of the Merging LLC with and into the Surviving LLC upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises set forth below, Merging LLC, Surviving LLC and Vireo hereby agree as follows:

PLAN

1. Name of Merging Entity. The name of the merging entity is MM Acquisition LLC.
2. Name of Surviving Entity. The name of the surviving entity is Minnesota Medical Solutions LLC.
3. Merger. At the Effective Time (as defined below), the Merging LLC will be merged with and into the Surviving LLC in accordance with the laws of the State of Minnesota and the separate existence of the Merging LLC will thereupon cease (the "Merger"). The Surviving LLC will continue to exist as a limited liability company created and governed by the Minnesota Limited Liability Company Act (the "Act") after the Merger.
4. Effective Time. The Merger will become effective (the "Effective Time") at 12:01 a.m. on the date this Plan of Merger is filed with the Minnesota Secretary of State.

5. Treatment of Ownership Interests.

(a) At the Effective Time, by virtue of the Merger and without any action on the part of any holder thereof, each of the membership interests of Surviving LLC (the "Minn Med Interests") which were issued and outstanding immediately prior to the Effective Time will be cancelled and extinguished and converted automatically into the right to receive equivalent number of membership interests in Vireo (the "Vireo Interests"). All Minn Med Interests of any class, when cancelled, extinguished and converted pursuant to this Section 5(a), shall no longer be outstanding and shall be cancelled and retired, and each former holder of Minn Med Interests of any class shall cease to have any rights with respect thereto, except for the right to receive an equivalent Vireo Interest as provided for in this Plan of Merger.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the Merging LLC's membership interests which were issued and outstanding prior to the Effective Time will automatically be cancelled and extinguished.

6. Articles of Merger. On or before the Effective Time, each party hereto will execute Articles of Merger (the "Articles of Merger") setting forth the information required by the Act. The Articles of Merger will be filed with the Secretary of the State of Minnesota or as otherwise required by the Act, and will provide that the Merger will become effective at the Effective Time.

7. Articles of Organization; Member Control Agreement.

(a) The Third Amended and Restated Articles of Organization of Surviving LLC in effect on the Effective Time will become the articles of organization of the Surviving LLC until the same will thereafter be amended as provided by the Act.

(b) The Second Amended and Restated Member Control and Operating Agreement of Surviving LLC, as in effect immediately prior to the Effective Time, will remain in effect as the member control and operating agreement of the Surviving LLC until the same will thereafter be altered, amended or repealed.

8. Succession to Rights and Obligations. From and after the Effective Time, the Surviving LLC will automatically succeed to all of the assets and rights and all of the liabilities and obligations of the Merging LLC. The provisions of this Plan of Merger will be binding upon and inure to the benefit of all the parties hereto and their successors and assigns.

9. Managers and Governors. The managers and governors of the Surviving LLC on the Effective Time will continue as managers and governors of the Surviving LLC until the election and qualification of their successors.

10. Governing Law. The laws of the State of Minnesota will govern this Plan of Merger.

11. Miscellaneous.

(a) This Plan of Merger (including the documents and instruments referred to herein):
(i) constitutes the entire agreement of the parties hereto and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof and (ii) is not intended to confer upon any other person any rights or remedies hereunder.

(b) All section headings are inserted for convenience only and will not affect the interpretation of this Plan of Merger.

(c) This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original, which together constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the parties does hereby execute this Plan of Merger as of the date first written above.

MERGING LLC:

SURVIVING LLC:

MM ACQUISITION LLC

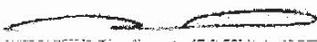
MINNESOTA MEDICAL SOLUTIONS, LLC


By: KYLE KINGSEY
Its: Chief Manager


By: KYLE KINGSEY
Its: Chief Manager

VIREO:

VIREO HEALTH LLC


By: KYLE KINGSEY
Its: Chief Manager



File Numbers

82151800003

818381100021

625651900041

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

4/8/2015 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for VIREO VAPORIZER COMPANY LLC, File Number 150423000242 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 24, 2015.

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/07

Authentication Number: 1504241035 To verify the authenticity of this document you may access the Division of Corporations' Document Authentication Website at <http://ecorp.dos.ny.gov>

150423000 0 242

ARTICLES OF ORGANIZATION

OF

VIREO VAPORIZER COMPANY LLC

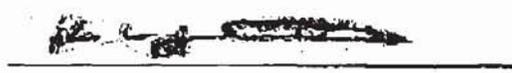
Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Vireo Vaporizer Company LLC.

SECOND: The county within this state in which the office of the limited liability company is to be located is: Albany County.

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is: c/o Registered Agent Solutions, Inc. 99 Washington Avenue, Suite 1008, Albany, New York 12260.

FOURTH: The name and street address within this state of the registered agent of the limited liability company upon whom and at which process against the limited liability company can be served is: Registered Agent Solutions, Inc., 99 Washington Avenue, Suite 1008, Albany, New York 12260.



(Signature)

Kyle Kingsley, Organizer

(Print or Type Name)

**DRAWDOWN
ACCT# 60**

FILED
2015 APR 23 AM 10: 20

242

Articles of Organization

of

Vireo Vaporizer Company LLC

(Entity Name)

Under Section 203 of the Limited Liability Company Law

100
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 23 2015

TAX \$ _____

BY: _____

JTU

Filed by:

Kyle Kingsley
(Name)

5200 Willson Rd., Suite 150
(Mailing address)

Edina, MN 55424
(City, State and ZIP code)

RECEIVED
2015 APR 22 PM 4: 07
NY071-100808 C T System Online

250



**EMAIL ADDRESS SUBMISSION/UPDATE INTERFACE
EMAIL CONFIRMATION SCREEN**

Thank you for the submission of your email address. This Current Email Address listed below will be used to send email notifications such as when an entity's Biennial Statement is due for filing. If the Current Email Address is incorrect, please go to the Department of State's Biennial Statement Email Address Notification website at www.email.ebiennial.dos.ny.gov to update this information. You will receive an email confirming the submission of your new email address. Please print a copy of this screen for your records.

Current Entity Name: VIREO VAPORIZER COMPANY LLC
Fictitious Name(if applicable):
DOS ID: 4746910
Initial DOS Filing Date: APRIL 23, 2015
County: ALBANY
Jurisdiction: NEW YORK
Entity Type: DOMESTIC LIMITED LIABILITY COMPANY
Current Email Address: AMBERSHIMPA@MINNESOTAMEDICALSOLUTIONS.COM

If you have questions regarding your email address, please contact us at ebiennial@dos.ny.gov
NYS Division of Corporations, State Records & Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231-0001 (518) 473-2492
[\[PRINT THIS PAGE\]](#) [\[CLOSE APPLICATION\]](#) [\[RETURN TO MAIN PAGE\]](#)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 28, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CT-07

150527000 412

New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Ave. Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF INCORPORATION
OF**

New York CannaCare Corporation

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

New York CannaCare Corporation

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: *(Select one)*

- The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- The purpose or purposes for which the corporation is formed are as follows:

FOURTH: *(Check the appropriate statement)*

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: charitable corporation non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of Saratoga, State of New York.

SEVENTH: The names and addresses of the three initial directors of the corporation are:
(A minimum of three are required)

Name: Kyle Kinsley

Address: 1226 State Rt. 147, West Charlton, NY 12010

Name: Amber Shimpa

Address: 1226 State Rt. 147, West Charlton, NY 12010

Name: Michael Newell

Address: 1226 State Rt. 147, West Charlton, NY 12010

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

1226 State Rt. 147
West Charlton, NY 12010

NINTH. (Optional - Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph.)

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.)

9.1 This corporation shall not afford or pay pecuniary gain or remuneration, incidentally or otherwise, to its members, directors, or officers as such, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its charitable purposes.

9.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Incorporator Name: Kyle Kingsley

(Type or Print)

Address: 1226 State Rt. 147, West Charlton, NY 12010

Signature **X** *K*

CT-07

412

CERTIFICATE OF INCORPORATION
OF

New York CannaCare Corporation

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

APR 2015

FILED BY: Name: Kyle Kingsley

Mailing Address: 1226 State Rt. 147

City: West Charlton State: NY Zip Code: 12010

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$75 filing fee made payable to the "Department of State."

For DOS use only

FILED

2015 MAY 27 AM 11:55

RECEIVED

2015 MAY 26 PM 4:05

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 27 2015

TAX \$ _____

BY: [Signature]

1st Ref # 9562674mc

DRAWDOWN

430

FILING RECEIPT

=====

ENTITY NAME: NEW YORK CANNACARE CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: SARA

=====

FILED: 05/27/2015 DURATION: PERPETUAL CASH#: 150527000430 FILM #: 150527000412

FILER:

EXIST DATE

KYLE KINGSLEY
1226 STATE RT. 147

05/27/2015

WEST CHARLTON, NY 12010

ADDRESS FOR PROCESS:

THE CORPORATION
1226 STATE RT. 147
WEST CHARLTON, NY 12010

REGISTERED AGENT:



=====

SERVICE COMPANY: C T CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEEs 110.00

FILING 75.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 110.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 110.00
 OPAL 0.00
REFUND 0.00

9562674MC

DOS-1025 (04/2007)

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Acacia Medical Group PLLC

File Number: 805552100029

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 01/13/2015



Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company/Articles of Organization
Minnesota Statutes 322B



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Organization:

ARTICLE 1 - LIMITED LIABILITY COMPANY NAME:

Acacia Medical Group PLLC

ARTICLE 2 - REGISTERED OFFICE and AGENT:

Name

Address:

3228 Sunset Lake drive Burnsville MN 55337 USA

ARTICLE 3 - DURATION: **PERPETUAL**

ARTICLE 4 - ORGANIZERS:

Name:

Address:

edwin bogonko

**3228 Sunset Lake drive Burnsville MN 55337
USA**

Medicine & Surgery

Physician Assistant

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: ENB

MAILING ADDRESS: P.O. Box 1993 Burnsville MN 55337

EMAIL FOR OFFICIAL NOTICES:

allafone@gmail.com



Work Item 805552100029
Original File Number 805552100029

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
01/13/2015 11:59 PM

A handwritten signature in cursive script that reads "Steve Simon".

Steve Simon
Secretary of State



Office of the Minnesota Secretary of State
 Minnesota Limited Liability Company | Articles of Organization
Minnesota Statutes, Chapter 322B

Read the instructions before completing this form.
 Filing Fee: \$155 for expedited service in-person and online filings, \$135 if by mail

The undersigned organizer(s), in order to form a Limited Liability Company under *Minnesota Statutes, Chapter 322B* adopt the following:

Article I - Name of Limited Liability Company (Required)

Greenfield Investment Group LLC

(The company name must include the words Limited Liability Company or the abbreviation LLC)

Article II - Registered Office Address and Agent (A Registered Office Address is Required)

40791 Stateline Rd Mabel MN 55954
 Street Address (A PO Box by itself is not acceptable) City State Zip Code

Registered Agent at the above address is: Susan Petersen

Article III - Duration

The period of duration for this limited liability company shall be: (If this is not completed, a perpetual duration is assumed by law.)

Article IV - Organizers (Required)

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

John & Susan Petersen 40791 Stateline Rd Mabel MN 55954
 Organizer's Name Street Address City State Zip

[Signature] [Signature] 1/27/15
 Signature Date

Randy & Tanny Mayer

Organizer's Name Street Address City State Zip

[Signature] [Signature] 1/27/15
 Signature Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices, including this submission: sue.petersen@cpsagu.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Susan Petersen 608-385-2405

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

GREENFIELD INVESTMENT GROUP LLC

MINNESOTA LIMITED LIABILITY COMPANY/ARTICLES OF ORGANIZATION

Article IV -- Organizers

Tyler & Nicole Johnson

Tyler Johnson

Nicole Johnson

Signature

Kevin & Karen Johnson

Kevin Johnson

Karen Johnson

Signature

Donald & Jaci Anderson

Donald Anderson

Jaci Anderson

Signature

Andy & Jackie Tieskotter

Andy Tieskotter

Jackie Tieskotter

Signature

GREENFIELD INVESTMENT GROUP LLC
MINNESOTA LIMITED LIABILITY COMPANY/ARTICLES OF ORGANIZATION

Page 2

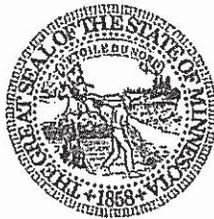
Article IV –Organizers Cont.

Eric Petersen



A handwritten signature in black ink, appearing to read 'Eric Petersen', is written over a solid black rectangular redaction box. The signature is cursive and extends to the right of the box.

Signature



Work Item 808881600031
Original File Number 808881600031

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
02/04/2015 11:59 PM

Steve Simon

Steve Simon
Secretary of State

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Love's LLC
File Number: 806038500025
Minnesota Statutes, Chapter: 322B
This certificate has been issued on: 01/15/2015



A handwritten signature in cursive script that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company/Articles of Organization
Minnesota Statutes 322B



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Organization:

ARTICLE 1 - LIMITED LIABILITY COMPANY NAME:

Love's LLC

ARTICLE 2 - REGISTERED OFFICE and AGENT:

Name

Address:

James Love

13748 201st Avenue Preston MN 55965 USA

ARTICLE 3 - DURATION: PERPETUAL

ARTICLE 4 - ORGANIZERS:

Name:

Address:

James M. Love

13748 201st Avenue Preston MN 55965 USA

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: James M. Love

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES:

mfgione@remboltlawfirm.com



Work Item 806038500025
Original File Number 806038500025

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
01/15/2015 11:59 PM

Steve Simon

Steve Simon
Secretary of State



Steve Simon

Office of Minnesota Secretary of State
STATE OF MINNESOTA

1/15/2015

Dear Love's LLC,

Thank you for your business filing with the Office of the Minnesota Secretary of State. Minnesota has a very robust and exciting business community, and our office looks forward to assisting you in the future.

I have included an additional [business resource document](#) below that would be a helpful reference for you.

I encourage you to stay connected to our Business Services division by subscribing to receive important updates and news briefs through our quarterly electronic business newsletter. This periodical also provides important reminders regarding filing and more. To receive this item and other Office of the Secretary of State news and updates, [visit our online subscribe page](#).

If our office can be of further assistance, please do not hesitate to contact our Business Services helpdesk at business.services@state.mn.us.

Sincerely,

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

Business Services Center Information

From the Office of the Minnesota Secretary of State



Additional Actions and Contacts Now That You Have Completed Your Filing

There may be additional steps needed once your registration has been filed with our office. Please read the information provided below. If you have any questions, Please contact our office at 651-296-2803, toll free: 1-877-551-6767, Minnesota Relay 711 or by email at: business.services@state.mn.us, or visit our website: www.sos.state.mn.us.

Assumed Name: If you filed a Certificate of Assumed Name or an Amended Certificate of Assumed Name, you must publish it in a "legal newspaper" in the county in which the business is located. You can get a list of those newspapers on our website under Business & Nonprofit, Search, and then Legal Newspapers. You must publish the text of the Certificate or Amended Certificate in two consecutive issues (two days in a row if the newspaper is daily; two weeks in a row if the newspaper is weekly). Your assumed name filing may be invalid if you do not complete this step. Contact the newspaper for further instructions on how to get this published. After publication, the newspaper will provide an affidavit of publication which you should retain in your business records.

In addition, you must file an annual renewal once every calendar year, beginning in the calendar year following your original filing with the Secretary of State. Your Assumed Name will expire if you fail to file your annual renewal. If your Assumed Name has expired, you may get it reinstated (if the name is still available) by filing a renewal for the current year and paying a fee.

Corporation, Co-op, LLC, LLP or LP: If you filed a Minnesota, Foreign Business, or Non-Profit Corporation, or a Cooperative, Limited Liability Company, Limited Liability Partnership or Limited Partnership, you must file an annual renewal once every calendar year, beginning in the calendar year following your original filing with the Secretary of State. Your entity will be "statutorily dissolved" (no longer be recognized as existing in Minnesota) if you fail to file your annual renewal. If your entity has been statutorily dissolved, you may have it retroactively reinstated (as long as the name is still available) by filing a renewal for the current year and paying a fee.

Name Reservation: If you filed a Name Reservation, it is valid for twelve months from the date of filing. You may renew it each year for twelve more months by filing another Name Reservation form and paying a fee prior to the date it expires. If your Name Reservation has expired, you may renew it (as long as the name is still available) by filing another Name Reservation form and paying a fee.

Trademark: If you filed a Trademark registration, it is valid for 10 years. You may renew it for another 10 years by filing a renewal form and paying a fee during the 6 months prior to the date it expires.

Agricultural Land: Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the Department of Agriculture.

Online Services are available with the Office of the Secretary of State. Order business certificates, business copies, or file business filings online using credit card for payment. Visit our website: www.sos.state.mn.us

To receive the Business Services quarterly electronic newsletter for important updates, reminders and news briefs, visit www.sos.state.mn.us and click on the red envelope icon or visit <https://public.govdelivery.com/accounts/MNSOS/subscriber/new>.



The Office of the Secretary of State does not provide legal or business advice. This information is presented as a convenience for our customers. The Office does not guarantee the services provided by the listed organizations. This page does not list all requirements for a newly registered business. Please consult your own legal or business advisor for information and advice about your own situation.

Office of the Minnesota Secretary of State | Business Services Center | 60 Empire Drive, Suite 100 | St. Paul, MN 55103
1-877-551-6767 or 651-296-2803 | MN Relay Service 711 | business.services@state.mn.us | www.sos.state.mn.us

TAX ID NUMBERS, LICENSING & OTHER BUSINESS RESOURCES

INTERNAL REVENUE SERVICE

For Employer ID# Form: 1-800-829-3676
Tel. Assistance for Businesses:
1-800-829-4933
Tel. Assistance for Tax Exempt Organizations:
1-877-829-5500
Website: www.irs.gov

DEPARTMENT OF REVENUE

General Info: 651-296-6181
State Tax ID Info: 651-282-5225
or 1-800-657-3605
Website: www.revenue.state.mn.us

DEPARTMENT OF COMMERCE

Licensing of Banks, Credit Unions, Insurance, Real Estate,
Securities, etc. Phone: 651-539-1500
Website: www.commerce.state.mn.us

DEPARTMENT OF EMPLOYMENT & ECONOMIC DEVELOPMENT

MN Unemployment Insurance Program & Unemployment
Insurance Employer Account Info: 651-296-6141
Website: www.uimn.org

DEPARTMENT OF LABOR & INDUSTRY

Worker's Comp & General Info: 651-284-5000
Contractor License Info:
651-284-5034
Website: www.doli.state.mn.us

AFRICAN DEVELOPMENT CENTER OF MINNESOTA - A community assistance organization.
Phone: 612-333-4772 Website: www.adcmnnesota.org

J.J. HILL BUSINESS LIBRARY - Phone: 1-800-700-HILL, Website: www.biztoolkit.org

LATINO ECONOMIC DEVELOPMENT CENTER - A community assistance organization.
Phone: 612-724-5332 E-mail: info@ledc-mn.org; Website: www.ledc-mn.org

LEGAL CORPS - Volunteer lawyers for micro-businesses and nonprofits.
Phone: 1-888-454-5267 or 612-752-6678 Website: www.legalcorps.org

MAP FOR NONPROFITS - Management assistance for nonprofits.
Phone: 651-647-1216; Website: www.mapfornonprofits.org

METROPOLITAN ECONOMIC DEVELOPMENT ASSOCIATION (MEDA) - Helps entrepreneurs of color succeed.
Phone: 612-332-6332; Email: info@meda.net; Website: www.meda.net

MINNESOTA ATTORNEY GENERAL - Nonprofit and charitable trust information.
Phone: 651-296-6196 or 1-800-657-3787 Website: www.ag.state.mn.us

MINNESOTA COUNCIL OF NONPROFITS - How to start a nonprofit workshops and handbook.
Phone: 651-642-1904; Website: www.minnesotanonprofits.org

MINNESOTA STATE LEGISLATURE - Statutes, laws and rules. Website: www.leg.state.mn.us

SERVICE CORPS OF RETIRED EXECUTIVES (SCORE) - Counselors to America's small business providing free
business advice. Phone: 952-938-4570; Website: www.score.org

SMALL BUSINESS ASSISTANCE - Division of the Minnesota Department of Employment & Economic
Development, which publishes "A Guide to Starting a Business in Minnesota" and maintains a directory of
license and permit information. Phone: 651-556-8425 or 1-800-310-8323; Website: www.mnsbao.com

UNITED STATES COPYRIGHT OFFICE - Phone: 202-707-3000; Website: www.copyright.gov

UNITED STATES PATENTS & TRADEMARKS - Phone: 1-800-786-9199; Website: www.uspto.gov

UNITED STATES POSTAL SERVICE - Phone: 612-349-3507; Website: www.usps.com

UNITED STATES SMALL BUSINESS ADMINISTRATION - Small business programs and services.
Phone: 1-800-827-5722; Website: www.sba.gov

VETERANS RESOURCE - Minnesota Department of Employment and Economic Development.
Website: <http://www.positivelyminnesota.com/JobSeekers/Veterans/index.aspx>

WOMEN VENTURE - A nonprofit organization that helps women achieve economic success through
entrepreneurship and career building.
Phone: 651-646-3808; Toll free: 1-866-646-3808; Email: info@womenventure.org; Website:
www.womenventure.org

This document is available in alternate formats for individuals with disabilities.

Revised : 7/2/2014

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Love's LLC
File Number: 806038500025
Minnesota Statutes, Chapter: 322B
This certificate has been issued on: 01/15/2015



Steve Simon
Secretary of State
State of Minnesota



Work Item 806038500025
Original File Number 806038500025

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
01/15/2015 11:59 PM

Steve Simon

Steve Simon
Secretary of State



Steve Simon

Office of Minnesota Secretary of State

STATE OF MINNESOTA

1/15/2015

Dear Love's LLC,

Thank you for your business filing with the Office of the Minnesota Secretary of State. Minnesota has a very robust and exciting business community, and our office looks forward to assisting you in the future.

I have included an additional business resource document below that would be a helpful reference for you.

I encourage you to stay connected to our Business Services division by subscribing to receive important updates and news briefs through our quarterly electronic business newsletter. This periodical also provides important reminders regarding filing and more. To receive this item and other Office of the Secretary of State news and updates, visit our online subscribe page.

If our office can be of further assistance, please do not hesitate to contact our Business Services helpdesk at business.services@state.mn.us.

Sincerely,

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon

Secretary of State
State of Minnesota

Business Services Center Information



From the Office of the Minnesota Secretary of State

Additional Actions and Contacts Now That You Have Completed Your Filing

There may be additional steps needed once your registration has been filed with our office. Please read the information provided below. If you have any questions, Please contact our office at 651-296-2803, toll free: 1-877-551-6767, Minnesota Relay 711 or by email at: business.services@state.mn.us, or visit our website: www.sos.state.mn.us.

Assumed Name: If you filed a Certificate of Assumed Name or an Amended Certificate of Assumed Name, you must publish it in a "legal newspaper" in the county in which the business is located. You can get a list of those newspapers on our website under Business & Nonprofit, Search, and then Legal Newspapers. You must publish the text of the Certificate or Amended Certificate in two consecutive issues (two days in a row if the newspaper is daily; two weeks in a row if the newspaper is weekly). Your assumed name filing may be invalid if you do not complete this step. Contact the newspaper for further instructions on how to get this published. After publication, the newspaper will provide an affidavit of publication which you should retain in your business records.

In addition, you must file an annual renewal once every calendar year, beginning in the calendar year following your original filing with the Secretary of State. Your Assumed Name will expire if you fail to file your annual renewal. If your Assumed Name has expired, you may get it reinstated (if the name is still available) by filing a renewal for the current year and paying a fee.

Corporation, Co-op, LLC, LLP or LP: If you filed a Minnesota, Foreign Business, or Non-Profit Corporation, or a Cooperative, Limited Liability Company, Limited Liability Partnership or Limited Partnership, you must file an annual renewal once every calendar year, beginning in the calendar year following your original filing with the Secretary of State. Your entity will be "statutorily dissolved" (no longer be recognized as existing in Minnesota) if you fail to file your annual renewal. If your entity has been statutorily dissolved, you may have it retroactively reinstated (as long as the name is still available) by filing a renewal for the current year and paying a fee.

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To receive the Business Services quarterly electronic newsletter for important updates, reminders and news briefs, visit www.sos.state.mn.us and click on the red envelope icon or visit <https://public.govdelivery.com/accounts/MNSOS/subscriber/new>.



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www.womenventure.org

This document is available in alternate formats for individuals with disabilities.

Revised : 7/2/2014

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company | Articles of Organization
Minnesota Statutes, Chapter 322B



Read the instructions before completing this form.
Filing Fee: \$155 for expedited service in-person and online filings, \$135 if by mail

The undersigned organizer(s), in order to form a Limited Liability Company under *Minnesota Statutes, Chapter 322B* adopt the following:

Article I – Name of Limited Liability Company (Required)

LOVE'S LLC

(The company name must include the words Limited Liability Company or the abbreviation LLC)

Article II - Registered Office Address and Agent (A Registered Office Address is Required)

13748 201st Avenue **Preston** **MN** **55965**
 Street Address (A PO Box by itself is not acceptable) City State Zip Code

Registered Agent at the above address is: **James Love**

Article III – Duration

The period of duration for this limited liability company shall be: (If this is not completed, a perpetual duration is assumed by law.) **Perpetual**

Article IV – Organizers (Required)

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

James Love **13748 201st Avenue** **Preston** **MN** **55965**
 Organizer's Name Street Address City State Zip

James Love **1-14-14**
 Signature Date

Organizer's Name Street Address City State Zip

Signature Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices, including this submission: **mvalgione@rembolllawfirm.com**

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Michelle Falgione, Paralegal **(402) 475-5100**

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

Article I – Name of Limited Liability Company (Required)

List the exact company name. The company name **MUST** include the words Limited Liability Company or abbreviation LLC, and may not include the words “corporation” or “incorporated” or their abbreviations. A preliminary name availability check may be done by accessing our website at www.sos.state.mn.us.

Article II - Registered Office Address and Agent (A Registered Office Address is Required)

A registered office address in Minnesota is required. List the complete street address or rural route and rural route box number for the registered office address. A post office box by itself is not acceptable. If you have a registered agent, list the full name of the agent located at the registered office address. An Agent is not required.

Article III - Duration

The limited liability company has a perpetual duration unless stated otherwise.

Article IV – Organizers (Required)

Only one organizer is required. An organizer must be an individual 18 years of age or older. List the name and complete address for each organizer. A signature is required for each organizer or by an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).) List the organizers on an additional sheet if there are more than two organizers.

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: \$155 for expedited service in-person and online filings, \$135 if submitted by mail
Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103

(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

LLCArticlesOfOrganizationRev.7/15/2013

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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SEE RESTRICTIONS ON REVERSE SIDE



ORGANIZED UNDER THE LAWS OF THE STATE OF MINNESOTA
LOVE'S LLC
Authorized to Issue Units of Interest

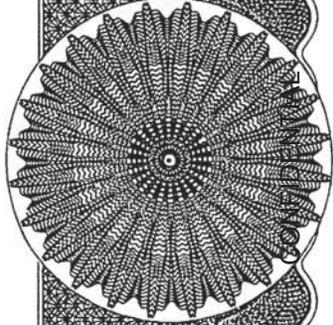
Unit Certificates

Zero (0) _____ is the owner of
S P E C I M E N
_____ Units of the above
Limited Liability Company transferable only on the books of the Limited Liability Company by the holder hereof in person
or by duly authorized Attorney upon surrender of this Certificate properly endorsed. Transfer of these Units is subject
to restrictions in the Operating Agreement/Company Agreement/Regulations for this Limited Liability Company.

The Company will furnish without charge to each Unit holder who so requests, the powers, designations, preferences
and relative participation rights of Unit holders and the qualifications, limitations or restrictions of such rights.

In Witness Whereof, the said Limited Liability Company has caused this Certificate to be signed by its duly
authorized Member(s)/Manager(s) and to be sealed with the Seal of the Limited Liability Company.

Dated _____



THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE. THESE SECURITIES MAY NOT BE ASSIGNED, OR OTHERWISE TRANSFERRED, EXCEPT (i) UPON REGISTRATION UNDER APPLICABLE FEDERAL AND STATE SECURITIES LAWS AND REGULATIONS, (ii) UPON DELIVERY TO THE COMPANY OF A SATISFACTORY OPINION OF COUNSEL THAT REGISTRATION IS NOT REQUIRED FOR SUCH TRANSFER, OR (iii) SUBMISSION TO THE COMPANY OF SATISFACTORY EVIDENCE THAT ANY SUCH TRANSFER SHALL NOT VIOLATE APPLICABLE FEDERAL AND STATE SECURITIES LAWS AND REGULATIONS.

THE ASSIGNMENT OR OTHER TRANSFER OF THESE UNITS IS RESTRICTED BY THE OPERATING AGREEMENT OF THE COMPANY. ANY TRANSFER OF THESE UNITS IN VIOLATION OF SUCH RESTRICTIONS IS VOID AND WILL NOT BE RECOGNIZED.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations. Additional abbreviations may also be used though not in the list.

| | | |
|---------|---|--|
| TEN COM | - as tenants in common | UNIF GIFT MIN ACT - _____ Custodian _____ (Minor) |
| TEN ENT | - as tenants by the entireties | under Uniform Gifts to Minors Act _____ (State) |
| JT TEN | - as joint tenants with right of survivorship and not as tenants in common | UNIF TRF MIN ACT - _____ Custodian _____ (Minor) |
| | | under _____ (State) Uniform Transfer to Minors Act |

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

For value received, the undersigned hereby sells, assigns and transfers unto

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

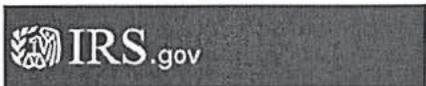
Units

represented by the within Certificate, and do hereby irrevocably constitutes and appoints _____

Attorney to transfer the said Units
on the books of the within-named Limited Liability Company with full power of substitution in the premises.

Dated, _____
In presence of _____

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular without alteration or enlargement, or any change whatever.



EIN Assistant

Your Progress: 1. Identity ✓ 2. Authenticate ✓ 3. Addresses ✓ 4. Details ✓ 5. EIN Confirmation

Congratulations! The EIN has been successfully assigned.

EIN Assigned: [REDACTED]

Legal Name: **LOVES LLC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN.

[Continue >>](#)

Help Topics:

[Can the EIN be used before the confirmation letter is received?](#)



EIN Assistant

Your Progress: 1. Identity ✓ 2. Authenticate ✓ 3. Addresses ✓ 4. Details ✓ 5. EIN Confirmation

Summary of your information

Please review the information you are about to submit. If any of the information below is incorrect, you will need to [start a new application](#).

Click the "Submit" button at the bottom of the page to receive your EIN.

Organization Type: LLC

LLC Information

| | |
|--|---|
| Legal name: | LOVES LLC |
| County: | FILLMORE |
| State/Territory: | MN |
| Start date: | JANUARY 2015 |
| Closing month of accounting year: | DECEMBER (The closing month of the accounting year is defaulted to December due to your organization type. To change your closing month of accounting year, complete Form 1128 .) |
| State/Territory where articles of organization are (or will be) filed: | MN |

Addresses

| | |
|--------------------|---|
| Physical Location: | 13743 201ST AVE PRESTON MN 55965 |
| Phone Number: | 507-837-3128 |
| TPD Name: | MICHELLE FALGIONE |
| TPD Address: | 3 LANDMARK CENTRE 1128 LINCOLN MALL LINCOLN NE 68508 |
| TPD Phone Number: | [REDACTED] |

Responsible Party

| | |
|----------|------------------|
| Name: | JAMES M LOVE MBR |
| SSN/TIN: | [REDACTED] |

Principal Business Activity

| | |
|---------------------------------------|---------------------|
| What your business/organization does: | OTHER |
| Principal products/services: | BUSINESS INVESTMENT |

Additional LLC Information

| | |
|--|------------------------|
| Owns a 55,000 pounds or greater highway motor vehicle: | NO |
| Involves gambling/wagering: | NO |
| Involves alcohol, tobacco or firearms: | NO |
| Files Form 720 (Quarterly Federal Excise Tax Return): | NO |
| Has employees who receive Forms W-2: | NO |
| Reason for Applying: | STARTED A NEW BUSINESS |

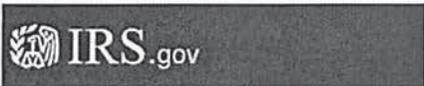
Help Topics

[What is Form 1128?](#)

We strongly recommend you print this summary page for your records as this will be your only copy of the application. You will not be able to return to this page after you click the "Submit" button.

Click "Submit" to send your request and receive your EIN.

Once you submit, please wait while your application is being processed. It can take up to two minutes for your application to be processed.



EIN Assistant

Your Progress: 1. Identity ✓ 2. Authenticate ✓ 3. Addresses ✓ 4. Details ✓ 5. EIN Confirmation

Additional Information about your EIN

We suggest you print this page for your records.

When Can You Use Your EIN?

This EIN is your permanent number and can be used immediately for most of your business needs, including:

- Opening a bank account
- Applying for business licenses
- Filing a tax return by mail.

However, it will take up to two weeks before your EIN becomes part of the IRS's permanent records. You must wait until this occurs before you can:

- File an electronic return
- Make an electronic payment
- Pass an IRS Taxpayer Identification Number (TIN) matching program.

Next Steps (for LLC)?

If you do not wish to accept the default status of either partnership or disregarded entity, you can file:

- [Form 8832](#) (Entity Classification Election). This form must be completed in a timely manner to receive corporation status. See the instructions for complete information.
- [Form 2553](#) (Election by a Small Business Corporation). This form must be completed in a timely manner to receive S corporation status. See the instructions for complete information.

Acceptance or Non-Acceptance of Election

- The service center will notify the LLC as to the acceptance or non-acceptance of its election. The LLC should generally receive a determination on its election within 60 days after it has filed Form 8832 or Form 2553.
- Do not file Form 1120 (U.S. Corporation Income Tax Return) or Form 1120S (U.S. Income Tax Return for an S Corporation) until you receive notification of your acceptance.

You can download IRS forms, publications, and tax returns at <http://www.irs.gov/formspubs>

Corrections?

If you need to make changes to your organization's information, you must do so in writing and mail the information to the address provided at <http://www.irs.gov/file/article/0,,id=111138,00.html>.

<< Back

Continue >>

Help Topics

- [What is Form 8832?](#)
- [What is Form 2553?](#)

Application for Employer Identification Number

Department of the Treasury
Internal Revenue Service

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

EIN

▶ See separate instructions for each line. ▶ Keep a copy for your records.

| | | |
|-------------------------------|--|---|
| Type or print clearly. | 1 Legal name of entity (or individual) for whom the EIN is being requested Love's LLC | |
| | 2 Trade name of business (if different from name on line 1) | 3 Executor, administrator, trustee, "care of" name |
| | 4a Mailing address (room, apt., suite no. and street, or P.O. box) 13748 201st Avenue | 5a Street address (if different) (Do not enter a P.O. box.) |
| | 4b City, state, and ZIP code (if foreign, see instructions) Preston, MN 55965 | 5b City, state, and ZIP code (if foreign, see instructions) |
| | 6 County and state where principal business is located Fillmore County, Minnesota | |
| | 7a Name of responsible party James M. Love | 7b SSN, ITIN, or EIN [REDACTED] |
| | 8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | 8b If 8a is "Yes," enter the number of LLC members 3 |
| | 8c If 8a is "Yes," was the LLC organized in the United States? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| | 9a Type of entity (check only one box). Caution: If 8a is "Yes," see the instructions for the correct box to check. | |
| | <input type="checkbox"/> Sole proprietor (SSN) _____ <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____ <input type="checkbox"/> Personal service corporation <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____ | |
| | <input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (TIN) _____ <input type="checkbox"/> Trust (TIN of grantor) _____ <input type="checkbox"/> National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) if any ▶ _____ | |
| | 9b If a corporation, name the state or foreign country (if applicable) where incorporated | State _____ Foreign country _____ |
| | 10 Reason for applying (check only one box) | |
| | <input checked="" type="checkbox"/> Started new business (specify type) ▶ Limited Liability Company <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ _____ | |
| | <input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Created a pension plan (specify type) ▶ _____ | |
| | 11 Date business started or acquired (month, day, year). See instructions. January 15, 2015 | 12 Closing month of accounting year December |
| | 13 Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14. | |
| | Agricultural 0 | Household 0 |
| | Other 0 | |
| | 14 If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter. <input type="checkbox"/> | |
| | 15 First date wages or annuities were paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) N/A | |
| | 16 Check one box that best describes the principal activity of your business. | |
| | <input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail <input checked="" type="checkbox"/> Other (specify) Investment | |
| | 17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided. Business investment | |
| | 18 Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," write previous EIN here ▶ _____ | |

| | | |
|--|---|--|
| Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form. | | |
| Third Party Designee | Designee's name Timothy F. Clare, Esq. and/or Michelle Falgione, Paralegal | Designee's telephone number (include area code) (402) 475-5100 |
| | Address and ZIP code 3 Landmark Centre, 1128 Lincoln Mall, Suite 300, Lincoln, Nebraska 68508 | Designee's fax number (include area code) (402) 475-5087 |
| Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete. | | Applicant's telephone number (include area code) [REDACTED] |
| Name and title (type or print clearly) ▶ James M. Love, Member | | [REDACTED] |
| Signature ▶ <i>James M. Love</i> | | Date ▶ 1-14-14 |

Authorization to Apply for EIN

I, James M. Love on behalf of Love's LLC, authorize Michelle Falgione, Paralegal and/or Timothy F. Clare, Esq. to:

- Apply for an Employer Identification Number (EIN) from the IRS;
- Receive the EIN from the IRS; and
- Answer questions about the EIN and the application.

Signed this 14 day of January, 2015.

LOVE'S LLC

By: James M. Love
James M. Love, Member

4814-4852-8161, v. 1

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Premier Medical Solutions L. L. C.

File Number: 805415500023

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 01/12/2015



Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company/Articles of Organization
Minnesota Statutes 322B



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Organization:

ARTICLE 1 - LIMITED LIABILITY COMPANY NAME:

Premier Medical Solutions L. L. C.

ARTICLE 2 - REGISTERED OFFICE and AGENT:

Name

Address:

Jerrad Sunde

7935 Rhode Island Circle Bloomington MN 55438 USA

ARTICLE 3 - DURATION: **PERPETUAL**

ARTICLE 4 - ORGANIZERS:

Name:

Address:

James T Anderson

331 SW Third St. Willmar MN 56201 USA

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: James T. Anderson

MAILING ADDRESS: **None Provided**

EMAIL FOR OFFICIAL NOTICES:

amanda@willmarlaw.com

**ARTICLES OF ORGANIZATION
OF
PREMIER MEDICAL SOLUTIONS, LLC**

The undersigned organizer, being a natural person 18 years of age or older, in order to form a limited liability company under Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

The name of this Company is **Premier Medical Solutions, LLC.**

ARTICLE II

The registered office of this Company is located at **7935 Rhode Island, Circle, Bloomington, MN 55438.**

ARTICLE III

The name and address of the organizer of this Company is as follows:

| NAME | ADDRESS |
|--------------------------|--|
| James T. Anderson | Anderson Larson Saunders & Klaassen, P.L.L.P., 331 SW Third Street, P.O. Box 130, Willmar, MN 56201 |

ARTICLE IV

Unless dissolved earlier according to law, this Company shall exist for a perpetual period from and after the date these Articles of Organization are filed with the Minnesota Secretary of State.

ARTICLE V

Upon the occurrence of any event under section 322B.80, subdivision 1, clause (5), that terminates the continued membership of a member in the Company and leaves the Company with at least one remaining member, the remaining member or members shall have the power to avoid dissolution by giving dissolution avoidance consent, or by having their estate admit in another member; if they die as the sole member.

ARTICLE VI

The members of the Company shall have the power to enter into a business continuation agreement.

ARTICLE VII

No member of this Company shall have any cumulative voting rights.

ARTICLE VIII

No member of this Company shall have any pre-emptive rights as provided in section 322B.310.

ARTICLE IX

The names of the first governors of this Company are as follows:

Assen Chekerdjiev
Jerrad Sunde

ARTICLE X

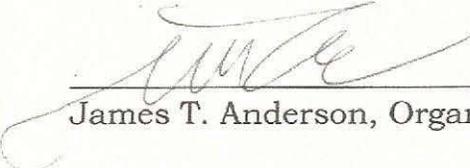
Any action required or permitted to be taken at a meeting of the Board of Governors of this Company not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.

ARTICLE XI

No governor of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 322B.56 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the governor derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with

respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

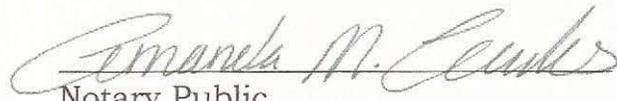
IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of January, 2015.


James T. Anderson, Organizer

State of Minnesota)
) ss.
County of Kandiyohi)

The foregoing instrument was acknowledged before me this 12th day of January, 2015, by James T. Anderson, as Organizer.




Notary Public



Work Item 805415500023
Original File Number 805415500023

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
01/12/2015 11:59 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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RECEIVED
SEP 04 2014
SEC. OF STATE

37657200 LLC

ARTICLES OF ORGANIZATION
OF
RLR INVESTMENTS 1, LLC

1188406

The undersigned, being of full age and for the purpose of forming a limited liability company for general business purposes under Chapter 10-32 of the North Dakota Century Code does hereby adopt the following Articles of Organization:

ARTICLE 1
Name

The name of the limited liability company is RLR Investments 1, LLC.

ARTICLE 2
Registered Office, Principal Executive Office and Registered Agent

The principal executive office of the limited liability company is 500 2nd Avenue North, Suite 400, Fargo, North Dakota 58102. The address of the registered office is 500 2nd Avenue North, Suite 400, Fargo, North Dakota 58102, and registered agent at that address is John V. Boulger.

ARTICLE 3
Period of Existence

Unless the limited liability company is dissolved earlier in accordance with the law, the period of existence of the limited liability company shall be 50 years from the date of filing of these Articles of Organization.

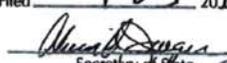
ARTICLE 4
Organizers

The name and address of the organizer of the limited liability company is:

John V. Boulger
500 2nd Ave N, Ste 400
Fargo, ND 58102

ARTICLE 5
Limitation of Liability of Governors

A governor of this limited liability company shall not be personally liable to this limited liability company or its members for monetary damages for breach of fiduciary duty

NORTH DAKOTA
Filed 9-23 2014

Secretary of State 

as a governor, except for liability (i) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (ii) under North Dakota Century Code § 10-32-66; or (iii) for any transaction from which such governor derived an improper personal benefit. If Chapter 10-32 of North Dakota Century Code is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of this limited liability company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 10-32 of the North Dakota Century Code as amended. Any repeal or modification of this Article by the members of this limited liability company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of this limited liability company existing at the time of such repeal or modification.

ARTICLE 6

Action by Written Consent

6.1. Any action required or permitted to be taken at a meeting of the Board of Governors which does not require the approval of the members may be taken by written action signed by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken by written action signed by all of the governors then in office.

6.2. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by the members who own the number of Membership Units that would be required to take the same action at a meeting of the members at which all members were present.

ARTICLE 7

Membership Units

Membership interests in the limited liability company shall be represented by Membership Units. Subject to any terms and conditions imposed by law, the Operating Agreement or any Member Control Agreement for the limited liability company, the Board of Governors is authorized to cause the limited liability company to issue up to and including 100,000 Membership Units for such consideration and upon such terms and conditions as the Board of Governors shall approve. By applicable Operating Agreement or Member Control Agreement of the limited liability company or by action of the Board of Governors, membership interests may be set with relative rights and preferences of different classes and series. If nothing is specified in applicable Operating Agreements, Member Control Agreements, or by action of the Board of Governors, Membership Units shall be equal in all respects, and each Membership Unit outstanding shall be entitled to one vote upon each matter for which Members are entitled to vote and shall share equally in allocations of profits and losses and distributions; provided, however, nothing herein

contained shall prohibit a member from assigning part or all of any such member's financial rights represented by Membership Units to the extent not otherwise restricted by law, or any Operating Agreement or Member Control Agreement of the limited liability company nor shall it be construed to restrict the ability to create different classes and series of Membership interests by action of the Board of Governors or by Operating Agreement or Member Control Agreement approved for use by the limited liability company.

ARTICLE 8
Consent to Avoid Dissolution

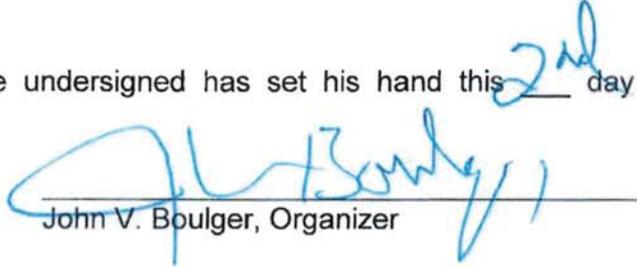
Upon the occurrence of any event described in North Dakota Century Code § 10-32-109, subdivision 1, clause (e), that terminates the continued membership of a member in this limited liability company, the remaining members of this limited liability company shall have the power to avoid dissolution by giving dissolution avoidance consent.

ARTICLE 9
Business Continuation Agreement

The members of this limited liability company shall have the power to enter into a business continuation agreement.

These Articles of Organization shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has set his hand this 2nd day of September, 2014.



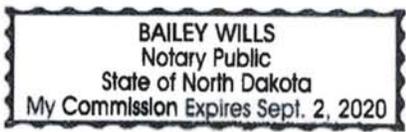
John V. Boulger, Organizer

STATE OF NORTH DAKOTA)
 : ss.
COUNTY OF CASS)

On this 2nd day of September, 2014, before me, a notary public in and for said county and state, personally appeared John V. Boulger, Organizer, to me known to be the person described in and who executed the within and foregoing instrument and acknowledged to me that he executed the same.



Notary Public:



State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF ORGANIZATION OF

RLR INVESTMENTS 1, LLC
Secretary of State ID#: 37,657,200

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Organization for

RLR INVESTMENTS 1, LLC
duly signed and executed pursuant to the provisions governing a North Dakota Limited Liability Company, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Organization to

RLR INVESTMENTS 1, LLC

Effective date of organization: September 23, 2014

Issued: September 23, 2014

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State



CONSENT TO USE BUSINESS NAME
 SECRETARY OF STATE
 SFN 59250 (03-2012)

RECEIVED
 SEP 04 2014



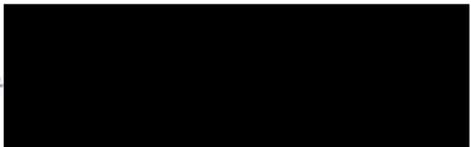
FOR OFFICE USE ONLY

| | |
|------------|--------------|
| ID Number: | 37657200 LLC |
| WO Number: | 1188406 |
| Filed: | 9-23-14 |
| By: | SLR |

FILING FEE: \$10.00 SEC. OF STATE

| | | |
|---|--|---|
| 1A. Name of the business or organization currently registered with the North Dakota Secretary of State that is granting consent to use a business name that is the same or is deceptively similar: RLR Investments, LLC 14587300 | | |
| 1B. Principal executive office address: 2105 Main Avenue, Fargo, ND 58103-1424 | | |
| 2A. The proposed business name to whom consent is being granted: RLR Investments 1, LLC | | |
| 2B. Principal executive office address: 500 2nd Avenue N, Suite 400, Fargo, North Dakota 58102 | | |
| 3. "I, the owner, or the person authorized to sign on behalf of the business named in number 1, hereby grant consent to the business name defined in number 2 and accept responsibility to monitor or enforce any restrictions or limitations agreed to by the business named in number 2. I understand that if I make a false statement in this document, I may be subject to criminal penalties." | | |
| Signature: John Boulger | Title: ATTORNEY FOR RLR INVESTMENTS, LLC | Date: September 2, 2014 |
| 4. Name of person to contact about this document: John Boulger | E-mail address: jboulger@woldlaw.com | Daytime telephone number and extension, if any: (701) 235-5515 |

Fed ID #



Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Ten Old Boys, LLC

File Number: 812402100021

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 02/18/2015



Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company/Articles of Organization
Minnesota Statutes 322B



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Organization:

ARTICLE 1 - LIMITED LIABILITY COMPANY NAME:

Ten Old Boys, LLC

ARTICLE 2 - REGISTERED OFFICE and AGENT:

Name

Address:

Milton R. Lee

503 E. Main St. Ada MN 56510 USA

ARTICLE 3 - DURATION: **PERPETUAL**

ARTICLE 4 - ORGANIZERS:

Name:

Address:

Cynthia A. Julin

318 E. Main St. Ada MN 56510 USA

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: Cynthia A. Julin

MAILING ADDRESS: P.O. Box 28 Ada MN 56510

EMAIL FOR OFFICIAL NOTICES:

cjulin@julinlaw.com



Work Item 812402100021
Original File Number 812402100021

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
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02/18/2015 11:59 PM

Steve Simon

Steve Simon
Secretary of State

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Request for FOIL Exemptions



FOIL CONTENT REDACTION REQUESTS:

We have requested that all pages marked with the footer “CONFIDENTIAL” or “TRADE SECRET” be exempt from FOIL disclosure pursuant to Public Officers Law Section 87(2)(b), (d), and/or 89(5). Additional justification for these exemption requests is given here on a section, by section basis. We are happy to discuss with the Department of Health any of these requests for exemption from FOIL disclosure.

1) We ask that all security information, floor plans, personal information and financial information be redacted for protection of our staff, and as that information constitutes trade secrets and is information which, if disclosed, would cause substantial injury the competitive position of ESHS within the meaning of FOIL Section 87(2)(d).

2) Section H, Number 73: We request exemption from release as these documents if disclosed would constitute an unwarranted invasion of personal privacy under §87(2)(b) and Section 89(2).

3) Section H, Number 74: Vireo Health, ESHS, and Minnesota Medical Solutions Organizational Documents etc. We request exemption from disclosure as these documents if disclosed would constitute an unwarranted invasion of personal privacy under §87(2)(b) and 89(2).

4) Appendix A: We request exemption from disclosure as these documents if disclosed would constitute an unwarranted invasion of personal privacy §87(2)(b) and 89(2) and the information in these documents constitutes trade secrets and is information which, if disclosed, would cause substantial injury the competitive position of ESHS within the meaning of FOIL Section 87(2)(d).

5) Appendix B: We request exemption from disclosure as these documents if disclosed would constitute an unwarranted invasion of personal privacy §87(2)(b) and 89(2) and as the information in these documents constitute trade secrets and is information which is, if disclosed, would cause substantial injury the competitive position of ESHS within the meaning of FOIL Section 87(2)(d).

6) ESHS Financial Summary and Pro Forma – We request exemption from disclosure as these projections and financials t constitute trade secrets per §87(2)(d) and is information which, if disclosed, would cause substantial injury the competitive position of ESHS within the meaning of FOIL Section 87(2)(d).

7) Attachment B – We would request all of our equipment list and the supplement – Equipment Specification Sheets be redacted and exempt from disclosure. They represent collectively hundreds of hour of optimization, vetting and selection by our team and is critical infrastructure information and are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS. Release of these equipment lists would be readily damaging to ESHS. In addition, release of our security devices would represent a direct threat to the security of our facilities and is thus exempt from disclosure under FOIL. § 87 (2) (f).

8) Attachment D, Section 1 – We request that the materials on the identified pages of Attachment D, Section 2 be exempt from disclosure under FOIL as these pages contain are trade

secrets which if disclosed would cause substantial injury to the competitive position of ESHS per FOIL §87(2)(d).

9) Attachment D Section 2 – We request that the materials on the identified pages of Attachment D, Section 2 be exempt from disclosure under FOIL as these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per FOIL § 87(2)(d).

10) Attachment D Section 3 – We request that the materials on the identified pages of Attachment D, Section 3 be exempt from disclosure under FOIL as these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per § 87(2)(d).

11) Attachment D Section 5 – We request that the materials on the identified pages of Attachment D, Section 5, be exempt from disclosure under FOIL as disclosure would represent a direct threat to the security of our facilities and per § 87(2)(f) should thus be exempted from disclosure.

12) Attachment D Section 6 – We request that the materials on the identified pages of Attachment D, Section 6 be exempt from disclosure under FOIL as these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per §87(2)(d).

13) Attachment D, Section 7 – We request that the materials on the identified pages of Attachment D, Section 7 be exempt from disclosure under FOIL as they relate to our quality systems, which represent a dramatic step forward for the industry and these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per §87(2)(d).

14) Attachment D, Section 8 – We request that the materials on the identified pages of Attachment D, Section 3 be exempt from disclosure under FOIL as these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per §87(2)(d).

15) Attachment D, Section 9 – We request that the materials on the identified pages of Attachment D, Section 9 be exempt from disclosure under FOIL as these materials relate to our quality systems, which represent a dramatic step forward for the industry and these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per FOIL section 87(2)(d)..

16) Attachment E – We request that the materials on the identified pages of Attachment E be exempt from disclosure under FOIL as these materials, if released, would constitute an unwarranted invasion of personal privacy per FOIL §87(2)(b).

17) Attachment G – We request that the materials on the identified pages of Attachment D, Section 3 be exempt from disclosure under FOIL as these are trade secrets which if disclosed would cause substantial injury to the competitive position of ESHS per FOIL §87(2)(d).

18) Attachment H – We request that the materials on the identified pages of Attachment H be exempt from disclosure under FOIL as disclosure would represent a direct threat to the security of our facilities as per FOIL §87(2)(f).

19) Attachment I – We request that the materials on the identified pages of Attachment I be exempt from disclosure under FOIL as disclosure of these documents would constitute an unwarranted invasion of personal privacy §87(2)(b).

Index of Abbreviations and Acronyms



Index of Acronyms and Abbreviations

ADA – Americans with Disabilities Act
AE – Adverse Event
AED – Automated External Defibrillator
AFSCME – American Federation of State, County and Municipal Employees
AIDS – Acquired Immune Deficiency Syndrome
AOAC – Official Methods of Analysis
API – Active Pharmaceutical Ingredient
AVB – Active Vehicle Barriers
BA – Bachelor of Arts
BOM – Bill of Material
BS – Bachelor of Science
BUD – Beyond Use Dating
CAP – Corrective Action Plan
CAPA – Corrective Action/Preventative Action
CAR – Corrective Action Report
CAR/PAR – Corrective Action Report/Preventative Action Report
CB1 – Cannabinoid Receptor Type 1
CB2 – Cannabinoid Receptor Type 2
CBA – Collective Bargaining Agreement
CBC - Cannabichromene
CBD - Cannabidiol
CBDA - Cannabinadiolic acid
CBDV - Cannabidivarine
CBG - Cannabigerol
CBN - Cannabinol
CCTV - Closed Circuit Television
CEO – Chief Executive Officer
CFE – Certified Fraud Examiner
CFI – Certified Forensic Interviewer
CFO - Chief Financial Officer
CFR – Code of Federal Regulations
CFU – Colony Forming Unit
cGMPs – Current Good Manufacturing Practices
CMO – Chief Medical Officer
CO₂ - Carbon Dioxide
COA – Certificate of Analysis
COO- Chief Officer of Operations
CPP – Certified Protection Professional
CPR – Cardiopulmonary Resuscitation
CPRN – Cannabis Patient Registration number
CPSC – United States Consumer Product Safety Commission
CPTED – Crime Prevention Techniques through Environmental Design
CRCR – Council for Responsible Cannabis Regulation

CRP – Child Resistance Packaging
CTO – Chief Technology Officer
DAD – Diode Array Detector
DCJS - Division of Criminal Justice Services (New York State)
DEA – United States Drug Enforcement Administration
DEC - New York State Department of Environmental Conservation
Department – New York State Department of Health
DOH - New York State Department of Health
DOS - New York Department of State
DSC – Digital Security Controls
DST – Daylight Savings Time
EC – Electrical Conductivity
EMT – Emergency Medical Technician
EPA – United States Environmental Protection Agency
EPDM – Ethical Pest and Disease Management
ERP – Emergency Response Plan
ESD – Empire State Development
ESHS - Empire State Health Solutions LLC
EtOH – Ethyl Alcohol
FBI – Federal Bureau Investigation
FCN – Food Contact Notification
FDA – United States Food and Drug Administration
FEA – Finite Element Method
FIFO – First In First Out
FIS – Flat Information Sheet
FMCC – Fulton-Montgomery Community College
FMCW - Frequency Modulated Continuous Wave [Radars]
FMEA – Failure Mode and Effects Analysis
FTA – Federal Transit Administration
GAAP – Generally Accepted Accounting Principles
GAMP – Good Automated Manufacturing Practice
GAP – Good Agricultural Practices
GC - MS – Gas Chromatography – Mass Spectrometry Analysis
GD&T – Geometric Dimension and Tolerancing
GED – General Education Development
GLP – Good Laboratory Practices
GMP – Good Manufacturing Practices
GPS – Global Positioning System
GRAS – Generally Recognized as Safe
HACCP – Hazard Analysis and Critical Control Points
HDPE – High Density Polyethylene
HHE – Health Hazard Evaluation
HID – High Intensity Discharge
HIPAA – Health Insurance Portability and Accountability Act of 1996
HIV – Human Immunodeficiency Virus
HPLC – High Performance Liquid Chromatography

HVAC – Heating, Ventilation, and Air Conditioning
HxWxD – Height, Width, Depth
ICH – International Conference on Harmonization
ID – Identification
IDA – Fulton County Industrial Development Agency
IED – Improvised Explosive Devices
IN process and analytical texts
IR – Infrared
IRC – Internal Revenue Code
ISO – International Organization for Standardization
IT – Information Technology
JD – Juris Doctor
L - Liter
LADC – Licensed Alcohol and Drug Counselor
LC- MS – Liquid Chromatography/Mass spectrometry
LED – Light Emitting Diode
LIMS – Laboratory Information Management System
LLC – Limited Liability Company
LMS – Learning Management System
MBA – Master of Business Administration
MCT – Medium Chain Triglyceride
MD – Medical Doctor
MES – Manufacturing Execution System
Mg – Milligram
MGP – Maximum Genetic Potential
MinnMed – Minnesota Medical Solutions LLC
Ml - milliliter
MS/MS – Tandem Mass Spectrometry
MSA – Measurement Systems Analysis
MSDS – Material Safety Data Sheets
MTM – Medication Therapy Monitoring
NAHB – National Association of Home Builders
NAV finance model
NCIA – National Cannabis Industry Association
NIR – Near Infrared Spectroscopy
NIST – National Institute of Standards and Technology
NTU – Nephelometric Turbidity Unit
NVR - Network Video Recorder
NYCRR – New York Codes, Rules and Regulations
NYS – New York State
OCT – Odor Cell Technology
OECD GLP – Organization for Economic Cooperation and Development of Good
Laboratory Practices
OMRI – Organic Materials Review Institute
OOS – Out-of-Specifications
OSHA – Occupational Safety and Health Administration

PA – Public Address [System]
PAM – Polyacrylamide
PCI – Peripheral Component Interconnect
PCI – Professional Certified Investigator
PCR – Polymerase Chain Reaction
PHL – New York Public Health Law
PLLC – Professional Limited Liability Company
PMS – Post Market Surveillance
PoE – Power over Ethernet
POS – Point of Sale
PPE – Personal Protective Equipment
Ppm – Parts per million
PSAP – Public Safety Answering Point
PSP - Physical Security Professional
PTCC – Pharmacy Technician Certification Board
PTFE – Polytetrafluoroethylene
PVB – Passive Vehicle Barriers
QA – Quality Assurance
QC – Quality Control
QMS – Quality Management System
QTOF – Quadrupole-time-of-flight
R&D – Research and Development
RF – Radio Frequency
RFID – Radio Frequency Identification
RO – Reverse Osmosis
SafetyCall – Safety Call International PLLC
SFDS – Sliding Fee Discount Schedule
SGS – Shell Game Shuffle
SOP – Standard Operating Procedures
SPC – Statistical Process Control
SQA – Society of Quality Assurance
SUNY – State University of New York
SUV – Sports Utility Vehicle
TAAD5 – Triage Assessment for Addictive Disorders -5
TDS – Total Dissolved Solids
THC - Tetrahydrocannabinol
THCA - Tetrahydrocannabinol acid
THCV - Tetrahydrocannabivarin
TRP – Transient Receptor Potential
UCFW – United Food and Commercial Workers
UPS – Uninterruptable Power Supply
USA – United States of America
USB – Universal Serial Bus
USP -NF – United States Pharmacopeia
USSS – United States Secret Service
UV – Ultra Violet

VIN – Vehicle Identification Number
Vireo – Vireo Health LLC
VPN – Virtual Private Network
WIP – Work-in-Progress

Letters of Support





**NATHAN
LITTAUER**
Hospital & Nursing Home

99 EAST STATE STREET ■ CLOVERSVILLE, NEW YORK 12078 ■ 518.725.8621

The Community's Partner in Health Since 1894

LAURENCE E. KELLY
President and CEO

May 18, 2015

Mr. Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, New York 12010

Dear Mr. Newell:

I am writing to support your organization's application to the New York State Department of Health to become one of five companies licensed to grow and manufacture medical cannabis in New York State. Your proposal to develop a pharmaceutical manufacturing plant under that license in the Town of Perth and specifically in the Tryon Technology Park and Incubator Center will provide much needed jobs in Fulton County and help the Tryon Park to become successful.

Given that the Town of Perth Board voted to support your project and license application, and given that your plan and application will comply with all of the regulations promulgated by New York State; I am confident that your organization should be awarded one of the five licenses by the Department of Health.

Please feel free to include this letter in your application if it will help.

Sincerely,

A handwritten signature in cursive script that reads "Laurence E. Kelly".

Laurence E. Kelly
President and CEO

**FULTON COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

**Fort Johnstown Building
1 East Montgomery Street
Johnstown, New York 12095
Telephone (518) 736-5660
Fax (518) 762-4597**

**TODD RULISON, CHAIRMAN
JOSEPH SEMIONE, VICE CHAIRMAN
WILLIAM SULLIVAN, TREASURER
JOSEPH GILLIS, SECRETARY**

**DIANA PUTNAM
DAVE D' AMORE**

JAMES E. MRAZ, EXECUTIVE DIRECTOR

FITZGERALD, MORRIS, BAKER, FIRTH, P.C., COUNSEL

May 13, 2015

Mike Newell
Empire State Health Solutions
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell:

The Fulton County Industrial Development Agency (IDA) strongly supports Empire State Health Solutions' proposed pharmaceutical manufacturing project at the Tryon Technology Park and Incubator Center. Empire State's project would create new jobs and tax base and help strengthen New York's Fulton-Montgomery Region.

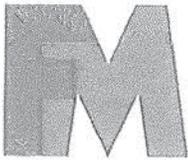
Several years ago, the IDA and Fulton County Board of Supervisors partnered on an ambitious project to transform the former Tryon Juvenile Detention Facility into shovel-ready sites for new businesses. For the past two (2) years, we have worked diligently to construct a new internal access road, demolish existing buildings and install new water and sewer infrastructure. A Targeted Industry Analysis was recently completed that identified pharmaceutical manufacturing businesses as one of the industry clusters that would do well operating at Tryon. Empire State Health Solutions' proposed project would serve as the initial new business to locate at Tryon to start its transformation and hopefully serve as a magnet to attract other pharmaceutical manufacturers into the Region.

Sincerely,



Todd Rulison
Chairman

TR/cme



Fulton-Montgomery
Community College

May 14, 2015

Mr. Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell:

It has been a pleasure to speak with you regarding Empire State Health Solutions and its proposal for a pharmaceutical manufacturing project to be located at the Tryon facility in Fulton County. On behalf of Fulton-Montgomery Community College, I am pleased to provide the College's full support for your efforts to address the needs of patients who can utilize medical cannabis under the Compassionate Care Act.

I was very impressed with the information that you shared with me regarding the capacity, research, and applied science your company possesses to meet the challenges of implementing this business in New York State. Your business proposal meets the direction that the Tryon facility has envisioned for some time now - biomedical research and development.

I fully believe that your methods for growing and cultivating medical cannabis coupled with your ability to extract medicinal substances and manufacture medicines that will ease the pain for thousands of patients in New York State will position you for one of the five licenses available in New York for such activities. Your proposal demonstrates a great deal of expertise and professionalism in its approach to this new line of business for New York.

I look forward to working with you as you develop your business and facility to meet the growing, manufacturing, and dispensing targets outlined in the law. You will be a welcomed corporate member of Tryon Business Park and Incubator and Fulton County.

Sincerely,

Dustin Swanger, Ed.D.
President



FULTON COUNTY CENTER FOR REGIONAL GROWTH

May 14, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Re: Empire State Health Solutions
Tryon Technology Park

Dear Mike:

I want to welcome Empire State Health Solutions to Fulton County and fully believe you have made an excellent choice to locate your proposed pharmaceutical manufacturing facility at our Tryon Technology Park. The park is ideally suited for your need and I'm sure you'll be a catalyst for attracting more pharmaceutical/biotech firms looking to locate in Fulton County.

As you are aware, Fulton County is located basically at the crossroads to all major markets in New York State and provides a great quality of life with access to some of the best outdoor recreational locations in the Northeast. The business environment is second to none in New York State and we are proud to be home to some of the finest nationally recognized companies.

Fulton County Center for Regional Growth fully supports your proposed move to the Tryon Technology Park and your application to operate in New York State.

If there is anything we can do to help, please let me know.

Again, welcome to Fulton County.

Sincerely,

Ronald M. Peters
President/CEO

RP/bsh

FULTON COUNTY SHERIFF'S OFFICE

2712 STATE HIGHWAY 29

JOHNSTOWN NY 12095

THOMAS J. LOREY

SHERIFF

518-736-2100

May 27, 2015

Mr. Michael Newell
Empire State Health Solutions
1226 St. Route 147
West Charlton, NY 12010

Dear Mr. Newell:

It was a pleasure meeting you this morning and discussing your company's plans to develop a facility for the growing and processing of medical marijuana at the former Tryon School located on County Highway 107 in Fulton County.

Your description of security at the new facility satisfied my single concern about having the operation in Fulton County. I am convinced that your company would be a valuable addition to our county and that it would add severely needed employment opportunities for our area. I am 100% in favor of your company's proposal.

If I can be of further assistance to you during the application process, please feel free to call on me.

Sincerely,



Thomas J. Lorey
Sheriff
Fulton County Sheriff's Office
2712 State Highway 29
Johnstown, NY 12095

TJL/llb



Nathan Littauer Foundation, Inc.

A Foundation for the Future

99 East State Street ■ Gloversville, New York 12078
518-773-5505

May 18, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell,

I am glad to offer my support of Empire State Health Solutions, LLC's proposed pharmaceutical manufacturing plant at the Tryon Technology Park. Fulton County has identified recruiting biomedical research and technology firms as a top economic development initiative. It seems that enactment of the Compassionate Care Act by NYS DOH has created an opportunity for growth for Fulton County and ESHS, LLC.

Job creation in technology sectors is a very positive direction for our region. The growth in tech jobs projected by your firm is very encouraging and hopefully, the catalyst needed to attract additional investment. NYS has adopted standards and procedures that will bring new products to medical providers that will enhance NY patient's quality of life. We are proud that you have selected our area for your project.

As Fulton County's largest healthcare provider network, we track trends in the local economy and population. It is my opinion that your project will be an asset to Fulton County.

Best regards,

Geoffrey Peck
VP/Executive Director
Nathan Littauer Foundation

Resolution No. 191

Supervisor WALDRON offered the following Resolution and moved its adoption:

RESOLUTION SUPPORTING EMPIRE STATE HEALTH SOLUTIONS'
PROPOSED PHARMACEUTICAL MANUFACTURING PROJECT AT THE
TRYON TECHNOLOGY PARK AND INCUBATOR CENTER

WHEREAS, in 2014, New York State passed the "Compassionate Care Act" that authorized the growing, cultivating and processing of medical cannabis into medicine to treat certain debilitating or life-threatening conditions; and

WHEREAS, in accordance with said laws, the New York State Department of Health will issue five (5) licenses to companies to grow and cultivate medical cannabis for the purpose of manufacturing medicines; and

WHEREAS, each company issued a license to grow and cultivate medical cannabis will be authorized to establish four (4) dispensing stations across the state to sell these medicines; and

WHEREAS, Empire State Health Solutions (ESHS), a New York State corporation, is one of the companies applying for a license to operate in New York State; and

WHEREAS, ESHS has executed a Letter of Intent with the Fulton County Industrial Development Agency to establish a pharmaceutical business at the Tryon Technology Park and Incubator Center by purchasing a 20+/- acre parcel of land comprising Lot 1 which includes an existing 15,000+/- sq. ft. building; and

WHEREAS, ESHS is proposing to:

1. Renovate the existing building to grow medical cannabis
2. Initially construct two (2) new buildings on the site:
 - 20,000 sq. ft. greenhouse
 - 50,000 sq. ft. office/lab/processing facility
3. Manufacture medicines

and

WHEREAS, the Empire State Health Solutions pharmaceutical project will create new jobs and additional tax base that will strengthen the region's economy; now, therefore be it

Resolution No. 191 (continued)

RESOLVED, that the Fulton County Board of Supervisors hereby supports the proposed Empire State Health Solutions pharmaceutical project at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Board of Supervisors strongly encourages New York State to award ESHS a license to grow and cultivate medical cannabis and to manufacture medicines at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Board of Supervisors hereby expresses its willingness to assist ESHS in successfully implementing this project, and be it further

RESOLVED, that certified copies of this Resolution be forwarded to the County Treasurer, Senator Hugh Farley, Assemblyman Marc Butler, Montgomery County Legislature, County Attorney, Empire State Health Solutions, Fulton County Industrial Development Agency, Town of Perth, Fulton County Center for Regional Growth, Fulton-Montgomery Regional Chamber of Commerce and Administrative Officer/Clerk of the Board.

Seconded by Supervisor FAGAN and adopted by the following vote:

TOTAL: Ayes: 19 Nays: 0 Absent: 1 (Supervisor Potter)

STATE OF NEW YORK }
COUNTY OF FULTON } ss:

I, Jon R. Stead, Clerk of the Board of Supervisors of Fulton County hereby certify that I have compared the foregoing resolution with the original resolution, adopted by the Board of Supervisors of said County, at a duly called and held meeting of said Board on the 11th day of MAY 2015, and the same is a true and correct transcript therefrom and the whole thereof.

Witness my hand and official seal
this 11th day of MAY 2015


Clerk of the Board of Supervisors of Fulton County

Fulton Montgomery

REGIONAL CHAMBER OF COMMERCE

RESOLUTION

Fulton Montgomery Regional Chamber of Commerce Board of Directors Supports Empire State Health Solutions' Proposed Pharmaceutical Project at the Tryon Technology Park and Incubator Center

WHEREAS, the Fulton Montgomery Regional Chamber of Commerce is the leading voice of business in the Fulton and Montgomery Counties region of New York State, and is a member organization representing and dedicated to furthering the interests of business, organizations and individuals and is committed to the improvement of the general economy and quality of life in the community; and

WHEREAS, on July 5, 2014, Governor Cuomo signed into law the Compassionate Care Act, implementing a comprehensive, safe, and effective medical cannabis program that meets the need of New Yorkers; and

WHEREAS, the New York State Department of Health has established specific regulations under which businesses are licensed as Registered Organizations for medical cannabis cultivation, production and sale; and

WHEREAS, there is ample evidence that cannabis is beneficial to people suffering from the cachexia or wasting syndrome, severe or chronic pain, severe nausea, seizures; or severe or persistent muscle spasms associated with cancer, HIV/AIDS, Lou Gehrig's disease (ALS), Parkinson's disease, multiple sclerosis, damage to the nervous tissue of the spinal cord with objective neurological indication of intractable spasticity, epilepsy, inflammatory bowel disease, neuropathies and Huntington's disease; and

WHEREAS, the American Nurses Association, American Academy of Family Physicians, Lymphoma Foundation of America, American Preventive Medical Association, American Public Health Association, Gray Panthers, and the New England Journal of Medicine have endorsed the medical use of cannabis; and

WHEREAS, a 2014 Quinnipiac University poll found that 88 percent of all New Yorkers think allowing medical cannabis at the recommendation of a doctor is a good idea – with strong support amongst all groups; and

WHEREAS, Local innovators and entrepreneurs in the medical cannabis industry seek to drive local economic growth; and

WHEREAS, New York State Licensed Registered Organizations provide high skill and living wage jobs and operate under Labor Peace Agreements with labor unions; and

WHEREAS, Empire State Health Solutions (ESHS), a New York State corporation, is one of the companies applying for one (1) of the five (5) licenses New York State will be issuing, and

Fulton Montgomery

REGIONAL CHAMBER OF COMMERCE

WHEREAS, ESHS desires to establish a pharmaceutical business at the Tryon Technology Park and Incubator Center by purchasing a 20+/- acre parcel of land comprising Lot 1 which includes an existing 15,000+/- sq. ft. building, and

WHEREAS, a pharmaceutical business is a use allowed in the Town of Perth's Business and Technology Zoning District where the Tryon site is located,

NOW THEREFORE BE IT

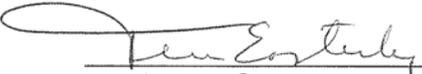
RESOLVED, that the Fulton Montgomery Regional Chamber of Commerce supports New York Assembly Bill 6357 signed into law by Governor Andrew Cuomo on July 5, 2014; and it is further

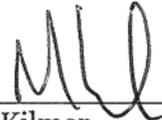
RESOLVED, that the Fulton Montgomery Regional Chamber of Commerce hereby acknowledges its support of ESHS' proposed pharmaceutical project at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Fulton Montgomery Regional Chamber of Commerce strongly encourages New York State to award ESHS a license to grow and cultivate medical cannabis and manufacture medicines at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Fulton Montgomery Regional Chamber of Commerce hereby expresses its willingness to assist and work with ESHS in successfully implementing this project, and be it further

RESOLVED, that certified copies of this Resolution be forwarded to Empire State Health Solutions, Fulton County Industrial Development Agency, Fulton County Board of Supervisors and the Town of Perth Planning Board.


Terri Easterly
Chair


Mark Kilmer
President/CEO

DATED May 20, 2015

Resolution No. 191

Supervisor WALDRON offered the following Resolution and moved its adoption:

RESOLUTION SUPPORTING EMPIRE STATE HEALTH SOLUTIONS'
PROPOSED PHARMACEUTICAL MANUFACTURING PROJECT AT THE
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WHEREAS, in 2014, New York State passed the "Compassionate Care Act" that authorized the growing, cultivating and processing of medical cannabis into medicine to treat certain debilitating or life-threatening conditions; and

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 - 20,000 sq. ft. greenhouse
 - 50,000 sq. ft. office/lab/processing facility
3. Manufacture medicines

and

WHEREAS, the Empire State Health Solutions pharmaceutical project will create new jobs and additional tax base that will strengthen the region's economy; now, therefore be it

Resolution No. 191 (continued)

RESOLVED, that the Fulton County Board of Supervisors hereby supports the proposed Empire State Health Solutions pharmaceutical project at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Board of Supervisors strongly encourages New York State to award ESHS a license to grow and cultivate medical cannabis and to manufacture medicines at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Board of Supervisors hereby expresses its willingness to assist ESHS in successfully implementing this project, and be it further

RESOLVED, that certified copies of this Resolution be forwarded to the County Treasurer, Senator Hugh Farley, Assemblyman Marc Butler, Montgomery County Legislature, County Attorney, Empire State Health Solutions, Fulton County Industrial Development Agency, Town of Perth, Fulton County Center for Regional Growth, Fulton-Montgomery Regional Chamber of Commerce and Administrative Officer/Clerk of the Board.

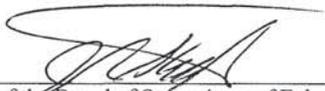
Seconded by Supervisor FAGAN and adopted by the following vote:

TOTAL: Ayes: 19 Nays: 0 Absent: 1 (Supervisor Potter)

*STATE OF NEW YORK }
COUNTY OF FULTON } ss:*

I, Jon R. Stead, Clerk of the Board of Supervisors of Fulton County hereby certify that I have compared the foregoing resolution with the original resolution, adopted by the Board of Supervisors of said County, at a duly called and held meeting of said Board on the 11th day of MAY 2015, and the same is a true and correct transcript therefrom and the whole thereof.

Witness my hand and official seal
this 11th day of MAY 2015


Clerk of the Board of Supervisors of Fulton County

Appendix A





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JUO LUOMA 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for ITMSCA Community College and UMD.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.

Reason For Departure:

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business registration details. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

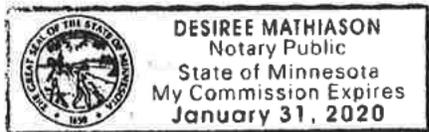
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/15

Notary Name: Desiree Mathiason Notary Registration Number: -

Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15





Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

| |
|--|
| 1. Business Name: Empire State Health Solutions LLC |
| This is the name that was entered in Section A of the Application for Registration as a Registered Organization. |
| 2. Name: Leroy Pearce McCarty, III |
| 4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations. |
| 5. Will this person or entity come into contact with medical marijuana or medical marijuana products? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License." |
| 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity. |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
 Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

| 15. Formal Education | | Dates Attended | | Degree | |
|--|----------------|----------------|------|--------------------------------------|---------------|
| Institution | Address | From | To | Degree Received | Date Received |
| Brown University | Providence, RI | 1989 | 1993 | B.A. English and American Literature | 1993 |
| University of Mississippi School of Medicine | Jackson, MS | 1995 | 1999 | M.D. | 1999 |
| | | | | | |
| | | | | | |
| | | | | | |



**Department
of Health**

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| Medical | 47537 | 2829 University Ave SE #500 Minneapolis, MN 55414 | 2005 | Current |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

| | | |
|-----------------------------------|--------|----------------------------|
| Name of Employer: | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Department of Health

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

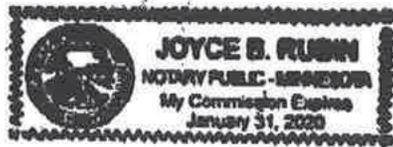
19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 05/08/2015

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/7/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Justin Pagel 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Institution

Address

From

To

Degree Received

Date Received

Gustavus

St. Peter MA

90'

94'

Bachelor

May 94'



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



N/A

Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|---|---------------------------------|---|
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

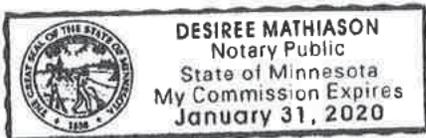
Date: May 5 2015

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/5/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: MARK PARRISH 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: ST. CLOUD STATE, ST. CLOUD, MN, '95, PRESENT.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip Code, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

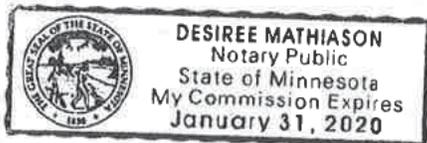
Date: MAY 5 2015

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/5/2015





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Thomas Preissing 3. Title: MR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above Individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

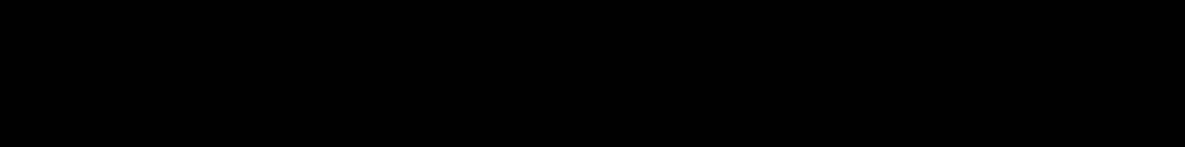
8. Phone 9. Fax

10. Email

11. Residence Address

12. City 13. State: 14. ZIP Code

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Colorado College, 14 East Cache La Poudre St, Colorado Springs, CO 80903, 9/1999, 5/2003, B.A. Economics, 5/2003.



Empty table grid with 6 columns and 3 rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Real Estate License, 40405598, Minnesota Department of Commerce, 10/28/2014, 06/30/2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

18. Offices Held or Ownership Interest in Other Businesses
List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.
Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [x] No
From: Name and Address of Business:
To:
Business Type: Office Held/Nature of Interest: [] open [] closed [] proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5/6/15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date:

5/6/15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: ERIK STROEMER 3. Title: MD/DR.
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education MD
Institution Address Dates Attended Degree Date Received
UNIV. of ST. THOMAS MN 1992 1997 BA 6/97
EMORY UNIV SCHOOL of MEDICINE GA 1997 2001 MD 5/2001



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: MD, 48407, STATE of MN BOARD of medical practice, 2001, -

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> | | |
| <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

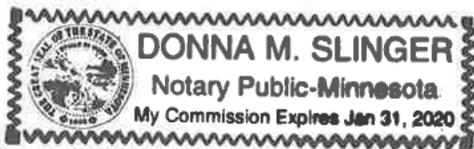
Date: 5/8/15

Notary Name: DONNA M. SLINGER

Notary Registration Number: 6156024

Notary (Notary Must Affix Stamp or Seal)

Date: 5/8/15



[Handwritten Signature: Donna M. Slinger]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5.14.2015

Notary Name: Kathleen Krause [Handwritten Signature]

Notary Registration Number: 116227

Notary (Notary Must Affix Stamp or Seal)
KATHLEEN ELEANOR KRAUSE
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES 01/31/17

Date: 5/14/2015



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: ACACIA MEDICAL GROUP PLLC 3. Title: PRINCIPAL/OWNER

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

[] Yes [x] No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include University of Nairobi, Kenya and Hennepin County MBD Center.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| MD | 50217 | State of MN Board of Medical Practice | 6.30.14 | 6.30.15 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes handwritten 'MA' in two sections.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities (with handwritten 'N/A'), Reason For Departure, and a section for other businesses with checkboxes for Yes/No.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|---|---------------------------------|---|
| From | Name and Address of Business: | |
| To | MA | |
| Business Type | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From | Name and Address of Business: | |
| To | MA | |
| Business Type | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From | Name and Address of Business: | |
| To | MA | |
| Business Type | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Matthew M. Allen 3. Title: PARTNER
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

N/A

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

College

Dates Attended

B.S.

Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains two rows of education data: University of Wisconsin Madison (1979-1983, B.S. Dec 1983) and University of Minnesota (1986-1989).



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries 'N/A' and 'None'.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

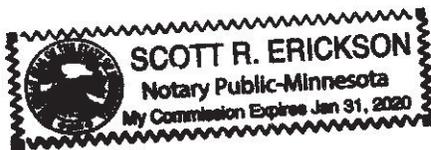
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/30/15

Notary Name: [Handwritten Signature] SCOTT R. ERICKSON Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 4/30/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Susan M. Allen 3. Title: Partner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FF/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: R.N., R113250-8, MN Board of Nursing, 10/1/2014, 10/31/2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a handwritten 'No' response.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

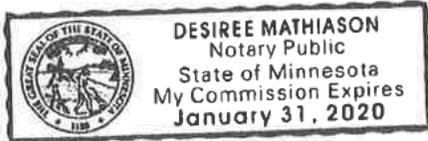
Date: 5/11/2015

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/11/15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Charles Aug 3. Title: investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
 Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

| 15. Formal Education | | Dates Attended | | Degree | |
|----------------------|---------------|----------------|------|-----------------|---------------|
| Institution | Address | From | To | Degree Received | Date Received |
| RCTC | Rochester, Mn | 1975 | 1977 | AA | 1977 |
| University of Mn | St. Paul, Mn | 1977 | 1980 | BS | 1980 |
| | | | | | |
| | | | | | |
| | | | | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes a section for employment history for the past 10 years.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---|--|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| From: 2012 | Name and Address of Business: | |
| To: present | Commonweal Theater Lanesboro, Mn. 55949 | |
| Business Type: non profit theater | Office Held/Nature of Interest: Board Member | <input checked="" type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: NA | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

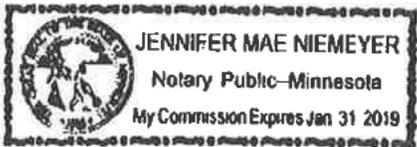
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/28/15

Notary Name: Jennifer Niemeyer Notary Registration Number: 31061814

Notary (Notary Must Affix Stamp or Seal) Date: 4-28-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Charles Aug 3. Title: investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412600 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include RCTC (Rochester, Mn) and University of Mn (St. Paul, Mn).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes a section for '17. Employment History for the Past 10 Years' with a redaction notice.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From: 2012 To: present, Name and Address of Business: Commonweal Theater, Lanesboro, Mn. 55949, Business Type: non profit theater, Office Held/Nature of Interest: Board Member, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: NA



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date: 4/28/15

Notary Name:

[Handwritten signature] Jennifer Niemeyer

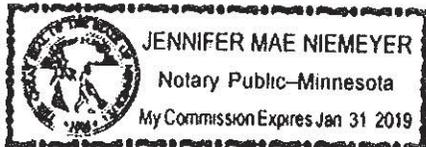
Notary Registration Number:

31061814

Notary (Notary Must Affix Stamp or Seal)

Date:

4-28-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1 Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2 Name: Darrell Bates 3 Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6 Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes/No checkboxes

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8 Phone: [Redacted] 9 Fax: [Redacted]

10 Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13 State: [Redacted] 14 ZIP Code: [Redacted]

15 Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Winona Technical College, Winona, mn, 1976, 1977, Associates, May 1977.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains the text: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17 Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor, and Reason For Departure. Includes a section for '18 Offices Held or Ownership Interest in Other Businesses' with a checklist for Yes/No.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19 Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20 The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Dawn B... (handwritten signature)

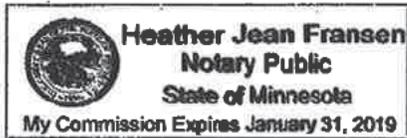
Date: 4-30-15

Notary Name: Heather Fransen (handwritten signature)

Notary Registration Number: 31064033

Notary (Notary Must Affix Stamp or Seal)

Date: 4/30/2015





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19 Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC

20 The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

Heather Bates

Date:

5-13-15

Notary Name:

Heather Fransen

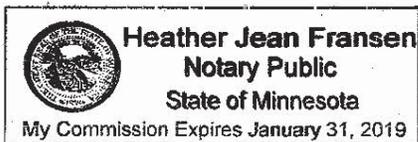
Notary Registration Number:

31064033

Notary (Notary Must Affix Stamp or Seal)

Date:

5/13/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1 Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2 Name: 3 Title:
4 Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8 Phone: [Redacted] 9 Fax: [Redacted]

10 Email: [Redacted]

11 Residence Address: [Redacted]

12 City: [Redacted] 13 State: [Redacted] 14 ZIP Code: [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for data entry.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.
Name of Employer: None
Type of Business:
Street Address:
City: State: Zip Code:
Starting Date of Employment: Ending Date of Employment:
Name of Supervisor for Reference: Supervisor Phone Number:
Position/Responsibilities:
Reason For Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18 Offices Held or Ownership Interest in Other Businesses</p> <p>List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> | | |
| <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections: 1. Business Name: Empire State Health Solutions LLC; 2. Name: Lisa E. Bennett; 3. Title; 4. Briefly describe the role of this person or entity in the proposed registered organization; 5. Will this person or entity come into contact with medical marijuana or medical marijuana products?; 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:
9. Fax:
10. Email:
11. Residence Address:
12. City:
13. State:
14. ZIP Code:
15. Formal Education
Table with columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Rows include University of Virginia, University of Pennsylvania School of Medicine, Albert Einstein Medical Center, and Duke University Medical Center.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: MD, 60728, Georgia Composite Medical Board, July 2008, 7/31/2015.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, and Reason For Departure.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, supervisor details, and other affiliations. Includes fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and checkboxes for Yes/No.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date: 5-12-15

Notary Name: Rubena Durbin

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5.12.15



[Handwritten signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: NIKAL BENNETT 3. Title: S / 11 / 2016 Investor
4. Briefly describe the role of this person or entity in the proposed registered organization.
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8 Phone, 9 Fax, 10 Email, 11 Resid, 12 City, 13 State, 14 ZIP Code, 15 Formal Education. Includes a table for formal education with columns for Institution, Address, Dates Attended (From/To), Degree Received, and Date Received. Entries include Marchase College (BS. Biology, 5/2000), University of Medicine & Dentistry of New Jersey (M.D., 5/2004), and Duke University Medical Center (Emergency Medicine Residency, 6/2007).



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16 Licenses Held List any and all licenses issued by a governmental or other regulatory entity

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| MD | 60796 | GA COMPOSITE MEDICAL BOARD | 6/2008 | 6/30/15 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 2, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and Name of Employer. Some fields are redacted.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members. Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19 Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/2015
Notary Name: Amy Lannom Notary Registration Number: N/A
Notary (Notary Must Affix Stamp or Seal) Date: 5-11-2015
[Notary Seal: AMY LANNOM, NOTARY PUBLIC, GEORGIA, April 15, 2017, FULTON COUNTY]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Greg Berkhof 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: AUGSBURG COLLEGE, 2211 RIVERSIDE AVE MINNEAPOLIS, MN 55454, 1991, 1995, BACHELORS OF ARTS, 1995.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

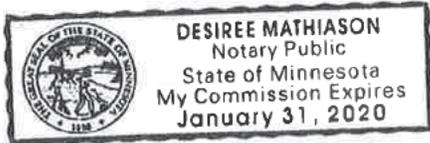
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 05/06/2015

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/6/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Craig Hanson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Institution

Address

From

To

Degree Received

Date Received



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 2, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

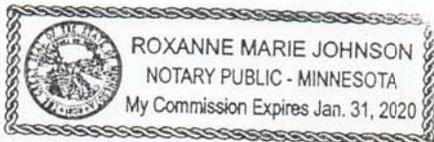
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-5-2015

Notary Name: Roxanne Marie Johnson Notary Registration Number: 20092502

Notary (Notary Must Affix Stamp or Seal) Date: 5-5-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Robin Lange 3. Title: CEO
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Journeyman A Electrician, AJ009966, Minnesota Dept. of Labor and Industry, 443 Lafayette Road N, St. Paul MN 55155, 4/19/2015, 6/19/2017.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency details.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Notary section containing signature, date (5-8-15), notary name (Judith Johnson), notary registration number, and a notary seal for Judith A. Johnson, Notary Public-Minnesota, My Commission Expires Jan. 31, 2020.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: CHARLES BORGAN JR 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about business affiliations.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Charles Bourque Date: 5-11-15

Notary Name: Lisa Michelle Benson Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15
Lisa Michelle Benson





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Laura Bultman, MD 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
Dr. Bultman acts as the Chief Medical Officer of Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [x] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.
In a broad sense, medical cannabis could be defined as a "drug". As the CMO of Vireo Health, she did hold a position of management in a business as defined here, which operates in compliance with Minnesota law.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address

12. City 13. State 14. ZIP Code

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

Table row 1: St. Louis University, 1 N Grand Blvd St. Louis, MO 63103, 1993, 1995, none

Table row 2: Washington Universtity, One Brookings Drive St. Louis, MO 63130, 1995, 1997, BA, Biochemistry & Molecular Biology, 1997

Table row 3: University of Missouri-Columbia, One Hospital Drive, Columbia, MO 65212, 1997, 2001, MD, 2001

Table row 4: Hennepin County Medical Center, 701 Park Ave Minneapolis, MN 55415, 2001, 2004, Residency

Table row 5: Empty row



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains 3 rows of license data and 2 empty rows.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

18. Offices Held or Ownership Interest in Other Businesses
List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.
Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [x] No
From: Name and Address of Business:
To:
Business Type: Office Held/Nature of Interest: [] open [] closed [] proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From/To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency details.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

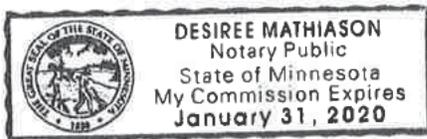
Date: 5/22/15

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/22/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Amelia Lisa Burgess 3. Title: Dr.
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Univ. of Minnesota School of Public Health, Weill Medical College of Cornell University, and Barnard College of Columbia Univ.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Rows include Physician (Minnesota Board of Medical Practice), Physician (Ohio Board of Medical Examiners), and DEA (Drug Enforcement Administration).

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer: University of Minnesota Dept. of Pediatrics; Type of Business: university medical center; Street Address: 717 Delaware St. SE; City: Minneapolis; State: MN; Zip Code: 55455; Starting Date of Employment: 9/2005; Ending Date of Employment: 8/2008; Name of Supervisor for Reference: [Redacted]; Supervisor Phone Number: [Redacted]; Position/Responsibilities: Primary care fellow; Reason For Departure: [Redacted]

Redacted pursuant to N.Y. Public Officers Law, Art. 6



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency. Radio buttons for open, closed, and proposed are included.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

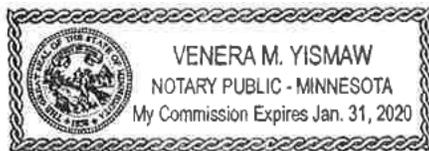
Date: April 29, 2015

Notary Name: Venera H. Yisma

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date:



4/29/2015



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Allen Carney 3. Title: LLC Partner/investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax n/a

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Mankato State University, Mankato, MN, 1989, 1993, BS Mechanical Engineering, 1993.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Professional Engineer, 64473, State of Ohio, 12/31/99, 12/31/15.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason for Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses (18. Offices Held or Ownership Interest in Other Businesses).



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Allen D. Curran

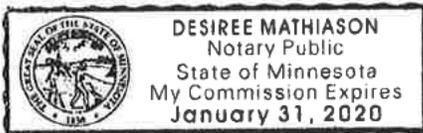
Date: 5/4/15

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/4/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Christine M Carney 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Mankato State University, 122 Taylor Center Mankato, MN 56001, Sept. '89, Jan '93, B.S. Mathematics, 1993.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Handwritten entry for 'teaching' license from Minnesota Dept. of Education.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Employment history form fields: Name of Employer (ISD 624), Type of Business (school), Street Address (4855 Bloom Ave.), City (White Bear Lake), State (MN), Zip Code (55110), Starting Date (9-03), Ending Date (current), Position/Responsibilities (substitute teacher).

Reason For Departure: currently employed



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, and Reason For Departure.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Christene M Carney Date: 5-4-15
Notary Name: Desiree Mathiason Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5/4/15
DESIREE MATHIASON Notary Public State of Minnesota My Commission Expires January 31, 2020



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Charles E. Grutchfield III, M.D. 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include University of MN, Gundersen Clinic, and Mayo Medical School.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
| Medical License | 40670 | MN Board of Medical Practice 2829 Univ. Ave SE., #500 Mpls, MN 55414-3246 | 2/1/2015 | 1/31/2016 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about owning or operating a business in New York, USA, or other countries, with Yes/No checkboxes.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-15-2015
Notary Name: Laurie A. Crutchfield Notary Registration Number: 31026493
Notary (Notary Must Affix Stamp or Seal) Date: 05/15/2015
[Notary Seal: LAURIE A. CRUTCHFIELD, NOTARY PUBLIC - MINNESOTA, My Commission Expires January 31, 2018]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: STEPHEN DAHMER 3. Title: MD
4. Briefly describe the role of this person or entity in the proposed registered organization:
Dr. Dahmer will be serving as medical director at Empire State Health Solutions
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[X] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for UW-Madison School of Medicine and UW-Madison.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten data: MEDICINE, NY 239225, OFFICE OF THE PROFESSIONALS 518.474.3817, 12/1/03, 11/30/15.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [x] No

Form with fields: From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, [] open [] closed [] proposed

Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/15/15

Notary Name: Sohodra Nathu Notary Registration Number: 01NA6248480

Notary (Notary Must Affix Stamp or Seal) Date: 05/15/2015

SOHODRA NATHU
Notary Public, State of New York
Qualified in New York County
No. 01NA6248480
My Commission Expires 09-19-2015

[Handwritten Notary Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Mark Danahy 3. Title:

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

Yes No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? Yes No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for UNV. of WI and UNV. of MN Medical School.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
Handwritten entry: Medical (MD), 51685, Minnesota Board of Medical Practice, 8/19/15, 8/31/15.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason For Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field contains checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/2015

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: May 1, 2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Delmonico, Christine 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes/No checkboxes

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form fields for contact information (Phone, Email, Residence Address, City, State, ZIP Code) and a table for formal education with columns for Institution, Address, Dates Attended, Degree Received, and Date Received.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

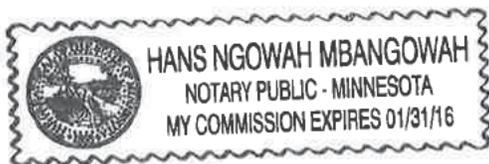
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/15

Notary Name: Hans Mbangowah Notary Registration Number: 202-77136

Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15



[Handwritten Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Richard Delmonico 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes/No checkboxes

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Brower College, 1345 Mendota Heights RD, Mendota Heights, 1997, 2001, BA, 2001.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for 18. Offices Held or Ownership Interest in Other Businesses with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field contains checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

[Handwritten signature]

5-11-15

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Wynelle J. Mack

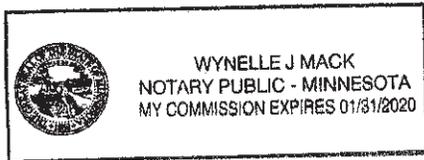
Date: 5-11-15

Notary Name: Wynelle J. Mack

Notary Registration Number: Commission Expires 01/31/2020

Notary (Notary Must Affix Stamp or Seal)

Date: 5-11-15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Brian Richard DeWolf 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: NDSU, Fargo, ND, 1989, 2003, BS Civil Engineering, 5/03.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Includes handwritten entry for Minnesota State Board of Architecture, Engineering, Land Surveying, Landscape Architecture, Geoscience and Interior Design.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|-----------------------------------|--------|----------------------------|
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: NA | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: NA | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: NA | | |



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including 'From:', 'To:', 'Business Type:', and 'Office Held/Nature of Interest:' with checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

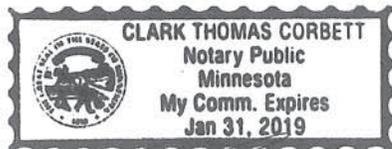
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/6/15

Notary Name: Clark Corbett Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/7/15



[Handwritten Signature]



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Renee Monique DeWolff - [redacted] maiden 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:
10. Email:
11. Residence Address:
12. City: 13. State: 14. ZIP Code:
15. Formal Education BSN
Institution Address Dates Attended Degree Received Date Received
University of North Alabama Florence, AL 1990 1994 Bachelor of Science in Nursing June 1994



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: Registered Professional Nurse, 501947-1, University of the State of New York, Et. Dept. office of the Professions, 3/31/2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

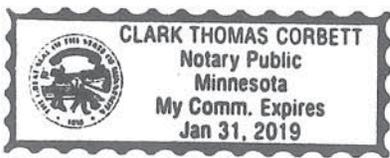
19. Affirmative Statement of Qualifications
 For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

| | |
|--|---------------------|
| Signature: <i>Kiera Marique DeWolf</i> | Date: <i>5/6/15</i> |
|--|---------------------|

| | |
|-----------------------------------|-----------------------------|
| Notary Name: <i>Clark Corbett</i> | Notary Registration Number: |
|-----------------------------------|-----------------------------|

| | |
|--|---------------------|
| Notary (Notary Must Affix Stamp or Seal)   | Date: <i>5/7/15</i> |
|--|---------------------|



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Scott Donner 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax [redacted]

10. Email: [redacted]

12. City: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Kansas (BS, May 1999) and University of Kansas Medical School (MD, May 2003).



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for Minnesota and Wisconsin medical licenses.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a 'Yes/No' checkbox.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date:

5/1/15

Notary Name:

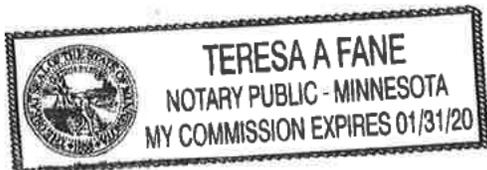
[Handwritten notary name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date:

May 1, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: CAROLYN J. DUFFY 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: N/A

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Completed College

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Metro State University, St Paul MN, 8/1986, 5/1991, Mktg / Early Childhood, 5/1991.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Row 1 contains handwritten entry: Insurance, 40081802, State of MN Dept of Commerce, 3/28/08, 2/28/17.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, dates of employment, supervisor details, and reasons for departure.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [x] No, From; To; Business Type; Office Held/Nature of Interest; [] open [] closed [] proposed, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

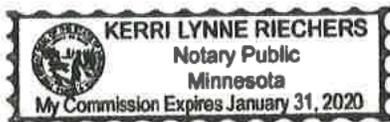
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/29/15

Notary Name: Kerri Riechers Notary Registration Number: 20527914

Notary (Notary Must Affix Stamp or Seal) Date: 5-7-15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal
stakeholders, directors, and members. For board members, officers, managers, owners, partners,
directors, and members of the applicant that are not natural persons, Appendix A must be completed by
each board member, officer, manager, owner, partner, director and member of that entity, going back to
the level of ownership by a natural person. An Organizational Chart documenting your
organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JAMES E. DUFFY 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health
Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products,
shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the
procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal
history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using
the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or
greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of
management or ownership held in such business, and any finding of violations of law or regulation by a
governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include New York University, Wm Mitchell College of Law, and U of MN (Minnneapolis).



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains three rows of handwritten license information.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field contains checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

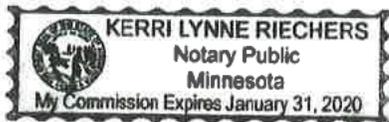
Date: 5/7/2015

Notary Name: Kerri Riechers

Notary Registration Number: 20527914

Notary (Notary Must Affix Stamp or Seal)

Date: 5-7-2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Mekeg Duffy 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes/No checkboxes

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Educator Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for UW-Madison and Bank Street College of Education.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for Minnesota, NY, and WI Teaching Licenses.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and '18. Offices Held or Ownership Interest in Other Businesses'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/5/15

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/5/15
DESIREE MATHIASON
Notary Public
State of Minnesota
My Commission Expires
January 31, 2020



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: J. I. M. Pyor

3. Title:

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

Yes No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? Yes No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Institution

Address

From

To

Degree Received

Date Received



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Form fields for employment history including: Name of Employer (N/A), Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

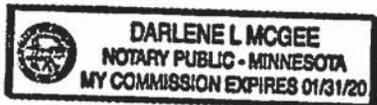
Date: 4-29-15

Notary Name: Darlene L. McGee

Notary Registration Number: 618 5714

Notary (Notary Must Affix Stamp or Seal)

Date: 4-29-2015



STATE OF MINNESOTA
COUNTY OF [illegible]

[illegible text]

[illegible text]

[illegible text]

[illegible text]

[illegible text]

MY COMMISSION EXPIRES ON [illegible]
NOTARY PUBLIC - MINNESOTA
DARLENE J. MOORE





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal
stakeholders, directors, and members. For board members, officers, managers, owners, partners,
directors, and members of the applicant that are not natural persons, Appendix A must be completed by
each board member, officer, manager, owner, partner, director and member of that entity, going back to
the level of ownership by a natural person. An Organizational Chart documenting your
organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michael J Dyer 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health
Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products,
shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the
procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal
history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using
the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or
greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of
management or ownership held in such business, and any finding of violations of law or regulation by a
governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for data entry.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field contains checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

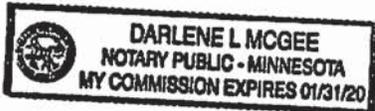
Date: 4-29-15

Notary Name: Darlene L. McGee

Notary Registration Number: 618 5714

Notary (Notary Must Affix Stamp or Seal)

Date: 4-29-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Thomas E. ...
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table with columns for Institution, Address, Dates Attended (From, To), Degree Received, and Date Received.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten data for a Minnesota medical license.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

name of employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for other businesses (18. Offices Held or Ownership Interest in Other Businesses).

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency details.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-15

Notary Name: Pheng Lee Notary Registration Number: 31065097

Notary (Notary Must Affix Stamp or Seal) Date: 5/01/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Blake Elliott 3. Title: Stock holder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St. John's University, Collegetown, MN, 99, 2003, Bachelor of Science, 03.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten 'NA' and a horizontal line across the row.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 2, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

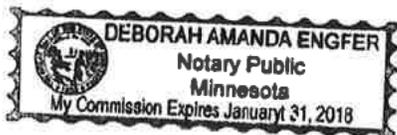
Date: 5/12/15

Notary Name: Deborah Engfer

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-12-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Matt Engen 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: Realtor - Residential Real Estate, license number 20101775, institution: MN Dept of Commerce, 85 7th Place East, #500 St. Paul, MN 55101.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date:

5-6-15

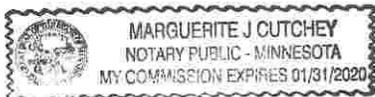
Notary Name:

Marguerite J. Cutchey

Notary Registration Number:

6169820

Notary (Notary Must Affix Stamp or Seal)



Date:

5/6/2015



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: BRADLEY S. ERICKSON 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Iowa and University of Iowa College of Dentistry.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Contains handwritten entries for Dentist, Iowa Controlled Substance, and Controlled Substance Registration licenses.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/19/15

Notary Name: [Handwritten Signature] Shane Carter Notary Registration Number: 775538

Notary (Notary Must Affix Stamp or Seal) Date: 5/19/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Matthew Fox 3. Title: Individual
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education BA Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Wesleyan University (CT), Middletown, CT, 1999, 2003, BA Neuroscience, 2003.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting and Ending Dates of Employment, Name of Supervisor for Reference, and Supervisor Phone Number. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

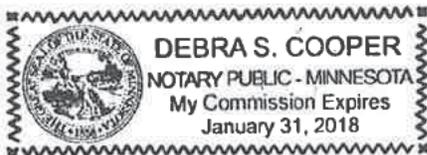
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/29/15

Notary Name: Debra S. Cooper Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal) Date: 4-29-15



[Handwritten Signature: Debra S Cooper]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michele Fuerstenberg 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business registration details. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5-7-15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date:

May 7, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Ann Gaertner 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: _____

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Hamline University and Suffolk Law School.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.
Form fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date:

5/13/15

Notary Name:

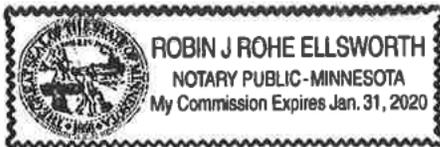
ROBIN J ROHE ELLSWORTH

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date:

MAY 13, 2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michele C. Gatzke 3. Title: Owner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

College of St. Catherine, St. Mary's Campus 601 25th Ave South Mpls. Mn 55454 09/1988 06/1990 Associates in Nursing 06/1990



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Registered Nurse, R 118246-4, MN Board of Nursing, 10/01/2014, 09/31/2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Name of Employer: Fillmore County Public Health
Type of Business: Homecare Agency
Street Address: 902 Houston St NW Suite 2
City: Preston State: MN Zip Code: 55965
Starting Date of Employment: 09/27/2013 Ending Date of Employment: Still employed
Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]
Position/Responsibilities: RN case manager, Skilled nursing visits

Reason For Departure: Still employed





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and '18. Offices Held or Ownership Interest in Other Businesses'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with two identical sections. Each section contains fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', and 'Office Held/Nature of Interest:' with checkboxes for 'open', 'closed', and 'proposed'. A final row in each section asks for 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

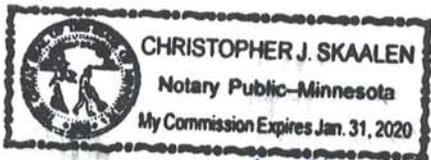
Date: 5-7-15

Notary Name: Christopher Skaalen

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-7-15



[Handwritten Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Brooke Ellen Gehring 3. Title: Board of Governors-Member
4. Briefly describe the role of this person or entity in the proposed registered organization: This person is on the Board of Governors and is a Shareholder in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [X] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [X] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.
Shareholder and CEO of FGS Inc, a Colorado Corporation



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for data entry.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains text: *Please see attached list of Medical/Retail State and Local Licences Held.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

10. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. *Board/Member Affiliation attached

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [X] Yes [] No

Form with fields: From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes radio buttons for open, closed, proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

N/A - Currently and previously have served as a director/officer and manager of a corporation or company in the medical marijuana industry - *responsibilities/qualifications listed in attached resume

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

Handwritten signature of Blake Foust Brower

Date:

5/15/2015

Notary Name:

Blake Brower

Notary Registration Number:

20134001727

Notary (Notary Must Affix Stamp or Seal)

Date:

5/15/2015



Handwritten signature of Blake Brower

| Type | License # | Issuing Authority | | Issue Date | Expiration | Entity Name | Address of License |
|--------------|------------|-------------------------------|--|------------|------------|----------------------------------|-------------------------|
| MMC | 25065 | City of Edgewater | 2401 Sheridan Blvd Edgewater, Colorado 80214 720-763-3002 | 7/12/14 | 7/12/15 | Bud Med Health Centers LLC | 2517 Sheridan Boulevard |
| RMS | 25205 | City of Edgewater | 2401 Sheridan Blvd Edgewater, Colorado 80214 720-763-3002 | 12/31/14 | 12/31/15 | Bud Med Health Centers LLC | 2517 Sheridan Boulevard |
| MMC | 39425 | City of Lakewood | 480 S Allison Pkwy Lakewood, CO 80226 (303) 987-7086 | N/A | 2/11/15 | Patients Choice of Colorado | 7063 West Colfax Avenue |
| MMC | 1045669 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 7/5/15 | Live Green Consulting LLC | 4000 Morrison Road |
| MMC | 1045725 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 9/8/14 | 9/11/15 | Patients Choice of Colorado | 2251 South Broadway |
| OPC | 1061663 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 2/6/16 | Patients Choice of Colorado | 5775 East 39th Avenue |
| OPC | 1061667 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 4/9/16 | Patients Choice of Colorado | 5775 East 39th Avenue |
| OPC | 1061707 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 8/27/15 | Live Green Consulting LLC | 1201 West Custer Place |
| OPC | 1067095 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 1/15/14 | 9/16/15 | Bud Med Health Centers LLC | 5775 East 39th Avenue |
| OPC | 1067095 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 1/15/14 | 9/16/15 | Bud Med Health Centers LLC | 5775 East 39th Avenue |
| OPC | 1067096 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 5/22/16 | Patients Choice of Colorado | 1201 West Custer Place |
| RMS | 1069078 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 3/3/16 | Patients Choice of Colorado | 2251 South Broadway |
| RMS | 1069081 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 1/15/16 | Live Green Consulting LLC | 4000 Morrison Road |
| RMCF | 1069082 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 3/3/16 | Patients Choice of Colorado | 5775 East 39th Avenue |
| RMCF | 1069084 | Denver - Excise and Licensing | 201 W Colfax Ave Dept #206 Denver, CO 80202 (720) 865-2740 | 4/6/15 | 1/15/16 | Bud Med Health Centers LLC | 5775 East 39th Avenue |
| MMC - Type 1 | 402-00374 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 2/6/15 | 2/6/16 | Patients Choice of Colorado | 7063 West Colfax Avenue |
| MMC - Type 3 | 402-00375 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 4/9/14 | 4/9/15 | Patients Choice of Colorado, LLC | 2251 South Broadway |
| MMC - Type 1 | 402-00582 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 7/12/14 | 7/12/15 | Bud Med Health Centers LLC | 2517 Sheridan Boulevard |
| MMC - Type 1 | 402-00658 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 6/26/14 | 6/24/15 | Live Green Consulting LLC | 4000 Morrison Road |
| RMS | 402R-00048 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 1/1/14 | 12/31/14 | Patients Choice of Colorado | 2251 South Broadway |
| RMS | 402R-00049 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 1/1/15 | 1/1/16 | Live Green Consulting LLC | 4000 Morrison Road |
| RMS | 402R-00050 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 1/1/15 | 1/1/16 | Bud Med Health Centers LLC | 2517 Sheridan Boulevard |
| OPC | 403-00562 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 4/9/14 | 4/9/15 | Patients Choice of Colorado | 5775 East 39th Avenue |
| OPC | 403-00563 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 2/6/14 | 2/6/15 | Patients Choice of Colorado | 5775 East 39th Avenue |
| OPC | 403-00863 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 8/27/14 | 8/27/15 | Bud Med Health Centers | 5775 East 39th Avenue |
| OPC | 403-00993 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 6/26/14 | 6/26/15 | Live Green Consulting LLC | 5775 East 39th Avenue |
| OPC | 403-01343 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 8/5/14 | 8/5/15 | Patients Choice of Colorado | 1201 West Custer Place |
| OPC | 403-01344 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 8/6/14 | 8/6/15 | Bud Med Health Centers | 1201 West Custer Place |
| RMCF | 403R-00062 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 1/1/14 | 12/31/14 | Patients Choice of Colorado | 5775 East 39th Avenue |
| RMCF | 403R-00064 | Colorado Dept of Revenue MED | 455 Sherman Street Suite 390 Denver, CO 80203 (303) 205-8421 | 1/15/14 | 1/15/15 | Bud Med Health Centers | 5775 East 39th Avenue |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Joy Ann Glasser 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education
Institution Address Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains two rows of education data: New York University (B.F.A. in Film and Television Production) and Hamline University (M.A.T. - Masters of Arts in Teaching).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: English as a Second Language, 382769, State of Minnesota Department of Education, 1500 Highway 36 W., Roseville, MN 55113, 651-582-8200, 1/9/14, 1/1/2019.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members. Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: From, To, Business Type, Office Held/Nature of Interest, checkboxes for open/closed/proposed, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

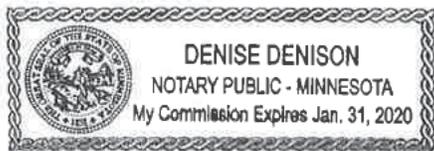
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/5/15

Notary Name: Denise G. Denison / [Handwritten Signature] Notary Registration Number: 6080070

Notary (Notary Must Affix Stamp or Seal) Date: 5-5-15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name:
3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education BBA Dates Attended 89 Degree 93

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of Cincinnati OH, 89, 93, BBA, 93.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Row 1 contains handwritten entry: owner, MØ1545, Dept of Revenue State of Colorado Marijuana Enforcement, 7-2011, 9-10-15.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, dates, supervisor details, and position responsibilities. Includes fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, employment history, and affiliations. Includes handwritten 'NA' in several fields.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From', 'To', 'Business Type', 'Office Held/Nature of Interest', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable'. The 'From' field contains handwritten 'NA'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

Handwritten signature: Gregory Lee Goldstein

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten signature]

Date: 5/11/15

Notary Name: JAMES B DICKSON

Notary Registration Number: 2004 4031371

Notary (Notary Must Affix Stamp or Seal)

Date: 5/11/15

JAMES B. DICKSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20044031371
MY COMMISSION EXPIRES 02/04/2017



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Christopher James Gondeck 3. Title: CFO/COO
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax:
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St. Cloud State University, St. Cloud, MN, 1973, 1978, BS Accounting, 1978.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: CPA, 06829, Minnesota Society of CPAs, 1-15-13, 1-14-16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three sections for business information. Each section includes fields for 'From', 'To', 'Business Type', 'Office Held/Nature of Interest', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable'. Handwritten entries include '1-1-99', 'Present', 'Digital Signage', 'Active Promo', '1998', 'Present', 'Diagnostic Decision Support Software', and 'Sage Health Management Systems'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date:

5-14-15

Notary Name:

Ingrid Pearson

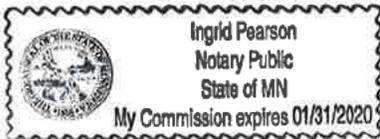
Notary Registration Number:

6184985

Notary (Notary Must Affix Stamp or Seal)

Date:

5-14-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Alondra P. Gondelle 3. Title: Managing Partner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in
any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony,
suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Marquette College and College of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: Mortgage Brokering, 341214, MMLS - National Mtg. Broking, 2011, 6 mos yr renewals.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple rows for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency. Each section includes checkboxes for open, closed, and proposed status.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

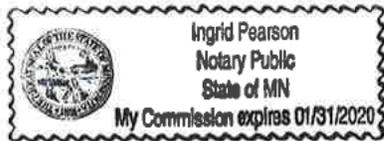
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signatures: [Handwritten Signature] Date: 5/14/15

Notary Name: Ingrid Pearson Notary Registration Number: 6184985

Notary (Notary Must Affix Stamp or Seal) Date: 5/14/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: DONALD ANDERSON 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted] 9. Fax [redacted]

10. Email [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: IOWA STATE UNIVERSITY, AMES, IOWA, 1984, 1987, BS DEGREE, MAY 1987.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: INSURANCE, 6842377, IOWA INSURANCE DIVISION DES MOINES, IA, 05/01/14, 04/30/17.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5-7-15

Notary Name: Coleen Cauwels

Notary Registration Number: 144133

Notary (Notary Must Affix Stamp or Seal)
Coleen Cauwels
Expiration expires:
7-30-17

Date: 5-7-2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jaci Anderson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax

10. Email:

11. Residence Address

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received



Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: INSURANCE, 16925686, IOWA INSURANCE DIVISION DES MOINES, IA, 04/01/13, 04/01/16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From/To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency details.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date:

5-7-15

Notary Name:

[Handwritten notary name]

Notary Registration Number:

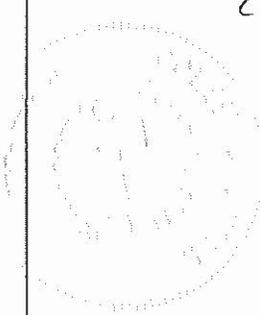
144133

Notary (Notary Must Affix Stamp or Seal)

[Handwritten notary name and expiration date]

Date:

5-7-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Karen Johnson-Greenfield Investment Group 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in
any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony,
suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

[redacted]

Rochester Vocational School RCTC 851 30th Ave SE Rochester, MN 55904 2-78 12-78 LPN 12-1978

[redacted]

[redacted]

[redacted]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: LPN, L-28597-7, MN. Board of Nursing, 2829 University Ave SE, Minneapolis, MN 55414, 1978, 2-28-17.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Karen Johnson Date: 5-7-15
Notary Name: Susan M Sikkink Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5-7-2015
SUSAN M. SIKKINK
Notary Public-Minnesota
My Comm. Expires Jan. 31, 2016



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kevin Johnson
3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education [redacted] Dates Attended [redacted] Degree [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for education details.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business..., From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

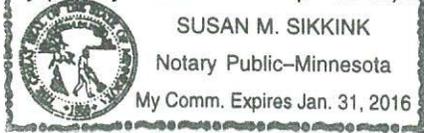
Signature: [Handwritten Signature]

Date: 5-7-15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)



Date: 5-7-2015



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Nicole Johnson 3. Title: Stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted] 9. Fax:

10. Email [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code [redacted]

15. Formal Education [redacted] Dates Attended [redacted] Degree [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Rochester Community and Technical College, 851 30th Ave SE, Rochester, MA 55904, 8/2003, 8/2004, Dental Assistant Diploma, 8/2004.

[redacted]

Empty table grid with 6 columns and 3 rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains two rows of handwritten license information.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field contains checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

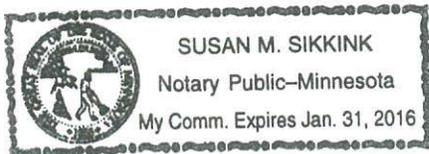
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/16/15

Notary Name: [Handwritten Name] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5-6-2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Tyler Johnson 3. Title: Stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Minnesota West Technical College Jackson, Mn 56143 September 2000 May 2001
Rochester Community Technical College University Center Rochester UCR Drive Rochester, Mn 55907 September 2001 May 2002



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for Class A Commercial Drivers License and Commercial Pesticide Applicator.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
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19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-6-15
Notary Name: [Handwritten Signature] Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5-6-2015
[SUSAN M. SIKKINK Notary Public-Minnesota My Comm. Expires Jan. 31, 2016]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Randy Lee Mayer 3. Title: Stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

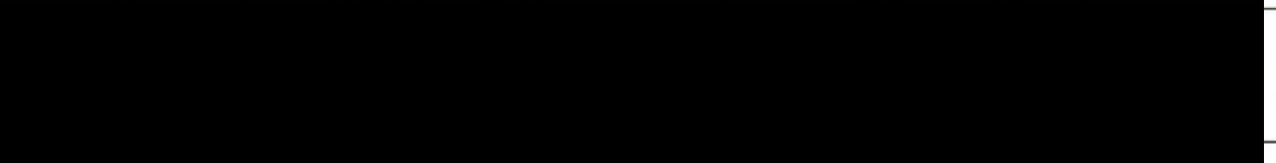
10. Email:

11. Residence Address

12. City 13. State: 14. ZIP Code

15. Formal Education B.S. Degree Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Iowa State University, College of Agriculture, 138 Curtiss Hall, Ames, IA 50011, Aug 1984, Dec 1988, Bachelor of Science, Dec. 1988.



Empty table grid with 6 columns and 3 rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for Resident Insurance Producer, Certified Crop Advisor, and Commercial Pesticide Applicator.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and Name of Employer.



Appendix A:
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For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

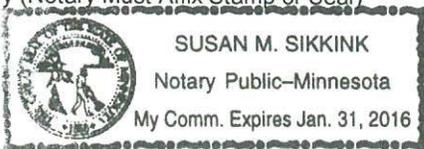
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-6-2015

Notary Name: [Handwritten Name: Susan M Sikkink] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5-6-2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Tanny Rose Ann Mayer 3. Title: Stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

[Redacted Education Table]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry for Childcare license.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-6-15
Notary Name: CHRISTOPHER SKAALEN Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5-6-15
[Notary Seal: CHRISTOPHER J. SKAALEN, Notary Public-Minnesota, My Commission Expires Jan. 31, 2020]
[Handwritten Signature]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Eric N Petersen 3. Title: stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education
Institution Address Dates Attended Degree
From To Degree Received Date Received

[Redacted Education Information]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Class A Commercial, [Redacted], State of Minnesota, 09-2012, 9-2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason for Departure:

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business registration details. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:' (with checkboxes for open, closed, proposed), and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

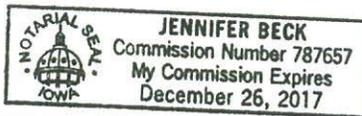
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/10/15

Notary Name: Jennifer Beck Notary Registration Number: 787657

Notary (Notary Must Affix Stamp or Seal) Date: 5/10/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JOHN D PETERSEN 3. Title: STAKE HOLDER
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding? [] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address [redacted]

12. City [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include LAWRENCE U., OREGON ST. U., UNIVERSITY OF IDAHO.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses (18. Offices Held or Ownership Interest in Other Businesses).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

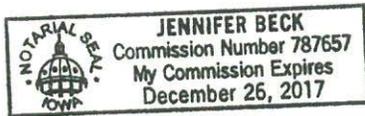
Date: 5/10/15

Notary Name: Jennifer Beck

Notary Registration Number: 787657

Notary (Notary Must Affix Stamp or Seal)

Date: 5/10/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Susan M Petersen 3. Title: Stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone 9. Fax

10. Email

11. Residence Address

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

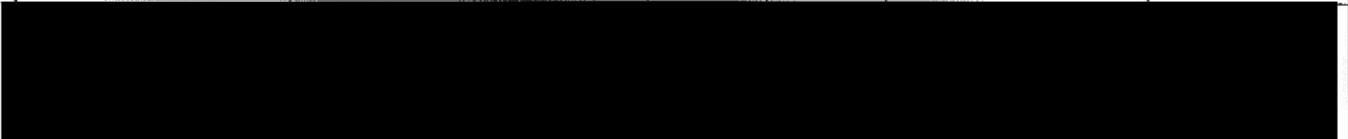


Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Rochester CC, Rochester, MN, 1970, 1971, 1yr Degree Clerical, 1970.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Class B Commercial, [Redacted], State of Minnesota, 11-12, 10-30-2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-10-15

Notary Name: Jennifer Beck Notary Registration Number: 787657

Notary (Notary Must Affix Stamp or Seal) Date: 5/10/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Andy Tieskotter 3. Title: Stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Institution Address Dates Attended Degree

Institution Address From To Degree Received Date Received

[Redacted Education History]

Western Wisconsin Technical College LaCrosse, WI 1995 Associates Degree 5/1995

[Empty Education History Row]

[Empty Education History Row]

[Empty Education History Row]



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| NA | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field contains checkboxes for 'open', 'closed', and 'proposed'.



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Affidavit for Board Members, Officers, Managers, Owners, Partners,
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For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Andy Tieskatter

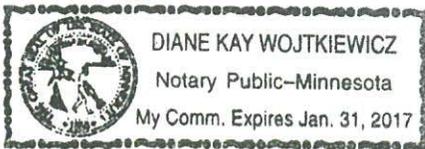
Date: 5-11-15

Notary Name: Diane Wojtkiewicz

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-11-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jackie Tieskötter 3. Title: stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address

12. City: 13. State: 14. ZIP Code

15. Formal Education Dates Attended Degree
Institution Address From To Degree Received Date Received

[Redacted Education Information]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The first row contains the handwritten text 'na'.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name or Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about business ownership in New York or other countries.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Jacki Meiskutter

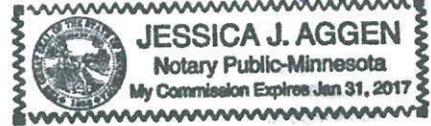
Date: 5/7/2015

Notary Name: Jessica J Aggen

Notary Registration Number: -

Notary (Notary Must Affix Stamp or Seal) Jessica J Aggen

Date: 5/7/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Nathan Haines 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Northwestern University and University of Iowa.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.
Signature: [Handwritten Signature] Date: 4/30/15
Notary Name: LAURA WILLIAMS Notary Registration Number: [Handwritten Number]
Notary (Notary Must Affix Stamp or Seal) Date: 4-30-15
[Notary Seal: LAURA WILLIAMS, Notary Public, Minnesota, My Comm. Exp. Jan. 31, 2020]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: LAWRENCE D. HALL 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Lake Region Jr. College, University North Dakota, and University Minnesota.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten 'N/A'.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 2, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: APRIL 30, 2015
Notary Name: [Handwritten Signature] Notary Registration Number: 31048624
Notary (Notary Must Affix Stamp or Seal) Date: 4/30/2015
JENNY LYNN KNAPP
NOTARY PUBLIC - MINNESOTA
My Commission Expires Jan. 31, 2017



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: PAMELA I HALL 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding? Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax: 10. Email: 11. Residence Address: 12. City: 13. State: 14. ZIP Code:

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Rock Valley Jr College and Concordia College.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains 'N/A'.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities. Includes handwritten entries for 'AGRICULTURE DRONES' and 'INVESTOR'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

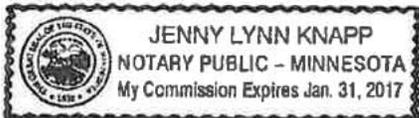
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Pamela Hall Date: 4/30/2015

Notary Name: Jenny Lynn Knapp Notary Registration Number: 31048624

Notary (Notary Must Affix Stamp or Seal) Date: 4/30/2015





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: PAMELA I HALL 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form containing fields for contact information (Phone, Fax, Email, Residence Address, City, State, ZIP Code) and a table for formal education with columns for Institution, Address, Dates Attended, Degree Received, and Date Received. Handwritten entries include Rock Valley Jr College and Concordia College.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The first row contains 'N/A' in the first column.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

name of employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

Handwritten signature of Pamela Hall

Date:

Handwritten date: 4/30/2015

Notary Name:

Handwritten signature of Jenny Lynn Knapp

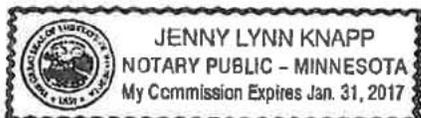
Notary Registration Number:

Handwritten number: 31048624

Notary (Notary Must Affix Stamp or Seal)

Date:

Handwritten date: 4/30/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Espen Hansen 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Normandale College 9700 France Ave S, Bloomington, MN 55431 2004 2005 Generals N/A
Hennepin Technical College 9000 Brooklyn Blvd, Brooklyn Park, MN 55445 2007 2008 Diploma in Carpentry 05/2008



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Realtors License, 40332281, MN Dept. of Commerce, 5-2-2013, 6-30-2015.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a list of affiliations and a question about business ownership in New York, USA, or other countries.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Checkboxes for 'open', 'closed', and 'proposed' are provided for the Office Held/Nature of Interest field.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-13-2015
Notary Name: [Handwritten Name] Notary Registration Number: 20380759
Notary (Notary Must Affix Stamp or Seal) Date: 5-13-15
FELICIA I DAVIS
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES 01/31/19



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Petroula Hansen 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form containing fields for contact information (Phone, Fax, Email, Residence Address, City, State, ZIP Code) and a table for Formal Education with columns for Institution, Address, Dates Attended, Degree Received, and Date Received.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [X] No

Form with fields: From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for From, To, Business Type, Office Held/Nature of Interest (with checkboxes for open, closed, proposed), and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/13/15
Notary Name: Felicia I Davis Notary Registration Number: 20380759
Notary (Notary Must Affix Stamp or Seal) Date: 5-13-15 FELICIA I. DAVIS
FELICIA I DAVIS
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES 01/31/19



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: STEVEN V. HARMS 3. Title: owner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:
10. Email:
11. Residence Address:
12. City: 13. State: 14. ZIP Code:
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Univ. of Minnesota Twin Cities 1979 1984 B.S. Biology 7/84



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

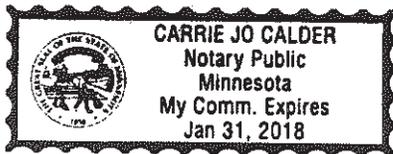
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Steve Harris Date: 5/4/15

Notary Name: Carrie Jo Calder Notary Registration Number: 31058647

Notary (Notary Must Affix Stamp or Seal) Date: 5-4-17





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Sheryl L. Harms 3. Title: owner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Bachelor of Science - Business Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Univ. of Minnesota - Twin Cities, 1979, 1983, B.S. Business, 7/83.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. | | | | |
|--|----------------|--|----------------|-----------------|
| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
| Short Call Substitute | 399825 | State of MN Dept. of Education 1500 Hwy 36W. Roseville, MN 55113 (651)582-8691 | Since 2001 | 4/30/15 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary. | | | | |
| Name of Employer: ISD 2154, 2711, and 706 | | | | |
| Type of Business: Substitute teacher | | | | |
| Street Address: Eveleth, Aurora, and Virginia | | | | |
| City: | State: | Zip Code: | | |
| Starting Date of Employment: Fall 2011 | | Ending Date of Employment: — | | |
| Name of Supervisor for Reference: N/A | | Supervisor Phone Number: — | | |
| Position/Responsibilities: Maintain classroom & school policies; teach lesson plans left by teacher | | | | |
| Reason For Departure: — | | | | |
| Name of Employer: ISD 196 and 199 | | | | |
| Type of Business: School - sub. teacher | | | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple rows for registration details, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business. Includes handwritten entries like 'Eagan and Inver Grove Heights', 'MN', 'Fall 2001', 'Spring 2011', 'N/A', and 'SAME'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about owning or operating a business in New York, USA, or other countries, with Yes/No checkboxes.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

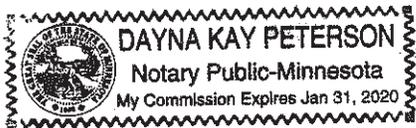
19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Sheryl L. Harms Date: 5-4-15

Notary Name: Dayna Peterson Notary Registration Number: 31066490

Notary (Notary Must Affix Stamp or Seal) Date: 5-4-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Richard Brian Harvey 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St Louis College of Pharmacy, 1990, 1995, BS Pharmacy, 1995.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Pharmacist, 117102, Minnesota Board of Pharmacy, 08-16-2000, 2-29-2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

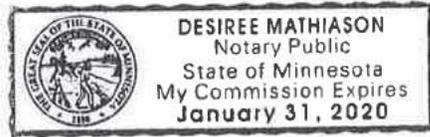
Date: 5/11/2015

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/11/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Luke Healy 3. Title: Member
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for St. John's University and University of Minnesota Medical School.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten data for a Medical License from the Minnesota Board of Medical Practice.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses with a checklist of affiliations.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

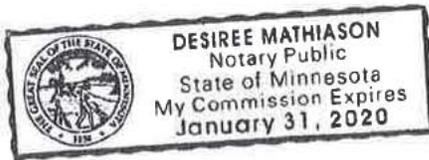
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/2015

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/8/2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Janet Hendrickson Hines 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education University of ND Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of ND, Grand Forks, ND, 1976, 1979, Ass. of Arts, Dec. 1979.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. | | | | |
|--|----------------|---|----------------------------|-----------------|
| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary. | | | | |
| Name of Employer: | | | | |
| Type of Business: | | | | |
| Street Address: | | | | |
| City: | | State: | | Zip Code: |
| Starting Date of Employment: | | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | | |
| | | | | |
| Reason For Departure: | | | | |
| Name of Employer: | | | | |
| Type of Business: | | | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and business information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a 'Reason For Departure' section and a section for '18. Offices Held or Ownership Interest in Other Businesses'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Janet Hendrickson Henes Date: 5/1/15

Notary Name: [Signature] Notary Registration Number: 31040491

Notary (Notary Must Affix Stamp or Seal) Date: 5/1/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Matt Hewitson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

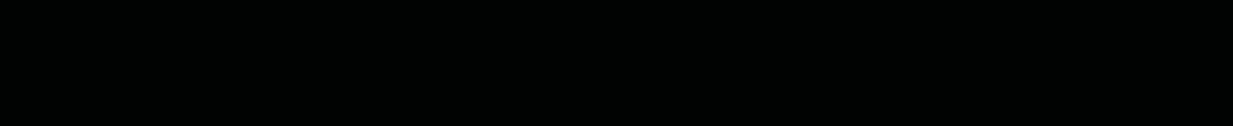
10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received



Regis University 3333 Regis Blvd Denver, CO 80221 1993 1997 Bachelor of Science Business Admin 1997



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry for General Contractor Residential Building, License Number BCL46613, Institution Granting License MN Department of Labor & Industry, Effective Date 4/1/14, Expiration Date 3/31/16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-7-15
Notary Name: Margaret E. Happel Notary Registration Number: 617 2969
Notary (Notary Must Affix Stamp or Seal) Date: 5-7-15
MARGARET E HAPPEL
Notary Public
Minnesota
My Commission Expires January 31, 2020



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Susan Hewitson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Handwritten entry for Real Estate License.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

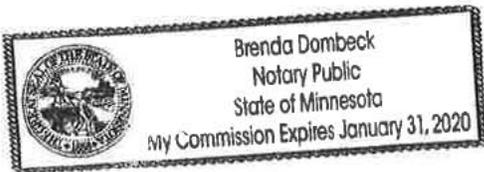
Date: 4/30/15

Notary Name: [Handwritten Name: Brenda Dombek]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 4/30/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jun Ho Huh 3. Title: MR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in
any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony,
suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Auckland and University of Oxford.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with three identical sections for licensing/regulatory agency information, including fields for From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, and checkboxes for open, closed, or proposed status.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

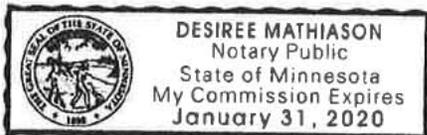
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 05/11/15

Notary Name: [Handwritten Signature] Notary Registration Number: [Handwritten Number]

Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15



DUE 5/11



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

| | |
|--|---------------------------|
| 1. Business Name: Empire State Health Solutions LLC | |
| This is the name that was entered in Section A of the Application for Registration as a Registered Organization. | |
| 2. Name: <i>JAMES HUSSEY</i> | 3. Title: <i>Investor</i> |
| 4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations. | |
| 5. Will this person or entity come into contact with medical marijuana or medical marijuana products? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License." | |
| 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity. | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
 Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [REDACTED] 9. Fax: [REDACTED]

10. Email: [REDACTED]

11. Residence Address: [REDACTED]

12. City: [REDACTED] 13. State: [REDACTED] 14. ZIP Code: [REDACTED]

| 15. Formal Education | | Dates Attended | | Degree <i>BA</i> | |
|------------------------------|-----------------------|----------------|-------------|--------------------------------|------------------|
| Institution | Address | From | To | Degree Received | Date Received |
| <i>St. Cloud State Univ.</i> | <i>St. Cloud, MN.</i> | <i>1966</i> | <i>1970</i> | <i>BA Finance + Psychology</i> | <i>JUNE 1970</i> |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

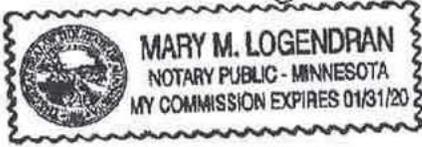
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/15

Notary Name: [Handwritten Name] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/8/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization
2. Name: Ross Hussey 3. Title [Redacted]
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains entries for Gustavus Adolphus College and William Mitchell College of Law.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Attorney License, 0353681, Minnesota Supreme Court, 04/01/15, 04/01/16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4-29-15

Notary Name: Miriam A. Encalada Notary Registration Number: 31053485

Notary (Notary Must Affix Stamp or Seal) Date: 04/29/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Rochelle Itman

3. Title:

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

Yes No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? Yes No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address From To Degree Received Date Received
University of Minnesota 333 Science teaching and student services 222 Pleasant St. S.E. MN 55455 1963 1968 B.S. 1968
St. Mary's University of MN Minnena, MN 1979 1981 M.A. 1981



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
Handwritten entry: Teaching Elem.ed 1-6 ESL K-12, License Number 186240, Institution: State of MN Dept of Ed Educator Licensing Section, Effective Date 3/13/12, Expiration Date 2017.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for other businesses with checkboxes for Yes/No and open/closed/proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Rochelle Elmax Date: April 29, 2015
Notary Name: Matthew Gregory Krumm Notary Registration Number: 31037552
Notary (Notary Must Affix Stamp or Seal) Date: 4-29-15
MATTHEW GREGORY KRUMM
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2020



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Betsy Jaeger 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone 9. Fax

10. Email

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received



Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains multiple empty rows for data entry.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [x] No, From: To: Name and Address of Business: Business Type: Office Held/Nature of Interest: [] open [] closed [] proposed, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Betty Jacob

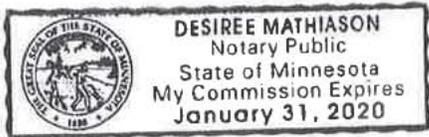
Date: 5/8/15

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/8/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: DR. SANDEEP JAGLAN 3. Title: MEMBER
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten data for a Nephrology license.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form fields for Name of Employer and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? (Yes/No), From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Irma G. Harmon Date: 5/20/15

Notary Name: Irma G. Harmon Notary Registration Number: W00133105

Notary (Notary Must Affix Stamp or Seal) Date: 5/20/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: BRETT WILLIAM JARLAND 3. Title: owner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at [] Yes [x] No using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, 15. Formal Education (with handwritten 'None'), and a table for Dates Attended and Degree.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason For Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

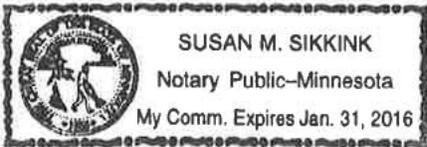
Date: 5-1-15

Notary Name: Susan M Sikkink

Notary Registration Number: 31016654

Notary (Notary Must Affix Stamp or Seal)

Date: 5-1-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections: 1. Business Name: Empire State Health Solutions LLC; 2. Name: Craig Jeffery; 3. Title: Member; 4. Briefly describe the role of this person or entity in the proposed registered organization; 5. Will this person or entity come into contact with medical marijuana or medical marijuana products?; 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address

12. City 13. State 14. ZIP Code

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: UCSB, Santa Barbara, California 93106-2015, 9/1991, 6/1995, BS Computer Science, 6/1995.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains 'None'.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple rows for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

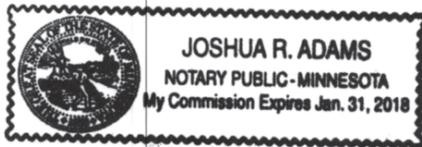
Date: 5/8/15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 05/08/2015





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: William K. Johnson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
 Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: _____ 9. Fax: _____

10. Email: _____

11. Residence Address: _____

12. City: _____ 13. State: _____ 14. ZIP Code: _____

15. Formal Education _____ Dates Attended _____ Degree _____

| Institution | Address | From | To | Degree Received | Date Received |
|-------------|---------|------|----|-----------------|---------------|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason For Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.

Notary Public in and for the State of Minnesota
My Commission Expires Jan 31, 2020

NOTARY PUBLIC
STATE OF MINNESOTA

Notary Public

Notary Public in and for the State of Minnesota
My Commission Expires Jan 31, 2020

Notary Public in and for the State of Minnesota
My Commission Expires Jan 31, 2020

Notary Public in and for the State of Minnesota
My Commission Expires Jan 31, 2020

Notary Public in and for the State of Minnesota
My Commission Expires Jan 31, 2020

MAY 8 2019

MAY 8 2019

NOTARY PUBLIC
STATE OF MINNESOTA
NICKI CHRISTIANSON
Notary Public-Minnesota
My Commission Expires Jan 31, 2020





Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Wilbur L. Shon Date: MAY 08 2015
Notary Name: Vicki Christianson Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: MAY 08 2015
VICKI CHRISTIANSON
Notary Public-Minnesota
My Commission Expires Jan. 31, 2020



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Roxanne Jonsson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding? [] Yes [x] No
If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for data entry.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains two rows of handwritten license information for real estate brokers.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|---|---------------------------------|---|
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Roxanne Johnson

Date: 5-7-15

Notary Name: Greg Schieber

Notary Registration Number: 31059731

Notary (Notary Must Affix Stamp or Seal)
GREGORY MARK SCHIEBER
Notary Public
State of Minnesota
My Commission Expires
January 31, 2019

Date: 5/7/15



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

| | |
|------------------------------------|-----------|
| 2. Name: <i>Carlene A. Ramirez</i> | 3. Title: |
|------------------------------------|-----------|

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
 Yes No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at <http://www.identogo.com/FP/NewYork.aspx> using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? Yes No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, 15. Formal Education (REG NURSE), and a table for education details including Columbia Hosp School of Nursing, Milwaukee Wis, 1958-1961, Diploma.



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| REGISTERED NURSE | 39233-30 | Columbia Hosp School of Nursing | | 7/29/2016 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/2015

Notary Name: [Handwritten Signature] Notary Registration Number: 02-02-19

Notary (Notary Must Affix Stamp or Seal) Date: 05.11.15
JESSICA M. FERRIS
NOTARY PUBLIC
STATE OF WISCONSIN



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Ann M. Kelly 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Gonzaga University, 502 E Boone Ave Spokane, WA 99202, 9/97, 5/01, Special Education Elementary Ed, 5/2001.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| | | | | |
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| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Name of Employer: *Wayzata Schools ISD 284*

Type of Business: *Elementary Education*

Street Address: *210 County Rd 101 N*

City: *Wayzata* State: *MN* Zip Code: *55391*

Starting Date of Employment: *9/2003* Ending Date of Employment: *6/2008*

Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]

Position/Responsibilities:
Special Education Teacher. Assessments & Evaluations

Reason For Departure: [Redacted]

Name of Employer: [Redacted]

Type of Business: [Redacted]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

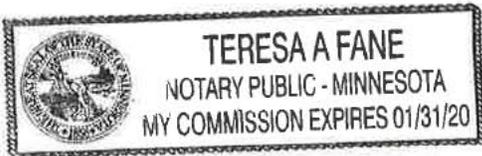
Date: 5.1.15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: May 1, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Lucas Kerfeld 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St. John's University, 2850 Abbey Rd. Colleeville, MN 56321, 1999, 2003, BA, May 2003.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

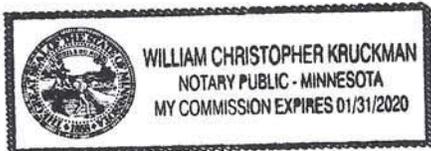
Date: 5-8-15

Notary Name: William Christopher Kruckman

Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal)

Date: 05/08/2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Benjamin Kiehne 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: MN 14. ZIP Code: 55939

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Gustavus Adolphus College, 800 W. College Avenue St. Peter, MN 56082, 1993, 1997, BA Biology, 6/1/97.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses with a Yes/No question.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-1-15
Notary Name: [Handwritten Name] Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5-1-15
[Notary Seal: DIANE KAY WOJTKIEWICZ, Notary Public-Minnesota, My Comm. Expires Jan. 31, 2017]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Krista Kehne 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Gustavus Adolphus and Cardinal Stritch Univ.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| | | | | |
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| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Name of Employer: Rochester Community + Technical College

Type of Business: community college

Street Address: 851 30th Ave SE Box 50

City: Rochester State: MN Zip Code: 55904

Starting Date of Employment: 3/13 Ending Date of Employment: current

Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]

Position/Responsibilities: customized training rep.

Reason For Departure: [Redacted]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners
Redacted pursuant to N.Y. Public Officers Law, Art. 6

| | | |
|-----------------------------------|--------|----------------------------|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [Yes/No], From: To: Business Type: Office Held/Nature of Interest: [open/closed/proposed], Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|---|---------------------------------|---|
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: May 4, 2015

Notary Name: Mary Jane Stearns Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: May 4, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Ross Kiehne 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include University of Minnesota and Gustavus Adolphus College.

[Redacted section]

Empty table grid with 6 columns and 2 rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Doctor of Veterinary Medicine, MN 13599, State of Minnesota Board of Vet Med, June 1999, 2,28,17.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

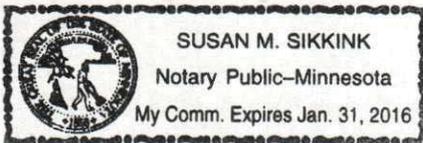
Date: 5.1.15

Notary Name: Susan M. Sikkink

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-1-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: DAVID E. KINGSLEY 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412600 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason For Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Department of Health

Medical Marijuana Program
Application for Registration as a Registered Organization

Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting and Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for other businesses with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

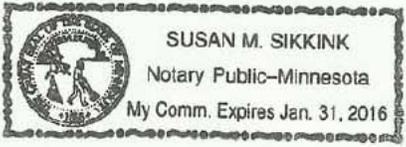
19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-4-15

Notary Name: Susan M. Sikkink Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5-4-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kyle Kingsley 3. Title: CEO
4. Briefly describe the role of this person or entity in the proposed registered organization:
Dr. Kingsley is CEO and Chairman of the Board of the applicant Empire State Health Solutions LLC, as well as the CEO and Chairman of the Board of the majority stakeholder, Vireo Health LLC.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[checked] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [checked] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.
Dr. Kingsley owns greater than 10% of Vireo Health LLC and its subsidiary Minnesota Medical Solutions, which is one of the two licensed medical cannabis manufacturers in the state of Minnesota. Dr. Kingsley is the CEO of both entities. There have never been any findings of violations of law or regulation by a governmental agency against Vireo Health LLC, Minnesota Medical Solutions LLC, or Dr. Kingsley.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains three rows of education data.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Minnesota Medical License, 48376, Minnesota Board of Medical Practice, 200 Oak Street SE, Minneapolis MN, 55455, 08/31/14, 08/31/15.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and Name of Employer.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



**Department
of Health**

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

I am currently the CEO of Vireo Health LLC and Minnesota Medical Solutions LLC and I have been directly responsible for the direction and implementation under a very tight time frame of a comprehensive solution for the production and distribution of cannabis-derived medications in a regulatory system very similar to that in New York. As a physician and experienced businessman with broad experience including that in the highly regulated medical cannabis system in Minnesota, I feel that I am uniquely qualified to institute a quality and patient-based system in the state of New York.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

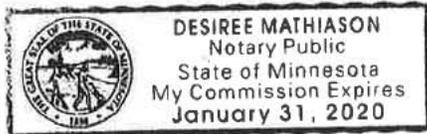
Date: 5/19/2015

Notary Name: [Handwritten Name: Desiree Mathiason]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/19/15





Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

| | |
|--|-----------|
| 1. Business Name: Empire State Health Solutions LLC This is the name that was entered in Section A of the Application for Registration as a Registered Organization. | |
| 2. Name: Lucas M. Lathrop | Title: MD |
| 4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations. | |
| 5. Will this person or entity come into contact with medical marijuana or medical marijuana products? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License." | |
| 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity. | |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
 Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [REDACTED] 9. Fax: N/A

10. Email: [REDACTED]

11. Residence Address: [REDACTED]

12. City: [REDACTED] 13. State: [REDACTED] 14. ZIP Code: [REDACTED]

| 15. Formal Education | | Dates Attended | | Degree | |
|---|--|----------------|------|-----------------|---------------|
| Institution | Address | From | To | Degree Received | Date Received |
| St. Louis Univ. | 1 North Grand St. Louis, MO 63103 | 1995 | 1999 | BA / Biology | 1999 |
| St. Louis Univ School of Medicine | 1402 S. Grand Blvd St. Louis, MO 63104 | 1999 | 2003 | MD | 2003 |
| | | | | | |
| | | | | | |
| | | | | | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
| Medical License | 58061 | Georgia Composite Medical Board www.medicalboard.georgia.gov 2 Peachtree St NW, Atlanta, GA 30303 404-656-3913 | 2006 | 10/31/15 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

| | | | |
|-----------------------------------|--|----------------------------|-----------|
| Type of Business: | | | |
| Street Address: | | | |
| City: | | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | |
| Reason For Departure: | | | |
| Name of Employer: <i>N/A</i> | | | |
| Type of Business: | | | |
| Street Address: | | | |
| City: | | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | |
| Reason For Departure: | | | |
| Name of Employer: | | | |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | | |
|---|---------------------------------|---|--|
| Type of Business: | | | |
| Street Address: | | | |
| City: | State: | Zip Code: | |
| Starting Date of Employment: | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | |
| Reason For Departure: | | | |
| Name of Employer: <i>N/A</i> | | Type of Business: | |
| Street Address: | | | |
| City: | State: | Zip Code: | |
| Starting Date of Employment: | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | |
| Reason For Departure: | | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> | | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| From: | Name and Address of Business: | | |
| To: | | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed | |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|---|---------------------------------|---|
| From: | Name and Address of Business: | |
| To: | φ | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | φ | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | φ | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |

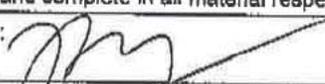
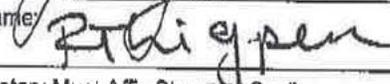
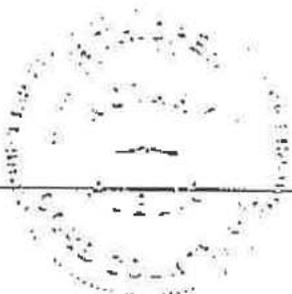


Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | |
|---|-----------------------------|
| <p>19. Affirmative Statement of Qualifications For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.</p> <p>As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.</p> | |
| <p>20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.</p> | |
| Signature:  | Date: 5/4/15 |
| Notary Name:  | Notary Registration Number: |
| Notary (Notary Must Affix Stamp or Seal) | Date: 5/4/15 |
| <p>R. THIGPEN Notary Public State of Georgia My Commission Expires 09/10/2017</p>  | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Leber, Ben and Abby 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for data entry.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

| | | |
|-----------------------------------|--------|----------------------------|
| Name of Employer: | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> | | |
| <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/2015
Notary Name: JAMES M. BAISCH Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: May 11th, 2015
[Notary Seal: JAMES MICHAEL BAISCH, NOTARY PUBLIC - MINNESOTA, My Commission Expires Jan. 31, 2019]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Charles Ledermann 3. Title: Chief Technology Officer
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Alexandria College, 1601 Jefferson St Alexandria, MN 56308, 1998, 1991, Computer Science, May 1991.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 6 empty rows for data entry.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|--|--|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: September, 2014 | Name and Address of Business: | |
| To: Present | Hired.Org 1200 Plymouth Avenue North • Minneapolis, Minnesota 55411 | |
| Business Type: Workforce Development | Office Held/Nature of Interest: Board of Directors | <input checked="" type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

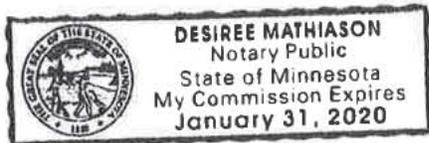
Date: 5/8/2015

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/8/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Richard Lee 3. Title: Stockholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
UC Berkeley 1995 University Ave Suite 110 Berkeley CA 94704-7500 2001 2005 BA 2005
Penn State college of Medicine 500 University Drive Hershey, PA 17033 2005 2009 MD 2009
Mayo Clinic Mayo Clinic GME 200 First St SW Rochester, MN 55905 2009 2012 Emergency Medicine Residency 2012



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten data for a medical license.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about business ownership in New York, USA, or other countries.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

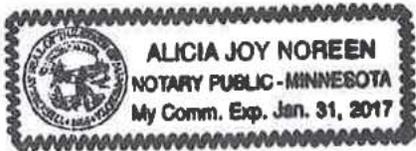
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/29/15

Notary Name: [Handwritten Signature] Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal) Date: 4/29/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Lehman, Thomas and Deborah 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:
9. Fax:
10. Email:
11. Residence Address:
12. City:
13. State:
14. ZIP Code:

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Bethel University, University of Minnesota, American University, George Washington University, and University of Minnesota.

Handwritten names: Thomas Lehman, Deborah Simmons, Deborah Simmons, Deborah Simmons



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|--------------------------------------|----------------|--|----------------|--------------------------------|
| Licensed Marriage & Family Therapist | 917 | Minnesota Board of Marriage and Family Therapy 2829 University Ave, SE Suite 330 Minneapolis, Minnesota 55416 | 1998 | 12/31/2015 yearly extension |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Deborah Simmons

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Thomas Lehman

Type of Business:



Deborah Simmons, PhD, LMFT Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employment history, including fields for City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.

18. Offices Held or Ownership Interest in Other Businesses
List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [X] Yes [] No

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency details.

N/A Tom Lehman
Deborah Simmons



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

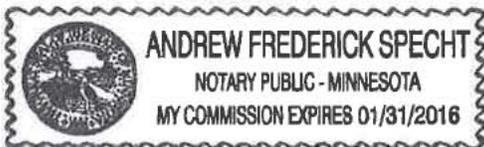
Date: 5/9/15 5/9/15

Notary Name: Andrew Frederick Specht

Notary Registration Number: NA

Notary (Notary Must Affix Stamp or Seal)

Date: 05/09/2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Doug Barnes 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, 15. Formal Education (Institution, Address, Dates Attended, Degree Received). Includes handwritten entry for St. School of Barbering.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains 'N/A' in the Institution Granting License column.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 2 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for 18. Offices Held or Ownership Interest in Other Businesses with a Yes/No checkbox.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-13-2014
Notary Name: [Handwritten Signature] Notary Registration Number: N.A
Notary (Notary Must Affix Stamp or Seal) Date: MAY 13, 2015
Taylor R. Ihnen, State of Nebraska-General Notary, My Commission Expires November 15, 2017



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kyle Hovey 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

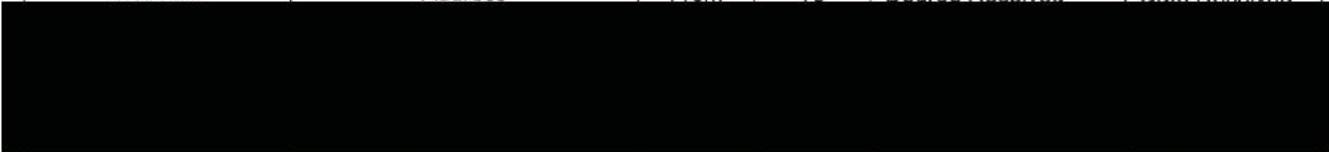


Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
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17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Name of Employer: _____

Type of Business: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Starting Date of Employment: _____ Ending Date of Employment: _____

Name of Supervisor for Reference: _____ Supervisor Phone Number: _____

Position/Responsibilities: _____

Reason For Departure: _____

Name of Employer: _____

Type of Business: _____



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: May 7, 2015
Notary Name: Don C Freund Notary Registration Number: none
Notary (Notary Must Affix Stamp or Seal) Date: May 7, 2015
[Notary Seal: DON C. FREUND NOTARY PUBLIC STATE OF WISCONSIN]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: James M. Love 3. Title: Partner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education
Institution Address Dates Attended Degree

[Redacted Education Information]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. Table with columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

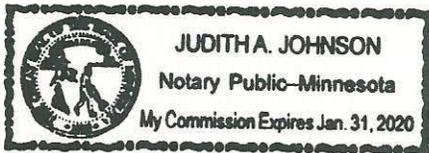
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-8-15

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5-8-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Chad Martinson 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

N/A

10. Email:

11. Residence Address

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Harvard Business School and Luther College.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for CPA (Inactive) and CMA licenses.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [X] No, From/To, Business Type, Office Held/Nature of Interest, [] open [] closed [] proposed, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Chad Marton

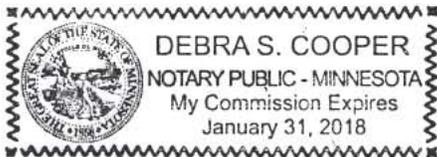
Date: 5/15/15

Notary Name: Debra S. Cooper

Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal)

Date: 5/15/15



Debra S Cooper



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Renata Mazzei-Klokiw 3. Title: Chief Medical Officer
4. Briefly describe the role of this person or entity in the proposed registered organization: Chief Medical Officer and Board Member of Empire State Health Solutions LLC.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Ellis Hospital, University of Santo Tomas, and SUNY at Buffalo.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Medical Doctor, 229963, The SUNY Education Department Office of Professions 89 Washington Ave. Albany, NY 12234, 12/14, 12/31/2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a Yes/No question.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/15/15

Notary Name: [Handwritten Name: Lisa M. Wichelms] Notary Registration Number: 01W16280566

Notary (Notary Must Affix Stamp or Seal) Date: May 15, 2015

LISA M. WICHELM'S
NOTARY PUBLIC IN THE STATE OF NEW YORK
QUALIFIED IN SARATOGA CO., NO. 01W16280566
MY COMMISSION EXPIRES MAY 6, 2017



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member; officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Patricia M. Irvin Amy Irvin 3. Title: MD
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry for a medical-physician license from the State of Minnesota.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-8-15
Notary Name: Roger Allen Marturano Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5-8-15
[Notary Stamp: ROGER ALLEN MARTURANO, NOTARY PUBLIC - MINNESOTA, MY COMMISSION EXPIRES 01/31/2016]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Peter McCloud 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Actuary-Enrolled Actuary, 14-6101, Internal Revenue Service Joint Board for Enrollment of Actuaries, 1999, 12/31/16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: N/A
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and a section for 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Peter McCloud Date: 5/8/15

Notary Name: Teresa R Yerhart Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal) Date: May 8th, 2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: ANDREW G. L. MCBINN 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NY0412500 using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax [Redacted]

10. Email: [Redacted]

11. Residence Address [Redacted]

12. City [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Earleton College and St. Louis University.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Row 1 contains handwritten entry: TO PRACTICE MEDICINE, 029417, MINNESOTA BOARD OF MEDICAL PRACTICE, current, 8/31/15 (renews yearly).

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with checkboxes for Yes/No and open/closed/proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Andrew G. McCormi

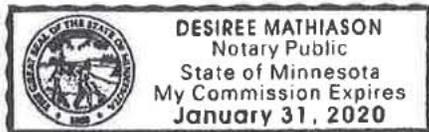
Date: 5/7/15

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/7/15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: ANN F. H. MCGINN 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City [Redacted] 13. State: [Redacted] 14. ZIP Code [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Minnesota (B.A. 1985, M.D. 1992).



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: MEDICAL PRACTICE, 40576, N.Y. BOARD OF MEDICAL PRACTICE, current, 5/31/16 (renewed yearly).

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Dan Medina

Date: 5/5/15

Notary Name: Stacey Schmitt

Notary Registration Number: 31063147

Notary (Notary Must Affix Stamp or Seal)

Date: 5-5-15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: MITCH MICHAELSON 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:
10. Email:
11. Residence Address:
12. City: 13. State: 14. ZIP Code:
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
ST JOHN'S UNIVERSITY COLLEGEVILLE PA 2000 2004 BUSINESS MAY 2004



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: N/A
Type of Business: N/A



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

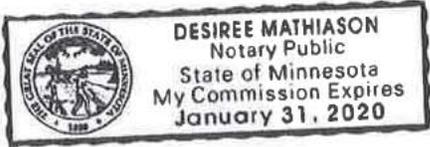
Date: 5/7/15

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/7/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: KATHRYN MOE 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for St. Olaf College and Carnegie Mellon University.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. | | | | |
|--|----------------|--|----------------------------|-----------------|
| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary. | | | | |
| Name of Employer: | | | | |
| Type of Business: | | | | |
| Street Address: | | | | |
| City: | | State: | | Zip Code: |
| Starting Date of Employment: | | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | | |
| Reason For Departure: | | | | |
| Name of Employer: | | | | |
| Type of Business: | | | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for '18. Offices Held or Ownership Interest in Other Businesses' with instructions and a 'Yes/No' question.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

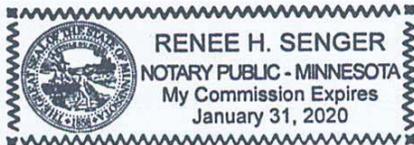
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-8-15

Notary Name: Renee H. Senger Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date:



5-8-15



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Marian Morem 3. Title: Member
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education

Table with 6 columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Row 1: Rochester Community and Technical College, 851 30th Ave SE, 1974-1977, Associate of Arts, May 1977.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes question 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional...

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:' (with checkboxes for open, closed, proposed), and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Marian L. Thoren

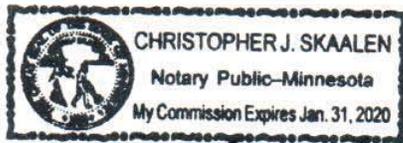
Date: May 1, 2015

Notary Name: Christopher Skaalen

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-1-2015



Handwritten signature of Christopher Skaalen



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Mary K Murphy-Olsen 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City [redacted] 13. State [redacted] 14. ZIP Code [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Carleton University and University of River Falls.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Teaching License, 50196 60206, M. Naboth Dept of Education, 1500 Hwy 76 West, Roxville, NC 55113, 2006, 6/16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Employment history form for Minneapolis Public School. Fields include: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities (Teacher), Reason For Departure, Name of Employer (Santa Fe Public Schools), Type of Business (Education).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple rows for personal and professional information. Includes fields for Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and another set of address and employment details. Some fields are redacted with black boxes.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, employment history, and affiliations. Includes handwritten entries like 'Education', '1400 49th Ave NE', 'Columbus Heights', 'MN', '55421', '8/06', '7/08', and 'Teacher'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

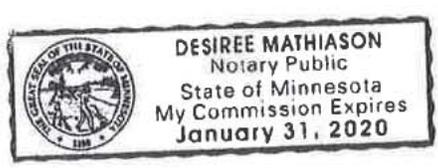
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/15

Notary Name: [Handwritten Name] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/8/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kari Nelson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Univ MN Duluth, Duluth, MN, 94, 95, Masters Env + Health + Sfty, May 95.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.
Name of Employer:
Type of Business:
Street Address:
City: State: Zip Code:
Starting Date of Employment: Ending Date of Employment:
Name of Supervisor for Reference: Supervisor Phone Number:
Position/Responsibilities:
Reason For Departure:
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

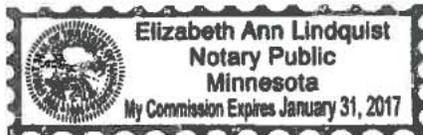
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/15

Notary Name: [Handwritten Name] Notary Registration Number: 31049312

Notary (Notary Must Affix Stamp or Seal) Date: 5/8/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Steven A. Nelson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Univ. WI Superior, Superior, WI, 1990, 1995, Bachelors, 1995.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 6 empty rows for data entry.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Checkboxes for 'open', 'closed', and 'proposed' are provided for the Office Held/Nature of Interest field.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/15

Notary Name: Elizabeth Ann Lindquist Notary Registration Number: 31049312

Notary (Notary Must Affix Stamp or Seal) Date: 5/8/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michael F. Newell 3. Title: COO
4. Briefly describe the role of this person or entity in the proposed registered organization:
Mr. Newell will be acting as Chief Operating Officer for Empire State Health Solutions
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

| Institution | Address | From | To | Degree Received | Date Received |
|---------------|-----------------------------|------|-------|-----------------|---------------|
| Union College | Union St. Schenectady NY | 1/70 | 12/73 | BS | 6/74 |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

| Institution | Address | From | To | Degree Received | Date Received |
|-------------|---------|------|----|-----------------|---------------|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5/22/15

Notary Name: David Teta

Notary Registration Number: 01TE6167593

Notary (Notary Must Affix Stamp or Seal)
[Handwritten Signature]
DAVID TETA
Notary Public- State of New York
No. 01TE6167593
Qualified In Schenectady County
My Commission Expires June 4, 2019

Date: May 22, 2015



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Nnamdi Nkwu MD 3. Title: MD
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education (Institution, Address, Dates Attended, Degree, Date Received)

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Pittsburgh and UMDNJ Robert Wood Johnson Medical School.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
Handwritten entry: CPA Medical License, MA055808, Georgia State Medical Board, 8/31/13, 8/31/15.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: APRIL/28th/2015

Notary Name: Yuhyun KIM Notary Registration Number: W-00239066

Notary (Notary Must Affix Stamp or Seal) Date:



My Commission Expires on 25th of March, 2019



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Christopher Obetz 3. Title: Member
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: MN Medical license, 44792, MN state Medical Board, 2000 - current.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

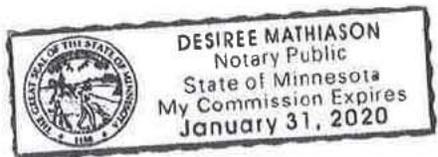
Date: 5-8-15

Notary Name: [Handwritten Name: Desiree Mathiason]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/8/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: PAOLA NUNEZ OBETA 3. Title: MEMBER
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Bachelor Degree

Dates Attended

1998

Degree

Liberal Arts

Institution

Address

From

To

Degree Received

Date Received



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Form fields for employment history including: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a specific section for '18. Offices Held or Ownership Interest in Other Businesses' with a 'Yes/No' checkbox.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

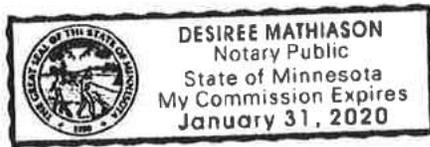
Date: 05/08/15

Notary Name: Desiree Mathiason

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/8/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jeremy Olsen 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax:

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Minnesota and Luther College.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
Handwritten entry: MD, 50312, 2829 University Ave SE #500 Minneapolis, MN 55414, 11/2007, 12/31/15.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

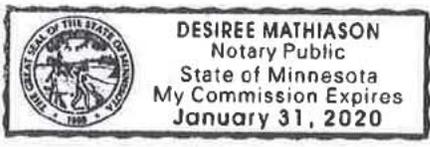
Date: 5/8/15

Notary Name: Desiree Mathiason

Notary Registration Number: -

Notary (Notary Must Affix Stamp or Seal)

Date: 5/8/15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections: 1. Business Name: Empire State Health Solutions LLC; 2. Name: Joshua O'Neill; 3. Title: CBDO and Partner; 4. Briefly describe the role of this person or entity in the proposed registered organization; 5. Will this person or entity come into contact with medical marijuana or medical marijuana products?; 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted] 9. Fax [redacted]

10. Email [redacted]

11. Residence Address [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education (Table header)

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains two rows of education data: University of MN - Carlson School of Management and University of St. Thomas.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Real Estate Broker License, 40372999, MN Department of Commerce, 1-1-2014, 6-30-2015.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



**Department
of Health**

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

I am an experienced well educated business leader who has led teams, enhanced operations, managed annual budgets exceeding \$50M, developed new business and been recognized continued high performance for nearly 15 years. My record of creating and implementing strategic initiatives into dynamic growing businesses and working in fast pace regulated environments makes me ideally qualified for this leadership role.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

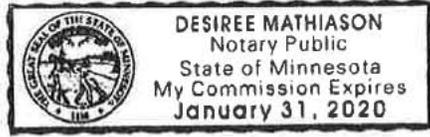
Date: 5-4-2015

Notary Name: [Handwritten Signature]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/4/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Nancy M. Overby 3. Title: NA
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City [redacted] 13. State [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of Minnesota, St. Paul, MN, 9/64, 12/68, BS, 12/68.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Nancy M. Overby

Date: APR 29 2015

Notary Name: Vicki Christianson

Notary Registration Number: _____

Notary (Notary Must Affix Stamp or Seal)
VICKI CHRISTIANSON
Notary Public-Minnesota
My Commission Expires Jan. 31, 2020

Date: APR. 29 2015



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Ronald D. Owens Jr.

3. Title: Investor / Security Director

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

Also serving as Director of Security

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

[X] Yes [] No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [X] Yes [] No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding? Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City [Redacted] 13. State: [Redacted] 14. ZIP Code [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains two rows of education data for Lindenwood University.



Empty table grid with 6 columns and 2 rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Missouri LEO POST, 16959, 1101 North Riverside Drive, Lewis and Clark Building, 4th Floor, P.O. Box 749, Jefferson City, MO 65102, 06/1994, 12/2020.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: St Charles Police Department
Type of Business: Police Department - Municipal



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities. Includes redacted areas for names and phone numbers.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

* See Note amendment below

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 05/11/15
Notary Name: Desiree Mathiason Notary Registration Number: -
Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15
DESIREE MATHIASON
Notary Public
State of Minnesota
My Commission Expires
January 31, 2020

* Upon review of this document, I misunderstood the parameters. Please note I will be involved daily in Operations



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Greg Parnell
3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: 770-405-0082

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education: Institution, Address, Dates Attended (From, To), Degree (Degree Received, Date Received)

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Univ of Tenn. Knoxville, Knoxville, TN, 1982, 1984, Yes, B.A., 1984.

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 2: East Tenn State Univ., Johnson City, TN, 1980, 1982, No, [Blank].

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 3: Cumberland School of Law, Birmingham, AL, 1984, 1985, No, [Blank].

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 4: [Blank].

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 5: [Blank].



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|--|----------------|--|----------------|-----------------|
| NMLS, Nationwide Mortgage Licensing System | 241094 | State of Georgia, Department of Banking & Finance 770) 986-1633 | 01/01/2015 | 12/31/2015 |
| | | 2990 Brandywine Road Suite 200 Atlanta, Georgia 30341-5565 | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'. The 'From:' and 'To:' fields contain 'N/A'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent i have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5-4-15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-4-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kristi Pearson 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone 9. Fax

10. Email

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Indiana University, Bloomington, IN, 8/1987, 6/1991, Business, 6/1991.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

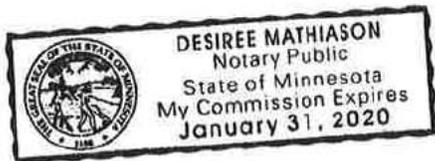
Date: 5/11/2015

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/11/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Scott Pearson 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address

12. City: 13. State: 14. ZIP Code

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Gustavus Adolphus College, St. Peter, MN, 8/1986, 6/1990, Bachelor or Arts, 6/1990.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. Table with columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. 17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date: 5/11/2015

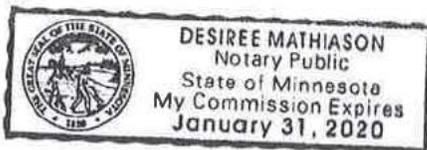
Notary Name:

[Handwritten name: Desiree Mathiason]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/11/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JARED PENMAN 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [x] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.
RINO SUPPLY CO PRESIDENT AND SOLE SHAREHOLDER; NO VIOLATIONS OF LAW OR REGULATION



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone 9. Fax:

10. Email

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Colorado State U, Ft. Collins, Co 80523, 1991, 1996, None.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. Table with columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and '18. Offices Held or Ownership Interest in Other Businesses'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/15

Notary Name: Fiona Sulejmani Notary Registration Number: 20144032895

Notary (Notary Must Affix Stamp or Seal) Date: 5/8/15

FIONA SULEJMANI
NOTARY PUBLIC - STATE OF COLORADO
Notary Identification #20144032895
My Commission Expires 8/21/2018
[Handwritten Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Aaron Peterson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education 4 year
Institution Address Dates Attended Degree Received Date Received
St. Johns University Collegeville, MN 2000 2005 Political Science June 2005



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for other businesses (18. Offices Held or Ownership Interest in Other Businesses).



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

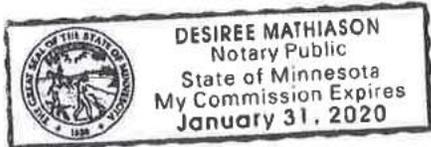
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-7-15

Notary Name: Desiree Mathiason Notary Registration Number: [Blank]

Notary (Notary Must Affix Stamp or Seal) Date: 5/7/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: DEAN POHLAND 3. Title: STAKE HOLDER
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax:

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: ST. JOHN'S UNIVERSITY, COLLEGEVILLE, MN, 1966, 1970, BS., 5/70.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.
Name of Employer: INDEPENDENT SCHOOL DISTRICT # 271
Type of Business:
Street Address: OAK GROVE ADMINISTRATION CENTER
City: BLOOMINGTON State: MN Zip Code: 55431
Starting Date of Employment: 9-05 Ending Date of Employment: 9-10
Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]
Position/Responsibilities: PROGRAM MANAGER
Reason For Departure: [Redacted]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses with a Yes/No question.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

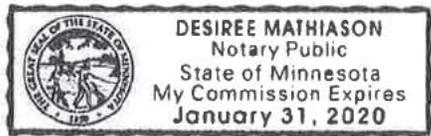
Date: 5-9-15

Notary Name: [Handwritten Name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/7/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jonathan Pohland 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: None

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of Minnesota and St. Johns University.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for Minnesota medical practice license and DEA license.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

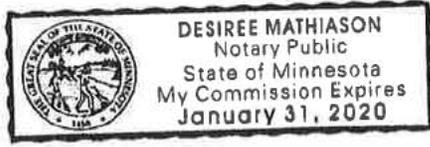
19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/4/15

Notary Name: [Handwritten Name] Notary Registration Number: [Blank]

Notary (Notary Must Affix Stamp or Seal) Date: 5/4/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kathleen Pohland 3. Title: investor/stakeholder
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: NA

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St. Cloud State University, st. Cloud, Mn, 1966, 1970, BA, June '70.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.
Name of Employer: Bloomington Public School ISD 271
Type of Business: education
Street Address:
City: Bloomington State: Mn Zip Code: 55431
Starting Date of Employment: 9-02 Ending Date of Employment: 9-12
Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]
Position/Responsibilities: Job Coach - worked with high school students with disabilities in getting, learning and keeping jobs.
Reason For Departure: [Redacted]
Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with checkboxes for Yes/No.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Kathleen Pohland

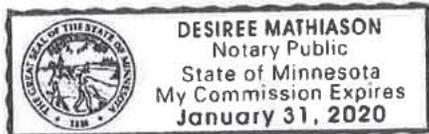
Date: 5-7-15

Notary Name: Desiree Mathison

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5/7/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Trisha Kohnland 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: None
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
William Mitchell College of Law St. Paul, MN 1998 2002 JD 5/2002
University of Minnesota Minneapolis, MN 1994 1998 BA 5/2008



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Attorney License, 0322738, MN Supreme Court, October 2002, 10/1/2010.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/4/15
Notary Name: [Handwritten Signature] Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5/4/15
DESIREE MATHIASON Notary Public State of Minnesota My Commission Expires January 31, 2020



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Assen Nikolaev Chekerdjiev 3. Title: MD
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address [Redacted]

12. City [Redacted] 13. State [Redacted] 14. ZIP Code [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Medical University of Sofia, 1 Georgi Sofiiski Blvd Sofia 1000 Bulgaria, 09/1992, 11/1998, MD, 11/98.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: License to Practice Medicine and Surgery, 45416, Minnesota Board of Medical Practice, 12/1/14, 11/30/15.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

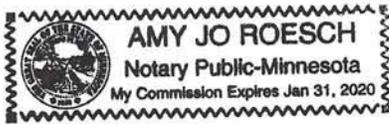
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 05/08/2015

Notary Name: Amy Roesch Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal) Date: 05/08/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JERRAD DEAN SUNDE 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax: 10. Email: 11. Residence Address: 12. City: 13. State: 14. ZIP Code: 15. Formal Education table with columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Includes handwritten entries for FOWA LAKES Community Collage and Minnesota State Univ Mankato.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: Registered Nurse, R-140871-1, MN. Dept of Health, 2/29/14, 2/29/16.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From, To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

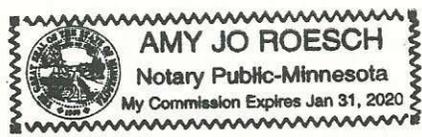
Date: 05/08/15

Notary Name: [Handwritten Signature]

Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal)

Date: 05/08/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: ANDREW PRINSEN 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Rochester Community College and Dakota County Community College.



Empty table grid with 6 columns and 2 rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Agency information.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Andrew J. [Handwritten Signature]

Date: 5-6-15

Notary Name: Sara A. Krage

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-6-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jenny Prinsen 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Institution

Address

From

To

Degree Received

Date Received

UNMC
Kearney
Division

Kearney, NE

1993

1997

BSN

1997

Viterbo
University

LaCrosse, WI

2000

2005

MSN

2005



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
| BSN-RN | 148972-30 | State of Wisconsin Madison, WI 53708 PO Box 8935 | | 2/29/2016 |
| BSN-RN | R-137105-5 | Minnesota Board of Nursing 2829 University Ave SE #200 Minneapolis, MN 55414 | 3/1/2011 | 2/28/2017 |
| BSN-RN | 133128 | Iowa Board of Nursing 400 SW 8th St. Des Moines, IA | 3/1/13 | 2/15/16 |
| APN | A1005215 | American Academy of Nurse Practitioners Capital Station, LBJ Building PO Box 12926 Austin, TX 78711-2926 | 10/1/2005 | 2020 |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

| |
|-------------------|
| Name of Employer: |
| Type of Business: |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Jenny Prinsen

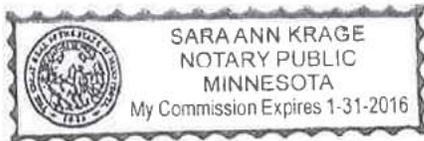
Date: 5-6-15

Notary Name: Sara A. Krage

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-6-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections containing text, checkboxes, and instructions regarding business name, person details, contact with medical marijuana, and management history.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education
Institution Address Dates Attended Degree
From To Degree Received Date Received

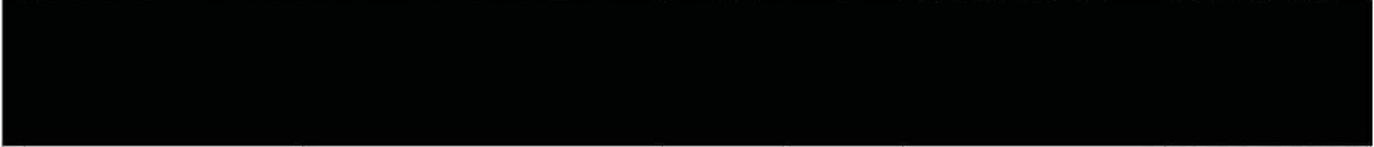


Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains 'N/A'.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Business Type' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5/19/15

Notary Name: Katherine S. Connell

Notary Registration Number: 31027837

Notary (Notary Must Affix Stamp or Seal)

Date: 5/19/2015



Jerry Quaal – History and Expertise

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Thank You

Jerry L. Quaal



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jeffrey Rathburn 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Gustavus Adolphus College, 800 West College Ave, St. Peter, MN 56082, 1993, 1997, Organizational Management, May 1997.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and Name of Employer. The form contains handwritten entries and is partially redacted.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business registration details. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

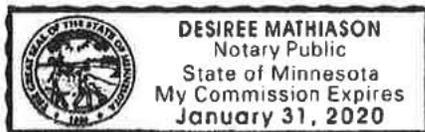
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/6/15

Notary Name: [Handwritten Name] Notary Registration Number: [Handwritten Number]

Notary (Notary Must Affix Stamp or Seal) Date: 5/6/15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Matthew Bissen 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax: 10. Email: 11. Residence Address: 12. City: 13. State: 14. ZIP Code: 15. Formal Education B.S. / M.D. Dates Attended Degree Institution Address From To Degree Received Date Received University of Wisconsin-Madison Madison, WI 9/86 5/90 B.S. 5/1990 University of Minnesota Minneapolis, MN 9/94 6/98 M.D. 6/1998



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
| M.D. | 44599 | Minnesota Board of Medical Practice 2829 University Suite 500. 55414-3246 | 11/1/15 | 12/31/15 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

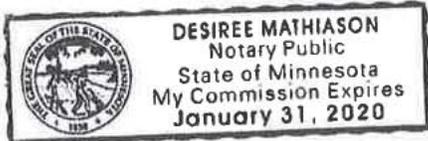
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-11-15

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Victoria Risken 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]
15. Formal Education
Institution Address Dates Attended Degree Date Received
St. Olaf College Northfield, MN 9/84 5/88 B.A. 5/1998



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes handwritten 'NA' in the first cell.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Form fields for employment history including: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



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Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for other businesses with a Yes/No question.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5.11.2015
Notary Name: [Handwritten Name] Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5/11/15
DESIREE MATHIASON
Notary Public
State of Minnesota
My Commission Expires
January 31, 2020



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Nhulang Roman 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization: shareholder
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [X] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Row 1: University Chapman, Fullerton, CA, 1986-1990, BS, 1990.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. | | | | |
|--|----------------|---|----------------------------|-----------------|
| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
| NA | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary. | | | | |
| Name of Employer: [REDACTED] | | | | |
| Type of Business: | | | | |
| Street Address: | | | | |
| City: | | State: | | Zip Code: |
| Starting Date of Employment: | | | Ending Date of Employment: | |
| Name of Supervisor for Reference: | | | Supervisor Phone Number: | |
| Position/Responsibilities: | | | | |
| Reason For Departure: | | | | |
| Name of Employer: | | | | |
| Type of Business: | | | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| <p>18. Offices Held or Ownership Interest in Other Businesses</p> <p>List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.</p> <p>Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons for 'open', 'closed', and 'proposed' are present in the 'Office Held/Nature of Interest:' field.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

shareholder investor only, no involvement in any business operation.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5/26/15

Notary Name: [Handwritten Signature]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: May 26, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Joseph P. Schaffer 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Iowa State University, Ames, IA, 1990, 1994, Fisheries and Wildlife biology, Dec. 1994.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. Table with columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From: September 2014, To: Current, Name and Address of Business: Minnesota Medical Solutions, 5500 Wilson Rd., Business Type: Mecical Marijuana Provider, Office Held/Nature of Interest: Member, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: MN Department of Health



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

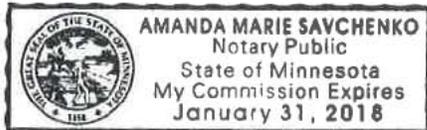
Date: May 11, 2015

Notary Name: Amanda Marie Savchenko

Notary Registration Number: 31053938

Notary (Notary Must Affix Stamp or Seal)
Amanda Marie Savchenko

Date: May 11th 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections: 1. Business Name: Empire State Health Solutions LLC; 2. Name: Paul Schaffer; 3. Title; 4. Briefly describe the role of this person or entity in the proposed registered organization; 5. Will this person or entity come into contact with medical marijuana or medical marijuana products?; 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted] 9. Fax [redacted]

10. Email: [redacted]

11. Residence Address [redacted]

12. City [redacted] 13. State [redacted] 14. ZIP Code [redacted]

15. Formal Education Pharmacist Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: U-Minn, mpls, 1960, 1966, B.A. Pharmacy, 1966.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: Retired 2014, 11090, MN Board of Pharmacy, 1966 to 2014, 2014.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with two identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Paul W Schaffer

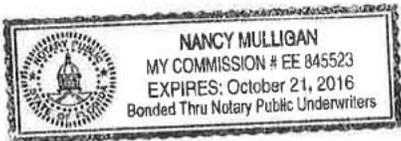
Date: 4/28/15

Notary Name: Nancy Mulligan

Notary Registration Number: EE 845523

Notary (Notary Must Affix Stamp or Seal)

Date: 4-28-15



Nancy Mulligan



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JAMES M. SENDECKE 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at the ORI number NY0412500 and the Fingerprint Reason "Control Substance License." using
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity. Table with columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Name of Employer, Type of Business, Position/Responsibilities, Reason For Departure, and Name of Employer.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5.5.2015
Notary Name: KUSUM MEHNDIRATTA. Notary Registration Number: 479230
Notary (Notary Must Affix Stamp or Seal) Date: 5.5.2015
OFFICIAL SEAL
KUSUM MEHNDIRATTA
NOTARY PUBLIC - OREGON
COMMISSION NO. 479230
MY COMMISSION EXPIRES JULY 28, 2017



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: HEATHER PARIS 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at the ORI number NY0412500 and the Fingerprint Reason "Control Substance License." using
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Portland State University 2125 SW 4th Portland OR 97201 Sept 1997 June 2000 BA
Concordia University 2811 NE Holman Portland OR 97211 Sept 2001 June 2002 MAT



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Contains handwritten entries for Teaching License and Real Estate License.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and Name of Employer.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5.5.2015

Notary Name: Kusum MEHNDIRATTA

Notary Registration Number: 479230

Notary (Notary Must Affix Stamp or Seal)

Date: 5.5.15





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kenneth J. Sevcik 3. Title: Owner
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: None
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Mankato State College Mankato, MN 1968 1972 B.S. Biology July, 1972
University of MN St. Paul, MN 1977 1980 None



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes a section for employment history for the past 10 years.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and reasons for departure.



**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---|--|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: December 3, 2007 | Name and Address of Business: Midwest Food Processors Association, Inc. 4600 American Parkway, Suite 210, Madison, WI 53718 | |
| To: Current | | |
| Business Type: Food Industry Activities | Office Held/Nature of Interest: Chairman of the Board, Board Member | <input checked="" type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: None | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Licensing/Regulatory Agency.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Kenneth J. Deville

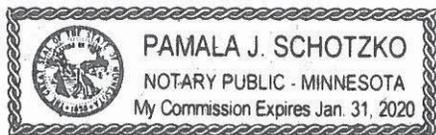
Date: May 13, 2015

Notary Name: Pamala J. Schotzko

Notary Registration Number: 6125882

Notary (Notary Must Affix Stamp or Seal)

Date: May 13, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JOSEPH SHAFFER 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
United Medical and Dental Schools of Guye and St Thomas' Hospital LONDON, ENGLAND 1987 1993 M.D. 1993



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains two rows of handwritten data for Minnesota and New York State licenses.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes handwritten 'N/A' in several sections.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, and Reason For Departure. Includes a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple rows for business information. Includes fields for 'From', 'To', 'Business Type', 'Office Held/Nature of Interest', and 'Name, Address and Phone Number of Licensing/Regulatory Agency'. Handwritten entries include 'February 2015', 'Present', 'MEDICAL MARIJUANA', 'MEMBER', and 'MINNESOTA MEDICAL SOLUTIONS LLC'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date:

4/29/2015

Notary Name:

Naomi C. Kohn

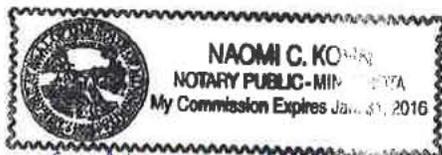
Notary Registration Number:

31044050

Notary (Notary Must Affix Stamp or Seal)

Date:

4/29/2015



[Handwritten signature of Naomi C. Kohn]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kristina Shaffer 3. Title: MD
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, 15. Formal Education table with columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Includes entries for Wellesley college, Columbia University College of Physicians & Surgeons, and Columbia University School of Public Health.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License, Effective Date, Expiration Date. Row 1 contains handwritten entry: MD, 43145, Minnesota Board of Medical Practice, 2003, 9/2015 (renewed annually).

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes handwritten 'N/A' entries.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes handwritten 'n/A' in the Position/Responsibilities field.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

I help
run a medical
practice with over
100 employees

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/29/15
Notary Name: Naomi C. Kohn Notary Registration Number: 31044050
Notary (Notary Must Affix Stamp or Seal) Date: 4/29/2015
[Notary Seal: NAOMI C. KOHN, NOTARY PUBLIC-MINNESOTA, My Commission Expires Jan. 31, 2016]
[Handwritten Signature: Naomi C. Kohn]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including 'From', 'To', 'Business Type', 'Office Held/Nature of Interest', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable'. Includes handwritten entries for Minnesota Medical Solutions, LLC and Minnesota Dept. of Health.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Amber Shimpa 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
Officer and investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of North Dakota, Grand Forks, ND, 1997, 2001, BA Business Administration, May 2001.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer and supervisor information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checklist for affiliations.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:

[Handwritten signature]

Date: 4-30-15

Notary Name:

[Handwritten notary name]

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date:

[Handwritten date: April 30, 2015]





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Krisandra Shimpa 3. Title: investor
4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for contact information (Phone, Email, Residence Address, City, State, ZIP Code) and a table for Formal Education. The education table has columns for Institution, Address, Dates Attended (From, To), Degree Received, and Date Received. Handwritten entry: Minnesota State University Moorhead, Moorhead, MN, 2000, Bachelor of Science, Dec 2000.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members Redacted pursuant to N.Y. Public Officers Law, Art. 6

16. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? [] Yes [X] No

Form with fields: From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

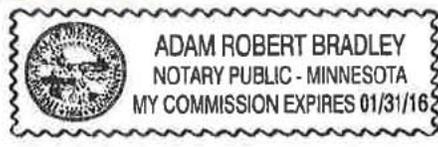
Date: 5-7-15

Notary Name: Adam Bradley

Notary Registration Number: 31042009

Notary (Notary Must Affix Stamp or Seal) [Handwritten Signature]

Date: 5-7-15





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michael Shimpa 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [X] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of North Dakota and Industrial Technology.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 6 empty rows for data entry.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

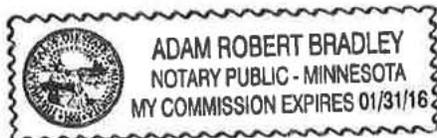
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/7/2015

Notary Name: Adam Bradley Notary Registration Number: 31042069

Notary (Notary Must Affix Stamp or Seal) [Handwritten Signature] Date:





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Renata Mazzei-Klokiw 3. Title: Chief Medical Officer
4. Briefly describe the role of this person or entity in the proposed registered organization: Chief Medical Officer and Board member of Empire State Health Solutions, LLC.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form fields for contact information (Phone, Fax, Email, Residence Address, City, State, ZIP Code) and a table for Formal Education with columns for Institution, Address, Dates Attended, and Degree.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. The form is divided into three main sections, each with a 'Reason For Departure' field.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Dates of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

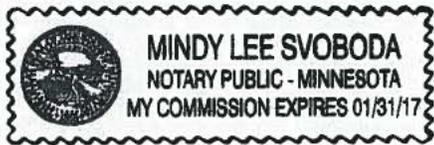
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 12 MAY 2015

Notary Name: [Handwritten Name] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/12/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Gerald K. Shack 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: none
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Univ. of Minn St. Paul, MN Sept. 1971 June 1976 BUM June 17, 1976



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: DUM, 03576 (inactive), Minn. Board of Vet-medicine, May 1976, 2-28-2016.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of forms...

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

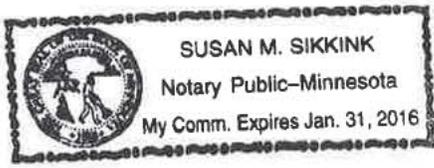
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-1-15

Notary Name: [Handwritten Name] Notary Registration Number: [Blank]

Notary (Notary Must Affix Stamp or Seal) Date: 5-1-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form containing questions 1 through 6 regarding business name, name, title, role, contact with medical marijuana, and management/ownership history.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax:

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains entries for Luther College and Winona State University.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. The form is repeated three times.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields for From: 2009, To: Present, Business Type: Chamber, Office Held/Nature of Interest: Treasurer, and checkboxes for open, closed, proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Debra A. Lowe Shaah

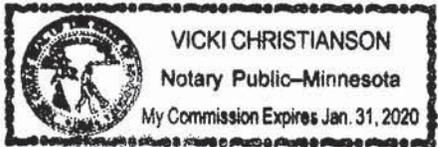
Date: 5/1/2015

Notary Name: Vicki Christianson

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-1-2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Barbara Soma 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax: 10. Email: 11. Residence Address: 12. City: 13. State: 14. ZIP Code: 15. Formal Education (Table with columns: Institution, Address, Dates Attended, Degree Received)

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St. Catharines University, St. Paul, MN, 1967, 1968, —, —



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes a section for Employment History for the Past 10 Years.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Barbara C Sama

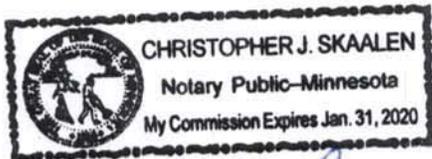
Date: 5/8/15

Notary Name: Christopher Skalen

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-8-15



Handwritten signature of Christopher Skalen



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Jeffrey Soma 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax: 10. Email: 11. Residence Address: 12. City: 13. State: 14. ZIP Code: 15. Formal Education (Institution, Address, Dates Attended, Degree Received, Date Received)



Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Mankato State University, University of Minnesota, and Iowa State University.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes header text: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

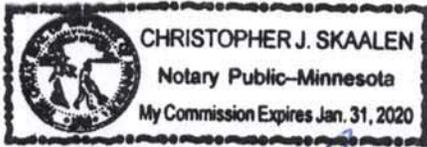
Date: 5-8-15

Notary Name: Christopher Skaalen

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: 5-8-15



[Handwritten Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JON STON
3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:
9. Fax:
10. Email:
11. Reside:
12. City:
13. State:
14. ZIP Code:
15. Formal Education
Institution Address Dates Attended Degree

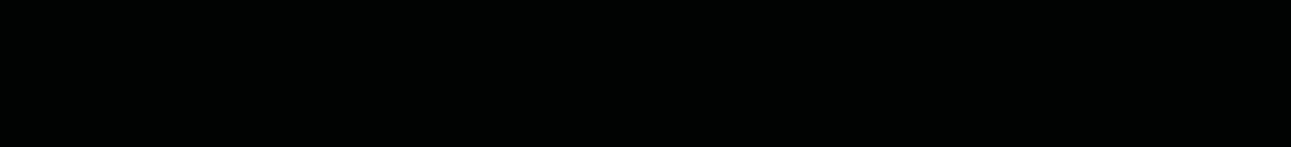


Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Handwritten entries include University of North Dakota (Grand Forks, ND, 1984-1988, BA Finance, Dec '88) and University of St. Thomas (St. Paul, MN, 1993-1997, MBA Finance, March 1997).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes header text: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, etc.
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

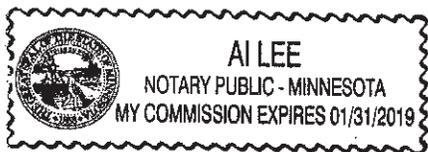
Jon Stora
JON STORA
Investor

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Signature] Date: 5-11-15

Notary Name: Ai Lee Notary Registration Number: 31059831

Notary (Notary Must Affix Stamp or Seal) Date: 5-11-15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: RICHARD J STUWER

3. Title: INVESTOR

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

Yes No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? Yes No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Table with columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received.
Handwritten entries include: U of MN (BA, 7/19/68), U of MN (BS, 12/12/1974), ST. MARY'S UNIV. (MA, 12/19 1981).



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|--|----------------|---|----------------|-----------------|
| LP LICENSED Psychologist | #1132 | MN BOARD of Psychology | 5/2/86 | 5/31/16 |
| LMFT LICENSED Marriage & Family Therapist | #109 | MN BOARD of Marriage & Family Therapy 2529 WUBI AVE SE. #400 Mpls MN 55414-3220 | 1/1/2015 | 12/31/2015 |
| LCSW Lic. Clin. SOC. Worker | #6524 | MN Board of Social WORK 2529 University NAT AVE SE. #340 Mpls MN 55414-3239 | | 8/31/2015 |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business..., From, To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/29/2015
Notary Name: Matthew Gregory Krumm Notary Registration Number: 31037552
Notary (Notary Must Affix Stamp or Seal) [Handwritten Signature] Date: 4-29-15
MATTHEW GREGORY KRUMM
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2020



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michael Sullivan 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for contact information (Phone, Fax, Email, Residence Address, City, State, ZIP Code) and a table for formal education. The education table has columns for Institution, Address, Dates Attended (From, To), Degree Received, and Date Received. Handwritten entry: University of MN Twin Cities, University of MN Mpls. MN 55455, Sept '87, March '94.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains entries for Builders (Residential) License, Qualified Builder, and Lead-Safe Certified Firm.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

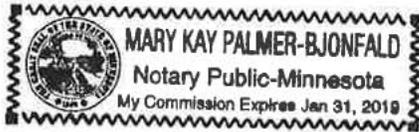
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/11/2015

Notary Name: Mary Kay Palmer-Bjonfald Notary Registration Number: 31031878

Notary (Notary Must Affix Stamp or Seal) Date: May 11, 2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Stacy Sullivan 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Iowa State and NWCC.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1 contains handwritten entry: Reactor (MN), 20051380, MN Dept. of Commerce, 85 7th Pl. E # 500 St. Paul, MN 55101, 651-539-1600, 6/30/13, 6/30/15.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

Date: 5-18-15

Notary Name: Mary Kay Palmer-Bjonfald

Notary Registration Number: 31031878

Notary (Notary Must Affix Stamp or Seal)

Date: May 18, 2015





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections: 1. Business Name: Empire State Health Solutions LLC; 2. Name: Merrill Swanson; 3. Title; 4. Briefly describe the role of this person or entity in the proposed registered organization; 5. Will this person or entity come into contact with medical marijuana or medical marijuana products?; 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for University of St. Thomas and University of Wisconsin Stout.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

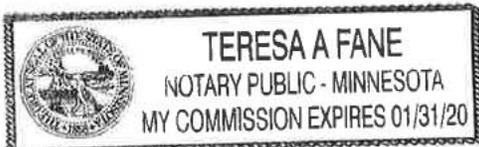
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/1/15

Notary Name: TERESA A FANE Notary Registration Number: [Handwritten Number]

Notary (Notary Must Affix Stamp or Seal) Date:



May 1, 2015



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal
stakeholders, directors, and members. For board members, officers, managers, owners, partners,
directors, and members of the applicant that are not natural persons, Appendix A must be completed by
each board member, officer, manager, owner, partner, director and member of that entity, going back to
the level of ownership by a natural person. An Organizational Chart documenting your
organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Patrick Swanson 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health
Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
Yes No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products,
shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the
procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal
history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using
the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or
greater interest in any other business which manufactured or distributed drugs? Yes No
If the answer to this question is yes, provide the name of the business, a statement defining the position of
management or ownership held in such business, and any finding of violations of law or regulation by a
governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]
15. Formal Education College
Institution Address Dates Attended Degree Received Date Received
University of St Thomas St Paul, MN 97 01 Entrepreneurship Dec 01



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
Handwritten entries include 'Resid', 'Minnesota Building Contractors License', and 'MN Dept of Labor and Industry'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about owning or operating a business in New York, USA, or other countries.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-1-15

Notary Name: Teresa A. Fane Notary Registration Number: [Handwritten Number]

Notary (Notary Must Affix Stamp or Seal) Date: May 1, 2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Daniel J Syverson 3. Title: Director Marketing
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone:

9. Fax:

10. Email:

11. Residence Address:

12. City:

13. State:

14. ZIP Code:

15. Formal Education

Dates Attended

Degree

Institution

Address

From

To

Degree Received

Date Received

Concordia University

St Paul, Minnesota

1995

1996

B.S. Marketing Management

May, 1997

Brown College

Minneapolis, Minnesota

1976

1978

A.S. Electronics Engineering

Jan, 1978



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 6 empty rows for data entry.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a question about business ownership in New York, USA, or other countries.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Checkboxes for 'open', 'closed', and 'proposed' are provided for the Office Held/Nature of Interest field.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

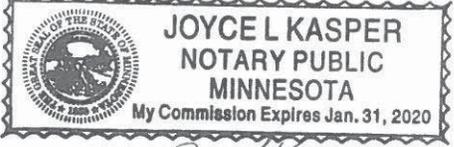
Date: 05-07-2015

Notary Name: Joyce L. Kasper

Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal)

Date: May 7, 2015



[Handwritten Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form with 6 numbered sections: 1. Business Name: Empire State Health Solutions LLC; 2. Name: Janet L. Syverson; 3. Title; 4. Briefly describe the role of this person or entity in the proposed registered organization; 5. Will this person or entity come into contact with medical marijuana or medical marijuana products?; 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: N/A

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Rows include UW Sheboygan County Center, University of Wisconsin, and University of Minnesota.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|--|----------------|-----------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, supervisor details, and a section for other businesses (18. Offices Held or Ownership Interest in Other Businesses).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 11 May 2015

Notary Name: [Handwritten Signature] Notary Registration Number: 6154303

Notary (Notary Must Affix Stamp or Seal) Date: May 11, 2015





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: BASIR TAREEN 3. Title: MD
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]
10. Email: [Redacted]
11. Residence Address: [Redacted]
12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains handwritten entries for Concordia College and UNB School of Medicine.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains handwritten entries for MN Board of Medicine and NY Board of Medicine.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, Position/Responsibilities, Reason For Departure, and a section for other businesses with a 'No' selection.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

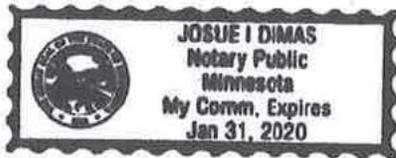
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/29/15

Notary Name: Josue I Dimas Notary Registration Number: 31067115

Notary (Notary Must Affix Stamp or Seal) Date: 4/29/15



JAN 31 2026
MY COMMISSION EXPIRES
MINNESOTA
NOTARY PUBLIC
JOSUE DOMAS





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Roger Bachman 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone 9. Fax 10. Email 11. Residence Address: 12. City: 13. State: 14. ZIP Code: 15. Formal Education Dates Attended Degree Institution Address From To Degree Received Date Received



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

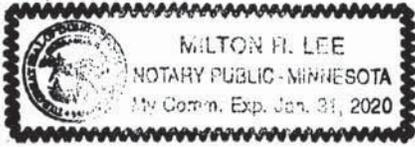
Date: 5-6-15

Notary Name: Milton R Lee

Notary Registration Number: 6104425

Notary (Notary Must Affix Stamp or Seal)

Date: 5-6-15



[Handwritten Signature]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Perry A. Ellingson 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: M State Technical College, 1900 28th Ave S Moorhead, MN 56560, 1969, 1970, Diesel Mechanic, 1970.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 5 empty rows for data entry.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

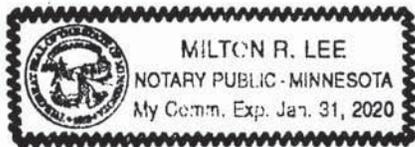
20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/6/15

Notary Name: Milton R. Lee Notary Registration Number: 6104425

Notary (Notary Must Affix Stamp or Seal) Date:

5-6-15
MAY 1 - 1 -





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: John W. Germolus 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address [Redacted]

12. City [Redacted] 13. State [Redacted] 14. ZIP Code [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 5 empty rows for data entry.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains 6 rows of license data and a final row for employment history.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes' and 'No'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with two identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

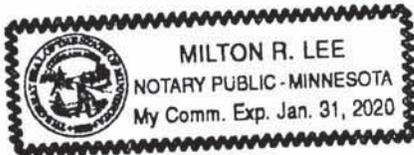
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: John W. Gerardo Date: 5-6-15

Notary Name: Milton R. Lee Notary Registration Number: 6104425

Notary (Notary Must Affix Stamp or Seal) Date: 5-6-15
Milton R. Lee





Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

| | |
|--|-----------|
| 1. Business Name: Empire State Health Solutions LLC | |
| This is the name that was entered in Section 4 of the Application for Registration as a Registered Organization. | |
| 2. Name: <i>Charles D. Sillescu</i> | 3. Title: |
| 4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations. | |
| 5. Will this person or entity come into contact with medical marijuana or medical marijuana products? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License." | |
| 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity. | |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
 Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

| 8. Phone: [REDACTED] | | 9. Fax: [REDACTED] | | | |
|-----------------------------------|------------------|-----------------------|------|--------------------------|---------------|
| 10. Email: [REDACTED] | | | | | |
| 11. Residence Address: [REDACTED] | | | | | |
| 12. City: [REDACTED] | | 13. State: [REDACTED] | | 14. ZIP Code: [REDACTED] | |
| 15. Formal Education | | Dates Attended | | Degree | |
| Institution | Address | From | To | Degree Received | Date Received |
| University of N.D. | Grand Forks N.D. | 1960 | 1964 | B.A. | 1964 |
| Northwestern University | Chicago Ill. | 1964 | 1968 | D.D.S. | 1968 |
| | | | | | |
| | | | | | |
| | | | | | |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

| Type of Professional License | License Number | Institution Granting License (Mailing Address, Phone, Email) | Effective Date | Expiration Date |
|------------------------------|----------------|---|----------------|-----------------|
| D.D.S. | N.D. 1412 | N.D. State Board of Dental Examiners P.O. Box 7246 Bismarck, ND [701] 258-8600 58507 www.nddentalboard.org | July 1988 | 2,004 (Retired) |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: NA
Type of Business: NA



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|-----------------------------------|--------|----------------------------|
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past <u>10 years</u> . Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|---------------------------------|---|
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Department of Health

Medical Marijuana Program Application for Registration as a Registered Organization

Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

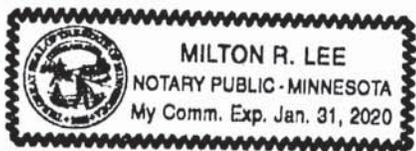
19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

| | |
|--|-------------------------------------|
| Signature: <i>Charles J. Sillego</i> | Date: 4/30/2015 |
| Notary Name: Milton R. Lee | Notary Registration Number: 6104425 |
| Notary (Notary Must Affix Stamp or Seal) | Date: 4-30-15 <i>MRL</i> |





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Loren C. Lee 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains two rows of education data: NDSCS (1968-1970, Associates in Civil Engineering) and MN State Community & Technical College (1967-1968, Certificate in Architectural Drafting).



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 5 empty rows for data entry.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:

Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for other businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

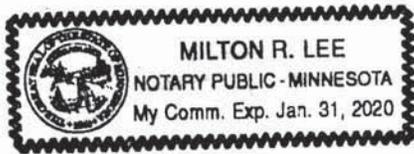
Date: 5-6-15

Notary Name: Milton R Lee

Notary Registration Number: 6104425

Notary (Notary Must Affix Stamp or Seal)

Date: 5-6-15
M.R.L.





Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Milton R. Lee 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education: Institution, Address, Dates Attended (From, To), Degree Received, Date Received

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Moorhead State Technical College, 1900 28th Ave. S Moorhead, MN 56560, 9/1969, 5/1971, Associate in Sales & Marketing, 5/1971.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for Reason For Departure and a section for 18. Offices Held or Ownership Interest in Other Businesses.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-1-15
Notary Name: KELLY M MYERS Notary Registration Number: 6140983
Notary (Notary Must Affix Stamp or Seal) Date: 5-1-15
[Notary Seal: KELLY M. MYERS NOTARY PUBLIC-MINNESOTA My Commission Expires JAN. 31, 2020]



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

Name: KELLY W. MYERS Title: INVESTOR

4. Briefly describe the role of this person or entity in the proposed registered organization:

This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?

Yes No

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? Yes No

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:
10. Email:
11. Residence Address:
12. City: 13. State: 14. ZIP Code:
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
Moorhead State Technical College 1900 28th Ave. S. Moorhead, MN 56560 9/78 5/80 Sales & Marketing May 1980



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and Name of Employer.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: From, To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, proposed.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

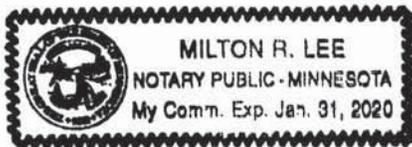
Date: 5-6-15

Notary Name: Milton R. Lee

Notary Registration Number: 6104425

Notary (Notary Must Affix Stamp or Seal)

Date: 5-6-15
Milton R. Lee





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: CHAD ODDEN 3. Title: INVESTOR
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education: Institution, Address, Dates Attended (From, To), Degree Received, Date Received

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: NORTHWEST TECHNICAL COLLEGE, 1995, 1996, ASSOCIATE, May 96.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and checkboxes for 'open', 'closed', and 'proposed'. Each section also includes a field for 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-6-15
Notary Name: Milton R. Lee Notary Registration Number: 6104425
Notary (Notary Must Affix Stamp or Seal) Date: 5-6-15
MILTON R. LEE NOTARY PUBLIC - MINNESOTA My Comm. Exp. Jan. 31, 2020



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: RLR Investments 1 LLC
3. Title: President
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted] 9. Fax [redacted]

10. Email: [redacted]

11. Residence Address: [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

15. Formal Education
Institution Address Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of North Dakota, Grand Forks, ND, 1964, 1971, BSBA, Spring 1971.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
Handwritten entry: None

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and a section for other businesses with a Yes/No question.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with two identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:' (with checkboxes for open, closed, proposed), and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

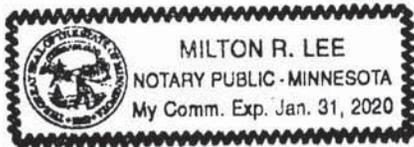
Date: April 30, 2015

Notary Name: Milton R Lee

Notary Registration Number: 6104425

Notary (Notary Must Affix Stamp or Seal)

Date: 4-30-15
MRL





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Rodney E. Syverson 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 4/30/2015
Notary Name: Milton R. Lee Notary Registration Number: 6104425
Notary (Notary Must Affix Stamp or Seal) Date: 4-30-15
MILTON R. LEE
NOTARY PUBLIC - MINNESOTA
My Comm. Exp. Jan. 31, 2020



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

Form containing questions 1 through 6 regarding business name, name, title, role, contact with medical marijuana, and previous business involvement.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone 9. Fax

10. Email

11. Residence Address:

12. City: 13. State: 14. ZIP Code:

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains three rows of education data from the University of Minnesota.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**
Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with fields: Name of Employer, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From: Dec 2014, To: present, Business Type: Analytical, Office Held/Nature of Interest: Member of Board, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

I have had managerial experience that includes managing operations, quality, P&L, balance sheet, and sourcing capital. I have governance and officer experience that includes strategic planning, partnering, joint ventures, execution, compliance, and CEO management.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature]

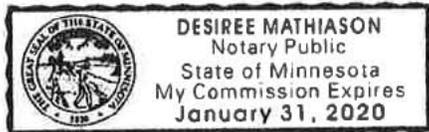
Date: May 13, 2015

Notary Name: [Handwritten Name]

Notary Registration Number: [Blank]

Notary (Notary Must Affix Stamp or Seal)

Date: 5/13/15





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Renata Mazzei-Klokiw 3. Title: Chief Medical Officer
4. Briefly describe the role of this person or entity in the proposed registered organization: Chief Medical Officer and Board member of Empire State Health Solutions, LLC.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted] 9. Fax: [redacted]

10. Email [redacted]

11. Residence Address [redacted]

12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of North Dakota, 264 Centennial Drive Twamley Hall Grand Forks, ND, 09/1995, 05/2000, BS Mechanical Engineering, 05/2000.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business registration details. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed' status.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Table with 2 columns: Signature, Date, Notary Name, Notary Registration Number, Notary (Notary Must Affix Stamp or Seal), Date. Includes handwritten date 5/8/2015.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Charles Todd 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of Wisconsin-LaCrosse, 09/1979, 05/1983, BA - Management, 05/1983.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3 if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
**Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|--|---------------------------------|---|
| Type of Business: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| Name of Employer: | | Type of Business: |
| Street Address: | | |
| City: | State: | Zip Code: |
| Starting Date of Employment: | | Ending Date of Employment: |
| Name of Supervisor for Reference: | | Supervisor Phone Number: |
| Position/Responsibilities: | | |
| Reason For Departure: | | |
| 18. Offices Held or Ownership Interest in Other Businesses List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed. | | |
| Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| From: | Name and Address of Business: | |
| To: | | |
| Business Type: | Office Held/Nature of Interest: | <input type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

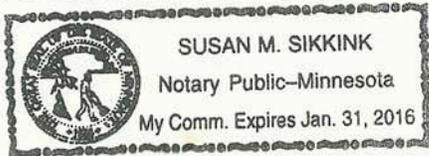
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/06/2015

Notary Name: [Handwritten Name: Susan M. Sikkink] Notary Registration Number: 6

Notary (Notary Must Affix Stamp or Seal) Date: 5/6/2015





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Daniel E Totushuk 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education: [redacted]
Institution Address From To Degree Received Date Received



Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains 4 empty rows.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.
Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Dates of Employment, Name of Supervisor, and Position/Responsibilities. Includes a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes'.

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications
For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/19/2015
Notary Name: Katherine S Connell Notary Registration Number: 31027837
Notary (Notary Must Affix Stamp or Seal) Date: 5/19/2015
Katherine S. Connell
Notary Public, State of Minnesota
My Commission Expires January 31, 2018



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Kevin Vance 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form with fields for 8. Phone, 9. Fax, 10. Email, 11. Residence Address, 12. City, 13. State, 14. ZIP Code, and 15. Formal Education table.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

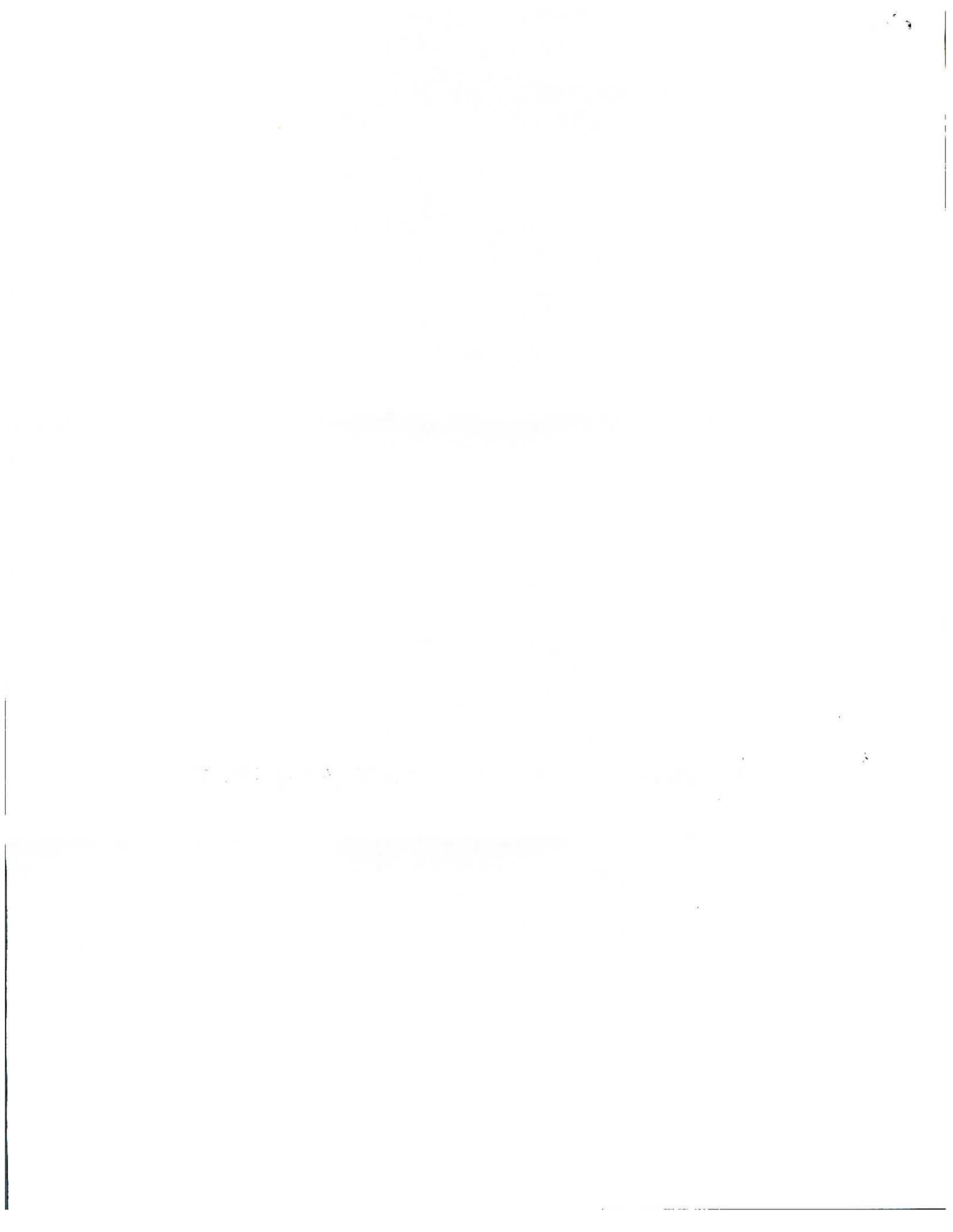
20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 07 May 2015

Notary Name: Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 5/7/15

Cheryl L. Keyes
Exp 12/4/17
[Notary Seal: CHERYL L. KEYES]





Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Rita Vance 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization: This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products? [] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University of Wisconsin - Stout, Menomonie, WI, '81, '85, B.S., 1985.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Includes header row and 6 empty data rows.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business registration details. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. The 'Office Held/Nature of Interest:' field includes checkboxes for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/7/15
Notary Name: Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5/7/15
[Handwritten: Cheryl L. Keyes, Exp 12/14/17]
[Notary Seal: CHERYL L. KEYES]



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Susan Viergever 3. Title: Investor
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [x] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [x] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?

Yes No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: 9. Fax:
10. Email:
11. Residence Address:
12. City: 13. State: 14. ZIP Code:
15. Formal Education
Institution Address Dates Attended Degree
From To Degree Received Date Received
Kettering University 1700 University Ave Flint, MI 48504 7/85 6/1990 BSEE 6/1990
Wayne State University School of Medicine 42 W Warren Ave Detroit, MI 48202 8/1996 6/2000 MD 6/2000



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains two rows of license information: MD (Minnesota Board of Medical Practice) and DEA (United States Department of Justice Drug Enforcement Administration).

Redacted pursuant to N.Y. Public Officers Law, Art. 6



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three entries for different businesses: Brown Beagle LLC, Blue Basset LLC, and Rybka Properties LLC. Each entry includes fields for 'From' and 'To' dates, business name and address, business type, office held/nature of interest, and a checkbox for status (open, closed, proposed). A field for licensing/regulatory agency information is also present for each entry.

* Additional page 6



Department of Health

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

**Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members**

| | | |
|---|--|--|
| From: 2008 | Name and Address of Business: | |
| To: Present | Ollie Ollie LLC 4640 Aldrich Ave S, Minneapolis, MN 55419 | |
| Business Type: Residential real estate | Office Held/Nature of Interest: Treasurer | <input checked="" type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: 2014 | Name and Address of Business: | |
| To: Present | 10w92 LLC 4640 Aldrich Ave S, Minneapolis, MN 55419 | |
| Business Type: Residential real estate | Office Held/Nature of Interest: Treasurer | <input checked="" type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |
| From: 2014 | Name and Address of Business: | |
| To: Present | Oliver 2 LLC 4640 Aldrich Ave S, Minneapolis, MN 55419 | |
| Business Type: Residential real estate | Office Held/Nature of Interest: Treasurer | <input checked="" type="checkbox"/> open <input type="checkbox"/> closed <input type="checkbox"/> proposed |
| Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: | | |



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

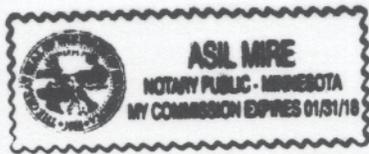
19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: May 6, 2015
Notary Name: Asil Mire Notary Registration Number: 31056001
Notary (Notary Must Affix Stamp or Seal) Date: May 6, 2015





Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/8/2015
Notary Name: Jerilyn M. Schwalen Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) Date: 5/8/2015
JERILYN M. SCHWALEN
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2017



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: JONATHAN WATSON 3. Title:
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Form fields for contact information (Phone, Fax, Email, Residence Address, City, State, ZIP Code) and a table for Formal Education with columns for Institution, Address, Dates Attended, Degree Received, and Date Received.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: 16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:
Type of Business:



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed'.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

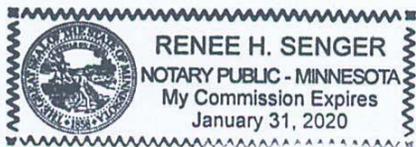
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5-8-15

Notary Name: Renee H. Senger Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date:



5-8-15



Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A must be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. An Organizational Chart documenting your organizational structure must be included with this application.

1. Business Name: Empire State Health Solutions LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Paul Zygmunt 3. Title: N/A
4. Briefly describe the role of this person or entity in the proposed registered organization:
This person is an investor in Vireo Health LLC, which is the majority stakeholder in Empire State Health Solutions and the above individual will not play an active role in Empire State Health Solutions LLC operations.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[] Yes [X] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [X] No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [Redacted] 9. Fax: [Redacted]

10. Email: [Redacted]

11. Residence Address: [Redacted]

12. City: [Redacted] 13. State: [Redacted] 14. ZIP Code: [Redacted]

15. Formal Education

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: St. John's University, 2850 Abby Rd Colleeville, MN 56321, 2001, 2005, B.A. Business Management, August 1 2005.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 16: Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Name of Employer: United States Senate
Type of Business: Federal Government
Street Address: 302 Hart Senate Bldg
City: Washington State: DC Zip Code: 20510
Starting Date of Employment: September 2007 Ending Date of Employment: January 2013
Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]
Position/Responsibilities: Senior Advisor
Senior Legislative Assistant: Provided political, legislative and media guidance to the Senator.
Reason For Departure: [Redacted]
Name of Employer: NPR America Minnesota
Type of Business: Radio Station



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Form with multiple sections for employer information, including fields for Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, and Reason For Departure.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, and 18. Offices Held or Ownership Interest in Other Businesses.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
Principal Stakeholders, Directors, and Members

Form with three identical sections for business information. Each section includes fields for 'From:', 'To:', 'Business Type:', 'Name and Address of Business:', 'Office Held/Nature of Interest:', and 'Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:'. Radio buttons are provided for 'open', 'closed', and 'proposed'.



Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

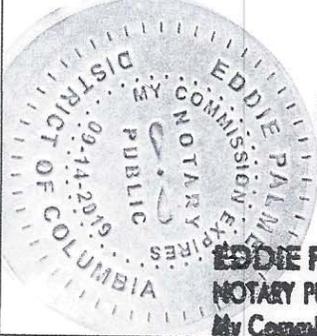
As a passive Member of Vireo Health, LLC, I represent I have no involvement in the day-to-day operations of Empire State Health Solutions, LLC.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [Handwritten Signature] Date: 5/4/2015

Notary Name: [Handwritten Signature] EDDIE PALMER Notary Registration Number: N/A

Notary (Notary Must Affix Stamp or Seal) Date: MAY 9, 2015



EDDIE PALMER NOTARY PUBLIC DISTRICT OF COLUMBIA My Commission Expires 09/14/2019

EDDIE PALMER NOTARY PUBLIC DISTRICT OF COLUMBIA My Commission Expires 09/14/2019

Appendix B, Albany Area



Appendix B Introduction – Dispensary – Albany Area, NY

Enclosed is the complete Appendix B form for the dispensary in Albany (Colonie), NY as well as:

| | |
|----------------------------------|-------------|
| 1) Appendix B | Pages 1-13 |
| 2) Site Plan | Page 14 |
| 3) Floor Plan | Page 15 |
| 4) Security Plan | Page 16 |
| 5) Security Equipment and Data | Pages 17-18 |
| 6) Construction Timetable | Page 19 |
| 7) Dispensary Finish Selections | Pages 20-22 |
| 8) Zoning Verification Letter | Pages 23-26 |
| 9) Zoning Map, Colonie | Page 27 |
| 10) Information and Crime Report | Pages 28-37 |

The site plan provides an aerial view of the property showing access, the building footprint and property outline. The floor plan includes a scaled schematic architectural and engineering design drawing, room configurations, major exit corridors and circulation. The detailed floor plans identify the activities performed in each area of the dispensary facility.

The type of construction is detailed in the Appendix B form and the energy sources are described by type and location. Heating, cooling, ventilation, electrical distribution, water supply and sewage is also addressed and detailed in the Appendix B form.

The security plan shows the placement of cameras and secured doors throughout the facility. In addition to the physical plan a list of equipment is enclosed and the cyber plan is detailed. The security plan meets and exceeds all the requirements of Article 33 of the Public Health Law for controlled substances.



Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

| COMPANY INFORMATION | |
|---|--|
| Business Name: | Empire State Health Solutions LLC |
| Facility Type: | Manufacturing Facility <input type="checkbox"/> Dispensing Facility <input type="checkbox"/> |
| Use and Occupancy Classification: | Mixed use M - Mercantile / B - Business |
| Building Construction Type and Classification: | Type II B |
| Facility Address: | 110 Wolf Road Albany, New York 12205 |
| Primary Contact Telephone number: | 612-205-6675 |
| Primary Contact Fax number: | 952-836-2730 |
| PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE: | |
| Applicant shall identify planning requirements, including but not limited to: | |
| <input type="checkbox"/> | TOWN BOARD APPROVAL |
| <input checked="" type="checkbox"/> | PLANNING BOARD APPROVAL |
| <input type="checkbox"/> | ZONING BOARD OF APPEALS APPROVAL |
| <input checked="" type="checkbox"/> | PREPARATION OF CONSTRUCTION DOCUMENTS |
| <input checked="" type="checkbox"/> | BUILDING PERMIT |
| <input type="checkbox"/> | BIDDING PHASE |
| <input type="checkbox"/> | CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply) |
| <input type="checkbox"/> | COMMENCEMENT OF CONSTRUCTION |
| <input checked="" type="checkbox"/> | COMPLETION OF CONSTRUCTION |



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- | | |
|---|--|
| <input checked="" type="checkbox"/> Entrance and Exits | <input checked="" type="checkbox"/> Fire Lane and/or Fire Apparatus Road |
| <input checked="" type="checkbox"/> Public Parking Spaces | <input type="checkbox"/> Percentage of Green Space |
| <input checked="" type="checkbox"/> Staff Parking Spaces | <input type="checkbox"/> Location of Emergency Power Systems |
| <input checked="" type="checkbox"/> Accessible Parking Spaces | <input type="checkbox"/> Loading & Unloading |
| <input checked="" type="checkbox"/> Accessible Route(s) | <input type="checkbox"/> Security Gates & Fences |

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
- | | | |
|---|--------------------------------------|-----------------------------------|
| <input checked="" type="checkbox"/> Natural Gas | <input type="checkbox"/> Oil | <input type="checkbox"/> Electric |
| <input type="checkbox"/> Solar | <input type="checkbox"/> Other _____ | |
- Engineering Systems:
- Heating System: Type RTU, Size 7.5 Ton Efficiency _____,
Ventilation Requirements _____
- Cooling System: Type RTU, Size 7.5 Ton Efficiency _____,
Ventilation Requirements _____
- Ventilation & Humidification Systems:
Type RTU, Size 7.5 Ton, Efficiency _____,
Ventilation Requirements _____
- Electrical Distribution Available 600A, 240V; 200A to tenar
- Water Supply: Municipal Water Service X or Private Well Water _____
- Sewage: Municipal Sewer System X or Private Septic System _____
- Emergency Power System:
Type _____, Size _____ Efficiency _____



Appendix B – Architectural Program

Table with 2 columns: Compliance status (checkbox) and Code description. Includes codes like 2010 BUILDING CODE OF NYS, 2010 FIRE CODE OF NYS, etc.



Appendix B – Architectural Program

| | | | |
|---|---|---|---|
| <p>Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.</p> | <input type="checkbox"/> New Building <input type="checkbox"/> Repair <input type="checkbox"/> Alteration Level 1 <input checked="" type="checkbox"/> Alteration Level 2 | <input type="checkbox"/> Alteration Level 3 <input type="checkbox"/> Change of Occupancy <input type="checkbox"/> Addition <input type="checkbox"/> Historic Building | <input type="checkbox"/> Demolition <input type="checkbox"/> Chapter 3. Prescriptive Compliance Method <input type="checkbox"/> Chapter 13. Performance Compliance Method |
| <p>Select Work Involved: Check all that apply.</p> | <input checked="" type="checkbox"/> General Construction <input type="checkbox"/> Roofing <input type="checkbox"/> Asbestos Abatement/Environmental <input checked="" type="checkbox"/> Fire Alarm | <input type="checkbox"/> Structural <input checked="" type="checkbox"/> Mechanical <input checked="" type="checkbox"/> Plumbing <input checked="" type="checkbox"/> Electrical | <input type="checkbox"/> Site Work <input checked="" type="checkbox"/> Sprinkler <input type="checkbox"/> Elevators <input type="checkbox"/> Other: _____ |

| CODE COMPLIANCE REVIEW | | | | | | |
|--|--------------------------------|---------------------------|---|--|--|--|
| Applicant shall provide all applicable information in regards to the code topic and section listed below. | | | | | | |
| ¹ Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code. | | | | | | |
| ² Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: NA: Not Applicable, NR: Not Required, NP: Not Permitted | | | | | | |
| ³ Provide your facilities "Actual" value for each required standard as per applicable code section. | | | | | | |
| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
| 1 | Use & Occupancy Classification | 302.1 - 312 | | Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1. | Mercantile Group M - drug stores Business Group B - professional services | Mercantile Group M - drug stores Business Group B - professional services |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|---|--|--------------------------------------|
| 2 | Combustible Storage | 413 | | All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | | None |
| 3 | Hazardous Materials | 414 | | All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | | None |
| 4 | Hazardous Materials Control Areas | 414.2 | | Provide additional information indicating number, size, materials stored, and quantity of each material. | | None |
| 5 | Building Area & Height | 501-507 | | Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s). | 4 story, 12,500 sf | 1 story, 16,992 sf , 14'8" |
| 6 | Incidental Use Areas | 508.2 | | Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans. | | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--|---------------------------|---|--|--|--|
| 7 | Mixed Occupancies | 508.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | | None |
| 8 | Nonseparated Uses | 508.3.2 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | Not separated |
| 9 | Separated Uses (Ratio < 1) | 508.3.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | Not separated |
| 10 | Construction Classification | 602 | | Provide Construction Classification per each building included in Application. | | Type II B |
| 11 | Fire Resistance Rating Req'm't for Building Elements | Table 601 | | Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans. | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non- bearing walls - 0 Floor/Roof Const - 0 | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non- bearing walls - 0 Floor/Roof Const - 0 |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------------|---------------------------|---|--|---|--------------------------------------|
| 12 | Exterior Wall Fire-Resistance Rating | Table 602 | | Identify required fire resistance rating of exterior walls on Building Plan(s). | X>30', All const types, 0 Fire-resistance rating req'd | NR |
| 13 | Exterior Fire Separation Distance | Table 602 | | Identify required fire separation distance of exterior walls between Buildings on Plan. | X>30', All const types, 0 Fire-resistance rating req'd | 47' |
| 14 | Fire Walls | 705 | | Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans. | Not Required | None |
| 15 | Fire Barriers | 706 | | Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans. | Not Required | None |
| 16 | Shaft Enclosures | 707 | | Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans. | Not required less 4 storie Not required with automati sprinkelr | N/R 1 story building |
| 17 | Fire Partitions | 708 | | Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans. | 1 hr required between ter spaces | 1 hr provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|---|--|--------------------------------------|
| 18 | Horizontal Assemblies | 711 | | Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans. | | |
| 19 | Fire Protection: Sprinkler System | 903 | | Indicate Type of Sprinkler System: <input type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited. | | |
| 20 | Alt. Fire Extinguishing System | 904 | | Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited. | Not required | None |
| 21 | Standpipe System | 905 | | Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited. | Not required | Provided, double |
| 22 | Fire Alarm & Detection Systems | 907 | | Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned) | Not required | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------|---------------------------|---|--|---|--------------------------------------|
| 23 | Emergency Alarm System | 908 | | Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited. | Not required | |
| 24 | Fire Department Connections | 912 | | Identify Fire Department connections in accordance with NFPA applicable standard. | | |
| 25 | Exits | 1001.1 & 2 | | Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures. | Min. 36"x6'8" indicated on plans | |
| 26 | Occupant Load | 1004 & Table 1004.1.1 | | Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans. | M - 30sf per person gross B - 100sf per person gross | M - B - |
| 27 | Egress Width | 1005 | | Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans | With sprinkler system 0.15 per occupant | 39 occupants = 6" |
| 28 | Accessible Means of Egress | 1007.1 | | Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans. | Accessible means of egress required | Provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|------------------------------|---------------------------|---|--|---|--------------------------------------|
| 29 | Doors, Gates, and Turnstiles | 1008 | | Means of egress doors shall meet the requirements of this section. | 32" clear width | 36" door = 34" clear width |
| 30 | Interior Stairs | 1009 | | Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height. | Not Applicable | None |
| 31 | Ramps | 1010.1 | | Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height. | Not Applicable | None |
| 32 | Common Path of Travel | 1014.3 | | Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements. | 100' with an automatic sprinkler | 50' to distinct exit paths |
| 33 | Exit Doorway Arrangement | 1015 | | Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings. | B/M occupancy less 49 occupants req. 1 means egress. Table 1016.1 - 20' travel distance | 2 provided, 90' max. travel distance |
| 34 | Corridor Fire Rating | 1017.1 | | Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating. | B/M with sprinkler, 0 hour | Not rated |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|---|--|--------------------------------------|
| 35 | Corridor Width | 1017.2 | | Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s). | 36" occupant load less than 50 | 60" |
| 36 | Dead End Corridor | 1017.3 | | Corridors shall not exceed the maximum dead end corridor length as per applicable code. | Group M - 20' Group B - 50' w/sprinkler | M - none B - 24' |
| 37 | Number of Exits and Continuity | 1019 | | Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements. | Two exits required | Two exits provided |
| 38 | Vertical Exit Enclosures | 1020 | | Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure. | Not applicable | None |
| 39 | Exit Passageways | 1021 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway. | Not applicable | None |
| 40 | Horizontal Exits | 1022 | | Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit. | Not applicable | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|--------------------------------|---|---|---|--|
| 41 | Exterior Exit Ramps & Stairways | 1023 | | Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways. | | None |
| 42 | Exit Discharge | 1024 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge. | Discharge to grade | Exits directly to public way |
| 43 | Accessibility | 1101.1 - 1110 & ICC/A117.1(03) | | Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons. | 60% public entries, 1 accessible parking space 1 service counter, | 100% public entries, 2 parking spaces, 1 service counter |
| 44 | Energy Conservation | 2010 NYS ECCC & IECC 2012 | | Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s). | Not required, no changes existing building envelope | Not required, no changes existing building envelope |
| 45 | Emergency & Standby Power | 2702.1 | | Identify emergency & Standby Power locations and specifications of the system to be provided. | Not required | Not provided |
| 46 | Smoke Control Systems | 2702.2.2 | | Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code. | Not required | Not provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|---------------------------|---|---|--|---|
| 47 | Plumbing Fixture Count | 2902.1 | | Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s). | WC- 1M, 1F; LAV- 1M, 1F; 1 service sink, 1 drinking | WC- 1M, 1F; LAV- 1M, 1F; 1 service sink, 1 drinking |
| 48 | Available Street Water Pressure | | | Provide the available street or well water pressure. | | |
| 49 | Fire Apparatus Access Road | FC503.1 | | Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes. | within 300' of building | Existing roadways within 100' |



| | | |
|---|--------------------|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>110 WOLF ROAD, COLONIE NY</u> | | |
| Dwg No.: | <u>CO-A101</u> | Dwg Title: <u>SITE PLAN</u> |
| Scale: | <u>1" = 40'-0"</u> | Date: <u>05/18/15</u> CSArch No.: <u>834-1005.00</u> |





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| | | |
|---|---------------------|-----------------------------------|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>110 WOLF ROAD, COLONIE NY</u> | | |
| Dwg No.: | <u>CO-A103</u> | Dwg Title: <u>CODE FLOOR PLAN</u> |
| Scale: | <u>1/8" = 1'-0"</u> | Date: <u>05/19/15</u> |
| | | CSArch No.: <u>834-1005.00</u> |





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| | | |
|---|-----------------------|--------------------------------|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>110 WOLF ROAD, COLONIE NY</u> | | |
| Dwg No.: | <u>CO-A102</u> | Dwg Title: <u>FLOOR PLAN</u> |
| Scale: <u>As indicated</u> | Date: <u>05/18/15</u> | CSArch No.: <u>834-1005.00</u> |



Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions

Empire State Health Solutions – Dispensary Finishes

FLOOR FINISHES:

Carpet Tile (CPT-1) 2 x 2 commercial carpet tile Lees “The Field II” GT104, color 331 Everglades duracolor premium nylon with Antron Legacy as manufactured by Mohawk Group. Install carpet tile in brick ashlar pattern using Mohawk “Flexlok” adhesive tabs for modular carpet.

Ceramic Tile (RR floors) 2” X 2” pure white matte finish

- Floor Grout – Charcoal Gray

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Urban Patina, color Boulevard, 7” x 48” wood look finish luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Vestibule and Waiting areas)

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Hardscape, color 866 Underground, 12” x 24” stone-look luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Pharmacy and Secured Dispensing areas).

BASE:

1. Vinyl 6” high vinyl, MW-XX-F6 Millwork Wallbase, style “Reveal” as manufactured by Johnsonite, color to be selected by Tenant
Provide vinyl quarter round shoe where installed above hardwood floor.

WALLS:

1. Ceramic Tile CT-2: 3” X 6” Subway tile in “Bright Snow White”
CT-3 (decorative border): “Bright Snow White”

- Wall Grout - White

2. Door Frames Paint type, color and finish to be specified by Tenant.

3. Wall Paint Paint type, color and finish to be specified by Tenant.

4. Exterior Metal 1 prime coat and 2 coats as specified below.

CEILINGS:

1. Paint (as applicable): Wall Color- Sherwin Williams - Aesthetic White

2. Suspended Acoustic Ceiling Acoustic Tile Second Look-II-2767 Cortega, 2-0 x 4-0 x 3/4” - 15/16” Beveled Tegular lay in as manufactured by Armstrong Suspension System Snap-Grid, exposed grid system with factory baked, white enamel finish as manufactured by Chicago metallic or equal Hangers No 12 gauge galvanized wire.

Empire State Health Solutions – Dispensary Finishes

WINDOW TREATMENT:

1. Blinds Top-down, Bottom-up single honeycomb pleated shades “White” Manufactured by Custom Brands Group, a division of Hunter Douglas or equal, on windows in waiting area, color to be selected by Tenant.
2. Counter Doors Provide manually push-up operated, powder coated aluminum (alt. anodized aluminum) rolling counter doors 652 series, with cylinder lock for pharmacy as manufactured by Overhead Door Company or equal.

MILLWORK:

1. Flush Panel Doors walnut brown finish, finished all six (6) sides with one (1) coat sanding sealer and two (2) coat clear finish.
2. Cabinets: Flush overlay cabinet construction w/ melamine carcass and plastic laminate finish as specified and plain sawn veneered doors solid wood drawers finished with 1 coat sanding sealer and two (2) coats catalyzed polyurethane.
3. Plastic Laminate P-Lam-1 for vertical surfaces shall be Countertop Grade Laminate bonded to ¾” inch minimum thickness, core material, lined with a balancing sheet and meeting AWI “Custom” Grade construction.

Laminate for vertical surfaces for Security/Reception and Pharmacy, Secured Dispensing and Break room is to be Wilsonart walnut brown 7909-60 (matte finish).

P-Lam countertops in Security/Reception, Pharmacy, Secured Dispensing, Bathrooms, Break room, to be Formica Olivine Mineral 3447-RD (radiance finish).

P-Lam-3 for cabinets in Bathrooms is to be Wilsonart White Sand D403-60 Matte Finish.

PAINT INTERIOR:

All interior wall paint shall be in egg-shell finish, all painting trim and millwork shall be painted in a satin finish.

Wall Color- Sherwin Williams - Aesthetic White
Door and window trim - Benjamin Moore - Dove White
Bathrooms – Benjamin Moore - Desert Green
Accent Color – Benjamin Moore - Great Barrington Green

Empire State Health Solutions – Dispensary Finishes

ENTRY DOOR FRAMES:

Aluminum entrance doors and frames to be anodized bronze

NOTES:

1. Provide underlayment as required for finish material to be installed.
2. Provide transition strips between dissimilar materials.
3. Signage: Provide and install:
 - a. Room signs meeting accessibility standards for each room or door in Tenant space.
 - b. Illuminated exit signs and exit sign as directed by Fire Marshall.
 - c. Empire State Health Solutions identity exterior building signage as allowed by municipal code.
 - d. Accessible parking signs as applicable.
 - e. “Employees Only” (unless emergency exit) on secured dispensing access door and “Deliveries Only” on rear exterior doors as applicable.



Paula A. Mahan
Town Supervisor

Commercial Zoning Verification

Town of Colonie Building and Fire Services Department
Public Operations Center, 347 Old Niskayuna Road
Latham, New York 12110

Phone (518) 783-2706
www.colonie.org/building

1

**THIS APPLICATION IS FOR ZONING VERIFICATION FOR ANY COMMERCIAL PROJECT,
SUBMIT THIS TO THE BUILDING DEPARTMENT.
NOT TO BE USED FOR A SUBDIVISION OF LAND**

THIS FORM WILL BE ON FILE IN THE BUILDING DEPARTMENT FOR 1 YEAR

Any proposal which requires a Town of Colonie Building and Zoning Permit or an approval issued by the Town of Colonie Planning Board/Department must first be reviewed by the zoning enforcement officer of the Town of Colonie to determine whether the proposal violates any provision(s) of the Town of Colonie Zoning Law. The Officer's determination is based solely upon the information submitted on this form and such determination is subject to review and change if the project is modified or further information becomes available at a subsequent date. The officer reserves the right to request further information as deemed necessary. Disapproval of the application by the zoning officer means the project, as designed, cannot proceed for the reasons provided. If you the applicant disagree with the zoning officer's determination you may appeal said determination to the Town of Colonie Zoning Board of Appeals. A new Application for Zoning Verification must be submitted if the applicable zoning laws change before the proposed action is completed.

1. GENERAL INFORMATION:

CASE #Z 201500261

Address of site of proposed action:

110 WOLF RD Colonie NY 12205
Number Street City State Zip

Name of applicant Empire State Health Solutions

Address 1226 State St 147 West Charlton NY 12010
Number Street City State Zip

Applicant's phone (W) _____ (Cell) _____

Email Address _____

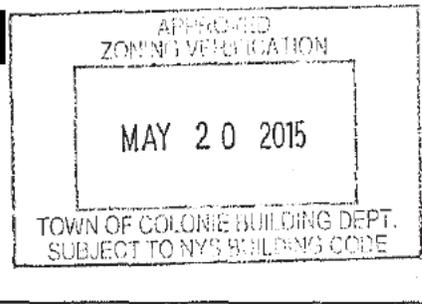
Contact person Michael Newell

Email Address _____

Phone number (W) _____ (Cell) _____

Property owner(s) The Anderson Group

Address 125 Wolf Rd #101 Albany NY 12205
Number Street City State Zip



2. Describe the present use of the building and property. (If vacant, so note and list last prior use).
RETAIL CLOTHING SALES

3. APPLICANT'S PROPOSED ACTION:

A. Is the proposed action a:

- New building
- Addition
- Renovation
- Accessory Structure
- New tenant (business name) EMPIRE STATE HEALTH SOLUTIONS (Including Alterations) (No Work)
- Change of use (new use) _____
- Temporary tent (Date tent will be erected) _____ (Date tent will be removed) _____
- Site change or other (describe below) _____

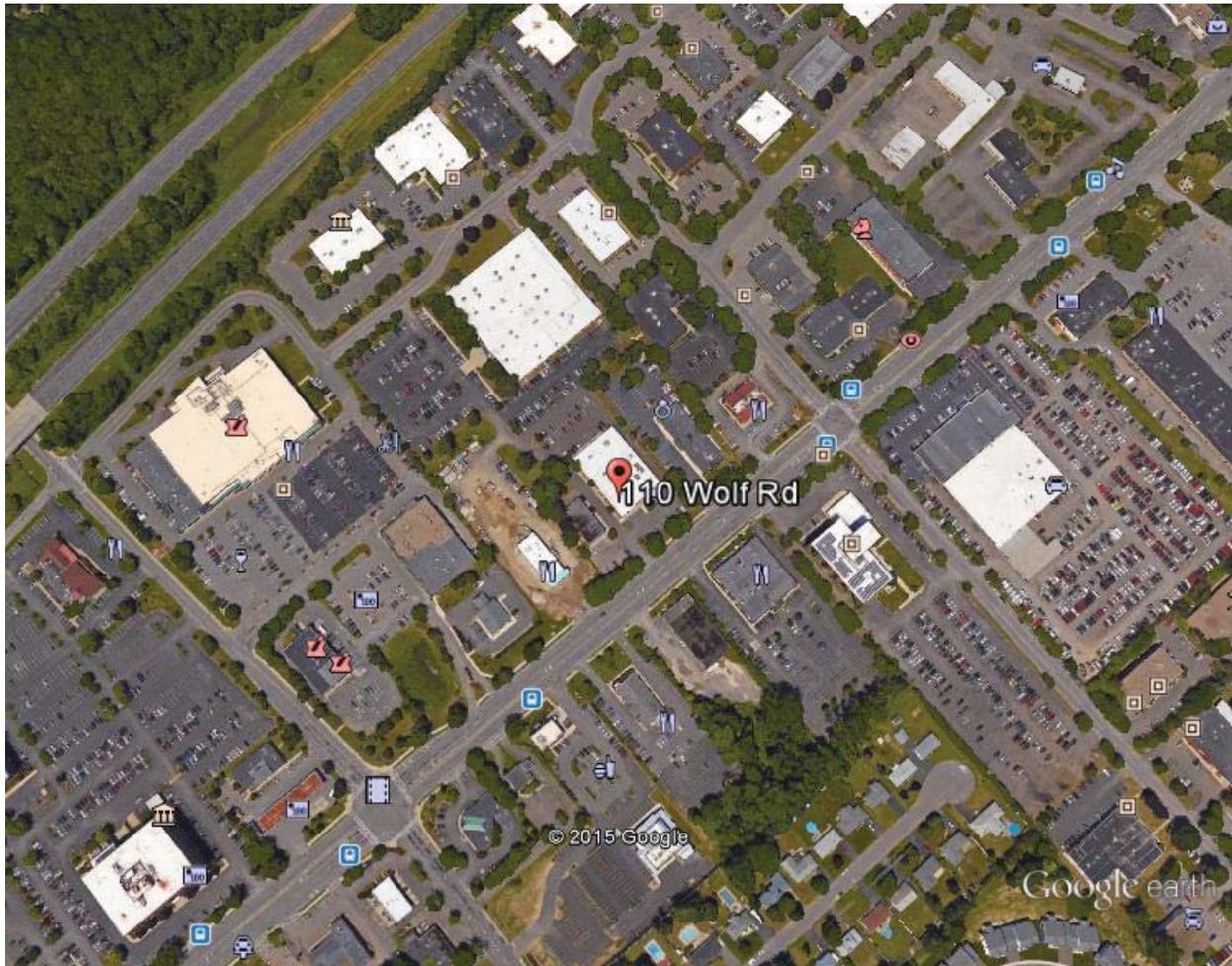
Appendix B, A bany, Zoning Verification Letter

B. Proposed use (check where applicable):

Informational and Crime Report for
Empire State Health Solutions
Proposed Production Facility

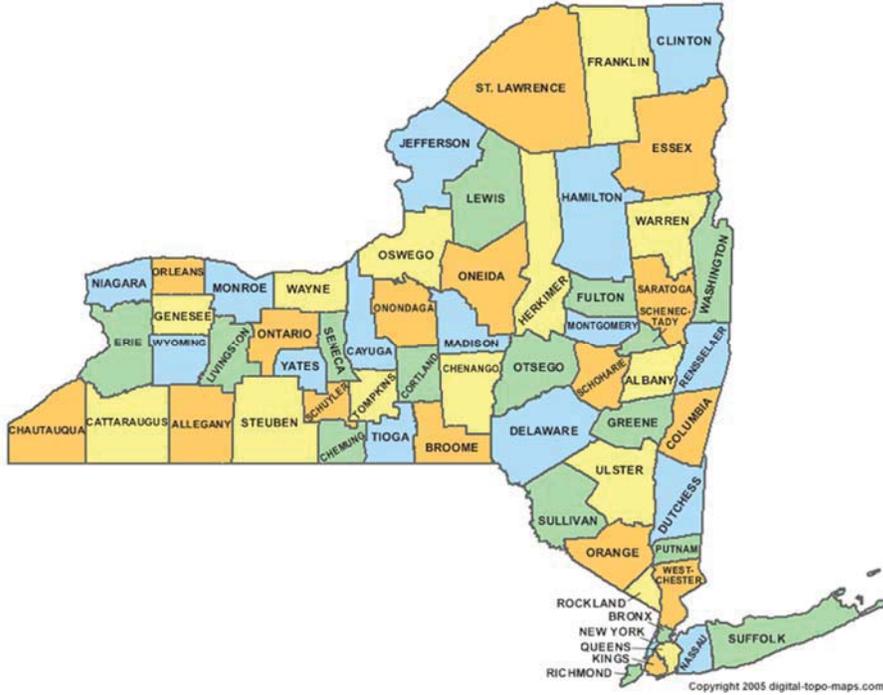
110 Wolf Road
Albany, NY 12205

The proposed site for the dispensary facility is shown as:



The site is a former clothing retail store and currently sharing building space with several other business including a mail center, doctor offices, and trade offices. The building has very good exposure with the Wolf road in front being a major thoroughfare.

Albany is the state capital of New York and the seat of Albany County. Roughly 135 miles (220 km) north of the City of New York, Albany developed on the west bank of the Hudson River, about 10 miles (16 km) south of its confluence with the Mohawk River. The population of the City of Albany was 97,856 according to the 2010 census. Albany has close ties with the nearby cities of Troy, across the river; Schenectady to the west on the Mohawk River, and Saratoga Springs to the north, forming a region called the Capital District. This consists mostly of the Albany-Schenectady-Troy Metropolitan Statistical Area (MSA). The area's 2010 population was 870,716, the 4th-largest MSA in New York and the 58th largest in the country.



Albany is located about 150 miles (240 km) north of New York City on the Hudson River.[13] It has a total area of 21.8 square miles (56 km²), of which 21.4 square miles (55 km²) is land and 0.4 square miles (1.0 km²) (1.8%) is water.[90] The city is bordered on the north by the town of Colonie (along with the village of Menands), on the west by the town of Guilderland, and on the south by the town of Bethlehem.[91] The Hudson River represents the city's eastern border

Cultural Demographics

The cultural demographics represent as follows for 2014:

| Population By Races | | |
|---|------------|------------|
| Race | Population | % of Total |
| Total Population | 97,856 | 100 |
| White | 55,783 | 57 |
| Black or African American | 30,110 | 30 |
| Hispanic or Latino | 8,396 | 8 |
| Asian | 4,890 | 4 |
| Two or More Races | 3,623 | 3 |
| Some Other Race | 3,100 | 3 |
| Three or more races | 327 | Below 1% |
| American Indian | 295 | Below 1% |

The population had 20.0% under the age of 18, 19.3% from 18 to 24, 29.2% from 25 to 44, 18.1% from 45 to 64, and 13.4% who were 65 years of age or older. The median age was 31.4 years. For every 100 females there were 90.6 males. For every 100 females age 18 and over, there were 86.5 males. Some 81.3% of the population had completed high school or earned an equivalency diploma.

There were 40,709 households in 2000, out of which 22.0% had children under the age of 18 living with them, 25.3% were married couples living together, 16.1% had a female householder with no husband present, and 54.8% were non-families. 41.9% of all households were made up of individuals and 11.5% had

someone living alone who was 65 years of age or older. The average household size was 2.11 and the average family size was 2.95.

Demographically speaking, the population of Albany and the Capital District mirrors the characteristics of the United States consumer population as a whole better than any other major municipality in the country. According to a 2004 study conducted by the Acxiom Corporation, Albany and its environs are the top-ranked standard test market for new business and retail products. Albany, Rochester, and Syracuse all scored within the top five.

Economy

Albany's economy, along with that of the Capital District in general, is heavily dependent on government, health care, and education. Because of these typically steady economic bases, the local economy has been relatively immune to national economic recessions in the past. More than 25 percent of the city's population works in government-related positions. The current recession has been more difficult to deal with because of the many issues on Wall Street, from which the state government receives much of its tax revenue. In March 2010, the Albany area had the lowest unemployment rate of any major metropolitan area in New York, at 7.8%, compared to 9.4% in New York as a whole.

Due to lower tax revenue and high spending, state government has experienced a significant budget gap, forcing a hiring freeze in 2009 and discussions of furloughs and layoffs in 2010 and 2011 respectively. The effect is felt at local universities, which have seen their endowments shrink. The healthcare system, however, has seen growth due to an aging baby boomer population. Albany Medical Center and St. Peter's Healthcare Services, both headquartered in Albany, were the city's second and fourth largest employers in 2006. Albany brings in many workers from outside the city. Its estimated daytime population is more than 162,000, which is almost 80% more than the 2008 population estimate.

A growing fourth sector of the area's economic base is the emerging high-tech industry in and around Albany. The city is at the center of a 19-county region in eastern New York self-branded as "Tech Valley". Albany is increasingly seen as a leader in nanotechnology, with the SUNY Polytechnic Institute's College of Nanoscale Science and Engineering being respected as a national leader in the field. In 2006, Small Times magazine ranked the college as the best in the country for micro- and nanotechnology; the school was also ranked top in education, facilities, and industry outreach. In 2009, chipmaker GlobalFoundries broke ground on a \$4.6 billion chip manufacturing complex in nearby Malta. In 2010, Forbes ranked Albany fifteenth on its "Most Innovative Metros" list. In late 2010, the Capital District was noted for being "one of the fastest growing areas in the country for technology jobs".

In 2009, Albany and its environs were listed number 30 in the nation on Forbes Magazine's "Best Bang-For-The-Buck" list, a study that looked at the stability of the housing and job markets, cost of living, and commute times. In the same study, the area was ranked fourth best for rate of foreclosures. Albany was among the 25 strongest housing markets in the United States during the tough economic conditions of 2008.] According to the United States Census Bureau, the Capital District's gross domestic product (GDP) was \$32.345 billion in 2008, up 3.4 percent from the year before. The region ranked 42nd in growth rate. In 2012 the Albany-Schenectady area was listed 4th on Forbes Magazine's annual "Best Cities for Jobs" list, noting that job losses in state and local government were overcome by expansion of the high tech field.

Companies based in Albany include Trans World Entertainment and Clough Harbour.

Real Estate Prices and Overview

The Albany housing market is still in a recovery period. Despite a spike in sales at the end of 2013, the following year was conceded to yet another 12 months of repair. Subsequently, 2014 was highlighted by a low inventory and closing numbers that came in under the original asking price. However, with that in mind, the Albany real estate market is expected to be the beneficiary of a stronger than average job market and an expanding economy. Experts expect the Albany housing market to finally gain the traction it has so desperately tried to obtain. Albany is, therefore, primed for an encouraging 2015.

While appreciation is beginning to ease, homes in the Albany region are continuing to exhibit year-over-year gains. Three years ago, the rate of appreciation was just over 5%, but that rate has dropped to just 1.5% over the course of this last year. Following three consecutive years of price growth, the median home price in Albany is now \$208,800. It is important to note that – at that price – Albany real estate is comparable to that of the national average. Even with an appreciation rate more than three times that of Albany in the last year, the national average home price is only about \$8,000 higher.

Homes in the Albany housing market have been able to appreciate in times of recovery, despite considerable headwinds. As a result, homeowners in the area have seen equity return to their properties. The following highlights how much equity has been gained relative to the year of the home's purchase:

- Homes purchased in the Albany housing market one year ago have appreciated, on average, by \$6,067. The national average was \$12,783 over the same period.
- Homes purchased in the Albany housing market three years ago have appreciated, on average, by \$19,673. The national average was \$55,406 over the same period.
- Homes purchased in the Albany housing market five years ago have appreciated, on average, by \$27,682. The national average was \$49,675 over the same period.
- Homes purchased in the Albany housing market seven years ago have appreciated, on average, by \$22,327. The national average was \$9,474 over the same period.
- Homes purchased in the Albany housing market nine years ago have appreciated, on average, by \$42,035. The national average increased \$3,419 over the same period.

The Albany housing market is currently supported by a strong economy and a flourishing job sector. With an unemployment rate under 5%, Albany is better than the national average. Not only that, but unemployment should continue to improve well into 2015 and beyond. Perhaps even more encouraging, however, is the ground already covered by the job sector. No more than a year ago, Albany's unemployment rate exceeded 6 percent. In fact, Albany demonstrated an increased propensity for job growth, as it once again lead the entire upstate region by adding 7,400 private sector jobs in 2014. Experts expect the job growth rate to settle at 0.7% over the course of 2015. For all intents and purposes, the job sector will provide enough supply and demand for the housing sector to thrive.

In addition to the encouraging job market, Albany real estate has one more benefit working in its favor: affordability. Despite three years of appreciation, the Albany housing market is more affordable than it has been in the past. On average, homeowners use just 9.5% of their income to pay down the mortgage.

At that rate, Albany homes are considerably more affordable than the national average. On a national level, homeowners typically allocate more than 16% of their income to paying the mortgage.

Millennials, in particular, have seen Albany become increasingly attractive. Contrary to cities like Seattle or San Diego, Albany is still an affordable option within the realm of possibility. With home prices expected to rise even more, Albany is one of the cities that should benefit from millennial participation.

Trulia acknowledges approximately 585 homes that are for sale in the Albany housing market. The real estate valuation site also shows 485 homes that recently sold and 565 foreclosures that are on the books. The percent of homeowners that are behind on their mortgage payment has reached 6.4%, similar to that of the national average. However, those that actually owe more than their home is worth has exceeded the national average. Seventeen percent of all homeowners in the Albany real estate market are underwater.

The Albany housing market is recovering at its own pace. Having said that, even the local municipalities within the city are experiencing the recovery differently. Some neighborhoods, as a result, are more popular than others. According to Trulia, the most popular neighborhoods in Albany are as follows:

- Pine Hills
- Buckingham Lake – Crestwood
- Delaware Avenue
- Center Square
- Population: 98,424
- Campus Area

Outside of the top 5 neighborhoods in the Albany housing market, the Dunes neighborhood has garnered a lot of attention recently. With an average listing price of \$225,600, this area has seen its asking price increase nearly 46% in a matter of one week.

The Albany real estate market, like much of New York, had a rough early start to the winter. Exceptionally cold weather essentially stalled anything resembling a recovery. However, with the weather heating up, so are the prospects of a prosperous 2015. Headed by a strong job market and affordable housing, the Albany real estate market is ready to take the recovery and run with it. While the forecast only calls for a 0.5% increase in home values, Albany should continue to draw the attention of younger buyers. Activity will be driven by Millennials looking to get into affordable housing. Their presence should permit other buyers to sell and move up to a larger home.

In the face of several headwinds, the Albany housing market continues to improve. While it may not be on pace with the national average, investors and owners in this area can be confident in their assets.

Albany Housing Market Summary:

- Current Median Home Price: \$208,800
- 1-Year Appreciation Rate: 1.5%

- Unemployment Rate: 4.8%
- 1-Year Job Growth Rate: 0.7%
- Population: 98,424
- Median Household Income: \$59,626

Income Levels

The median income for a household in the city in 2000 was \$42,529, and the median income for a family was \$45,210 (male, year-round worker) and \$38,382 (female, year-round worker). The per capita income for the city was \$25,880. About 16.0% of families and 21.7% of the population were below the poverty line, including 28.8% of those under age 18 and 12.5% of those age 65 or over. The rate of reported violent crimes for 2008 (1,095 incidents per 100,000 residents) is more than double the rate for similarly sized US cities. Reported property crimes (4,669 incidents per 100,000 residents) are somewhat lower.

Languages

Language Spoken at Home

| | Albany, NY | | % New York | U.S. |
|--------------------------------------|------------|----------------------------------|------------|--------|
| English | 33,166 | 83.56%, see rank | 69.65% | 79.64% |
| Spanish | 2,438 | 6.14%, see rank | 14.23% | 11.57% |
| Other Indo-European Languages | 2,533 | 6.38%, see rank | 10.07% | 4.61% |
| Asian and Pacific Islander Languages | 1,076 | 2.71%, see rank | 4.55% | 3.24% |
| Other | 480 | 1.21%, see rank | 1.51% | 0.94% |

English is spoken in 83.56 % of homes in Albany. It should be noted that several new start up secondary language programs have started recently in New York.

Commute Transportation

The Northway (Interstate 87 north of the New York State Thruway) connects Albany by car to Canada at Champlain; Autoroute 15 continues into Quebec, linking Albany to Montreal. Interstate 90 connects Albany to both Buffalo and Boston, via the New York State Thruway and the Massachusetts Turnpike respectively, both of which use I-90 (the NYS Thruway partially, the Massachusetts Turnpike fully). South of Albany, I-87 becomes part of the Thruway and ends at Interstate 278 in the Bronx. Albany is literally at the crossroad of I-87 and I-90, creating a junction between Buffalo and Boston, and Montreal and New York. Interstate 787 links Albany to Watervliet, Colonie, and Menands; by way of Route 7, I-787 connects to the Northway, offering Saratoga County residents a rather direct, albeit congested route to and from Albany during rush hour.

Albany, long an important Hudson River port, today serves domestic and international ships and barges through the Port of Albany-Rensselaer, located on both sides of the river. The port has the largest mobile harbor crane in the state of New York. The New York State Barge Canal, the ultimate successor of the Erie Canal, is in use today, largely by tourist and private boats.

With the closure of Union Station on Broadway, area passenger-rail service is provided by Amtrak at the Albany-Rensselaer station in Rensselaer. In 2009, the station saw more than 720,000 passengers, making it Amtrak's second-busiest in New York, behind New York's Penn Station. Low cost curbside bus service from the SUNY Albany campus and the Rensselaer station is also provided by Megabus, with direct service to New York City.

Albany's nearest airport is Albany International Airport in Colonie. Six major airlines service Albany: Cape Air, Delta Air Lines, Southwest Airlines, United Air Lines, and US Airways; Million Air is the local fixed base operator. In 2010, Albany had the highest average airfare in New York, though the per-mile cost on its busiest routes was second-lowest in the state.

The Capital District Transportation Authority (CDTA) provides bus service throughout Albany and the surrounding area, including Schenectady, Troy, and Saratoga Springs. The city was once served by an urban streetcar service maintained by the United Traction Company. As in many American cities, after the advent of the automobile, light rail services declined in Albany and were replaced by bus and taxi services. Greyhound Lines, Trailways, and Peter Pan buses all serve a downtown terminal.

Crime Analysis

New York State, with 19.5 million residents, saw 75,176 violent crimes in 2009 according to the FBI. More than half of those, 46,357, took place in New York City. This translates into an effective statewide rate of 385/100,000 people. Compared to other Upstate cities, Albany is on par with Rochester (1028 violent crimes/100,000 population vs 968/100,000 in Rochester) and much lower than Buffalo at 1514/100,000. NYC's violent crime rate was 639/100,000 in 2013.

A crime report was run for the city of Albany, NY. The details are described below.

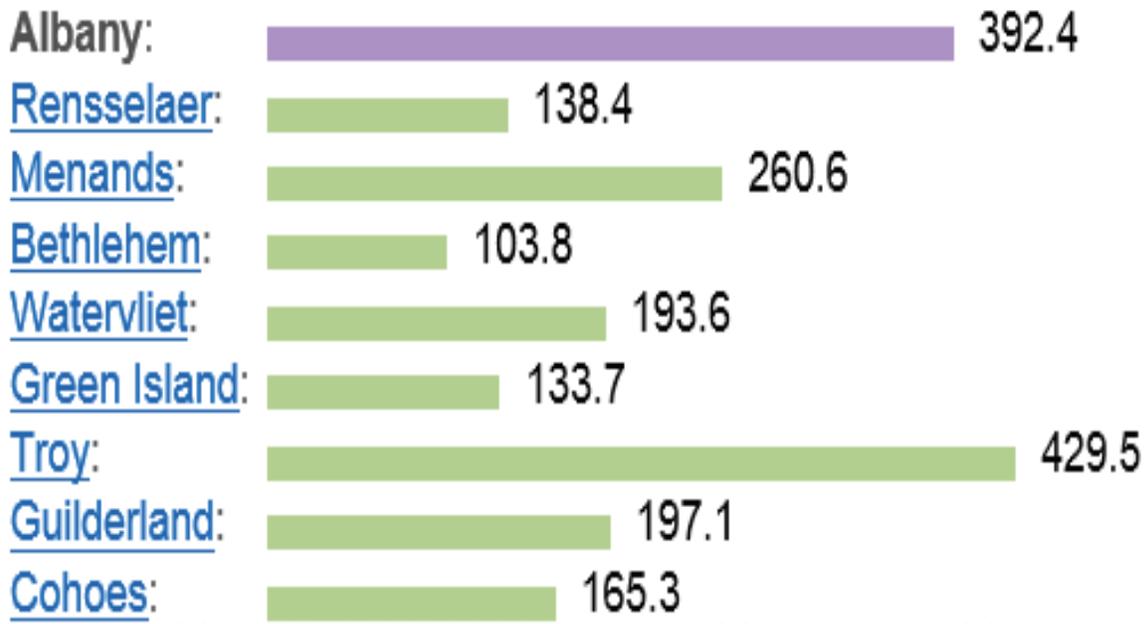
| Crime rates in Albany by Year | | | | | | | | | | | | |
|---|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| Type | 2000 | 2001 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 |
| Murders (per 100,000) | 15 (15.3) | 6 (6.3) | 8 (8.5) | 10 (10.8) | 8 (8.5) | 5 (5.3) | 3 (3.2) | 9 (9.8) | 9 (9.8) | 2 (2.2) | 4 (4.1) | 4 (4.1) |
| Rapes (per 100,000) | 66 (87.3) | 57 (59.5) | 33 (35.1) | 53 (56.3) | 68 (72.1) | 50 (53.3) | 45 (47.9) | 48 (51.0) | 49 (52.4) | 42 (45.3) | 33 (33.8) | 43 (43.8) |
| Robberies (per 100,000) | 396 (404.0) | 432 (450.8) | 383 (407.7) | 394 (418.7) | 439 (465.2) | 388 (413.8) | 376 (400.4) | 361 (383.4) | 327 (349.9) | 316 (340.8) | 320 (325.5) | 249 (253.8) |
| Assaults (per 100,000) | 637 (649.9) | 818 (853.8) | 736 (783.5) | 674 (716.3) | 760 (805.4) | 774 (825.4) | 704 (749.6) | 615 (653.2) | 622 (665.8) | 621 (669.8) | 582 (592.1) | 506 (515.3) |
| Burglaries (per 100,000) | 1,513 (1,543.5) | 1,563 (1,630.9) | 1,302 (1,386.0) | 1,294 (1,375.1) | 1,328 (1,407.4) | 1,058 (1,128.3) | 965 (1,027.5) | 1,027 (1,090.8) | 876 (937.4) | 926 (998.8) | 895 (910.5) | 887 (903.4) |
| Thefts (per 100,000) | 4,012 (4,093.0) | 3,860 (4,027.8) | 3,274 (3,485.3) | 3,825 (4,084.8) | 3,186 (3,378.4) | 3,521 (3,754.8) | 2,998 (3,192.2) | 3,153 (3,348.8) | 3,149 (3,369.9) | 3,488 (3,762.1) | 3,514 (3,574.9) | 3,299 (3,359.9) |
| Auto thefts (per 100,000) | 453 (462.1) | 546 (569.7) | 414 (440.7) | 467 (496.3) | 369 (391.1) | 241 (257.0) | 286 (304.5) | 225 (239.0) | 239 (255.8) | 229 (247.0) | 202 (205.5) | 154 (156.8) |
| Arson (per 100,000) | 50 (51.0) | 32 (33.4) | 44 (46.8) | N/A | N/A | N/A | 15 (16.0) | 25 (26.8) | 9 (9.8) | 16 (17.3) | 12 (12.2) | N/A |
| City-data.com crime rate (higher means more crime, U.S. average = 298.9) | 584.6 | 623.2 | 540.6 | 575.0 | 580.8 | 537.3 | 488.8 | 485.4 | 472.0 | 469.0 | 430.3 | 392.4 |

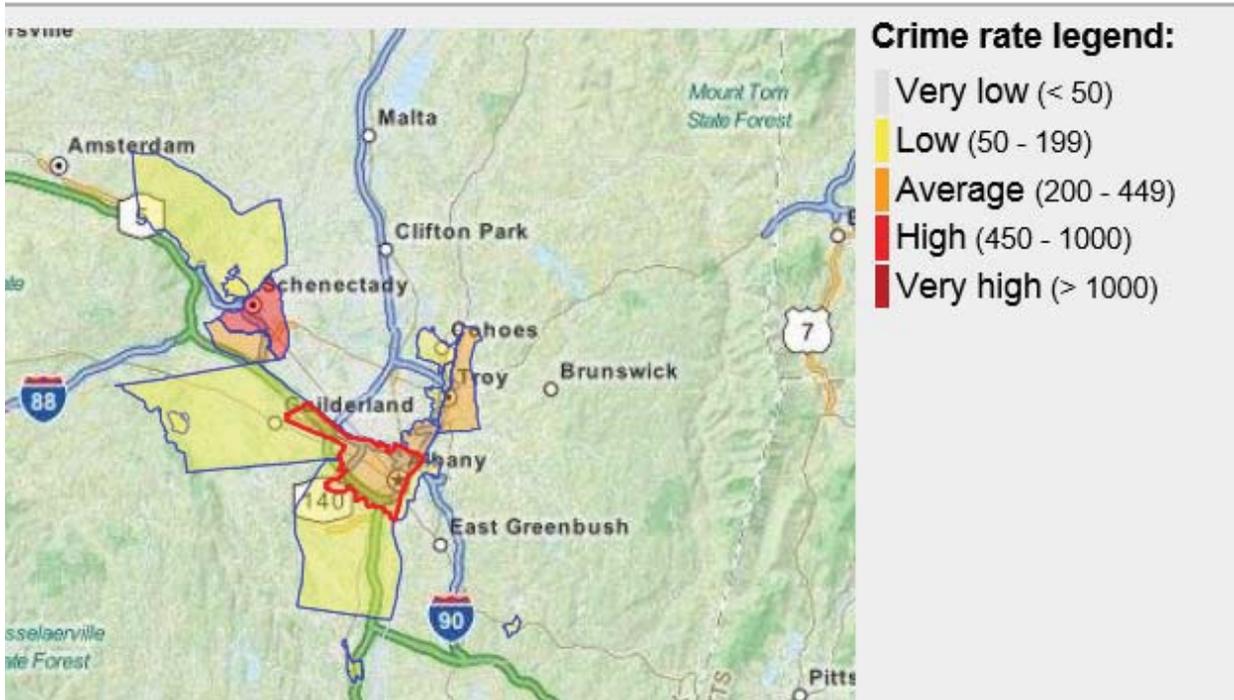
When reviewing the above table, you see a comprehensive overview of all annual crimes reported in Albany, NY. All reported Albany, NY crimes are shown and for assessment, each particular crime is demonstrated, establishing an accurate total that represents any crimes committed for every 100,000 residents. You'll also notice that the crimes are distributed into two separate categories, being; violent crimes and property crimes. In addition, the table also demonstrates that the Albany, NY overall crime

rate is 124% higher than in comparison to the New York average; and is also 60% higher than compared to the national average. Specifically regarding violent crimes in Albany, NY, the rate is 105% higher than compared to the New York average, and 119% higher than when paralleled to the national average.

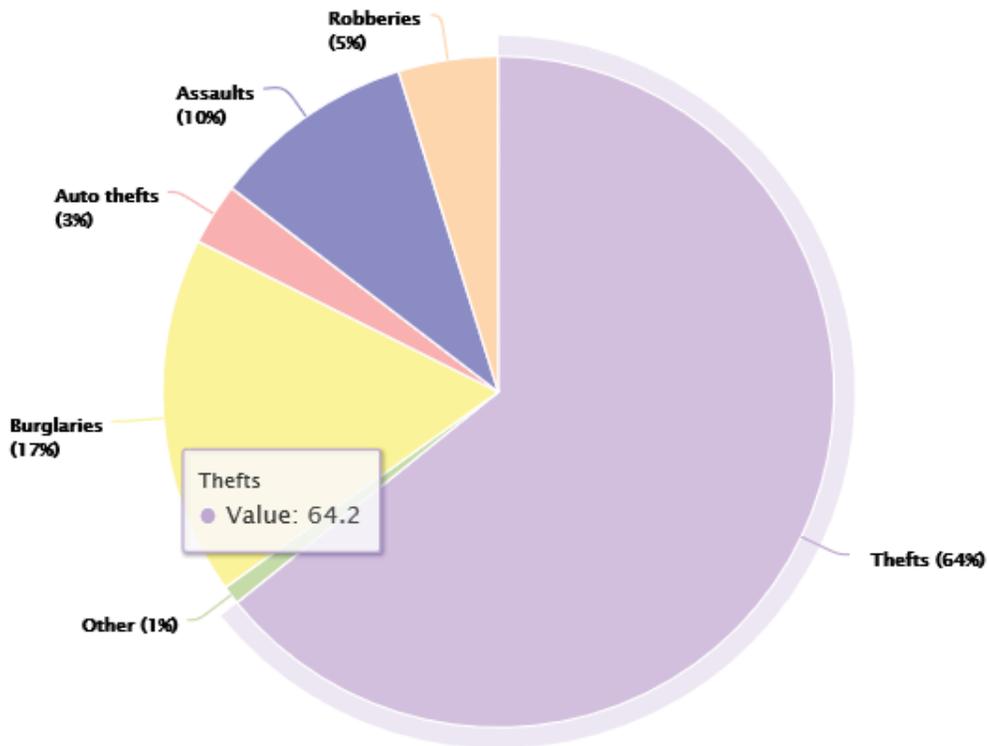
When comparing property crime, Albany, NY comes in at 128% higher than to the average seen in New York, and 52% higher than the overall national average. In comparison the surrounding cities of Schenectady, Troy, and Rotterdam, crime is on par or lower than the worst rates reported in Schenectady.

See below illustrations for further details.





Crimes by type - 2012



Appendix B, Binghamton Area



Appendix B Introduction – Dispensary – Binghamton Area, NY

Enclosed is the complete Appendix B form for the dispensary in Binghamton (Johnson City), NY as well as:

| | |
|---|-------------|
| 1) Appendix B | Pages 1-13 |
| 2) Site Plan | Page 14 |
| 3) Floor Plan | Page 15 |
| 4) Security Plan | Page 16 |
| 5) Security Plan 2 | Page 17 |
| 6) Security Equipment and Data | Pages 18-19 |
| 7) Construction Timetable | Page 20 |
| 8) ESHS Dispensary Finish Selections | Pages 21-23 |
| 9) Zoning Verification Letter Town of Union | Page 24 |
| 10) Johnson City Letter of Support | Page 25 |
| 11) Information and Crime Report | Pages 26-33 |

The site plan provides an aerial view of the property showing access, the building footprint and property outline. The floor plan includes a scaled schematic architectural and engineering design drawing, room configurations, major exit corridors and circulation. The detailed floor plans identify the activities performed in each area of the dispensary facility.

The type of construction is detailed in the Appendix B form and the energy sources are described by type and location. Heating, cooling, ventilation, electrical distribution, water supply and sewage is also addressed and detailed in the Appendix B form.

The security plan shows the placement of cameras and secured doors throughout the facility. In addition to the physical plan a list of equipment is enclosed and the cyber plan is detailed. The security plan meets and exceeds all the requirements of Article 33 of the Public Health Law for controlled substances.



Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION

Business Name: Empire State Health Solutions
Facility Type: Manufacturing Facility [] Dispensing Facility []
Use and Occupancy Classification: Mixed use M - Mercantile / B - Business
Building Construction Type and Classification: Type II B
Facility Address: 599 Harry L Drive Johnson City, NY
Primary Contact Telephone number: 612-205-6675
Primary Contact Fax number: 952-836-2730

PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:

Applicant shall identify planning requirements, including but not limited to:

Table with 2 columns: checkbox and requirement name. Requirements include TOWN BOARD APPROVAL, PLANNING BOARD APPROVAL, ZONING BOARD OF APPEALS APPROVAL, PREPARATION OF CONSTRUCTION DOCUMENTS, BUILDING PERMIT, BIDDING PHASE, CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR, COMMENCEMENT OF CONSTRUCTION, and COMPLETION OF CONSTRUCTION.



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- Entrance and Exits
Public Parking Spaces
Staff Parking Spaces
Accessible Parking Spaces
Accessible Route(s)
Fire Lane and/or Fire Apparatus Road
Percentage of Green Space
Location of Emergency Power Systems
Loading & Unloading
Security Gates & Fences

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
Natural Gas, Solar, Oil, Other, Electric
Engineering Systems:
Heating System: Type RTU, Size 7.5 ton, Efficiency, Ventilation Requirements
Cooling System: Type RTU, Size 7.5 ton, Efficiency, Ventilation Requirements
Ventilation & Humidification Systems:
Type RTU, Size 7.5 ton, Efficiency, Ventilation Requirements
Electrical Distribution Available 200A to tenant
Water Supply: Municipal Water Service X or Private Well Water
Sewage: Municipal Sewer System X or Private Septic System
Emergency Power System: Type, Size, Efficiency



Appendix B – Architectural Program

| PART IV – BUILDING CODE COMPLIANCE: (pages 3-13) | |
|--|---|
| CHECK ALL APPLICABLE CODES FOR THE FACILITY | |
| <input checked="" type="checkbox"/> | 2010 BUILDING CODE OF NYS |
| <input checked="" type="checkbox"/> | 2010 FIRE CODE OF NYS |
| <input checked="" type="checkbox"/> | 2010 PLUMBING CODE OF NYS |
| <input checked="" type="checkbox"/> | 2010 MECHANICAL CODE OF NYS |
| <input checked="" type="checkbox"/> | 2010 FUEL GAS CODE OF NYS |
| <input type="checkbox"/> | 2010 PROPERTY MAINTENANCE CODE OF NYS |
| <input type="checkbox"/> | 2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS |
| <input type="checkbox"/> | 2012 IECC COMMERCIAL PROVISIONS |
| <input checked="" type="checkbox"/> | 2010 EXISTING BUILDING CODE OF NYS |
| <input type="checkbox"/> | NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version) |
| <input type="checkbox"/> | 2014 NY CITY CONSTRUCTION CODE |
| <input type="checkbox"/> | 2008 NY CITY CONSTRUCTION CODE |
| <input type="checkbox"/> | 1968 NY CITY CONSTRUCTION CODE |
| <input type="checkbox"/> | NFPA 101-06 LIFE SAFETY CODE |
| <input checked="" type="checkbox"/> | ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES |
| <input type="checkbox"/> | OTHER |



Appendix B – Architectural Program

| | | | |
|---|---|--|--|
| Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions. | <input type="checkbox"/> New Building | <input type="checkbox"/> Alteration Level 3 | <input type="checkbox"/> Demolition |
| | <input type="checkbox"/> Repair | <input type="checkbox"/> Change of Occupancy | <input type="checkbox"/> Chapter 3. Prescriptive Compliance Method |
| | <input type="checkbox"/> Alteration Level 1 | <input type="checkbox"/> Addition | <input type="checkbox"/> Chapter 13. Performance Compliance Method |
| | <input checked="" type="checkbox"/> Alteration Level 2 | <input type="checkbox"/> Historic Building | |
| Select Work Involved: Check all that apply. | <input checked="" type="checkbox"/> General Construction | <input type="checkbox"/> Structural | <input type="checkbox"/> Site Work |
| | <input type="checkbox"/> Roofing | <input checked="" type="checkbox"/> Mechanical | <input checked="" type="checkbox"/> Sprinkler |
| | <input type="checkbox"/> Asbestos Abatement/Environmental | <input checked="" type="checkbox"/> Plumbing | <input type="checkbox"/> Elevators |
| | <input checked="" type="checkbox"/> Fire Alarm | <input checked="" type="checkbox"/> Electrical | <input type="checkbox"/> Other: _____ |

| CODE COMPLIANCE REVIEW | | | | | | |
|---|--------------------------------|---------------------------|---|--|--|--|
| Applicant shall provide all applicable information in regards to the code topic and section listed below. 1. Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECC: Energy Conservation Code. 2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: NA: Not Applicable, NR: Not Required, NP: Not Permitted 3. Provide your facilities "Actual" value for each required standard as per applicable code section. | | | | | | |
| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
| 1 | Use & Occupancy Classification | 302.1 - 312 | | Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1. | Mercantile Group M - drug stores Business Group B - professional services | Mercantile Group M - drug stores Business Group B - professional services |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|---|---|--------------------------------------|
| 2 | Combustible Storage | 413 | | All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | None |
| 3 | Hazardous Materials | 414 | | All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | None |
| 4 | Hazardous Materials Control Areas | 414.2 | | Provide additional information indicating number, size, materials stored, and quantity of each material. | NA | None |
| 5 | Building Area & Height | 501-507 | | Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s). | 4 story, 12,500 sf allowed with access increase 22,875sf | 1 story, 4,985sf |
| 6 | Incidental Use Areas | 508.2 | | Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans. | NA | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--|---------------------------|---|--|--|--|
| 7 | Mixed Occupancies | 508.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | NA | NA |
| 8 | Nonseparated Uses | 508.3.2 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | NA |
| 9 | Separated Uses (Ratio < 1) | 508.3.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | NA |
| 10 | Construction Classification | 602 | | Provide Construction Classification per each building included in Application. | | Type II B |
| 11 | Fire Resistance Rating Req'm't for Building Elements | Table 601 | | Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans. | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non- bearing walls - 0 Floor/Roof Const - 0 | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non- bearing walls - 0 Floor/Roof Const - 0 |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------------|---------------------------|---|--|--|--------------------------------------|
| 12 | Exterior Wall Fire-Resistance Rating | Table 602 | | Identify required fire resistance rating of exterior walls on Building Plan(s). | 10<x<30, Type IIB require rating = 0 Hr | NR |
| 13 | Exterior Fire Separation Distance | Table 602 | | Identify required fire separation distance of exterior walls between Buildings on Plan. | greater than 10' less than 19' | |
| 14 | Fire Walls | 705 | | Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans. | NR | NR |
| 15 | Fire Barriers | 706 | | Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans. | NR | NR |
| 16 | Shaft Enclosures | 707 | | Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans. | Not required less 4 stories Not required with automatic sprinkler | NR 1 story building |
| 17 | Fire Partitions | 708 | | Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans. | 1 hr required between terrace spaces | 1 hr provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|--|--|--------------------------------------|
| 18 | Horizontal Assemblies | 711 | | Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans. | NR | NR |
| 19 | Fire Protection: Sprinkler System | 903 | | Indicate Type of Sprinkler System: <input checked="" type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited. | NR | NR |
| 20 | Alt. Fire Extinguishing System | 904 | | Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited. | NR | NR |
| 21 | Standpipe System | 905 | | Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited. | NR | NR |
| 22 | Fire Alarm & Detection Systems | 907 | | Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned) | NR | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------|---------------------------|---|--|--|--------------------------------------|
| 23 | Emergency Alarm System | 908 | | Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited. | NR | Provided |
| 24 | Fire Department Connections | 912 | | Identify Fire Department connections in accordance with NFPA applicable standard. | NR | NR |
| 25 | Exits | 1001.1 & 2 | | Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures. | Min. 36"x6'8" indicated on plans | Indicated on plans |
| 26 | Occupant Load | 1004 & Table 1004.1.1 | | Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans. | M - 30sf / person gross B - 100sf / person gross | M - 19 B - 15 |
| 27 | Egress Width | 1005 | | Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans | With sprinkler system 0.15 per occupant | 39 occupants = 6" |
| 28 | Accessible Means of Egress | 1007.1 | | Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans. | Accessible means of egress required | Provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|------------------------------|---------------------------|---|--|--|--------------------------------------|
| 29 | Doors, Gates, and Turnstiles | 1008 | | Means of egress doors shall meet the requirements of this section. | 32" clear width | 36" door = 34" clear width |
| 30 | Interior Stairs | 1009 | | Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height. | NA | NA |
| 31 | Ramps | 1010.1 | | Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height. | NA | NA |
| 32 | Common Path of Travel | 1014.3 | | Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements. | 75' max common path of travel. 150' exit access travel distance | 28' to distinct exit paths |
| 33 | Exit Doorway Arrangement | 1015 | | Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings. | B/M occupancy less 49 occupants req. 1 means of egress. Table 1016.1 - 20' travel distance | 2 provided, 73' max. travel distance |
| 34 | Corridor Fire Rating | 1017.1 | | Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating. | Corridor serves less 30 occupants= Non-rated | NA |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|---|--|--------------------------------------|
| 35 | Corridor Width | 1017.2 | | Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s). | 36" occupant load less than 50 | 60" |
| 36 | Dead End Corridor | 1017.3 | | Corridors shall not exceed the maximum dead end corridor length as per applicable code. | 20' | 12' |
| 37 | Number of Exits and Continuity | 1019 | | Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements. | 1-500 occupants - two exits required | Two exits provided |
| 38 | Vertical Exit Enclosures | 1020 | | Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure. | NA | NA |
| 39 | Exit Passageways | 1021 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway. | NA | NA |
| 40 | Horizontal Exits | 1022 | | Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit. | NA | NA |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|--------------------------------|---|---|--|--|
| 41 | Exterior Exit Ramps & Stairways | 1023 | | Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways. | NA | NA |
| 42 | Exit Discharge | 1024 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge. | Discharge to grade | Exits directly to public way |
| 43 | Accessibility | 1101.1 - 1110 & ICC/A117.1(03) | | Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons. | 60% public entries, 1 accessible parking space, 1 service counter, | 100% public entries, 2 parking spaces, 1 service counter |
| 44 | Energy Conservation | 2010 NYS ECCC & IECC 2012 | | Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s). | Not required, no changes existing building envelope | Not required, no changes existing building envelope |
| 45 | Emergency & Standby Power | 2702.1 | | Identify emergency & Standby Power locations and specifications of the system to be provided. | NR | NR |
| 46 | Smoke Control Systems | 2702.2.2 | | Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code. | NR | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|---------------------------|---|---|--|---|
| 47 | Plumbing Fixture Count | 2902.1 | | Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s). | WC- 1M, 1F; LAV- 1M, 1 service sink, 1 drinking | WC- 1M, 1F; LAV- 1M, 1 service sink, 1 drinking |
| 48 | Available Street Water Pressure | | | Provide the available street or well water pressure. | 60-80 psi | 71 psi |
| 49 | Fire Apparatus Access Road | FC503.1 | | Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes. | Within 300' of building | Existing roadways within 100' |



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| | |
|---|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>589 HARRY L DRIVE, JOHNSON CITY, NY</u> | |
| Dwg No.: <u>JC-A101</u> | Dwg Title: <u>SITE PLAN</u> |
| Scale: <u>1" = 20'-0"</u> | Date: <u>05/19/15</u> CSArch No.: <u>834-1501.00</u> |





| | | |
|---|---------------------|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>589 HARRY L DRIVE, JOHNSON CITY, NY</u> | | |
| Dwg No.: | <u>JC-A103</u> | Dwg Title: <u>CODE FLOOR PLAN</u> |
| Scale: | <u>1/8" = 1'-0"</u> | Date: <u>05/26/15</u> CSArch No.: <u>834-1501.00</u> |





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| | | |
|---|---------------------|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>589 HARRY L DRIVE, JOHNSON CITY, NY</u> | | |
| Dwg No.: | <u>JC-A102</u> | Dwg Title: <u>FLOOR PLAN</u> |
| Scale: | <u>As indicated</u> | Date: <u>05/19/15</u> CSArch No.: <u>834-1501.00</u> |





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| | | |
|---|---------------------|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>589 HARRY L DRIVE, JOHNSON CITY, NY</u> | | |
| Dwg No.: | <u>JC-A101</u> | Dwg Title: <u>SITE PLAN</u> |
| Scale: | <u>As indicated</u> | Date: <u>05/19/15</u> CSArch No.: <u>834-1501.00</u> |



Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions
Construction Schedule - Johnson City Dispensary

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions – Dispensary Finishes

FLOOR FINISHES:

Carpet Tile (CPT-1) 2 x 2 commercial carpet tile Lees “The Field II” GT104, color 331 Everglades duracolor premium nylon with Antron Legacy as manufactured by Mohawk Group. Install carpet tile in brick ashlar pattern using Mohawk “Flexlok” adhesive tabs for modular carpet.

Ceramic Tile (RR floors) 2” X 2” pure white matte finish

- Floor Grout – Charcoal Gray

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Urban Patina, color Boulevard, 7” x 48” wood look finish luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Vestibule and Waiting areas)

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Hardscape, color 866 Underground, 12” x 24” stone-look luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Pharmacy and Secured Dispensing areas).

BASE:

1. Vinyl 6” high vinyl, MW-XX-F6 Millwork Wallbase, style “Reveal” as manufactured by Johnsonite, color to be selected by Tenant
Provide vinyl quarter round shoe where installed above hardwood floor.

WALLS:

1. Ceramic Tile CT-2: 3” X 6” Subway tile in “Bright Snow White”
CT-3 (decorative border): “Bright Snow White”

- Wall Grout - White

2. Door Frames Paint type, color and finish to be specified by Tenant.

3. Wall Paint Paint type, color and finish to be specified by Tenant.

4. Exterior Metal 1 prime coat and 2 coats as specified below.

CEILINGS:

1. Paint (as applicable): Wall Color- Sherwin Williams - Aesthetic White

2. Suspended Acoustic Ceiling Acoustic Tile Second Look-II-2767 Cortega, 2-0 x 4-0 x 3/4” - 15/16” Beveled Tegular lay in as manufactured by Armstrong Suspension System Snap-Grid, exposed grid system with factory baked, white enamel finish as manufactured by Chicago metallic or equal Hangers No 12 gauge galvanized wire.

Empire State Health Solutions – Dispensary Finishes

WINDOW TREATMENT:

1. Blinds Top-down, Bottom-up single honeycomb pleated shades “White” Manufactured by Custom Brands Group, a division of Hunter Douglas or equal, on windows in waiting area, color to be selected by Tenant.
2. Counter Doors Provide manually push-up operated, powder coated aluminum (alt. anodized aluminum) rolling counter doors 652 series, with cylinder lock for pharmacy as manufactured by Overhead Door Company or equal.

MILLWORK:

1. Flush Panel Doors walnut brown finish, finished all six (6) sides with one (1) coat sanding sealer and two (2) coat clear finish.
2. Cabinets: Flush overlay cabinet construction w/ melamine carcass and plastic laminate finish as specified and plain sawn veneered doors solid wood drawers finished with 1 coat sanding sealer and two (2) coats catalyzed polyurethane.
3. Plastic Laminate P-Lam-1 for vertical surfaces shall be Countertop Grade Laminate bonded to ¾” inch minimum thickness, core material, lined with a balancing sheet and meeting AWI “Custom” Grade construction.

Laminate for vertical surfaces for Security/Reception and Pharmacy, Secured Dispensing and Break room is to be Wilsonart walnut brown 7909-60 (matte finish).

P-Lam countertops in Security/Reception, Pharmacy, Secured Dispensing, Bathrooms, Break room, to be Formica Olivine Mineral 3447-RD (radiance finish).

P-Lam-3 for cabinets in Bathrooms is to be Wilsonart White Sand D403-60 Matte Finish.

PAINT INTERIOR:

All interior wall paint shall be in egg-shell finish, all painting trim and millwork shall be painted in a satin finish.

Wall Color- Sherwin Williams - Aesthetic White
Door and window trim - Benjamin Moore - Dove White
Bathrooms – Benjamin Moore - Desert Green
Accent Color – Benjamin Moore - Great Barrington Green

Empire State Health Solutions – Dispensary Finishes

ENTRY DOOR FRAMES:

Aluminum entrance doors and frames to be anodized bronze

NOTES:

1. Provide underlayment as required for finish material to be installed.
2. Provide transition strips between dissimilar materials.
3. Signage: Provide and install:
 - a. Room signs meeting accessibility standards for each room or door in Tenant space.
 - b. Illuminated exit signs and exit sign as directed by Fire Marshall.
 - c. Empire State Health Solutions identity exterior building signage as allowed by municipal code.
 - d. Accessible parking signs as applicable.
 - e. “Employees Only” (unless emergency exit) on secured dispensing access door and “Deliveries Only” on rear exterior doors as applicable.

town of union

Code Enforcement / Permits Department

3111 E. Main Street - Endwell, NY 13760-5990

Phone (Voice/TTY) (607) 786-2920

Fax (607) 786-2320



Daria Golazeski
DCPW Codes & Ordinances

May 26, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell,

This letter is to confirm that 589 Harry L. Drive in the Village of Johnson City is located in a General Commercial Zoning District in the Village. The proposed use of the property for a medical marijuana dispensary is considered by zoning definition to be a retail store or service and is a permitted use.

The property is part of a shopping center and a mix of permitted uses is allowed in the building subject to minor site plan approval for any changes to parking, landscaping, etc.

Please contact me if you have any questions regarding this matter.

Sincerely,

Daria M. Golazeski
DCPW Codes & Ordinances



OFFICE OF THE MAYOR
VILLAGE OF JOHNSON CITY

MUNICIPAL BUILDING
243 MAIN STREET • JOHNSON CITY, NY 13790

PHONE: (607) 798-7861
FAX: (607) 798-7865
www.villageofjc.com

Mayor Gregory W. Deemie

May 26, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell,

I am happy to offer my support of Empire State Health Solutions proposed medical marijuana dispensary at 589 Harry L Drive, Johnson City, NY. New York's Compassionate Care Act is a step forward to provide much-needed relief to New Yorkers living with extraordinary pain, while balancing the need to safeguard general public health and safety. New York State has adopted standards and procedures that will safely bring these new products to medical providers and enhance New York patient's quality of life. We are proud that you have selected our area for your dispensary, and glad to have access for patients from the greater Binghamton area.

I also understand that your dispensary will create a number of professional jobs to staff the dispensary. The creation of professional, good paying jobs is always important to our city, and we welcome Empire State Health Solutions to Johnson City.

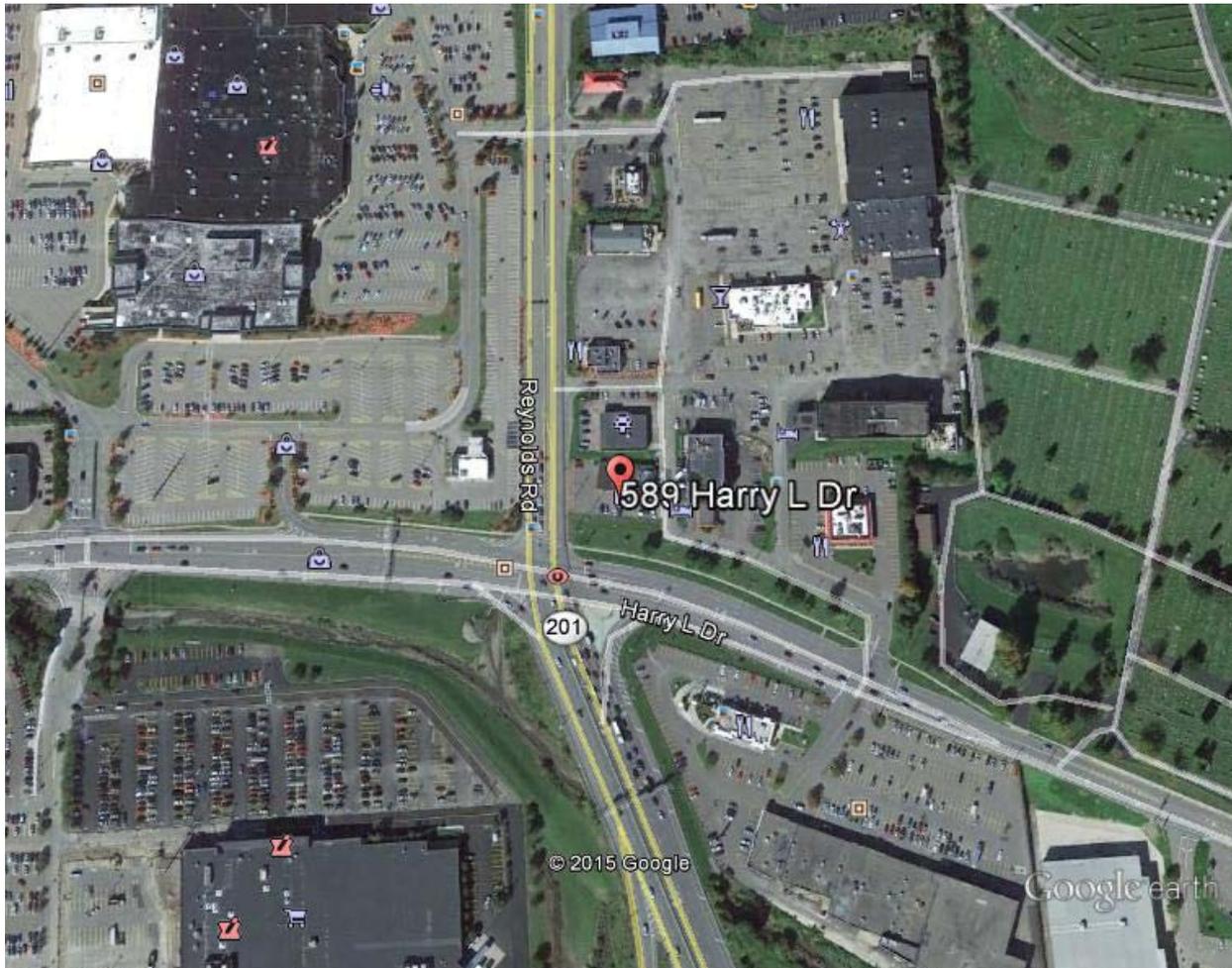
Sincerely,

Gregory W. Deemie, Mayor
Village of Johnson City
Office-607-798-9803
Cell [REDACTED]

Informational and Crime Report for
Empire State Health Solutions
Johnson City – Dispensary

589 Harry L Drive
Johnson City, NY 13790

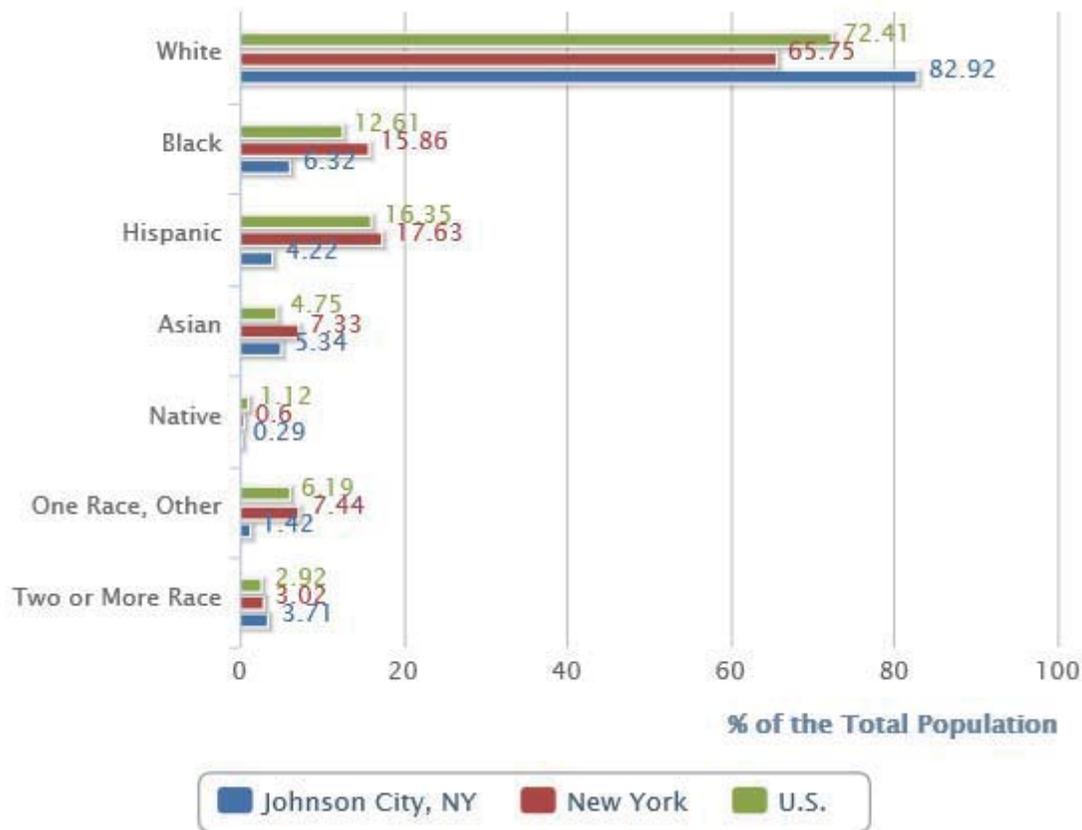
The proposed site for the dispensary facility is shown as:



The site is a corner building in a retail business center. The building has very good exposure, located at the intersection of Harry L Drive and Reynolds Road, being a major thoroughfare.

Johnson City is a village in Broome County, New York, United States. The population was 15,174 at the 2010 census. It is part of the Binghamton Metropolitan Statistical Area.

The village of Johnson City is in the town of Union, New York, and is a part of the "Triple Cities" along with Endicott and Binghamton. Johnson City lies to the west of Binghamton on the eastern side of the town of Union. Johnson City is located at 42°7'0"N 75°57'34"W (42.116694, -75.959322). According to the United States Census Bureau, the village has a total area of 4.6 square miles (12.0 km²), of which 4.5 square miles (11.7 km²) is land and 0.12 square miles (0.3 km²), or 2.13%, is water. Johnson City is on the north side of the Susquehanna River. The junction of New York State Route 17 and New York State Route 201, which connects the community to the south side of the Susquehanna River, is in Johnson City. New York State Route 17C parallels NY-17.



Economy

| Economy | Johnson City, NY | United States |
|---|------------------|---------------|
| <u>Unemployment Rate</u> | 6.10% | 6.30% |
| <u>Recent Job Growth</u> | -1.02% | 1.18% |
| <u>Future Job Growth</u> | 31.90% | 36.10% |
| <u>Sales Taxes</u> | 8.00% | 6.00% |
| <u>Income Taxes</u> | 6.45% | 4.72% |
| <u>Income per Cap.</u> | \$23,073 | \$28,051 |
| <u>Household Income</u> | \$40,703 | \$53,046 |
| <u>Family Median Income</u> | \$51,644 | \$64,585 |
| ESTIMATED HOUSEHOLDS BY HOUSEHOLD INCOME | | |
| <u>Income Less Than 15K</u> | 12.96% | 12.61% |
| <u>Income between 15K and 20K</u> | 9.06% | 5.33% |
| <u>Income between 20K and 30K</u> | 14.64% | 10.57% |
| <u>Income between 30K and 40K</u> | 12.62% | 9.90% |
| <u>Income between 40K and 50K</u> | 10.33% | 8.95% |
| <u>Income between 50K and 60K</u> | 8.16% | 8.08% |
| <u>Income between 60K and 75K</u> | 10.82% | 10.09% |
| <u>Income between 75K and 100K</u> | 10.82% | 12.25% |
| <u>Income between 100K and 150K</u> | 8.02% | 12.82% |
| <u>Income between 150K and 200K</u> | 1.05% | 4.78% |
| <u>Income greater than 200K</u> | 1.54% | 4.64% |

The unemployment rate in Johnson City (zip 13790), NY, is 6.10%, with job growth of -1.02%. Future job growth over the next ten years is predicted to be 31.90%. The NY sales tax rate is 8.00% and the income tax is 6.45%. The income per capita is \$23,073, which includes all adults and children. The median household income in Johnson City is \$40,703,

Real Estate Prices and Overview

The median home value in Johnson City is \$134,000. Johnson City home values have declined -2.1% over the past year and Zillow predicts they will rise 1.7% within the next year. The median rent price in Johnson City is \$775, which is higher than the Johnson City Metro median of \$750.

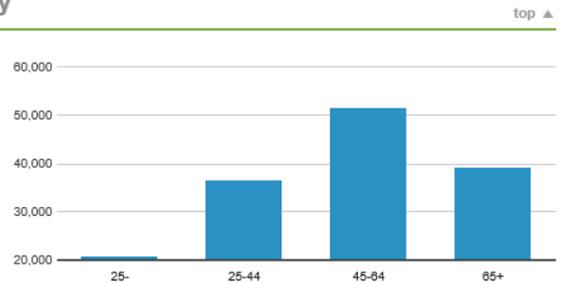
Foreclosures will be a factor impacting home values in the next several years. In Johnson City 3.5 homes are foreclosed (per 10,000). This is greater than the Johnson City Metro value of 3.4 and also lower than the national value of 3.9

Mortgage delinquency is the first step in the foreclosure process. This is when a homeowner fails to make a mortgage payment. The percent of delinquent mortgages in Johnson City is 1.9%, which is lower than the national value of 6.3%. With U.S. home values having fallen by more than 20% nationally from their peak in 2007 until their trough in late 2011, many homeowners are now underwater on their mortgages, meaning they owe more than their home is worth. The percent of Johnson City homeowners underwater on their mortgage is 14.3%, which is higher than Johnson City Metro at 14.2%.

Income Levels

Household Income and Average Income in Johnson City

| | |
|------------------------|----------|
| Median Income Under 25 | \$20,741 |
| Median Income 25-44 | \$36,651 |
| Median Income 45-64 | \$51,648 |
| Median Income Over 65 | \$39,375 |

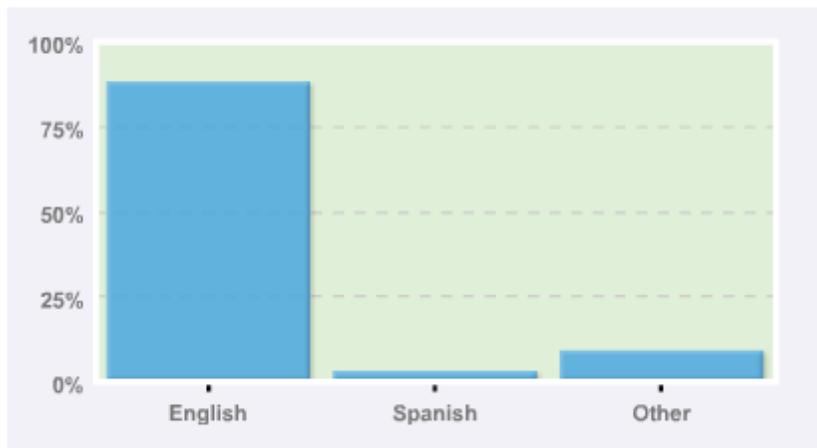


| | |
|--|-----------|
| Average Household Income | \$49,913 |
| Median Household Income | \$38,769 |
| Percent Increase/Decrease in Income Since 2000 | 32% |
| Percent Increase/Decrease in Income Since 2010 | 1% |
| Average Household Net Worth | \$313,868 |
| Median Home Sale Price | \$80,220 |
| Sales Tax Rate | 8% |
| Average Household Total Expenditure | \$43,373 |

Languages

Johnson City is a somewhat ethnically-diverse village. The people who call Johnson City home describe themselves as belonging to a variety of racial and ethnic groups. The greatest number of Johnson City residents report their race to be White, followed by Black or African-American. Important ancestries of people in Johnson City include Irish, German, Italian, Polish, English and French.

Languages Spoken



The most common language spoken in Johnson City is English. Some people also speak Spanish.

Commute Transportation

There are a total of 1 airports within 30 miles of Johnson City but no Amtrak train stations within 30 miles of the city center.

The average travel time to work in Johnson City is 51% less than the New York average and 39.3% less than the National average. The number of people who take public transportation in Johnson City is 80.4% less than the New York average and 5.7% greater than the National average. The number of people who carpool to work in Johnson City is 74.8% greater than the New York average and 24.4% greater than the National average. The number of people who work from home in Johnson City is 56.3% less than the New York average and 60.3% less than the National average.

| Statistic | Johnson City | New York | National |
|--|--------------|----------|----------|
| Total airports (within 30 miles of city center) | 0 (1) | 12 | 354 |
| Total Amtrak train stations (within 30 miles of city center) | 0n/a | 23 | 711 |
| Average one way commute (mins) | 15 | 32 | 25 |
| Workers who carpool | 12.5% | 7.1% | 10.0% |
| Workers taking public transportation | 5.3% | 26.8% | 5.0% |
| Workers who walk to work | 5.2% | 6.4% | 2.8% |
| Working from home | 1.7% | 3.9% | 4.3% |

Crime Analysis

A comprehensive overview of any and all yearly reported crimes in Johnson City, NY is shown in the table above. In order to provide more clarity, the total number of crimes is shown as well as the amount of crimes committed per 100,000 people. The crimes indicated in the table are separated into two different categories. These categories are property crimes and violent crimes. According to the table, the overall crime rate is 208% higher than the average of crimes committed in New York. It is also 120% higher than the national average. When it comes to violent crimes, Johnson City, NY shows a crime rate that is 17% higher than the New York average. The crime rate is also 26% higher than the national average. When it comes to property crimes, Johnson City, NY is shown to be 249% higher than the New York average and 133% higher than the national average.

Reported Annual Crime In Johnson City

| Statistic | Reported incidents | Johnson City /100k people | New York /100k people | National /100k people |
|-------------|--------------------|---------------------------|-----------------------|-----------------------|
| Total crime | 1,018 | 6,848 | 2,219 | 3,099 |

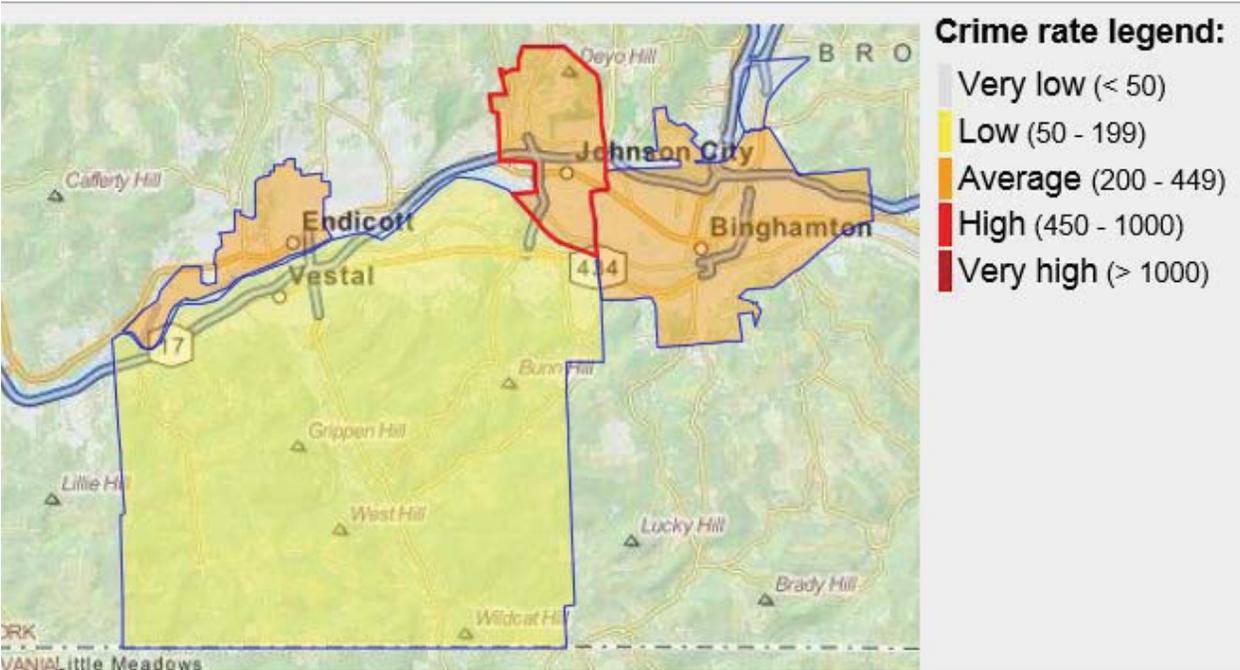
| Statistic | Reported incidents | Johnson City /100k people | New York /100k people | National /100k people |
|----------------|--------------------|---------------------------|-----------------------|-----------------------|
| Murder | 1 | 7 | 3 | 5 |
| Rape | 6 | 40 | 17 | 25 |
| Robbery | 20 | 135 | 139 | 109 |
| Assault | 42 | 283 | 235 | 229 |
| Violent crime | 69 | 464 | 394 | 368 |
| Burglary | 111 | 747 | 287 | 610 |
| Theft | 828 | 5,570 | 1,459 | 1,899 |
| Vehicle theft | 10 | 67 | 79 | 221 |
| Property crime | 949 | 6,384 | 1,825 | 2,731 |

The overall crime rate in Johnson City is 120% higher than than the national average. For every 100,000 people, there are 18.76 daily crimes that occur in Johnson City. Johnson City is safer than 12% of the cities in the United States. In Johnson City you have a 1 in 15 chance of becoming a victim of any crime. The number of total year over year crimes in Johnson City has decreased by 4%.



The above illustration depicts the number of crimes committed daily in Johnson City, NY per 100,000 residents. Additionally, daily crime statistics are also listed for New York as well as national figures. In Johnson City, NY the total number of daily crimes is 3.09 times more than than the New York average and 2.21 times more than than the national average. Violent crime statistics in Johnson City, NY are 1.18 times more than than the New York average and 1.26 times more than than the national average. Regarding crimes committed against personal property, Johnson City, NY has a daily crime rate that is 3.50 times more than than the New York average and 2.34 times more than than the daily national average.

Johnson City, NY is 5% safer than other cities of New York and 12% safer than other cities in the nation. When referring to the results, which show crime scores in New York cities and all around the United States, Johnson City, NY has a ranking of below average in comparison to other cities in the country, which is determined my comparing Johnson City, NY crime rate to all the other cities investigated.



Appendix B, Queens



Appendix B Introduction – Dispensary – Elmhurst (Queens), NY

Enclosed is the complete Appendix B form for the dispensary in Elmhurst (Queens), NY as well as the following:

| | |
|---------------------------------|-------------|
| 1) Appendix B | Pages 1-13 |
| 2) Site Plan | Page 14 |
| 3) Floor Plan | Page 15 |
| 4) Security Plan | Page 16 |
| 5) Security Equipment and Data | Pages 17-18 |
| 6) Construction Timetable | Page 19 |
| 7) ESHS Dispensary Selections | Pages 20-22 |
| 8) Zoning Verification | Page 23 |
| 9) Information and Crime Report | Pages 24-34 |

The site plan provides an aerial view of the property showing access, the building footprint and property outline. The floor plan includes a scaled schematic architectural and engineering design drawing, room configurations, major exit corridors and circulation. The detailed floor plans identify the activities performed in each area of the dispensary facility.

The type of construction is detailed in the Appendix B form and the energy sources are described by type and location. Heating, cooling, ventilation, electrical distribution, water supply and sewage is also addressed and detailed in the Appendix B form.

The security plan shows the placement of cameras and secured doors throughout the facility. In addition to the physical plan a list of equipment is enclosed and the cyber plan is detailed. The security plan meets and exceeds all the requirements of Article 33 of the Public Health Law for controlled substances.



Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION

Business Name: Empire State Health Solutions
Facility Type: Manufacturing Facility [] Dispensing Facility []
Use and Occupancy Classification: Mixed use M - Mercantile / B - Business
Building Construction Type and Classification: Type II B
Facility Address: 89-55 Queens Boulevard, Elmhurst, NY 11373
Primary Contact Telephone number: 612-205-6675
Primary Contact Fax number: 952-836-2730

PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:

Applicant shall identify planning requirements, including but not limited to:

Table with 2 columns: Checklist items and their status. Items include TOWN BOARD APPROVAL, PLANNING BOARD APPROVAL, ZONING BOARD OF APPEALS APPROVAL, PREPARATION OF CONSTRUCTION DOCUMENTS, BUILDING PERMIT, BIDDING PHASE, CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply), COMMENCEMENT OF CONSTRUCTION, and COMPLETION OF CONSTRUCTION.



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- Entrance and Exits
Public Parking Spaces
Staff Parking Spaces
Accessible Parking Spaces
Accessible Route(s)
Fire Lane and/or Fire Apparatus Road
Percentage of Green Space
Location of Emergency Power Systems
Loading & Unloading
Security Gates & Fences

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
Natural Gas
Solar
Oil
Electric
Other
Engineering Systems:
Heating System: Type RTU, Size 20 Ton, Efficiency
Cooling System: Type RTU, Size 20 Ton, Efficiency
Ventilation & Humidification Systems:
Type RTU, Size 20 Ton, Efficiency
Electrical Distribution Available 200A to tenant
Water Supply: Municipal Water Service X or Private Well Water
Sewage: Municipal Sewer System X or Private Septic System
Emergency Power System: Type, Size, Efficiency



Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)

CHECK ALL APPLICABLE CODES FOR THE FACILITY

Table with 2 columns: checkbox and code description. Codes include 2010 BUILDING CODE OF NYS, 2010 FIRE CODE OF NYS, 2010 PLUMBING CODE OF NYS, 2010 MECHANICAL CODE OF NYS, 2010 FUEL GAS CODE OF NYS, 2010 PROPERTY MAINTENANCE CODE OF NYS, 2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS, 2012 IECC COMMERCIAL PROVISIONS, 2010 EXISTING BUILDING CODE OF NYS, NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version), 2014 NY CITY CONSTRUCTION CODE, 2008 NY CITY CONSTRUCTION CODE, 1968 NY CITY CONSTRUCTION CODE, NFPA 101-06 LIFE SAFETY CODE, ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES, and OTHER.



Appendix B – Architectural Program

Select Project

Type:

Check all that apply. Refer to the Existing Building Code for definitions.

- New Building
- Repair
- Alteration Level 1
- Alteration Level 2

- Alteration Level 3
- Change of Occupancy
- Addition
- Historic Building

- Demolition
- Chapter 3. Prescriptive Compliance Method
- Chapter 13. Performance Compliance Method

Select Work

Involved:

Check all that apply.

- General Construction
- Roofing
- Asbestos Abatement/Environmental
- Fire Alarm

- Structural
- Mechanical
- Plumbing
- Electrical

- Site Work
- Sprinkler
- Elevators
- Other: _____

CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

- Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code.**
- Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA: Not Applicable, NR: Not Required, NP: Not Permitted**
- Provide your facilities "Actual" value for each required standard as per applicable code section.

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|--|--|--|
| 1 | Use & Occupancy Classification | 302.1 - 312 | NYCCC | Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1. | Mercantile Group M - drug stores Business Group B - professional services | Mercantile Group M - drug stores Business Group B - professional services |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|---|--|--------------------------------------|
| 2 | Combustible Storage | 413 | NYCCC | All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | None |
| 3 | Hazardous Materials | 414 | NYCCC | All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | None |
| 4 | Hazardous Materials Control Areas | 414.2 | NYCCC | Provide additional information indicating number, size, materials stored, and quantity of each material. | NA | None |
| 5 | Building Area & Height | 501-507 | NYCCC | Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s). | 3 story, 7,500 sf, 55' | 2 story, 3,300 sf each |
| 6 | Incidental Use Areas | 508.2 | NYCCC | Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans. | NA | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--|---------------------------|---|--|---|---|
| 7 | Mixed Occupancies | 508.3 | NYCCC | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | NA | NA |
| 8 | Nonseparated Uses | 508.3.2 | NYCCC | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | NR |
| 9 | Separated Uses (Ratio < 1) | 508.3.3 | NYCCC | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | NR |
| 10 | Construction Classification | 602 | NYCCC | Provide Construction Classification per each building included in Application. | | Type II B |
| 11 | Fire Resistance Rating Req'm't for Building Elements | Table 601 | NYCCC | Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans. | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non-bearing walls - 0 Floor/Roof Const - 0 | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non-bearing walls - 0 Floor/Roof Const - 0 |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------------|---------------------------|---|--|--|--------------------------------------|
| 12 | Exterior Wall Fire-Resistance Rating | Table 602 | NYCCC | Identify required fire resistance rating of exterior walls on Building Plan(s). | X>30', All const types, 0 Fire-resistance rating req'd | NR |
| 13 | Exterior Fire Separation Distance | Table 602 | NYCCC | Identify required fire separation distance of exterior walls between Buildings on Plan. | X>30', | 65' |
| 14 | Fire Walls | 705 | NYCCC | Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans. | NR | NR |
| 15 | Fire Barriers | 706 | NYCCC | Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans. | NR | NR |
| 16 | Shaft Enclosures | 707 | NYCCC | Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans. | 1 hr less than 3 stories | 1 hr elevator shaft |
| 17 | Fire Partitions | 708 | NYCCC | Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans. | NR | 1 hr provided at stair |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|--|--|--------------------------------------|
| 18 | Horizontal Assemblies | 711 | | Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans. | NR | NR |
| 19 | Fire Protection: Sprinkler System | 903 | | Indicate Type of Sprinkler System: <input checked="" type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited. | NR | NR |
| 20 | Alt. Fire Extinguishing System | 904 | | Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited. | NR | NR |
| 21 | Standpipe System | 905 | | Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited. | NR | NR |
| 22 | Fire Alarm & Detection Systems | 907 | | Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned) | NR | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------|---------------------------|---|--|--|--------------------------------------|
| 23 | Emergency Alarm System | 908 | NYCCC | Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited. | NR | NR |
| 24 | Fire Department Connections | 912 | NYCCC | Identify Fire Department connections in accordance with NFPA applicable standard. | NR | NR |
| 25 | Exits | 1001.1 & 2 | NYCCC | Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures. | Min. 36"x6'8" indicated on plans | |
| 26 | Occupant Load | 1004 & Table 1004.1.1 | NYCCC | Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans. | M - 30sf /person gross B - 100sf /person gross | M - 26 B - 24 |
| 27 | Egress Width | 1005 | NYCCC | Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans | | |
| 28 | Accessible Means of Egress | 1007.1 | NYCCC | Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans. | Accessible means of egress required | Provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|------------------------------|---------------------------|---|--|---|--------------------------------------|
| 29 | Doors, Gates, and Turnstiles | 1008 | NYCCC | Means of egress doors shall meet the requirements of this section. | 32" clear width min. | 36" door = 34" clear width |
| 30 | Interior Stairs | 1009 | NYCCC | Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height. | 50 x .3" = 15", 48" min. | Existing 44" wide |
| 31 | Ramps | 1010.1 | NYCCC | Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height. | NA | NA |
| 32 | Common Path of Travel | 1014.3 | NYCCC | Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements. | 75' max common path of travel. 150' exit access travel distance | ' to distinct exit paths |
| 33 | Exit Doorway Arrangement | 1015 | NYCCC | Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings. | Occupant load less 74 = exit required | 3 provided, |
| 34 | Corridor Fire Rating | 1017.1 | NYCCC | Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating. | Occupant load of corridor less than 30= 0 hr | NA |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|---|--|--------------------------------------|
| 35 | Corridor Width | 1017.2 | | Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s). | 36" occupant load less than 50 | 60" |
| 36 | Dead End Corridor | 1017.3 | | Corridors shall not exceed the maximum dead end corridor length as per applicable code. | 20' | 12' |
| 37 | Number of Exits and Continuity | 1019 | NYCBC 1021.1 | Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements. | 1-500 occupants = 2 exits | 3 exits provided |
| 38 | Vertical Exit Enclosures | 1020 | | Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure. | 1 hr required | 1 hr provided |
| 39 | Exit Passageways | 1021 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway. | NA | NA |
| 40 | Horizontal Exits | 1022 | | Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit. | NA | NA |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|--------------------------------|---|---|--|---|
| 41 | Exterior Exit Ramps & Stairways | 1023 | NYCCC | Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways. | NA | NA |
| 42 | Exit Discharge | 1024 | NYCCC | Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge. | Discharge to grade | Exits directly to public way |
| 43 | Accessibility | 1101.1 - 1110 & ICC/A117.1(03) | NYCCC | Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons. | One Accessible route and public entrance | Provided |
| 44 | Energy Conservation | 2010 NYS ECCC & IECC 2012 | NYCCC | Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s). | Not required, no changes existing building envelope | Not required, no changes existing building envelope |
| 45 | Emergency & Standby Power | 2702.1 | NYCCC | Identify emergency & Standby Power locations and specifications of the system to be provided. | NR | NR |
| 46 | Smoke Control Systems | 2702.2.2 | NYCCC | Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code. | NR | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|---------------------------|---|---|--|---|
| 47 | Plumbing Fixture Count | 2902.1 | NYC PC | Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s). | WC- 1M, 1F; LAV- 1M, 1 service sink, 1 drinking | WC- 1M, 1F; LAV- 1M, 1 service sink, 1 drinking |
| 48 | Available Street Water Pressure | | | Provide the available street or well water pressure. | 60-80 psi | 68 psi |
| 49 | Fire Apparatus Access Road | FC503.1 | | Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes. | NR | NR |



| | |
|---|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>89-55 QUEENS BOULEVARD, ELMHURST, QUEENS NY</u> | |
| Dwg No.: <u>QU-A101</u> | Dwg Title: <u>SITE PLAN</u> |
| Scale: <u>1" = 20'-0"</u> | Date: <u>05/27/15</u> CSArch No.: <u>834-1501.00</u> |





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| | |
|---|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>89-55 QUEENS BOULEVARD, ELMHURST, QUEENS NY</u> | |
| Dwg No.: <u>QU-A103</u> | Dwg Title: <u>CODE FLOOR PLAN</u> |
| Scale: <u>1/8" = 1'-0"</u> | Date: <u>05/27/15</u> CSArch No.: <u>834-1501.00</u> |





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| | | |
|---|---------------------|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | | |
| <u>89-55 QUEENS BOULEVARD, ELMHURST, QUEENS NY</u> | | |
| Dwg No.: | <u>QU-A102</u> | Dwg Title: <u>FLOOR PLAN</u> |
| Scale: | <u>As indicated</u> | Date: <u>05/27/15</u> CSArch No.: <u>834-1501.00</u> |



Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions
Construction Schedule - Elmhurst (Queens) Dispensary
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions – Dispensary Finishes

FLOOR FINISHES:

Carpet Tile (CPT-1) 2 x 2 commercial carpet tile Lees “The Field II” GT104, color 331 Everglades duracolor premium nylon with Antron Legacy as manufactured by Mohawk Group. Install carpet tile in brick ashlar pattern using Mohawk “Flexlok” adhesive tabs for modular carpet.

Ceramic Tile (RR floors) 2” X 2” pure white matte finish

- Floor Grout – Charcoal Gray

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Urban Patina, color Boulevard, 7” x 48” wood look finish luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Vestibule and Waiting areas)

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Hardscape, color 866 Underground, 12” x 24” stone-look luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Pharmacy and Secured Dispensing areas).

BASE:

1. Vinyl 6” high vinyl, MW-XX-F6 Millwork Wallbase, style “Reveal” as manufactured by Johnsonite, color to be selected by Tenant
Provide vinyl quarter round shoe where installed above hardwood floor.

WALLS:

1. Ceramic Tile CT-2: 3” X 6” Subway tile in “Bright Snow White”
CT-3 (decorative border): “Bright Snow White”

- Wall Grout - White

2. Door Frames Paint type, color and finish to be specified by Tenant.

3. Wall Paint Paint type, color and finish to be specified by Tenant.

4. Exterior Metal 1 prime coat and 2 coats as specified below.

CEILINGS:

1. Paint (as applicable): Wall Color- Sherwin Williams - Aesthetic White

2. Suspended Acoustic Ceiling Acoustic Tile Second Look-II-2767 Cortega, 2-0 x 4-0 x 3/4” - 15/16” Beveled Tegular lay in as manufactured by Armstrong Suspension System Snap-Grid, exposed grid system with factory baked, white enamel finish as manufactured by Chicago metallic or equal Hangers No 12 gauge galvanized wire.

Empire State Health Solutions – Dispensary Finishes

WINDOW TREATMENT:

1. Blinds Top-down, Bottom-up single honeycomb pleated shades “White” Manufactured by Custom Brands Group, a division of Hunter Douglas or equal, on windows in waiting area, color to be selected by Tenant.
2. Counter Doors Provide manually push-up operated, powder coated aluminum (alt. anodized aluminum) rolling counter doors 652 series, with cylinder lock for pharmacy as manufactured by Overhead Door Company or equal.

MILLWORK:

1. Flush Panel Doors walnut brown finish, finished all six (6) sides with one (1) coat sanding sealer and two (2) coat clear finish.
2. Cabinets: Flush overlay cabinet construction w/ melamine carcass and plastic laminate finish as specified and plain sawn veneered doors solid wood drawers finished with 1 coat sanding sealer and two (2) coats catalyzed polyurethane.
3. Plastic Laminate P-Lam-1 for vertical surfaces shall be Countertop Grade Laminate bonded to ¾” inch minimum thickness, core material, lined with a balancing sheet and meeting AWI “Custom” Grade construction.

Laminate for vertical surfaces for Security/Reception and Pharmacy, Secured Dispensing and Break room is to be Wilsonart walnut brown 7909-60 (matte finish).

P-Lam countertops in Security/Reception, Pharmacy, Secured Dispensing, Bathrooms, Break room, to be Formica Olivine Mineral 3447-RD (radiance finish).

P-Lam-3 for cabinets in Bathrooms is to be Wilsonart White Sand D403-60 Matte Finish.

PAINT INTERIOR:

All interior wall paint shall be in egg-shell finish, all painting trim and millwork shall be painted in a satin finish.

Wall Color- Sherwin Williams - Aesthetic White
Door and window trim - Benjamin Moore - Dove White
Bathrooms – Benjamin Moore - Desert Green
Accent Color – Benjamin Moore - Great Barrington Green

Empire State Health Solutions – Dispensary Finishes

ENTRY DOOR FRAMES:

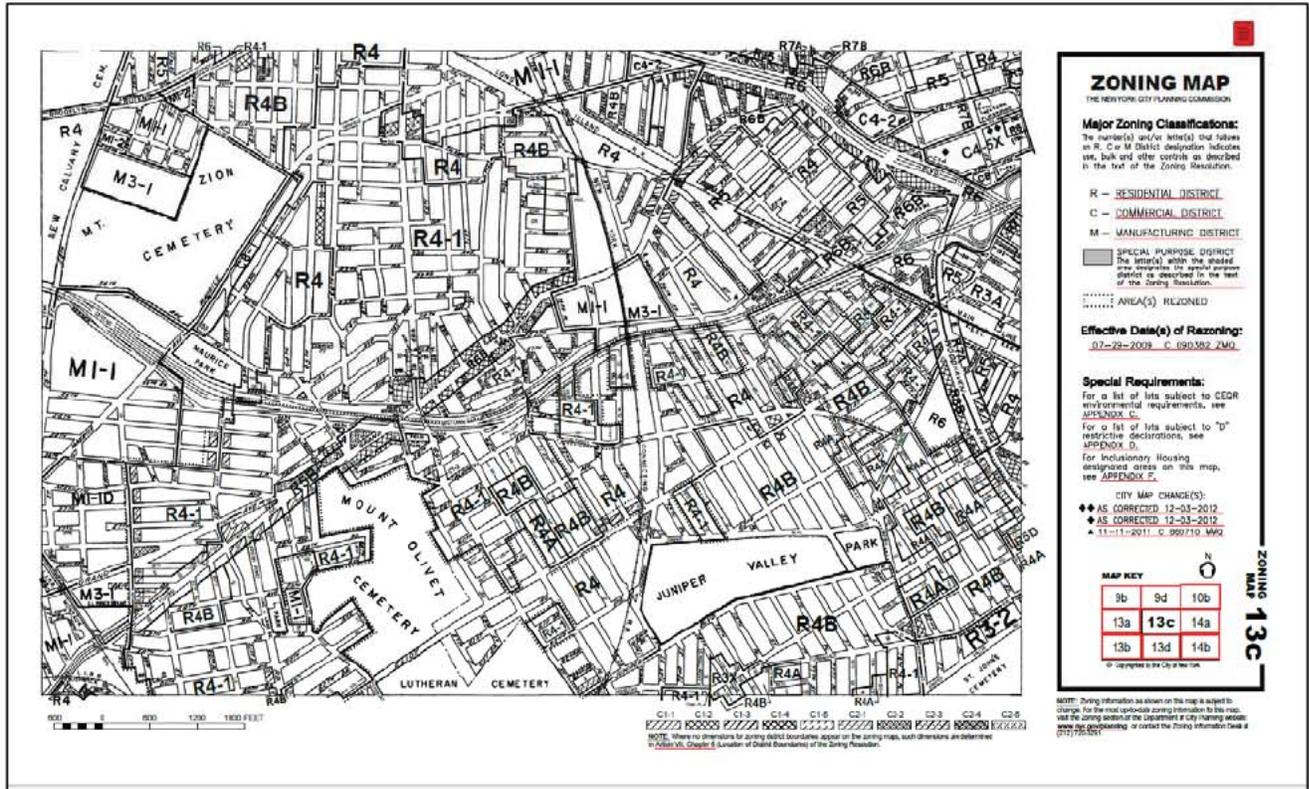
Aluminum entrance doors and frames to be anodized bronze

NOTES:

1. Provide underlayment as required for finish material to be installed.
2. Provide transition strips between dissimilar materials.
3. Signage: Provide and install:
 - a. Room signs meeting accessibility standards for each room or door in Tenant space.
 - b. Illuminated exit signs and exit sign as directed by Fire Marshall.
 - c. Empire State Health Solutions identity exterior building signage as allowed by municipal code.
 - d. Accessible parking signs as applicable.
 - e. “Employees Only” (unless emergency exit) on secured dispensing access door and “Deliveries Only” on rear exterior doors as applicable.

Zoning Letter 89-55 Queens Boulevard, Elmhurst, NY 11373

The property at 89-55 Queens Boulevard in Elmhurst, NY is zoned C1-4 and the trade area is shown in the zoning map below. The C1-4 commercial overlay along Queens Boulevard allows for a retail use.

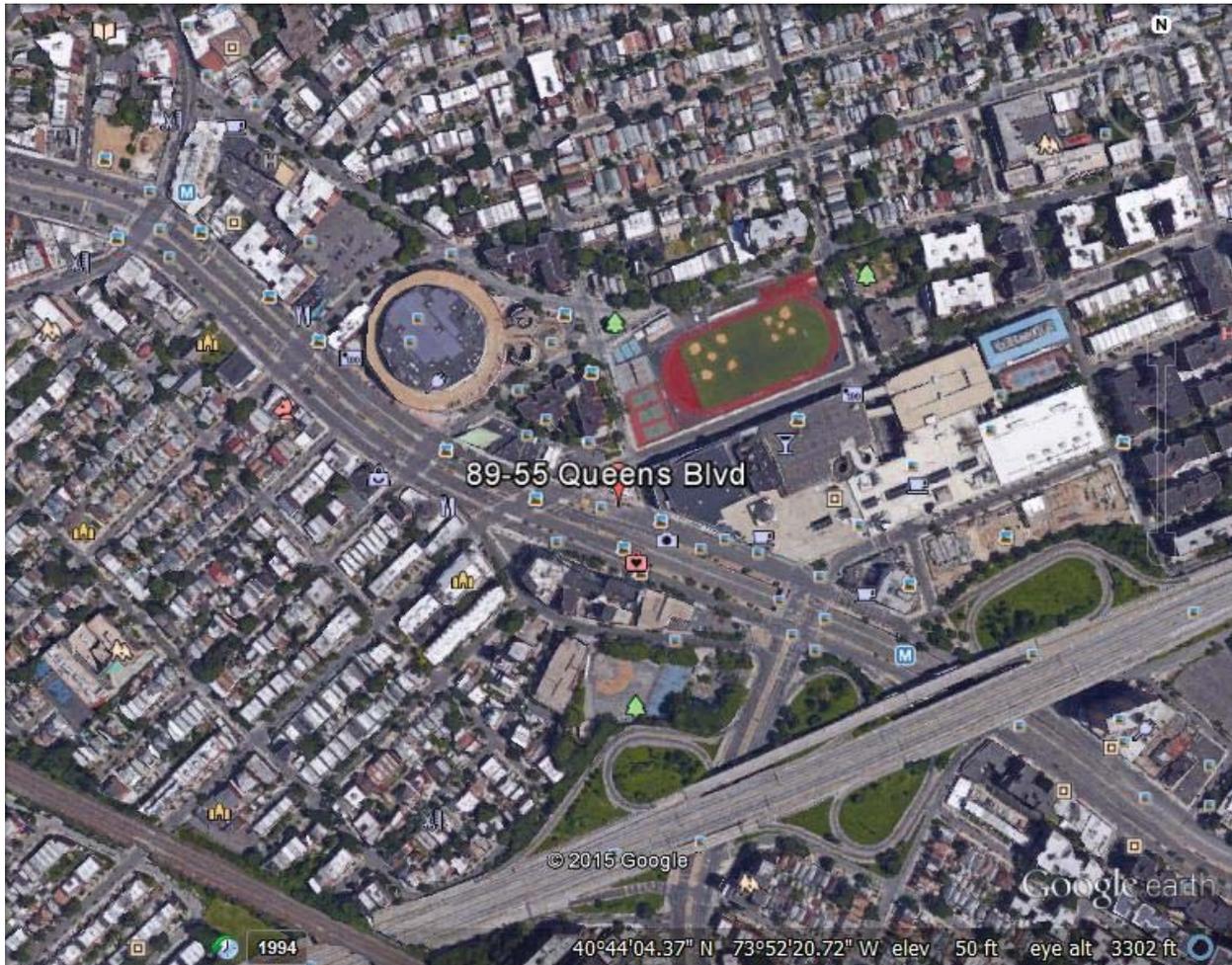


Before starting construction ESHS will prefile its application in the Department of Buildings office in Queens and provide three sets of drawings that include energy calculations, a completed PW1 form, asbestos form and pay the filing fee. After the Department enters the data ESHS will have the plans professionally certified. Once the final plans are approved ESHS will apply for the permit.

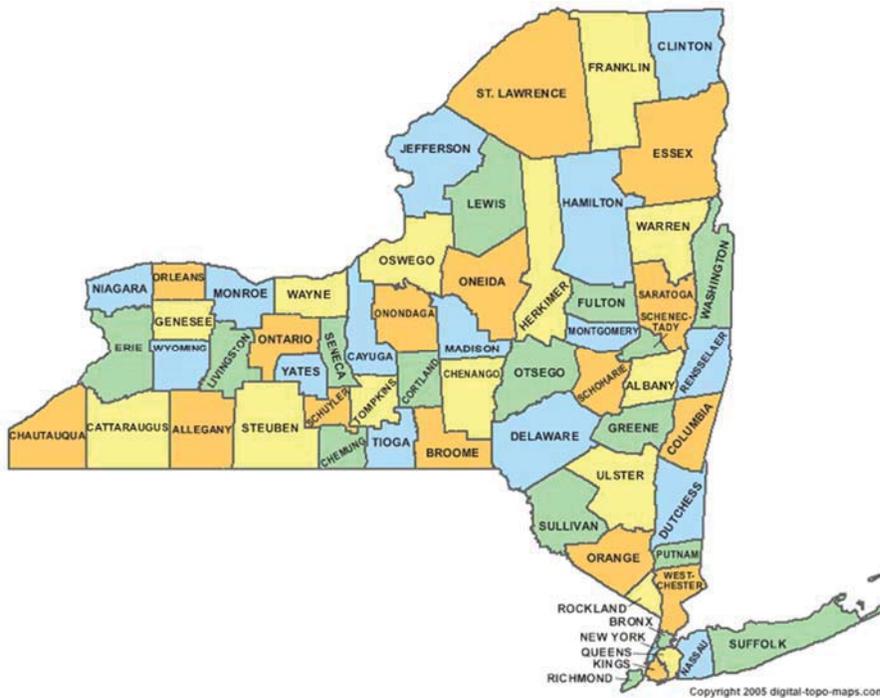
Informational and Crime Report for
Empire State Health Solutions
Dispensary A

89-55 Queens Blvd
Elmhurst, NY 11373

The proposed site for the dispensary facility is shown as:



The site is a former business/commercial site adjacent to several large retain locations. Geographically



The location is positioned just east across the East River approximately 5 miles east of Manhattan and directly NE of the Brooklyn Borough. Queens is located on the far western portion of geographic Long Island and includes a few smaller islands, most of which are in Jamaica Bay, forming part of the Gateway National Recreation Area, which in turn is one of the National Parks of New York Harbor.[65] According to the U.S. Census Bureau, Queens County has a total area of 178 square miles (460 km²), of which 109 square miles (280 km²) is land and 70 square miles (180 km²) (39%) is water.

Demographics of Queens

Since 2010, the population of Queens was estimated by the Census Bureau to have increased 2.9% to 2,296,175 as of 2013, representing 27.3% of New York City's population, 29.7% of Long Island's population, and 11.7% of New York State's population.

According to 2012 census estimates, the population was composed of:

- 27.9% of Queens's population was of Hispanic or Latino origin.
- 27.2% of the population was Non-Hispanic White
- 20.9% Black or African American
- 24.8% Asian
- 12.9% from some other race
- 2.7% of two or more races

The census totals for Queens for 2012 and 2013 are questionable because the New York City Department of City Planning was alarmed by the negligible reported increase in population between 2000 and 2010.

Areas with high proportions of immigrants and undocumented aliens are traditionally undercounted for a variety of reasons. New housing and transit statistics suggest otherwise but corrective formulas were not applied. The racial breakdown of the population is similarly suspect. Foreign born people frequently do not interpret racial definitions as the Census suggests.

As of the most stable census of 2000, there were 2,229,379 people, 782,664 households, and 537,690 families residing in the county. The population density was 20,409.0 inhabitants per square mile (7,879.6/km²). There were 817,250 housing units at an average density of 7,481.6 per square mile (2,888.5/km²). The racial makeup of the county was 44.08% White, 20.01% Black or African American, 0.50% Native American, 17.56% Asian, 0.06% Pacific Islander, 11.68% from other races, and 6.11% from two or more races. 24.97% of the population were Hispanic or Latino of any race.

In Queens, approximately 48.5% of the population was foreign-born as of 2010. Of that, 49.5% were born in Latin America, 33.5% in Asia, 14.8% in Europe, 1.8% in Africa, and 0.4% in North America. Roughly 2.1% of the population was born in Puerto Rico, a U.S. territory, or abroad to American parents. In addition, 51.2% of the population was born in the United States. Approximately 44.2% of the population over 5 years of age speak English at home; 23.8% speak Spanish at home. Also, 16.8% of the populace speak other Indo-European languages at home. Another 13.5% speak an Asian language at home.

Among the Asian population, people of Chinese ethnicity make up the largest ethnic group at 9.0% of Queens' population, with about 200,205 people; the other East and Southeast Asian groups are: Koreans (2.9%), Filipinos (1.7%), Japanese (0.3%), Thais (0.2%), Vietnamese (0.2%), and Indonesians and Burmese both make up 0.1% of the population.[85] People of South Asian descent make up 7.8% of Queens' population: Indians (5.3%), Bangladeshi (1.5%), Pakistanis (0.7%), and Nepali (0.2%).

Among the Hispanic population, Puerto Ricans make up the largest ethnic group at 4.6%, next to Mexicans, who make up 4.2% of the population, and Dominicans at 3.9%. Central Americans make up 2.4% and are mostly Salvadorans. South Americans constitute 9.6% of Queens's population, mainly of Ecuadorian (4.4%) and Colombian descent (3.2%).

Some main European ancestries in Queens as of 2000 include:

Italian: 8.4%

Irish: 5.5%

German: 3.5%

Polish: 2.7%

Russian: 2.3%

Greek: 2.0%

The Hispanic or Latino population increased by 61% to 597,773 between 1990 and 2006 and now accounts for 26.5% of the borough's population. Queens is now home to hundreds of thousands of Latinos and Hispanics:

Queens has the largest Colombian population in the city, accounting for 76.6% of the city's total Colombian population, for a total of 80,116.

Queens has the largest Ecuadorian population in the city, accounting for 62.2% of the city's total Ecuadorian population, for a total of 101,339.

Queens has the largest Peruvian population in the city, accounting for 69.9% of the city's total Peruvian population, for a total of 30,825.

The Mexican population in Queens has increased 45.7% to 71,283, the second highest in the city, after Brooklyn.

Queens has the largest Salvadoran population in the city, accounting for 50.7% of the city's for a total population of 25,235.

Queens is home to 49.6% of the city's Asian population. Among the five boroughs, Queens has the largest population of Chinese, Indian, Korean, Filipino, Bangladeshi and Pakistani Americans. Queens has the largest Asian American population by county outside the Western United States; according to the 2006 American Community Survey, Queens ranks fifth among US counties with 477,772 (21.18%) Asian Americans, behind Los Angeles County, California, Honolulu County, Hawaii, Santa Clara County, California, and Orange County, California.

The borough is also home to the largest concentration of Indian Americans in the nation, with a total population of 129,715 (5.79% of the borough population),^[89] as well as Pakistani Americans, who number at 15,604.^[90] Queens has the second largest Sikh population in the nation after California.

Chinese: 173,123; 39.8% of the city's total Chinese population.

Indian: 147,525; 64% Asian Indian population.

Korean: 65,131; 66.4% of the city's total Korean population.

Filipino: 41,784; 61.3% of the city's total Filipino population.

Bangladeshi: 18,310; 66% of the city's total Bangladeshi population.

Pakistani: 10,884; 39.5% of the city's total Pakistani population.

Queens has the third largest Bosnian population in the United States behind only St. Louis and Chicago, numbering more than 15,000.

According to author Mordecai Plaut, a 2011 UJA/Federation of New York study found that Queens was home to 198,000 Jewish Americans, up from 186,000 in 2002.^[93]^[verification needed]

There were 782,664 households out of which 31.5% had children under the age of 18 living with them, 46.9% were married couples living together, 16.0% had a female householder with no husband present, and 31.3% were non-families. 25.6% of all households were made up of individuals and 9.7% had someone living alone who was 65 years of age or older. The average household size was 2.81 and the average family size was 3.39.

In the county the population was spread out with 22.8% under the age of 18, 9.6% from 18 to 24, 33.1% from 25 to 44, 21.7% from 45 to 64, and 12.7% who were 65 years of age or older. The median age was

35 years. For every 100 females there were 92.9 males. For every 100 females age 18 and over, there were 89.6 males.

Real Estate Prices and Overview

The median income for a household in the county was \$37,439, and the median income for a family was \$42,608. Males had a median income of \$30,576 versus \$26,628 for females. The per capita income for the county was \$19,222. About 16.9% of families and 24.7% of the population were below the poverty line, including 18.8% of those under age 18 and 13.0% of those age 65 or over. In Queens, the black population earns more than whites on average.[94] Many of these African Americans live in quiet, middle class suburban neighborhoods near the Nassau County border, such as Laurelton and Cambria Heights which have large black populations whose family income is higher than average. Those areas are known for their well-kept homes, suburban feel, and low crime rate.

The migration of European Americans from parts of Queens has been long ongoing with departures from Ozone Park, Woodhaven, Bellerose, Floral Park, and Flushing, etc. (most of the outgoing population has been replaced with Asian Americans). Neighborhoods such as Whitestone, College Point, North Flushing, Auburndale, Bayside, Middle Village, Little Neck, and Douglaston have not had a substantial exodus of white residents, but have seen an increase of Asian population (mostly Korean). Queens has recently experienced a real estate boom making most of its neighborhoods very desirable for people who want to reside near Manhattan in a less urban setting. According to a 2001 Claritas study, Queens is the most diverse county in the United States among counties of 100,000+ population.

Languages

There are 138 languages spoken in the borough. As of 2010, 43.84% (905,890) of Queens residents age 5 and older spoke English at home as a primary language, while 23.88% (493,462) spoke Spanish, 8.06% (166,570) Chinese, 3.44% (71,054) various Indic languages, 2.74% (56,701) Korean, 1.67% (34,596) Russian, 1.56% (32,268) Italian, 1.54% (31,922) Tagalog, 1.53% (31,651) Greek, 1.32% (27,345) French Creole, 1.17% (24,118) Polish, 0.96% (19,868) Hindi, 0.93% (19,262) Urdu, 0.92% (18,931) other Asian languages, 0.80% (16,435) other Indo-European languages, 0.71% (14,685) French, 0.61% (12,505) Arabic, 0.48% (10,008) Serbo-Croatian, and Hebrew was spoken as a main language by 0.46% (9,410) of the population over the age of five. In total, 56.16% (1,160,483) of Queens's population age 5 and older spoke a mother language other than English

Economy

Queens has the second-largest economy of New York City's five boroughs, second only to Manhattan. In 2004, Queens had 15.2% (440,310) of all private sector jobs in New York City and 8.8% of private sector wages. Queens has the most diversified economy of the five boroughs, with evenly spread jobs across the health care, retail trade, manufacturing, construction, transportation, and film and television production sectors. No single sector is overwhelmingly dominant.

The diversification in Queens' economy is reflected in the large amount of employment in the export-oriented portions of its economy—such as transportation, manufacturing, and business services—that serve customers outside the region. This accounts for more than 27% of all Queens jobs and offers an average salary of \$43,727, 14% greater than that of jobs in the locally oriented sector.

The borough's largest employment sector—trade, transportation, and utilities—accounted for nearly 30% of all jobs in 2004. Queens is home to two of the three major New York City area airports, JFK International Airport and LaGuardia Airport. These airports are among the busiest in the world, leading the airspace above Queens to be the most congested in the country. This airline industry is particularly important to the economy of Queens, providing almost one quarter of the sector's employment and more than 30% of the sector's wages.

Education and health services is the next largest sector in Queens and comprised almost 24% of the borough's jobs in 2004. The manufacturing and construction industries in Queens are the largest of the City and account for nearly 17% of the borough's private sector jobs. Comprising almost 17% of the jobs in Queens is the information, financial activities, and business and professional services sectors.

As of 2003, Queens had almost 40,000 business establishments. Small businesses act as an important part of the borough's economic vitality with two thirds of all business employing between one to four people.

Several large companies have their headquarters in Queens, including watchmaker Bulova, based in East Elmhurst; internationally renowned piano manufacturer Steinway & Sons in Astoria; Glacéau, the makers of Vitamin Water, headquartered in Whitestone; and JetBlue Airways, an airline based in Long Island City.

Long Island City is a major manufacturing and back office center. Flushing is a major commercial hub for Chinese American and Korean American businesses, while Jamaica is the major civic and transportation hub for the borough.

Commute Transportation

Queens has crucial importance in international and interstate air traffic. Two of the New York metropolitan area's three major airports are located there; LaGuardia Airport is in northern Queens, while John F. Kennedy International Airport is to the south on the shores of Jamaica Bay.

Twelve New York City Subway routes traverse Queens, serving 81 stations on seven main lines. The A, G, J, M, and Z routes connect Queens to Brooklyn without going through Manhattan first. The F, M, N, Q, and R trains connect Queens and Brooklyn via Manhattan, while the E, 7, and 7d trains connect Queens to Manhattan only. It is of note that M trains travel through Queens twice in the same trip, as both terminals are in Queens.

A commuter train system, the Long Island Rail Road, operates 22 stations in Queens with service to Manhattan, Brooklyn, and Long Island. Jamaica station is a hub station where all the lines in the system but one (the Port Washington Branch) converge. It is the busiest commuter rail hub in the United States. Sunnyside Yard is used as a staging area by Amtrak and New Jersey Transit for intercity and commuter trains from Penn Station in Manhattan. 61st Street – Woodside acts as one of the many LIRR connections to the New York City Subway. The elevated AirTrain people mover system connects JFK International Airport to the New York City Subway and the Long Island Rail Road; a separate AirTrain system is planned alongside the Grand Central Parkway to connect LaGuardia Airport to these transit systems.

About 100 local bus routes operate within Queens, and another 15 express routes shuttle commuters between Queens and Manhattan, under the MTA New York City Bus and MTA Bus brands.

Queens is traversed by three trunk east-west highways. The Long Island Expressway (Interstate 495) runs from the Queens Midtown Tunnel on the west through the borough to Nassau County on the east. The

Grand Central Parkway, whose western terminus is the Triborough Bridge, extends east to the Queens/Nassau border, where its name changes to the Northern State Parkway. The Belt Parkway begins at the Gowanus Expressway in Brooklyn, and extends east into Queens, past Aqueduct Racetrack and JFK Airport. On its eastern end at the Queens/Nassau border, it splits into the Southern State Parkway which continues east, and the Cross Island Parkway which turns north.

There are also several major north-south highways in Queens, including the Brooklyn-Queens Expressway (Interstate 278), the Van Wyck Expressway (Interstate 678), the Clearview Expressway (Interstate 295), and the Cross Island Parkway.

The streets of Queens are laid out in a semi-grid system, with a numerical system of street names (similar to Manhattan and the Bronx). Nearly all roadways oriented north-south are "Streets", while east-west roadways are "Avenues", beginning with the number 1 in the west for Streets and in the north for Avenues. In some parts of the borough, several consecutive streets may share numbers (for instance, 72nd Street followed by 72nd Place and 72nd Lane, or 52nd Avenue followed by 52nd Road, 52nd Drive, and 52nd Court), often causing confusion for non-residents. In addition, incongruous alignments of street grids, unusual street paths due to geography, or other circumstances often lead to the skipping of numbers (for instance, on Ditmars Boulevard, 70th Street is followed by Hazen Street which is followed by 49th Street).

The structure of a Queens address was designed to provide convenience in locating the address itself; the first half of a number in a Queens address refers to the nearest cross street, the second half refers to the house or lot number from where the street begins from that cross street, followed by the name of the street itself. For example, to find an address in Queens, 14-01 120th Street, one could ascertain from the address structure itself that the listed address is at the intersection of 14th Avenue and 120th Street, and that the address must be closest to 14th Avenue rather than 15th Avenue, as it is the first lot on the block. This structure doesn't stop when a street is named either, assuming that there is an existing numbered cross-street. For example, Queens College is situated at 65–30 Kissena Boulevard, and is so named because the cross-street closest to the entrance is 65th Avenue.

This confusion stems from the fact that many of the village street grids of Queens had only worded names, some were numbered according to local numbering schemes, and some had a mix of words and numbers. In the early 1920s a "Philadelphia Plan" was instituted to overlay one numbered system upon the whole borough. The Topographical Bureau, Borough of Queens, worked out the details. Subway stations were only partly renamed, thus now share dual names after the original street names. On the IRT Flushing Line in Sunnyside, there are 33rd – Rawson St., 40th – Lowery St., 46th – Bliss St., 52nd St. – Lincoln Ave. and so forth. Numbered roads tend to be residential, although numbered commercial streets are not rare.

A fair number of streets that were country roads in the 18th and 19th centuries (especially major thoroughfares such as Northern Boulevard, Queens Boulevard, Hillside Avenue, and Jamaica Avenue) carry names rather than numbers, typically though not uniformly called "Boulevards" or "Parkways".

The Rockaway Peninsula does not follow the same system as the rest of the borough and has its own numbering system. Streets are numbered in ascending order heading west from near the Nassau County border, and are prefixed with the word "Beach." Streets at the easternmost end, however, are nearly all named. Streets in Bayswater, which is on Jamaica Bay, has its numbered streets prefixed with the word "Bay" rather than "Beach". Another deviation from the norm is Broad Channel; it maintains the north-

south numbering progression but uses only the suffix "Road," as well as the prefixes "West" and "East," depending on location relative to Cross Bay Boulevard, the neighborhood's major through street. Broad Channel's streets were a continuation of the mainland Queens grid in the 1950s; formerly the highest numbered avenue in Queens was 208th Avenue rather today's 165th Avenue in Howard Beach & Hamilton Beach.

The other exception is the neighborhood of Ridgewood, which for the most part shares a grid and house numbering system with the Brooklyn neighborhood of Bushwick. The grid runs east-west from the LIRR Bay Ridge Branch right-of-way to Flushing Avenue; and north-south from Forest Avenue in Ridgewood to Bushwick Avenue in Brooklyn before adjusting to meet up with the Bedford-Stuyvesant grid at Broadway. All streets on the grid have names.

According to the 2000 Census, 37.7% of all Queens households did not own a car. The citywide rate is 55%.

In 2012, some numbered streets in the Douglaston Hill historic district of Queens were renamed to their original names, with 43rd Avenue becoming Pine Street. Queens is connected to the Bronx by the Bronx Whitestone Bridge, the Throgs Neck Bridge, the Robert F. Kennedy Bridge and the Hell Gate Bridge. Queens is connected to Manhattan by the Robert F. Kennedy Bridge, the Queensboro Bridge, and the Queens Midtown Tunnel; and to Roosevelt Island by the Roosevelt Island Bridge.

While most of the Queens/Brooklyn border is on land, the Kosciuszko Bridge crosses the Newtown Creek connecting Maspeth to Greenpoint, Brooklyn. The Pulaski Bridge connects McGuinness Boulevard in Greenpoint to 11th Street, Jackson Avenue, and Hunters Point Avenue in Long Island City. The J. J. Byrne Memorial Bridge (a.k.a. Greenpoint Avenue Bridge) connects Greenpoint and Long Island City avenues of the same name, which, east of Queens Boulevard (NY-25), becomes Roosevelt Avenue. A lesser bridge connects Grand Avenue in Queens to Grand Street in Brooklyn.

The Cross Bay Veterans Memorial Bridge traverses Jamaica Bay to connect the Rockaway Peninsula to the rest of Queens. Marine Parkway–Gil Hodges Memorial Bridge links the western part of the Peninsula with Flatbush Avenue, Brooklyn's longest thoroughfare. Both crossings were built and continue to be operated by what is now known as MTA Bridges and Tunnels. The IND Rockaway Line parallels the Cross Bay, has a mid-bay station at Broad Channel which is just a short walk from the Jamaica Bay Wildlife Refuge, now part of Gateway National Recreation Area and a major stop on the Atlantic Flyway.

One year-round scheduled ferry service connects Queens and Manhattan. New York Water Taxi operates service across the East River from Hunters Point in Long Island City to Manhattan at 34th Street and south to Pier 11 at Wall Street. In 2007, limited weekday service was begun between Breezy Point, the westernmost point in the Rockaways, to Pier 11 via the Brooklyn Army Terminal. Summertime weekend service provides service from Lower Manhattan and southwest Brooklyn to the peninsula's Gateway beaches.

In the aftermath of Hurricane Sandy on October 29, 2012, which caused massive infrastructure damage to the IND Rockaway Line (A train) south of the station at Howard Beach – JFK Airport, severing all direct subway connections between the Rockaway Peninsula and Broad Channel, Queens and the Queens mainland for many months, ferry operator SeaStreak began running a city-subsidized ferry service between a makeshift ferry slip at Beach 108th Street and Beach Channel Drive in Rockaway Park, Queens

and Pier 11/Wall Street, then continuing on to the East 34th Street Ferry Landing. In August 2013, a stop was added at Brooklyn Army Terminal. Originally intended as just a stopgap alternative transportation measure until subway service was restored to the Rockaways, the ferry proved to be popular with both commuters and tourists and was extended several times, as city officials evaluated the ridership numbers to determine whether to establish the service on a permanent basis. The fare was raised to \$3.50 per ride during the extension period from \$2 previously. Between its inception and December 2013, the service had carried close to 200,000 riders, city officials said. When the city government announced its budget in late June 2014 for the upcoming fiscal year beginning July 1, the ferry only received a \$2 million further appropriation, enough to temporarily extend it again through October, but did not receive the approximately \$8 million appropriation needed to keep the service running for the full fiscal year. Local officials and community activists expressed dismay with the decision, saying it was a blow to the Rockaways as the area continues to struggle economically in the aftermath of the 2012 hurricane. A spokesperson for the city government's Economic Development Corporation said that "We will continue to examine ridership and seek a sustainable funding stream that can support the \$25-\$30 subsidy per trip — the highest by far of any public transportation in the city." Despite last-minute efforts by local transportation advocates, civic leaders and elected officials, ferry service ended on Oct. 31, 2014. They promised to continue efforts to have the service restored.

Crime Analysis

A crime report was run for Queens from 2010 through 2014. The report is submitted as follows:

NYS DIVISION OF CRIMINAL JUSTICE SERVICES

INDEX CRIMES REPORTED TO POLICE: 2010 - 2014

| County | PD | Year | Incomplete/ # of Months Rptd | Index Total | Violent Crime | | | | | Property Crime | | | |
|--------|--------------|------|------------------------------------|----------------|------------------|--------|------------------|---------|-----------------|-------------------|----------|---------|-------------|
| | | | | | Violent Total | Murder | Forcible Rape | Robbery | Agg. Assault | Property Total | Burglary | Larceny | MV Theft |
| Queens | County Total | 2010 | | 38,808 | 9,725 | 100 | 196 | 4,066 | 5,363 | 29,083 | 4,704 | 20,895 | 3,484 |
| Queens | County Total | 2011 | | 39,863 | 10,311 | 82 | 221 | 4,057 | 5,951 | 29,552 | 4,815 | 21,588 | 3,149 |
| Queens | County Total | 2012 | | 40,199 | 10,753 | 83 | 254 | 4,149 | 6,267 | 29,446 | 5,181 | 21,550 | 2,715 |
| Queens | County Total | 2013 | | 39,913 | 10,740 | 59 | 254 | 3,994 | 6,433 | 29,173 | 4,732 | 22,030 | 2,411 |
| Queens | County Total | 2014 | | 38,030 | 9,800 | 64 | 207 | 3,271 | 6,258 | 28,230 | 4,191 | 21,434 | 2,605 |

Queens has long been a suburb within a city. And nowadays, even in the semi-urban areas with burgeoning immigrant communities, such as Flushing or Jackson Heights, the borough continues to enjoy a low crime rate to rival any Nassau County town, despite containing the geographical heart of New York City. It's a borough where music legends Louis Armstrong and Miles Davis once lived. Now hipsters worship the sun at The Rockaways, and artists flock to Long Island City.

Most Queens neighborhoods ranked highly in DNAinfo.com's Crime & Safety Report, with nine of its 15 neighborhoods ranking in the top 20. That's a far cry from the early 1990s, at the height of the crack epidemic, when the borough racked up nearly 300 murders — three times the amount in 2010 — as well as 17,000 muggings, which breaks down to nearly 50 per day.

The exceptions are Jamaica & Hollis, which is ranked 51st of 69 overall, and 59th for violent crimes, with 857 incidents in 2010, and St. Albans & South Jamaica, which is ranked 55th overall, and 51st for violent crimes, with 765 incidents in 2010. Overall crime in the latter neighborhood, however, was down 76

percent in the 17 years since 1993, and violent crime has fallen sharply. The same is true for Jamaica & Hollis, although murder in that area shot up by 36 percent from 2009 to 2010.

Property crimes, especially car thefts, continue to plague the borough. In 2010, car theft ticked up after years of decline, and Queens was home to the most car thefts in the city that year. Even with a drop-off of more than 90 percent since the early 90s, the borough still had 3,502 stolen cars in 2010, more than a third of the city's total.

Queens has become extraordinarily diverse with more than 100 languages spoken and many of its residents foreign-born. With that, however, it has seen its share of hate crimes, including attacks on Sikhs in Richmond Hill and an anti-gay attack in Woodhaven.

Appendix B, Tryon



Appendix B Introduction – Manufacturing Facility in Perth, NY

Enclosed is the complete Appendix B form for the manufacturing facility in Perth, NY as well a site plan, floor plan, security plan and construction timetable.

| | |
|--|-------------|
| 1) Appendix B | Pages 1-13 |
| 2) Site Plan: Phase 1 and 2 | Page 14 |
| 3) Site Plan: Phase 3 | Page 15 |
| 4) Floor Plan: Phase 1 | Page 16 |
| 5) Combined Floor/Security Plan: Phase 2 Greenhouses | Page 17 |
| 6) Floor Plan: Phase 3 | Page 18 |
| 7) Security Plan Phase 1 | Page 19 |
| 8) Security Equipment and Data | Pages 20-21 |
| 9) Construction Timetable Phase 1-3 | Pages 22-24 |
| 10) Town of Perth Planning Board | Page 25 |
| 11) Information and Crime Report | Pages 26-31 |
| 12) Odor Mitigation Plan | Pages 32-37 |
| 13) Aztech Geothermal | Page 38 |
| 14) Westbrook Greenhouses Contract | Pages 39-43 |
| 15) Hazardous Materials Attachment to Appendix B | Page 44 |

The site plan provides an aerial view of the property showing access, the building footprint and property outline. The floor plan includes a scaled schematic architectural and engineering design drawing, room configurations, major exit corridors and circulation. The detailed floor plans identify the activities performed in each area of the manufacturing facility.

The type of construction is detailed in the Appendix B form and the energy sources are described by type and location. Heating, cooling, ventilation, electrical distribution, water supply and sewage is also addressed and detailed in the Appendix B form.

The security plan shows the placement of cameras and secured doors throughout the facility. In addition to the physical plan a list of equipment is enclosed and the cyber plan detailed. The security plan meets and exceeds all the requirements of Article 33 of the Public Health Law for controlled substances.

Our Facility Introduction Video
[Click Here](#)



Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION

Business Name: Empire State Health Solutions
Facility Type: Manufacturing Facility [checked] Dispensing Facility []
Use and Occupancy Classification: Industrial/Commercial. Occupied by lessee.
Building Construction Type and Classification: Masonry and steel (Phase I & II), precast concrete and steel (Phase III), greenhouse - metal and polycarb
Facility Address: Site 1, Building 55, County Road 117, Perth, NY 12010
Primary Contact Telephone number: 612-205-6675
Primary Contact Fax number: 952-836-2730

PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:

Applicant shall identify planning requirements, including but not limited to:

- TOWN BOARD APPROVAL [checked]
PLANNING BOARD APPROVAL [checked]
ZONING BOARD OF APPEALS APPROVAL []
PREPARATION OF CONSTRUCTION DOCUMENTS [checked]
BUILDING PERMIT [checked]
BIDDING PHASE [checked]
CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply) [checked]
COMMENCEMENT OF CONSTRUCTION [checked]
COMPLETION OF CONSTRUCTION [checked]



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- Entrance and Exits
Public Parking Spaces
Staff Parking Spaces
Accessible Parking Spaces
Accessible Route(s)
Fire Lane and/or Fire Apparatus Road
Percentage of Green Space
Location of Emergency Power Systems
Loading & Unloading
Security Gates & Fences

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
Natural Gas, Oil, Electric, Solar, Other
Engineering Systems:
Heating System: Type Forced Air, Size, Efficiency, Ventilation Requirements
Cooling System: Type Forced Air, Size, Efficiency, Ventilation Requirements
Ventilation & Humidification Systems: Type, Size, Efficiency, Ventilation Requirements
Electrical Distribution Available Three Phase 480 V / 200 Amp
Water Supply: Municipal Water Service or Private Well Water
Sewage: Municipal Sewer System Yes or Private Septic System
Emergency Power System: Type Natural gas, Size 11 KW, Efficiency



Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)

CHECK ALL APPLICABLE CODES FOR THE FACILITY

- 2010 BUILDING CODE OF NYS
2010 FIRE CODE OF NYS
2010 PLUMBING CODE OF NYS
2010 MECHANICAL CODE OF NYS
2010 FUEL GAS CODE OF NYS
2010 PROPERTY MAINTENANCE CODE OF NYS
2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
2012 IECC COMMERCIAL PROVISIONS
2010 EXISTING BUILDING CODE OF NYS
NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
2014 NY CITY CONSTRUCTION CODE
2008 NY CITY CONSTRUCTION CODE
1968 NY CITY CONSTRUCTION CODE
NFPA 101-06 LIFE SAFETY CODE
ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
OTHER



Appendix B – Architectural Program

Select Project

Type:

Check all that apply.
Refer to the Existing
Building Code for
definitions.

- New Building
- Repair
- Alteration Level 1
- Alteration Level 2

- Alteration Level 3
- Change of Occupancy
- Addition
- Historic Building

- Demolition
- Chapter 3. Prescriptive Compliance Method
- Chapter 13. Performance Compliance Method

Select Work

Involved:

Check all that apply.

- General Construction
- Roofing
- Asbestos Abatement/Environmental
- Fire Alarm

- Structural
- Mechanical
- Plumbing
- Electrical

- Site Work
- Sprinkler
- Elevators
- Other: _____

CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

- Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECC: Energy Conservation Code.**
- Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA: Not Applicable, NR: Not Required, NP: Not Permitted**
- Provide your facilities "Actual" value for each required standard as per applicable code section.

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|--|---|---|
| 1 | Use & Occupancy Classification | 302.1 - 312 | | Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1. | Mixed Use: 508.1 Incidental Use: 508.2 Accessory Use: 508.3.1 | Main Occ. Groups B & F Accessory groups S, A Group U (Greenhouse) |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|---|--|--|
| 2 | Combustible Storage | 413 | | All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | Ethyl alcohol (absolute), Methanol, Isopropyl alcohol, Butane, Hexane, Acetonitrile, Ethyl acetate, Acetone, Toluene, Heptane, Methylene chloride, Tetrahydrofuran All Stored in 10,000 SF laboratory |
| 3 | Hazardous Materials | 414 | | All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | Formic acid, Nitric acid, Hydrochloric acid, Chloroethalonil, Imidacloprid, Triphanate-methyl, Mancozeb All stored in approximately 130,000 SF greenhouse and 15,000 SF head house. |
| 4 | Hazardous Materials Control Areas | 414.2 | | Provide additional information indicating number, size, materials stored, and quantity of each material. | NA | See Attachment to Appendix B showing annual usage and 90 day supply on site at any given time. |
| 5 | Building Area & Height | 501-507 | 506.3 | Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s). | 506: F-1 Most restrictive use (2) stories / 15,500SF 506.3: Area increase with fire sprinkler | height: (1) story Area: 20,488 SF (actual) increase allowed w/ F.S. 62,000 SF allowed |
| 6 | Incidental Use Areas | 508.2 | 508.2.3 | Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans. | Storage > 100 sf Waste room > 100 sf | No separation required with NFPA 13 fire sprinkler system throughout |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--|---------------------------|---|--|--|---|
| 7 | Mixed Occupancies | 508.3 | 508.3.3 | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | Mixed Use: F, B, & S | No occupancy separation required |
| 8 | Nonseparated Uses | 508.3.2 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | Non-separated Use method | F-1 most restrictive use Allowable area increase due to FS - 62,000 SF allowed |
| 9 | Separated Uses (Ratio < 1) | 508.3.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | NA | NA |
| 10 | Construction Classification | 602 | | Provide Construction Classification per each building included in Application. | Section 602 | Type II-B Non-Combustible construction |
| 11 | Fire Resistance Rating Req'm't for Building Elements | Table 601 | | Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans. | Table 601 | Type II-B - All building elements have a (0) hr fire rating |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------------|---------------------------|---|--|--|--------------------------------------|
| 12 | Exterior Wall Fire-Resistance Rating | Table 602 | | Identify required fire resistance rating of exterior walls on Building Plan(s). | Table 602: X > 30 requires no fire rating | No fire rating required |
| 13 | Exterior Fire Separation Distance | Table 602 | | Identify required fire separation distance of exterior walls between Buildings on Plan. | NA (Phase I) | NA |
| 14 | Fire Walls | 705 | | Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans. | NA | NA |
| 15 | Fire Barriers | 706 | | Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans. | NA | NA |
| 16 | Shaft Enclosures | 707 | | Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans. | NA | NA |
| 17 | Fire Partitions | 708 | | Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans. | NA | NA |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|--|--|--|
| 18 | Horizontal Assemblies | 711 | | Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans. | NA | NA |
| 19 | Fire Protection: Sprinkler System | 903 | | Indicate Type of Sprinkler System: <input checked="" type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited. | 903.2.3 F-1 > 12,000 SF requires a fire sprinkler system | The building will be equipped with an NFPA 13 fire sprinkler system throughout the building per NFPA 13. |
| 20 | Alt. Fire Extinguishing System | 904 | | Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited. | NA | NA |
| 21 | Standpipe System | 905 | | Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited. | NA | NA |
| 22 | Fire Alarm & Detection Systems | 907 | | Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned) | Section 907.2.4 | A fire alarm system is not required |



Appendix B – Architectural Program

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|-----|-----------------------------|---------------------------|---|--|---|--|
| 23 | Emergency Alarm System | 908 | | Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited. | NA | NA |
| 24 | Fire Department Connections | 912 | | Identify Fire Department connections in accordance with NFPA applicable standard. | 912.2 | If existing connection not readily visible - approved sign shall be erected on the street front. (2) Existing fire hydrants are on site. |
| 25 | Exits | 1001.1 & 2 | | Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures. | Ch. 10 Means of Egress | See floor plans for locations of all required exit doors. |
| 26 | Occupant Load | 1004 & Table 1004.1.1 | | Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans. | Table 1004.1.1 B: 100 SF F: 200 SF | Occupant Loads determined per Table 1004.1.1 and are shown on the floor plan |
| 27 | Egress Width | 1005 | | Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans | Table 1005.1 (.15) with FS | Min. exit door width shall be 32" clear and per Table 1005 |
| 28 | Accessible Means of Egress | 1007.1 | | Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans. | 1007.1 Exception #1: accessible means of egress are not required in existing buildings. | An accessible means of egress is provided for the existing building |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|------------------------------|---------------------------|---|--|--|--|
| 29 | Doors, Gates, and Turnstiles | 1008 | | Means of egress doors shall meet the requirements of this section. | 1008.1.1 - doors shall have a clear width of 32" min. | All doors shall have a clear width of 32" min. |
| 30 | Interior Stairs | 1009 | | Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height. | NA | NA - Single story building |
| 31 | Ramps | 1010.1 | | Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height. | NA | NA - no ramps are needed / required |
| 32 | Common Path of Travel | 1014.3 | | Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements. | 1014.3 Exception #1 - Common path of travel increased to 100' when building is equipped with a fire sprinkler system. | All rooms shall have less than a 100' common path of travel |
| 33 | Exit Doorway Arrangement | 1015 | | Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings. | Table 1015.1, Two means of egress required when the occupant load exceeds the following: A, B, F: 49 Occupants S: 29 occupants | 1015.2.1 Exits shall be located such that they are separated by 1/3 the maximum overall diagonal when the building is equipped with a fire sprinkler system. |
| 34 | Corridor Fire Rating | 1017.1 | | Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating. | Table 1017.1 Corridor fire rating requirements. Groups A, B, F: (0) rating with fire sprinkler | All corridors in the existing building will be non-rated since the building is equipped with a fire sprinkler system throughout. |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|---|---|--|
| 35 | Corridor Width | 1017.2 | | Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s). | 1017.2 Corridor Width: 44" Minimum for occupancy groups B, F, and S. | All corridors shall have at least a 44" minimum width as required. |
| 36 | Dead End Corridor | 1017.3 | | Corridors shall not exceed the maximum dead end corridor length as per applicable code. | 1017.3 Dead-Ends: Dead End corridor increased to 50' feet in groups B & F when the building is equipped with a fire sprinkler system throughout the building. | No dead end corridors shall exceed 50' feet |
| 37 | Number of Exits and Continuity | 1019 | | Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements. | 1019.1 Minimum Number of Exits per Occupant load: 1-500: 2 Exits 501-1,000: 3 Exits | 3 Exits provided overall |
| 38 | Vertical Exit Enclosures | 1020 | | Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure. | NA | NA |
| 39 | Exit Passageways | 1021 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway. | NA | NA |
| 40 | Horizontal Exits | 1022 | | Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit. | NA | NA |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|--------------------------------|---|---|--|---|
| 41 | Exterior Exit Ramps & Stairways | 1023 | | Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways. | NA | NA |
| 42 | Exit Discharge | 1024 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge. | 1024.1 Exits shall lead directly out of the building without re-entry. Exceptions 1 & 2. | All exits lead directly out of the building |
| 43 | Accessibility | 1101.1 - 1110 & ICC/A117.1(03) | | Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons. | Ch. 11 and ICC / ANSI A117.1 | The facility will not be open to the general public (Employees Only). The main entrance to the building for employees will be an accessible entrance. |
| 44 | Energy Conservation | 2010 NYS ECCC & IECC 2012 | | Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s). | Climate Zone 4 Mass walls above grade: R-9.5 CI | The existing building is constructed of 8" CMU for the exterior walls. The existing walls will be furred out with rigid insulation to meet the energy code as required. |
| 45 | Emergency & Standby Power | 2702.1 | | Identify emergency & Standby Power locations and specifications of the system to be provided. | NA | Phase I & II - Generator (Natural gas) Phase III - Generator (Diesel) |
| 46 | Smoke Control Systems | 2702.2.2 | | Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code. | NA | NA |



Appendix B – Architectural Program

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|-----|---------------------------------|---------------------------|---|---|---|--|
| 47 | Plumbing Fixture Count | 2902.1 | | Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s). | Group B: 1/25 for 1st 50, 1/40 for 1st 80 Group F: 1 / 100 for WC & lavatories Group S: 1 / 100 for WC & lavatories | (3) separate rest rooms are provided with one toilet and one sink for male and female usage each. |
| 48 | Available Street Water Pressure | | | Provide the available street or well water pressure. | High Volume Piping | 70 PSI - High Volume Piping |
| 49 | Fire Apparatus Access Road | FC503.1 | | Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes. | A fire apparatus access road shall extend to within 150' of all portions of the building. An exception is granted for 300' when building is fire sprinkled. | A fire access road shall be within 300' of the building. The group U greenhouses are not required to have a fire access road. |

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Appendix B, Tryon, Site Plan Phase 1 and 2 CONFIDENTIAL 14

|  <p>4350 Baker Road, Suite 400, Minnetonka, MN 55343 TEL: 952.897.7874 FAX: 952.897.7740</p> |  | <p>THE DRAWINGS AND / OR SPECIFICATIONS CONTAINED HEREIN ARE THE EXCLUSIVE PROPERTY OF WELSH ARCHITECTURE AND SHALL NOT BE UTILIZED OR COPIED BY OTHER PARTIES WITHOUT PRIOR WRITTEN CONSENT.</p> | <table border="1"> <thead> <tr> <th>REVISION NUMBER</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>ISSUE</td> <td>09.28.15</td> </tr> <tr> <td> </td> <td> </td> </tr> </tbody> </table> | REVISION NUMBER | DATE | ISSUE | 09.28.15 | | | | | | | | | <table border="1"> <thead> <tr> <th>REVISION NUMBER</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table> | REVISION NUMBER | DATE | | | | | | | | | | | <p>PROJECT: EMPIRE STATE HEALTH SOLUTIONS, LLC. COUNTY ROAD 117 PERTH, NEW YORK</p> | <p>SHEET TITLE: PROPOSED SITE PLAN - PHASE I & II</p> | <p>JOB: DRAWN BY: ALY CHECKED BY: LDS SHEET NO.: AS-2.0</p> |
|--|---|---|---|-----------------|------|-------|----------|--|--|--|--|--|--|--|--|--|-----------------|------|--|--|--|--|--|--|--|--|--|--|--|---|--|
| REVISION NUMBER | DATE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ISSUE | 09.28.15 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| REVISION NUMBER | DATE | REVISION NUMBER | DATE |
|-----------------|----------|-----------------|------|
| ISSUE | 05.28.15 | | |
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PROJECT:
EMPIRE STATE
HEALTH SOLUTIONS, LLC.

COUNTY ROAD 117
PERTH, NEW YORK

SHEET TITLE:
PROPOSED
SITE PLAN
PHASE III

JOB:
DRAWN BY: 43/
CHECKED BY: LD5
SHEET NO.:

AS-3.0

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| ISSUE | 05.28.15 | | |
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PROJECT:
**EMPIRE STATE
HEALTH SOLUTIONS, LLC.**

**COUNTY ROAD 117
PERTH, NEW YORK**

SHEET TITLE:
**PROPOSED
FLOOR PLAN**

JOB:
DRAWN BY: ALV
CHECKED BY: LDB
SHEET NO.:

A-1.0

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| REVISION NUMBER | DATE |
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PROJECT:
**EMPIRE STATE
HEALTH SOLUTIONS, LLC.**

**COUNTY ROAD 117
PERTH, NEW YORK**

SHEET TITLE:
**DURESS /
INTRUSION /
SECURITY PLAN
PHASE II
GREENHOUSE**

JOB:
DRAWN BY: ALV
CHECKED BY: LDB
SHEET NO.:
A-1.2

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4350 Baker Road, Suite 400
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| REVISION NUMBER | DATE |
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PROJECT:
**EMPIRE STATE
HEALTH SOLUTIONS, LLC.**

**COUNTY ROAD 117
PERTH, NEW YORK**

SHEET TITLE:
**DURESS /
INTRUSION /
SECURITY PLAN**

JOB:
DRAWN BY: ALV
CHECKED BY: LDB
SHEET NO.:
A-1.1

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions
Tryon Technology and Incubator Center

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions
Tryon Technology and Incubator Center
Perth NY

Redacted pursuant to N.Y. Public Officers Law, Art. 6

7

TOWN OF PERTH PLANNING BOARD

Perth Municipal Complex

1849 County Highway 107

Amsterdam, NY 12010

Telephone: (518) 843-6977; Fax: (518) 843-6979

May 14, 2015

Mike Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Re: Proposed Pharmaceutical Manufacturing Facility
Tryon Technology Park and Incubator Center
County Highway 107, Town of Perth

Dear Mr. Newell:

The Town of Perth Planning Board has spent a great deal of time discussing the potential benefits of New York State's Compassionate Care Act, which will legalize the growth of medical marijuana in the State and the production of cannabis-based medications. We are very pleased that Empire State Health Solutions has selected a site in the Tryon Technology Park and Incubator Center for its proposed pharmaceutical manufacturing facility. As you know, the Fulton County Industrial Development Agency (FCIDA) acquired the former State Youth Detention Facility along County Highway 107 in the Town of Perth and is in the process of transforming the property into a state-of-the-art Technology Park.

The Perth Planning Board was tasked with developing land use regulations for the Tryon Technology Park and has worked very closely with the FCIDA to identify the types of businesses that the community would like to attract to the Park. After listening to your presentation describing Empire State Health Solutions' manufacturing process, as well as the company's vision for the future of this industry, we are very sure that your proposal to develop a pharmaceutical manufacturing facility in the Tryon Technology Park is exactly the type of business the Park was developed to attract.

Once again, the Town of Perth Planning Board is very excited about your decision to propose the development of a medical marijuana manufacturing facility in the Tryon Technology Park as part of your application to New York State to be awarded one (1) of the five (5) licenses to be issued by the State. The Planning Board fully supports this project and your efforts to locate your production facility in the Tryon Technology Park. If you need any assistance from the Planning Board, please do not hesitate to contact me.

Good luck with your application to New York State.

Sincerely,



Ron Cetnar, Chairman
Town of Perth Planning Board

RC/cme

Informational and Crime Report for
Empire State Health Solutions
Proposed Production Facility

881 County Highway 107
Perth, NY 12095

Saratoga.

Due to its rural location, 881 Co Road 107, Johnstown, NY 12095 is found within the neighborhood commonly called Perth / West Galway neighborhood of Amsterdam. The description below refers to the neighborhood by that name.

Real Estate Prices and Overview

Perth / West Galway median real estate price is \$147,297, which is less expensive than 75.9% of New York neighborhoods and 60.0% of all U.S. neighborhoods.

The average rental price in Perth / West Galway is currently \$631, based on analysis. Rents here are currently lower in price than 83.2% of New York neighborhoods.

Perth / West Galway is a rural neighborhood (based on population density) located in Amsterdam, New York.

Perth / West Galway real estate is primarily made up of medium sized (three or four bedroom) to small (studio to two bedroom) single-family homes and mobile homes. Most of the residential real estate is owner occupied. Many of the residences in the Perth / West Galway neighborhood are established but not old, having been built between 1970 and 1999. A number of residences were also built between 1940 and 1969.

In Perth / West Galway, the current vacancy rate is 4.3%, which is a lower rate of vacancies than 80.6% of all neighborhoods in the U.S. This means that the housing supply in Perth / West Galway is very tight compared to the demand for property here.

Notable & Unique: Diversity

The Perth / West Galway neighborhood has more Polish and Lithuanian ancestry people living in it than nearly any neighborhood in America. In fact, 15.3% of this neighborhood's residents have Polish ancestry and 1.0% have Lithuanian ancestry.

Perth / West Galway is also special linguistically. Significantly, 1.4% of its residents five years old and above primarily speak Polish at home. While this may seem like a small percentage, it is higher than 97.1% of the neighborhoods in America.

Notable & Unique: People

There is an especially high percentage of incarcerated people (1.7%) living in the Perth / West Galway neighborhood

Income Levels

The neighbors in the Perth / West Galway neighborhood in Amsterdam are upper-middle income, making it an above average income neighborhood. Further analysis reveals that this neighborhood has a higher income than 63.0% of the neighborhoods in America. With 18.6% of the children here below the federal poverty line, this neighborhood has a higher rate of childhood poverty than 54.2% of U.S. neighborhoods.

Occupations

In the Perth / West Galway neighborhood, 36.3% of the working population is employed in executive, management, and professional occupations. The second most important occupational group in this neighborhood is manufacturing and laborer occupations, with 21.4% of the residents employed. Other residents here are employed in sales and service jobs, from major sales accounts, to working in fast food restaurants (21.2%), and 19.6% in clerical, assistant, and tech support occupations.

Ethnicity / Ancestry

In the Perth / West Galway neighborhood in Amsterdam, NY, residents most commonly identify their ethnicity or ancestry as Italian (16.8%). There are also a number of people of Polish ancestry (15.3%), and residents who report English roots (8.4%), and some of the residents are also of German ancestry (8.1%), along with some Irish ancestry residents (6.5%), among others.

Languages

The most common language spoken in the Perth / West Galway neighborhood is English, spoken by 95.3% of households.

Commute Transportation

The greatest number of commuters in Perth / West Galway neighborhood spend between 15 and 30 minutes commuting one-way to work (32.1% of working residents), which is shorter than the time spent commuting to work for most Americans.

Here most residents (86.9%) drive alone in a private automobile to get to work. In addition, quite a number also carpool with coworkers, friends, or neighbors to get to work (10.8%). In a neighborhood like this, as in most of the nation, many residents find owning a car useful for getting to work.

A crime report was run for Fulton County for 2009 through 2013. The report is submitted as follows:

NYS DIVISION OF CRIMINAL JUSTICE SERVICES

INDEX CRIMES REPORTED TO POLICE: 2009 - 2013

| County | PD | Year | Incomplete/ # of Months Rptd | Index Total | Violent Crime | | | | | Property Crime | | | |
|--------|----------------------------|------|------------------------------------|----------------|------------------|--------|------------------|---------|-----------------|-------------------|----------|---------|-------------|
| | | | | | Violent Total | Murder | Forcible Rape | Robbery | Agg. Assault | Property Total | Burglary | Larceny | MV Theft |
| Fulton | Fulton County Sheriff | 2009 | | 434 | 12 | 0 | 5 | 0 | 7 | 422 | 133 | 268 | 21 |
| Fulton | Fulton County Sheriff | 2010 | | 469 | 17 | 0 | 5 | 1 | 11 | 452 | 176 | 255 | 21 |
| Fulton | Fulton County Sheriff | 2011 | | 402 | 5 | 0 | 2 | 1 | 2 | 397 | 89 | 298 | 10 |
| Fulton | Fulton County Sheriff | 2012 | | 394 | 3 | 0 | 0 | 0 | 3 | 391 | 115 | 270 | 6 |
| Fulton | Fulton County Sheriff | 2013 | | 352 | 11 | 1 | 2 | 0 | 8 | 341 | 90 | 245 | 6 |
| Fulton | Fulton County State Police | 2009 | | 178 | 22 | 0 | 3 | 1 | 18 | 156 | 31 | 124 | 1 |
| Fulton | Fulton County State Police | 2010 | | 176 | 10 | 0 | 2 | 0 | 8 | 166 | 22 | 139 | 5 |
| Fulton | Fulton County State Police | 2011 | | 171 | 11 | 0 | 3 | 1 | 7 | 160 | 34 | 124 | 2 |
| Fulton | Fulton County State Police | 2012 | | 126 | 0 | 0 | 0 | 0 | 0 | 126 | 37 | 86 | 3 |
| Fulton | Fulton County State Police | 2013 | | 125 | 4 | 0 | 1 | 1 | 2 | 121 | 32 | 85 | 4 |
| Fulton | Gloversville City PD | 2009 | | 670 | 71 | 1 | 11 | 9 | 50 | 599 | 100 | 484 | 15 |
| Fulton | Gloversville City PD | 2010 | | 718 | 82 | 1 | 6 | 14 | 61 | 636 | 116 | 495 | 25 |
| Fulton | Gloversville City PD | 2011 | | 685 | 37 | 0 | 7 | 6 | 24 | 648 | 153 | 474 | 21 |
| Fulton | Gloversville City PD | 2012 | | 726 | 42 | 0 | 5 | 8 | 29 | 684 | 111 | 545 | 28 |
| Fulton | Gloversville City PD | 2013 | | 719 | 33 | 0 | 9 | 6 | 18 | 686 | 111 | 560 | 15 |
| Fulton | Johnstown City PD | 2009 | | 232 | 7 | 0 | 1 | 1 | 5 | 225 | 22 | 197 | 6 |
| Fulton | Johnstown City PD | 2010 | | 315 | 14 | 0 | 4 | 2 | 8 | 301 | 45 | 253 | 3 |
| Fulton | Johnstown City PD | 2011 | | 338 | 8 | 0 | 1 | 0 | 7 | 330 | 50 | 273 | 7 |
| Fulton | Johnstown City PD | 2012 | | 308 | 6 | 0 | 0 | 4 | 2 | 302 | 37 | 258 | 7 |
| Fulton | Johnstown City PD | 2013 | | 330 | 14 | 0 | 1 | 4 | 9 | 316 | 29 | 273 | 14 |
| Fulton | Northville Vg PD | 2009 | | 8 | 0 | 0 | 0 | 0 | 0 | 8 | 1 | 7 | 0 |
| Fulton | Northville Vg PD | 2010 | | 11 | 0 | 0 | 0 | 0 | 0 | 11 | 0 | 11 | 0 |
| Fulton | Northville Vg PD | 2011 | | 9 | 0 | 0 | 0 | 0 | 0 | 9 | 0 | 9 | 0 |
| Fulton | Northville Vg PD | 2012 | | 5 | 1 | 0 | 0 | 0 | 1 | 4 | 1 | 3 | 0 |
| Fulton | Northville Vg PD | 2013 | | 1 | 0 | 0 | 0 | 0 | 0 | 1 | 0 | 1 | 0 |
| Fulton | County Total | 2009 | | 1,522 | 112 | 1 | 20 | 11 | 80 | 1,410 | 287 | 1,080 | 43 |
| Fulton | County Total | 2010 | | 1,689 | 123 | 1 | 17 | 17 | 88 | 1,566 | 359 | 1,153 | 54 |
| Fulton | County Total | 2011 | | 1,605 | 61 | 0 | 13 | 8 | 40 | 1,544 | 326 | 1,178 | 40 |
| Fulton | County Total | 2012 | | 1,559 | 52 | 0 | 5 | 12 | 35 | 1,507 | 301 | 1,162 | 44 |

Source: DCIS, Uniform Crime Reporting system (as of 11/4/2014).

Site specific statistics could not be obtained for the actual site due to its closure for most of the time period available.

For the last reported complete year 2013, the crime offenses for the total Fulton County are:

- Murder 1
- Forcible Rape 13
- Robbery 11
- Aggravated Assault 37
- Property Crimes 1,465
- Burglary 262
- Larceny 1,164
- Vehicle Theft 39

For the last reported complete year 2013, the crime offenses for the total Johnstown PD are:

- Murder 0
- Forcible Rape 1
- Robbery 4
- Aggravated Assault 9

- Property Crimes 316
- Burglary 29
- Larceny 273
- Vehicle Theft 14

The location of the establishment lends itself to a reduced potential for criminal activity. The area has surrounding infrastructure that reduces the likelihood of the occurrence of unnecessary traffic. The buildings and site are very applicable for our needs. The property is extremely well located in an area with little criminal activity. The surrounding area is largely abandoned with dilapidated buildings around this area. These structures due to their lack of care and relative insecurity could present a problem for potential criminal activity or vagrancy. No crimes originating from these buildings could be discovered through traditional search methods.

The surrounding property to the east supports a large school bus storage facility and a large commercial deer farm to the west. Both properties have security measures in place that are independent. The water supply and roadways are maintained by Fulton County.

The low crime rates coupled with the uniqueness of the Empire State Health Solutions location, along with the extensive security measures outlined in the Security Plan provide strong empirical evidence that crime in area does not pose an undue threat to the security of the proposed site, its products, employees or patrons.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Attachment to Appendix B No. 4 for ESHS Manufacturing Facility

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Appendix B, White Plains



Appendix B Introduction – Dispensary – White Plains, NY

Enclosed is the complete Appendix B form for the dispensary in White Plains, NY as well as the following:

| | |
|---------------------------------|-------------|
| 1) Appendix B | Pages 1-13 |
| 2) Site Plan | Page 14 |
| 3) Floor Plan | Page 15 |
| 4) Security Plan | Page 16 |
| 5) Security Equipment and Data | Page 17-18 |
| 6) Construction Timetable | Page 19 |
| 7) ESHS Dispensary Selections | Pages 20-22 |
| 8) Zoning Verification | Page 23 |
| 9) Information and Crime Report | Pages 24-30 |

The site plan provides an aerial view of the property showing access, the building footprint and property outline. The floor plan includes a scaled schematic architectural and engineering design drawing, room configurations, major exit corridors and circulation. The detailed floor plans identify the activities performed in each area of the dispensary facility.

The type of construction is detailed in the Appendix B form and the energy sources are described by type and location. Heating, cooling, ventilation, electrical distribution, water supply and sewage is also addressed and detailed in the Appendix B form.

The security plan shows the placement of cameras and secured doors throughout the facility. In addition to the physical plan a list of equipment is enclosed and the cyber plan is detailed. The security plan meets and exceeds all the requirements of Article 33 of the Public Health Law for controlled substances.



Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION

Business Name: Empire State Health Solutions
Facility Type: Manufacturing Facility [] Dispensing Facility []
Use and Occupancy Classification: Mixed use M - Mercantile / B - Business
Building Construction Type and Classification: Type II B
Facility Address: 221-223 E. Post Road, White Plains, NY 10601
Primary Contact Telephone number: 612-250-6675
Primary Contact Fax number: 952-836-2730

PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:

Applicant shall identify planning requirements, including but not limited to:

Table with 2 columns: checkbox and requirement text. Requirements include TOWN BOARD APPROVAL, PLANNING BOARD APPROVAL, ZONING BOARD OF APPEALS APPROVAL, PREPARATION OF CONSTRUCTION DOCUMENTS, BUILDING PERMIT, BIDDING PHASE, CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR, COMMENCEMENT OF CONSTRUCTION, and COMPLETION OF CONSTRUCTION.



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- | | |
|---|--|
| <input checked="" type="checkbox"/> Entrance and Exits | <input checked="" type="checkbox"/> Fire Lane and/or Fire Apparatus Road |
| <input checked="" type="checkbox"/> Public Parking Spaces | <input type="checkbox"/> Percentage of Green Space |
| <input type="checkbox"/> Staff Parking Spaces | <input type="checkbox"/> Location of Emergency Power Systems |
| <input type="checkbox"/> Accessible Parking Spaces | <input type="checkbox"/> Loading & Unloading |
| <input checked="" type="checkbox"/> Accessible Route(s) | <input type="checkbox"/> Security Gates & Fences |

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
- | | | |
|---|--------------------------------------|-----------------------------------|
| <input checked="" type="checkbox"/> Natural Gas | <input type="checkbox"/> Oil | <input type="checkbox"/> Electric |
| <input type="checkbox"/> Solar | <input type="checkbox"/> Other _____ | |
- Engineering Systems:
- Heating System: Type RTU, Size 10 Ton Efficiency _____,
Ventilation Requirements _____
- Cooling System: Type RTU, Size 10 Ton Efficiency _____,
Ventilation Requirements _____
- Ventilation & Humidification Systems:
Type RTU, Size 10 Ton, Efficiency _____,
Ventilation Requirements _____
- Electrical Distribution Available 200A to tenant
- Water Supply: Municipal Water Service X or Private Well Water _____
- Sewage: Municipal Sewer System X or Private Septic System _____
- Emergency Power System:
Type _____, Size _____ Efficiency _____



Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)

CHECK ALL APPLICABLE CODES FOR THE FACILITY

- 2010 BUILDING CODE OF NYS
2010 FIRE CODE OF NYS
2010 PLUMBING CODE OF NYS
2010 MECHANICAL CODE OF NYS
2010 FUEL GAS CODE OF NYS
2010 PROPERTY MAINTENANCE CODE OF NYS
2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
2012 IECC COMMERCIAL PROVISIONS
2010 EXISTING BUILDING CODE OF NYS
NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
2014 NY CITY CONSTRUCTION CODE
2008 NY CITY CONSTRUCTION CODE
1968 NY CITY CONSTRUCTION CODE
NFPA 101-06 LIFE SAFETY CODE
ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
OTHER



**Department
of Health**

**Medical Marijuana Program
Application for Registration as
a Registered Organization**

Appendix B – Architectural Program

Select Project

Type:

Check all that apply.
Refer to the Existing
Building Code for
definitions.

- New Building
- Repair
- Alteration Level 1
- Alteration Level 2

- Alteration Level 3
- Change of Occupancy
- Addition
- Historic Building

- Demolition
- Chapter 3. Prescriptive Compliance Method
- Chapter 13. Performance Compliance Method

Select Work

Involved:

Check all that apply.

- General Construction
- Roofing
- Asbestos Abatement/Environmental
- Fire Alarm

- Structural
- Mechanical
- Plumbing
- Electrical

- Site Work
- Sprinkler
- Elevators
- Other: _____

CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

- Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code.**
- Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA: Not Applicable, NR: Not Required, NP: Not Permitted**
- Provide your facilities "Actual" value for each required standard as per applicable code section.

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|--|--|--|
| 1 | Use & Occupancy Classification | 302.1 - 312 | | Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1. | Mercantile Group M - drug stores Business Group B - professional services | Mercantile Group M - drug stores Business Group B - professional services |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|---|---|--------------------------------------|
| 2 | Combustible Storage | 413 | | All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | None |
| 3 | Hazardous Materials | 414 | | All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements. | NA | None |
| 4 | Hazardous Materials Control Areas | 414.2 | | Provide additional information indicating number, size, materials stored, and quantity of each material. | NA | None |
| 5 | Building Area & Height | 501-507 | | Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s). | 4 story, 12,500 sf allowable with access increase 22,875sf | 1 story, 2,300 sf |
| 6 | Incidental Use Areas | 508.2 | | Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans. | NA | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--|---------------------------|---|--|--|--|
| 7 | Mixed Occupancies | 508.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | 2 hr required to neighbor M occupancy | 2 hr |
| 8 | Nonseparated Uses | 508.3.2 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | NA |
| 9 | Separated Uses (Ratio < 1) | 508.3.3 | | Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s). | B / M - no separation required | NA |
| 10 | Construction Classification | 602 | | Provide Construction Classification per each building included in Application. | | Type II B |
| 11 | Fire Resistance Rating Req'm't for Building Elements | Table 601 | | Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans. | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non- bearing walls - 0 Floor/Roof Const - 0 | Ext. Bearing walls - 0 Int. Bearing walls - 0 Non- bearing walls - 0 Floor/Roof Const - 0 |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------------|---------------------------|---|--|--|--------------------------------------|
| 12 | Exterior Wall Fire-Resistance Rating | Table 602 | | Identify required fire resistance rating of exterior walls on Building Plan(s). | x<5'=M= 2 hr x>30, Type IIB required rating = 0 Hr | 2 hr at building dividing w |
| 13 | Exterior Fire Separation Distance | Table 602 | | Identify required fire separation distance of exterior walls between Buildings on Plan. | greater than 30' | NR |
| 14 | Fire Walls | 705 | | Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans. | NR | NR |
| 15 | Fire Barriers | 706 | | Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans. | 2 hr between B,M occupancies | 2 hr |
| 16 | Shaft Enclosures | 707 | | Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans. | Not required less 4 stories Not required with automatic sprinkler | NR 1 story building |
| 17 | Fire Partitions | 708 | | Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans. | NR | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------------|---------------------------|---|--|--|--------------------------------------|
| 18 | Horizontal Assemblies | 711 | | Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans. | NR | NR |
| 19 | Fire Protection: Sprinkler System | 903 | | Indicate Type of Sprinkler System: <input checked="" type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited. | NR | NR |
| 20 | Alt. Fire Extinguishing System | 904 | | Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited. | NR | NR |
| 21 | Standpipe System | 905 | | Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited. | NR | NR |
| 22 | Fire Alarm & Detection Systems | 907 | | Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned) | NR | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|-----------------------------|---------------------------|---|--|--|--------------------------------------|
| 23 | Emergency Alarm System | 908 | | Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited. | NR | NR |
| 24 | Fire Department Connections | 912 | | Identify Fire Department connections in accordance with NFPA applicable standard. | NR | NR |
| 25 | Exits | 1001.1 & 2 | | Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures. | Min. 36"x6'8" indicated on plans | Indicated on plans |
| 26 | Occupant Load | 1004 & Table 1004.1.1 | | Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans. | M - 30sf /person gross B - 100sf /person gross | M - 24 B - 16 |
| 27 | Egress Width | 1005 | | Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans | Without sprinkler system 0.2" per occupant | 40 occupants = 8" |
| 28 | Accessible Means of Egress | 1007.1 | | Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans. | Accessible means of egress required | Provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|------------------------------|---------------------------|---|--|---|--------------------------------------|
| 29 | Doors, Gates, and Turnstiles | 1008 | | Means of egress doors shall meet the requirements of this section. | 32" clear width min. | 36" door = 34" clear width |
| 30 | Interior Stairs | 1009 | | Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height. | NA | NA |
| 31 | Ramps | 1010.1 | | Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height. | NA | NA |
| 32 | Common Path of Travel | 1014.3 | | Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements. | 75' max common path of travel. 150' exit access travel distance | 82' travel distance |
| 33 | Exit Doorway Arrangement | 1015 | | Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings. | B/M occupancy less 49 occupants req. 1 means of egress. Table 1016.1 - 200' | 2 provided |
| 34 | Corridor Fire Rating | 1017.1 | | Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating. | Occupant load of corridor less than 30 = Non-rated | NR |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|--------------------------------|---------------------------|---|---|--|--------------------------------------|
| 35 | Corridor Width | 1017.2 | | Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s). | 36" occupant load less than 50 | 60" |
| 36 | Dead End Corridor | 1017.3 | | Corridors shall not exceed the maximum dead end corridor length as per applicable code. | Group M - 20' Group B - 50' w/sprinkler | M - none B - 24' |
| 37 | Number of Exits and Continuity | 1019 | | Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements. | Two exits required | Two exits provided |
| 38 | Vertical Exit Enclosures | 1020 | | Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure. | Not applicable | None |
| 39 | Exit Passageways | 1021 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway. | Not applicable | None |
| 40 | Horizontal Exits | 1022 | | Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit. | Not applicable | None |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|--------------------------------|---|---|--|--|
| 41 | Exterior Exit Ramps & Stairways | 1023 | | Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways. | | None |
| 42 | Exit Discharge | 1024 | | Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge. | Discharge to grade | Exits directly to public way |
| 43 | Accessibility | 1101.1 - 1110 & ICC/A117.1(03) | | Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons. | 60% public entries, 1 accessible parking space, 1 service counter, | 100% public entries, 2 parking spaces, 1 service counter |
| 44 | Energy Conservation | 2010 NYS ECCC & IECC 2012 | | Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s). | Not required, no changes to existing building envelope | Not required, no changes to existing building envelope |
| 45 | Emergency & Standby Power | 2702.1 | | Identify emergency & Standby Power locations and specifications of the system to be provided. | Not required | Not provided |
| 46 | Smoke Control Systems | 2702.2.2 | | Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code. | Not required | Not provided |



Appendix B – Architectural Program

| No. | Topic | NYS Building Code Section | Other Code ¹ (as Stated Above) & Section | Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s) | Required Code Value ² /Allowed Code Value | Facility's Actual Value ³ |
|-----|---------------------------------|---------------------------|---|---|--|---|
| 47 | Plumbing Fixture Count | 2902.1 | | Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s). | WC- 1M, 1F; LAV- 1M, 1F 1 service sink, 1 drinking fnt. | WC- 1M, 1F; LAV- 1M, 1F 1 service sink, 1 drinking fnt |
| 48 | Available Street Water Pressure | | | Provide the available street or well water pressure. | | |
| 49 | Fire Apparatus Access Road | FC503.1 | | Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes. | within 300' of building | Existing roadways within 10' |



| | |
|---|---|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>221-223 POST ROAD WHITE PLAINS NY</u> | |
| Dwg No: <u>WP-A101</u> | Dwg Title: <u>SITE PLAN</u> |
| Scale: <u>1" = 20'-0"</u> | Date: <u>05/19/15</u> CSArch II: <u>834-1501.00</u> |





| | |
|---|---|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>221-223 POST ROAD WHITE PLAINS NY</u> | |
| Dwg No : <u>WP-A103</u> | Dwg Title: <u>CODE FLOOR PLAN</u> |
| Scale <u>1/8" = 1'-0"</u> | Date <u>05/26/15</u> CSArch II <u>834-1501.00</u> |





| | |
|---|---|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>221-223 POST ROAD WHITE PLAINS NY</u> | |
| Dwg No : <u>WP-A102</u> | Dwg Title: <u>FLOOR PLAN</u> |
| Scale <u>As indicated</u> | Date <u>05/19/15</u> CSArch II <u>834-1501 00</u> |



Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Empire State Health Solutions
Construction Schedule - White Plains Dispensary

Empire State Health Solutions – Dispensary Finishes

FLOOR FINISHES:

Carpet Tile (CPT-1) 2 x 2 commercial carpet tile Lees “The Field II” GT104, color 331 Everglades duracolor premium nylon with Antron Legacy as manufactured by Mohawk Group. Install carpet tile in brick ashlar pattern using Mohawk “Flexlok” adhesive tabs for modular carpet.

Ceramic Tile (RR floors) 2” X 2” pure white matte finish

- Floor Grout – Charcoal Gray

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Urban Patina, color Boulevard, 7” x 48” wood look finish luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Vestibule and Waiting areas)

Luxury Vinyl Tile (LVT) Commercial grade, click-in floating, “Clic-Step” style Hardscape, color 866 Underground, 12” x 24” stone-look luxury vinyl tile w/ 20 mil finish as manufactured by Mohawk Group (Pharmacy and Secured Dispensing areas).

BASE:

1. Vinyl 6” high vinyl, MW-XX-F6 Millwork Wallbase, style “Reveal” as manufactured by Johnsonite, color to be selected by Tenant
Provide vinyl quarter round shoe where installed above hardwood floor.

WALLS:

1. Ceramic Tile CT-2: 3” X 6” Subway tile in “Bright Snow White”
CT-3 (decorative border): “Bright Snow White”

- Wall Grout - White

2. Door Frames Paint type, color and finish to be specified by Tenant.

3. Wall Paint Paint type, color and finish to be specified by Tenant.

4. Exterior Metal 1 prime coat and 2 coats as specified below.

CEILINGS:

1. Paint (as applicable): Wall Color- Sherwin Williams - Aesthetic White

2. Suspended Acoustic Ceiling Acoustic Tile Second Look-II-2767 Cortega, 2-0 x 4-0 x 3/4” - 15/16” Beveled Tegular lay in as manufactured by Armstrong Suspension System Snap-Grid, exposed grid system with factory baked, white enamel finish as manufactured by Chicago metallic or equal Hangers No 12 gauge galvanized wire.

Empire State Health Solutions – Dispensary Finishes

WINDOW TREATMENT:

1. Blinds Top-down, Bottom-up single honeycomb pleated shades “White” Manufactured by Custom Brands Group, a division of Hunter Douglas or equal, on windows in waiting area, color to be selected by Tenant.
2. Counter Doors Provide manually push-up operated, powder coated aluminum (alt. anodized aluminum) rolling counter doors 652 series, with cylinder lock for pharmacy as manufactured by Overhead Door Company or equal.

MILLWORK:

1. Flush Panel Doors walnut brown finish, finished all six (6) sides with one (1) coat sanding sealer and two (2) coat clear finish.
2. Cabinets: Flush overlay cabinet construction w/ melamine carcass and plastic laminate finish as specified and plain sawn veneered doors solid wood drawers finished with 1 coat sanding sealer and two (2) coats catalyzed polyurethane.
3. Plastic Laminate P-Lam-1 for vertical surfaces shall be Countertop Grade Laminate bonded to ¾” inch minimum thickness, core material, lined with a balancing sheet and meeting AWI “Custom” Grade construction.

Laminate for vertical surfaces for Security/Reception and Pharmacy, Secured Dispensing and Break room is to be Wilsonart walnut brown 7909-60 (matte finish).

P-Lam countertops in Security/Reception, Pharmacy, Secured Dispensing, Bathrooms, Break room, to be Formica Olivine Mineral 3447-RD (radiance finish).

P-Lam-3 for cabinets in Bathrooms is to be Wilsonart White Sand D403-60 Matte Finish.

PAINT INTERIOR:

All interior wall paint shall be in egg-shell finish, all painting trim and millwork shall be painted in a satin finish.

Wall Color- Sherwin Williams - Aesthetic White
Door and window trim - Benjamin Moore - Dove White
Bathrooms – Benjamin Moore - Desert Green
Accent Color – Benjamin Moore - Great Barrington Green

Empire State Health Solutions – Dispensary Finishes

ENTRY DOOR FRAMES:

Aluminum entrance doors and frames to be anodized bronze

NOTES:

1. Provide underlayment as required for finish material to be installed.
2. Provide transition strips between dissimilar materials.
3. Signage: Provide and install:
 - a. Room signs meeting accessibility standards for each room or door in Tenant space.
 - b. Illuminated exit signs and exit sign as directed by Fire Marshall.
 - c. Empire State Health Solutions identity exterior building signage as allowed by municipal code.
 - d. Accessible parking signs as applicable.
 - e. “Employees Only” (unless emergency exit) on secured dispensing access door and “Deliveries Only” on rear exterior doors as applicable.

THOMAS M. ROACH
MAYOR



DEPARTMENT OF BUILDING
70 Church Street, White Plains, New York 10601
Phone: (914) 422 - 1269 * Fax: (914) 422 - 1471

Damon A. Amadio, P.E.
Commissioner

Kevin M. Hodapp, P.E.
Deputy Commissioner

June 1, 2015

Mr. Michael Newell
Empire State Health Solutions
1226 State Rt 147
West Charlton NY 12010

Dear Mr. Newell

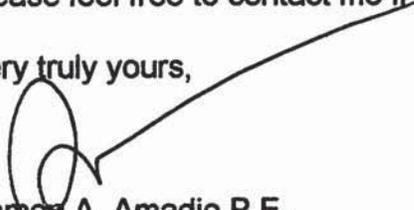
In response to your inquiry regarding the sale of Medical Cannabis in the City of White Plains, we have compared your proposed business model with relevant sections of the City of White Plains Zoning Ordinance and offer the following for your consideration.

Based on the information provided, the proposed business is a pharmacy that dispenses various forms of Medical Cannabis to customers that have a prescription from a licensed medical professional and are registered by the State of New York. The proposed facility, which will be approximately 2,000 to 3,000 square feet in size, will be staffed with full time licensed pharmacists and pharmacy technicians. In addition, the arrangement and operation of the space will conform to applicable state regulations.

Under current zoning regulations the operation, as proposed, is considered a business "Use" (stores for sales at retail) and is a permitted principal "Use" in all business zones as well as the UR-4 (Urban Renewal) and Light Industrial (LI) zoning districts.

Please feel free to contact me if you have any questions regarding this matter.

Very truly yours,


Damon A. Amadio P.E.
Building Commissioner

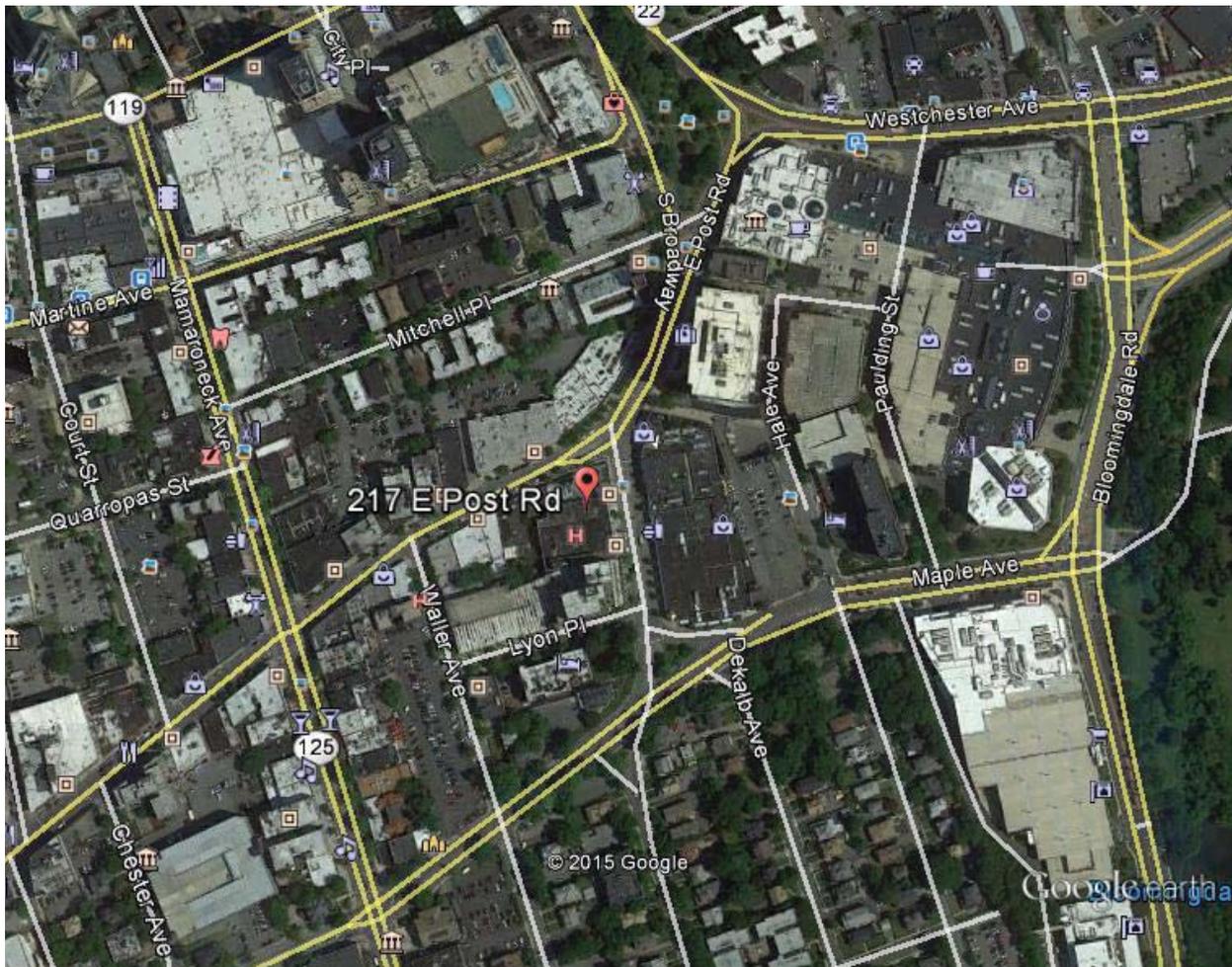
"THE BIRTHPLACE OF THE STATE OF NEW YORK"

<http://www.cityofwhiteplains.com>

Informational and Crime Report for
Empire State Health Solutions
White Plains – Dispensary

217 – 219 East Post Road
White Plains, NY 10601

The proposed site for the dispensary facility is shown as:



The site is a retail center location near a retail business center.

White Plains is a city in Westchester County, New York. It is the county seat and commercial hub of Westchester, an affluent suburban county that is home to almost one million people, just north of New York City. White Plains is located in south-central Westchester, with its downtown about 7 miles (11 km) east of the Hudson River and 7 miles (11 km) northwest of the Long Island Sound. It is bordered to the north by the town of North Castle, to the north and east by the town/village of Harrison, to the south by the town/village of Scarsdale, and to the west by the town of Greenburgh.

As of 2013, the city's total population was estimated to be 57,866, up from 56,853 at the 2010 census. According to the city government, the daytime weekday population is estimated at 250,000. The city was ranked third in the top 10 places to live in New York for 2014, according to several online realtor sites.

indicator of the importance of small business in the City as well, and of a healthy and diversified economic base.

Among the industry sectors, the wholesale trade sector had the highest sales (\$3.3 billion); followed by retail trade (\$2.0 billion); professional, scientific, and technical services (\$1.2 billion); and health care (\$1.0 billion).

Since 1960, White Plains has evolved into a prominent regional office center which now boasts over 10.8 million square feet of commercial office space. Based on its central location, transportation accessibility, and high quality of life, White Plains is home to many major corporations and government offices and is a center for not-for-profit organizations. Approximately 60 percent of this space is located in the Central Business District, which has an inventory of over 6.3 million square feet of commercial office space.

White Plains is ranked fifth in the state in annual retail sales volume – retail trade earns more than \$2 billion in sales annually. The City boasts an astounding retail sales per capita figure of \$35,120 (more than double that of the County and three times that of the State). The City is a leading retail center for Westchester, Putnam, and Rockland Counties, in addition to Fairfield County, Connecticut. The City's approximately 1,000 retail establishments occupy over 4 million square feet of retail space.

Among the leading retailers located in the City are Bloomingdales, Macy's, Neiman Marcus, Nordstrom, Nordstrom Rack, Target, Sears Roebuck & Company, Burlington Coat Factory and Walmart. The Westchester, a major up-scale mall, contains many high-end retailers with Nordstrom and Neiman Marcus Stores serving as its anchors. The City's retail market has remained strong, as occupancy rates are high both in the malls and on Mamaroneck Avenue, the main downtown shopping area.

There are three major not-for-profit health care institutions in the City – Burke Rehabilitation Hospital, New York Presbyterian Hospital, and White Plains Hospital Center (WPHC). Established in 1952 and located on 65 acres near downtown White Plains, the Burke Rehabilitation Hospital is a 150-bed, multi-service rehabilitation center that serves the region. The New York Presbyterian Hospital's Westchester Division, located on a 233-acre tract southwest of the central business district, is a 325-bed, voluntary psychiatric institution which also conducts teaching and research programs. WPHC, a 301-bed general hospital, is located on Post Road on the southern side of the central business district.

Real Estate Prices and Overview

The median home value in White Plains is \$495,300. White Plains home values have gone up 1.8% over the past year and Zillow predicts they will fall -0.5% within the next year. The median rent price in White Plains is \$2,465, which is lower than the New York Metro median of \$2,500.

Foreclosures will be a factor impacting home values in the next several years. In White Plains 0.8 homes are foreclosed (per 10,000). This is lower than the New York Metro value of 2.2 and also lower than the national value of 3.9

The percent of delinquent mortgages in White Plains is 12.7%, which is higher than the national value of 6.3%. With U.S. home values having fallen by more than 20% nationally from their peak in 2007 until their trough in late 2011, many homeowners are now underwater on their mortgages, meaning they owe more than their home is worth. The percent of White Plains homeowners underwater on their mortgage is 9.6%, which is lower than New York Metro at 13.1%.

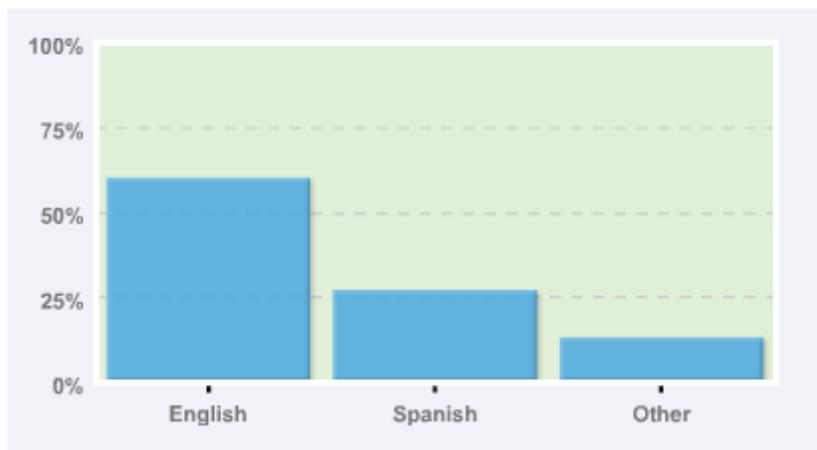
Income Levels

The median income for a household in the city is approximately \$74,254[4], 28 percent higher than the State median (\$57,863), but 9 percent lower than that of the County (\$81,093). The per capita income for the city was \$46,529. About 9.3 percent of persons have incomes below the poverty line in 2012, much lower than the State rate (14.3 percent). The City's population is highly educated, with 46 percent college graduates, well above the statewide average (33 percent). Finally, the median value for owner-occupied homes in the City of White Plains is \$515,000, 74 percent higher than that of the State (\$295,000).

Languages

In White Plains 61% of the people speak English and 27% of people speak Spanish.

Languages Spoken



Commute Transportation

The Cross-Westchester Expressway, or I-287, runs east to Rye where it meets I-95, the major route along the East Coast, and west across the Hudson River via the Tappan Zee Bridge, linking White Plains to Rockland County, points upstate, and parts of northern New Jersey. Current highway works include pedestrian walkways over the highway, an extra lane on either side, and on/off ramps to help motor traffic and pedestrians. Vegetation removals have upset some in the community but it is reported that the area will be fixed and trees will be replanted when work on the highway comes to an end.[48] The Bronx River Parkway, which runs north-south through White Plains, provides access to New York City and areas in northern Westchester, such as Chappaqua and Yorktown Heights.

Westchester County Airport is located in Harrison, about 7 miles (11 km) northeast of Downtown White Plains. Often the airlines and traveling public refer to Westchester County Airport as "White Plains." It serves as a minor hub for JetBlue Airways, which offer regularly scheduled flights to several destinations in Florida. In addition, JetBlue began service from Westchester to Nassau, Bahamas in November 2011. Many people instead opt to fly out of one of New York City's three major airports, two of which are located within an hour's drive of White Plains.

Two Metro-North Railroad stations – the White Plains station, located downtown at Main Street and the Bronx River, and the North White Plains station, provide daily train service to Grand Central Terminal in Midtown Manhattan. Both stations are on the Harlem Line.

Bee Line is Westchester County's public bus system and several routes pass through White Plains offering local service to many surrounding communities. A few routes serve the Bronx and connect with the New York City subway. The main Bee Line hub in White Plains is the Trans-Center, adjacent to the Metro-North station. Other regional bus services that serve White Plains include the Tappan ZExpress to Rockland County; Leprechaun Lines to Poughkeepsie; CT Transit's I-Bus to Stamford, Connecticut; as well as Greyhound, Trailways and Coach USA service to upstate New York and Long Island.

Crime Analysis

A detailed crime report was conducted on White Plains, NY. The following represents recent criminal rate activity.

Reported Annual Crime In White Plains

| Statistic | Reported incidents | White Plains /100k people | New York /100k people | National /100k people |
|-------------|--------------------|---------------------------|-----------------------|-----------------------|
| Total crime | 1,310 | 2,276 | 2,219 | 3,099 |

| Statistic | Reported incidents | White Plains /100k people | New York /100k people | National /100k people |
|----------------|--------------------|---------------------------|-----------------------|-----------------------|
| Murder | 1 | 2 | 3 | 5 |
| Rape | 3 | 5 | 17 | 25 |
| Robbery | 28 | 49 | 139 | 109 |
| Assault | 46 | 80 | 235 | 229 |
| Violent crime | 78 | 136 | 394 | 368 |
| Burglary | 77 | 134 | 287 | 610 |
| Theft | 1,134 | 1,970 | 1,459 | 1,899 |
| Vehicle theft | 21 | 36 | 79 | 221 |
| Property crime | 1,232 | 2,140 | 1,825 | 2,731 |

A comprehensive overview of any and all yearly reported crimes in White Plains, NY is shown in the table above. In order to provide more clarity, the total number of crimes is shown as well as the amount of crimes committed per 100,000 people. The crimes indicated in the table are separated into two different categories. These categories are property crimes and violent crimes. According to the table, the overall crime rate is 2% higher than the average of crimes committed in New York. It is also 26% lower than the national average. When it comes to violent crimes, White Plains, NY shows a crime rate that is 65% lower than the New York average. The crime rate is also 63% lower than the national average. When it comes to property crimes, White Plains, NY is shown to be 17% higher than the New York average and 21% lower than the national average.

The overall crime rate in White Plains is 26% lower than than the national average. For every 100,000 people, there are 6.24 daily crimes that occur in White Plains. White Plains is safer than 58% of the cities in the United States. In White Plains you have a 1 in 44 chance of becoming a victim of any crime. The number of total year over year crimes in White Plains has decreased by 11%.

Daily Crime In White Plains (per 100,000 people)



The graph above illustrates the number of daily crimes in White Plains, NY per 100,000 people. For comparison purposes, the number of daily crimes is also reported for New York and on a national level. In White Plains, NY the total number of daily crimes is 1.03 times more than than the New York average and 1.36 times less than than the national average. The number of daily violent crimes in White Plains, NY is 2.91 times less than than the New York average and 2.71 times less than than the national average. With regards to property crimes, White Plains, NY has a daily crime rate that is 1.17 times more than than the New York average and 1.28 times less than than the national average.

White Plains, NY has been ranked safer than 44% of other cities in the state of New York. In addition, White Plains, NY is safer than 58% of cities in the entire United States. To achieve these results, all New York and United States cities were analyzed to determine how many locations had a lower crime rate than White Plains, NY. By studying this data, it was possible to determine that White Plains, NY is above average in safety when compared with other United States cities.

Attachment A



Attachment A

Identification of all real property, buildings, facilities that will be used in manufacturing and dispensing activities.

Strategic Overview:

ESHS is implementing a strategy to own its manufacturing facilities and lease its dispensary locations. This structure is built on the principle of owning strategic facilities that are difficult to relocate, require the most significant capital expense, employ the most people, have specialized infrastructure requirements and require large land parcels. The capital cost for our standard full scale manufacturing facility is about \$10M, whereas the capital cost for a typical dispensary site is about \$405,000. As markets, demand, patient population and legislation change over time there is significant value in maximizing flexibility within the dispensary portfolio. We have achieved this through the length of lease terms, securing renewal and termination options and selecting sites in high demand areas that would be attractive properties to sublease.

In the pre-license process our only contingency in all five property purchase or rental agreements is receiving a license to manufacture and distribute medical marijuana in the State of New York. Long-term lease terms have been mutually agreed to for four dispensary locations and there are Options to Lease and termination options built into agreements in tertiary markets that may not immediately support multiple dispensary locations. This gives both ESHS and the Department of Health flexibility so that the final dispensary locations opened by all five licensees are disbursed throughout the state without risk of over saturation in a particular market and under serving another.

Property Overview:

Empire State Health Solutions (“ESHS”) has identified, qualified and secured a manufacturing facility and four dispensary locations in non-neighborhood counties positioned to serve the largest number of patients possible. Although we are very confident in our sites that have been secured to date, we have identified and qualified several alternative dispensary locations throughout the state and multiple sites in preferred markets as a contingency plan. This allows us to maximize flexibility and speed to market if there are any unforeseen and uncontrolled issues that would enact force majeure, thus giving ESHS a right to terminate its lease agreement and secure a different site. These sites have not been included in this application as requested by the

Attachment A

department; however, given our extensive experience in the rapid implementation of dispensaries in well-regulated markets, we feel these contingencies are vital to a viable, timely distribution system.

A team of over 30 commercial real estate professionals were assembled and engaged throughout the state to create a strategic plan that is positioned for growth and adaptability to patient demands and market conditions. The expertise on the exclusive team covered brokerage, project management, architecture, construction, interior design, law, property management and engineering (mechanical, electrical, structural and civil). No person or sub-team worked with or represented any other applicants.

Manufacturing Facility:

Our Facility Introduction Video

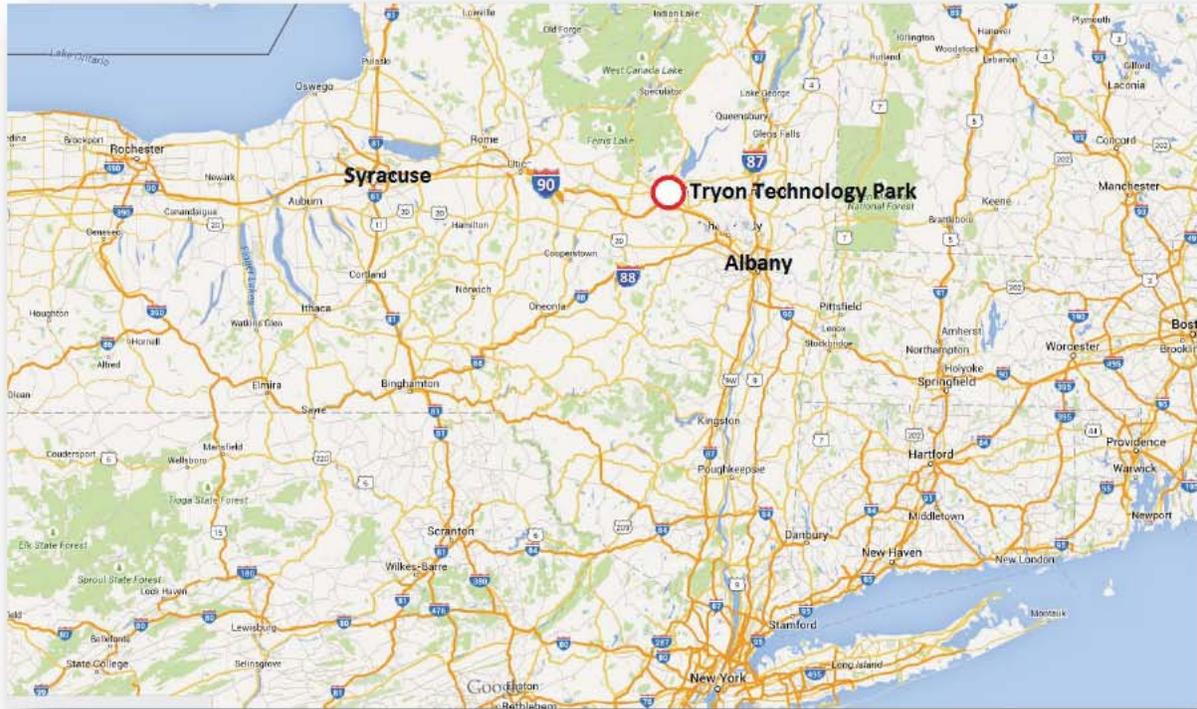


Figure 1: Tryon Technology Park is located in Perth NY, a prime, central location with access to multiple interstate highways



Figure 2: The former Tryon Residence, soon to become the Tryon Technology Park

Attachment A

The manufacturing facility is in the Town of Perth in Fulton County and currently leased by ESHS. There is a fully executed Letter of Intent to purchase the property at a set price upon receipt of a license. The property is currently vacant; it was formally the Tryon Correctional Facility, a co-ed juvenile detention center built

in 1966 and closed in 2010.

The Tryon Technology Park and Incubator Center is a 515-acre wooded park that was entrusted to the Fulton County Industrial Development Agency with a mandate to oversee the redevelopment of the property to create industrial and commercial jobs and promote new investment in the Mohawk Valley. It contains 240+/- acres of shovel-ready sites between Exits 27 and 28 of I-90, centrally located

between Global Foundries to the east, Nano Utica to the west, and the College of Nanoscale Science and Engineering to the south. Tryon, which spans the Towns of Perth and Johnstown, is one of eleven New York State facilities shut down as a part of the plan to consolidate state government services. There are currently eight shovel-ready sites on the Tryon property ranging



Figure 3: Another existing structure that will be used by ESHS for phase 1 production



Figure 4: Existing structures that will be used by ESHS for phase 1 and beyond that by Vireo Vaporizer Company

from 16 to 70 acres, and four more future development sites ranging from 27 to 62 acres. The site has three phase 480 volt 200 AMP power, high speed internet and phone provided by Frontier Communications, and public services for water, sewage and natural gas. New utility services were brought to the property in 2014 and a road maintained by Fulton County brings easy year

round access into the property.

Though the Fulton County IDA has a standard PILOT that they offer in their business parks, ESHS has elected to forego any incentives for moving into the Tryon Technology Park. This fits in to the company's philosophy of providing immediate economic benefits to the communities where we are located. The company is the first tenant in Tryon Technology Park, and has room to expand in areas adjacent to our current property. ESHS is focused on the most rapid access to medications possible for our patients while maintaining strict cultivation and pharmaceutical operational principles for quality and safety. This has led to our three-phased facility plan for the manufacturing facility to maximize speed to market and increase production volume in an expedited timeframe. Funding for the refurbishment and new construction will be provided by Vireo Health with financing provided by Stearns Bank. A summary of the three phases is described below and a site plan showing each phase is included at the end of this section.

Phase I:

ESHS is refurbishing and will use an existing 20,000 square foot single story building constructed of concrete block with a pitched metal roof on a 19.899 acre parcel for its initial growing, processing and laboratory operations. The property assessment and planning of the refurbishment is complete. We have a Phase I Environmental Report, Asbestos Report, ALTA Survey, Topographic Survey and the civil engineering work for Phase III is underway. The facility will be operational and ready to begin production in July 2015 if awarded a manufacturing registration by the state of New York.

Phase II:

The second phase is the construction of 19,152 square foot (84' X 228') custom built greenhouse that has been purchased and is being manufactured now by Westbrook Greenhouse Systems; installation of the greenhouse is planned for August 2015. Phase I and II will have backup electricity provided by a natural gas powered generator.

Phase III:

The final planned phase will be completed in the third quarter of 2016 and consist of a 58,000 square foot precast concrete and steel building for processing, manufacturing and laboratory and a 114,912 square feet greenhouse comprised of six ranges measuring 84' x 228'. The entire facility will have contingency electricity provided by a diesel generator. Upon completion of Phase III the Phase I structure will be converted to a manufacturing facility for Vireo Vaporizer Company, the producer of medically meaningful American-made vaporizers. All cannabis derived medication production, quality control and laboratory functions will be conducted in the Phase III facility.

Community Impact and Support:

With a population of just over 55,000 people Fulton County presents an opportunity to bring new jobs with living-wages to a semi-rural area a one hour drive northwest of Albany. The decision to locate the ESHS manufacturing facility and Vireo Vaporizer at the Tryon site fits well with the county, town, and IDA vision for planned park. The Fulton County Board of Supervisors hired Development Concepts Group Corplan to conduct a targeted industry analysis to identify specific industry clusters that are best suited to locate him Tryon Park. The analysis determined that biomedical research and development would be the best use of the property. County and town officials have provided unanimous support and believe that the ESHS business fits well with their plans to procure and establish biomedical and pharmaceutical businesses in the park. The location of the ESHS manufacturing facility at Tryon on also fits well with the governor's vision for finding ways to reuse closed state facilities.

Fulton County, and neighboring Montgomery County, typically have an unemployment rate which is much higher than the counties located in the Capital Region and greater Hudson Valley. Currently Fulton and Montgomery County have an unemployment rate of 7.4%; the union jobs created by the ESHS manufacturing facility will have a significant economic impact on the area. In addition, creating laboratory, cultivating, security, and manufacturing jobs at the site will help the county reach its goals of increasing the county population, creating more jobs for local college students, and boosting the consumer and commercial spending in the county.

ESHS will create 40 to 50 new jobs by January of 2016. In the short term we expect to create upwards of 75 to 100 jobs at the site. These will be good paying union jobs, as our workers are already unionized under the United Farm and Commercial Workers International. In addition to

living wages, we will be providing medical benefits, retirement benefits, and tuition benefits which in some cases will be used to enhance our partnership with Fulton-Montgomery Community College (“FMCC”).

The company has developed an excellent partnership with the Fulton County Board of Supervisors, the Perth town board and the Fulton County IDA. These three government agencies have been very supportive as we have developed our plan for the property. In addition, and because of our relationship with these entities, we have developed an exciting working relationship with the FMCC, and President Dustin Swanger.

Working with President Swanger we have identified a number of areas where we can partner to benefit students and the community:

1. For students that meet the legal requirements required by the New York State Medical Marijuana Regulations, we can provide internships and real work experiences in horticulture, laboratory testing, research, manufacturing, and business.
2. Nearby SUNY Cobleskill has an associate’s degree in horticulture, something that is not available at FMCC. Our Head Horticulturist has worked extensively with the faculty at SUNY Cobleskill, and a dual focus allows our employees and others to take plant science courses at Cobleskill and business courses at FMCC to receive an associate's degree in Horticulture. Cobleskill and FMCC already have a partnership in Business Administration.
3. Amsterdam, in nearby Montgomery County has a large minority population, and we would like to work together to recruit a diverse workforce into our company and into the student body at FMCC. Providing tuition benefits to our employees could be the incentive needed to help them attend FMCC.
4. President Swanger and ESHS has agreed to work through Start-Up New York to establish Vireo Vaporizer at the manufacturing site, which is eligible for Start-Up New York through FMCC.

5. Because of our leadership's experience in startups and working in startup incubators, we are looking to work with President Swanger to develop an incubator program for Fulton and Montgomery counties, through FMCC.

Dispensary Sites:

To identify the best dispensary locations we engaged eight separate real estate brokerage teams at CBRE at its affiliates throughout the state that specialize in retail and medical office properties. Supporting the broker teams are two commercial real estate veterans with over 65 years of combined experience serving as senior advisors and based in Albany and Manhattan, respectively. The broker teams are located in the Albany area, Binghamton area, Syracuse, Buffalo, Rochester, Westchester County, Manhattan and the Outer Boroughs. Proximity to mass transit and major thoroughfares in diverse areas with significant populations were important search parameters. All of the dispensary sites are over 1000' from any school, daycare or house of worship. In New York City (Queens) there is no school, daycare or house of worship on the same street or avenue within 1000'. Each location is handicap accessible with modern building systems and included herein are signed leases, property descriptions, site plans, space plans, security specifications, construction timelines and Appendix B with all required details for the four preferred locations. ESHS will take possession of each property in "vanilla shell" condition. The construction period to build out each dispensary is 8-12 weeks; this range reflects the inconsistent turnaround time of a building permit from one municipality to the next. The average build out cost is about \$90/SF using high end clinical finishes and with FF&E, security, IT equipment and a 11KW natural gas powered generator the average initial cost is about \$135/SF. Internet service is wired to each dispensary and the service is provided by Time Warner in Upstate, Optimum in Westchester County and both AT&T and Verizon in Queens. Two of the four dispensary sites have leases that will commence August 1, 2015, the other two have a commencement date of October 1, 2015; two dispensaries will be completed and operational by November 2015 and four will be open in December 2015. ESHS has a standard set of finishes to create consistent branding at each site, a defined scope for the security system, redundant power sources, a furniture standard and all IT and point of sale equipment selected. Funding for the build out of the dispensaries is a combination of leasehold improvement allowances provided by Landlords and capital from Vireo Health with all financing provided by Stearns Bank.

Below is a summary of each of the secured dispensary sites:

Service Area: Capital Region

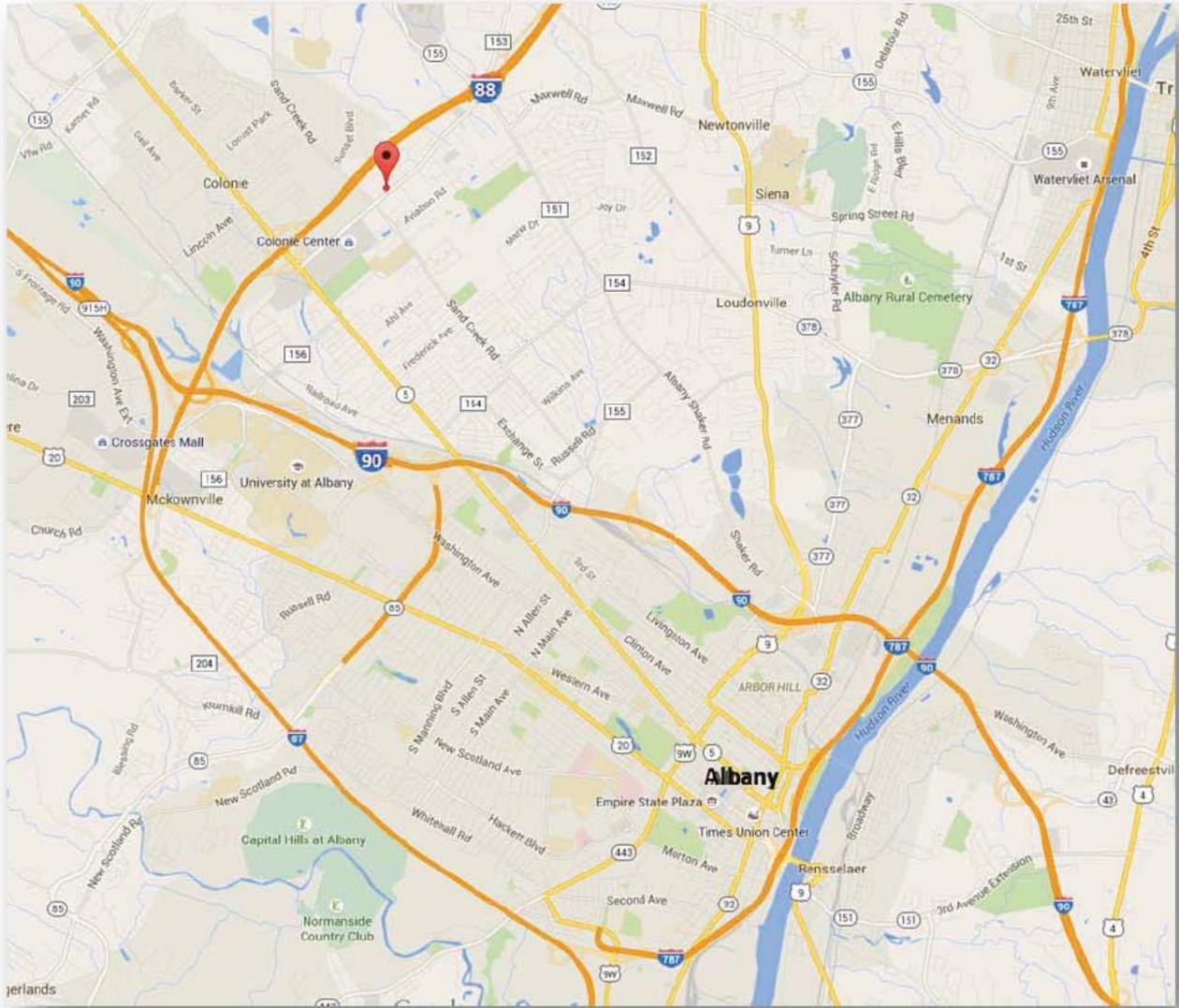


Figure 5: 110 Wolf Rd Colonie NY



Figure 6: 110 Wolf Road, Colonie, NY

Property Overview:

This dispensary site is in the Village of Colonie, adjacent to Albany, located on the busiest retail and business corridor in the Capital Region off I-87 (the Adirondack Northway) at the Central Avenue exit and approximately one mile north of I-90. The end cap suite is

comprised of 3,992 square feet of rentable space and will have be the Upstate office for ESHS in addition to the area’s dispensary. There are eight reserved parking spaces and has ADA compliant access. As part of the build out of the space ESHS will add two ADA compliant restrooms for patients in addition to the standard dispensary operation and office space.

Lease Terms:

- Property Address: 110 Wolf Road, Colonie, NY
- Rentable Area: 3,992 SF
- Lease Commencement Date: October 1, 2015
- Rent Commencement Date: January 1, 2016
- Occupancy Date: January 1, 2105
- Length of Lease Term: 60 months
- Renewal Options: Yes
- Termination Options: None
- Base Rent (SF): \$21.50
- Operating Expenses, RE Taxes, CAM (SF): \$5.00

Service Area: *Westchester County*



Figure 7: 221-223 Post Road, White Plains NY

Property Overview:

The property selected sits in downtown White Plains just off of I-287 and in close proximity to the main train station. It sits across the street from The Westchester Pavilion in a highly assessable retail trade area and is currently vacant and ready for immediate occupancy. The dispensary site is comprised of 2,500 square feet of rentable space, plus a 2,500 square foot unfinished basement and has ADA compliant restrooms. There is a municipal parking garage parking adjacent to the property and street parking in front. Over 40,000 people live within one mile of the property.

Lease Terms:

- Property Address: 221-223 E. Post Road, White Plains, NY
- Rentable Area: 2,500 SF
- Lease Commencement Date: August 1, 2015
- Rent Commencement Date: November 1, 2015
- Occupancy Date: November 1, 2015
- Length of Lease Term: 60 months

- Renewal Options: Yes
- Termination Options: None
- Base Rent (SF): \$36.00
- Operating Expenses, RE Taxes, CAM (SF): \$9.50

Service Area: NYC - Outer Boroughs

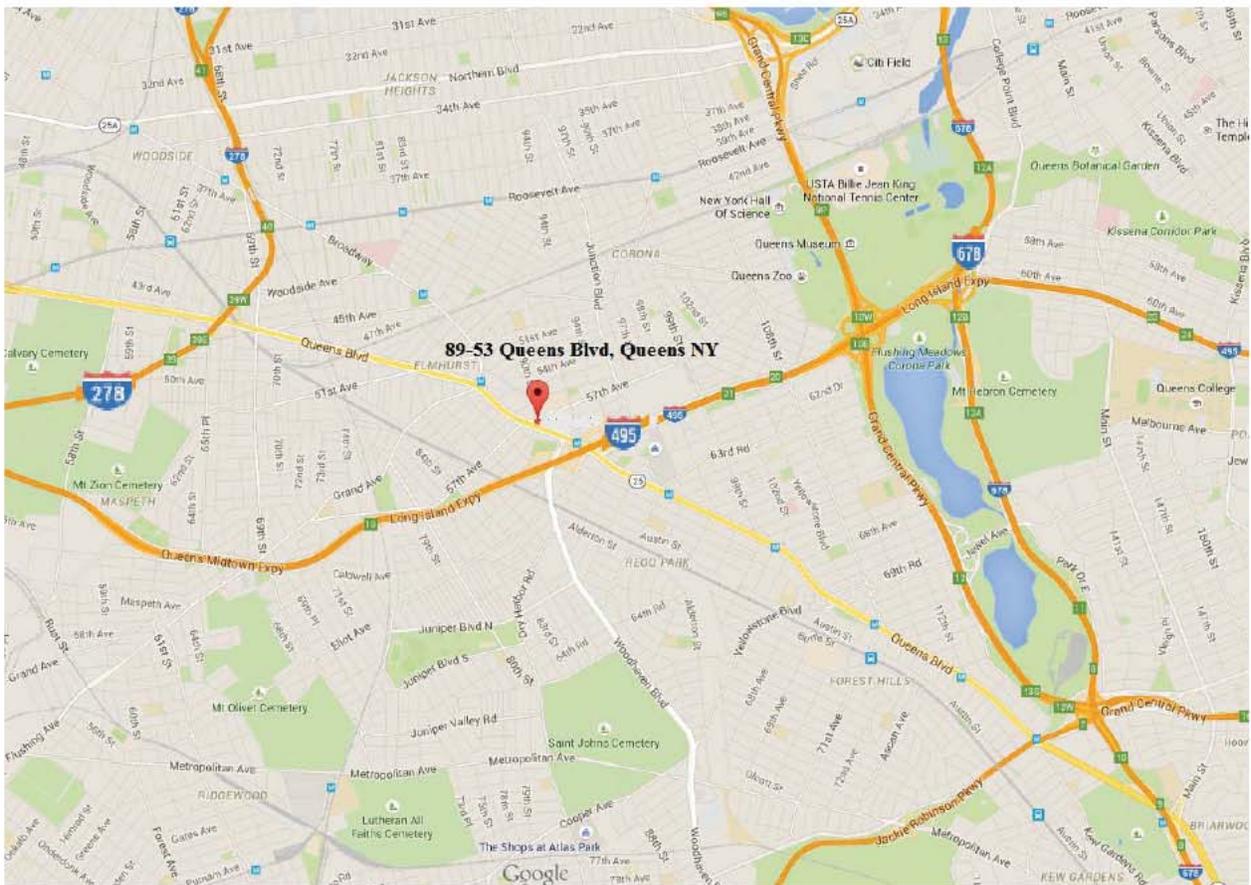


Figure 8: 89-53 Queens Boulevard, Elmhurst, Queens, NY



Figure 9: 89-53 Queens Boulevard, Elmhurst, Queens, NY

Property Overview:

The rentable area in this free standing building is 3,300 square feet. It was built in 1995, is ADA accessible sits

next to the highest traffic shopping mall, Queens Center Mall, in New York City. It is on the major thoroughfare Queens Blvd and two blocks off of the Long Island Express Way. The property is between the Grand Avenue-Newtown and Woodhaven Boulevard subway stations serving the M and R trains with a combined annual ridership of about 13 million people. This is a very diverse area ethnically, economically and by age group. There are about 200,000 residents within one mile and 570,000 within two miles of this property.

Lease Terms:

- Property Address: 89-53 Queens Boulevard, Elmhurst, Queens, NY
- Rentable Area: 3,300 SF
- Lease Commencement Date: October 1, 2015
- Rent Commencement Date: December 15, 2015
- Occupancy Date: December 15, 2015
- Length of Lease Term: 120 months
- Renewal Options: Yes
- Termination Options: Yes, at 84 months
- Base Rent (SF): \$100.00
- Operating Expenses, RE Taxes, CAM (SF): \$30.42

Service Area: Binghamton Area

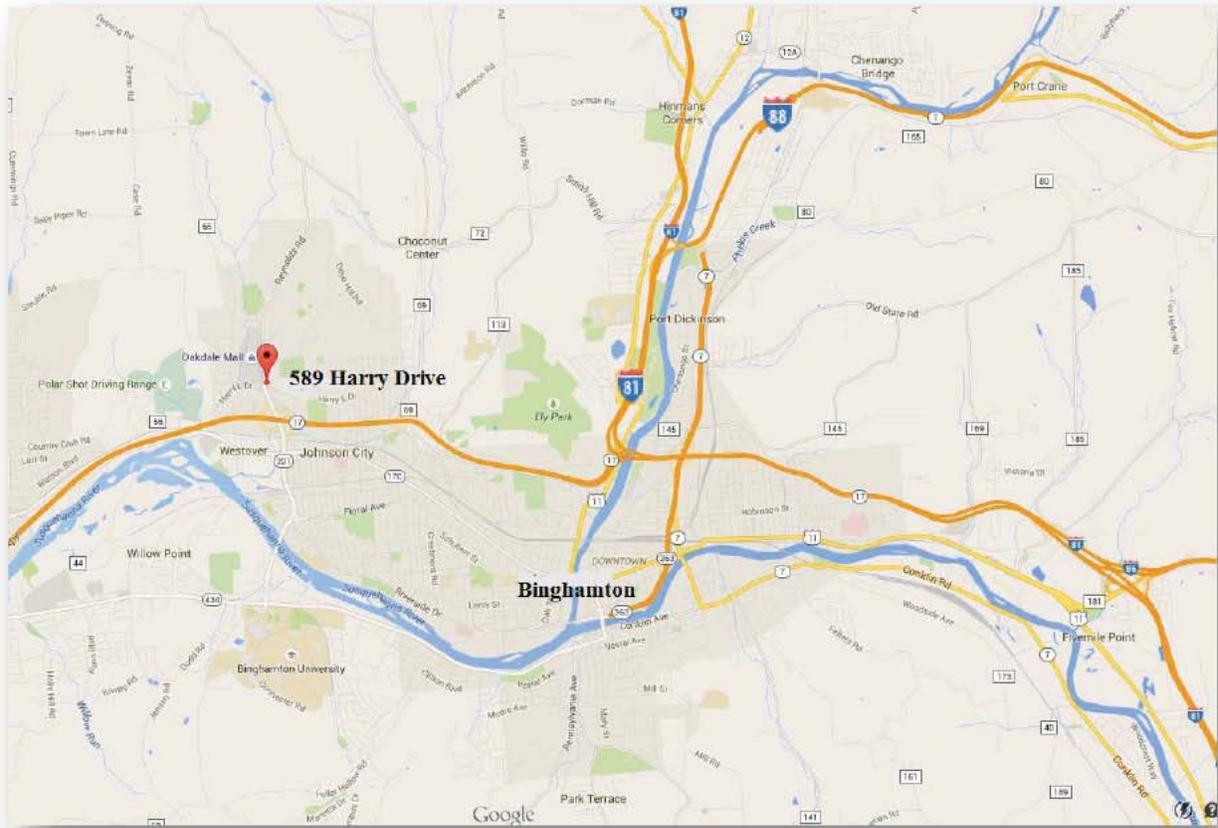


Figure 10: 589 Harry Drive, Johnson City, NY

Property Overview:



Figure 11: 589 Harry L Drive, Johnson City, NY

The dispensary site in the Binghamton Area is multi-tenant building on Harry L Drive at the highest traffic intersection in the region seeing an average of 54,000 cars per day. Surrounded by national retailers, major grocery store chains and in close proximity to the UHS hospital system this location is highly accessible and conveniently located. The premise is currently vacant allowing for immediate occupancy. The co-tenants in the building are Apple Vacation and Papa John's Pizza, neither of which have significant customer traffic and thus giving our patients access to 22 surface parking spots on site. There are two existing ADA restrooms and the square end cap premises allows for an efficient and secure build out.

Lease Terms:

- Property Address: 589 Harry L Drive, Johnson City, NY
- Rentable Area: 2,000 SF

- Lease Commencement Date: August 1, 2015
- Rent Commencement Date: November, 1, 2015
- Occupancy Date: November 1, 2015
- Length of Lease Term: 60 months
- Renewal Options: Yes
- Termination Options: No
- Base Rent (SF): \$16.00
- Operating Expenses, RE Taxes, CAM (SF): \$4.75

Conclusion: The Empire State Health Solution Difference

ESHS is very confident in its robust real estate plan that includes these 4 dispensary sites and the purchase of our manufacturing facility and adjacent land. We are excited that this plan has come together with our sizeable real estate team, allowing us to stay on track with our goal of having medications ready for patients as early as November of 2015.

Attachment B



Attachment B

Empire State Health Solutions has attached a comprehensive list of items necessary for our pharmaceutical manufacturing and distribution process. This is based on our direct experience in the production of cannabis-derived medication and the implementation of these systems in a compressed timeline. Our initial equipment requirements have been broken down into multiple spreadsheets within the following categories:

Page 1: Horticulture Equipment (compiled by Vireo Health cultivation team, ESHS horticulture team)

Page 4: Laboratory Equipment (compiled by scientific director, COO, lab director, quality director)

Page 7: Manufacturing Equipment (compiled by COO, Director of Ops, Head Manufacturing Engineer)

Page 9: Packaging Equipment (compiled by COO Manufacturing Engineer)

Page 11: Dispensary Equipment (compiled by Chief Medical Officer, Head Pharmacist, Chief Technology Officer)

Page 12: Facility Equipment (compiled by Head Manufacturing Engineer, Chief Science Officer, Head Horticulturist)

Page 13: IT Infrastructure Equipment (compiled by Chief Technology Officer, Head Pharmacist, CMO Chief Security Officer, Chief Financial Officer)

Page 15: Security Equipment (compiled by Chief Security Officer, Chief Technology Officer)

Page 19: Odor Mitigation System

Page 25: Individual Equipment Specification Sheets

We have also opted to attach our specification sheets for this equipment at the end of this attachment for additional information given the request for as much detail as possible.

Due to the nature of our organization and our inclination to undertake frequent Kaizen and continuous improvement, we do reserve the right to make some changes to this equipment. As with any startup, new ways to optimize our production process are common and often require small modifications to this comprehensive equipment list. We invite any questions regarding specifics on our equipment selection process.

Please see the following equipment lists:

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Attachment C



Attachment C – Real Estate Leases and Bond

Empire State Health Solutions has attached all applicable agreements as indicated. The following section demonstrates that ESHS has identified, qualified and secured its manufacturing facility and four dispensary locations disbursed throughout the State of New York in non-neighboring counties. Additionally, we also secured and posted a \$2 million bond to further establish our commitment in obtaining status as a Registered Organization with the State of New York.

Please find the following documents:

| | |
|-------------|---|
| Page 1-8 | Albany Area |
| Pages 9-39 | Binghamton Area |
| Page 40-65 | Queens |
| Pages 66-72 | White Plains |
| Pages 73-84 | Tryon Production and Manufacturing Facility |
| Pages 85-86 | Bond Issued - Obligee New York State Department of Health |

OPTION TO LEASE REAL PROPERTY

This OPTION TO LEASE ("Agreement") is made effective as of June 1, 2015 (the "Effective Date"), by and between, Willard T. Anderson Properties, ~~a New York corporation~~ ST ("Landlord") and Empire State Health Solutions, LLC, a New York limited liability company ("Tenant").

1. **Option.** Landlord hereby grants to Tenant an exclusive, first-priority option to lease from Landlord certain premises located at 110 Wolf Road, Albany, NY 12205, as more particularly described on the attached Exhibit A (the "Premises"). If Tenant exercises the option, the annual base rent for the Premises shall be equal to \$85,828.00, and Landlord and Tenant shall enter in a commercially reasonable lease for the Premises consistent with the terms set forth in the duly executed Letter of Intent attached hereto as Exhibit B ("LOI"). Landlord and Tenant understand and agree that, if Tenant exercises the option, some additional negotiation may be necessary to finalize the lease, and Landlord and Tenant agree to conduct any such negotiations in good faith. Tenant's rights under this Agreement are subject to the terms of the LOI.

2. **Consideration.** Contemporaneously with the execution of this Agreement, Tenant shall pay to Landlord as consideration for this Agreement, the amount of \$5,000.00 (the "Option Payment"), and Landlord shall retain the Option Payment regardless of whether Tenant does or does not exercise the option herein.

3. **Exercise of Option.** Tenant shall exercise this option by giving to Landlord, on or before July 31, 2015 (the "Option Deadline"), a written notice stating Tenant's desire to exercise such option. In the event Tenant fails to provide such written notice in a timely manner, Tenant shall be deemed to have waived its right to lease the Premises under this Agreement. If Tenant exercised this option, this Agreement shall expire and be null and void if a lease agreement is not executed by Landlord and Tenant on or before August 15, 2015.

4. **Permitted use and mandatory language.** The permitted use of the premises will be a medical cannabis dispensary licensed by the State of New York. Pursuant to New York law, the lease will contain the following term: "The landlord acknowledges that its rights of reentry into the premises set forth in this lease do not confer on it the authority to manufacture and/or dispense on the premises medical marijuana in accordance with article 33 of the Public Health Law and agrees to provide the New York State Department of Health, Mayor Erastus Corning 2nd Tower, The Governor Nelson A. Rockefeller 29 Empire State Plaza, Albany, N.Y. 12237, with notification by certified mail of its intent to reenter the premises or to initiate dispossess proceedings or that the lease is due to expire, at least 30 days prior to the date on which the landlord intends to exercise a right of reentry or to initiate such proceedings or at least 60 days before expiration of the lease."

TENANT

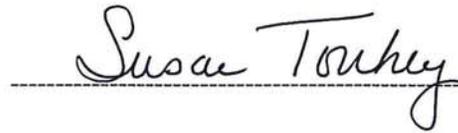
Empire State Health Solutions, LLC



By: Dr. Kyle Kingsley
Its: Chief Executive Officer
Date: June 1, 2015

LANDLORD

Willard T. Anderson Properties



By: Susan Touhey
Its: Authorized Agent
Date: June 1, 2015

EXHIBIT A

Premises: 3,992 rentable square feet at 110 Wolf Road, Albany, NY 12205

Redacted pursuant to N.Y. Public Officers Law, Art. 6



| | | | |
|---------------------------|--------------|------------|-------------------------|
| 110 WOLF ROAD, COLONIE NY | | | |
| Dwg No.: | CD-A103 | Dwg Title: | CODE FLOOR PLAN |
| Scale: | 1/8" = 1'-0" | Date: | 05/19/15 |
| | | | CSArch No.: 834-1085.00 |



EXHIBIT B

Letter of Intent



June 1, 2015

Willard T. Anderson Properties
Susan Anderson Touhey
125 Wolf Road #101
Albany, NY 12205

RE: PROPOSAL TO LEASE SPACE AT 110 WOLF ROAD, ALBANY, NY

Dear Susan

We are pleased to provide you with the following Letter of Intent to lease space in the above referenced property. Please confirm that Willard T. Anderson Properties is willing to proceed in good faith to negotiate a mutually acceptable lease agreement by executing a copy of this LOI where indicated below and returning it to the undersigned. Execution of this LOI shall not obligate either party to accept any particular terms. It is expressly agreed the form and content of the lease agreement must be mutually acceptable to both parties and their respective counsel and that if a mutually acceptable lease agreement is not agreed to and executed by both parties, neither party shall have any further obligation to continue negotiating with the other.

Empire State Health Solutions, LLC (“Tenant”), hereby agrees to lease from Willard T. Anderson Properties (“Landlord”) the space described below under the terms set forth.

The proposed terms are as follows:

ADDRESS: 110 Wolf Road, Albany, NY 12205

PREMISES: ±3,992 Sq. Ft. of a ±16,992 Sq. Ft. Retail/Office Building

PERMITTED USE: A medical cannabis dispensary licensed by the State of New York

TERM: Five years

POSSESSION DATE: October 1, 2015.

RENT COMMENCEMENT: January 1, 2016

EXPIRATION: 60 months after Rent Commencement

RENEWAL OPTIONS: Tenant shall have two options to renew this Lease for term of 3 years. Tenant must provide Landlord six (6) months advance written notice indicating intention to exercise.

| | |
|--------------------------------|--|
| RENTAL RATE: | \$21.50 per square foot / year |
| SECURITY DEPOSIT: | Tenant shall pay a security deposit of one month's gross rent, due three work days (3) after Tenant receives copies of a fully executed lease. |
| UTILITIES: | Tenant pays electrical, gas, water, sewer, and garbage. |
| CAM CHARGES: | Tenant shall be responsible for common area maintenance charges which include, but not limited to heating, ventilating and cooling, real estate taxes and special assessments, parking lots, lighting, maintenance, snow removal, grounds maintenance and cleaning, and property and liability insurance. |
| MAINTENANCE: | Tenant shall maintain and repair the interior of the premises. Such maintenance and repair shall include, but shall not be limited to glass windows and doors, including door closing and locking mechanisms, pest control services, the repair of any damage resulting from the movement of furniture, fixtures, merchandise or supplies, and all floor coverings. Landlord to maintain roof and structure elements of the building, parking lot and common areas of the building,. |
| SIGNAGE: | Subject to Landlord's approval, all signage fabrication and installation shall be at the expense of the Tenant unless otherwise specifically agreed to in writing by both parties. Tenant shall be allowed to install a nameplate on any monument sign and building signage. |
| PARKING: | Tenant employee and patient parking shall be provided at no additional cost to the Tenant. |
| LEASEHOLD IMPROVEMENTS: | Tenant will accept premises in "as is" condition. |
| BROKER | Landlord shall pay all commissions due to CBRE-Albany with respect to the leasing of the premises as per C.I.R.E.B. agreement. |
| OTHER CONDITIONS: | This Letter of Intent shall be subject to Landlord and Tenant agreeing to final floor plans, specifications and costs associated with the leasehold improvements described. Agreement shall be deemed given by the Tenant and Landlord through initialing or signing the construction bid. |
| CONTINGENCY: | The Lease will be contingent upon Tenant obtaining a Medical Cannabis a Manufacturers license from the New York Department of |

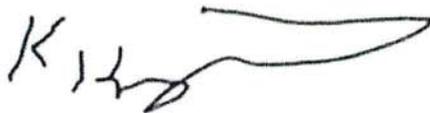
Health Office. Tenant has until July 31, 2015 to obtain said license or Landlord may terminate the Lease. Landlord and Tenant further agree that Landlord shall continue to market this space until State approval is received. If Landlord finds another suitable user, Tenant shall have five (5) days to remove the licensing contingency, in writing, or Landlord is entitled to terminate the Lease. If Tenant removes the licensing contingency the Lease will be in full force and effect with no termination option by either party. In this case, Tenant will be liable for all rent under the Lease regardless of licensing approval.

EXPIRATION DATE: This offer expires at 5p.m. on July 31st, 2015

By signing this Letter of Intent, I certify that I have the authority to enter into this agreement on behalf of the Landlord and Tenant.

TENANT

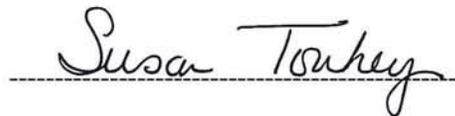
Empire State Health Solutions, LLC



By: Dr. Kyle Kingsley
Its: Chief Executive Officer
Date: May 25^h, 2015

LANDLORD

Willard T. Anderson Properties



By: Susan Touhey
Its: Authorized Agent
Date: June 1, 2015

Sincerely,



Andrew Mangini
Salesperson
518 452 2700 x [REDACTED]
Andrew.Mangini@cbre-albany.com

RETAIL LEASE

DATE: June 1, 2015

PARTIES: 589 Harry L. Drive, LLC, a New York limited liability company
("Landlord")

Empire State Health Solutions, LLC, a New York limited
liability company ("Tenant")

AGREEMENT:

1. BASIC LEASE PROVISIONS AND DEFINITIONS.

- 1.1 **Street Address of Premises:** 589 Harry L Drive, Johnson City, NY 13790.
- 1.2 **Landlord's Notice Address:** PO Box 627, Niantic, CT 06357
- 1.3 **Tenant's Notice Address:** Prior to the Commencement Date, 1226 State Route 147, West Charlton, New York 12010. After the Commencement Date, the Premises.
- 1.4 **Building:** The building and improvements located at 589 Harry L Drive, Johnson City, New York 13790, consisting of approximately four thousand, eight hundred and eighty-five (4,885 +/-) rentable square feet of floor area.
- 1.5 **Premises:** That portion of the Building consisting of approximately two thousand (2,000 +/-) rentable square feet of floor area depicted on Exhibit "A" attached hereto and incorporated herein by reference.
- 1.6 **Term:** Five (5) Lease Years after Rent Commencement, through October 31, 2020, subject to the option to renew set forth in paragraph 1.21.
- 1.7 **Pro Rata Share:** Tenant's pro rata share of Operating Expenses and Real Estate Taxes shall be calculated using a fraction, the numerator of which is the number of rentable square feet of floor area within the Premises and the denominator of which is the number of rentable square feet of floor area available for lease within the Building, in each case, as reasonably determined in the first instance, by Landlord. Tenant's agreed upon pro rata share is forty percent (40.94%).
- 1.8 **Operating Expenses:** Defined in Section 8.
- 1.9 **Real Estate Taxes:** Defined in Section 8.

1.10 **Lease Year:** The twelve (12) full calendar month period commencing on the Commencement Date and each anniversary thereof, unless the Commencement Date does not fall on the first day of a month in which event the first Lease Year shall commence on the first day of the month immediately following the month in which the Commencement Date occurs. Each subsequent Lease Year shall commence on the anniversary of the first Lease Year. The first Lease Year shall include any initial partial calendar month.

1.11 **Annual Base Rent:** The Annual Base Rent for initial five (5) year Term shall be sixteen dollars (\$16.00) per square foot times the total number of gross rentable square feet of floor area in the Premises, which annual amount, based on 2,000 rentable square feet of floor area, is thirty-two thousand dollars (\$32,000.00). The Annual Base Rent for any renewal term shall be as set forth in Paragraph 1.21.

1.12 **Monthly Installment:** The amount of each monthly installment of Annual Base Rent for the initial five (5) year Term shall be two thousand six hundred sixty six and 67/100 dollars (\$2,666.67). The amount of each monthly installment of Annual Base Rent for any renewal term shall be one-twelfth (1/12) of the Annual Base Rent for such renewal term, as determined pursuant to Paragraph 1.21.

1.13 **Additional Rent:** All additional payment obligations of Tenant hereunder, including but not limited to Operating Expenses, Real Estate Taxes and any other charges or fees and any cost payable hereunder by Tenant.

1.14 **Common Area:** Defined in Section 6.

1.15 **Commencement Date:** August 1, 2015, subject to the provisions in Section 4.4 of this Lease.

1.16 **Rent Commencement Date:** Earlier of November 1, 2015 or when Tenant opens for business.

1.17 **Termination Date:** The last day of the fifth (5th) Lease Year following the Commencement Date, subject to the option to renew set forth in paragraph 1.21.

1.18 **Permitted Use:** Tenant shall use the Premises for a medical cannabis dispensary licensed by the State of New York.

1.19 **Security Deposit:** Tenant agrees to deposit with Landlord ten thousand dollars (\$10,000.00) as security deposit within three (3) business days after Tenant receives a fully executed copy of this Lease.

1.20 **Brokers' Fees:** Landlord shall pay all commissions due to its Listing Broker CBRE/Syracuse per its separate agreement.

1.21 Renewal Options. Tenant shall have the option to extend the Lease Term upon the same terms and subject to the same conditions as set forth herein, except for Annual Base Rent, for two (2) additional periods of three (3) years each (each such option, a “Renewal Term”), commencing on the day following the expiration of the Lease or first renewal period, provided (i) the Landlord receives written notice of exercise of the renewal option not less than three (3) full months prior to the expiration of the Lease, as the same may have been extended; and (ii) Tenant is not in default of the Lease beyond any applicable cure period. Annual Base Rent during such renewal term shall be at market, as reasonably determined by Landlord. Landlord shall provide Tenant with written notice of the proposed Annual Base Rent during the renewal term within ten (10) business days after receipt of Tenant’s renewal notice. Tenant shall provide Landlord with written notice of its acceptance or rejection of such proposed Annual Base Rent within ten (10) business days after receipt of Landlord’s notice. If Tenant rejects Landlord’s Annual Base Rent proposal, Landlord and Tenant shall promptly commence negotiations concerning the fair market rental value that shall be payable during the relevant Renewal Term. Landlord and Tenant shall have thirty (30) days after Tenant’s receipt of the Renewal Rent Notice in which to agree on the fair market rental that shall be payable during the relevant Renewal Term, and Landlord and Tenant shall conduct such negotiations in good faith. If Landlord and Tenant agree on the fair market rental payable during the relevant Renewal Term, Landlord and Tenant shall promptly execute an amendment stating the rent so agreed on. If, however, Landlord and Tenant are unable to agree on a mutually acceptable fair market rental value, then Landlord and Tenant shall each appoint a qualified MAI appraiser doing business in or around Johnson City, New York, with not less than five (5) years of experience and, in turn, those two independent MAI appraisers shall appoint a third MAI appraiser, and the majority shall decide upon the fair market rental value for the relevant Renewal Term, and such fair market rental value shall be deemed the Annual Base Rent for the entirety of such Renewal Term. Landlord and Tenant shall equally share in the expense of such appraisals. Notwithstanding anything herein to the contrary, the Annual Base Rent for the Renewal Term will not be less than Sixteen Dollars (\$16.00) per square foot. This option to renew shall be exclusive to Tenant and is not transferable.

2. PREMISES. Subject to the terms and conditions herein contained, Landlord hereby leases the Premises to Tenant, and Tenant hereby accepts and leases the Premises from Landlord for the Term, unless sooner terminated pursuant to any provision hereinafter set forth.

2.1 Mandatory Disclosure Regarding Landlord Notification of Reentry. The Landlord acknowledges that its rights of reentry into the premises set forth in this Lease do not confer on it the authority to manufacture and/or dispense on the premises medical marihuana in accordance with article 33 of the Public Health Law and agrees to provide the New York State Department of Health, Mayor Erastus Corning 2nd Tower, The Governor Nelson A. Rockefeller 29 Empire State Plaza, Albany, N.Y. 12237, with notification by certified mail of its intent to reenter the premises or to initiate dispossession proceedings or that the Lease is due to expire, at least thirty (30) days prior to the date on which the Landlord intends to exercise a right of reentry or to initiate such proceedings or at least sixty (60) days before expiration of the Lease.

2.2 **Parking.** Landlord agrees to provide reasonable parking at the Building for Tenant's employees and patients at no additional cost to Tenant. The Building has 25 non-exclusive parking spaces, which is considered reasonable for Tenant's use. Landlord has no obligation to provide additional parking.

3. RENT PAYMENT.

3.1 **Amount and Manner.** Tenant shall pay to Landlord annual Base Rent in advance in equal Monthly Installments, without setoff or demand, on the first day of each calendar month during the Term of this Lease. Monthly Installments for any fractional month at the commencement or expiration of the Term shall be prorated based upon a thirty (30) day month. Monthly Installments of Annual Base Rent and Additional Rent shall be payable by Tenant to Landlord at the address set forth in Section 1.2 above, or at such other place as Landlord shall hereinafter designate in writing.

3.2 **Late Fees.** If any Monthly Installment is not received by Landlord on or before the tenth (10th) day of the applicable calendar month, Tenant agrees to pay Landlord an additional sum equal to five percent (5%) of the total amount overdue, including Monthly Installments of Annual Base Rent and Additional Rent. This fee is intended to defray Landlord's interest and administrative expenses, and Tenant acknowledges that such fee represents a fair and reasonable estimate of such expenses, and shall be due and payable for each full or partial calendar month that any Monthly Installment and/or Additional Rent remains unpaid. Further, Landlord shall be entitled to charge a fee of Twenty-Five (\$25.00), to cover its administrative expense, each time a check from Tenant is returned by a bank for insufficient funds.

3.3 **Interest.** In addition to the late fees referred to above, which are intended to defray Landlord's costs resulting from late payments, any late payment of a Monthly Installment or Additional Rent shall, at Landlord's option, bear interest from the due date of any such payment to the date same is paid at twelve percent (12%) per annum or the maximum, lawful rate that Landlord may charge to Tenant under applicable laws, whichever is less. Acceptance of any late fee and/or interest shall not constitute a waiver of Tenant's default with respect to the overdue sum or prevent Landlord from exercising any of its other rights and remedies under this Lease.

4. LEASEHOLD IMPROVEMENTS; TENANT'S ACCEPTANCE OF PREMISES.

4.1 **Landlord's Work.** Landlord shall provide premises to Tenant. Landlord and Tenant shall perform the work required of them as specified in, and pursuant to, the terms and provisions of the Description of Landlord's Work/Tenant's Work and Responsibility Schedule attached hereto and made a part hereof as Exhibit "B." Tenant shall be responsible for construction of Tenant Improvements ("Tenant Improvements"). Tenant shall have the right to competitively bid the Tenant Improvements, approve the cost and to choose the contractor used

to complete Tenant Improvements. Effective immediately and prior to the Commencement Date, Tenant shall have the right to enter the Premises, Property and Building to construct Tenant Improvements satisfactory to Tenant. Tenant's taking possession of the Premises shall be conclusive evidence that Tenant received and acknowledged that the Premises are in good and satisfactory order, condition and repair. **Cost of Tenant Improvements.**

The Tenant improvement allowance of \$00.00 will be paid by Landlord upon completion of improvements, receipt of certificate of occupancy, and receipt of Tenant's first month's rent payment.

4.2 Delivery Date. Subject to the provisions of Section 4.4 and Section 23 of this Lease, if for any reason Landlord is unable to deliver occupancy of the Premises to Tenant completed on or before the Delivery Date, as such date may be extended to be the actual date the Premises are so delivered and the Term shall commence as of such actual delivery date.

4.3 Contingency on Tenant Obtaining Necessary License. Landlord and Tenant acknowledge that Tenant is in the process of attempting to obtain a license to manufacture and distribute medical cannabis through the New York State Department of Health ("License"). If Tenant is denied a License or if Tenant otherwise reasonably determines that Tenant is unable to obtain a License, Tenant may terminate this lease on five (5) days written notice (**the "Licensing Contingency"**). In the event of such termination, Landlord shall have no obligation to return the Security Deposit.

Tenant Early Termination Right. Tenant may, within thirty (30) days after being awarded a license or entering into a contract with the State of New York to manufacture medical cannabis, terminate this lease by written notice to Landlord provided Tenant pays an early termination fee of sixteen thousand a no/100 dollars (\$16,000.00) which will include Tenant's Security Deposit.

Lender Approval. Landlord and Tenant acknowledge that Landlord's Lender must approve the final Retail Lease between Tenant and Landlord. If Lender rejects this Retail Lease, Landlord may terminate this lease on five (5) days written notice and retain the Security Deposit. Lender has until July 15th to approve this Retail Lease.

5. OPERATION AND USE OF PREMISES.

5.1 Use. Tenant shall use the Premises for the Permitted Use set forth in Section 1.18 and for no other purpose.

5.2 Legal Compliance. Tenant shall, at its expense, comply with all Federal and State of New York laws, governmental orders, regulations and rules, as well as local ordinances regarding (a) any of the Permitted Uses described in Section 1.18, (b) the condition of the Premises to the extent Tenant is responsible therefore pursuant to this Lease, and (c) improvements and equipment constructed in or installed upon the Premises by Tenant including, but not limited to, warehouse racking. Tenant assumes all responsibility and liability

for its Permitted Use. Landlord shall have no liability if Tenant is legally non-compliant. To the extent any Federal laws conflict with the laws of the State of New York regarding medical cannabis, Tenant will not be in breach of this lease for any violation of said Federal laws so long as tenant is in compliance with the laws of the State of New York regarding medical cannabis. Upon receipt of any notice of noncompliance, Tenant shall promptly notify Landlord in writing. Landlord shall comply with all laws, governmental orders, regulations and rules, as well as local ordinances relating to: (i) the Common Areas, (ii) the initial construction of the Building and the Leasehold Improvements, and (iii) the exterior surfaces, structural elements, foundation and roof of the Building, and the costs and expenses associated with such compliance by Landlord shall be an Operating Expense.

5.3 Objectionable Material. Tenant shall not permit any objectionable or unpleasant odors, smoke, dust, gas, noise, or vibrations to emanate from the Premises, nor take any other action, which would constitute a nuisance or would disturb or endanger any other tenants of the Building or interfere with the use of their respective premises. Without Landlord's prior written consent, Tenant shall not receive, store, or otherwise handle any product, material or merchandise which is hazardous, toxic, explosive or highly flammable other than reasonable quantities thereof incidental to the conduct of Tenant's business which are stored, used and disposed of in compliance with all applicable legal requirements. Pursuant to Section 19.2(b), Tenant shall promptly provide to Landlord a detailed list of such materials used in the conduct of Tenant's business. Outside storage of any type of equipment, property or materials by Tenant, its agents, employees, customers or suppliers shall be permitted only with the prior written consent of Landlord. Tenant shall store all rubbish within the Premises and, at Tenant's expense, arrange for the regular collection of rubbish and janitorial services.

5.4 Rules and Regulations. Landlord reserves the right from time to time to adopt and amend reasonable rules and regulations concerning use of the Common Area, the Parking Area, and Premises consistent with this Lease, with which Tenant agrees to comply ("Rules and Regulations"). A copy of the current Rules and Regulations is attached as Exhibit "C" hereto and incorporated herein by reference.

5.5 Insurance Risk. Without Landlord's consent, Tenant shall not use the Premises in any way which could increase insurance rates, disallow any sprinkler or other credits, or invalidate any policy of insurance with respect to the Premises, Building or Tenant's operations therein.

6. COMMON AREA. The term "Common Area" means the entire area designed for common use or benefit within the Property, including the parking lot, landscaped and vacant areas, and sidewalks. The Common Area shall at all times be subject to the exclusive control and management of Landlord and may be expanded, contracted, improved or changed by Landlord from time to time as deemed desirable. Subject to the Rules and Regulations, the Common Area is hereby made available to Tenant and its employees, agents, customers, and invitees for their reasonable nonexclusive use in common with other tenants of the Building,

their employees, agents, customers, invitees, and to landlord for the purposes for which constructed. Tenant shall not in any manner obstruct the Common Area. Landlord shall have the right to change the area, location, and arrangement of the Common Area; to enter into, modify, and terminate easements and other agreements pertaining to the use and maintenance of the Common Area; to close all or any portion of the Common Area to such extent as may be necessary; to add or remove improvements; and to do and perform such other acts in and to these areas and improvements as Landlord shall determine to be advisable with a view to the improvement and convenient use thereof. No exhibit attached to this Lease nor any other materials provided by Landlord shall constitute a warranty or agreement as to the configuration of the Building or the occupants thereof.

7. MAINTENANCE OBLIGATIONS.

7.1 Landlord's Responsibilities. Landlord shall keep the Common Area, exterior surfaces, structural elements, foundation and roof of the Building in good order and repair and the expense of such activities shall be an Operating Expense. Notwithstanding the foregoing, Landlord shall not be required to make any repairs that become necessary as a result of any wrongful act or omission of Tenant, its agents, representatives, contractors, employees or customers.

7.2 Tenant's Responsibilities. Throughout the Term of this Lease, Tenant shall be obligated, at its sole cost and expense, to keep and maintain the Premises and all plumbing, hvac, doors, windows, locks, electrical facilities and fixtures therein in good, safe and working order, condition and repair. Tenant agrees to replace and renew, with like kind and quality, any parts of the Premises that may become too worn to be repaired, so that, at all times, the Premises shall be in good safe and working order, condition and repair. Tenant shall not permit waste to the Premises. However, there shall be no obligation on the part of Tenant to comply with any laws, which may require structural alterations, or additions, unless made necessary by any act, work, use or omission by Tenant.

8. OPERATING EXPENSES AND REAL ESTATE TAXES. Landlord and Tenant hereby agree that it is the intention of the parties that this Lease shall be absolutely net to Landlord, so that this Lease shall, on a proportionate basis after adjusting for Tenant's partial occupancy of the Building, yield, net to Landlord, the Annual Base Rent specified in Section 1.11. In addition to the Monthly Installments of Annual Base Rent, Tenant shall pay on a monthly basis as Additional Rent during the term hereof all costs and expenses of every kind relating to the Premises, including but not limited to utilities, janitorial services and Tenant's Pro Rata Share of "Operating Expenses," which shall mean the costs and expenses incurred by Landlord (other than janitorial and other costs paid directly by Tenant for the Premises), in managing, cleaning, operating, maintaining, repairing and insuring the Building and the Property and the amortized cost over the anticipated useful life of (but not the entire capitalized cost of): (i) equipment used in maintenance; and (ii) capital improvements necessary to preserve or maintain the Building and all improvements to the Property or required by any law, rule,

regulation or order of any governmental or quasi-governmental authority. Operating Expenses shall include, but not be limited to, the total cost incurred for fire and extended coverage and liability insurance premiums due and payable with respect to the entire Building; water; sewer; trash dumpsters, gardening, lawn and landscape care; paving maintenance, repair and replacement; snow removal; line painting; sign maintenance; exterior maintenance and repair, including roofs and building exteriors; security equipment and services and the costs of personnel and contractors to implement said services; and Landlord's reasonable management fees and administrative costs (such management fees and administrative costs not to exceed three thousand dollars (\$3,000.00) per year for the entire Building and Property). Operating Expenses also include costs and expenses related to maintaining, repairing and replacing, all heating, air conditioning and mechanical systems for the Premises for the building. Operating Expenses shall not include:

- (a) expenses incurred in leasing or procuring tenants (including lease commissions, advertising expenses and expenses of renovating or otherwise preparing space for occupancy by tenants);
- (b) interest or amortization payments on any mortgages or net base rents under ground leases;
- (c) the cost of enforcing any leases and other expenses incurred in connection with negotiations or disputes with tenants, other occupants, or prospective tenants;
- (d) the cost of curing any leases and other expenses incurred in connection with negotiations or disputes with tenants, other occupants, or prospective tenants;
- (e) repairs, restoration or other work occasioned by fire, windstorm or other insured casualty, except to the extent of any deductibles;
- (f) compensation paid to any employee of Landlord above the grade of property manager;
- (g) depreciation allowance or expense;
- (h) compensation paid to any employee who is not employed on a full-time basis at the Building (except for the compensation of such employee reasonably attributable to time spent by such employee on matters relating to the Building);
- (i) any costs for which Landlord has been or is entitled to be paid or reimbursed (except pursuant to cost sharing arrangements corresponding to the provisions of this Section 8);
- (j) costs of painting or decorating the interior of areas to be exclusively occupied by individual tenants;

(k) costs of or associated with utilities, services or amenities not available to all tenants of the Building, and the costs of any such item to the extent that such item is provided to any tenant to a materially greater extent or in more favorable manner than generally provided to other tenants;

(l) advertising, promotion and marketing expenses;

(m) expenses incurred due to the uninsured negligence or willful misconduct of Landlord;

(n) the general overhead expenses of Landlord or its agents or affiliates; and

(o) the costs of any consultants, except those customarily retained in connection with the management or operation of comparable buildings in the Johnson City, New York area.

In addition, Tenant shall pay on a monthly basis as Additional Rent during the term hereof its Pro Rata Share of the real estate taxes and installments of special assessments levied or assessed with respect to the Property (“Real Estate Taxes”) payment of which is due in the applicable year. In the event of any refund of Real Estate Taxes with respect to a year for which Tenant has paid its Pro Rata Share of Real Estate Taxes, Landlord shall, in Landlord’s discretion, either promptly pay to Tenant its Pro Rata Share of the amount of the refund after deduction of landlord’s costs incurred in obtaining such refund, or apply such amount as a credit against Tenant’s future monthly installments of its Pro Rata Share of Real Estate Taxes.

Tenant’s Pro Rata Share of Operating Expenses and Real Estate Taxes shall be paid by Tenant in monthly installments in such amounts as are estimated and billed by Landlord at the beginning of each twelve (12) monthly period commencing January 1st and ending December 31st of each calendar year, each installment being due on the first day of each calendar month. If at any time during such twelve (12) month period, it appears that Landlord has materially underestimated or overestimated Operating Expenses or Real Estate Taxes and may bill Tenant for any deficiency of credit Tenant for any surplus which may have accrued during such twelve (12) month period and thereafter the monthly installments payable by Tenant shall also be adjusted. Within one hundred (100) days after the end of each such twelve (12) month period, Landlord shall deliver to Tenant a statement of Operating, Expenses and Real Estate Taxes for such twelve (12) month period and the monthly installments paid or payable shall be adjusted between landlord and Tenant, and each party hereby agrees that Tenant shall pay Landlord or Landlord shall credit Tenant’s account (or, if such adjustment is at the end of the term, pay Tenant), within thirty (30) days of receipt of such statement, the amount of any excess or deficiency in Tenant’s Pro Rata Share of Operating Expenses and Real Estate Taxes paid by Tenant to Landlord during such twelve (12) month period. Failure of Landlord to provide the statement called for hereunder within the time prescribed shall not relieve Tenant from its obligations hereunder. Tenant shall have the right from time to time (but not exceeding once in any Lease Year) to examine books and records relating to Operating Expenses, including the

right to conduct audits at Tenant's expense. Such examinations and audits shall be performed at Landlord's offices during normal business hours and on reasonable prior written notice to Landlord. In the event that any such examination or audit shows an overcharge to Tenant of more than five (5%) percent of Operating Expenses, the costs of such examination and audit shall be paid by Landlord.

Notwithstanding anything in this Lease to the contrary, Tenant is responsible (pro rata share: 100%) for any increase in Operating Expenses or Real Estate Taxes attributed solely to Tenant's Permitted Use of the Premises.

9. REPAIRS-ALTERATIONS. Tenant shall not damage the Premises and shall not permit waste to the Premises. Tenant shall not make any improvements, additions or alterations to the Premises, or install any equipment which defaces the Building, interior or exterior or materially affects the structural or mechanical components of the Building, without the prior written consent of Landlord, which consent shall be at Landlord's discretion. No machinery or equipment shall be bolted or otherwise physically attached to the floors or walls of the Premises without the prior written consent of Landlord. Landlord may condition landlord's approval upon the condition that any such machinery, equipment, improvements, additions or alterations be removed at Tenant's expense upon the termination of this Lease. Tenant shall pay for any repairs necessary as a result of removal of any such machinery, equipment, improvements, additions or alterations.

10. UTILITIES AND OTHER SERVICES. Tenant shall pay for all utilities (including, without limitation, water, sewer, gas and electricity) and janitorial services furnished to the Premises and Landlord reserves the right to require Tenant to separately meter the Premises at Tenant's expense. If Landlord determines, in Landlord's reasonable discretion, that Tenant's utility usage is disproportionately high compared with other tenants in the Building, Landlord may charge Tenant directly for such excess consumption. Landlord shall not be liable for damages for failure to provide heat, hot or cold water, air conditioning, sewer service, electric current, gas, or any other service by reason of breakdown of plant, equipment, or apparatus, shut-down of any thereof for necessary repairs or alterations or due to unavailability of fuel, water or any other substance or utility, war, civil disturbance, strike, lockout, fire, flood, casualty, governmental regulations other conditions beyond Landlord's reasonable control.

11. LANDLORD'S ACCESS. Subject to Section 2.1 of this Lease, upon one business day's prior notice, except in an emergency, Landlord may enter the Premises during the Term hereof at all reasonable hours for the purpose of inspecting, verifying Tenant's compliance with this Lease, making repairs or improvements to the Premises or any other portion of the Building, or for the purpose of exhibiting the same to prospective purchasers, brokers, lenders or others, or during the last twelve (12) months of the Term or any Renewal Term, prospective tenants. In an emergency, Landlord may enter the Premises at any time without notice to take such action as Landlord deems to be prudent or necessary.

12. INDEMNITY AND NON-LIABILITY.

12.1 **Indemnity.** Tenant shall defend, indemnify and hold harmless Landlord, and Landlord's employees and agents, from and against any and all claims arising from Tenant's use of the Premises or Building, from the conduct of Tenant's business, or from any activity, work, or thing done, permitted, or suffered by Tenant in or about the Premises or the Building, and shall further defend, indemnify and hold harmless, Landlord and Landlord's employees and agents, from and against any and all claims arising from any breach or default in the performance of any obligation on Tenant's part to be performed under the terms of this Lease or arising from any negligence of Tenant, or any of Tenant's agents, contractors, or employees, and from and against all costs, attorneys' fees, expenses and liabilities incurred in the defense of any such claim or any action or proceeding brought thereon. In the event any action or proceeding is brought against Landlord by reason of any such claim, Tenant upon notice from Landlord shall defend the same at Tenant's expense by counsel satisfactory to Landlord. Notwithstanding any of the foregoing provisions hereof to the contrary, Tenant shall have no obligation to indemnify Landlord from and against any claims directly resulting from Landlord's negligent actions or omissions or willful misconduct.

12.2 **Waiver.** Tenant, as a material part of the consideration to Landlord for this Lease, hereby assumes all risk of damage to property and/or injury to persons in, upon or about the Premises arising from any cause except to the extent caused by the negligence or willful misconduct of Landlord.

12.3 **Liens.** Tenant shall have no power to do any act, or to make any contract, that may create, or be the foundation for, any lien against the Premises or the Building, or any portion thereof, and, should any such lien be filed, Tenant, at its own expense, shall bond for or discharge the same within ten (10) business days after notice to Tenant of the filing thereof. Tenant shall have the right to contest mechanics lien provided Tenant shall post with Landlord reasonable security for such lien during the period of any such contest.

12.4 **Non-liability.** Unless directly resulting from (i) facilities controlled by Landlord and (ii) from Landlord's negligent act or omission Landlord shall not be liable to Tenant for any damage occasioned by: plumbing, electrical, gas, water, steam or other utility pipes, systems, and facilities, or by the bursting, stopping, leaking or running, of any tank, washstand, closet or waste or other pipes in or about the Premises or Building by water being upon or coming through the roof, or any skylight, vent, trapdoor or otherwise or arising from any act or omission of any third party or any tenant of the Building, its agents, contractors or employees. Notwithstanding the foregoing, Tenant understands Landlord's Access to the Premises is limited. Tenant is required to notify Landlord of any potential damage to the Premises or Building. Landlord shall use good-faith commercially reasonable efforts to respond to Tenant's notifications. Landlord shall not be liable, nor shall it be deemed an omission by Landlord, for unforeseen damage.

13. INSURANCE.

13.1 Liability Coverage. Tenant shall, at its expense, obtain and keep in force during the Term of this Lease, including any renewal term, a commercial general liability insurance policy with a combined single limit of not less than \$2,000,000 covering bodily injury to one or more persons and property damage with deductibles in an amount reasonably satisfactory to Landlord. All policies of insurance required to be provided hereunder by Tenant shall be issued by insurer(s) licensed and qualified to do business in the State of New York, with a current A.M. Best Company rating of at least AVII. The policy shall name Landlord as additional insured and any Mortgagee (as defined in Section 17) and shall cover the entire Building. Tenant shall increase its liability coverage as may be reasonably requested by Landlord, if Landlord presents evidence that customary insurance coverage limits for similar facilities in the Rochester market area have increased. The establishment of insurance requirements shall not limit the liability of Tenant under this Lease.

Landlord shall, as a portion of Operating Expenses, obtain and keep in force with a financially responsible insurance company, during the Term of this Lease, including any renewal term, a commercial general liability insurance policy with a combined single limit of not less than \$2,000,000 covering bodily injury to one or more persons and property damage, including a waiver of subrogation releasing Tenant from all insured claims.

13.2 Certificates. Tenant shall deliver to Landlord certificates of insurance evidencing the existence and amounts of the policy of insurance required pursuant to this Section 13, as well as the deductibles. No such policy shall be nonrenewable, cancelable or subject to material reduction of coverage or other material modification except after thirty (30) days' prior written notice to Landlord. Tenant shall, at least thirty (30) days prior to the expiration of such policy, furnish Landlord with renewals or "binders" thereof. Any failure of Tenant to obtain, maintain, or provide copies or certificate of any insurance required hereunder shall constitute a material and continuing breach of this Lease. Tenant shall be entitled to utilize blanket insurance policies to provide required insurance.

13.3 Property Coverage. Tenant shall maintain in effect, with a financially responsible insurance company, policies of property insurance covering the full insurable value of all improvements, additions or alterations to the Premises made without Landlord's written consent, and all of Tenant's machinery, equipment, furniture, fixtures and personal property. Such policies of insurance shall provide protection for Tenant against all casualties included under standard insurance industry practices within the classification of "Fire and Extended Coverage" and shall contain a waiver of subrogation releasing Landlord from all claims and liabilities arising from or caused by any hazard covered by Tenant's property insurance. The proceeds from said insurance shall be used to repair or reconstruct such insured property to the extent required under Section 15 of this Lease.

Landlord shall, as a portion of Operating Expenses as defined in Section 8 of this Lease, maintain in effect, with a financially responsible insurance company, policies of property insurance satisfactory in Landlord's determination covering the Building including Leasehold

Improvements (other than the property required to be insured by Tenant in the preceding paragraph, and other tenant improvements and tenant property) on a replacement cost basis, including a waiver of subrogation releasing Tenant from all insured claims.

13.4 **Release.** Notwithstanding anything apparently to the contrary elsewhere in this Lease, Landlord and Tenant each hereby mutually release and relieve the other from all claims and liabilities arising from or caused by any hazard covered by property insurance on the Premises or covered by property insurance in connection with property on or activities conducted in or about the Premises or Building or covered by the property insurance required hereunder, regardless of the cause of the damage or loss, provided that this release shall apply only to the extent that such loss is covered by such property insurance. Tenant and Landlord shall, at the earlier of the date of obtaining insurance coverages or the Commencement Date, give notice to the insurance carriers involved that the foregoing mutual waiver of liability and subrogation is contained in this Lease.

14. ASSIGNMENT AND SUBLETTING.

14.1 **Landlord Consent.** Tenant shall not cause or permit, by operation of law or otherwise, any assignment, sublease, encumbrance, or transfer (a "Transfer") of this Lease or any estate or interest herein without the prior written consent of Landlord, which consent shall not be unreasonably withheld, delayed or conditioned.

If Tenant wishes to transfer any of its rights, and if Landlord's consent to such transfer is required, Tenant shall submit in writing to Landlord (a) the name and legal composition of the proposed assignee, subtenant or other transferee (a "Transferee"); (b) the nature of the business proposed to be carried on in the Premises; (c) the terms and provisions of the proposed Transfer; (d) such financial and other information concerning the proposed Transferee as Landlord may reasonably request; and (e) the form of the proposed assignment, sublease or other agreement governing the proposed Transfer. Within ten (10) business days after Landlord receives all such information it shall notify Tenant whether it approves such Transfer. In no event may Tenant publicly advertise or offer all or any portion of the Premises for Transfer without Landlord's prior written consent and in no event at a rental less than that then sought by Landlord for a direct lease (non-sublease) of comparable space in the Building. Tenant shall pay Landlord's reasonable attorneys' fees incurred in connection with any proposed Transfer. Attempted Transfers without Landlord's prior written consent shall constitute a material breach of this Lease.

Failure of Landlord to respond within ten (10) business days after receipt of all of the information listed above shall be deemed approval by Landlord of the proposed Transfer. Neither this Lease nor any estate thereby created shall pass to any trustee or receiver in bankruptcy or any assignee for the benefit of creditors, or by operation of law. In the event that Landlord shall consent to a subletting of all or any portion of the Premises under a sublease which obligates the subtenant to pay a rental at a rate in excess of Tenant's Annual Base Rent as

set forth in Section 1.11 above, then Landlord shall be entitled to receive the excess rental as paid by the subtenant.

14.2 No Release of Tenant. No consent by Landlord to any Transfer shall relieve Tenant of any obligation to be performed by Tenant under this Lease, whether occurring before or after such Transfer, and the Transferee shall be jointly and severally liable with tenant for the payment of rent (or, in the case of sublease, rent in the amount set forth in the sublease) and for the performance of all other terms and provisions of this Lease. The consent by Landlord to any Transfer shall not relieve Tenant or any such Transferee from the obligation to obtain Landlord's express prior written consent to any subsequent Transfer. The acceptance of rent by Landlord from any other person shall not be deemed to be a waiver by Landlord of any provision of this Lease or to be a consent to any Transfer.

15. DAMAGE OR DESTRUCTION.

15.1 Damage to Premises Covered by Insurance. If the Premises are damaged or destroyed by fire or other casualty insurable under standard fire and extended coverage insurance (the "Event") so as to become partially or totally untenable, the Premises shall be repaired and restored by Landlord and Tenant with due diligence. The repairs shall commence as soon as reasonably possible following the Event. Landlord's obligation to repair and restore shall be limited to the restoration of the Building and the Leasehold Improvements as described as Landlord's Work on Exhibit B. Tenant shall be obligated to restore the remainder of the Premises. If the Premises are damaged or destroyed to the extent that the cost of the restoration would exceed twenty-five percent (25%) of the amount it would have cost to replace the Premises in their entirety at the time such damage or destruction occurred, and if the unexpired portion of the Term of this Lease shall be one year or less on the date of the damage or destruction, then Landlord may elect to terminate this Lease by giving notice to Tenant of its election to do so within sixty (60) days after such occurrence. If Landlord exercises such right, then this lease shall cease as of the date of such notice and all rent and other charges payable by Tenant shall be adjusted as of that date.

15.2 Damage to Premises not Covered by Insurance. If the Premises shall at any time be damaged or destroyed by a casualty not insurable under standard fire or extended coverage insurance so as to become partially or totally untenable, then Landlord shall have the right to either repair and restore the Premises (including the work designated as Leasehold Improvements) or to terminate this Lease. Such election shall be made by Landlord upon notice to Tenant within sixty (60) days after the occurrence of such casualty. If Landlord elects to restore its work, such work shall not exceed what is required to restore the Premises to a condition similar to that at the time of the original delivery of the Premises to Tenant and Tenant shall be required at its own expense to repair with diligence the remainder of the Premises. If Landlord elects to terminate this Lease, this Lease shall terminate sixty (60) days after the date of the occurrence of such casualty and all rent shall be adjusted as of the date of the occurrence of such casualty.

15.3 Destruction of the Building. If all or any portion of the Building shall be damaged or destroyed by fire or other cause (regardless of whether the Premises may be affected thereby) to the extent that the cost of restoration thereof would exceed twenty-five percent (25%) of the amount it would have cost to replace the Building in its entirety at the time such damage or destruction occurred, then landlord may elect to repair that portion of the Building owned by Landlord within a reasonable time after such damage or destruction, provided that Landlord shall not be obligated to expend for such rebuilding and repairing an amount in excess of the insurance proceeds recovered or recoverable as a result of such damage or destruction, or Landlord may elect to terminate this Lease upon thirty (30) days notice to Tenant, which notice shall be given, if at all, within sixty (60) days after the date of such occurrence. In the event of such termination, this Lease shall cease thirty (30) days after such notice is given and all rent shall be adjusted as of the date of the occurrence of such casualty.

15.4 Rent Abatement. If the Premises are damaged or destroyed and Tenant is prevented from occupying and does not occupy the Premises or any part thereof for ten (10) consecutive business days, Annual Base Rent and other charges hereunder shall be abated during any period in which such damage or destruction continues to materially interfere with the operation of Tenant's business in the Premises. Rent abatement shall be Tenant's sole right against Landlord by reason of such damage or destruction and ending thirty (30) days after Landlord substantially completes its repairs or when Tenant reopens the Premises for business, whichever is earlier.

15.5 Destruction Cancellation. In the event the Premises shall be damaged or destroyed by fire or otherwise so as to become partially or totally untenable, during the last year of the Term or any extension term hereof, either party shall have the option to terminate this Lease as of the date of such damage or destruction by written notice to the other party given within three (3) months following the date of such damage or destruction and this Lease shall then be terminated and rent and all other charges shall cease as of the date of the occurrence of such damage or destruction.

16. EMINENT DOMAIN. Except as may be otherwise agreed to by Landlord and Tenant as provided in this Section, if all of the Premises, or such portion of the Premises as renders the remainder impractical for the Permitted Use, are taken by any public authority under the power or threat of eminent domain or by private purchase in lieu thereof, then the term of this Lease shall cease as of the date possession shall be taken by such public authority, and Landlord shall make a pro rata refund of any Annual Base Rent that may have been paid in advance. If less than the entire Property is so taken and the Premises are not in that portion of the Property so taken and provided the Premises are not rendered untenable thereby, then this Lease shall terminate only at the option of the Landlord. If only a part of the Premises is so taken and the parties agree that this Lease shall not so terminate, there shall be a pro rata reduction in Annual Base Rent for the period following such taking, and all other terms and provisions hereof shall remain in full effect. All damages awarded for any such taking shall belong to and be the

property of landlord for diminution in value to this leasehold or to the fee of the Premises; provided, however, that Landlord shall not be entitled to any portion of the award made to Tenant for loss of business, depreciation to and cost of removal of stock and fixtures, and moving and relocation costs.

17. MORTGAGE PROTECTION.

17.1 Subordination of Lease. This Lease shall be subject and subordinate at all times to the lien of any existing mortgage and other financing documents and the lien of any mortgages and other financing documents that hereafter may be made a lien upon the Building and the real property upon which it is situated; provided, however, that the secured party named in each such mortgage or other financing document (a "Mortgage") shall recognize and shall agree to recognize and not disturb this Lease in the event of foreclosure if Tenant is not then in default and if Tenant agrees to attorn to such Mortgagee as Landlord under this Lease. If a Mortgagee elects to have this Lease a prior encumbrance, then and in such event upon Mortgagee notifying Tenant to that effect, this Lease shall be deemed a prior encumbrance whether this Lease is dated prior or subsequent to the date of Mortgagee's encumbrance. Within ten (10) business days following Landlord's request, Tenant will execute and deliver any certificates of subordination and of her documents desirable to effect the purpose of this Section 17.1; provided, however, that each Mortgagee shall agree to recognize this Lease in the event of foreclosure if Tenant is not then in default. In the event Tenant fails to comply with requirements within ten (10) business days following Landlord's request, this Section 17.1 shall constitute Tenant's appointment of Landlord as its attorney-in-fact to execute any certificates of subordination and other documents desirable to effect the purpose of this Section 17.1.

17.2 Insurance. Whenever under this Lease policies of insurance or bonds are to be provided for the benefit of Landlord, the same shall, at the option of Landlord, be made payable to and shall secure Landlord and/or any Mortgagee.

17.3 Estoppel Certificate. Tenant shall, within five (5) business days following a request from Landlord, execute and deliver to Landlord an Estoppel Certificate in such form and content as requested by Landlord, attesting to the terms and condition of this Lease and the compliance to date of Landlord with the terms and conditions of this Lease and such other matters as requested by Landlord concerning the tenancy of Tenant under this Lease. In the event that Tenant asserts any default by Landlord, Tenant shall set forth such alleged default or defaults upon the said certificate in detail and attest to the fact that those listed defaults are the only known defaults by Landlord hereunder.

17.4 Mortgagee's Performance. Tenant agrees to give to any Mortgagee(s), by certified mail, a copy of any notice of default served upon Landlord, provided that prior to such notice Tenant has notified in writing of the address of such Mortgagee, which notice shall state that it is given pursuant to this Section 17 of the Lease. If Landlord shall have failed to such default within thirty (30) days from the effective date of such notice of default or such longer

time as Landlord may be provided under this Lease, then the Mortgagee shall have an additional thirty (30) days within which to cure such default or if such default cannot be cured within that time, then such additional time as may be necessary to cure such default and this Lease shall not be terminated so long as such remedies are being diligently pursued.

18. SIGNAGE. Subject to Landlord's approval, all signage fabrication and installation shall be at the expense of the Tenant unless otherwise specifically agreed to in writing by both parties. Subject to local approvals, Tenant shall be allowed to install a nameplate on any monument sign and building signage.

19. ENVIRONMENTAL COMPLIANCE.

19.1 Landlord's Environmental Representations, Warranties and Covenants. Landlord represents, to the best of its knowledge, that on the Commencement Date, there is no Hazardous Material in the Property, Building or on the Premises in violation of any Environmental Law. Landlord hereby agrees that if at anytime during the term of this Lease it should be determined that the Property, Building or Premises were contaminated with Hazardous material on the Commencement Date of this Lease or thereafter because of any acts or omissions of Landlord, Landlord agrees to indemnify and hold Tenant harmless from any and all claims, liabilities, damages and obligations of any nature arising from or as a result of such contamination.

19.2 Tenant's Environmental Representations, Warranties and Covenants. Tenant represents, warrants and covenants to Landlord that:

(a) Tenant will, subject to the provision of Article 19.1, cause the Premises at all times to be and remain in compliance with all applicable laws, ordinances, and regulations (including consent decrees and administrative orders) relating to public health and safety and protection of the environment, including those statutes, laws, regulations, and ordinances identified in subparagraph (f) herein, all as amended and modified from time to time (collectively, "Environmental Laws"). Tenant agrees to obtain and keep in effect all environmental permits and approvals relating to the use or operations of the Premises required by applicable Environmental Laws, and Tenant agrees to comply with the terms of the same.

(b) Tenant will not generate, manufacture, store, treat, transport, release, or dispose of "Hazardous Material," as that term is defined in subparagraph (f) herein, on, in, under, about or from the Premises or Building, other than in such quantities as are required for the conduct of Tenant's permitted business, and other than those lawfully incorporated into the Premises, in keeping with good construction practices, as appropriate building materials, and then only in compliance with all Environmental Laws, health, safety, handling, reporting and disclosure laws, regulations and rules. Tenant shall promptly provide to Landlord upon written request, but not more often than once in any twelve month period, unless Landlord has reasonable cause to believe that Tenant is not in compliance with this Section 19.2, a detailed list of such materials used in the conduct of Tenant's business or incorporated in the Premises,

together with copies of all applicable permits related to such materials, if any. If any Hazardous Material (other than as permitted in the foregoing sentence) is found on the Premises, or if Tenant or any one of its employees, agents, contractors, suppliers or invitees causes, contributes to or aggravates any release or disposal of any Hazardous Material on, in, under, about or from the Premises or Building, Tenant, at its own cost and expense will immediately take such action as is necessary to detain the spread of and remove the Hazardous Material to the complete satisfaction of Landlord and the appropriate governmental authorities.

(c) Tenant will immediately notify Landlord and provide copies upon receipt of all written complaints, claims, citations, demands, inquiries, reports, or notices (“Action”) relating to Tenant’s compliance with Environmental Laws. Tenant will, at its sole cost, promptly cure and have dismissed with prejudice any such Action. Tenant will keep the Premises and Building free of any lien imposed pursuant to any Environmental Laws on account of Tenant’s generation, manufacture, storage, treatment, transportation, release, or disposal of Hazardous Material.

(d) If Tenant breaches or fails to comply with any of the foregoing representations, warranties or covenants, Landlord may cause the removal (or other cleanup acceptable to Landlord) of any Hazardous Material (other than those expressly authorized herein) from the Premises or Building. The costs of such Hazardous Material removal and any other cleanup (including transportation and storage costs) will be Additional Rent under this Lease, whether or not a court or administrative agency has ordered the cleanup, due and payable on Landlord’s demand. Tenant thereby grants Landlord, its employees, agents and contractors, access to the Premises to remove or otherwise clean up any Hazardous Material. Landlord, however, has no affirmative obligation under this Lease to remove or otherwise clean up any Hazardous Material, from the Premises or Building and nothing in this Lease will be construed as creating any such obligations.

(e) Tenant agrees to indemnify, defend, and hold Landlord and Landlord’s affiliates, shareholders, partners, directors, officers, employees and agents free and harmless from and against all losses, liabilities, obligations, penalties, claims, litigation, demands, defenses, costs, judgments, suits, proceedings, damages (including consequential damages), disbursements, or expenses of any kind (including attorneys’ and experts’ fees and expenses and fees and expenses incurred in investigating, defending, or prosecuting any litigation, claim, or proceeding) that may at any time be imposed upon, incurred by, asserted, or awarded against Landlord or any of them in connection with or arising from or out of Tenant’s environmental compliance obligations hereunder.

This indemnification is the personal obligation of Tenant and shall survive termination of this Lease.

(f) For purposes of this Lease “Hazardous Material” means:

(i) “Hazardous substances” or “toxic substances” as those terms are defined by the Comprehensive Environmental Response, Compensation, and Liability Act

("CERCLA"), 42 U.S.C. #9601, et seq., other Hazardous Materials Transportation Act, 49 U.S.C. #1801, et seq., both as amended to and after this date.

(ii) "Hazardous wastes," as that term is defined by the Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. #6901, et seq., as amended to and after this date.

(iii) Any pollutant or contaminant or hazardous, dangerous, or toxic chemicals, materials, or substances within the meaning of any other applicable federal, state, or local law, regulation, ordinance, or requirement (including, consent decrees and administrative orders) relating to or imposing liability or standards of conduct concerning any hazardous, toxic, or dangerous waste substance or material, all as amended to and after this date.

(iv) Crude oil or any fraction of it that is liquid at standard conditions of temperature and pressure (60 degrees Fahrenheit and 14.7 pounds per square inch absolute).

(v) Any radioactive material, including, any source, special nuclear, or by-product material as defined at 42 U.S.C. #2011, et seq., as amended to and after this date.

(vi) Asbestos in any form or condition.

(vii) Polychlorinated biphenyl's ("PCB'S") or substances or compounds containing PCB's.

20. DEFAULT.

20.1 **Events of Default.** The occurrence of any of the following, shall constitute an "Event of Default" by Tenant:

(a) Tenant fails to make any Rent payment within 15 (fifteen) days after the date due.

(b) Tenant fails to comply with any of the provisions of Section 19.2.

(c) Tenant fails, within ninety (90) days after the commencement of any proceedings against Tenant seeking relief under any reorganization, arrangement, consolidation, readjustment, liquidation, dissolution or similar arrangement or proceeding under any state or federal bankruptcy or other statute, law or regulation, to have such proceedings dismissed, or Tenant fails, within ninety (90) days after any appointment pursuant to any state or federal bankruptcy or other statute, law or regulation, without Tenant's consent or acquiescence, of any trustee, receiver or liquidator for the Premises, for Tenant or for all or any substantial part of Tenant's assets, to have such appointment vacated.

(d) Tenant fails to perform or comply with any provision of this Lease other than those described in (a) through (d) above, and such failure is not cured within fifteen (15) days after notice to Tenant or, if such failure cannot be cured within such fifteen (15) day period, Tenant fails within such fifteen (15) day period to commence and thereafter diligently proceed with all actions necessary to cure any such failure as soon as reasonably possible.

20.2 Remedies. Upon the occurrence of an Event of Default, Landlord shall have the following remedies, which shall not be exclusive but shall be cumulative and shall be in addition to any other remedies, now or hereafter allowed by law. If Tenant shall have vacated or abandoned the Premises, Landlord may, without terminating this Lease, change the locks on the doors to the Premises and exclude Tenant therefrom.

(a) Landlord may, upon notice to Tenant, terminate this Lease, or without notice to Tenant, re-enter the Premises without terminating this Lease subject to the requirements of New York law and the terms set forth in Section 2.1 of this Lease. No re-entry or taking possession of the Premises by Landlord shall be construed as an election on its part to terminate this Lease unless a notice of such intention is given to Tenant (all other demands and notices of forfeiture or other similar notices being thereby expressly waived by Tenant). Upon the service of any such notice of termination, the Term of this Lease shall automatically terminate. If Landlord at any time terminates this Lease for any breach, in addition to any other remedies it may have, it may recover from Tenant all damages it may incur by reason of such breach, including the cost of recovering the Premises, reasonable attorneys' fees, and the value at the time of such termination of all rent reserved in this Lease for the remainder of the term over the then reasonable rental value of the Premises for the remainder of such term, all of which amount shall be immediately due and payable from Tenant to Landlord.

(b) Landlord may require that, upon any termination of the Lease or Tenant's right to possession without termination of this Lease, Tenant shall immediately surrender possession of the Premises to Landlord, vacate the same and remove all effect therefrom except those that may not be removed under other provisions of this Lease. If Tenant fails to surrender possession and vacate as aforesaid, Landlord may forthwith re-enter the Premises and expel and remove Tenant and any other persons and property therefrom, using such force as may be necessary, without being deemed guilty of trespass, eviction, conversion or forcible entry and without thereby waiving Landlord's rights to rent or any other rights given Landlord under this Lease or at law or in equity. If Tenant does not remove all effects from the Premises, Landlord may either declare such effect abandoned and dispose of the same in any reasonable manner without liability to Tenant or any other party, or remove any or all of such effects in any manner it shall choose and store the same without liability to Tenant. Tenant shall pay Landlord on demand any expenses incurred in such removal and storage for any length of time during which the same shall be in Landlord's possession or in storage.

(c) Landlord can continue this Lease in full force and effect, and the Lease will continue in effect as long as Landlord does not terminate Tenant's right to possession, and Landlord shall have the right to collect Annual Base Rent and Additional Rent when due. After

Tenant's right to possession is terminated Landlord may enter the Premises and may make such alterations and repairs as it shall determine may be reasonably necessary to relet the Premises and Landlord may (but shall not be required to) relet the same or any part thereof upon such terms and conditions as Landlord in its sole discretion may deem advisable. Upon any reletting, all rentals received by Landlord from such reletting shall be applied as follows: first, to the payment of any indebtedness other than rent or other charges due under this Lease from Tenant to Landlord; second, to the payment of any costs and expenses of such re-letting, including brokerage fees, reasonable attorneys' fees and costs of such alterations and repairs; and third, to the payment of Annual Base Rent and Additional Rent and other charges due and unpaid hereunder. In no event shall Tenant be entitled to receive any surplus of any sums received by Landlord on a re-letting, in excess of the rental and other charges payable hereunder. If such rentals and other charges received from such re-letting during any month are less than those to be paid during that month by Tenant, Tenant shall pay any such deficiency to Landlord upon demand. No act by Landlord allowed by this Section shall terminate this Lease unless Landlord notifies Tenant that Landlord elects to terminate this Lease. Landlord can terminate Tenant's right to possession of the Premises at any time.

20.3 Receipt of Monies. No receipt of monies by Landlord from or for the account of Tenant or from anyone in possession or occupancy of the Premises after the giving of any notice under this Lease, including, without limitation, a notice of termination of this Lease, shall reinstate, continue or extend the Term of this Lease or affect any notice given to Tenant prior to the receipt of such money. No payment by Landlord of a lesser amount than the charges herein reserved shall be deemed to be an accord and satisfaction. Landlord shall not be deemed to have accepted payment made to a "lockbox" or other depository until ten (10) days after Landlord's actual receipt of the payment if, and only if, during said period Landlord did not refund or attempt to refund such payment.

20.4 Bankruptcy. If at any time there exists an act of bankruptcy, which shall include the filing by Tenant of a petition in bankruptcy (including, without limitation, a petition for liquidation, reorganization or for adjustment of debts of an individual with regular income), the filing of any such petition against Tenant with Tenant failing to secure a discharge thereof within thirty (30) days after the filing thereof, or Tenant becoming insolvent or admitting in writing an inability to pay its debts as they mature, or making an assignment for the benefit of creditors or petitioning for or entering into an arrangement with creditors or a custodian being appointed or taking possession of Tenant's property whether or not a judicial proceeding is instituted, then this Lease at Landlord's option shall (if permitted by law) be terminated, in which event neither Tenant, nor any person claiming through or under Tenant or by virtue of any statute or court order shall be entitled to possession of the Premises. Landlord, in addition to the other rights and remedies given by this Lease or by virtue of any statute or rule of law, may retain as liquidated damages any rent or any monies received by landlord from Tenant or others on behalf of Tenant.

20.5 Legal Expenses. In case suit shall be brought because of the breach of any agreement or obligation contained in this Lease on the part of Tenant or Landlord to be kept or

performed, and a breach shall be established, the prevailing party shall be entitled to recover all expenses incurred therefore, including reasonable attorneys' fees and legal expenses.

20.6 Landlord's Right to Cure Default. If Tenant fails to perform any agreement or obligation on its part to be performed under this Lease, Landlord shall have the right (but shall be under no obligation), if no emergency exists, to perform the same upon ten (10) days notice to Tenant, and, in any emergency, to perform the same immediately without notice of delay. For the purpose of curing Tenant's defaults as aforesaid, Landlord shall have the right to enter the Premises and Tenant shall within ten (10) days after demand reimburse Landlord for any costs incurred by Landlord to cure any of Tenant's defaults, including reasonable attorneys' fees. Except for gross negligence or willful misconduct by Landlord, Landlord shall not be liable for any loss, inconvenience, annoyance or damage resulting to Tenant or anyone holding under Tenant for any action taken by Landlord pursuant to this Section. Any act done by Landlord pursuant to this Section shall not constitute a waiver of any such default by Tenant or a waiver of any covenant, term or condition herein contained or the performance thereof.

20.7 Rights and Remedies. The right and remedies given to Landlord in this Lease are distinct, separate, non-exclusive and cumulative rights and remedies, in addition to every other remedy at law or in equity, and may be exercised concurrently. No delay or failure by Landlord to insist upon the strict performance of any agreement, term, covenant or condition hereof, or to exercise any right or remedy consequent upon a breach thereof, and no acceptance of full or partial rent during the continuance of any such breach, shall constitute a waiver of any such breach, agreement, term covenant or condition. No waiver by Landlord of any breach (including recurrent failure to timely pay rent) by Tenant under this Lease or of any breach by any other tenant under any other lease of any portion of the Building shall affect or alter this Lease in any way whatsoever or be construed as a waiver of any subsequent breach.

20.8 Default by Landlord. Landlord shall not be deemed to be in default under this Lease until Tenant has given Landlord written notice specifying the nature of the default and unless Landlord does not cure the default within thirty (30) days after receipt of the notice or within such reasonable time thereafter as may be necessary to cure the default where it is of such a character as to reasonably require more than thirty (30) days to cure. Upon a default by Landlord, Tenant's remedies shall be limited to suits for damages and/or injunctive relieve. In no event shall Tenant have the right to terminate the Lease.

21. SURRENDER OF POSSESSION.

21.1 Condition. At the expiration of the term hereof, Tenant shall surrender the Premises broom-clean and in good condition and repair.

21.2 Holding Over. If Tenant remains in possession of the Premises after the expiration of the term hereof without the execution of a new lease, it shall be occupying the Premises as a tenant from month-to-month, subject to all of the conditions of this Lease insofar

as the same are applicable to a month-to-month tenancy, except that the monthly rent payable by Tenant shall be an amount equal to one hundred twenty-five percent (125%) of the monthly installment of Base Rent last in effect hereunder, together with all Additional Rent as Landlord may incur. Tenant shall indemnify and hold Landlord harmless from and against all claims, liabilities, damages, costs or expenses, including reasonable attorneys' fees and costs of defending the same, incurred by Landlord and arising from Tenant's failure to timely surrender the Premises, including (i) any rent payable by or any loss, cost, or damages, including lost profits, claimed by any prospective tenant of the Premises, and (ii) Landlord's damages as a result of such prospective tenant rescinding, or refusing to enter into the prospective lease of the Premises by reason of such failure to timely surrender the Premises.

21.3 Fixtures. All partitions, wallcovering, ceilings, sinks, plumbing, floor covering, and other improvements within the Premises (including non-movable Leasehold Improvements) shall become the property of Landlord at the moment of completion of installation; provided, however, Landlord may direct Tenant to remove, at Tenant's sole cost and expense, any such improvements upon the termination of this Lease not previously approved by Landlord and any such other improvements required to be removed as indicated by Landlord at the time of Landlord's consent to same. Tenant shall retain ownership of all trade fixtures and machinery placed in the Premises by Tenant and all removable Leasehold Improvements ("Tenant's Property"). Prior to the expiration of the Term, Tenant shall remove all Tenant's Property and repair any damages occasioned by such removal at Tenant's expense. Upon the failure of Tenant to remove Tenant's Property prior to expiration of the Term, all remaining Tenant's Property shall, at Landlord's election, be deemed abandoned by Tenant.

22. NOTICES. Whenever under this Lease provision is made for notice, such notice shall be in writing, and it shall be deemed sufficient notice and service if such notice is delivered personally or by a nationally-recognized overnight courier service providing proof of delivery or by U.S. registered mail or certified mail, postage prepaid, return receipt requested, to Tenant at the address set forth in Section 1.2 or the Landlord at its then current address for the payment of rent under this Lease. Any notice so sent shall be effective for all purposes of the time of personal delivery or deposit thereof in the U.S. Mail. Either party may hereafter change the address for notice by notifying the other party in writing of the new address.

23. OCCUPANCY. If Tenant is unable to enter into and occupy the Premises on the Commencement Date specified in Section 1.16, because the Premises are not ready for occupancy, Landlord shall not be liable for damages to Tenant, annual Base Rent shall abate during the period Tenant is unable to occupy the Premises; and the Commencement Date shall automatically be extended to accommodate resulting delays.

24. QUIET ENJOYMENT. So long as Tenant is not in default under any of the covenants and agreements of this Lease, Tenant's quiet and peaceable enjoyment of the Premises shall not be disturbed by Landlord or by any person claiming by, through, or under Landlord.

25. GENERAL.

25.1 **Consent.** Whenever under this Lease provision is made for Tenant to secure the consent of Landlord, such consent shall be in writing. The consent by either party to any act by the other party of a nature requiring consent shall not be deemed to constitute consent to any similar act.

25.2 **Lease Negotiation.** The submission of this Lease for examination does not constitute an offer, a reservation of or option for the Premises, and this Lease shall become effective only upon execution and delivery thereof by both parties.

25.3 **No Modification.** This writing is intended by the parties as a final expression of their agreement and as a complete and exclusive statement of the terms thereof. No course of prior dealings between the parties or their officers, employees, agents or affiliates shall be relevant or admissible to supplement, explain or vary any of the terms of this Lease. No representations, understanding or agreements have been made or relied upon in the making of this Lease other than those specifically set forth herein. This Lease can be modified only by a writing signed by the party against whom the modification is enforceable.

25.4 **Severability.** If any term or provision of this Lease, or any portion thereof, or the application thereof to any person or circumstances shall, to any extent, be invalid or unenforceable, then the remainder of this Lease and the application of such term or provision to persons or circumstances, other than those as to which it is held invalid or unenforceable, shall not be affected and shall be valid and be enforced to the fullest extent permitted by law.

25.5 **Third Party Beneficiary.** Nothing contained in this Lease shall be construed so as to convey any other party rights of a third party beneficiary except rights contained herein for the benefit of Landlord's Mortgagee.

25.6 **Headings.** The headings of the Sections and Subsections herein are for convenience only, and do not limit or construe the contents of such Sections and Subsections.

25.7 **Force Majeure.** Whenever a period of time is herein provided for either party to perform, said party shall not be responsible for and therefore shall be excluded from the computation of such period of time, any delays due to strikes, riots, acts of God, shortages of labor or materials, national emergency, acts of a public enemy, governmental restrictions, laws or regulations, or any other cause or causes, whether similar or dissimilar to those enumerated, beyond its reasonable control. This Section shall not excuse Tenant from the prompt payment of Monthly Installments, Additional Rent, or any other payments required by the terms of this Lease.

25.8 **Parties in Interest.** The terms, conditions, covenants and agreements herein contained shall inure to the benefit of and shall bind the parties hereto and their respective successors and permitted assigns.

25.9 **Waiver.** No provisions of this Lease shall be deemed waived unless such waiver is in writing and signed. The waiver of any breach of any provision of this Lease shall not be deemed a waiver of such provision or of any subsequent breach of the same or any other provision of this Lease. No delay or omission in the exercise of any right or remedy shall impair such right or remedy or be construed as a waiver. Landlord's acceptance of any payment of rent due under this Lease shall not be deemed a waiver of any default by Tenant under this Lease, including Tenant's recurrent failure to timely pay Monthly Installment or Additional Rent payments, and no endorsement or statement on any check or on any document accompanying any check or payment shall be deemed an accord and satisfaction. Landlord's consent to or approval of any act by Tenant requiring Landlord's consent or approval shall not be deemed to waive or render unnecessary Landlord's consent to or approval of any subsequent act by Tenant.

25.10 **Jury Trial.** Landlord and Tenant hereby mutually waive any and all rights which either may have to request a jury trial in any proceeding at law or in equity in any court of competent jurisdiction.

25.11 **Limitation of Liability.** Tenant acknowledges and agrees that the liability of Landlord under this Lease shall be limited to its interest in the Building and any judgments rendered against Landlord shall be satisfied solely out of the proceeds of sale of its interest in the Building. No personal judgment shall lie against Landlord upon extinguishments of its rights in the Building and any judgment so rendered shall not give rise to any right of execution or levy against Landlord's assets. The provisions hereof shall inure to Landlord's successors and assigns including any Mortgagee. The foregoing provisions are not intended to relieve Landlord from the performance of any Landlord's obligations under this Lease, but only to limit the personal liability of Landlord in case of recovery of a judgment against Landlord.

25.12 **Authority.** If Tenant is a corporation, partnership or other form of business entity, each of the persons executing this Lease on behalf of Tenant warrants and represents that Tenant is a duly organized and validly existing entity, that Tenant has full right and authority to enter into this Lease and the persons signing on behalf of Tenant are authorized to do so and have the power to bind Tenant to this Lease. Tenant shall provide Landlord upon request with evidence reasonably satisfactory to Landlord confirming the foregoing representations.

25.13 **Attorneys' Fees.** In the event suit is brought for the recovery of the Premises, or any sum due hereunder, or because of any act which may arise out of possession of the Premises, the prevailing party shall be entitled to recovery of all costs incurred therein, including reasonable attorneys' fees.

25.14 No Partnership. Nothing contained in this Lease shall be interpreted as creating a partnership, joint venture, or relationship of principal and agent between Landlord and Tenant, it being understood that the sole relationship created hereby is one of landlord and tenant.

25.16 Termination of Lease in the Event of Tenant Violation of Law. If Tenant's activities or sale of products violate federal, local, state, or ordinances, this lease may be terminated by Landlord's written notice to Tenant. To the extent any Federal laws conflict with the laws of the State of New York regarding medical cannabis, Tenant will not be in breach of this lease for any violation of said Federal laws, and Landlord may not terminate this lease, so long as tenant is in compliance with the laws of the State of New York regarding medical cannabis.

25.17 Applicable Law. This Lease shall be governed by and construed in accordance with the laws of the State of New York.

25.18 Entire Agreement. This Lease contains the entire understanding and agreement of the parties hereto. All prior negotiations, understandings and agreements between the parties have been incorporated herein and are superseded hereby.

IN WITNESS WHEREOF, the parties hereto have executed this Lease as of the day and year first above written.

LANDLORD: Harry L. Drive, LLC

By: 

Brian J. Cosentino
Its: Manager

TENANT: Empire State Health Solutions, LLC

By: 

Dr. Kyle Kingsley
Its: CEO

EXHIBIT "A"
PREMISES

EXHIBIT "B"

**LANDLORD'S WORK/TENANT'S WORK
AND RESPONSIBILITY SCHEDULE**

Except as otherwise provided below, Landlord delivers space to Tenant with interior walls removed except that the drywall on the interior portions of the exterior walls shall be ready for Tenant to tape & paint. Landlord will deliver by June 1, 2015 or as soon as practically possible.

Landlord, in demolition of space, is intentionally leaving two existing demise walls within the space, and two handicap accessible bathrooms, with the intent to save the tenant money in its cost of build out. Doors and archways can be cut in existing interior walls as needed. Location of existing walls and bathrooms shall be shown on print provided to tenants' architect. Interior demise walls can be demolished if tenant so desires. Tenant accepts the existing HVAC unit in as-is condition.

Tenant to get Landlord approval for tenant improvements.

EXHIBIT "C"
RULES AND REGULATIONS

To the extent these Rules and Regulations are inconsistent with the Lease and/or any of the other exhibits to the Lease, the terms of the Lease and other exhibits shall control.

1. Sidewalks, halls, passages and stairways shall not be obstructed by Tenant or used for any purpose other than for ingress to and egress from the Premises.

2. The Common Areas including, but not limited to, halls, passages, entrances, stairways, balconies and roof are not for the use of the general public, and Landlord shall in all cases have the right to control and prevent access thereto by all persons whose presence in the judgment of Landlord shall threaten the safety, character, reputation or interests of the Building and its tenants, provided, that nothing contained herein shall be construed to prevent such access to persons with whom Tenant normally deals in the ordinary course of its business unless such persons are engaged in illegal activities.

3. The sashes, sash doors, windows, glass lights and any lights or sky lights that reflect or admit light into the halls or other places of the Building's common areas shall not be covered or obstructed. The toilet rooms, water and wash closets and other water apparatus shall not be used for any purpose other than that for which they were constructed, and no foreign substance of any kind whatsoever shall be thrown therein, and the expense of any breakage, stoppage or damage resulting from the violation of this rule shall be borne by the tenant who, or whose employee, agent or visitor, shall have caused it.

4. Tenant shall not place a load upon any floor of the Building which exceeds the load per square foot which such floor was designed to carry and which is allowed by law.

5. Tenant shall not bring into or keep in or about the Building any animals (except assistance dogs), birds or aquariums.

6. Tenant, upon the termination of the tenancy, shall deliver to Landlord all the keys of offices, rooms and toilet room which shall have been furnished Tenant or which Tenant shall have had made.

7. Tenant assumes full responsibility for protecting its space from theft, robbery and pilferage which includes keeping doors locked and windows and other means of entry to the Premises closed.

8. Tenant shall not make any room-to-room canvass to solicit business from other tenants in the Building.

9. Tenant shall supervise all contractors, contractor's representatives and installation technicians, rendering any service to Tenant and Tenant shall be liable for

damage caused or cleanup required in connection therewith. This provision shall apply to all work performed in the Building including installations of telephones, telegraph equipment, electrical devices and attachments and installations of any nature affecting floors, walls, woodwork, trim, windows, ceilings equipment or any other physical portion of the Building.

10. Tenant shall not waste electricity, water or air conditioning and agrees to cooperate fully with Landlord to assure the most effective operating of the Building's heating and air-conditioning.

11. No portion of the Premises or any other part of the Building shall at any time be used or occupied as sleeping or lodging quarters.

12. Tenant shall, and shall use reasonable efforts to cause its employees, agents, and invitees to, observe and comply with all driving and parking signs and markers on the property surrounding the Building.

13. Tenant shall give prompt notice to Landlord of any accidents to or defects in the Building, including, but not limited to, plumbing, electrical, mechanical, roofing, floors, glass, walls or doors.

14. The directories of the Building shall be used exclusively for the display of the name and location of the Building tenants. Any additional names requested by Tenant to be displayed in the directories must be approved by Landlord and, if approved, will be provided at the sole expense of Tenant.

15. Tenant shall clean its loading areas and front, side and other entrances on a regular and timely basis. If, after giving Tenant notice, Tenant has failed to clean its loading areas as provided herein, Landlord reserves the right to clean such areas at Tenant's expense.

16. Tenant shall not be permitted to do any of the following without the prior consent of the Landlord:

(a) Store on any part of the property surrounding the Building any vehicles, product, equipment or any other property.

(b) Install permanent or temporary signs on the Building or any part of the property surrounding the Building.

(c) Place any lettering on doors or windows located in the Building.

(d) Go upon the roof of the Building.

STANDARD FORM OF STORE LEASE
The Real Estate Board of New York, Inc.

2/94-A

Agreement of Lease, made as of this 29th day of May xx9 2015, between
Harmen Investment Co., L.P., 91-31 Queens Blvd., Elmhurst, NY 11373.

party of the first part, hereinafter referred to as OWNER, and EMPIRE STATE HEALTH SOLUTIONS LLC.,
1370 Broadway, 5th Floor #575, New York, N.Y. 10018

party of the second part, hereinafter referred to as TENANT,

Witnesseth: Owner hereby leases to Tenant and Tenant hereby hires from Owner That portion of the Second
Floor space presently occupied by Casual Male.

in the building known as 89-55 Queens Blvd., Elmhurst, NY 11373
in the Borough of Queens City of New York, for the term of Ten (10) Years

1st day of October 2015 (or until such term shall sooner cease and expire as hereinafter provided) to commence on the
30th day of September 2025 and to end on the
both dates inclusive, at an annual rental rate of SEE RENTAL SCHEDULE ATTACHED HERETO AND MADE
A PART HEREOF.

which Tenant agrees to pay in lawful money of the United States which shall be legal tender in payment of all debts and dues,
public and private, at the time of payment, in equal monthly installments in advance on the first day of each month during said
term, at the office of Owner or such other place as Owner may designate, without any set off or deduction whatsoever, except
that Tenant shall pay the first monthly installment(s) on the execution hereof (unless this lease be a renewal).

In the event that, at the commencement of the term of this lease, or thereafter, Tenant shall be in default in the payment
of rent to Owner pursuant to the terms of another lease with Owner or with Owner's predecessor in interest, Owner may at
Owner's option and without notice to Tenant add the amount of such arrears to any monthly installment of rent payable hereunder
and the same shall be payable to Owner as additional rent.

The parties hereto, for themselves, their heirs, distributees, executors, administrators, legal representatives,
successors and assigns, hereby covenant as follows:

- Rent: 1. Tenant shall pay the rent as above and as hereinafter provided.
- Occupancy: 2. Tenant shall use and occupy demised premises for Medical Cannabis Dispensary Licensed by the State of New York

and for no other purpose. Tenant shall at all times conduct its business in a high grade and reputable manner, shall not violate Article 37 hereof,
and shall keep show windows and signs in a neat and clean condition.

Alterations: 3. Tenant shall make no changes in or to the demised premises of any nature without Owner's prior written consent. Subject to the prior written consent of Owner, and to the provisions of this article, Tenant, at Tenant's expense, may make alterations, installations, additions or improvements which are non-structural and which do not affect utility services or plumbing and electrical lines, in or to the interior of the demised premises by using contractors or mechanics first approved in each instance by Owner. Tenant shall, before making any alterations, additions, installations or improvements, at its expense, obtain all permits, approvals and certificates required by any governmental or quasi-governmental bodies and (upon completion) certificates of final approval thereof and shall deliver promptly duplicates of all such permits, approvals and certificates to Owner and Tenant agrees to carry and will cause Tenant's contractors and sub-contractors to carry such workman's compensation, general liability, personal and property damage insurance as Owner may require. If any mechanic's lien is filed against the demised premises, or the building of which the same forms a part, for work claimed to have done for, or materials furnished to, Tenant, whether or not done pursuant to this article, the same shall be discharged by Tenant within 30 days thereafter, at Tenant's expense, by payment or filing the bond required by law. All fixtures and all paneling, partitions, railings and like installations, installed in the premises at any time, either by Tenant or by Owner on Tenant's behalf, shall, upon installation, become the property of Owner and shall remain upon and be surrendered with the demised premises unless Owner, by notice to Tenant no later than twenty days prior to the date fixed as the termination of this lease, elects to relinquish Owner's rights thereto and to have them removed by Tenant, in which event, the same shall be removed from the premises by Tenant prior to the expiration of the lease, at Tenant's expense. Nothing in this article shall be construed to give Owner title to or prevent Tenant's removal of trade fixtures, moveable office furniture and equipment, but upon removal of any such from the premises or upon removal of other installations as may be required by Owner, Tenant shall immediately and at its expense, repair and restore the premises to the condition existing prior to installation and repair any damage to the demised premises or the building due to such removal. All property permitted or required to be removed by Tenant at the end of the term remaining in the premises after Tenant's removal shall be deemed abandoned and may, at the election of Owner, either be retained as Owner's property or may be removed from the premises by Owner at Tenant's expense.

Repairs: 4. Owner shall maintain and repair the public portions of the building, both exterior and interior, except that if Owner allows Tenant to erect on the outside of the building a sign or signs, or a hoist, lift or sidewalk elevator for the exclusive use of Tenant, Tenant shall maintain such exterior installations in good appearance and shall cause the same to be operated in a good and workmanlike manner and shall make all repairs thereto necessary to keep same in good order and condition, at Tenant's own cost and expense, and shall cause the same to be covered by the insurance provided for hereafter in Article 8. Tenant

shall, throughout the term of this lease, take good care of the demised premises and the fixtures and appurtenances therein, and the sidewalks adjacent thereto, and at its sole cost and expense, make all non-structural repairs thereto as and when needed to preserve them in good working order and condition, reasonable wear and tear, obsolescence and damage from the elements, fire or other casualty, excepted. If the demised premises be or become infested with vermin, Tenant shall at Tenant's expense, cause the same to be exterminated from time to time to the satisfaction of Owner. Except as specifically provided in Article 9 or elsewhere in this lease, there shall be no allowance to the Tenant for the diminution of rental value and no liability on the part of Owner by reason of inconvenience, annoyance or injury to business arising from Owner, Tenant or others making or failing to make any repairs, alterations, additions or improvements in or to any portion of the building including the erection or operation of any crane, derrick or sidewalk shed, or in or to the demised premises or the fixtures, appurtenances or equipment thereof. It is specifically agreed that Tenant shall be not entitled to any setoff or reduction of rent by reason of any failure of Owner to comply with the covenants of this or any other article of this lease. Tenant agrees that Tenant's sole remedy at law in such instance will be by way of an action for damages for breach of contract. The provisions of this Article 4 with respect to the making of repairs shall not apply in the case of fire or other Casualty which are dealt with in Article 9 hereof.

Window Cleaning: 5. Tenant will not clean nor require, permit, suffer or allow any window in the demised premises to be cleaned from the outside in violation of Section 202 of the New York State Labor Law or any other applicable law or of the Rules of the Board of Standards and Appeals, or of any other Board or body having or asserting jurisdiction.

Requirements of Law, Fire Insurance: 6. Prior to the commencement of the lease term, if Tenant is then in possession, and at all times thereafter, Tenant, at Tenant's sole cost and expense, shall promptly comply with all present and future laws, orders and regulations of all state, federal, municipal and local governments, departments, commissions and boards and any direction of any public officer pursuant to law, and all orders, rules and regulations of the New York Board of Fire Underwriters or the Insurance Services Office, or any similar body which shall impose any violation, order or duty upon Owner or Tenant with respect to the demised premises, and with respect to the portion of the sidewalk adjacent to the premises, if the premises are on the street level, whether or not arising out of Tenant's use or manner of use thereof, or with respect to the building if arising out of Tenant's use or manner of use of the premises or the building (including the use permitted under the lease). Except as provided in Article 29 hereof, nothing herein shall require Tenant to make structural repairs or alterations unless Tenant has by its manner of use of the demised premises or method of operation therein, violated any such laws, ordinances, orders, rules, regulations or requirements with respect thereto. Tenant shall not do

or permit any act or thing to be done in or to the demised premises which is contrary to law, or which will invalidate or be in conflict with public liability, fire or other policies of insurance at any time carried by or for the benefit of Owner. Tenant shall pay all costs, expenses, fines, penalties or damages which may be imposed upon Owner by reason of Tenant's failure to comply with the provisions of this article. If the fire insurance rate shall, at the beginning of the lease or at any time thereafter, be higher than it otherwise would be, then Tenant shall reimburse Owner, as additional rent hereunder, for that portion of all fire insurance premiums thereafter paid by Owner which shall have been charged because of such failure by Tenant, to comply with the terms of this article. In any action or proceeding wherein Owner and Tenant are parties, a schedule or "make-up" of rent for the building or demised premises issued by a body making fire insurance rates applicable to said premises shall be conclusive evidence of the facts therein stated and of the several items and charges in the fire insurance rate then applicable to said premises.

Sub-ordination: 7. This lease is subject and subordinate to all ground or underlying leases and to all mortgages which may now or hereafter affect such leases or the real property of which demised premises are a part and to all renewals, modifications, consolidations, replacements and extensions of any such underlying leases and mortgages. This clause shall be self-operative and no further instrument of subordination shall be required by any ground or underlying lessor or by any mortgagee, affecting any lease or the real property of which the demised premises are a part. In confirmation of such subordination, Tenant shall from time to time execute promptly any certificate that Owner may request.

Tenant's Liability Insurance Property Loss, Damage, Indemnity: 8. Owner of its agents shall not be liable for any damage to property of Tenant or of others entrusted to employees of the building, nor for loss of or damage to any property of Tenant by theft or otherwise, nor for any injury or damage to persons or property resulting from any cause of whatsoever nature, unless caused by or due to the negligence of Owner, its agents, servants or employees. Owner of its agents will not be liable for any such damage caused by other tenants or persons in, upon or about said building or caused by operations in construction of any private, public or quasi public work. Tenant agrees, at Tenant's sole cost and expense, to maintain general public liability insurance in standard form in favor of Owner and Tenant against claims for bodily injury or death or property damage occurring in or upon the demised premises, effective from the date Tenant enters into possession and during the term of this lease. Such insurance shall be in an amount and with carriers acceptable to the Owner. Such policy or policies shall be delivered to the Owner. On Tenant's default in obtaining or delivering any such policy or policies or failure to pay the charges therefor, Owner may secure or pay the charges for any such policy or policies and charge the Tenant as additional rent therefor. Tenant shall indemnify and save harmless Owner against and from all liabilities, obligations, damages, penalties, claims, costs and expenses for which Owner shall not be reimbursed by insurance, including reasonable attorneys fees, paid, suffered or incurred as a result of any breach by Tenant, Tenant's agent, contractors, employees, invitees, or licensees, of any covenant on condition of this lease, or the carelessness, negligence or improper conduct of the Tenant, Tenant's agents, contractors, employees, invitees or licensees. Tenant's liability under this lease extends to the acts and omissions of any subcontractor, and any agent, contractor, employee, invitee or licensee of any subcontractor. In case any action or proceeding is brought against Owner by reason of any such claim, Tenant, upon written notice from Owner, will, at Tenant's expense, resist or defend such action or proceeding by counsel approved by Owner in writing, such approval not to be unreasonably withheld.

Destruction, Fire, and Other Casualty: 9. (a) If the demised premises or any part thereof shall be damaged by fire or other casualty, Tenant shall give immediate notice thereof to Owner and this lease shall continue in full force and effect except as hereinafter set forth. (b) If the demised premises are partially damaged or rendered partially unusable by fire or other casualty, the damages thereto shall be repaired by and at the expense of Owner and the rent and other items of additional rent, until such repair shall be substantially completed, shall be apportioned from the day following the casualty according to the part of the premises, which is usable. (c) If the demised premises are totally damaged or rendered wholly unusable by fire or other casualty, then the rent and other items of additional rent as hereinafter expressly provided shall be proportionately paid up to the time of the casualty and therefor shall cease until the date when the premises shall have been repaired and restored by Owner (or person recognized in part by Tenant then rent shall be apportioned as provided in subsection (b) above), subject to Owner's right to elect not to restore the same as hereinafter provided. (d) If the demised premises are rendered wholly unusable or (whether or not the demised premises are damaged in whole or in part) if the building shall be so damaged that Owner shall decide to demolish it or to rebuild it, then, in any of such events, Owner may elect to terminate this lease by written notice to Tenant given within 90 days after such fire or casualty or 30 days after adjustment of the insurance claim for such fire or casualty, whichever is sooner, specifying a date for the expiration of the lease, which date shall not be more than 60 days after the giving of such notice, and upon the date specified in such notice the term of this lease shall expire as fully and completely as if such date were the date set forth above for the termination of this lease and Tenant shall forthwith quit, surrender and vacate the premises without prejudice however, to Owner's rights and remedies against Tenant under the lease provisions in effect prior to such termination, and any rent owing shall be paid up to such date and any payments of rent made by Tenant which were on account of any period subsequent to such date shall be returned to Tenant. Unless Owner shall serve a termination notice as provided for herein, Owner shall make the repairs and restorations under the conditions of (b) and (c) hereof, with all reasonable expedition subject to delays due to adjustment of insurance claims, labor troubles and causes beyond Owner's control. After any such casualty, Tenant shall cooperate with Owner's restoration by removing from the premises as promptly as reasonably possible, all of Tenant's salvageable inventory and movable equipment, furniture, and other property. Tenant's liability for rent shall resume five (5) days after written notice from Owner that the premises are substantially ready for Tenant's occupancy. (e) Nothing contained hereinabove shall relieve Tenant from liability that may exist as a result of damage from fire or other casualty. Notwithstanding the foregoing, including Owner's obligation to restore under subparagraph (b) above, each party shall

look first to any insurance in its favor before making any claim against the other party for recovery for loss or damage resulting from fire or other casualty, and to the extent that such insurance is in force and collectible and to the extent permitted by law, Owner and Tenant each hereby releases and waives all right of recovery with respect to subparagraphs (b), (d) and (e) above, against the other or any one claiming through or under each of them by way of subrogation or otherwise. The release and waiver herein referred to shall be deemed to include any loss or damage to the demised premises and/or to any personal property, equipment, trade fixtures, goods and merchandise located therein. The foregoing release and waiver shall be in force only if both releasors' insurance policies contain a clause providing that such a release or waiver shall not invalidate the insurance. Tenant acknowledges that Owner will not carry insurance on Tenant's furniture and/or furnishings or any fixtures or equipment, improvements, or appurtenances removable by Tenant and agrees that Owner will not be obligated to repair any damage thereto or replace the same. (f) Tenant hereby waives the provisions of Section 227 of the Real Property Law and agrees that the provisions of this article shall govern and control in lieu thereof.

Eminent Domain: 10. If the whole or any part of the demised premises shall be acquired or condemned by Eminent Domain for any public or quasi public use or purpose, then and in that event, the term of this lease shall cease and terminate from the date of title vesting in such proceeding and Tenant shall have no claim for the value of any unexpired term of said lease. Tenant shall have the right to make an independent claim to the condemning authority for the value of Tenant's moving expenses and personal property, trade fixtures and equipment, provided Tenant is entitled pursuant to the terms of the lease to remove such property, trade fixtures and equipment at the end of the term and provided further such claim does not reduce Owner's award.

Assignment, Mortgage, Etc.: 11. Tenant, for itself, its heirs, distributees, executors, administrators, legal representatives, successors and assigns expressly covenants that it shall not assign, mortgage or encumber this agreement, nor underlet, or suffer or permit the demised premises or any part thereof to be used by others, without the prior written consent of Owner in each instance. Transfer of the majority of the stock of a corporate tenant or the majority partnership interest of a partnership tenant shall be deemed an assignment. If this lease be assigned, or if the demised premises or any part thereof be underlet or occupied by anybody other than Tenant, Owner may, after default by Tenant, collect rent from the assignee, under-tenant or occupant, and apply the net amount collected to the rent herein reserved, but no such assignment, underletting, occupancy or collection shall be deemed a waiver of the covenant, or the acceptance of the assignee, under-tenant or occupant as tenant, or a release of Tenant from the further performance by Tenant of covenants on the part of Tenant herein contained. The consent by Owner to an assignment or underletting shall not in any wise be construed to relieve Tenant from obtaining the express consent in writing of Owner to any further assignment or underletting.

Electric Current: 12. Rates and conditions in respect to submetering or rent inclusion, as the case may be, to be added in RIDER attached hereto. Tenant covenants and agrees that at all times its use of electric current shall not exceed the capacity of existing feeders to the building or the risers or wiring installation and Tenant will not use any electrical equipment which, in Owner's opinion, reasonably exercised, will overload such installations or interfere with the use thereof by other tenants of the building. The change at any time of the character of electric service shall in no wise make Owner liable or responsible to Tenant, for any loss, damages or expenses which Tenant may sustain.

Access to Premises: 13. Owner or Owner's agents shall have the right (but shall not be obligated) to enter the demised premises in any emergency at any time, and, at other reasonable times, to examine the same and to make such repairs, replacements and improvements as Owner may deem necessary and reasonably desirable to any portion of the building, or which Owner may elect to perform, in the premises, following Tenant's failure to make repairs or perform any work which Tenant is obligated to perform under this lease, or for the purpose of complying with laws, regulations and other directions of governmental authorities. Tenant shall permit Owner to use and maintain and replace pipes and conduits in and through the demised premises and to erect new pipes and conduits therein, provided they are concealed within the walls, floors or ceiling, wherever practicable. Owner may, during the progress of any work in the demised premises, take all necessary materials and equipment into said premises without the same constituting an eviction nor shall the Tenant be entitled to any abatement of rent while such work is in progress nor to any damages by reason of loss or interruption of business or otherwise. Throughout the term hereof Owner shall have the right to enter the demised premises at reasonable hours for the purpose of showing the same to prospective purchasers or mortgagees of the building, and during the last six months of the term for the purpose of showing the same to prospective tenants and may, during said six months period, place upon the demised premises the usual notice "To Let" and "For Sale" which notices Tenant shall permit to remain thereon without molestation. If Tenant is not present to open and permit an entry into the demised premises, Owner or Owner's agents may enter the same whenever such entry may be necessary or permissible by master key or forcibly and provided reasonable care is exercised to safeguard Tenant's property, such entry shall not render Owner or its agents liable therefor, nor in any event shall the obligations of Tenant hereunder be affected. If during the last month of term Tenant shall have removed all or substantially all of Tenant's property therefrom, Owner may immediately enter, alter, renovate or redecorate the demised premises without limitation or abatement of rent, or incurring liability to Tenant for any compensation and such act shall have no effect on this lease or Tenant's obligations hereunder. Owner shall have the right at any time, without the same constituting an eviction and without incurring liability to Tenant therefor to change the arrangement and/or location of public entrances, passageways, doors, doorways, corridors, elevators, stairs, toilets, or other public parts of the building and to change the name, number or designation by which the building may be known.

Vault, Vault Space, Area: 14. No vaults, vault space or area, whether or not enclosed or covered, not within the property line of the building is leased hereunder, anything contained in or indicated on any sketch, blue print or plan, or anything contained elsewhere in this lease to the contrary notwithstanding. Owner makes no representation as to the location of the property line of the

 Rider to be added if necessary.

building. All vaults and vault space and all such areas not within the property line of the building, which Tenant may be permitted to use and/or occupy, is to be used and/or occupied under a revocable license, and if any such license is revoked, or if the amount of such space or area be diminished or required by any federal, state or municipal authority or public utility, Owner shall not be subject to any liability nor shall Tenant be entitled to any compensation or diminution or abatement of rent, nor shall such revocation, diminution or requisition be deemed constructive or actual eviction. Any tax, fee or charge of municipal authorities for such vault or area shall be paid by Tenant.

Occupancy: 15. Tenant will not at any time use or occupy the demised premises in violation of Articles 2 or 37 hereof, or of the certificate of occupancy issued for the building of which the demised premises are a part. Tenant has inspected the premises and accepts them as is, subject to the riders annexed hereto with respect to Owner's work, if any. In any event, Owner makes no representation as to the condition of the premises and Tenant agrees to accept the same subject to violations whether or not of record.

Bankruptcy: 16. (a) Anything elsewhere in this lease to the contrary notwithstanding, this lease may be cancelled by Landlord by the sending of a written notice to Tenant within a reasonable time after the happening of any one or more of the following events: (1) the commencement of a case in bankruptcy or under the laws of any state naming Tenant as the debtor; or (2) the making by Tenant of an assignment or any other arrangement for the benefit of creditors under any state statute. Neither Tenant nor any person claiming through or under Tenant, or by reason of any statute or order of court, shall thereafter be entitled to possession of the premises demised but shall forthwith quit and surrender the premises. If this lease shall be assigned in accordance with its terms, the provisions of this Article 16 shall be applicable only to the party then owning Tenant's interest in this lease.

(b) It is stipulated and agreed that in the event of the termination of this lease pursuant to (a) hereof, Owner shall forthwith, notwithstanding any other provisions of this lease to the contrary, be entitled to recover from Tenant as and for liquidated damages an amount equal to the difference between the rent reserved hereunder for the unexpired portion of the term demised and the fair and reasonable rental value of the demised premises for the same period. In the computation of such damages the difference between any installment of rent becoming due hereunder after the date of termination and the fair and reasonable rental value of the demised premises for the period for which such installment was payable shall be discounted to the date of termination at the rate of four percent (4%) per annum. If such premises or any part thereof be re-let by the Owner for the unexpired term of said lease, or any part thereof, before presentation of proof of such liquidated damages to any court, commission or tribunal, the amount of rent reserved upon such re-letting shall be deemed to be the fair and reasonable rental value for the part or the whole of the premises so re-let during the term of the re-letting. Nothing herein contained shall limit or prejudice the right of the Owner to prove for and obtain as liquidated damages by reason of such termination, an amount equal to the maximum allowed by any statute or rule of law in effect at the time when, and governing the proceedings in which, such damages are to be proved, whether or not such amount be greater, equal to, or less than the amount of the difference referred to above.

Default: 17. (1) If Tenant defaults in fulfilling any of the covenants of this lease other than the covenants for the payment of rent or additional rent; or if the demised premises become vacant or deserted; or if any execution or attachment shall be issued against Tenant or any of Tenant's property whereupon the demised premises shall be taken or occupied by someone other than Tenant; or if this lease be rejected under Section 365 of Title II of the U.S. Code (Bankruptcy Code); or if Tenant shall fail to move into or take possession of the premises within thirty (30) days after the commencement of the term of this lease, of which fact Owner shall be the sole judge; then, in any one or more of such events, upon Owner serving a written fifteen (15) days notice upon Tenant specifying the nature of said default and upon the expiration of said fifteen (15) days, if Tenant shall have failed to comply with or remedy such default, or if the said default or omission complained of shall be of a nature that the same cannot be completely cured or remedied within said fifteen (15) day period, and if Tenant shall not have diligently commenced curing such default within such fifteen (15) day period, and shall not thereafter with reasonable diligence and in good faith proceed to remedy or cure such default, then Owner may serve a written five (5) days notice of cancellation of this lease upon Tenant, and upon the expiration of said five (5) days, this lease and the term thereunder shall end and expire as fully and completely as if the expiration of such five (5) day period were the day herein definitely fixed for the end and expiration of this lease and the term thereof and Tenant shall then quit and surrender the demised premises to Owner but Tenant shall remain liable as hereinafter provided.

(2) If the notice provided for in (1) hereof shall have been given, and the term shall expire as aforesaid; or if Tenant shall make default in the payment of the rent reserved herein or any item of additional rent herein mentioned or any part of either or in making any other payment herein required; then and in any of such events Owner may without notice, re-enter the demised premises either by force or otherwise, and dispossess Tenant by summary proceedings or otherwise, and the legal representative of Tenant or other occupant of demised premises and remove their effects and hold the premises as if this lease had not been made, and Tenant hereby waives the service of notice of intention to re-enter or to institute legal proceedings to that end.

Remedies of Owner and Waiver of Redemption: 18. In case of any such default, re-entry, expiration and/or dispossession by summary proceedings or other wise, (a) the rent, and additional rent, shall become due thereupon and be paid up to the time of such re-entry, dispossession and/or expiration. (b) Owner may re-let the premises or any part or parts thereof, either in the name of Owner or otherwise, for a term or terms, which may at Owner's option be less than or exceed the period which would otherwise have constituted the balance of the term of this lease and may grant concessions or free rent or charge a higher rental than that in this lease, and/or (c) Tenant or the legal representatives of Tenant shall also pay Owner as liquidated damages for the failure of Tenant to observe and perform said Tenant's covenants herein contained, any deficiency between the rent hereby reserved and/or covenanted to be paid and the net amount, if any, of the rents collected on account of the subsequent lease or leases of the demised premises for each month of the period which would otherwise have constituted the balance of

the term of this lease. The failure of Owner to re-let the premises or any part or parts thereof shall not release or affect Tenant's liability for damages. In computing such liquidated damages there shall be added to the said deficiency such expenses as Owner may incur in connection with re-letting, such as legal expenses, reasonable attorneys' fees, brokerage, advertising and for keeping the demised premises in good order or for preparing the same for re-letting. Any such liquidated damages shall be paid in monthly installments by Tenant on the rent day specified in this lease. Owner, in putting the demised premises in good order or preparing the same for re-letting, may, at Owner's option, make such alterations, repairs, replacements, and/or decorations in the demised premises as Owner, in Owner's sole judgement, considers advisable and necessary for the purpose of re-letting the demised premises, and the making of such alterations, repairs, replacements, and/or decorations shall not operate or be construed to release Tenant from liability. Owner shall in no event be liable in any way whatsoever for failure to re-let the demised premises, or in the event that the demised premises are re-let, for failure to collect the rent thereof under such re-letting, and in no event shall Tenant be entitled to receive any excess, if any, of such net rent collected over the sums payable by Tenant to Owner hereunder. In the event of a breach or threatened breach by Tenant or any of the covenants or provisions hereof, Owner shall have the right of injunction and the right to invoke any remedy allowed at law or in equity as if re-entry, summary proceedings and other remedies were not herein provided for. Mention in this lease of any particular remedy, shall not preclude Owner from any other remedy, in law or in equity. Tenant hereby expressly waives any and all rights of redemption granted by or under any present or future laws.

Fees and Expenses: 19. If Tenant shall default in the observance or performance of any term or covenant on Tenant's part to be observed or performed under or by virtue of any of the terms or provisions in any article of this lease, after notice if required and upon expiration of any applicable grace period if any, (except in an emergency), then, unless otherwise provided elsewhere in this lease, Owner may immediately or at any time thereafter and without notice perform the obligation of Tenant thereunder, and if Owner, in connection therewith or in connection with any default by Tenant in the covenant to pay rent hereunder, makes any expenditures or incurs any obligations for the payment of money, including but not limited to reasonable attorney's fees, in instituting, prosecuting or defending any actions or proceeding and prevails in any such action or proceeding, such sums so paid or obligations incurred with interest and costs shall be deemed to be additional rent hereunder and shall be paid by Tenant to Owner within ten (10) days of rendition of any bill or statement to Tenant therefor, and if Tenant's lease term shall have expired at the time of making of such expenditures or incurring of such obligations, such sums shall be recoverable by Owner as damages.

No Representations by Owner: 20. Neither Owner nor Owner's agent have made any representations or promises with respect to the physical condition of the building, the land upon which it is erected or the demised premises, the rents, leases, expenses of operation, or any other matter or thing affecting or related to the premises except as herein expressly set forth and no rights, easements or licenses are acquired by Tenant by implication or otherwise except as expressly set forth in the provisions of this lease. Tenant has inspected the building and the demised premises and is thoroughly acquainted with their condition, and agrees to take the same "as is" and acknowledges that the taking of possession of the demised premises by Tenant shall be conclusive evidence that the said premises and the building of which the same form a part were in good and satisfactory condition at the time such possession was so taken, except as to latent defects. All understandings and agreements heretofore made between the parties hereto are merged in this contract, which alone fully and completely expresses the agreement between Owner and Tenant and any executory agreement hereafter made shall be ineffective to change, modify, discharge or effect an abandonment of it in whole or in part, unless such executory agreement is in writing and signed by the party against whom enforcement of the change, modification, discharge or abandonment is sought.

End of Term: 21. Upon the expiration or other termination of the term of this lease, Tenant shall quit and surrender to Owner the demised premises, broom clean, in good order and condition, ordinary wear excepted, and Tenant shall remove all its property. Tenant's obligation to observe or perform this covenant shall survive the expiration or other termination of this lease. If the last day of the term of this lease or any renewal thereof, falls on Sunday, this lease shall expire at noon on the preceding Saturday unless it be a legal holiday in which case it shall expire at noon on the preceding business day.

Quiet Enjoyment: 22. Owner covenants and agrees with Tenant that upon Tenant paying the rent and additional rent and observing and performing all the terms, covenants and conditions, on Tenant's part to be observed and performed, Tenant may peaceably and quietly enjoy the premises hereby demised, subject, nevertheless, to the terms and conditions of this lease including, but not limited to, Article 33 hereof and to the ground leases, underlying leases and mortgages hereinbefore mentioned.

Failure to Give Possession: 23. If Owner is unable to give possession of the demised premises on the date of the commencement of the term hereof, because of the holding-over or retention of possession of any tenant, undertenant or occupants, or if the premises are located in a building being constructed, because such building has not been sufficiently completed to make the premises ready for occupancy or because of the fact that a certificate of occupancy has not been procured or for any other reason, Owner shall not be subject to any liability for failure to give possession on said date and the validity of the lease shall not be impaired under such circumstances, nor shall the same be construed in any wise to extend the term of this lease, but the rent payable hereunder shall be abated (provided Tenant is not responsible for the inability to obtain possession or complete construction) until after Owner shall have given Tenant written notice that the Owner is able to deliver possession in the condition required by this lease. If permission is given to Tenant to enter into the possession of the demised premises or to occupy premises other than the demised premises prior to the date specified as the commencement of the term of this lease, Tenant covenants and agrees that such possession and/or occupancy shall be deemed to be under all the terms, covenants, conditions and provisions of this lease except the obligation to pay the fixed annual rent set forth in page

one of this lease. The provisions of this article are intended to constitute "an express provision to the contrary" within the meaning of Section 223-a of the New York Real Property Law.

No Waiver: 24. The failure of Owner to seek redress for violation of, or to insist upon the strict performance of any covenant or condition of this lease or of any of the Rules or Regulations set forth or hereafter adopted by Owner, shall not prevent a subsequent act which would have originally constituted a violation from having all the force and effect of an original violation. The receipt by Owner of rent and/or additional rent with knowledge of the breach of any covenant of this lease shall not be deemed a waiver of such breach and no provision of this lease shall be deemed to have been waived by Owner unless such waiver be in writing signed by Owner. No payment by Tenant or receipt by Owner of a lesser amount than the monthly rent herein stipulated shall be deemed to be other than on account of the earliest stipulated rent, nor shall any endorsement or statement of any check or any letter accompanying any check or payment as rent be deemed an accord and satisfaction, and Owner may accept such check or payment without prejudice to Owner's right to recover the balance of such rent or pursue any other remedy in this lease provided. No act or thing done by Owner or Owner's agents during the term hereby demised shall be deemed in acceptance of a surrender of said premises and no agreement to accept such surrender shall be valid unless in writing signed by Owner. No employee of Owner or Owner's agent shall have any power to accept the keys of said premises prior to the termination of the lease and the delivery of keys to any such agent or employee shall not operate as a termination of the lease or a surrender of the premises.

Waiver of Trial by Jury: 25. It is mutually agreed and between Owner and Tenant that the respective parties hereto shall and they hereby do waive trial by jury in any action, proceeding or counterclaim brought by either of the parties hereto against the other (except for personal injury or property damage) on any matters whatsoever arising out of or in any way connected with this lease, the relationship of Owner and Tenant, Tenant's use of or occupancy of said premises, and any emergency statutory or any other statutory remedy. It is further mutually agreed that in the event Owner commences any proceeding or action for possession including a summary proceeding for possession of the premises, Tenant will not interpose any counterclaim of whatever nature or description in any such proceeding, including a counterclaim under Article 4 except for statutory mandatory counterclaims.

Inability to Perform: 26. This lease and the obligation of Tenant to pay rent hereunder and perform all of the other covenants and agreements hereunder on part of Tenant to be performed shall in no wise be affected, impaired or excused because Owner is unable to fulfill any of its obligations under this lease or to supply or is delayed in supplying any service expressly or impliedly to be supplied or is unable to make, or is delayed in making any repair, additions, alterations or decorations or is unable to supply or is delayed in supplying any equipment, fixtures or other materials if Owner is prevented or delayed from so doing by reason of strike or labor troubles, government preemption or restrictions or by reason of any rule, order or regulation of any department or subdivision thereof of any government agency or by reason of the conditions of which have been or are affected, either directly or indirectly, by war or other emergency, or when, in the judgement of Owner, temporary interruption of such services is necessary by reason of accident, mechanical breakdown, or to make repairs, alterations or improvements.

Bills and Notices: 27. Except as otherwise in this lease provided, a bill, statement, notice or communication which Owner may desire or be required to give to Tenant, shall be deemed sufficiently given or rendered if, in writing, delivered to Tenant personally or sent by registered or certified mail addressed to Tenant at the building of which the demised premises form a part or at the last known residence address or business address of Tenant or left at any of the aforesaid premises addressed to Tenant, and the time of the rendition of such bill or statement and of the giving of such notice or communication shall be deemed to be the time when the same is delivered to Tenant, mailed, or left at the premises as herein provided. Any notice by Tenant to Owner must be served by registered or certified mail addressed to Owner at the address first hereinabove given or at such other address as Owner shall designate by written notice.

Water Charges: 28. If Tenant requires, uses or consumes water for any purpose in addition to ordinary lavatory purposes (of which fact Tenant constitutes Owner to be the sole judge) Owner may install a water meter and thereby measure Tenant's water consumption for all purposes. Tenant shall pay Owner for the cost of the meter and the cost of the installation thereof and throughout the duration of Tenant's occupancy Tenant shall keep said meter and installation equipment in good working order and repair at Tenant's own cost and expense. Tenant agrees to pay for water consumed, as shown on said meter as and when bills are rendered. Tenant covenants and agrees to pay the sewer rent, charge or any other tax, rent, levy or charge which now or hereafter is assessed, imposed or a lien upon the demised premises or the realty of which they are part pursuant to law, order or regulation made or issued in connection with the use, consumption, maintenance or supply of water, water system or sewage or sewage connection or system. The bill rendered by Owner shall be payable by Tenant as additional rent. If the building or the demised premises or any part thereof be supplied with water through a meter through which water is also supplied to other premises Tenant shall pay to Owner as additional rent, on the first day of each month, 50% (\$) of the total meter charges, as Tenant's portion. Independently of and in addition to any of the remedies reserved to Owner hereinabove or elsewhere in this lease, Owner may sue for and collect any monies to be paid by Tenant or paid by Owner for any of the reasons or purposes hereinabove set forth.

Sprinklers: 29. Anything elsewhere in this lease to the contrary notwithstanding, if the New York Board of Fire Underwriters or the Insurance Services Office or any bureau, department or official of the federal, state or city government require or recommend the installation of a sprinkler system or that any changes, modifications, alterations, or additional sprinkler heads or other equipment be made or supplied in an existing sprinkler system by reason of Tenant's business, or the location of partitions, trade fixtures, or other contents of the demised premises, or for any other reason, or if any such sprinkler system

Space to be filled in or deleted.

installations, changes, modifications, alterations, additional sprinkler heads or other such equipment, become necessary to prevent the imposition of a penalty or charge against the full allowance for a sprinkler system in the fire insurance rate set by any said Exchange or by any fire insurance company, Tenant shall, at Tenant's expense, promptly make such sprinkler system installations, changes, modifications, alterations, and supply additional sprinkler heads or other equipment as required whether the work involved shall be structural or non-structural in nature. Tenant shall pay to Owner as additional rent the sum of \$ N/A, on the first day of each month during the term of this lease, as Tenant's portion of the contract price for sprinkler supervisory service.

Elevators, Heat, Cleaning: 30. As long as Tenant is not in default under any of the covenants of this lease beyond the applicable grace period provided in this lease for the curing of such defaults, Owner shall, if and insofar as existing facilities permit furnish heat to the demised premises, when and as required by law, on business days from 8:00 a.m. to 6:00 p.m. and on Saturdays from 8:00 a.m. to 1:00 p.m. Tenant shall at Tenant's expense, keep demised premises clean and in order, to the satisfaction to Owner, and if demised premises are situated on the street floor, Tenant shall, at Tenant's own expense, make all repairs and replacements to the sidewalks and curbs adjacent thereto, and keep said sidewalks and curbs free from snow, ice, dirt and rubbish. Tenant shall pay to Owner the cost of removal of any of Tenant's refuse and rubbish from the building. Bills for the same shall be rendered by Owner to Tenant at such times as Owner may elect and shall be due and payable when rendered, and the amount of such bills shall be deemed to be, and be paid as, additional rent. Tenant shall, however, have the option of independently contracting for the removal of such rubbish and refuse in the event that Tenant does not wish to have same done by employees of Owner. Under such circumstances, however, the removal of such refuse and rubbish by others shall be subject to such rules and regulations as, in the judgment of Owner, are necessary for the proper operation of the building.

Security: 31. Tenant has deposited with Owner the sum of \$137,500.00 as security for the faithful performance and observance by Tenant of the terms, provisions and conditions of this lease; it is agreed that in the event Tenant defaults in respect of any of the terms, provisions and conditions of this lease, including, but not limited to, the payment of rent and additional rent, Owner may use, apply or retain the whole or any part of the security so deposited to the extent required for the payment of any rent and additional rent or any other sum as to which Tenant is in default or for any sum which Owner may expend or may be required to expend by reason of Tenant's default in respect of any of the terms, covenants and conditions of this lease, including but not limited to, any damages or deficiency in the re-letting of the premises, whether such damages or deficiency accrued before or after summary proceedings or other re-entry by Owner. In the event that Tenant shall fully and faithfully comply with all of the terms, provisions, covenants and conditions of this lease, the security shall be returned to Tenant after the date fixed as the end of the Lease and after delivery of entire possession of the demised premises to Owner. In the event of a sale of the land and building or leasing of the building, of which the demised premises form a part, Owner shall have the right to transfer the security to the vendee or lessee and Owner shall thereupon be released by Tenant from all liability for the return of such security, and Tenant agrees to look to the new Owner solely for the return of said security; and it is agreed that the provisions hereof shall apply to every transfer or assignment made of the security to a new Owner. Tenant further covenants that it will not assign or encumber or attempt to assign or encumber the monies deposited herein as security and that neither Owner nor its successors or assigns shall be bound by any such assignment, encumbrance, attempted assignment or attempted encumbrance.

Captions: 32. The Captions are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope of this lease nor the intent of any provision thereof.

Definitions: 33. The term "Owner" as used in this lease means only the Owner, or the mortgagee in possession, for the time being of the land and building (or the Owner of a lease of the building or of the land and building) of which the demised premises form a part, so that in the event of any sale or sales of said land and building or of said lease, or in the event of a lease of said building, or of the land and building, the said Owner shall be and hereby is entirely freed and relieved of all covenants and obligations of Owner hereunder, and it shall be deemed and construed without further agreement between the parties of their successors in interest, or between the parties and the purchaser, at any such sale, or the said lessee of the building, or of the land and building, that the purchaser or the lessee of the building has assumed and agreed to carry out any and all covenants and obligations of Owner hereunder. The words "re-enter" and "re-entry" as used in this lease are not restricted to their technical legal meaning. The term "business days" as used in this lease shall exclude Saturdays, Sundays and all days designated as holidays by the applicable building service union employee service contract or by the applicable Operating Engineers contract with respect to HVAC service. Wherever it is expressly provided in this lease that consent shall not be unreasonably withheld, such consent shall not be unreasonably delayed.

Adjacent Excavation/Shoring: 34. If an excavation shall be made upon land adjacent to the demised premises, or shall be authorized to be made, Tenant shall afford to the person causing or authorized to cause such excavation, license to enter upon the demised premises for the purpose of doing such work as said person shall deem necessary to preserve the wall or the building of which demised premises form a part from injury or damage and to support the same by proper foundations without any claim for damages or indemnity against Owner, or diminution or abatement of rent.

Rules and Regulations: 35. Tenant and Tenant's servants, employees, agents, visitors, and licensees shall observe faithfully, and comply strictly with the Rules and Regulations and such other and further reasonable Rules and Regulations as Owner or Owner's agents may from time to time adopt. Notice of any additional rules or regulations shall be given in such manner as Owner may elect. In case Tenant disputes the reasonableness of any additional Rule or Regulation hereafter made or adopted by Owner or Owner's agents, the

parties hereto agree to submit the question of the reasonableness of such Rule or Regulation for decision to the New York office of the American Arbitration Association, whose determination shall be final and conclusive upon the parties hereto. The right to dispute the reasonableness of any additional Rule or Regulation upon Tenant's part shall be deemed waived unless the same shall be asserted by service of a notice, in writing upon Owner within fifteen (15) days after the giving of notice thereof. Nothing in this lease contained shall be construed to impose upon Owner any duty or obligation to enforce the Rules and Regulations or terms, covenants or conditions in any other lease, as against any other tenant and Owner shall not be liable to Tenant for violation of the same by any other tenant, its servants, employees, agents, visitors or licensees.

Glass: 36. Owner shall replace, at the expense of Tenant, any and all plate and other glass damaged or broken from any cause whatsoever in and about the demised premises. Owner may insure, and keep insured, at Tenant's expense, all plate and other glass in the demised premises for and in the name of Owner. Bills for the premiums therefor shall be rendered by Owner to Tenant at such times as Owner may elect, and shall be due from, and payable by, Tenant when rendered, and the amount thereof shall be deemed to be, and be paid as, additional rent.

Pornographic Uses Prohibited: 37. Tenant agrees that the value of the demised premises and the reputation of the Owner will be seriously injured if the premises are used for any obscene or pornographic purposes or any sort of commercial sex establishment. Tenant agrees that Tenant will not bring or permit any obscene or pornographic material on the premises, and shall not permit or conduct any obscene, nude, or semi-nude live performances on the premises, nor permit use of the premises for nude modeling, rap sessions, or as a so called rubber goods shops; or as a sex club of any sort, or as a "massage parlor." Tenant agrees further that Tenant will not permit any of these uses by any sublessee or assignee of the premises. This Article

shall directly bind any successors in interest to the Tenant. Tenant agrees that if at any time Tenant violates any of the provisions of this Article, such violation shall be deemed a breach of a substantial obligation of the terms of this lease and objectionable conduct. Pornographic material is defined for purposes of this Article as any written or pictorial manner with prurient appeal or any objects of instrument that are primarily concerned with lewd or prurient sexual activity. Obscene material is defined here as it is in Penal law §235.00.

Estoppel Certificate: 38. Tenant, at any time, and from time to time, upon at least 10 days prior notice by Owner, shall execute, acknowledge and deliver to Owner, and/or to any other person, firm or corporation specified by Owner, a statement certifying that this lease is unmodified and in full force and effect (or, if there have been modifications, that the same is in full force and effect as modified and stating the modifications), stating the dates which the rent and additional rent have been paid, and stating whether or not there exists any defaults by Owner under this lease, and, if so, specifying each such default.

Successors and Assigns: 39. The covenants, conditions and agreements contained in this lease shall bind and inure to the benefit of Owner and Tenant and their respective heirs, distributees, executors, administrators, successors, and except as otherwise provided in this lease, their assigns. Tenant shall look only to Owner's estate and interest in the land and building for the satisfaction of Tenant's remedies for the collection of a judgment (or other judicial process) against Owner in the event of any default by Owner hereunder, and no other property or assets of such Owner (or any partner, member, officer or director thereof, disclosed or undisclosed), shall be subject to levy, execution or other enforcement procedure for the satisfaction of Tenant's remedies under or with respect to this lease, the relationship of Owner and Tenant hereunder, or Tenant's use and occupancy of the demised premises.

In Witness Whereof, Owner and Tenant have respectively signed and sealed this lease as of the day and year first above written.

Witness for Owner:

.....

Witness for Tenant:

[Signature]
.....

HARMEN INVESTMENT CO., L.P.

[Signature]
.....

EMPIRE STATE HEALTH SOLUTIONS LLC

[Signature]
Dr. Kyle Kingsley
CEO
.....

ACKNOWLEDGEMENTS

CORPORATE OWNER
STATE OF NEW YORK, ss.:
County of

On this _____ day of _____, 19____
before me personally came _____
to me known, who being by me duly sworn, did depose and say that
he resides in _____ of _____
that he is the _____
of _____
the corporation described in and which executed the foregoing
instrument, as OWNER; that he knows the seal of said corporation;
the seal affixed to said instrument is such corporate seal; that it was
so affixed by order of the Board of Directors of said corporation,
and that he signed his name thereto by like order.

CORPORATE TENANT
STATE OF NEW YORK, ss.:
County of

On this 2 day of June, 2015
before me personally came Dr. Kyle Kingsley
to me known, who being by me duly sworn, did depose and say that
he resides in Minnesota
that he is the CEO
of Empire State Health Solutions
the corporation described in and which executed the foregoing
instrument, as TENANT; that he knows the seal of said corporation;
the seal affixed to said instrument is such corporate seal; that it was
so affixed by order of the Board of Directors of said corporation,
and that he signed his name thereto by like order.

INDIVIDUAL OWNER
STATE OF NEW YORK, ss.:
County of

On this _____ day of _____, 19____
before me personally came _____
to be known and known to me to be the individual
described in and who, as OWNER, executed the foregoing instru-
ment and acknowledged to me that _____ he
executed the same.

INDIVIDUAL TENANT
STATE OF NEW YORK, ss.:
County of

On this _____ day of _____, 19____
before me personally came _____
to be known and known to me to be the individual
described in and who, as TENANT, executed the foregoing
instrument and acknowledged to me that _____ he
executed the same.

GUARANTY

The undersigned Guarantor guarantees to Owner, Owner's successors and assigns, the full performance and observance of all the agreements to be performed and observed by Tenant in the attached Lease, including the "Rules and Regulation" as therein provided, without requiring any notice to Guarantor of nonpayment, or nonperformance, or proof, or notice of demand, to hold the undersigned responsible under this guaranty, all of which the undersigned hereby expressly waives and expressly agrees that the legality of this agreement and the agreements of the Guarantor under this agreement shall not be ended, or changed by reason of the claims to Owner against Tenant of any of the rights or remedies given to Owner as agreed in the attached Lease. The Guarantor further agrees that this guaranty shall remain and continue in full force and effect as to any renewal, change or extension of the Lease. As a further inducement to Owner to make the Lease Owner and Guarantor agree that in any action or proceeding brought by either Owner or the Guarantor against the other on any matters concerning the Lease or of this guaranty that Owner and the undersigned shall and do waive trial by jury.

Guarantor's Residence

Business Address

Firm Name

STATE OF NEW YORK) ss.:

COUNTY OF)

Dated: 19

Guarantor

Witness

On this day of 19 before me personally came to me known and known to me to be the individual described in, and who executed the foregoing Guaranty and acknowledged to me that he executed the same.

Notary

IMPORTANT - PLEASE READ

RULES AND REGULATIONS ATTACHED TO AND MADE A PART OF THIS LEASE IN ACCORDANCE WITH ARTICLE 35.

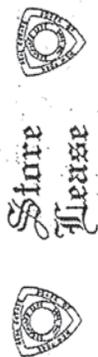
- The sidewalks, entrances, driveways, passages, courts, elevators, vestibules, stairways, corridors or halls shall not be obstructed or encumbered by any Tenant or used for any purpose other than for ingress to and egress from the demised premises and for delivery of merchandise and equipment in a prompt and efficient manner using elevators and passageways designated for such delivery by Owner. There shall not be used in any space, or in the public hall of the building, either by any tenant or by jobbers, or others in the delivery or receipt of merchandise, any hand trucks except those equipped with rubber tires and safeguards.
- If the premises are situated on the ground floor of the building, Tenant thereof shall further, at Tenant's expense, keep the sidewalks and curb in front of said premises clean and free from ice, snow, etc.
- The water and wash closets and plumbing fixtures shall not be used for any purposes other than those for which they were designed or constructed.
- Tenant shall not use, keep or permit to be used or kept any foul or noxious gas or substance in the demised premises, or permit or suffer the demised premises to be occupied or used in a manner offensive or objectionable to Owner or other occupants of the building by reason of noise, odors and/or vibrations or interfere in any way with other Tenants or those having business therein.
- No sign, advertisement, notice or other lettering shall be exhibited, inscribed, painted or affixed by any Tenant on any part of the outside of the demised premises or the building or on the inside of the demised premises if the same is visible from the outside of the premises without the prior written consent of Owner, except that the name of Tenant may appear on the entrance door of the premises. In the event of the violation of the foregoing by any Tenant, Owner may remove same without any liability and may charge the expense incurred by such removal to Tenant or Tenants violating this rule. Signs on interior doors and directory tablet shall be inscribed, painted or affixed for each Tenant by Owner at the expense of such Tenant, and shall be of a size, color and style acceptable to Owner.
- No Tenant shall mark, paint, drill into, or in any way deface any part of the demised premises or the building of which they form a part. No boring, cutting or stringing of wires shall be permitted, except with the prior written consent of Owner, and as Owner may direct. No Tenant shall lay linoleum, or other similar floor covering, so that the same shall come in direct contact with the floor of the demised premises, and, if linoleum or other similar floor covering is desired to be used an interlining of builder's deadening felt shall

be first affixed to the floor, by a paste or other material, soluble in water, the use of cement or other similar adhesive material being expressly prohibited.

- Freight, furniture, business equipment, merchandise and bulky matter of any description shall be delivered to and removed from the premises only on the freight elevators and through the service entrances and corridors, and only during hours and in a manner approved by Owner. Owner reserves the right to inspect all freight to be brought into the building and to exclude from the building all freight which violates any of these Rules and Regulations or the lease of which these Rules and Regulations are a part.
- Owner reserves the right to exclude from the building between the hours of 6 P.M. and 8 A.M. and at all hours on Sundays, and holidays all persons who do not present a pass to the building signed by Owner. Owner will furnish passes to persons for whom any Tenant requests same in writing. Each Tenant shall be responsible for all persons for whom he requests such pass and shall be liable to Owner for all acts of such person.
- Owner shall have the right to prohibit any advertising by any Tenant which, in Owner's opinion, tends to impair the reputation of Owner or its desirability as a building for stores or offices, and upon written notice from Owner, Tenant shall refrain from or discontinue such advertising.
- Tenant shall not bring or permit to be brought or kept in or on the demised premises, any inflammable, combustible, or explosive, or hazardous fluid, material, chemical or substance, or cause or permit any odors of cooking or other processes, or any unusual or other objectionable odors to permeate in or emanate from the demised premises.
- Tenant shall not place a load on any floor of the demised premises exceeding the floor load per square foot area which it was designed to carry and which is allowed by law. Owner reserves the right to prescribe the weight and position of all safes, business machines and mechanical equipment. Such installations shall be placed and maintained by Tenant at Tenant's expense in setting sufficient in Owner's judgement to absorb and prevent vibration, noise and annoyance.
- Refuse and Trash - Tenant covenants and agrees, at its sole cost and expense, to comply with all present and future laws, orders and regulations of all state, federal, municipal and local governments, departments, commissions and boards regarding the collection, sorting, separation and recycling of waste products, garbage, refuse and trash. Tenant shall pay all costs, expenses, fines, penalties or damages that may be imposed on Owner or Tenant by reason of Tenant's failure to comply with the provisions of this Building Rule 12, and, at Tenant's sole cost and expense, shall indemnify, defend and hold Owner harmless (including reasonable legal fees and expenses) from and against any actions, claims and suits arising from such non-compliance, utilizing counsel reasonably satisfactory to Owner.

89-55 Queens Blvd
Address Elmhurst, NY 11373
That portion of the Second Floor space
Premises presently occupied by Casual Male
Harmen Investment Co., L.P.
TO
Empire State Health Solutions LLC.

STANDARD FORM OF



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Dated May 29 18 2015
Rent Per Year See Rental Schedule Attached Hereto and Made A Part Hereof
Rent Per Month See Rental Schedule Attached Hereto and Made A Part Hereof
Term Ten (10) Years From October 1, 2015 To September 30, 2025
Drawn by
Checked by
Entered by
Approved by

RIDER TO LEASE

OWNER: HARMEN INVESTMENT COMPANY L.P.
TENANT: EMPIRE STATE HEALTH SOLUTIONS, LLC.
PREMISES: 89-55 Queens Blvd., Elmhurst, N.Y. 11373
DATE: May 29, 2015

40. Tax Expense

(a) For purposes of this Lease the following definitions will apply.

(i) "Taxes" will mean:

(1) All real estate taxes, assessments (special or otherwise), sewer and water rents, rates and charges, and any other governmental levies, impositions and charges of a similar nature ("Impositions"), which may be levied, assessed or imposed on or in respect of all or any part of the Property, whether or not the same constitute one or more tax lots. If, however, by law any assessment may be divided and paid in annual installments, then, for the purposes of this definition, (i) such assessment will be deemed to have been so divided and to be payable in the maximum number of annual installments permitted by law, and (ii) there will be deemed included in the Expense Year the annual installment of such assessment becoming payable during such year, together with interest payable during such year on such annual installment and on all installments thereafter becoming due as provided by law, all as if such assessment had been so divided.

(2) Any reasonable and appropriate expenses incurred by Owner in contesting any of the foregoing or the assessed valuation of all or any part of the Property.

(3) If at any time during the Term the methods of taxation prevailing at the date hereof will be altered so that in lieu of or as a substitute for the whole or any part of the Impositions now levied, assessed or imposed on all or any part of the Property, there will be levied, assessed or imposed (i) an Imposition based on the income or rents received therefrom whether or not wholly or partially as a capital levy or otherwise, or (ii) an Imposition measured by or based in whole or in part upon all or any part of the Property and imposed on Owner, then all such Impositions will be deemed to be Taxes.

(ii) "Taxes" will not include interest paid by Owner on account of Taxes.

(b) Tenant will pay monthly to Owner as Additional Rent a sum equal to one-twelfth (1/12) of Tenant's proportionate share of Taxes for each Tax Year. Present Annual Taxes amounts to \$179,860.00. Tenant's proportionate

share of Taxes is Forty Two and Three Tenths (42.3%) percent of this amount pro-rated on the basis of the number of months and portion thereof commencing on the Delivery Date.

(c) If, as a result of any application or proceeding brought by or on behalf of Owner for reduction in the assessed valuation of the Property affecting any Tax Year there will be a decrease in Taxes for any such Tax Year in respect of which Owner will have previously rendered a Owner's Statement next following such decrease will include an adjustment for such Tax Year reflecting such decrease in Taxes, less all costs and expenses, including reasonable counsel fees, incurred by Owner in connection with the application or proceeding to reduce the Taxes in respect of any Tax Year.

(d) Provided Owner consents, which consent will not be unreasonably withheld or delayed, Tenant will have the right to contest the validity or the amount of any Taxes by appropriate proceedings in the applicable jurisdiction, and pay same under protest. Owner will cooperate in the commencement and prosecution of any such proceedings and will execute any documents required therefor-without cost or expense to Tenant. The expense of such proceedings will be borne by Tenant and any refunds or rebates secured will belong to Tenant.

(e) If any tax proceedings result in a reduction of Taxes, whether or not the proceedings are brought by Owner or Tenant, Owner will promptly refund to Tenant, Tenant's Proportionate Share of the net Tax refund, including refunds received after the expiration date of this Lease.

41. Use of the Premises

- a. The demised premises shall be used solely as medical cannabis dispensary licensed by the State of New York.
- b. The Tenant agrees to keep its premises open for business to the public not less than six days per week, throughout the term of this Lease, except for weeks when there is a national holiday, strikes and emergencies such as necessary repairs, fire, flood or other similar Acts of God.

42. Work In The Demised Premises

- a. **Owner's Work**
 - 1. Provide ACP-5 Asbestos Report
 - 2. Provide Level Floor in space ready for covering
 - 3. Existing HVAC in good working order
 - 4. All utilities in good working order
 - 5. Owner to provide Tenant ^{ad}credit to install two (2) ADA accessible bathrooms approximate cost Ten Thousand (\$10,000.00) Dollars
 - 6. If Tenant vacates prior to Fifth (5th) year, the Tenant must pay

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unamortized portion of Owners work unless caused by Owner exercising its early termination rights. Owner shall provide Tenant with a certified schedule of Owners costs in performing its work hereunder.

Except described herein the Owner shall not be required to perform any work in the demised premises. The Tenant accepts the demised premises "AS IS".

b. Tenant's Work

- (1) The Tenant at its own cost and expense, shall perform and furnish all of the work and installations required. The Tenant shall be given access to the demised premises for the purpose of performing and furnishing such work and installation as soon as the Owner has completed its work if any in the demised premises. All work and installations required shall be commenced and completed as expeditiously as reasonably practicable.
- (2) The Tenant shall procure, at its own cost and expense, all the necessary and proper licenses, permits approvals and authorizations from all Governmental authorities having jurisdiction thereover, and shall deliver photostatic copies thereof to the Owner before the commencement of the work and after the completion thereof, whichever the case may be, as required by any such Governmental authorities. The Owner agrees to cooperate with the Tenant in signing all necessary application forms for which the Owner's signature is required.
- (3) All the plans and specifications for said installations are hereby made expressly subject to the approval of the Owner, which approval shall not be unreasonably withheld, and no material variation or deviation from such plans and specifications shall be effected without the Owner's advance approval, which approval also shall not be unreasonably withheld.
- (4) All the work to be performed and all materials to be furnished, and the chattels, fixtures and equipment to be installed, shall be free and clear of all liens and encumbrances of every nature and

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description and shall not, in whole or in part, be subject to any conditional sale agreement or chattel mortgage and shall be fully paid for by the Tenant at the time of such installation. Prior to the commencement of work by any general contractor or subcontractor, Tenant agrees to provide Owner with the name, address, telephone number and principal's name of said general or subcontractor as well as their Certificate of Insurance in the same manner as required of the Tenant in Article 45 herein.

- (5) All installations shall be made with all dispatch, in a first-class manner, with first-class materials and workmanship and in conformity and compliance with the plans and specifications therefore, and with all applicable laws and ordinances and all rules, regulations, orders and requirements of all governmental and quasi-governmental authorities.
- (6) The Tenant agrees to indemnify the Owner and save it harmless from and against all claims, demands, actions and judgments whatsoever, of every kind and description and by whomsoever asserted, brought and maintained, arising out of, or in connection with the installation or the performance thereof and to reimburse the Owner, on demand, for all costs and expenses (including, but not limited to, counsel fees) incurred by the Owner in connection with such claims, demands, actions and judgments.
- (7) Before the installations are begun, the Tenant, at its own cost and expense, shall procure and deliver to the Owner an insurance policy with a carrier licensed to do business in New York State as a domestic carrier, for comprehensive general liability and property damage insurance, including occurrences, protecting and insuring the Owner and its designee as well as the Tenant, against all claims and liability arising out of, or occasioned by any accident, disaster or other occurrence in or about the premises during the progress of the installations and until same are fully completed, and shall provide for coverage of \$2,000,000 in respect of injuries to or



death of any one person, and coverage of \$1,000,000 in respect of property damage. The Tenant shall furnish proof satisfactory to the Owner that the premium on such policy has been duly paid in full. At the same time, the Tenant shall deliver or cause to be delivered to the Owner proof, satisfactory to Owner, that all contractors and subcontractors who are to perform any work at the premises on behalf of the Tenant carry adequate workman's compensation insurance, and comprehensive general liability insurance, in good standing.

- (8) After the installations are completed, the Tenant shall deliver to the Owner a written waiver or waivers of mechanic's lien and other lien rights, in form satisfactory to the Owner, duly executed and acknowledged by the general contractor, if any, and by all other contractors and subcontractors who performed any work or made any installations in or about the premises or furnished any materials in connection with such work or installations. Any expense incurred by the Owner in connection with the discharge of any mechanics lien shall be paid for by the Tenant.
- (9) If prior to the final construction of the store by the Tenant, the Owner shall desire to do any work in the demised premises (but nothing herein contained shall require the Owner and its contractors and subcontractors at all times. The Owner's work shall be accomplished in such a manner as to not unreasonably interfere with the Tenant's ability to carry on its work in the demised premises.
- (10) Promptly after the completion of the installations, the Tenant shall procure, at the Tenant's own cost and expense, such governmental approvals of the Tenant's completed installations, if any, as may be required by governmental regulation, and shall promptly deliver photostatic copies thereof to the Owner.
- (11) The Owner shall not, under any circumstances, be obligated or required to make any contribution towards the cost of the

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installation or any part thereof.

- (12) Upon completion of all work by Tenant, Tenant shall provide Owner with an enumeration of all construction costs and copies of all contracts relating to the work performed by Tenant and certify to the accuracy of same.

43. Completion Date

The Tenant agrees that all installations to be effected by the Tenant shall be completed not later than One Hundred Twenty (120) days after possession of the demised premises has been delivered to the Tenant. In this connection, the parties agree that time is of the essence. In the event, for any reasons whatsoever, except Acts of God, force majeure, and strikes, the installations are not completed fully and the demises premises is not opened to the public within One Hundred Eighty (180) days after possession of the demised premises has been delivered to Tenant, the same shall constitute a material breach of this Lease on the part of the Tenant, for which the Owner shall have all remedies as though there was a default thereunder.

44. Notice to Contractors

Notice is hereby given that the Owner shall not under any circumstances be liable to pay for any work, labor or services rendered, or material furnished to or for the account of the Tenant, and that neither the premises nor the real property of which they form a part, nor this Lease, shall under any circumstances be subject to any Mechanic's or other lien for any such work, labor, services or materials, and that the extension of credit for any such work, labor or materials is for the account of, and upon the credit of, the Tenant only.

45. Liability Insurance

- a. The Tenant shall at all times, at the Tenant's own sole cost and

expense, procure and maintain in force and promptly deliver to the Owner, an insurance policy for comprehensive general liability and property damage insurance, including occurrences, protecting and insuring the Owner and its designee as well as the Tenant, against all claims and liability arising out of, or occasioned by, any accident, disaster or other occurrence in or about the demised premises and the sidewalks and curbs adjacent thereto. Said liability and property damage policy shall provide for coverage of \$2,000,000 in respect of any one accident, disaster or occurrences during the term of the policy and of \$1,000,000 in respect of property damage.

b. With respect to each insurance policy required to be procured and maintained by the Tenant, the Tenant covenants the following:

- (1) That the Tenant will furnish proof satisfactory to the Owner that the premium thereon has been paid in full.
- (2) That at least thirty (30) days prior to the expiration thereof, the Tenant will deliver to the Owner a new policy in replacement or renewal thereof.
- (3) That each policy will be issued by a carrier licensed to do business in the State of New York as a domestic carrier, and under the jurisdiction of the New York State Insurance Department; that each policy will contain a provision to the effect that said policy and the insurance thereunder may not be cancelled or changed except upon at least twenty (20) days advance written notice to the Owner by registered mail or certified mail; that each policy will provide that the Owner shall not be liable for any premiums or subject to any assessment thereunder. If the Tenant shall fail to procure, maintain, pay for and deliver to the Owner any insurance policy required hereunder, the Owner, at its option, may procure or pay for the same; and the cost and expense to Owner in connection therewith shall be deemed additional rent hereunder and collectible as such.



46. Indemnification by Tenant

The Tenant agrees to indemnify the Owner and save harmless from and against any and all claims, demands, actions and judgments for or resulting from personal injury, loss of life and/or damage to property sustained by any person, firm or corporation in or about the demised premises or the sidewalks or curbs adjacent thereto, during the term of this Lease and to reimburse the Owner for all cost and expenses (including, but not limited to, reasonable counsel fees) incurred by the Owner in connection therewith. There shall be a mutual waiver of subrogation for all insured casualties.

47. Fire Insurance

The Tenant agrees to carry fire insurance covering all improvements and betterments to the premises, in an amount not less than the replacement cost thereof, and to make the Owner a beneficiary under such policy as its interest may appear. The Tenant shall deliver to the Owner such policy or policies indicating that the same are in full force and effect with the premium therefore paid by the Tenant. At least thirty (30) days prior to the expiration of such policy or policies, the Tenant will deliver new policies or extensions thereof to the Owner indicating the aforementioned coverage, with premiums therefore paid by the Tenant. Such insurance policies shall be issued by insurance carriers licensed to do business in the State of New York as a domestic carrier.

48. Commencement and Expiration of the Lease Term

a. The term of this Lease shall expire as of the last calendar day of the one hundred twentieth (120th) month after commencement of the lease term.

49. Charges Payable as Additional Rent

a. If, (aside from fixed rent or any sum of money herein specifically designated as "Additional Rent"), the Tenant shall fail to pay to the



Owner any sum due under and pursuant to the terms and provisions of this Lease, such amount shall also be deemed additional rent hereunder and collectible as such.

- b. Each item of additional rent which Tenant is or may be obligated to pay to Owner hereunder, shall be payable to Owner on demand. The inclusion of any such item in any bill or statement rendered by Owner or Tenant shall be deemed a sufficient demand upon Tenant.
- c. If the Tenant shall at any time fail to perform any of its obligations hereunder, for a period of ten (10) days after notice from the Owner, the Owner may, but shall not be obligated to, perform or cause such obligations to be performed. In such event, the Tenant shall pay to the Owner on demand, as additional rent, an amount equal to all of the costs and expenses incurred by Owner in connection with such performance. This amount shall be repayable with interest thereon, if not paid within thirty (30) days after the Owner incurs such expenses, at the rate of twelve (12%) percent per annum, or three (3%) percent above the prime rate as published in the Wall Street Journal, whichever is the greater.
- d. Whenever, under this Lease, any sum or item shall be designated "additional rent", the Owner shall have the same rights and remedies for the non-payment thereof as the Owner would have for the non-payment of the fixed rent herein provided to be paid by the Tenant.

50. Security Deposit

- a. Supplementing the provisions of Article 31, at the time of the signing of the Lease, the Tenant shall deposit with the Owner the sum of **ONE HUNDRED THIRTY SEVEN THOUSAND FIVE HUNDRED (\$137,500.00) DOLLARS** which represents the amount required to be deposited under the security deposit clause of the Lease.
- b. The Tenant shall deposit with the Owner, as additional security, at



least sixty (60) days prior to the date when any rent increase as provided in this Lease, is to go into effect, a sum equal to five (5) times the monthly increase in the Base Rent, or additional rent including escalation and real estate taxes, as provided elsewhere. It is the intention of the parties hereto that the Owner will, at all times, hold as security a sum equal to not less than five (5) times the monthly rent and additional rent payable within the next following sixty-one (61) day period. The Tenant's failure to pay all or any portion of the security shall be deemed the breach by the Tenant of a substantial obligation of the tenancy. In such event, the Owner shall have a right, in addition to any other rights under the lease at law or equity, to terminate the Lease immediately as result of the Tenant's default. The Tenant shall nevertheless remain liable to the Owner for all damages sustained by the Owner, including, but not limited to, loss of rent as a result of the Tenant's breach of the terms and conditions of this Lease.

c. The Owner shall deposit the Tenant's security in an interest bearing Account in a commercial or savings bank, in an account entitled "Harmen Investment Co., L.P. Tenants Security Account" or words of like effect. Interest, less a 1% administrative fee, shall be for the account of the Tenant as provided by law. The Tenant shall provide the Owner with its Employer Registration Number and/or Social Security Number.

d. Provided that the Tenant is not in default of any of the terms of this Lease one month of Tenants Security Deposit shall be applied to the Thirty Seventh (37th) month's rent herein. Thereafter the Tenant's Security Deposit shall be a sum equal to four (4) times the monthly rent and additional rent.

51. Services Provided by the Owner

a. Structural repairs, and repairs to the roof over the demised premises, not occasioned by the Tenant's its employees, agents or contractors negligence shall be performed by the Owner provided



the Tenant shall have promptly advised the Owner of any repairs required.

- b. The Owner shall be responsible for the repair of all pipes going through the demised premises which service other Tenants in the building of which the demised premises forms a part thereof.
- c. The Owner shall be responsible for maintaining the service contract for the HVAC equipment servicing the demised premises. If the HVAC unit must be repaired or replaced, the Tenant shall be responsible to pay the cost of repairing or replacing the unit. In the event that the Tenant needs to replace the HVAC unit, it is at the Tenants sole cost and expense under the following terms and conditions:
 - 1. Tenant shall furnish Owner all specifications regarding the unit, its installation and operation so that Owner may determine the appropriateness of said unit.
 - 2. All of the terms and conditions of Article 43 (b) herein shall apply to the Tenants HVAC installation.
 - 3. Tenant must receive Owners written permission prior to any installation, said permission not to be unreasonably withheld.

52. Rubbish Removal

- a. The Tenant shall, on a daily basis, at the Tenant's own cost and expense, remove his refuse, garbage and rubbish from the demised premises, between the hours of 6:00 P.M. and closing to an area designated by the Owner, for Tenant's rubbish contractor to remove and shall follow Owner's instructions regarding any changes in this schedule.

53. Exterminating Service

The Tenant shall employ an exterminating service in the demised premises and provide records of said service to Owner at Owners request.



54. Limitation of the Owner's Obligations upon the Tenant's Default

As long as any default of a material obligation hereunder on the part of the Tenant shall exist or continue uncured, the Tenant may not exercise or take advantage of any right, privilege or option given or granted to the Tenant hereunder, and during the same period the Owner shall not be obligated to do or perform any act or thing, or to give or grant any consent or approval otherwise required to be done or performed, or given, or granted by it hereunder.

55. Permits Affecting Use of the Premises

The Owner does not covenant or warrant that any governmental license or permit which may be required for the business or any branch thereof to be carried on in the premises for the premises, will be granted, or if granted, will be continued in effect or renewed. Any failure to obtain such license or permit, or any revocation thereof or failure to maintain same shall not affect this Lease in any way, or the Tenant's obligations hereunder, except that the Tenant's failure to obtain or maintain a required permit, shall be deemed the breach by the Tenant of a substantial obligation of the Tenancy.

56. Notices

All notices, demands and other communications hereunder or in connection herewith, to the Owner or Tenant or pursuant to any statute ordinance now or hereinafter in force, shall be in writing and shall be deemed duly, validly and sufficiently served, delivered given or made, if transmitted by registered or certified mail, with postage prepaid, return receipt requested, and if intended for Tenant, addressed to the demised premises, and if intended for the Owner, addressed to the Owner at 91-31 Queens Boulevard, Elmhurst, New York, except that either party may be written notices, demands and other communications designate a new address, and thereafter said notice shall be mailed to such new address. Each notice, demand or other communication, properly addressed, shall



be deemed duly served, delivered, given or made upon the date on which the same is deposited with the postal authorities for transmittal.

57. No Oral Understanding

Except as may be otherwise contained in writing, duly executed and delivered by and between the parties hereto, this Lease contains the entire agreement and understanding of the parties.

58. Certification by Tenant Affecting Lease

The Tenant agrees that, without any expense to the Owner, the Tenant will, from time to time, not later than five (5) days after demand, deliver to the Owner a certificate in writing, duly executed and acknowledged by the Tenant, certifying that:

1. This Lease is unmodified and in full force and effect or, if modified setting forth each modification.
2. Certifying the date until which rent has been paid, and
3. That no default by the Owner exists hereunder, or if any be claimed,

specifying the nature and extent of the claimed default.

The Owner will likewise provide a similar certificate to the Tenant if requested by the Tenant.

59. Tenant Waives All Right to Interpose a Counterclaim

The Tenant hereby expressly waives the right to interpose a counterclaim against the Owner in any action or proceeding brought by the Owner against the Tenant pursuant to this Lease.

60. Brokerage

The Tenant represents that Jeremy Scholder of CBRE, 47-09 Center Blvd., LIC, NY 11109, was the broker that assisted in bringing together the parties to the Lease herein. Tenant agrees to hold the Owner harmless for any claims by any other brokers alleging to have brought about this Lease

or claiming a commission hereunder. Owner shall pay the brokerage commission to CBRE under separate agreement.

61. Effect of this Rider

The provisions of this Rider are in addition to, and not in limitation of, the provisions of the main body and printed portions of this Lease, to which this Rider is attached and forms a part. In each instance in which a provision of this Rider shall contradict or be inconsistent with the provisions of the main body and printed lease, the provisions of this Rider shall govern, and the contradictory or inconsistent provisions of the main body and printed lease shall be deemed amended accordingly.

62. Late Payment

In the even that any payment to be made by Tenant to Owner including any rent and additional rent shall become past due for a period of more than ten (10) days a "late fee" equal to two (2%) percent of the overdue payment may be charged by Owner and shall be payable by Tenant on the first day of the month following Owners demand therefore.

63. Signs

- (a) The Owner agrees to allow the installation of the signs as shown on "Exhibit B" attached hereto and made a part hereof.
- (b) The Tenant shall be required to maintain said signs in good condition, and to replace as and when necessary, any lights of the illuminated sign. The illuminated sign shall be on a time clock or photocell to be supplied, installed and maintained by the Tenant to turn the illumination on and off so that the illuminated sign will only be lit between the hours of sunset and the following sunrise. If the Tenant fails to repair the sign on a timely basis the Owner shall repair the sign at Tenants sole cost and expense.
- (c) During the term of this Lease the Tenant shall carry necessary Comprehensive General Public Liability Insurance including property



damage in an amount of not less than \$1 million per occurrence naming Harmen Investment Co., L.P. and Menowitz Management Corp. as additional insureds and providing us with 20 day notice of cancellation and specifically covering sign liability.

- (d) Upon the expiration of the term of this Agreement, Tenant shall at its sole cost and expense, immediately remove the sign, and pay for any and all the expenses in restoring the areas affected by the sign and/or its installation and removal, including but not limited to replacing any sign faces with clean opaque lenses, sealing all penetrations to the building caused by the signs installation and removal and properly procuring N.Y.C governmental sign offs that the sign is properly removed.
- (e) Tenant shall obtain and maintain any and all necessary permits for the installation and/or maintenance of said signs, at Tenants own cost and expense, and provide proof of said permits to Owner upon request. Tenant shall pay all fines, fees, etc, relating to said signs. If Owner is requested to remove any of said signs by any governmental agency having jurisdiction, Tenant shall remove said sign.
- (f) The Owner shall have the right to prohibit and require the Tenant to promptly remove any objectionable signs and/or displays inside the show window whether or not attached to the glass surface of the windows, which in the Owner's opinion tend to impair the reputation, desirability, character and/or general appearance of the building of which the demised premises is part.

65. Tenants Option to accelerate Lease termination date

- (a) Tenant, provided it shall not be in default, shall have the right to accelerate the termination date of this Lease, as of the last calendar day of any month during the term subject to the following conditions:
 - (1) Tenant's notice to accelerate termination date may not be sent prior to the last calendar day of the eighty fourth (84th) month after commencement of the Lease term



- (2) Tenant must give Owner not less than six (6) calendar months nor more than eight (8) months prior notice in writing sent registered or certified mail, return receipt requested, to the Owner's principle place of business, exercising its election to accelerate the termination of the lease set forth in Paragraph (a) herein, and stating the effective date of such accelerated termination date, which shall be not less than six calendar months nor more than eight (8) calendar months after the date said notice is mailed to Owner.
- (3) All rent and additional rent payable under the terms of the Agreement of Lease, up to and including the effective date of said accelerated Lease termination shall be paid as and when due under the terms of this Lease.

66. Owners Option to accelerate Lease Termination date

- (a) Owner upon six (6) months notice in writing to the Tenant, has the right to Terminate this Lease after the end of the Thirty Sixth (36th) month of the term of this Lease.
- (b) If the Owner exercises it's right to Terminate this Lease on the thirty seventh (37th) month of the term Owner will be required to pay the Tenant **ONE HUNDRED TWENTY THOUSAND (\$120,000.00) DOLLARS** ("Termination Fee"). With each subsequent month after the thirty seventh (37th) month, the termination fee shall be reduced FIVE THOUSAND (\$5,000.00) DOLLARS per month through the end of the fifth (5th) year. Any subsequent termination of the Lease after the fifth (5th) year will not require a termination fee to be paid to Tenant.
- 67.** (a) Tenants obligation to comply with all legal obligations in connection with the operation of its business in the demised premises, Tenant agrees to obtain and keep in full force and effect all legally required licenses and/or permits (and immediately provide Owner with true copies thereof together with proof of payment) which are required under municipal, state

and/or federal laws and/or regulations, and to promptly advise Owner if any municipal, state or federal permit or license has been denied or not granted, or if renewal has been refused, and the circumstances surrounding same.

(b) Notwithstanding any provision of this Lease to the contrary, Tenant shall promptly apply for a license/permit to operate a medical cannabis dispensary, licensed by the State of New York from the NYS Authority, paying all fees related thereto, and shall use its best efforts to diligently obtain such license/permit. Owner, at no expense to Owner, shall promptly execute any documents that may be necessary in connection with Tenant's application. If the medical cannabis dispensary license/permit has not been approved within ninety (90) days of lease execution either party may thereafter terminate this Lease by written notice to the other party, and upon such termination all moneys paid hereunder shall be promptly refunded. Tenant shall promptly notify Owner in writing of ALL actions taken on its application, including, but not limited to, the approval or disapproval of such application for a license/permit. Tenant shall supply Owner with a copy of the then current license/permit at all times.

68. RENTAL SCHEDULE AND ADJUSTMENTS IN THE BASE ANNUAL RENTAL

- (a) The Base Annual Rental for the period commencing on the Commencement Date and ending on the Twelfth (12th) full calendar month thereafter shall be at the annual rate of **THREE HUNDRED THIRTY THOUSAND (\$330,000.00) DOLLARS** per annum payable in equal monthly installments of **TWENTY SEVEN THOUSAND FIVE (\$27,500.00) DOLLARS** in advance on the first day of each month; and
- (b) The Base Annual Rental for the period commencing on the Thirteenth (13th) month after the Commencement Date and ending on the Twenty Fourth (24th) month thereafter shall be at the annual rate of **THREE HUNDRED THIRTY NINE THOUSAND NINE**

HUNDRED (\$339,900.00) DOLLARS per annum payable in equal monthly installments of **TWENTY EIGHT THOUSAND THREE HUNDRED TWENTY FIVE (\$28,325.00) DOLLARS** on the 1st day of each month.

- (c) The Base Annual Rental for the period commencing on the Twenty Fifth (25th) month after the Commencement Date and ending on the Thirty Sixth (36th) month thereafter shall be at the annual rate of **THREE HUNDRED FIFTY THOUSAND NINETY SEVEN (\$350,097.00) DOLLARS** per annum payable in equal monthly installments of **TWENTY NINE THOUSAND ONE HUNDRED SEVENTY FOUR AND 75/100 (\$29,174.75) DOLLARS** on the 1st day of each month.
- (d) The Base Annual Rental for the period commencing on the Thirty Seventh (37th) month after the Commencement Date and ending on the Forty Eighth (48th) month thereafter shall be at the annual rate of **THREE HUNDRED SIXTY THOUSAND FIVE HUNDRED NINETY NINE AND 91/100 (\$360,599.91) DOLLARS** per annum payable in equal monthly installments of **THIRTY THOUSAND FORTY NINE AND 99/100 (\$30,049.99) DOLLARS** on the 1st day of each month.
- (e) The Base Annual Rental for the period commencing on the Forty Ninth (49th) month after the Commencement Date and ending on the Sixtieth (60th) month thereafter shall be at the annual rate of **THREE HUNDRED SEVENTY ONE THOUSAND FOUR HUNDRED SEVENTEEN AND 90/100 (\$371,417.90) DOLLARS** per annum payable in equal monthly installments of **THIRTY THOUSAND NINE HUNDRED FIFTY ONE AND 49/100 (\$30,951.49) DOLLARS** on the 1st day of each month.
- (f) The Base Annual Rental for the period commencing on the Sixty First (61st) month after the Commencement Date and ending on the Seventy Second (72nd) month thereafter shall be at the annual rate of **THREE HUNDRED EIGHTY TWO THOUSAND FIVE**



HUNDRED SIXTY AND 43/100 (\$382,560.43) DOLLARS per annum payable in equal monthly installments of **THIRTY ONE THOUSAND EIGHT HUNDRED EIGHTY AND 03/100 (\$31,880.03) DOLLARS** on the 1st day of each month.

- (g) The Base Annual Rental for the period commencing on the Seventy Third (73rd) month after the Commencement Date and ending on the Eighty Forth (84th) month thereafter shall be at the annual rate of **THREE HUNDRED NINETY FOUR THOUSAND THIRTY SEVEN AND 24/100 (\$394,037.24) DOLLARS** per annum payable in equal monthly installments of **THIRTY TWO THOUSAND EIGHT HUNDRED THIRTY SIX AND 43/100 (\$32,836.43) DOLLARS** on the 1st day of each month.
- (h) The Base Annual Rental for the period commencing on the Eighty Fifth (85th) month after the Commencement Date and ending on the Ninety Sixth (96th) month thereafter shall be at the annual rate of **FOUR HUNDRED FIVE THOUSAND EIGHT HUNDRED FIFTY EIGHT AND 36/100 (\$405,858.36) DOLLARS** per annum payable in equal monthly installments of **THIRTY THREE THOUSAND EIGHT HUNDRED TWENTY ONE AND 53/100 (\$33,821.53) DOLLARS** on the 1st day of each month.
- (i) The Base Annual Rental for the period commencing on the Ninety Seventh (97th) month after the Commencement Date and ending on the One Hundred Eighth (108th) month thereafter shall be at the annual rate of **FOUR HUNDRED EIGHTEEN THOUSAND THIRTY FOUR AND 10/100 (\$418,034.10) DOLLARS** per annum payable in equal monthly installments of **THIRTY FOUR THOUSAND EIGHT HUNDRED THIRTY SIX AND 17/100 (\$34,836.17) DOLLARS** on the 1st day of each month.
- (j) The Base Annual Rental for the period commencing on the One Hundred Ninth (109th) month after the Commencement Date and ending on the One Hundred Twentieth (120th) month thereafter shall be at the annual rate of **FOUR HUNDRED THIRTY**



THOUSAND FIVE HUNDRED SEVENTY FIVE AND 12/100 (\$430,575.12) DOLLARS per annum payable in equal monthly installments of **THIRTY FIVE THOUSAND EIGHT HUNDRED EIGHTY ONE AND 26/100 (\$35,881.26) DOLLARS** on the 1st day of each month.

The Base Annual Rental as provided herein is in addition to Tenant's obligation to pay its share of Real Estate Taxes, Assessment, Water charges and sewer rents as provided in Article 40 herein.

69. Mandatory Disclosure Regarding Landlord Notification of Reentry

The Landlord acknowledges that its rights of reentry into the premises set forth in this Lease do not confer on it the authority to manufacture and/or dispense on the premises medical marihuana in accordance with article 33 of the Public Health Law and agrees to provide the New York State Department of Health, Mayor Erastus Corning 2nd Tower, The Governor Nelson A. Rockefeller 29 Empire State Plaza, Albany, N.Y. 12237, with notification by certified mail of its intent to reenter the premises or to initiate dispossess proceedings or that the Lease is due to expire, at least thirty (30) days prior to the date on which the Landlord intends to exercise a right of reentry or to initiate such proceedings or at least sixty (60) days before expiration of the Lease.



OPTION TO LEASE REAL PROPERTY

This OPTION TO LEASE ("Agreement") is made effective as of June 3, 2015 (the "Effective Date"), by and between, Post Realty N.Y., a New York limited liability company ("Landlord") and Empire State Health Solutions, LLC, a New York limited liability company ("Tenant").

1. **Option.** Landlord hereby grants to Tenant an exclusive, first-priority option to lease from Landlord certain premises located at 221-223 E. Post Road, White Plains, NY 10601, as more particularly described on the attached Exhibit A (the "Premises"). If Tenant exercises the option, the annual base rent for the Premises shall be equal to \$111,550.00, and Landlord and Tenant shall enter in a commercially reasonable lease for the Premises consistent with the terms set forth in the duly executed Letter of Intent attached hereto as Exhibit B ("LOI"). Landlord and Tenant understand and agree that, if Tenant exercises the option, some additional negotiation may be necessary as well make minor adjustment to SF and/or annual base rent to finalize the lease, and Landlord and Tenant agree to conduct any such negotiations in good faith. Tenant's rights under this Agreement are subject to the terms of the LOI.

2. **Consideration.** Contemporaneously with the execution of this Agreement, Tenant shall pay to Landlord as consideration for this Agreement, the amount of \$5,000.00 (the "Option Payment"), and Landlord shall retain the Option Payment regardless of whether Tenant does or does not exercise the option herein.

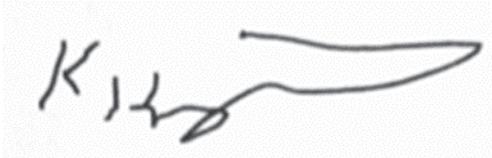
3. **Exercise of Option.** Tenant shall exercise this option by giving to Landlord, on or before July 1, 2015 (the "Option Deadline"), a written notice stating Tenant's desire to exercise such option. In the event Tenant fails to provide such written notice in a timely manner, Tenant shall be deemed to have waived its right to lease the Premises under this Agreement. If Tenant exercised this option, this Agreement shall expire and be null and void if a lease agreement is not executed by Landlord and Tenant on or before July 1, 2015.

4. **Permitted use and mandatory language.** The permitted use of the premises will be a medical cannabis dispensary licensed by the State of New York. Pursuant to New York law, the lease will contain the following term: "The landlord acknowledges that its rights of reentry into the premises set forth in this lease do not confer on it the authority to manufacture and/or dispense on the premises medical marijuana in accordance with article 33 of the Public Health Law and agrees to provide the New York State Department of Health, Mayor Erastus Corning 2nd Tower, The Governor Nelson A. Rockefeller 29 Empire State Plaza, Albany, N.Y. 12237, with notification by certified mail of its intent to reenter the premises or to initiate dispossession proceedings or that the lease is due to expire, at least 30 days prior to the date on which the landlord intends to exercise a right of reentry or to initiate such proceedings or at least 60 days before expiration of the lease."

Adit Chell *J.C.*

TENANT

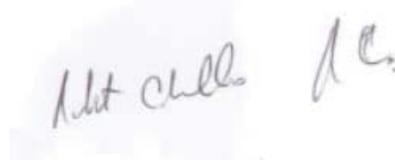
Empire State Health Solutions, LLC



By: Dr. Kyle Kingsley
Its: Chief Executive Officer
Date: June 1, 2015

LANDLORD

Post Realty N.Y.



By: Robert Ciardiello, Owner
Its:
Date:

EXHIBIT A

Premises: 2,300 rentable square feet at 217-219 E. Post Road, White Plains, NY 10601



| | |
|---|--|
| Project Title: <u>EMPIRE STATE HEALTH SOLUTIONS</u> | |
| <u>221-223 POST ROAD, WHITE PLAINS, NY</u> | |
| Dwg No.: <u>WP-A103</u> | Dwg Title: <u>CODE FLOOR PLAN</u> |
| Scale: <u>1/8" = 1' 0"</u> | Date: <u>05/26/15</u> CSArch No.: <u>834 1501.00</u> |



EXHIBIT B

Letter of Intent



201 Tresser Boulevard
Suite 201
Stamford, CT 06901-3433

+1 203 352 8904 Tel
+1 203 352 8998 Fax

nina.becker@cbre.com
www.cbre.com

Nina Becker
Vice President

CBRE, Inc.
Brokerage/Retail Services Group

June 2, 2015

Submitted via Hilite164@gmail.com
Post Realty LLC
221-223 E Post Road
White Plains New York 10601

RE: PROPOSAL TO LEASE SPACE AT 221-223 E POST ROAD, WHITE PLAINS NY 10601

Dear Tommy,

We are pleased to provide you with the following Letter of Intent to lease space in the above referenced property. Please confirm that Ownership is willing to proceed in good faith to negotiate a mutually acceptable lease agreement by executing a copy of this LOI where indicated below and returning it to the undersigned. Execution of this LOI shall not obligate either party to accept any particular terms. It is expressly agreed the form and content of the lease agreement must be mutually acceptable to both parties and their respective counsel and that if a mutually acceptable lease agreement is not agreed to and executed by both parties, neither party shall have any further obligation to continue negotiating with the other.

Empire State Health Solutions, LLC ("Tenant"), hereby agrees to lease from Post Realty N.Y. LLC ("Landlord") the space described below under the terms set forth.

The proposed terms are as follows:

- ADDRESS:** 221-223 E POST ROAD , White Plains New York
- PREMISES:** Retail Ground space – 2,300 RSF
- PERMITTED USE:** A medical cannabis dispensary licensed by the State of New York
- TERM:** Five years
- POSSESSION DATE:** July 1, 2015
- RENT COMMENCEMENT:** July 1, 2015
- EXPIRATION:** 60 months after Rent Commencement
- BASE/GROSS RENTAL RATE:** \$48.50 PSF

add call *pe.*

SECURITY DEPOSIT: Tenant shall pay a security deposit of three month's gross rent, when lease is executed.

UTILITIES: Tenant pays electrical, gas, water and sewer

CAM CHARGES: Tenant shall be responsible for common area maintenance charges which include, but not limited to heating, ventilating and cooling, real estate taxes and special assessments, parking lots, lighting, maintenance, roof, snow removal, grounds maintenance and cleaning, and property and liability insurance.

MAINTENANCE: Landlord to be responsible to the Base Building Only / base structure

SIGNAGE: Subject to Landlord's approval, all signage fabrication and installation shall be at the expense of the Tenant unless otherwise specifically agreed to in writing by both parties. Tenant shall be allowed to install a signage on the building in compliance with municipal code.

LEASEHOLD IMPROVEMENTS: Tenant shall take space in as-is condition.

BROKERAGE DISCLOSURE: Upon execution and delivery of Lease Agreement, CBRE Inc shall receive from Landlord (one) 1 full commission pursuant to a separate agreement.

OTHER CONDITIONS:

This Letter of Intent shall be subject to Landlord and Tenant agreeing to final floor plans, specifications and costs associated with the leasehold improvements described. Agreement shall be deemed given by the Tenant and Landlord through initialing or signing the construction bid.

Contingent upon Tenant obtaining a Medical Cannabis a Manufacturers license from the New York Department of Health Office.

Tenant shall pay Landlord a non-refundable fee of \$2,000.00 in good faith to draft the Lease.

By signing this Letter of Intent, I certify that I have the authority to enter into this agreement on behalf of the Landlord and Tenant.

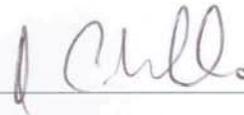
The terms of this proposal are approved this 3th day of June, 2015.

TENANT
Empire State Health Solutions, LLC



By: Dr. Kyle Kingsley
Its: Chief Executive Officer

LANDLORD
Post Realty LLC



By:
Its:

Sincerely,

Antonina Becker
Nina S. Becker CLS
CBRE
Retail Services

FLOORPLAN ATTACHED BELOW

**LICENSE AGREEMENT
BETWEEN
FULTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
AND
EMPIRE STATE HEALTH SOLUTIONS, LLC**

This License Agreement (this "Agreement") is made this 12th day of May, 2015 by and between Fulton County Industrial Development Agency ("Licensor") with its offices at 1 East Montgomery Street, Johnstown, NY 12095 and Empire State Health Solutions, LLC ("Licensee") with its offices at 1226 State Highway 147, West Charlton, NY 12010

WHEREAS, the Licensee desires to acquire a 20+/- acre parcel of land and a 15,000 sq. ft. building in the Tryon Technology Park and Incubator Center from the Licensor, and

WHEREAS, the Licensee desires to obtain a license from New York State to develop a pharmaceutical manufacturing business that would grow, cultivate and produce medical cannabis and manufacture medicines at the Tryon Technology Park and Incubator Center, and

WHEREAS, the Licensee desires to take occupancy of the Licensor's 20+/- acre parcel and 15,000 sf building immediately to begin work prior to the actual license issuance by New York State, and

Now therefore in consideration of the foregoing, the parties hereby agree as follows:

1. Term.

- A. The term of this Agreement shall be from May 12, 2015 and ending on October 31, 2015 or at the time of the sale of the Facility from Licensor to Licensee pursuant to an executed Letter of Intent dated April 19, 2015, whichever occurs first ("Termination Date").
- B. Licensee may terminate this License Agreement by providing Licensor with 30 days written notice.

2. Facility.

- A. The Facility shall include a 20+/- acre parcel of land referred to as Site 1 and a 15,000+/- sq. ft. existing building at the Tryon Technology Park and Incubator Center located on CR107 in the Town of Perth, Fulton County ("The Facility").
- B. Licensor hereby agrees to provide Licensee with the exclusive right and privilege to use all land, existing building and infrastructure comprising the Facility (as further identified in the attached Exhibit A) for the Term cited above and subject to the terms, conditions and covenants set forth herein.

3. Use.

- A. The Facility shall be used by Licensee for general office space and the production, cultivation and laboratory works required to produce medical cannabis and medicines pursuant to the laws and regulations as defined by the New York Department of Health (NYSDOH).
- B. No medical marijuana production shall begin until after Licensee is awarded a license by the NYSDOH and a copy of said license is filed with the Licensor.

- C. Licensee may, prior to the issuance of the license by the NYSDOH, begin renovations to and work on the Facility while the Facility is still owned by the Licensor.
- D. In the event the Licensee terminates this Agreement or Licensee does not obtain a license from the New York State Department of Health:
 - 1. All improvements made to the Facility by the Licensee shall become the property of the Licensor.
 - 2. The License Agreement shall terminate.
 - 3. The Letter of Intent shall terminate.

4. License Fee.

- A. For and during the Term of this Agreement, Licensee shall pay to Licensor, on or before the first day of each month after the Commencement Date, the sum of \$2,000 as a monthly license fee for use of the Facility.
- B. Said License Fee shall be prorated for any portion of a month as may be applicable.

5. Utilities.

- A. Licensee acknowledges that all utilities to the Facility are currently shut off or been disconnected. This includes:
 - a. Water
 - b. Wastewater
 - c. Electric
 - d. Natural gas
 - e. Internet
 - f. Phone
- B. Licensee shall be responsible for contacting all utilities to make the necessary arrangements for and pay all applicable fees to activate and restore these utilities to the Facility.
- C. Licensee shall be responsible for monthly usage charges/fees for the utilities identified in Paragraph A above.

6. Insurance.

- A. At all times during the term of this Agreement, the Licensee shall maintain, or cause to be maintained, the following insurances with respect to the Facility against such risks and for such amounts as are customarily insured against by businesses of like size and type paying, as the same become due and payable, all premiums in respect thereto, including, but not necessarily limited to:
 - 1. Workers' compensation insurance, disability benefits insurance, and each other form of insurance which the Licensee is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of the Licensee who are located at or assigned to the Facility and for all contractors and subcontracts.
 - 2. Insurance protecting the interests of the Licensee and the Licensor against loss or damage to the Facility by fire, lightning and other casualties normally insured against with a uniform standard extended coverage endorsement, such insurance at all times to be in an amount not less than the total cash replacement value of the Facility, as determined by a recognized appraiser or insurer selected by the Licensee; provided, however, that the Licensee may,

- insure all or a portion of the Facility under a blanket insurance policy or policies covering not only the Facility or portions thereof but other property.
3. Insurance protecting the Licensee and the Licensor against loss or losses from liabilities imposed by law or assumed in any written contract (including the contractual liability) and arising from personal injury and death or damage to the Property of others caused by any accident or occurrence, with a single combined limit of not less than \$1,000,000.00 per accident or occurrence on account of personal injury, including death resulting therefrom, and damage to the property of others, excluding liability imposed upon the Licensee by any applicable workers' compensation law; and a blanket excess liability policy in the amount not less than \$2,000,000 protecting the Licensee and the Licensor against any loss or liability or damage for personal injury, death or property damage.
- B. Licensee shall submit to the Licensor an insurance certificate verifying the existence of these insurances.
 - C. The Insurance Certificate shall specifically state that: "Fulton County Industrial Development Agency and Fulton County and their assigns shall be a named additional insured parties on all insurance policies." The Licensor and Fulton County shall be included as additional insured's on a primary, non-contributory basis (using CG 2010 11/85 or its equivalent), including products-completed operations coverage for three (3) years.
 - D. The Licensee agrees to require any and all subcontractors hired to perform work on the project to obtain insurance coverage as provided above. All such insurance coverage shall name the Licensor as an Additional Insured on a primary, Non-contributory basis on form CG 2010 11/85 or its equivalent. The foregoing coverages and limits are to be considered as minimum requirements and in no way limit the liability of the subcontractor.
 - E. Licensee's contractors and all subcontractors shall furnish Licensor a Certificate of Insurance verifying the existence of the following insurance prior to commencement of work at the Facility.
 - F. No insurance policies obtained in accordance with this section shall exclude coverage for liability resulting from application of either Section 240 or Section 241 of the New York State Labor Law. A copy of the Additional Insured endorsement should be provided to the Licensor.
 - G. All policies required by this section shall include a waiver of subrogation in favor of the Licensor.
 - H. All policies and certificates of insurance shall expressly provide that the Licensor must receive 30 days written notice in the event of material alteration, cancellation or nonrenewal of coverage.
 - I. The Licensor does not in any way represent that the insurance specified herein, whether in scope or coverage or limits of coverage, is adequate or sufficient to protect the Licensee's business or interest.

7. Indemnification:

- A. To the fullest extent permitted by law, Licensee agrees to defend, indemnify and hold harmless Licensor and its officers, directors, agents and employees from and against any and all claims, suits, liens, judgments, damages, losses and expenses, which shall also include environmental issues and matters, including reasonable attorneys fees and other legal costs, demands, actions or causes of action arising in whole or in part and in any manner from acts, omissions, breach or default of Licensee, in connection with the performance with the provisions of this License Agreement and the work to be undertaken at the Facility, its officers, directors, agents and employees.

8. Notices.

- A. Any notice under this Agreement shall be in writing and shall be either delivered by hand or by overnight mail to the party at the address set forth below.
- B. Licensor hereby designates its address as:

Fulton County Industrial Development Agency
Attn: James Mraz, Executive Director
1 East Montgomery Street
Johnston, NY 12095

Licensee hereby designates its address for the receipt of notices as:

Empire State Health Solutions, LLC
Attn. Michael Newell
1226 State Route 147
West Charlton, NY 12010

9. General

- A. This is the entire Agreement between the parties with respect to the subject matter addressed herein. No other agreements are effective.
- B. If any provisions of this Agreement shall be held invalid, the remainder of the terms of this Agreement shall not be affected. All amendments to this Agreement shall be in writing and signed by all parties. Any other attempted amendment shall be void.
- C. All waivers must be in writing and signed by the party against which such waiver is asserted.
- D. Either party's failure to enforce any provision of this Agreement or its acceptance or payment of fees shall not be a waiver and shall not prevent such party from enforcing any provision of this Agreement in the future.
- E. No receipt or payment of money by either party shall be deemed to waive any default of the other party or to extend, reinstate or continue the term hereof.
- F. All Exhibits attached hereto are hereby incorporated herein.
- G. Each party represents and warrants to the other party that there are no agents, brokers, finders or other parties except with whom a party has dealt who are or may be entitled to any commission or fee with respect to this Agreement. Each party agrees to hold the other party harmless from all loss or damage, including attorney's fees, arising from any claim by any broker claiming to have dealt with or for such party concerning this Agreement.
- H. This Agreement shall be construed and governed in accordance with the laws of the State of New York.

- I. By signing this Agreement, each party acknowledges that it has read this agreement and fully understands the provisions hereof.

10. Recording:

- A. Upon execution by both parties, this Agreement shall be duly recorded in the offices of the Fulton County Clerk.

IN WITNESS WHEREOF, Licensor and Licensee have executed this Agreement as of the date indicated below.

LICENSOR: Fulton County Industrial Development Agency

By: Todd Rulison 

Its: Chairman

Date: 5/12/15

LICENSEE: Empire State Health Solutions, LLC



By: Dr. Kyle E. Kingsley

Its: CEO

Date: 4-29-15

EXHIBIT A
[Insert aerial view with boundaries]

FERGUSON & FOSS,
PROFESSIONAL LAND SURVEYORS, PC

P.O. BOX 356 ~ 5 WEST MAIN STREET ~ JOHNSTOWN, NY 12095 ~ 518-762-9997

FACSIMILE – 762-9997

e-mail – fergusonandfoss@frontiernet.net

www.fergusonandfoss.com

PROPOSED DESCRIPTION

LOT 1

All of that tract or parcel of land situate in the Town of Perth, County of Fulton and State of New York being more particularly described as follows:

Beginning at an iron rod set in the westerly line of County Road 117, running thence through the lands of Fulton County Industrial Development Agency the following five courses; S65°22'52"W 144.87' to an iron rod set, S87°00'52"W 80.00' to an iron rod set, S42°16'35"W 230.00' to an iron rod set, S15°18'32"E 84.84' to an iron rod set and S74°41'28"W 498.22' to an iron rod set at the southeast corner of the lands of Don Brown Bus Sales, thence along the northeasterly line of Don Brown Bus Sales N37°03'34"W 466.75' to an iron rod set, thence along the line between the town of Perth on the east and the Town of Johnstown on the west N05°55'15"W 619.76' to an iron rod set, thence through the lands of Fulton County Industrial Development Agency the following two courses; N84°19'12"E 484.32' to an iron rod set and S70°18'12"E 824.41' to the northwesterly line of County Road 117, thence along the line of County Road 117 on a non-tangent curve to the left having a radius of 330.00' and a chord of S15°52'43"E 323.26' an arc length of 337.82' to the point of beginning, containing 19.899 acres.



April 19, 2015

Todd Rulison, Chairman
Fulton County Industrial Development Agency
1 East Montgomery Street
Johnstown, NY 12095

RE: Purchase of Site No. 1 at Tryon Technology Campus and Incubator Center in Perth, NY

Dear Mr. Rulison:

On behalf of Empire State Health Solutions LLC or its assigns ("Buyer"), I am pleased to present the following Letter of Intent for the purchase of the property located at Site No. 1 in the Tryon Technology Campus and Incubator Center in Perth, NY comprised of approximately 20.2 acres ("Property"). The Property will serve as the production and cultivation facility for medical cannabis and ancillary light manufacturing and assembly as allowed under a license issued by the New York Department of Health.

Below are the following terms and conditions under which Buyer is willing to enter into a Purchase Agreement for above referenced facility:

| | |
|---------------------------|---|
| Property: | Site No. 1 in the Tryon Technology Campus and Incubator Center in Perth, NY comprised of approximately 20.2 acres |
| Buyer: | Empire State Health Solutions LLC or assigns |
| Seller: | Fulton County Industrial Development Agency |
| Purchase Price: | Three hundred thousand dollars and no/100 (\$300,000.00) cash at closing. |
| Earnest Money: | \$30,000 deposited with a mutually agreeable title company within three (3) days after execution of the Purchase Agreement. |
| Title/Survey/Disclosures: | Seller, at its expense, is to deliver a current title commitment, copies of any recorded instruments reflected on the title commitment, an ALTA survey, registered plat with PID and legal description, well disclosures, utility locations, lead based paint disclosure, soil borings and topography report within 30 days after the Purchase Agreement is fully executed. Buyer shall have until the last day of the Inspection Period to review same and to deliver to Seller written notice of any objections. Thereafter, Seller |

shall have 10 days to cure. For each day of delay caused by Seller's performance, the Inspection Period and Closing shall be extended one day.

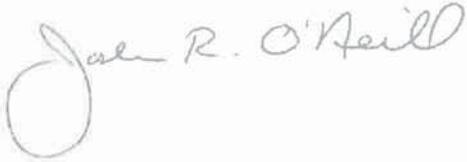
- Seller Work:** Seller at its sole expense shall connect the property to three phase 480v/200 AMP power and confirm that current phone and cable, water, sewer and natural gas utilities are connected to Property.
- Inspection Period:** Buyer shall have up to **Sixty (60)** days to review environmental, zoning, operating agreements, leases, geotechnical, and the physical condition of the property; including but not limited to, condition of HVAC, life safety, roof, plumbing and all other matters related to the suitability of the Property for Buyer's intended use.
- Financing Period** Buyer's obligation to purchase the property shall be contingent on Buyer securing financing for the purchase in an amount and at terms as the Buyer deems acceptable within **Thirty (30)** days after the expiration of the Inspection Period. If Buyer obtains necessary financing to redevelop the Property it will waive all contingencies and proceed to close and the Earnest Money shall become non-refundable.
- Seller Documents:** Seller will immediately provide any and all documents pertaining to the property in their possession which shall include but are not limited to as-built plans for the property, specifications, tax statements, operating agreements, notices from any governmental authorities, permits, etc.
- Access:** Seller shall grant Buyer and Buyer's contactors reasonable access to the Property during the inspection period for the purpose of conducting all necessary Due Diligence and property inspections.
- Exclusive Use:** No other companies producing or cultivating cannabis shall be allowed in the development. Buyer shall have exclusivity for its use and operations.
- Escrow Terms:** The Earnest Money shall be deemed non-refundable after the Financing Period. In the event the Buyer is unable to secure adequate Financing and Buyer cancels the Purchase Agreement during the Financing Period, the Earnest Money shall be immediately refunded to Buyer.
- Closing:** The parties will close the transaction within **Thirty (30)** days after the conclusion of the Financing Period.
- Seller's Title:** Seller will deliver marketable fee simple title to the property at closing.

- Seller's Warranties and Reps: Seller to provide customary warranties and reps.
- Taxes & Assessments: Real estate taxes for 2015 will be paid in full by Seller. Seller will be responsible for paying any unpaid taxes prior to 2015 and any levied or pending assessments at the closing.
- Purchase Agreement: Seller will prepare, at its expense, within five (5) business days of Seller's acceptance of this Letter of Intent, a draft of a Purchase Agreement to be reviewed, negotiated in good faith, and executed by both parties. Upon execution of this LOI, Seller will negotiate the purchase agreement in good faith and will not negotiate with any other prospective buyers.
- Purchase Contingency: Purchase shall be contingent on Buyer obtaining a license issued by the State of New York Department of Health to produce and distribute medical cannabis in New York.
- License Agreement: Both parties shall enter into a mutually agreeable License Agreement allowing Buyer to take control of the Property and begin demolition and refurbishment of the at its sole expense. Buyer shall obtain all necessary permits to conduct work in accordance with local building code. This License Agreement shall be executed and commence within ten (10) days after this LOI is fully executed and terminate as of the date of closing on the sale of the property or when Buyer submits written notice that a license as not been obtained. Only terms within the fully executed License Agreement shall be binding for either party.
- Brokerage: Neither Buyer nor Seller is represented by a licensed broker in the State of New York in this transaction and no commissions shall be paid to representatives of either party.

Except for Owners intent to remove the Property from the market upon execution of this Letter of Intent, the terms and conditions outlined in this proposal are by no means to be considered legally binding upon either party; rather, they are for discussion purposes only. No language contained within this proposal should be construed as a legal commitment.

Please acknowledge your acceptance of this Letter of Intent by signing below. If acceptable please prepare a draft purchase agreement for our review. If no acceptance has been received by 5:00 P.M. ET on Friday, April 24th, 2015, this Letter of Intent shall become null and void.

Sincerely,



Josh O'Neill
Managing Partner
Empire State Health Solutions LLC

Signature page,

AGREED & ACCEPTED:

BUYER:
Empire State Health Solutions LLC



By: Dr. Kyle E. Kingsley

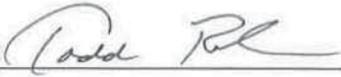
Its: Chief Medical Officer

Date: 4-19-15

AGREED & ACCEPTED:

SELLER:

Fulton County Industrial Development Agency



By: Todd Rulison

Its: Chairman

Date: 4-23-15

BOND
(License or Permit - Continuous)

Bond No. 800016301

KNOW ALL MEN BY THESE PRESENTS:

THATWE Empire State Health Solutions LLC as Principal, and ATLANTIC SPECIALTY INSURANCE COMPANY, a corporation duly incorporated under the laws of the State of New York and authorized to do business in the State of New York, as Surety, are held and firmly bound unto New York State Department of Health, as Obligee, in the penal sum of Two Million Dollars (\$2,000,000.00) Dollars, for the payment of which we hereby bind ourselves, our heirs, executors and administrators, jointly and severally, firmly by these presents.

WHEREAS, the Principal has obtained or is about to obtain a license or permit for Manufacturing and/or Dispensing of Medical Marijuana in accordance with article 33 of the Public Health Law of the state of New York

NOW, THEREFORE, THE CONDITIONS OF THIS OBLIGATION ARE SUCH, that if the Principal shall faithfully comply with all applicable laws, statutes, ordinances, rules or regulations, pertaining to the license or permit issued, then this obligation shall be null and void; otherwise to remain in full force and effect.

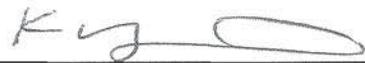
This bond shall become effective on June 2nd, 2015

PROVIDED, that regardless of the number of years this bond is in force, the Surety shall not be liable hereunder for a larger amount, in the aggregate, than the penal sum listed above.

PROVIDED FURTHER, that the Surety may terminate its liability hereunder as to future acts of the Principal at any time by giving thirty (30) days written notice of such termination to the Obligee. All notices to the Obligee should be sent to Carol Sherman Director, Bureau of Accounts Management, Corning Tower Room 2701, Albany, NY 12237-0016

SIGNED, SEALED AND DATED this June 2nd, 2015

Empire State Health Solutions LLC

By: 

Principal

ATLANTIC SPECIALTY INSURANCE COMPANY

77 WATER STREET, 17TH FLOOR, NEW YORK, NY 10005

By: 

Thomas Backner

Attorney-in-fact

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that ATLANTIC SPECIALTY INSURANCE COMPANY, a New York corporation with its principal office in Minnetonka, Minnesota, does hereby constitute and appoint: **Michael J. Herranen, Thomas Buckner**, each individually if there be more than one named, its true and lawful Attorney-in-Fact, to make, execute, seal and deliver, for and on its behalf as surety, any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof; provided that no bond or undertaking executed under this authority shall exceed in amount the sum of: **sixty million dollars (\$60,000,000)** and the execution of such bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof in pursuance of these presents, shall be as binding upon said Company as if they had been fully signed by an authorized officer of the Company and sealed with the Company seal. This Power of Attorney is made and executed by authority of the following resolutions adopted by the Board of Directors of ATLANTIC SPECIALTY INSURANCE COMPANY on the twenty-fifth day of September, 2012:

Resolved: That the President, any Senior Vice President or Vice-President (each an "Authorized Officer") may execute for and in behalf of the Company any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, and affix the seal of the Company thereto; and that the Authorized Officer may appoint and authorize an Attorney-in-Fact to execute on behalf of the Company any and all such instruments and to affix the Company seal thereto; and that the Authorized Officer may at any time remove any such Attorney-in-Fact and revoke all power and authority given to any such Attorney-in-Fact.

Resolved: That the Attorney-in-Fact may be given full power and authority to execute for and in the name and on behalf of the Company any and all bonds, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, and any such instrument executed by any such Attorney-in-Fact shall be as binding upon the Company as if signed and sealed by an Authorized Officer and, further, the Attorney-in-Fact is hereby authorized to verify any affidavit required to be attached to bonds,

This power of attorney is signed and sealed by facsimile under the authority of the following Resolution adopted by the Board of Directors of ATLANTIC SPECIALTY INSURANCE COMPANY on the twenty-fifth day of September, 2012:

Resolved: That the signature of an Authorized Officer, the signature of the Secretary or the Assistant Secretary, and the Company seal may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing an Attorney-in-Fact for purposes only of executing and sealing any bond, undertaking, recognizance or other written obligation in the nature thereof, and any such signature and seal where so used, being hereby adopted by the Company as the original signature of such officer and the original seal of the Company, to be valid and binding upon the Company with the same force and effect as though manually affixed.

IN WITNESS WHEREOF, ATLANTIC SPECIALTY INSURANCE COMPANY has caused these presents to be signed by an Authorized Officer and the seal of the Company to be affixed this eighth day of December, 2014.

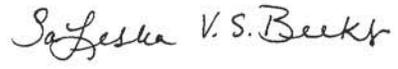


By 
Paul J. Brehm, Senior Vice President

STATE OF MINNESOTA
HENNIPEN COUNTY

On this eighth day of December, 2014, before me personally came Paul J. Brehm, Senior Vice President of ATLANTIC SPECIALTY INSURANCE COMPANY, to me personally known to be the individual and officer described in and who executed the preceding instrument, and he acknowledged the execution of the same, and being by me duly sworn, that he is the said officer of the Company aforesaid, and that the seal affixed to the preceding instrument is the seal of said Company and that the said seal and the signature as such officer was duly affixed and




Notary Public

I, the undersigned, Assistant Secretary of ATLANTIC SPECIALTY INSURANCE COMPANY, a New York Corporation, do hereby certify that the foregoing power of attorney is in full force and has not been revoked, and the resolutions set forth above are now in force.

Signed and sealed. Dated 2nd day of June, 2015

This Power of Attorney expires
October 1, 2017



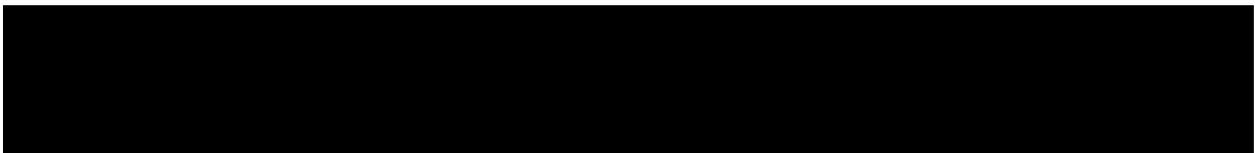

James G. Jordan, Assistant Secretary

Attachment D
Section 1, Manufacturing



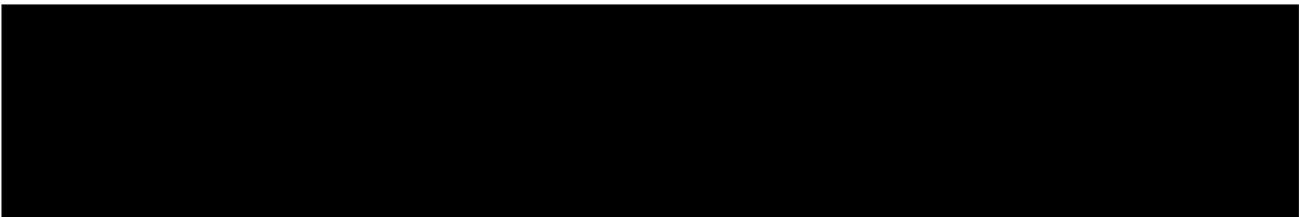
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Attachment D: Section 1: Manufacturing

Our Manufacturing Philosophy

ESHS focuses on the integration of standard medical, scientific, pharmaceutical and operational principles into all facets of its production process. These fine details have been thoroughly vetted via the Vireo Health model which is already being utilized in Minnesota for the large scale production of cannabis-derived medications. We are very concerned about the current industry practices in states like California, and believe that the patients of New York will be better served by our professional approach. A refined, meticulous approach allows us to maximize production and supply more than enough end-product for the patients of New York. We have scaled our manufacturing facilities to accommodate nearly any realistic patient volume in New York over the next year and beyond.

Our Cultivation and Manufacturing Facility Plan

Location and Phased Planning

Tryon Technology Park

ESHS will establish its complete manufacturing operations at the Tryon Technology Park and Incubator Center, located in the Town of Perth, Fulton County. The Tryon Technology Park and Incubator Center is a 515-acre wooded park that was entrusted to the Fulton County Industrial Development Agency with a mandate to oversee the redevelopment of the property to create industrial and commercial jobs and promote new investment in the Mohawk Valley. It contains 240+/- acres of shovel-ready sites between Exits 27 and 28 of I-90, centrally located between Global Foundries to the east, Nano Utica to the west, and the College of Nanoscale Science and Engineering to the south. Originally opened as the Tryon Residential Center in 1966, it was operated as a juvenile detention facility until its closure in 2010. Tryon, which spans the Towns of Perth and Johnstown, is one of eleven New York State facilities that was shut down. There are currently eight shovel-ready sites on the Tryon property ranging from 16 to 70 acres, and four more future development sites ranging from 27 to 62 acres.

ESHS has a fully executed letter of intent and licensing agreement granting control of 20 acres at the site, including approximately 15,000 square feet of buildings. Though the Fulton County IDA has a standard PILOT that they offer in their business parks, ESHS has elected to forego any incentives for moving into the Tryon technology Park. This fits in to the company's philosophy of providing immediate economic benefits to the communities where we are located. The company is the first tenant in Tryon Technology Park, and has room to expand in areas adjacent to our current property. We are very proud of this and hope to become the anchor tenant for the park.

ESHS is focused on the most rapid access to medications possible for our patients while maintaining our strict cultivation and pharmaceutical operational principles for quality and safety. This has led to our 3-phased facility plan for the Tryon production facility.

Phase 1 begins with using the existing 15,000 square feet of buildings to start the cultivation process. This will lead to the earliest possible plant material for the production of cannabis-derived medications. We will have already completed our electrical, security and temporary cultivation facilities by July 1, allowing us to start cultivation immediately if awarded a production registration by the state of New York. (Please see attached Supplement D1 for our existing structure site plan.)

Phase 2 has already started and consists of the construction of 20,000 square feet of greenhouse immediately adjacent to our existing buildings. This greenhouse structure will be complete this fall and allow us to rapidly expand our production capacity. The existing buildings will then be transition to dual use for laboratory and processing until phase 3 is started. (Please see attached Supplement D2 attached at the end of this attachment for more details.)

Phase 3 will consist of a 58,000 square foot production facility with additional connected greenhouse structures (between 40,000 and 100,000 square feet total of greenhouse) on the same site. At the time of phase 3 completion, the existing phase 1 structures will be taken over by the Vireo Vaporizer Company for the production of medically meaningful, American-made vaporizers. All cannabis-derived medication production, quality and laboratory processes will then be moved to the phase 3 facility. (Please see attached Supplement D3 at the end of this attachment for additional details.)

In addition, ESHS will be able to purchase additional adjacent land as needed to accommodate a wide range of patient demand scenarios.

The decision to locate the ESHS manufacturing facility and Vireo Vaporizer at the Tryon site fits well with the county, town, and IDA vision for Tryon Park. The Fulton County Board of Supervisors hired Development Concepts Group Corplan to conduct a targeted industry analysis to identify specific industry clusters that are best suited to locate in Tryon Park. The analysis determined that biomedical research and development would be the number one priority. County officials believe that the ESHS business fits well with their overall plans to build biomedical and pharmaceutical businesses in the park. The location of the ESHS manufacturing facility at Tryon also fits well with the governor's vision for finding ways to reuse closed state facilities.

Montgomery and Fulton County typically has an unemployment rate which is much higher than the counties located in the capital region in Hudson Valley. Currently Fulton and Montgomery County have an unemployment rate of 7.4%, so the union jobs created at the ESHS manufacturing facility will have a significant economic impact on the area. In addition, creating laboratory, cultivating, security, and manufacturing jobs at the site will well help the county reach its goals of increasing the county population, creating more jobs for local college students, and boosting the spending in the county.

Siting the ESHS facility at the Tryon Park will create 40 to 50 new jobs by January of 2016. In the short term we expect to create upwards of 75 to 100 jobs at the site. These will be well-paying union jobs, as we have already signed a labor peace agreement with the United Farm and Commercial Workers International. In addition to living wages, we will be providing medical benefits, retirement benefits, and tuition benefits which in some cases will be used to enhance our partnership with Fulton Montgomery Community College.

Local Community Support

The company has already developed an excellent partnership with the Fulton County Board of Supervisors, the Perth town board, and the Fulton County IDA. These government agencies have been very supportive as we have developed our plan for the Tryon Park area. Both the Town of Perth Board and The Fulton County Board of Supervisors passed unanimous resolutions in support of ESHS at the Tryon site. We have also met with, and received the support of the Fulton County Sheriff. (Please see the attached supplements D4 and D5, local resolutions and spreadsheet of meetings with local officials and law enforcement, respectively, at the end of this attachment.)

Environment and Energy Conservation Plan

From cultivation to manufacturing processes to patient distribution, we recognize that environmental sustainability is essential for the sustainability of our business and community. Environment stewardship is a fundamental tenant for our team. As such, we strongly oppose the use of warehouse solutions for the cultivation of cannabis. Greenhouse production is, in our opinion, the most environmentally sustainable cultivation arrangement, particularly when coupled with optimized hydroponic growing techniques that minimize environmental impact.

We deliberately integrate the environment as a key consideration for everything we do at Empire State Health Solutions. This starts with the construction of our greenhouse facility in August of this year. Not only will we leverage the sun as our primary energy source, but we will also grow our plants using hydroponic techniques that minimize environmental impact, providing a controlled but natural environment that will produce medical cannabis that is amenable to our pharmaceutical manufacturing process.

Our environmental stewardship is also reflected in our water stewardship efforts, our goal for maintaining industry-leading greenhouse gas emission levels, our promotion of sustainable organic-based agriculture, our product and packaging innovations, and much more. As residents of New York, we are committed to protecting our state's environment for both present and future generations. We consider this perspective a crucial element to both our immediate and long-term planning.

Sustainable Cultivation

In the report, "Realizing a New Vision for Agriculture: A roadmap for stakeholders," the World Economic Forum and McKinsey & Company estimate that up to 30 percent of greenhouse gas emissions are attributable to agriculture and growing. The report also indicates that agriculture accounts for 70 percent of worldwide water withdrawals. ESHS has established principles to ensure our growing processes and practices are sustainable and have minimal impact on the environment. High efficiency hydroponic cultivation methods will absolutely minimize our environmental impact.

Water Stewardship

Water is one of the most prized natural resources of the state of New York. Water is essential to the ESHS growing process, and we approach water management accordingly and aim to become intensely involved in water stewardship throughout the state. A priority for ESHS is developing and implementing an internal water conservation and recycling program aimed at maximizing the quality of the water used, and setting the standard for long term water use efficiency. We will seek approval for our water reclamation plan by the Department of Environmental Conservation and the Department of Public Health prior to institution of the plan. Additional water re-capture programs may include, but are not limited to: condensation capture of greenhouse water vapor, rainwater capture and use, and irrigation run-off recapture and reuse. Our focus at ESHS will be on the capture and use of rain water, as it is generally accepted as one of the best sources of water for optimal plant growth. As per 10 NYCRR §1004.11(e)(2), ESHS's water plan will demonstrate our ability to obtain sufficient quantities of water of equal or greater quality as that from a public supply. ESHS shall monitor water quality on an ongoing basis.

In cooperation with the city of Gloversville, our public water partner, vulnerability assessments will be conducted by third parties prior to commencing any operations. These assessments and plans take inventory of any risks to the water source supplying our operation and the surrounding community. If an action plan is needed to address such risks, it will include partnerships and mitigation activities with the city and local community, water agencies and nongovernmental organizations. Any reused water will be treated prior to reintroduction to plants. Our internally treated water requirements exceed those set by the state of New York and are represented by the following chart*:

| | | |
|--------------------------------|-------------|---------------------------|
| 5-day Biological Oxygen Demand | <5 mg/mL | NY <5mg/mL ¹ |
| pH level | 6.5-8 | NY 6.5-8.5 ² |
| Total suspended solids | <50 mg/mL | NY <1 NTU ³ |
| Turbidity | <2000 mg/mL | NY <500 mg/L ⁴ |
| Total Nitrogen | <5 mg/L | NY <10 mg/L ⁵ |

| | | |
|------------------|---------|-----------------------------|
| Total Phosphorus | <2 mg/L | NY <15-20 µg/L ⁶ |
|------------------|---------|-----------------------------|

*These are 6 of the more than 20 requirements set by ESHS.

SOURCES:

- 1-- <http://www.dec.ny.gov/regs/4590.html>
- 2 -- <<http://www.dec.ny.gov/regs/4590.html>>
- 3 -- <https://www.health.ny.gov/regulations/nycrr/title_10/part_5/subpart_5-1_tables.htm>
- 4 -- <<http://www.dec.ny.gov/regs/4590.html>>
- 5 -- <https://www.health.ny.gov/regulations/nycrr/title_10/part_5/subpart_5-1_tables.htm>
- 6-- http://www.ag.ny.gov/sites/default/files/pdfs/bureaus/environmental/phosphorus_report.pdf

Energy

We seek to be industry-leading in our efforts toward energy reduction and energy efficient operations. The use of natural light in a greenhouse facility dramatically decreases the energy needs for cannabis production. Using solar energy more efficiently enables us to reduce our carbon footprint, conserve natural resources and contain costs. Energy efficient and/or reduction initiatives ESHS has committed to include:

- ***Climate-friendly transportation*** – We will, when able, use a fleet that is powered by a mix of efficient fuels including electricity, natural gas, diesel-electric hybrids, and biodiesel.
- ***Best-in-class energy efficient lighting*** – Through the application of both natural light and best-in-class artificial light efficiency, we strive to be industry leaders in light efficiency in our growing houses. ESHS plans to work toward substantial LED light use as the technology is vetted by our horticulture and science teams.
- ***Wind and/or solar power sources*** – ESHS has the long-term goal of being “off the grid” (100% self-generated power) by 2022 through the application of wind, solar, and/or

geothermal power generation technology. Our manufacturing facility will utilize solar power to the maximum extent possible.

- ***Geothermal*** – Geothermal heat pumps use the constant temperature of the earth as an exchange medium instead of outside air, allowing very high efficiencies for heating systems. Geothermal is another tool to allow ESHS to move away from fossil fuels and strive for energy independence. Aztech Geothermal in Ballston Spa, NY is a comprehensive technology, service, and installation provider of environmentally friendly heat pump systems. John Ciovacco, President of Aztech Geothermal, is an Accredited Geothermal Install and a Certified Green Professional with the NAHB. We are engaged with Aztech to explore the application of geothermal to our Tryon site.
- ***Biomass*** – Our plan is to use biomass as a fuel for heating our greenhouse and manufacturing areas. Biomass is a renewable and sustainable source of energy that is carbon neutral, and the use of modern biomass boilers achieve exceptionally low emissions. By using locally produced biomass fuels that displace fossil fuels we create additional local jobs in fuel production and system operation, and support healthy forests and improved forest management. We are already working with David Dungate of Bioenergy Project Partners to begin developing specifications and solutions for our greenhouses and manufacturing facilities. David is a leader in New York State biomass projects, with over fifteen years’ experience in biomass, and serves as Director of the New York Biomass Alliance. (please see Supplement D6, a letter from Bioenergy Project Partners LLC at the end of this attachment)
- ***Restoration of native landscapes adjacent to ESHS buildings*** – Native landscapes can be restored on all ESHS properties to aid in energy reduction (heating/cooling) and ensuring the sustainability of the local ecosystem and habitat.

Sustainable Packaging

Packaging plays an important role for our business in meeting consumer expectations and preventing waste by protecting the integrity of our product during storage, distribution, and sale. Our goal is to eventually use only 100% recycled materials in all of our finished product packaging.

The following focus areas will consist of ESHS’s initial approach to ensuring a sustainable packaging platform:

- ***Biomaterials*** – The potential use of materials derived from biological material will be fully investigated and considered as part of our long-term sustainable packaging strategy.
- ***Sourcing*** – The utilization of sustainable purchasing principles to target materials such as previously recycled, post-consumer polymers and other packaging materials that are at the forefront of the packaging industry.
- ***Recovery*** – The recovery component of sustainable packaging is an oft-overlooked consideration into the overall strategy. ESHS will provide appropriate labeling on finished product packaging as well as return/recovery receptacles in-outlet.

Smart Filtration

Water filtration is necessary in commercial agriculture to avoid contaminants often found in normal tap and well water. All water within the cultivation facility shall be tested and only filtered as needed. Once vetted, we anticipate our collected rain water will not require filtration, limiting our resource use in this process.

Zero Waste Plans

Plans to reduce waste throughout the facility shall be accomplished through recycling and reuse whenever possible. The bulk of waste within the facility shall be from green waste. ESHS intends to render this plant material useless by mixing it with soil and composting the materials. ESHS will partner with local farmers and other organizations to utilize this nutritious compost.

Odor Mitigation Plan

Empire State Health Solutions plans on using an innovative, environmentally responsible technique for odor mitigation. This technology is called Odor Cell technology and is described in Attachment B of this application.

Vireo Vaporizer Company LLC

In addition to our plans for cannabis-derived medication production in the state of New York, Vireo Health will also bring Vireo Vaporizer Company to the Tryon Site in the next 24 months if awarded a registration by the state of New York. Vireo Vaporizer company is independent from Empire State Health Solutions and will not take part in the manufacturing of cannabis-derived

medications. We have also started discussions with ESCD to evaluate the possibility of Vireo Vaporizer Company qualifying for the Start Up New York Program.

The current market for cannabis-based oil vaporizers in the United States is limited nearly exclusively to products produced in China with limited medical features. There is substantial concern in the medical and scientific communities that the manufacturing standards and safety profiles of the current industry standard vaporizers are adequate long-term for medical patient and consumers at-large.

Vireo Vaporizer Company, a subsidiary of Vireo Health LLC is positioned to become the first safe, US-manufactured vaporizer producer that addresses the many concerns of the medical community. These concerns include the leaching of harmful substances from the vaporizers into the oils and the lack of discrete dosing capabilities. Our expanding IP portfolio will allow us to redefine the vaporizer company just as Vireo Health has redefined the national standard for medical cannabis. (Please see Supplement D7, a provisional vaporizer patent at the end of this attachment.)

Vireo Vaporizer Company may also focus on other patient delivery devices such as the AEIOU for improved sublingual and buccal delivery in disabled patients. (Please see Supplement D8, the attached provisional patent.) The synergy between ESHS and Vireo Vaporizer Company are substantial and will lead to safer environment for patients that benefit from reliable cannabis-derived medicine delivery methods.

Vireo Vaporizer Company is drawing on physicians, scientists and engineers to bring about a safety revolution in the vaporizer industry. We have concerns that current devices may pose a direct and indirect threat to consumers. More medically-meaningful and patient friendly solutions are at hand. These include:

- The use of biometric triggers to make a vaporizer a single-user device
- Test-dose and scalable-does capabilities, allowing for more optimal patient experience and therapy
- Transmitting and memory capabilities to assist with data collection and analysis
- A high-end medical vaporizer for use in clinical trials and other studies

Vireo Vaporizer Company has the potential to create a large number of union jobs at the Tryon facility. We anticipate this number could exceed 20-30 jobs in the intermediate term. Many of these jobs will be sophisticated, engineering, science and laboratory jobs.

The CEO of Vireo Vaporizer Company, Robert Shimpa, is a mechanical engineer with Medtronic and has already begun the process of building the Vireo Vaporizer team. Robert's direct medical device experience, coupled with the Vireo Health teams cGMP and ISO experience will lead to a real solutions for the mainstream medical community.

Vireo Institute

Empire State Health Solutions intends to make New York the new center internationally for the advancement of cannabis-derived medications. Based on the nature of the New York law, we feel it is the ideal setting for the scientific organization. The Vireo Institute will function to provide funding nationally to researchers struggling to find financing due to the current federal treatment of cannabis-derived medications. This will be coupled with expansive on-site horticultural, process and manufacturing research.

Funding for Vireo Institute will be via the well-capitalized Vireo Health LLC, which just completed a \$16.6 million capital raise through February of this year. Patient-focused initiatives such as Vireo Institute are fundamental to our mission in New York.

Cultivation

The ESHS Cultivation Team and Experience

Empire State Health Solutions is working with Vireo Health LLC, a Minnesota-based national medical cannabis enterprise, to develop training, quality systems and operational procedures based on Vireo Health's experience in the regulated cannabis industry. The firm has decades of collective cultivation experience utilizing multiple cultivation mediums, techniques, and strains of cannabis.

Vireo Health LLC

Vireo Health LLC's subsidiary, Minnesota Medical Solutions LLC was one of only two companies to win a medical cannabis production license in the state of Minnesota, finishing in first place by a substantial margin in that rigorous selection process. Vireo Health provides quality, scientific,

medical, horticultural and other operational expertise including: cultivation, cannabis-based medicine manufacturing, build-out of in-house state of the art laboratory facilities, medical/clinical systems, technological and business management of distribution sites, enterprise-wide quality system and cGMP implementation, and in-house vendor supply vetting/testing capabilities. The Vireo Health team consists of seasoned professionals from diverse backgrounds such as physicians, chemists, pharmaceutical experts, operational specialists, pharmacists, horticulturists, GAP experts, nurses and engineers. The Vireo Health team members currently operate patient-focused medical cannabis production enterprises in Minnesota, and Brooke Gehring, Vireo Health board member, is the managing partner of Patient's Choice Medical in Denver. The broad, science-focused Vireo Health cultivation team has extensive experience cultivating a broad array of medical cannabis varieties including indica, sativa, hybrid and high-CBD strains.

Empire State Health Solutions believes that the strategic partnership with the Vireo Health team will provide much more rapid, yet safe, access to patients in New York given their proven record of operating under a tight timeline in Minnesota under a similar stringent regulatory environment and law. The Vireo Health team's experience and knowledge will help Empire State Health Solutions' speed to market, patient adoption, medication safety and efficacy, cultivation techniques, and overall facility medical and scientific operations within the cultivation and distribution facility(s). Partnering with physicians and scientists that have direct medical cannabis production and distribution experience within the regulated medical cannabis market will ensure that Empire State Health Solutions will be ready to commence cultivation operations before January 2016, with a goal medication date of late November 2015. If given approval by the state of New York, our goal is to have medicine available to the certified patients of New York by November 30, 2015. This can be achieved via logistical planning and coordination, award of the license and commencement of manufacturing in July.

Empire State Health Solutions Cultivation Team Members:

Cory Carter, Masters of Horticulture, Vireo Head Horticulturist and ESHS Employee

Cory Carter is the greenhouse manager and the head horticulturist for Vireo Health LLC and will play a supporting role for the Empire State Health Solutions cultivation team. He received his B.S. in Biology from the University of Minnesota and continued forward with the Master's program in

Horticulture. During this program he was involved with the research and development of PAM hydrogels.

Mr. Carter began his cannabis experience in southern California, where he designed and implemented various medical growing ventures ranging from soil methodologies for full hydroponic models. This success led to consulting work in the Sacramento area and finally to his work with Vireo Health, implementing and directing the stringent Vireo Health cultivation program for Minnesota Medical Solutions just outside of Minneapolis. Mr. Carter has also been instrumental in the development of the Vireo Health cultivation training programs and standard operating procedures for Vireo Health. Mr. Carter is excited to bring his passion from the arts and knowledge in horticulture to Vireo Health and Empire State Health Solutions, to help produce the finest quality medical cannabis. He is currently training some of the ESHS cultivation team in Minnesota so that they are able to perform immediately upon receipt of the medical cannabis manufacturer registration in New York.

Charles Schmitt—Head Cultivator, Empire State Health Solutions

Charles has spent his whole career cultivating plants or assisting others in the cultivation of ornamental plants. Charles has grown greenhouse and nursery plants in North and South Carolina, West Virginia, Ohio and California. For the past 14 years, Charles has assisted others in an educational role for Cornell University's Cooperative Extension system. He is currently serving as the Senior Resource Educator for the Capital Area Agricultural and Horticulture Program team in upstate New York. Charles is a regional specialist providing production support for the greenhouse, nursery, landscape, and Christmas tree growers in a five-county region.

As an educator, Charles has instructed commercial horticulturalist in the production of ornamental plants including a variety of trees, shrubs, perennials, bulbs, grasses and annuals. He has also served a four year term as the New York State Certified Nursery and Landscape Association chairman. He is currently Vice-President of the New York State Agriculture Agents Association and the Awards and Recognition chair. In addition to his work at Cornell University's Cooperative Extension Service, Charles has conducted horticultural education courses for Rutgers University,

Schenectady County Community College (NY), Cleveland County Community College (NC), and the Berkshire Botanical Gardens in Massachusetts.

As a cultivator, Charles has been in charge of the commercial production of millions of plants. In California alone, (

[REDACTED] In West Virginia and Ohio Charles learned to cultivate plants and work with others.

Charles has received recognition for his efforts from his peers. His writing was recognized by the National Association of County Agricultural agents in a variety of ways. First as a feature story writer in 2013 and 2014 and as part of two team newsletters in 2011. He was also recognized in 2011 with the Achievement Award in recognition of excellence in extension service and programming.

Charles received his Associates in Applied Science Degree in horticulture from Potomac State College of West Virginia University in 1982, his Bachelor of Science Degree in Ornamental Horticulture from West Virginia University in 1984 and his Masters of Science Degree from The Ohio State University in March of 1987. He also holds a New York State pesticide applicators license and a New York State nursery landscape certification.

Robert Gray—ESHS Greenhouse Manager, Good Agricultural Practices

Bob Gray is the Greenhouse Manager and Good Agricultural Practices Director for Empire State Health Solutions and is currently training with the Vireo Health horticulture team at the Minnesota Medical Solutions facility. He received his B.S. in Horticulture from Texas Tech University focusing on greenhouse vegetable and fruit production. Mr. Gray also was responsible for implementing a hydroponic production greenhouse outside of Austin, Texas. He built the retractable roof and side wall greenhouse from start to finish, managing and maintaining all produce, employees, and environmental controls throughout. His focus was on several types of hydroponic systems including Nutrient Film, Drip Irrigation, and Deep Water

Culture. Mr. Gray executed a GAP program in Texas from planting to packaging in order to produce high quality food for distribution to major grocery chains and markets. Utilization of the GAP program revolutionized the production level and quality at his facility, and enabled his significant success with several major vendors in the state. Mr. Gray was also the head of food quality control and was the interface with state inspectors. He has done extensive consulting and training with a hydroponic and environmental controls expert from Cornell who managed the Deep Water research facility in Ithaca, NY for over a decade. Mr. Gray brings a high level of professionalism and growing experience to the Empire State Health Solutions team and the production of medical cannabis in New York State.

Matt Denten—ESHS Assistant Cultivator, Hydroponics Expert

Matt Denten is an expert in hydroponic design and operation. After studying under world-renowned researchers at the University of Arizona, Matt went on to become a [REDACTED]. [REDACTED] He currently designs, sells, and consults on a range of commercial hydroponic solutions from small startups to large-scale production facilities encompassing tens of thousands of square feet.

Hydroponic systems require higher attention to detail and water quality than soil-based counterparts. Many hydroponic systems will recapture and recirculate the irrigation water, which makes quality and cleanliness extremely important since a single pathogen or disease can endanger an entire crop. Matt's design and operation recommendations include antiseptic techniques such as UV sterilization, strict hand-washing protocols (often accompanied by gloves), insect exclusion areas, insect screening for intakes, biosecurity mats for shoes and boots, and strict post-harvest guidelines to ensure a safe and high quality product.

Brooke Gehring – ESHS Board Member

Ms. Gehring has a banking/regulatory background and is [REDACTED]. [REDACTED] She has extensive experience in medical cannabis operations and cultivation.

ESHS Cultivation Quality Team Members

Casey Howell BS, RQAP-GLP, Quality Director, Empire State Health Solutions

Mr. Howell has 24 years of quality assurance experience in scientific research and manufacturing and will serve as the ESHS quality control officer. Mr. Howell joined Vireo Health in 2015 to oversee the Quality Management System encompassing the manufacturing and laboratory settings of the company. Mr. Howell has a Bachelor of Science in Biochemistry, and has been a Registered Quality Assurance Professional with SQA since 2003. He has given QA/GXP presentations at meetings such as AOAC and the Society of Quality Assurance (SQA).

Prior to joining Vireo Health, Mr. Howell worked for 14 years in a contracted position as [REDACTED]

[REDACTED] previously, Mr. Howell also had seven years of experience doing quality assurance work on various EPA, FDA and OECD GLP studies and three years of experience as a study director on EPA GLP field trials and worker exposure studies. He has written and reviewed numerous project proposals, study reports and SOPs.

Jon Thompson PhD, Scientific Director Empire State Health Solutions, Chief Science Officer Vireo Health LLC

Dr. Thompson has spent his entire working career interfacing with and creating controlled manufacturing processes under both good manufacturing practices and ISO quality systems. His cross functional experience spans chemical, bio-pharmaceutical, materials, and widget manufacturing in both strategic and execution roles. [REDACTED]

[REDACTED]

[REDACTED]

Most recently, Dr. Thompson was the architect of the Vireo Health's quality strategy for cannabis pharmaceutical manufacturing. He has set up a quality advisory board for Vireo Health comprised of pharmaceutical professionals from QC, QA, and R&D. He is driving the integration of ISO 9001, GMP, and GLP quality systems within the company and currently provides executive leadership for key quality functions including Quality Assurance and Quality Control.

Cultivation Practices

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Figure 6: 120cc “MegaVial” with Child-Resistant top without labels

Material: HDPE

Color: Opaque White



Figure 7: 60 dram Prescription Vial with Child-Resistant Top Without Labels

Material: Polypropylene

Color: Opaque Black



Figure 8: 1 oz (30mL) Dropper Bottle Without Labels

Material: Glass

Color: Translucent Amber



Figure 9: 1 Dram Glass Vial, Screw Top Without Labels

Material: Glass

Color: Translucent , Amber

Technology Systems

Technology is a critical foundational component of all modern businesses. At ESHS, technology platforms support nearly all operational areas, and further serve to document compliance with State regulations. Understanding this, Empire State Health Solutions has employed a Chief Technology Officer as well as other ESHS leaders with significant HealthCare and Pharmaceutical specific Information Technology (IT) experience managing MES, GMP, HIPAA, and PCI compliant infrastructure and systems.

To enable and innovate Empire Health Solutions business and enforce regulatory compliance, we will implement a collection of key technology solutions. Upon selection, these technology solutions will be validated to fully meet all requirements of Public Health Law Article 33, Title V-A and 10 NYCRR Part 1004. All technology and systems implemented by Empire State Health Systems will deliver enterprise-class IT solutions providing reliable, high availability, redundant, scalable and secure infrastructure to meet the business needs and regulatory compliance requirements of our industry. These systems will be implemented with enterprise-class security and controls to restrict system access and maintain data privacy and security. Further, event set data can be recorded and archived securely without the complications of paper documentation.

A summary of the proposed systems infrastructure is highlighted below as well as within other sections of the application including Attachment D Section 10.

Access controls are vital to control physical access, prevent diversion and unauthorized conduct. Upon selection, ESHS will implement a secured, access-controlled comprehensive building access control systems. The system will include but not limited to: 24/7 operation, access control policies, ID badges, proximity badge readers and biometric scanners. This system will be implemented to support levels of access limiting staff and visitors to only the areas of the facilities as well as times of day which are appropriate to their job requirements. These robust systems will be implemented utilizing the industry-leading S2 Netbox controllers and HID Global proximity and biometric access control technology. To provide maximum security the systems will have backup power solutions and be managed and monitored within our Security Operations Center and tested no less than monthly. Pursuant to 10 NYCRR § 1004.13 (11)(g), records of said testing are maintained for at least five years and available to the DOH upon request.

Fire Systems

Fire protection systems are essential to protect staff and property. Upon selection Empire State Health Solutions will implement the appropriate electronic fire systems. These robust systems will be implemented utilizing Siemens Fire Alarm Systems with USA Central Station Alarm monitoring services. These systems where available will utilize the AES Intellinet wireless transmission network for secure, reliable alarm reporting or an appropriate alternative.

Manufacturing, Scientific and Laboratory Systems

Data and workflow management is vital to business process and business intelligence. Empire State Health Solutions will utilize multiple software solutions to manage the Manufacturing and Laboratory Systems. Vendor, Purchasing and Manufacturing controls will be managed within the

Microsoft Dynamics NAV ERP software. Laboratory and Quality data will be managed with the Labware LIMS (Laboratory Information Management System) Software. Electronic Batch Records and Good Manufacturing Practices compliance data will be managed within the InstantGMP software.

Cultivation, Inventory and Point of Sale Systems

Empire State Health Solutions understands the critical need for a comprehensive Seed to Sale system. The Empire State Health Solutions team is comfortable interfacing and integrating nearly any software including industry standard seed to sale systems. ESHS is a current customer and active user of the BioTrack Seed to Sale system. If another software package is selected for the New York State system we will adjust and implement accordingly. Chuck Ledermann, the CTO of Vireo Health, Dr. Laura Bultman, the Chief Medical Officer of Vireo Health and head pharmacists Brian Harvey are all healthcare IT and business implementation experts. With experts in state government compliance Empire State Health Solutions understands the need for transparency and accountability in this emerging market. With the ESHS ability to institute ERP, laboratory and GMP management systems, cultivation facility management, inventory tracking, and point of sale systems, ESHS ensures regulatory compliance.

Greenhouse Systems

To manage and optimize the greenhouse and cultivation process, Empire State Health Solutions will utilize a collection of Greenhouse technologies. ESHS will implement enterprise-class Greenhouse automation technology to automate the water treatment, filtration, irrigation and nutrient controls. Additional control software will be utilized to manage the building controls supporting the lighting, heating, cooling, ventilation, CO₂ generators, and humidity.

Business Operations and Desktop Systems

Empire State Health Solutions will require a suite of business support and operations technology. Empire State Health Solutions has selected the geo-redundant Microsoft Office 365 for Business solution as our enterprise exchange/email service, Microsoft Office desktop products, secure data storage and SharePoint collaboration solutions. As a part of our Enterprise Resource Planning implementation we will also utilize the Microsoft Dynamics NAV Finance module for our

enterprise finance and accounting software. Empire State Health Solutions will utilize ADP for our Payroll systems and VDN VaaS as our enterprise VoIP telephony provider.

The Desktop/Laptop and Point of Sale infrastructure will be deployed upon Dell and HP machine with full hardware encryption and Active Directory domain authentication and secure VPN technology to provide the necessary Mobile Device Management policies to ensure the data security and protection required for today's mobile workforce.

Network Security Systems

Upon selection Empire State Health Solutions will implement a comprehensive secured corporate network infrastructure to support the multi-site lan/wan corporate needs. This infrastructure will include enterprise-class WatchGuard Technology Firewall and Security appliances which will include the latest in Unified Threat Management capabilities such as: Secure VPNs, Intrusion prevention services, data loss prevention services, advanced persistent threat blockers, antivirus, web traffic controls, spam and malware prevention services. Enterprise-class Meru wireless controllers and access points along with Avaya switches will be utilized to provide a Secure, centrally administered and monitored network infrastructure. These network appliances work together to provide a holistic approach to network protection, control and data security.

Web and Server Infrastructure

Upon selection Empire State Health Solutions will implement/extend a scalable geo-redundant web and server hosting environment with the maximum uptime required redundancy to support our web, vended applications and active directory/domain infrastructure needs. This infrastructure is currently hosted on a geo-redundant scalable hosting provider with VPN integration to provide a secure, high availability, disaster ready environment.

Disaster Recovery and Continuity Planning

Empire State Health Solutions understands the need and importance of Business Continuity and Disaster Recovery planning. To enable our business continuity we will build our manufacturing and dispensary facilities to include backup power generation and security controls on the critical systems and building infrastructure. We will establish Support Contracts and Service Level

Agreements with our critical technical infrastructure, manufacturing equipment and facilities vendors to insure minimal disruption due to infrastructure or equipment malfunction.

Additionally, we have and will continue to implement our core computer systems with enterprise-class solutions to provide maximum availability, redundancy, security and software patching and usage protocols. Our systems will be hosted on geo-redundant environments to insure highly availability and disaster recovery preparedness. For those technologies which are not capable to be hosted in this environment, we will implement automated backups policies and have DR hosting facilities identified with appropriate SLAs for system restoration.

To address Business Continuity planning for physical equipment which cannot be readily built to address natural disasters, we have completed an exhaustive list of infrastructure, machinery and products including the Vendors which can provide us the necessary equipment required to rapidly restore the ability to cultivate, manufacture and sell our medication to patients. Finally upon selection and construction, Empire State Health Solutions will complete the department specific business continuity policies and procedures. These thorough Disaster and Business Continuity plans and preparations will minimize the impact to our patient population and facilitate restoration of the Empire State Health Solutions capabilities.

The ESHS Research Plan

ESHS has an extensive research plan to improve many facets of the patient experience and our understanding of cannabis as medicine, and looks forward to contributing to evidence based research for medical cannabis. ESHS will begin modestly and proceed in a measured, calculated manner.

Initially, ESHS will rely on its team and advisors to develop cost-effective research initiatives, including the development of intellectual property. ESHS has formed and continues to build a scientific advisory board. The board consists of PhD-level scientists in medicine, horticulture, pharmacology and other disciplines. The group will meet quarterly to determine the direction and value in ESHS research initiatives. We feel that an outside scientific oversight group is vital to a vigorous and adaptive research-based culture.

Research is built into the DNA of Empire State Health Solutions. The "ESHS Spectrum," the color-coded naming system for our medications, was designed specifically with clinical research

in mind in addition to patient convenience. The spectrum allows ESHS to further delineate the entourage effect and determine what other components are important in medicine. As we are not comfortable with the state of knowledge in the industry, there are several aspects of medical cannabis that we will start researching early on.

- **THC/CBD ratio:** ESHS will provide a broad spectrum of THC to CBD ratios in our medications. This will include elevated THC medicines and high-CBD, 20:1 formulations. Analysis of the spectrum will allow us to analyze different combinations and cannabinoids and to determine the best ratios for particular diseases.
- **Sativa versus Indica:** Predominately sativa versus indica strains will also be placed in different color categories, even if they have the same THC/CBD ratio. This will allow a direct comparison of these two types of cannabis, which are reported to have substantial reported differences in subjective effects. This will allow us to determine which types are most effective for different diseases, and to determine the best combinations.
- **Other Cannabinoids:** The ESHS spectrum allows for a wide array of other "colors" to be added. We seek to study several other cannabinoids in whole plant extracts and the interplay of these cannabinoids with others. In particular CBC, CBG, THCA and other propyl-cannabinoids are gaining scientific attention.

Separation Technology

ESHS has a substantial advantage in the realm of research because of our focus on separation technology. This technology is a common scientific practice, but is not yet commonplace in the medical cannabis industry. Jon Thompson and the United Science Corporation are highly adept at separation techniques. Using these techniques, ESHS will be able to separate individual cannabinoids, or closely related groups of cannabinoids, and increase specific cannabinoid levels in extracts by adding these purified single cannabinoids to whole plant extracts. By changing only the single variable in whole plant extracts, ESHS will be able to study the following:

- What level of CBD in whole plant extracts best increases the "CBD buffer" effect? The "CBD buffer" effect is the observation that some CBD present in the extracts seems to decrease the incidence of some adverse effects. ESHS will trial different CBD buffer levels in our medications to optimize our patients' care and minimize side effects. ESHS will

eventually be able to change only the CBD level in the extract, something that, to-date, requires breeding of new plants or strains.

- Whether the addition of other single cannabinoids changes side effect profiles or efficacy.
- Whether any single cannabinoid extracts are clinically helpful (CBD, CBC, CBV etc).
- Delineating optimal dosing for our patients by specifically altering a single cannabinoid level, including THC.
- Highly patient-specific care. ESHS's long term goal is to study and produce oils that can be directed toward an individual patient's specific cannabinoid profile and medical condition, possibly even created on-the-spot in the distribution facility. With its advanced technology, expert research team, and dedication, ESHS is poised to be the frontrunner in extraction and separation sciences. Our connections with the main stream science world and commitment to this long-term work give us substantial advantages in improving the care of our patients.

Patient Feedback: Patient feedback will be the cornerstone of initial data gathering at ESHS. ESHS will have several means to facilitate patient feedback:

- Feedback kiosks in our distribution facilities in which our staff can receive patient feedback from patients, parents or caregivers. We will balance our need for feedback with our desire to retain the patient's privacy by strictly enforcing confidentiality and HIPPA compliance.
- ESHS is developing a mobile patient feedback app that will provide a convenient mechanism by which patients, parents and caregivers can give feedback.
- ESHS's "patient navigators" in our distribution facilities will also solicit patient feedback when appropriate, and we may require some feedback during the first few visits or annually.

ESHS hopes to pursue more formal investigations on efficacy for specific conditions. ESHS will seek to conduct ongoing studies in coordination with our distribution facilities to track the effectiveness of medical cannabis for pain and other symptom management in addition to the impact on normal functioning. Dosage and method of delivery will also be analyzed in order to help determine levels of effective potency and the most efficient treatment application for a variety of medical conditions. All data will be used by ESHS to plan for the most medically beneficial crops, standardize dosage, recognize safe methods of delivery, and provide assistance when

substance abuse patterns are noted in patients as described in the Substance Abuse and Prevention Section.

Breeding/Genetics: ESHS will utilize a diverse core of initial genetics to determine the best genetic makeup for specific medical conditions. In particular, ESHS will utilize high CBD strains, including those with a 20:1 ratio or greater of CBD to THC. ESHS will not be strain-dependent given our advanced ability to separate individual cannabinoids and create ratio-specific medicines.

Cultivation/Extraction Methods: ESHS will analyze different cultivation and extraction methods to research the impact of these methods on medical cannabis. We will compare the use of LED lights to standard lighting, and analyze the products resulting from different extraction processes, including the comparison of True Living Organics to other types of extractions.

Pharmaceutical Delivery Devices: ESHS currently has two patent-pending delivery devices that it will study comprehensively. Patient feedback will be important to see if our vaporizer and oral delivery device are helpful and convenient for our patients. ESHS will start studying these devices as soon as they are produced.

Manufacturing Conclusion: The ESHS Difference

ESHS is proud to present our proven, demonstrated, manufacturing systems. ESHS presents a large number of sophisticated manufacturing solutions for the New York medical cannabis program that, we maintain, puts it in the public's best interest for us to be registered as a manufacturer for the patients of New York. These include:

- 1) **A robust team** of physicians, quality and manufacturing experts, scientists, and horticulturists that are focused on the implementation of the Compassionate Care Act for certified patients, certifying practitioners, and the department of health via our proven cannabis-derived medicine production system that have already been vetted in a similar environment to that in New York.
- 2) **An accelerated access plan** that gets New York patients medications by January 2016 or sooner based on our team's experience in similar time-compressed scenarios. Our manufacturing know-how and direct experience gets us through this timeline.

- 3) **Proprietary, cutting-edge extraction processes** that include industry-leading CO₂ extraction and cannabinoid separation technology. These advancements address the flaws in common existing industry CO₂ extraction methods and devices to close the gap in quality medication delivery. Separation technology also enables a strain-independent cultivation and manufacturing process.
- 4) **A state-of-the-art in-house analytical laboratory** that allows ESHS to optimize the quality and efficacy of our medicines through each step of the manufacturing process, producing approved medical marijuana products with consistent cannabinoid profiles and inactive ingredient composition. We believe a comprehensive, in-house laboratory and competent personnel is necessary to deliver a trustworthy, pharmaceutical grade product to our patients.
- 5) **An environmentally responsible approach** to manufacturing cannabis-derived medications using greenhouse cultivation, water conservation, solar, biomass and geothermal power.
- 6) **A community focus** including New York Cannacare, our future non-profit organization, the ESHS Cannacare House, affiliation with Fulton County and other local and statewide programs. Community engagement is vital to the successful implementation of our manufacturing and distributing facilities.
- 7) **A focus on employee development and partnerships** with local educational institutions including Fulton Montgomery Community College.
- 8) **A well-established relationship with labor** that demonstrates our belief in living wages and real benefits for our employees. ESHS has already signed a labor peace agreement with the UFCW for New York, and has demonstrated a previous dedication to labor relationships in Minnesota.
- 9) **An established medication formulary and nomenclature system**, “The Vireo Spectrum™,” that complies precisely with New York law and has already been vetted medically and scientifically by the Vireo Health team.
- 10) **A secure banking relationship with a national bank** was developed based on our comprehensive Cole Memo compliance case sets the benchmark for the financial portion of the cannabis industry. This allows us to obtain banking services and financing for our manufacturing and research activities.

- 11) An **adverse event monitoring partnership with SafetyCall International**, to identify and investigate adverse events caused by cannabis-derived medications. This “finger on the pulse” of our final products is fundamental to any true pharmaceutical manufacturing process.
- 12) An **affiliation with the Vireo Vaporizer Company**, a separate company that will produce all American-made, safe and reliable medical cannabis vaporizers in the Tryon Technology Park. Our manufacturing process goes beyond just the production of approved cannabis-derived medications.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

WELSH
ARCHITECTURE
4350 Baker Road, Suite 400, Minnetonka, MN 55343
TEL: 952.897.7074 FAX: 952.897.7140



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| REVISION NUMBER | DATE | REVISION NUMBER | DATE |
|-----------------|----------|-----------------|------|
| ISSUE | 05.18.15 | | |
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PROJECT:
**EMPIRE STATE
HEALTH SOLUTIONS, LLC.**
**COUNTY ROAD 117
PERTH, NEW YORK**

SHEET TITLE:
**EXISTING
SITE PLAN**

JOB:
DRAWN BY: A.Y.
CHECKED BY: L.D.S.
SHEET NO.:
AS-1.0

Redacted pursuant to N.Y. Public Officers Law, Art. 6



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EMPIRE STATE HEALTH SOLUTIONS, LLC.
COUNTY ROAD 117
PERTH, NEW YORK

PROPOSED SITE PLAN - PHASE I & II

DRAWN BY: [Signature]
CHECKED BY: [Signature]
SHEET NO. AS-2.0

Redacted pursuant to N.Y. Public Officers Law, Art. 6



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PROJECT
EMPIRE STATE
HEALTH SOLUTIONS, LLC.

COUNTY ROAD 117
PERTH, NEW YORK

SHEET TITLE
PROPOSED
SITE PLAN -
PHASE I & II

Job
DRAWN BY:
CHECKED BY:
SHEET NO.
AS-2.0

Redacted pursuant to N.Y. Public Officers Law, Art. 6



4330 Baker Road, Suite 401, Minnetonka, MN 55343
TEL: 952.897.6774 FAX: 952.897.7740



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PROJECT:
EMPIRE STATE
HEALTH SOLUTIONS, LLC.

COUNTY ROAD 117
PERTH, NEW YORK

SHEET TITLE:
PROPOSED
SITE PLAN
PHASE III

DATE
DRAWN BY:
CHECKED BY:
SHEET NO.
AS-3.0



FULTON COUNTY CENTER FOR REGIONAL GROWTH

May 14, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Re: Empire State Health Solutions
Tryon Technology Park

Dear Mike:

I want to welcome Empire State Health Solutions to Fulton County and fully believe you have made an excellent choice to locate your proposed pharmaceutical manufacturing facility at our Tryon Technology Park. The park is ideally suited for your need and I'm sure you'll be a catalyst for attracting more pharmaceutical/biotech firms looking to locate in Fulton County.

As you are aware, Fulton County is located basically at the crossroads to all major markets in New York State and provides a great quality of life with access to some of the best outdoor recreational locations in the Northeast. The business environment is second to none in New York State and we are proud to be home to some of the finest nationally recognized companies.

Fulton County Center for Regional Growth fully supports your proposed move to the Tryon Technology Park and your application to operate in New York State.

If there is anything we can do to help, please let me know.

Again, welcome to Fulton County.

Sincerely,

Ronald M. Peters
President/CEO

RP/bsh

**FULTON COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

**Fort Johnstown Building
1 East Montgomery Street
Johnstown, New York 12095
Telephone (518) 736-5660
Fax (518) 762-4597**

**TODD RULISON, CHAIRMAN
JOSEPH SEMIONE, VICE CHAIRMAN
WILLIAM SULLIVAN, TREASURER
JOSEPH GILLIS, SECRETARY**

**DIANA PUTNAM
DAVE D' AMORE**

JAMES E. MRAZ, EXECUTIVE DIRECTOR

FITZGERALD, MORRIS, BAKER, FIRTH, P.C., COUNSEL

May 13, 2015

Mike Newell
Empire State Health Solutions
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell:

The Fulton County Industrial Development Agency (IDA) strongly supports Empire State Health Solutions' proposed pharmaceutical manufacturing project at the Tryon Technology Park and Incubator Center. Empire State's project would create new jobs and tax base and help strengthen New York's Fulton-Montgomery Region.

Several years ago, the IDA and Fulton County Board of Supervisors partnered on an ambitious project to transform the former Tryon Juvenile Detention Facility into shovel-ready sites for new businesses. For the past two (2) years, we have worked diligently to construct a new internal access road, demolish existing buildings and install new water and sewer infrastructure. A Targeted Industry Analysis was recently completed that identified pharmaceutical manufacturing businesses as one of the industry clusters that would do well operating at Tryon. Empire State Health Solutions' proposed project would serve as the initial new business to locate at Tryon to start its transformation and hopefully serve as a magnet to attract other pharmaceutical manufacturers into the Region.

Sincerely,



Todd Rulison
Chairman

TR/cme

Fulton County Planning Board

1 East Montgomery Street
Johnstown, New York 12095
Telephone: (518) 736-5660
Fax: (518) 762-4597

John Blackmon
Chairman

Timothy Munn
Vice Chairman

May 14, 2015

Mike Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Re: Proposed Medical Marijuana Manufacturing Facility
Tryon Technology Park
Town of Perth

Dear Mr. Newell:

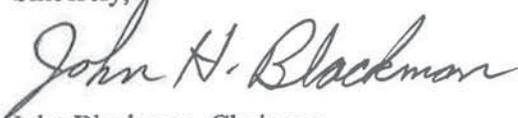
The Fulton County Planning Board has been very supportive of the Fulton County Board of Supervisors' efforts to proactively promote economic development in the community. The Planning Board works closely with the County Planning Department in an advisory capacity to examine the County's ongoing efforts to attract commercial and industrial development and diversify the local economy.

The redevelopment of the former State-owned Tryon Youth Detention Facility along County Highway 107 in the Town of Perth into the Tryon Technology Park and Incubator Center is one of the major efforts being jointly pursued by the Fulton County Industrial Development Agency and the Fulton County Board of Supervisors. The focus of this redevelopment effort has been to turn the former State-owned facility into a fully-serviced technology park with shovel-ready sites for companies looking to expand or get started in New York State.

As part of its application to New York State to obtain one (1) of five (5) medical marijuana manufacturing licenses that will be issued, Empire State Health Solutions' decision to select a site in the Tryon Technology Park is very exciting news for the entire County. The County Planning Board feels that Empire State Health Solutions' experience and knowledge will help legitimize this fledgling industry in New York State and will provide significant local benefits to Fulton County in terms of capital investment, job creation and local tax revenues.

The Fulton County Planning Board is extremely pleased that you have chosen the Tryon Technology Park for your medical marijuana manufacturing facility and would like to express its full support for your project. The Planning Board wishes you good luck with your application to New York State. If our Board can be of any further assistance to you, please let us know.

Sincerely,



John Blackmon, Chairman
Fulton County Planning Board

JB/cme

FULTON COUNTY SHERIFF'S OFFICE

**2712 STATE HIGHWAY 29
JOHNSTOWN NY 12095**

**THOMAS J. LOREY
SHERIFF
518-736-2100**

May 27, 2015

Mr. Michael Newell
Empire State Health Solutions
1226 St. Route 147
West Charlton, NY 12010

Dear Mr. Newell:

It was a pleasure meeting you this morning and discussing your company's plans to develop a facility for the growing and processing of medical marijuana at the former Tryon School located on County Highway 107 in Fulton County.

Your description of security at the new facility satisfied my single concern about having the operation in Fulton County. I am convinced that your company would be a valuable addition to our county and that it would add severely needed employment opportunities for our area. I am 100% in favor of your company's proposal.

If I can be of further assistance to you during the application process, please feel free to call on me.

Sincerely,



Thomas J. Lorey
Sheriff
Fulton County Sheriff's Office
2712 State Highway 29
Johnstown, NY 12095

TJL/llb

Resolution No. 191

Supervisor WALDRON offered the following Resolution and moved its adoption:

**RESOLUTION SUPPORTING EMPIRE STATE HEALTH SOLUTIONS'
PROPOSED PHARMACEUTICAL MANUFACTURING PROJECT AT THE
TRYON TECHNOLOGY PARK AND INCUBATOR CENTER**

WHEREAS, in 2014, New York State passed the "Compassionate Care Act" that authorized the growing, cultivating and processing of medical cannabis into medicine to treat certain debilitating or life-threatening conditions; and

WHEREAS, in accordance with said laws, the New York State Department of Health will issue five (5) licenses to companies to grow and cultivate medical cannabis for the purpose of manufacturing medicines; and

WHEREAS, each company issued a license to grow and cultivate medical cannabis will be authorized to establish four (4) dispensing stations across the state to sell these medicines; and

WHEREAS, Empire State Health Solutions (ESHS), a New York State corporation, is one of the companies applying for a license to operate in New York State; and

WHEREAS, ESHS has executed a Letter of Intent with the Fulton County Industrial Development Agency to establish a pharmaceutical business at the Tryon Technology Park and Incubator Center by purchasing a 20+/- acre parcel of land comprising Lot 1 which includes an existing 15,000+/- sq. ft. building; and

WHEREAS, ESHS is proposing to:

1. Renovate the existing building to grow medical cannabis
2. Initially construct two (2) new buildings on the site:
 - 20,000 sq. ft. greenhouse
 - 50,000 sq. ft. office/lab/processing facility
3. Manufacture medicines

and

WHEREAS, the Empire State Health Solutions pharmaceutical project will create new jobs and additional tax base that will strengthen the region's economy; now, therefore be it

Resolution No. 191 (continued)

RESOLVED, that the Fulton County Board of Supervisors hereby supports the proposed Empire State Health Solutions pharmaceutical project at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Board of Supervisors strongly encourages New York State to award ESHS a license to grow and cultivate medical cannabis and to manufacture medicines at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Board of Supervisors hereby expresses its willingness to assist ESHS in successfully implementing this project, and be it further

RESOLVED, that certified copies of this Resolution be forwarded to the County Treasurer, Senator Hugh Farley, Assemblyman Marc Butler, Montgomery County Legislature, County Attorney, Empire State Health Solutions, Fulton County Industrial Development Agency, Town of Perth, Fulton County Center for Regional Growth, Fulton-Montgomery Regional Chamber of Commerce and Administrative Officer/Clerk of the Board.

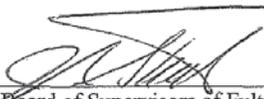
Seconded by Supervisor FAGAN and adopted by the following vote:

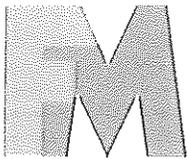
TOTAL: Ayes: 19 Nays: 0 Absent: 1 (Supervisor Potter)

STATE OF NEW YORK }
COUNTY OF FULTON } ss:

I, Jon R. Stead, Clerk of the Board of Supervisors of Fulton County hereby certify that I have compared the foregoing resolution with the original resolution, adopted by the Board of Supervisors of said County, at a duly called and held meeting of said Board on the 11th day of MAY 2015, and the same is a true and correct transcript therefrom and the whole thereof.

Witness my hand and official seal
this 11th day of MAY 2015


Clerk of the Board of Supervisors of Fulton County



Fulton-Montgomery
Community College

May 14, 2015

Mr. Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell:

It has been a pleasure to speak with you regarding Empire State Health Solutions and its proposal for a pharmaceutical manufacturing project to be located at the Tryon facility in Fulton County. On behalf of Fulton-Montgomery Community College, I am pleased to provide the College's full support for your efforts to address the needs of patients who can utilize medical cannabis under the Compassionate Care Act.

I was very impressed with the information that you shared with me regarding the capacity, research, and applied science your company possesses to meet the challenges of implementing this business in New York State. Your business proposal meets the direction that the Tryon facility has envisioned for some time now - biomedical research and development.

I fully believe that your methods for growing and cultivating medical cannabis coupled with your ability to extract medicinal substances and manufacture medicines that will ease the pain for thousands of patients in New York State will position you for one of the five licenses available in New York for such activities. Your proposal demonstrates a great deal of expertise and professionalism in its approach to this new line of business for New York.

I look forward to working with you as you develop your business and facility to meet the growing, manufacturing, and dispensing targets outlined in the law. You will be a welcomed corporate member of Tryon Business Park and Incubator and Fulton County.

Sincerely,

Dustin Swanger, Ed.D.
President



Nathan Littauer Foundation, Inc.

A Foundation for the Future

99 East State Street ■ Gloversville, New York 12078
518-773-5505

May 18, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell,

I am glad to offer my support of Empire State Health Solutions, LLC's proposed pharmaceutical manufacturing plant at the Tryon Technology Park. Fulton County has identified recruiting biomedical research and technology firms as a top economic development initiative. It seems that enactment of the Compassionate Care Act by NYS DOH has created an opportunity for growth for Fulton County and ESHS, LLC.

Job creation in technology sectors is a very positive direction for our region. The growth in tech jobs projected by your firm is very encouraging and hopefully, the catalyst needed to attract additional investment. NYS has adopted standards and procedures that will bring new products to medical providers that will enhance NY patient's quality of life. We are proud that you have selected our area for your project.

As Fulton County's largest healthcare provider network, we track trends in the local economy and population. It is my opinion that your project will be an asset to Fulton County.

Best regards,

Geoffrey Peck
VP/Executive Director
Nathan Littauer Foundation



**NATHAN
LITTAUER**
Hospital & Nursing Home

99 EAST STATE STREET ■ GLOVERSVILLE, NEW YORK 12078 ■ 518.725.8621

The Community's Partner in Health Since 1894

LAURENCE E. KELLY
President and CEO

May 18, 2015

Mr. Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, New York 12010

Dear Mr. Newell:

I am writing to support your organization's application to the New York State Department of Health to become one of five companies licensed to grow and manufacture medical cannabis in New York State. Your proposal to develop a pharmaceutical manufacturing plant under that license in the Town of Perth and specifically in the Tryon Technology Park and Incubator Center will provide much needed jobs in Fulton County and help the Tryon Park to become successful.

Given that the Town of Perth Board voted to support your project and license application, and given that your plan and application will comply with all of the regulations promulgated by New York State; I am confident that your organization should be awarded one of the five licenses by the Department of Health.

Please feel free to include this letter in your application if it will help.

Sincerely,

Laurence E. Kelly
President and CEO



TOWN OF PERTH

1849 County Highway 107 • Amsterdam, New York 12010
Phone: 518-843-6977 • Fax: 518-843-6979

TOWN CLERK'S CERTIFICATION

STATE OF NEW YORK

COUNTY OF FULTON

I, Judith English, Town Clerk of the Town of Perth, Fulton County, New York, DO HEREBY CERTIFY:

THAT I have compared the attached proceedings of the Town Board of said Town with the originals thereof on file in my office, and that the same are true and correct copies of said originals, and of the whole of said originals so far as the same relates to the subject matters therein referred to.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Town this 14th day of May 2015.


Judith English
Town Clerk, Town of Perth

Resolution #75-2015

**RESOLUTION SUPPORTING EMPIRE STATE HEALTH SOLUTIONS'
PROPOSED PHARMACEUTICAL PROJECT AT THE
TRYON TECHNOLOGY PARK AND INCUBATOR CENTER**

WHEREAS, on July 5, 2014, Governor Cuomo signed into law the Compassionate Care Act, implementing a comprehensive, safe, and effective medical cannabis program that meets the need of New Yorkers; and

WHEREAS, the New York State Department of Health has established specific regulations under which businesses are licensed as Registered Organizations for medical cannabis cultivation, production and sale; and

WHEREAS, there is ample evidence that cannabis is beneficial to people suffering from the cachexia or wasting syndrome, severe or chronic pain, severe nausea, seizures; or severe or persistent muscle spasms associated with cancer, HIV/AIDS, Lou Gehrig's disease (ALS), Parkinson's disease, multiple sclerosis, damage to the nervous tissue of the spinal cord with objective neurological indication of intractable spasticity, epilepsy, inflammatory bowel disease, neuropathies and Huntington's disease; and

WHEREAS, the American Nurses Association, American Academy of Family Physicians, Lymphoma Foundation of America, American Preventive Medical Association, American Public Health Association, Gray Panthers, and the New England Journal of Medicine have endorsed the medical use of cannabis; and

WHEREAS, a 2014 Quinnipiac University poll found that 88 percent of all New Yorkers think allowing medical cannabis at the recommendation of a doctor is a good idea – with strong support amongst all groups; and

WHEREAS, Local innovators and entrepreneurs in the medical cannabis industry seek to drive local economic growth; and

WHEREAS, New York State Licensed Registered Organizations provide high skill and living wage jobs and operate under Labor Peace Agreements with labor unions; and

WHEREAS, Empire State Health Solutions (ESHS), a New York State corporation, is one of the companies applying for one (1) of the five (5) licenses New York State will be issuing, and

WHEREAS, ESHS desires to establish a pharmaceutical business at the Tryon Technology Park and Incubator Center by purchasing a 20+/- acre parcel of land comprising Lot 1 which includes an existing 15,000+/- sq. ft. building, and

WHEREAS, a pharmaceutical business is a use allowed in the Town of Perth's Business and Technology Zoning District where the Tryon site is located,

NOW THEREFORE BE IT

RESOLVED, that the Perth Town Board supports New York Assembly Bill 6357 signed into law by Governor Andrew Cuomo on July 5, 2014; and it is further

RESOLVED, that the Perth Town Board hereby acknowledges its support of ESHS' proposed pharmaceutical project at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Perth Town Board strongly encourages New York State to award ESHS a license to grow and cultivate medical cannabis and manufacture medicines at the Tryon Technology Park and Incubator Center, and be it further

RESOLVED, that the Perth Town Board hereby expresses its willingness to assist and work with ESHS in successfully implementing this project, and be it further

RESOLVED, that certified copies of this Resolution be forwarded to Empire State Health Solutions, Fulton County Industrial Development Agency, Fulton County Board of Supervisors and the Town of Perth Planning Board.

Offered by: Councilman Kowalczyk
Seconded by: Councilman Korona

A vote was taken with the Supervisor and all of the Councilmen present voting in favor; motion carried.

TOWN OF PERTH PLANNING BOARD

Perth Municipal Complex
1849 County Highway 107
Amsterdam, NY 12010

Telephone: (518) 843-6977; Fax: (518) 843-6979

May 14, 2015

Mike Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Re: Proposed Pharmaceutical Manufacturing Facility
Tryon Technology Park and Incubator Center
County Highway 107, Town of Perth

Dear Mr. Newell:

The Town of Perth Planning Board has spent a great deal of time discussing the potential benefits of New York State's Compassionate Care Act, which will legalize the growth of medical marijuana in the State and the production of cannabis-based medications. We are very pleased that Empire State Health Solutions has selected a site in the Tryon Technology Park and Incubator Center for its proposed pharmaceutical manufacturing facility. As you know, the Fulton County Industrial Development Agency (FCIDA) acquired the former State Youth Detention Facility along County Highway 107 in the Town of Perth and is in the process of transforming the property into a state-of-the-art Technology Park.

The Perth Planning Board was tasked with developing land use regulations for the Tryon Technology Park and has worked very closely with the FCIDA to identify the types of businesses that the community would like to attract to the Park. After listening to your presentation describing Empire State Health Solutions' manufacturing process, as well as the company's vision for the future of this industry, we are very sure that your proposal to develop a pharmaceutical manufacturing facility in the Tryon Technology Park is exactly the type of business the Park was developed to attract.

Once again, the Town of Perth Planning Board is very excited about your decision to propose the development of a medical marijuana manufacturing facility in the Tryon Technology Park as part of your application to New York State to be awarded one (1) of the five (5) licenses to be issued by the State. The Planning Board fully supports this project and your efforts to locate your production facility in the Tryon Technology Park. If you need any assistance from the Planning Board, please do not hesitate to contact me.

Good luck with your application to New York State.

Sincerely,



Ron Cetnar, Chairman
Town of Perth Planning Board

RC/cme

| Region | Person | Contact | Title/Dates | | |
|---------------------|-------------------------------------|------------------|---|---|---|
| Buffalo | Kathleen Peterson | | Economic Development Coordina Mayor's Office of Strategic Planni 716 851 4769 | | |
| | | Phone | 21-Apr 1 22-May 1 | | |
| | | Email | 24-Apr 2 29-Apr 4 30-Apr 3 | | |
| | | Meeting | 5-May 1 | | |
| | | Rochester | David Balestiere | | Neighborhood and Business Deve 585 428 6817 |
| | | | | Phone | 21-Apr |
| Email | 21-Apr | | | | |
| Rochester | Kathleen Washington | | Deputy Commissioner Neighborhood and Business Deve | | |
| | | Email | 21-Apr 30-Apr 5-May | | |
| | | Meeting | 5-May | | |
| | | Syracuse | Ben Walsh | | Deputy Commissioner Neighborhood and Business Deve |
| Phone | 28-Apr 22-May | | | | |
| Email | 28-Apr 30-Apr 1-May 26-May | | | | |
| Meeting | 6-May | | | | |
| Heather Lemendoal | | | | Zoning Administrator | |
| | Email | | | 1-May 15-May 26-May | |
| | Meeting | 5-May | | | |
| Syracuse | Julie Cerio | | Director Onondaga County Office of Econc 315 435 3770 | | |
| | | Meeting | 6-May | | |
| | | Linda McShane | | Project Development Specialist Onondaga County Office of Econc 315 435 3770 | |
| Meeting | 6-May | | | | |
| White Plains | Damon Amadio | | | Commissioner White Plains Building Departmen 914 422 1269 | |
| | | Phone | 28-Apr | | |

| | | | |
|-------------------|------------------|---------|---|
| | | | 20-May |
| | | Email | 28-Apr |
| | | | 29-Apr |
| | | | 20-May |
| | | Meeting | 26-May |
| Binghamton | Robert Murphy | | Director Binghamton Economic Developm |
| | | Phone | 21-Apr |
| | | Email | 21-Apr |
| | Gary Campo | | Town Engineer Town of Vestal 607 786 0980 |
| | | Meeting | 6-May |
| | Frank Evangelist | | Chief Planner Broome County Economic Develo |
| | | Email | 4-May |
| | | | 5-May |
| | Daria Golazeski | | Codes and Ordinances Town of Union |
| | | Phone | 21-Apr |
| | | Email | 18-May |
| | | | 20-May |
| | | Meeting | 6-May |
| | Elaine Miller | | Commissioner Broome County Economic Develo |
| | | Phone | 4-May |
| | | Email | 5-May |
| | Joseph Moody | | Director Town of Union Department of Ec |
| | | Phone | 21-Apr |
| | | Email | 18-May |
| | | | 20-May |
| | | Meeting | 6-May |
| Albany | Paula Mahan | | Supervisor Town of Colonie |
| | | Phone | 28-Apr |
| | | | 22-May |
| | Joe Lacivita | | Director Planning and Economic L Town of Colonie |
| | | Phone | 29-Apr |
| | | | 5-May |
| | | Meeting | 7-May |
| | Don Delude | | Building Inspector Town of Colonie |
| | | Meeting | 7-May |
| | Zach Harrison | | Planning Projects |

| | | | |
|--------------|----------------|---------|----------------------------------|
| | | | Town of Colonie |
| | | Phone | 18-May |
| | | Meeting | 13-May |
| Tryon | Tom Lorie | | Fulton County Sheriff |
| | | Meeting | 27-May |
| | | | Town of Perth Board |
| | | Meeting | 14-May |
| | | | Town of Perth Planning Board |
| | | Meeting | 14-May |
| | | | Fulton County Board of Superviso |
| | | Meeting | 11-May |
| | | | Fulton County IDA |
| | | Meeting | 23-Apr |
| | Greg Fagan | | 11-Mar |
| | | | Supervisor |
| | | | Town of Perth |
| | | Meeting | 3-Apr |
| | | | 23-Apr |
| | Duston Swanger | | President |
| | | | Fulton Montgomery Community |
| | | Meeting | 17-Apr |
| | Jim Mraz | | Executive Director |
| | | | Fulton County IDA |
| | | Meeting | 23-Mar |
| | | | 11-Mar |
| | | | 20-Feb |
| | | | 3-Apr |
| | John Blackmon | | Chair |
| | | | Fulton County Planning Board |
| | Todd Rulison | | Chairman, IDA Board |
| | Joe Seminoe | | 23-Apr |
| | Bill Sullivan | | |
| | Joe Gillis | | |
| | Diana Putnam | | |
| | Dave D'Amore | | |
| | Jon Stead | | Administrative Officer |
| | | | Fulton County Board of Superviso |

Ron Peters

President
Fulton County Center for Regional

Ralph Ottuso

Meeting

Chairman, Fulton County Board of
3-Apr
23-Apr

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College

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il Growth

f Supervisors



May 27, 2015

Michael Newell
COO
Empire State Health Solutions
1226 State Rt 147
West Charlton NY 12010

RE: SUPPORT FOR EMPIRE STATE HEALTH SOLUTIONS PROJECT

Dear Michael,

Bioenergy Project Partners, LLC is pleased to be working with Empire State Health Solutions at Tyron Technology Park and Incubator Center to supply a made-in-New York renewable energy solution for your new facility's requirements.

BPP is a New York-based energy services company focused on helping customers design, finance, install and service high-efficiency biomass heating and combined heat and power systems. Modern biomass boiler designs reduce energy costs, achieve exceptionally low emissions and are fully-automated and user-friendly. We specialize in made-in-New York technologies that meet the highest standards of the New York State Energy Research and Development Authority (NYSERDA).

With specific experience of delivering renewable energy solutions to customers not only in the greenhouse industry, but also schools and colleges in New York and federal facilities throughout the U.S. including: U.S. Army, U.S. Coast Guard and U.S. General Services Administration we are confident that our project will provide cost-effective, locally-produced, renewable energy that will reduce reliance on fossil fuels.

We are excited to work with you as you plan your Phase III Expansion, which will add a 58,000 production facility with additional associated greenhouse structures (between 40,000 and 100,000 square feet total) on the site.

We wish you the best of luck on your New York State Medical Marijuana License application, and look forward to working with you on this project.

Sincerely,

A handwritten signature in black ink, appearing to read "D. Dungate", is written over a light blue horizontal line.

David Dungate
President

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PTO/SB/16 (11-08)

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| Signature | /Bryan A. Wong/ | | | Date (YYYY-MM-DD) | 2014-09-17 |
| First Name | Bryan A. | Last Name | Wong | Registration Number (If appropriate) | 50836 |
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VAPORIZER

Field

The disclosure herein relates to a vaporizer. More specifically, the disclosure relates to a
5 vaporizer for portable and handheld use that includes a dosage supply for a term, and from which
a smaller adjustable measured dose may be drawn.

Background

Improvements may be made to devices that provide amounts of cannabis oil used for
10 medical applications and/or treatment, such as for example devices that vaporize cannabis oil,
where such devices are used in medical applications and treatments.

Summary

A device to vaporize medical grade and prescribed dosages of medical cannabis (legal,
15 licensed) is shown and described.

In one embodiment, the device includes a dosage supply for a term, from which smaller
measured doses may be drawn. In some embodiments, the measured doses are single doses,
which may be drawn from the device each time it is used, for example when a patient in need of
a dose uses the device and/or from use of the device following a schedule and/or prescription.

20 In some embodiments, the device is configured to allow adjustment of the smaller
measured dose, such as for example increasing the smaller measured dose.

In some embodiments, the device is configured to allow for a test dose, which is
relatively less than the smaller measured dose.

In some embodiments, the device is configured to store and/or track data, and configured
25 to transmit the data stored and/or tracked (e.g. data). In some embodiments, the data can include
for example but is not limited to use of the device including any one or more of dose amounts,
dose frequency, and/or dose times. In some embodiments, the data can include for example but
is not limited to patient information including any one or more of symptom tracking, symptom

logging, and/or post dose feedback. In some embodiments, the data may be transmitted through wired and/or wireless communication. In some embodiments, transmission of the data is secure, including for example access to the data and the transmission of the data to other devices, such as for later use and/or analysis of the data. In some embodiments, the transmission may be through
5 known Bluetooth technology, and which may include appropriate security features.

In some embodiments, the device includes a touch screen. In some embodiments, the touch screen may include various function and graphical user interface. It will be appreciated that any of the data to be stored and/or tracked can be through use of the touch screen. In some
10 embodiments, the touch screen can include for example but is not limited to capability of turning the device on/off, adjusting the dose, transmitting data, tracking symptoms, and the like.

In some embodiments, the device includes a display, such as a light emitting diode (LED) display in conjunction with one or more buttons and/or toggle activators. It will be appreciated that any of the data to be stored and/or tracked can be through use of the display and buttons. In
15 some embodiments, the display and buttons can include for example but is not limited to capability of turning the device on/off, adjusting the dose, transmitting data, tracking symptoms, and the like.

In some embodiments, the device includes a biometric activation component. In some embodiments, the biometric activation component can be a fingerprint activation, which may be implemented on a touch screen.

20 In some embodiments, the device includes a cleaning cartridge and/or self-cleaning capability.

Any one or more of the above embodiments may be considered features and/or aspects of the vaporizer device. Any one or more of such aspects are combinable with each other.

25 Other features and aspects of the device concepts will become apparent by consideration of the following detailed description and accompanying drawings.

Brief Description of the Drawings

Reference is now made to the drawings in which like reference numbers represent corresponding parts throughout.

Fig. 1 illustrates a perspective view of one embodiment of a vaporizing device.

Fig. 2 illustrates an exploded view of the device shown in Fig. 1.

5 Fig. 3 illustrates a partial sectional view of the device shown in Fig. 1.

Fig. 4 illustrates a close up view of the sectional view of Fig. 3.

Detailed Description

A device to vaporize medical grade and prescribed dosages of medical cannabis (legal, licensed) is described. A device to deliver medical grade and prescribed dosages of cannabis (legal, licensed), including but not limited to for example “medicinal products derived from a plant from the family Cannabaceae, the genus Cannabis, including for example the species *Cannabis sativa L.* Medical cannabis can include but is not limited to any species of the genus Cannabis plant, or any mixture or preparation of them, including whole or partial plant extracts and resins.

It will be appreciated that extracts, resins, oils may be from the whole plant or part of the plant, or products derived from, or of, individual and/or isolated cannabinoids. It will be appreciated that the medicine can be in vaporizable forms of any of the above, including but not limited to oils. Cannabinoids (and isomers thereof), can include for example, but are not limited to:

- THC (Tetrahydrocannabinol)
- CBD (Cannabidiol)
- CBN (Cannabinol)
- CBG (Cannabigerol)
- CBC (Cannabichromene)
- CBL (Cannabicyclol)
- CBV (Cannabivarin)
- THCV (Tetrahydrocannabivarin)
- CBDV (Cannabidivarin)
- CBCV (Cannabichromevarin)
- CBGV (Cannabigerovarin)
- CBGM (Cannabigerol Monomethyl Ether)

Figs. 1 to 4 show one embodiment of a vaporizer device 10. Generally, the device 10 includes a dosage supply for a term, from which smaller measured doses may be drawn. In some embodiments, the measured doses are single doses, which may be drawn from the device each time it is used, for example when a patient in need of a dose uses the device and/or from use of the device following a schedule and/or prescription.

Fig. 1 illustrates a perspective view of one embodiment of the vaporizing device 10. The vaporizing device 10 includes one or more cover structures, such as for example back cover 12 and front cover 14. In some embodiments, the covers 12, 14 are water resistant. It will be appreciated that the cover structure can have more or less than the two covers 12, 14 shown and that any suitable cover structure may be employed. The device 10 in some embodiments, is the size of a hand held type device, which is both easily portable and stored.

The device 10 also includes a mouthpiece 16, and user interface components 20, 22. The mouthpiece may be a retractable structure. The mouthpiece 16 in some embodiments may be intended for removal, such as for example the outer mouth contacting part, which may be disposed of after use or a term of use. The interface components 20, 22 allow for a user, e.g. the patient to interact with the device. For example, component 20 may be a display, which may have touch screen capability or may be an LED type screen. For example, component 22 may be a button, such as a toggle or navigation button that can help navigation options on the display 20. The component 22 in some embodiments may also be a biometric activating button, such as for example a fingerprint activator. Further details of components 20, 22 are described below.

Fig. 2 illustrates an exploded view of the device 10 shown in Fig. 1. In some embodiments, the device 10 includes a dosage supply 30 for a term, from which smaller measured doses may be drawn. In some embodiments, the dosage supply 30 can contain in some examples a term of days or up to a week's amount of dosages inside the container. In some embodiments, the term can be up to a month's or two month's amount of dosages.

The measured doses can be drawn from the dosage supply 30 using for example an electromechanically driven dosage mechanism 32. In some embodiments, the mechanism 32 can be any suitable mechanism, which can include for example components operated by a suitable

stepper motor or other linear actuator. In the embodiment shown, the mechanism 32 includes a plunger that can expel a certain measured volume (i.e. dose) from the dosage supply 30, such as through operation by a linear actuator such as a stepper motor. It will be appreciated that the mechanism can be designed for fine increments to meet the dosing measurements intended.

5 In some embodiments, the measured doses are single doses which may be drawn from the device 10 each time it is used, for example when a patient in need of a dose uses the device 10 and/or from use of the device 10 following a schedule and/or prescription. In some embodiments, the device 10 is configured to allow for a test dose, which is relatively less than the smaller measured dose.

10 In some embodiments, the device is configured to allow adjustment of the smaller measured dose, such as for example increasing the smaller measured dose. For example, operation of the mechanism 32 can be controlled to release or expel a measured dose, which can be adjusted, such as for example by the interface components 20, 22, through for example a controller 24, which may include a processor and/or suitable processing components (further
15 described below).

As shown in Figs. 2, the device 10 in some embodiments can also include a vaporizing portion. The vaporizing portion can include in some examples a chamber 34. Figs. 3 and 4, which are partial sectional and close-up views, further show features of the chamber 34 as being constructed with perforations or multiple openings. The vaporizing portion can also include a
20 heating element 36, which may be in the form of a coil with wrapped wick. The vaporizing portion includes an inlet to receive for example, a nozzle 38 of the dosage supply 30 and an outlet that can release vaporized material into the a plenum fluidly connected with the mouthpiece 16. In some embodiments, the dosage supply 30 is a replaceable and/or refillable container, which may be removed from the device 10.

25 In some embodiments, the device 10 may also include a back valve (not shown) such as for example proximate the inlet and/or the nozzle 38.

Fig. 2 also shows that the device 10 includes the controller 24, which may include a processor and memory, and as shown may be in the form of a printed circuit board. A power

source 26 is connected to the printed circuit board to power the device 10. The power source 26 can be a battery, which can be flat or in a coil form. It will be appreciated that the device 10 may be powered in other ways, where the device may or may not have power source 26, such as for example where the device 10 is configured as a plug in device.

5 As to the controller 26, a printed circuit board may be implemented in the design of the controller 26 and may be operative with interface components such as components 20, 22. The controller 26 in some embodiments can have a processor and memory. The processor is configured to retrieve and execute programming instructions stored in the memory. For example, the processor can execute programming instructions in order for the device to perform
10 the necessary and/or desired actions taken a user, caregiver, and/or health care provider.

In some embodiments, the processor executes instructions to control the dosing mechanism 32, the vaporizing portion e.g. the heating element.

The memory is in communication with the processor. The memory is generally included to be representative of a random access memory such as, but not limited to, a dynamic random
15 access memory, a static random access memory, a Flash memory, or the like. The memory stores instructions for an operating system that is executed by the processor. The memory can also store an instruction for a computer program that is executed by the processor.

In Fig. 2, a cover such as cover 14 can include openings such as 54, 64. The openings 54,
20 65 for example can allow viewing and accessibility of various interface components, such as for example 20, 22.

In some embodiments, the device 10 is configured to store and/or track data, and configured to transmit the data stored and/or tracked (e.g. data). This can be done for example through use of the processor and memory of controller 24. In some embodiments, the data can include for example but is not limited to use of the device 10 including any one or more of dose
25 amounts, dose frequency, and/or dose times. In some embodiments, the data can include for example but is not limited to patient information including any one or more of symptom tracking, symptom logging, and/or post dose feedback.

In some embodiments, the data may be transmitted through wired and/or wireless communication. In some embodiments, transmission of the data is secure, including for example access to the data and the transmission of the data to other devices, such as for later use and/or analysis of the data. In some embodiments, the transmission may be through known Bluetooth
5 technology, and which may include appropriate security features. It will be appreciated that any suitable transmission approach may be employed, such as but not limited to for example solid state electronics using a plug in/take out approach, in which suitable security keys, codes, and the like may be employed.

As described above, the device 10 can include a touch screen, which can be operative in
10 some examples as a graphical user interface (GUI). For example, the touch screen can be the interface component 20. In some embodiments, the touch screen may include various functions and graphical user interface. In some embodiments, the touch screen can include for example but is not limited to capability of turning the device on/off, adjusting the dose, transmitting data, tracking symptoms, and the like. As to dose adjustment, the touch screen 20 may be used to
15 modify doses for example in small incremental amounts, such as for example 5mg, 10mg, and/or 15 mg, as well as other dosages such as smaller test doses. It will be appreciated that any of the data to be stored and/or tracked can be through use of the touch screen.

In the example of a GUI, the processor can execute instruction to control the GUI, such as when a touch screen may be employed, and displays the GUI on the touch screen. The GUI in
20 some cases includes a screen portion (or screen). The screen includes a plurality of icons, each of the icons can be associated with an interactive screen. When a user selects one of the icons by touching the touch screen, the selection is detected by the processor and the processor processes the associated one of the interactive screens to be displayed in the screen of the GUI.

In some embodiments, a touch screen may not be used and the interface component 20 is
25 a display. Additional interface components, such as but not limited to for example one or more buttons, toggles, switches, and the like can be used to navigate viewing and device 10 operation on the display. In some examples, interface component 22 can be the button, and it will be appreciate that others may also be employed. In some embodiments, the display is a light

emitting diode (LED) display operative in conjunction with one or more buttons and/or toggle activators. In some embodiments, the display and button(s) can include for example but is not limited to capability of turning the device on/off, adjusting the dose, transmitting data, tracking symptoms, and the like. As to dose adjustment, the display 20 and button 22 for example may be used to modify doses for example in small incremental amounts, such as for example 5mg, 10mg, and/or 15 mg, as well as other dosages such as smaller test doses.

In some embodiments, the device 10 includes a biometric activation component. In some embodiments, the biometric activation component can be a fingerprint activation. As shown, the biometric activation could be implemented on any one of a touch screen, e.g. interface component 20 and/or a button, e.g. interface component 22.

In some embodiments, the device includes a cleaning cartridge (not shown) and/or self-cleaning capability. For example, a cleaning cartridge may be employed where the dosage supply 30 is usually located, and may have cleaning material therein which may be released by using the mechanism 32. In a self-clean example, the vaporizing portion may include self-cleaning components, such as where the chamber 34 and heating element 38 are located.

As to the loading of the dosage supply 30 and/or any cleaning cartridge, the device 10 may employ suitable construction to allow one of a top or bottom load. For example, for a top load configuration, the device 10 can include removable top features (e.g. mouthpiece 16 and the inside vaporizer portion) to allow loading of the dosage supply 30 and/or cleaning cartridge. The covers 12, 14 would be suitably constructed and arranged to allow this. As another example, a bottom load configuration could include a removable bottom where portions of the mechanism could be easily removed to allow loading of the dosage supply 30 and/or cleaning cartridge. An access port (not shown) may also be employed to allow insertion of a cleaning cartridge or to refill for example a cleaning solution or material in self-cleaning implementation. For example, a port may be configured near the vaporization portion. It will be appreciated that construction of the device 10 can include appropriate leakage protection, e.g. of the medicine and/or cleaning material.

Attorney Docket No. 20636.0001USP1

With regard to the foregoing description, it is to be understood that changes may be made in detail, without departing from the scope of the present invention. It is intended that the specification and depicted embodiments are to be considered exemplary only, with a true scope and spirit of the invention being indicated by the broad meaning of the claims.

5

Claims

What claimed is:

1. A device to vaporize medical grade and prescribed dosages of medical cannabis (legal,
5 licensed), the device comprising:
a dosage supply for a term, from which smaller measured doses may be drawn; and
a mechanism to release the smaller measured doses.

2. The device of claim 1, further comprising a processor and memory to store and/or track
10 information on device usage, dosages, and/or patient symptoms.

Abstract

A device to vaporize medical grade and prescribed dosages of medical cannabis (legal, licensed) is disclosed. Generally, the device includes a dosage supply for a term, from which smaller measured doses may be drawn. The measured doses are single doses, which may be
5 drawn from the device each time it is used.

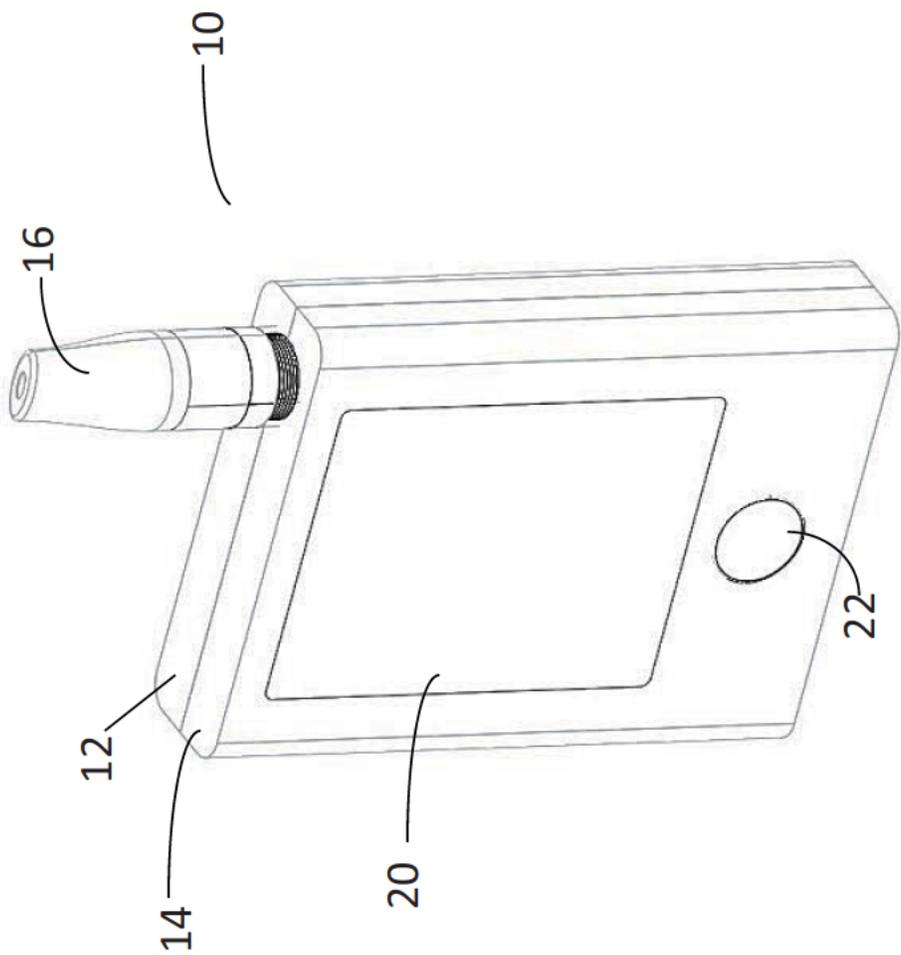


Fig. 1

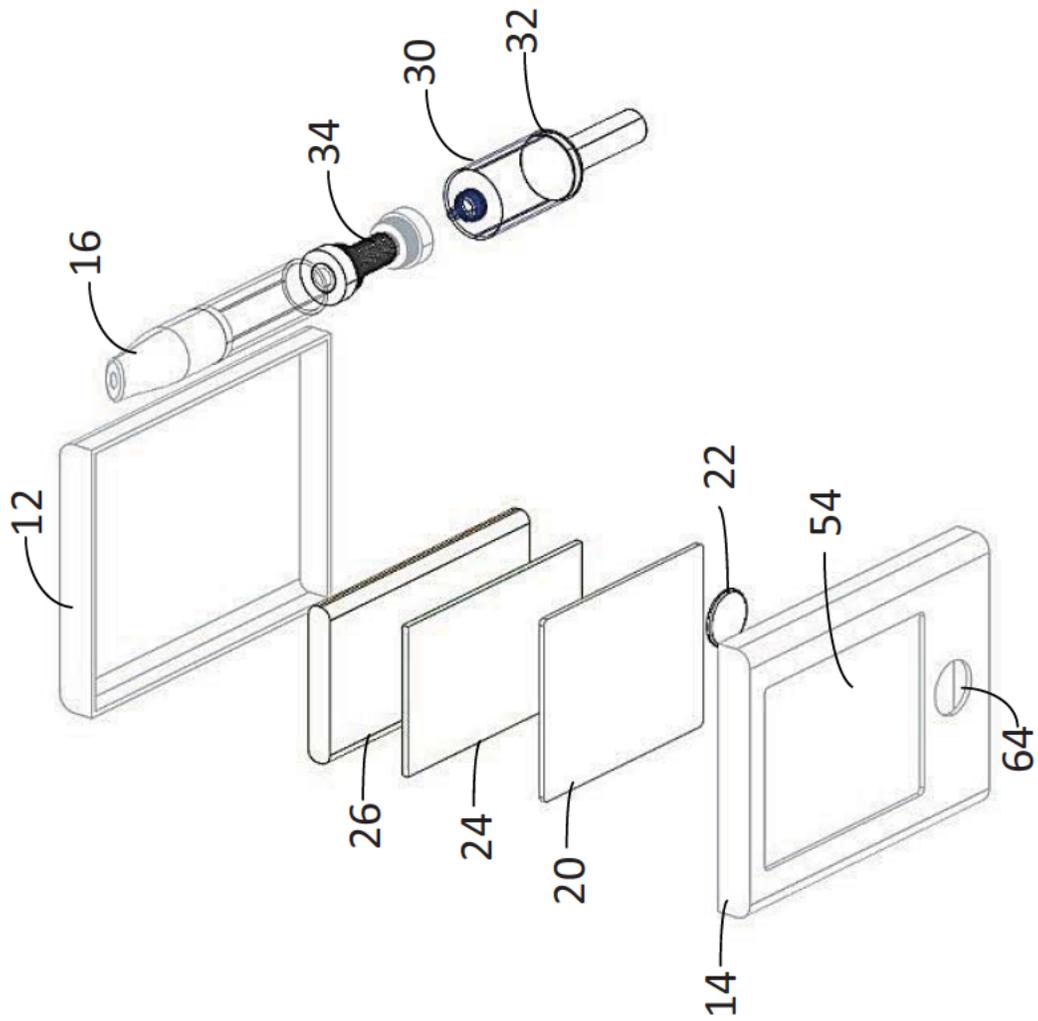


Fig. 2

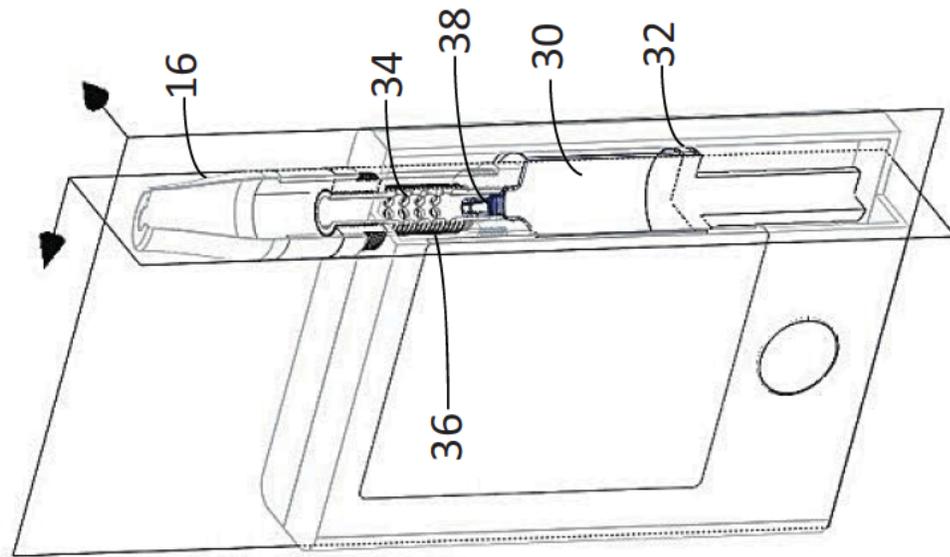


Fig. 3

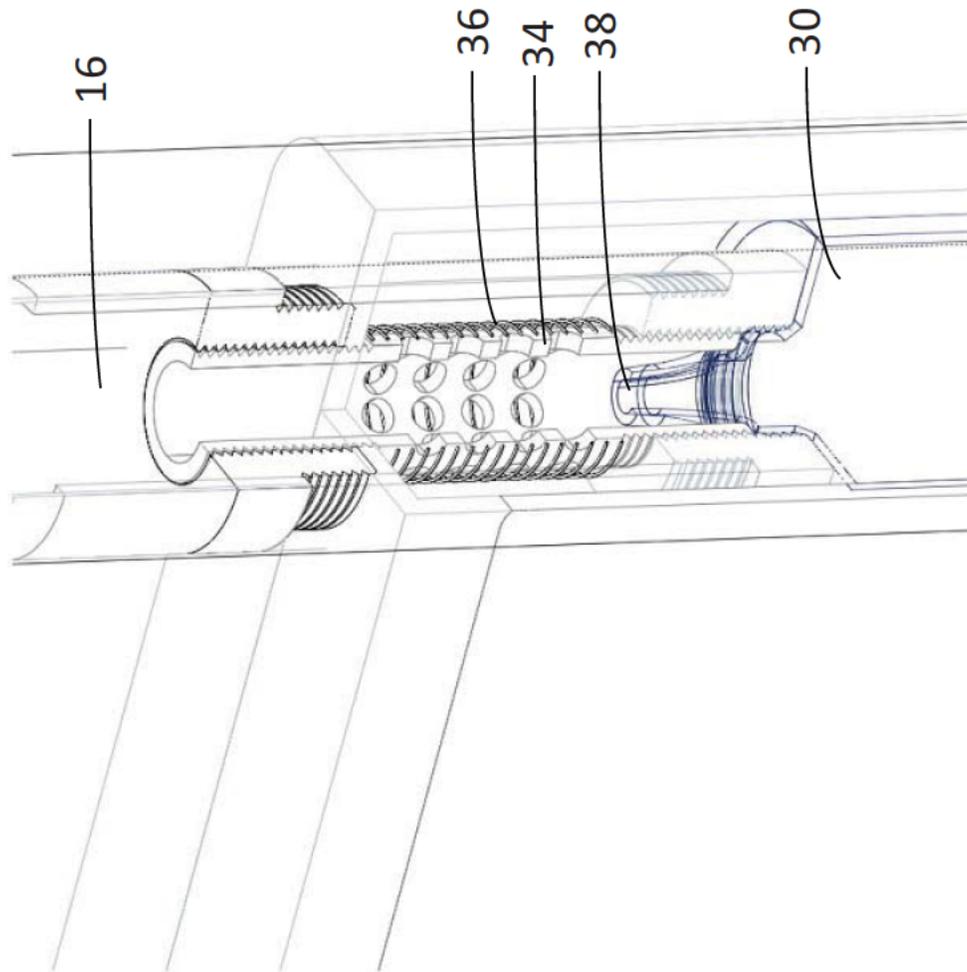


Fig. 4

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| Signature | | | | | |
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| Signature | /Bryan A. Wong/ | | | Date (YYYY-MM-DD) | 2014-09-17 |
| First Name | Bryan A. | Last Name | Wong | Registration Number (If appropriate) | 50836 |
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MEDICINAL DELIVERY DEVICE

Field

The disclosure herein relates to a medicinal delivery device. More specifically, the disclosure relates to a device for portable and handheld use that includes a dosage supply for a term, and from which a smaller adjustable measured dose may be drawn. The dosages can be sublingually administered by a distribution tip.

Background

Improvements may be made to devices that provide amounts of cannabis used for medical applications and/or treatment (legal, licensed).

Summary

A device to deliver medical grade and prescribed dosages of cannabis (legal, licensed), including but not limited to for example “medicinal products derived from a plant from the family Cannabaceae, the genus Cannabis, including for example the species *Cannabis sativa L.* Medical cannabis can include but is not limited to any species of the genus Cannabis plant, or any mixture or preparation of them, including whole or partial plant extracts and resins.

In one embodiment, the device includes a dosage supply for a term, from which smaller measured doses may be drawn. In some embodiments, the measured doses are single doses, which may be drawn from the device each time it is used, for example when a patient in need of a dose uses the device and/or from use of the device following a schedule and/or prescription.

In some embodiments, the device is configured to allow adjustment of the smaller measured dose, such as for example increasing the smaller measured dose. In some embodiments, the device includes a mechanism to adjust the dose. In some embodiments, the mechanism includes a volumetric pump that can be activated by a pressure actuator, such as a button. In some embodiments, a dose limiting collar surrounds the pump. In some embodiments, the dose limiting collar includes a sloping portion that is rotatable around the

pump, where the dose can be adjusted by rotation of the collar. In some embodiments, the sloping portion of the collar includes graduations or positions, which can be dialed to adjust the dose allowed by the pump. The doses allowed by the collar can be calibrated. In some embodiments, an adjuster is connected to the collar to rotate the collar and adjust the dose
5 allowed. In some embodiments, the device is configured to allow for a test dose, which is relatively less than the smaller measured dose (e.g. at highest ramp point of the collar).

In some embodiments, the device includes delivery tubing connected to the pump to allow medicine to be delivered from the pump. In some embodiments, the tubing includes a showering tip configured to allow distribution of the medicine, such as for example for
10 showering the sublingual space and to provide safety. In some embodiments, the tubing includes a depth notch or stop. The depth notch limits the distance at which the tube and tip can orally enter a patient, and can be configured for youths, adults, and various patient anatomies.

In some embodiments, the device includes a reservoir receiver, which in some circumstances can be a locking socket. A hollow piercing cannula can be disposed on the
15 reservoir receiver and connected to the pump through a feed line. A medication reservoir can then be attached to the reservoir receiver and be pierced by the piercing cannula to then allow medication to be in fluid communication with the feed line, pump, and tubing for delivery. In some embodiments, the reservoir is specially designed such as for example with a stopper and/or seal (until broken by the piercing cannula), and may hold multiple doses or may be for single
20 use. It will be appreciated that the reservoir can be reused or made for being disposable.

In some embodiments, the pump, its actuator, the feed line, the piercing cannula, and the reservoir receiver may be constructed together as a unit, which may be housed in a housing of the device.

In some embodiments, the device includes a lid structure for the housing for access to the
25 pump and other device components, and may also allow the delivery tube to be housed in the housing. In some embodiments, the lid structure is a sliding and/or retractable lid. In some embodiments, the lid includes one or more covers which may slide relative to the housing. The cover may include an open area that is movable to align with a space of the housing. Alignment

of the open area and space allows an access into the housing, for example to release the delivery tubing, store the delivery tubing, and/or access the actuator of the pump. In the closed position, the open area and the space are not aligned, where a portion of the cover is disposed over the space, so as to cover the housing, and where a cover of the housing blocks the open area.

5 Any one or more of the above embodiments may be considered features and/or aspects of the device. Any one or more of such aspects are combinable with each other.

Other features and aspects of the device concepts will become apparent by consideration of the following detailed description and accompanying drawings.

10 **Brief Description of the Drawings**

Reference is now made to the drawings in which like reference numbers represent corresponding parts throughout.

The Figure illustrates a schematic plan view of one embodiment of a medicinal delivery device.

15

Detailed Description

A device to deliver medical grade and prescribed dosages of cannabis (legal, licensed), including but not limited to for example “medicinal products derived from a plant from the family Cannabaceae, the genus Cannabis, including for example the species *Cannabis sativa L.*

20 Medical cannabis can include but is not limited to any species of the genus Cannabis plant, or any mixture or preparation of them, including whole or partial plant extracts and resins.

It will be appreciated that extracts, resins may be from the whole plant or part of the plant, or products derived from, or of, individual and/or isolated cannabinoids. Cannabinoids (and isomers thereof), can include for example, but are not limited to:

- 25 • THC (Tetrahydrocannabinol)
- CBD (Cannabidiol)
- CBN (Cannabinol)
- CBG (Cannabigerol)
- CBC (Cannabichromene)
- 30 • CBL (Cannabicyclol)

- CBV (Cannabivarin)
- THCV (Tetrahydrocannabivarin)
- CBDV (Cannabidivarin)
- CBCV (Cannabichromevarin)
- 5 • CBGV (Cannabigerovarin)
- CBGM (Cannabigerol Monomethyl Ether)

The Figures shows the device 100. The device 100 includes one or more cover structures, such as for example a housing 102. In some embodiments the device 100 includes a lid structure 12, 104, the details of which are further described below. In some embodiments, the housing 102 is water resistant. It will be appreciated that the cover structure can be constructed of multiple parts, e.g. covers, as suitable, desired, and/or necessary, and that any suitable cover structure may be employed. The device 100 in some embodiments, is the size of a hand held type device, which is both easily portable and stored. In some embodiments, the size of the device 100 can be about the same size as a typical pack of cigarettes or similarly sized object.

In some embodiments, the device 100 includes a dosage supply for a term, from which smaller measured doses may be drawn. In some embodiments, the dosage supply is contained in a reservoir 5. The reservoir 5 can contain in some examples a term of days or up to a week's amount of dosages inside the container. In some embodiments, the term can be up to a month's or two month's amount of dosages.

As to the dosage form, in some embodiments, the dosage form can be referred to as a tincture. In some embodiments, the dosage is in the form of a solution, which can include a relatively high concentration of alcohol. In some embodiments, one or more emollients, one or more flavorings may be added for example to enhance palatability. Generally, the dosage form is suitable for oral (e.g. enteral) ingestion.

Measured doses can be drawn from the dosage supply, e.g. reservoir, using for example a mechanism 10, 11. It will be appreciated that the mechanism can be any suitable mechanism to deliver the medicine from the reservoir. It will be appreciated that the mechanism can be designed for fine increments to meet the dosing measurements intended. In some embodiments, the mechanism is a volumetric pump 10 with a pressure actuator 11, the details of which are

further described below. It will be appreciated that use of a pump 10 and actuator 11 as shown is exemplary as other mechanisms, which may not include a pump, may be employed.

In some embodiments, the measured doses are single doses which may be drawn from the device 100 each time it is used, for example when a patient in need of a dose uses the device 100 and/or from use of the device 100 following a schedule and/or prescription. In some 5 embodiments, the device 100 is configured to allow for a test dose, which is relatively less than the smaller measured dose.

In some embodiments, the device 100 is configured to allow adjustment of the smaller measured dose, such as for example increasing the smaller measured dose. For example, 10 operation of the mechanism, e.g. pump 10 and actuator 11 hereafter, can be controlled to release or expel a measured dose, which can be adjusted.

With reference to the mechanism, a volumetric pump 10 can be activated by a pressure actuator 11, such as a button, which may be designed to be about the size of the average fingertip. In some embodiments, a dose-limiting collar 13 surrounds the pump 10. In some 15 embodiments, the dose-limiting collar 13 includes a sloping portion that is rotatable around the pump 10, where the dose can be adjusted by rotation of the dose-limiting collar 13. Depending on the position of the dose-limiting collar 13, the pump 10 is restricted from being depressed, thus limiting the amount of medicine that can be delivered (i.e. the dose). In some embodiments, the sloping portion of the dose-limiting collar 13 includes graduations or positions, which can be 20 dialed by an adjuster 9 to adjust the dose allowed by the pump 10. For example, the dose can be adjusted to “I” , “II” or “III”, but moving or dialing the adjuster 9. The doses allowed by the dose-limiting collar 13 can be calibrated, e.g. I, II, and/or III can be calibrated, for example by position of the ramp of the dose-limiting collar 13 and the volume allowed in the pump 10, which can give specific dosage amounts. In some examples, the dosage amounts can be 25 increments such as but not limited to 5, 10, or 15 mg, or incremented at 20, 30, or 40 mg, or incremented at 50, 75, and higher increments. It will be appreciated that the incrementing is not to be limiting, and that pump 10, dose-limiting collar 13, and adjuster 9, can be constructed to provide the specific increments. In some embodiments, the adjuster 9 is connected to the dose-

limiting collar 13 to rotate the collar 13 and adjust the dose allowed. In some embodiments, the device 100 is configured to allow for a test dose, which is relatively less than the smaller measured dose (e.g. at highest ramp point of the collar).

In some embodiments, the device 100 includes delivery tubing 1 connected to the pump 10 to allow medicine to be delivered from the pump 10. In some embodiments, the tubing 1 includes a showering tip 2 configured to allow distribution of the medicine, such as for example for showering the sublingual space and to provide safety. In some embodiments, the device 100 may be used to deliver a dose to the sublingual cavity (e.g. under the tongue). In some embodiments, the device 100 can be used to deliver doses to the buccal space (e.g. between the cheek and jaw/teeth/gums). It will be appreciated that the specific delivery location is exemplary and that other delivery locations may be available for delivery of the medicine using device 100. The tip 2 is expanded to allow for multiple delivery points and distribution of the medicine and to allow safety due to its expanded configuration and avoid poking an eye. The tubing 1 is long enough to reach the mouth, but short enough to be recoiled in the device, such as for example by a slight push. In some embodiments, the tubing includes a depth notch or stop 3. The depth notch 3 limits the distance at which the tube and tip can orally enter a patient, and can be configured for youths, adults, and various patient anatomies. In some embodiments, the length of the tubing 1 from the depth notch 3 to the tip 2 can be at or about 2 to at or about 2.5 inches. It will be appreciated that the length of the tubing 1 can be modified as suitable, desired, and/or needed.

In some embodiments, the device 100 includes a reservoir receiver 6, which in some circumstances can be a locking socket. A hollow piercing cannula 7 can be disposed on the reservoir receiver 6 and connected to the pump 10 through a feed line 8. A medication reservoir 5, which may be but is not limited to a vial, can then be attached to the reservoir receiver 6 and be pierced or punctured by the piercing cannula 7 to then allow medication to be in fluid communication with the feed line 8, pump 10, and tubing 1 for delivery. In some embodiments, the reservoir 5 is specially designed such as for example with a stopper and/or seal (until broken

by the piercing cannula 7), and may hold multiple doses or may be for single use. It will be appreciated that the reservoir 5 can be reused or made for being disposable.

In some embodiments, the pump 10, its actuator 11, the feed line 8, the piercing cannula 7, and the reservoir receiver 6 may be constructed together as a unit, which may be housed in the housing 102 of the device 100.

In some embodiments, a level 4 may be employed to help secure the medication reservoir 5 to the reservoir receiver 6. In some embodiments, the level 4 can slide in and out of the housing 102 and may snap around the neck of the reservoir 5. The level 4 can act as a collar to hold the reservoir 5 in place.

In some embodiments, the device 100 includes a cover structure, such as a lid structure 12 for the housing 102. The lid structure 12 allows access to the pump 10 and other device components, and may also allow the delivery tube to be housed in the housing 102. In some embodiments, the lid structure 12 is a sliding and/or retractable lid. In some embodiments, the lid structure 12 includes one or more covers which may slide relative to the housing 102. The lid structure may include an open area 104 that is movable to align with a space 106 (or cutout) of the housing 102. Alignment of the open area 104 and space 106 allows an access into the housing 102, for example to release the delivery tubing 1, store the delivery tubing 1, and/or access the actuator 11 of the pump 10. The Figure shows the device 100 in the closed position. The open area 104 and the space 106 are not aligned, where a portion of the cover 12 is disposed over the space 106, so as to cover the housing 102, and where a cover 108 of the housing blocks the open area 104.

With regard to the foregoing description, it is to be understood that changes may be made in detail, without departing from the scope of the present invention. It is intended that the specification and depicted embodiments are to be considered exemplary only, with a true scope and spirit of the invention being indicated by the broad meaning of the claims.

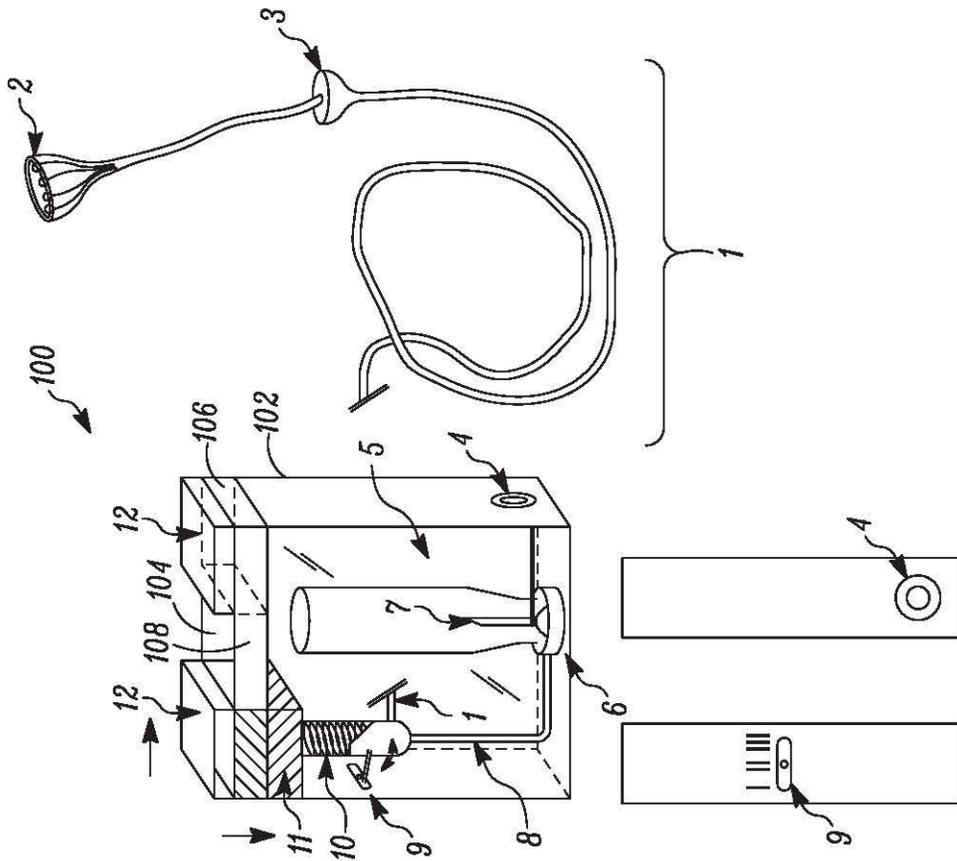
Claims

What claimed is:

1. A device to deliver to a patient medical grade and prescribed dosages of (legal, licensed)
5 medical cannabis, the device comprising:
a dosage supply for a term, from which smaller measured doses may be drawn; and
a mechanism to release the smaller measured doses.
2. The device of claim 1, wherein the device is portable and for handheld use, and further
10 comprising a mechanism to adjust the smaller measured doses
3. The device of claim 1, further comprising a delivery tubing and a tip configured for
distributing the dose in a sublingual administration.

Abstract

A device to deliver to a patient medical grade and prescribed dosages of medicine such as (legal, licensed) cannabis is disclosed. Generally, the device includes a dosage supply for a term, from which smaller measured doses may be drawn. The measured doses are single doses, which
5 may be drawn from the device each time it is used.



Attachment D

Section 10



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Record Keeping

In this section ESHS will provide a high-level description and diagram of the technology systems that will be utilized to manage end-to-end medical cannabis operations and how records of those operations are maintained.

As per 10 NYCRR §1004.10(a)(8), ESHS will maintain for five years and make available to DOH all records relating to the materials used in the manufacture of approved medical marijuana products, cultivation, processing, manufacturing, packaging, and labeling production records, and lab testing results. In some cases, more prolonged retention is necessary, such as records pertaining to taxation, which are kept seven years, and a copy of the patient’s transactional receipt and registry card, which are kept for six years in the Biotrack database per PHL § 3364.

Technology Systems

Technology is a critical foundational component of all modern businesses. At ESHS, technology platforms support nearly all operational areas, and further serve to document compliance with State regulations. Understanding this, Empire State Health Solutions has employed a Chief Technology Officer as well as other ESHS leaders with significant HealthCare and Pharmaceutical specific Information Technology (IT) experience managing MES, GMP, HIPAA, and PCI compliant infrastructure and systems.

ESHS will implement a collection of key technology solutions to manage our business and enforce regulatory compliance. All technology solutions will be validated to fully meet all requirements of Public Health Law Article 33, Title V-A and 10 NYCRR Part 1004.

Technology and systems implemented by Empire State Health Systems will deliver enterprise-class IT solutions providing reliable, high availability, redundant, scalable and secure infrastructure to meet the business needs and regulatory compliance requirements of our industry. These systems will be implemented with enterprise-class security and controls to restrict system access and maintain data privacy and security. Further, data can be recorded and archived securely without the complications of paper documentation.

A summary of the proposed systems infrastructure is highlighted below as well as within other sections of the application.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Building Access Control Systems

Access controls are vital to control physical access, prevent diversion and other unauthorized conduct. ESHS will implement a secured, access-controlled comprehensive building access control systems. The system will include but not limited to: 24/7 operation, access control policies, ID badges, proximity badge readers and biometric scanners. This system will be implemented to support multiple access control levels limiting staff and visitors to only the areas of the facilities as well as times of day which are appropriate to their job requirements. These robust systems will be implemented utilizing the industry-leading S2 Netbox controllers and HID Global proximity and biometric access control technology. To provide maximum security the systems will have user administrative controls, backup power solutions and be managed and monitored within our Security Operations Center and tested no less than monthly. Pursuant to 10 NYCRR § 1004.13 (11)(g), records of said testing are maintained for at least five years and available to the DOH upon request.

Fire Systems

Fire protection systems are essential to protect patients, staff and property. Upon selection Empire State Health Solutions will implement the appropriate electronic fire systems. These robust systems will be implemented utilizing Siemens Fire Alarm Systems with USA Central Station Alarm monitoring services. These systems will utilize the AES-Intellinet® wireless private mesh radio technology alarm communications network for secure, reliable alarm reporting or appropriate alternatives and tested no less than monthly. Pursuant to 10 NYCRR § 1004.13 (11)(g), records of said testing are maintained for at least five years and available to the DOH upon request.

Manufacturing, Scientific and Laboratory Systems

Managing data, resources and workflow management is vital to business operations and business intelligence. Empire State Health Solutions will utilize multiple software solutions to manage the Manufacturing and Laboratory production processes. Vendor management, purchasing and manufacturing controls will be managed within the Microsoft Dynamics NAV ERP software ensuring thorough and precise manufacturing controls and manufacturing process administration. Laboratory, scientific and quality data will be managed within the Labware LIMS (Laboratory Information Management System) software enabling secure data collection, laboratory operations and laboratory informatics. Good Manufacturing Practice and Electronic Batch Records compliance data will be captured and managed within the ESHS system software solutions. These systems will be hosted on geo-redundant, access controlled servers with secure SSL VPN access controls. The database is continually backed up and stored securely with scalable system storage, so data purging will not be necessary in the foreseeable future. Records are continually maintained such that the minimum of five years of data retention is met.

Cultivation, Inventory and Point of Sale Systems

Empire State Health Solutions understands the critical need for a comprehensive Seed to Sale system. The Empire State Health Solutions team is comfortable interfacing and integrating nearly any software including industry standard seed to sale systems such as BioTrack. ESHS's partner Minnesota Medical Solutions is a current customer and active user of the BioTrack Seed to Sale system and is familiar with technology requirements to support its use and integration. Vireo leaders Chuck Ledermann, CTO, Dr. Laura Bultman, CMO, and head pharmacist Brian Harvey are all healthcare IT and business implementation experts. With experts in regulatory compliance Empire State Health Solutions understands the need for transparency and accountability in this emerging market. ESHS has a proven ability to implement and administrate the necessary ERP, LIMS, GMP, greenhouse automation, inventory traceability, and the point of sale systems required to ensure regulatory compliance in data collection and records retention management. With nearly limitless storage in cloud-based servers, we do not anticipate that data purge will be necessary in the near future, so information will be retained for at a minimum, the five years required by the DOH. The Biotrack database is continually updated with indefinite storage capability, which meets PHL § 3364 (4) (a) requirement for retention of a copy of the registry identification card and dispensing receipts for six years. Similarly, shipping manifests

produced through Biotrack are maintained indefinitely and can be produced for DOH inspection upon request pursuant to 10 NYCRR § 1004.13 (n) (2).

If at some point archiving becomes necessary, the information will be stored in a secure manner that remains accessible to the DOH.

Cultivation

The cultivation manager shall keep a schedule for all pest and disease control prevention. All data pertaining to pesticide applications and other crop inputs shall be recorded, documented and maintained at the cultivation center for a minimum of five years. This information is also entered into Biotrack for record-keeping and forecasting purposes. Specifically, soil, soil amendments, nutrients, hydroponic materials, fertilizers, growth promoters, pesticides, fungicides and herbicides (not used) are entered into the Biotrack seed-to-sale process.

All crop input records will be made available to the commissioner upon request. All crop-related inputs shall be tracked with the seed to sale system Biotrack, any additional forms provided by the DOH, and company log sheets. Paper-based forms will be maintained in a secure manner, in a location protected from environmental threats, for a minimum of five years. Biotrack-based information is stored indefinitely.

Greenhouse Systems

To manage and optimize the greenhouse and cultivation process, Empire State Health Solutions will utilize a collection of industry leading greenhouse technologies such as Westbrook Greenhouses, Argus Controls and Zwart Systems water treatment and nutrient control systems. ESHS will implement enterprise-class greenhouse automation technology to automate the water treatment, filtration, irrigation and nutrient controls. Additional control software will be utilized to manage the building controls supporting the lighting, heating, cooling, ventilation, CO₂ generators and humidity as outlined in Attachment D, Section 1. Again, through enterprise-class secure hosted servers, data is continually collected and stored.

Business Operations and Desktop Systems

Empire State Health Solutions will require a suite of business support and operations technology. Empire State Health Solutions has selected the geo-redundant Microsoft Office 365 for Business solution as our enterprise exchange/email service, Microsoft Office products, secure data storage and SharePoint collaboration solutions. As a part of our Enterprise Resource Planning (ERP)

implementation, we will also utilize the Microsoft Dynamics NAV finance module for our enterprise finance and accounting software. Empire State Health Solutions will utilize ADP for our Payroll systems and VDN VaaS as our enterprise VoiP telephony provider.

The Desktop/Laptop and Point of Sale (POS) infrastructure will be deployed upon Dell, Lenovo or HP machines with full hardware encryption, Active Directory domain authentication and secure SSL VPN technology to provide the necessary Mobile Device Management policies to ensure the data is secured and protection required for today's mobile workforce.

Network Security Systems

Empire State Health Solutions will implement a comprehensive SSL encrypted VPN network infrastructure to support the multi-site lan/wan corporate needs. This infrastructure will include enterprise-class WatchGuard Technology Firewall and Security appliances which will include the latest in Unified Threat Management capabilities: secure VPNs, intrusion prevention services, data loss prevention services, advanced persistent threat blockers, antivirus, web traffic controls, spam and malware prevention services. Enterprise-class Meru wireless controllers and access points along with Avaya switches will be utilized to provide a secure, centrally administered and monitored network infrastructure. These network appliances work together to provide a holistic approach to network protection, control and data security. Through this advanced network security, the collection and storage of information pertinent to regulatory recordkeeping are protected from external threats.

Web and Server Infrastructure

Upon selection Empire State Health Solutions will implement/extend a scalable geo-redundant web and SSL encrypted server hosting environment with the maximum uptime required redundancy to support our web, vended applications and active directory/domain infrastructure needs. This infrastructure is currently hosted on a geo-redundant scalable hosting provider with SSL VPN integration to provide a secure, high-availability, disaster-ready environment.

Financial Systems

Conservatively, financial records pertaining to taxation will be retained for seven years to meet the upper limits of IRS guidelines. Records must be kept for as long as they may be needed to support an item of income or deduction on a return.

We anticipate that bank statements will be downloaded from the institution, reconciled against purchasing records, and an electronic copy kept on file for seven years. Paper-based items such as receipts, purchasing orders, etc. will be retained on paper for seven years as required, or scanned into an electronic file storage system in our Microsoft 365 platform such that physical storage space is not required and the files are protected electronically.

Handling of Paper Records

While we anticipate that the majority of operational records will be electronic, it is reasonable to presume that paper records will still be commonplace. For instance, paper purchasing receipts, packing slips, external reports, and manufacturer's safety inserts will need to be retained as well. Paper records can be scanned into a standard PDF format and stored in the Microsoft 365 solution such that storage is long-term and secure. Organized folders with clear labelling in the Office 365 solution offer long-term secure retention in the cloud as well as version control.

When paper records are generated by ESHS, the record should be completed legibly in ink. Changes are recorded by a strike-through line, and initialing the change and date of change. Paper records are stored in a fashion that prevents damage and deterioration, and prevents unauthorized access.

Tax Summary and Record Keeping

Empire State Health Solutions, LLC is pleased to demonstrate our compliance and accountability for required application, registration and remittance in connection with Taxation in the State of New York, including but not limited to the required Excise Tax, any applicable State, County, and City Sales and Use tax, and Unemployment Insurance Tax.

ESHS' Application for Sales Tax Certificate of Authority for doing business in Fulton County was submitted on May 18, 2015. We received confirmation number 2096304 from the NYS Department of Taxation and Finance. In addition to the Fulton County Facility application, ESHS will apply for a Certificate of Authority for each business location, to include all four of our identified Patient Center locations. All locations will operate as one business, therefore when adding the Patient Center locations to our registered sales tax identification number, ESHS will complete Form DTF-17-ATT (Schedule of Business Locations for a Consolidated Filer) and remit to NYS Tax Department per the guidance of Tax Bulletin ST-360 (TB-ST-360) at least 20

days prior to beginning operations at each location. The Certificate of Authority will be received for each location prior to beginning business at each Patient Center location.

ESHS has reviewed the applicable state and local sales and use tax rates for its operations. Publication 718 by the NYS Department of Taxation and Finance which was effective March 1, 2015 published the state tax rates combined with any applicable county and city sales and use tax rates (<http://www.tax.ny.gov/pdf/publications/sales/pub718.pdf>). ESHS will follow these published rates or any subsequent amendments to the rates as published by the NYS Department of Taxation and Finance.

Per Article 20-B of the New York Tax Law under the Compassionate Care Act, medical marijuana is taxed through a 7% Excise Tax which is deposited in the Medical Marijuana Trust Fund. The Excise tax of 7% will be levied on gross receipts from sales of medical marijuana to certified patients or a patient's designated caregiver and paid by ESHS to the Commissioner of Tax and Finance. The Excise Tax will provide for the following returns:

- 22.5% shall be remitted to the County were the medical marijuana was produced;
- 22.5% shall be remitted to the County were the medical marijuana was dispensed;
- 5% shall be remitted to the Office of Alcohol and Substance Abuse Services for prevention, counseling and treatment services; and
- 5% shall be remitted to the Department Criminal Justice Services for a discretionary grant program to state and local law enforcement agencies that demonstrate a need relating to Title V-A of Article 33 of Public Health Law.

Record keeping for sales tax purposes is second nature to ESHS, its officers and affiliates. Our review of Tax Bulletin TB-ST-770 confirms that ESHS is more than adequately positioned to maintain all records, including our Point of Sale system data, required by the Tax Department for the required minimum of five years, and seven years for documents needed by the IRS.

ESHS' affiliate, Minnesota Medical Solutions has experience working with tax specialists within Minnesota's Sales and Use Tax division regarding remittance requirements, exemptions, etc., and ESHS will mirror the MN approach of open and often communication with state and local taxing authorities to ensure compliance. Additionally, ESHS Chief Operating Office Michael Newell has extensive experience operating with the State of New York's required taxation, reporting and remittance guidelines.

Empire State Health Solutions, LLC filed its application for New York State Employer Registration for Unemployment Insurance, Withholding, and Wage Reporting with the NYS Department of Labor on April 29, 2015. According to the Department of Labor, a "New Employer" rate is 4.1%, however due to the new industry and for purposes of our taxation projection, we conservatively used the high-end rate of 9.9% (<https://www.labor.ny.gov/ui/bpta/contribution-rates.shtm>).

As published by Fulton County on April 1, 2015, the town and city tax rates are provided herein as a guidance and understanding of the required tax rates. See <http://www.fultoncountyny.gov/departments/pdf/20150401TaxRateChart.pdf> for further details.

Attachment D, Section 2

Transport and Distribution



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Attachment D Operating Plan

Section 2: Transportation

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Attachment D
Section 3
Dispensing and Sales



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Attachment D

Section 3 Dispensing and Sales

Our Dispensary Team

Staffing the distribution centers with a high quality, well-rounded team of caring healthcare professionals is paramount to establishing a positive patient experience. The ESHS dispensary team consists of physicians, pharmacists, healthcare IT professionals, security staff and pharmacy technicians. Please see attachment J for our complete staffing plan. Our focus is on the optimal patient care experience.

We have already secured five licensed doctors of pharmacy to serve as our dispensing pharmacists and are actively seeking additional resources from the extensive pool of interested candidates. A large number of pharmacists have expressed interest in ESHS positions, so we are confident that we can select exemplary candidates into the future. In the absence of a NY State-based pharmacy technician certification, we will also only hire pharmacy technicians certified through the Pharmacy Technician Certification Board in Baltimore to benchmark the quality of our pharmacy technicians.

The ESHS Patient Experience

The Empire State Health Solutions team, our partner Vireo Health, and its subsidiary Minnesota Medical Solutions are entirely dedicated to optimization of patient outcomes and overall treatment



Figure 1: Rendition of the ESHS Capital District Dispensary in Colonie, NY

experience during times of illness and need. The concept of an overarching “Patient Experience” embodies our company culture: encompassing the quality attention from the moment a plant sprouts to the eventual culmination of delivering a carefully selected cannabis derived medicine to a seriously ill certified patient. Our well-seasoned team of physicians, pharmacists, and established medical cannabis providers bring nearly 100 years

of combined direct patient care experience to our distribution facility operations. Our physician and pharmacist leaders have worked in a variety of clinical practice settings and bring a broad spectrum of experience in developing and executing evidence-based medicine and associated best practices.

In addition to the ESHS pharmacist team, the Vireo Health leadership team has substantial experience in retail pharmaceutical practice, including the development of systems around effective medical cannabis distribution in a system that is very similar to that outlined in New York law. Brooke Gehring, managing partner of Patient’s Choice Medical of Denver and board member of Empire State Health Solutions has extensive, direct experience in the safe distribution of cannabis derived medications and diversion prevention.

The Empire State Health Solutions pharmacists and medical team will use the current best clinical evidence available to develop a dynamic Medication Therapy Monitoring (MTM) program for cannabis derived medicines. The MTM program for cannabis derived medicines will be the clinical center of the Empire State Health Solutions “Patient Experience”. This MTM program will incorporate a broad array of clinical elements and will consider all of the treatment modalities used by the patient, to ensure that the addition of cannabis derived medicines to the patient’s care plan is seamless and effortless.

The Empire State Health Solutions Dispensary Model and Compliance

The ESHS dispensary model is taken from the established Vireo Health System for implementing and operating medically-modelled, patient-focused dispensaries. Dispensaries are clean and organized, with a professional appearance that has the familiar feeling of a medical clinic that will put patients more at ease. Per 10 NYCRR §1004.12(a), the ESHS dispensaries will only be open when a pharmacist with an active New York State pharmacist license, as defined in Article 137 of the Education Law, is on the



Figure 2: Security/Reception Area at the Empire State Health Solutions dispensary

premises, and directly supervising the activity within the facility. At other times, the dispensing facility shall be closed and properly secured.

This level of quality control is well-served by the core pharmacist leader heading up each distribution center team. Much like standard medical clinics, , no food or beverages shall be consumed by certified patients or designated caregivers on the premises of a dispensing facility, unless necessary for medical reasons in compliance with 10 NYCRR §1004.12 (d).

In accordance with the standards of set forth in 10 NYCRR §1004.12 (g), access to the dispensing facility will be firmly restricted. No person, except qualified ESHS employees, will be allowed on the premises of an ESHS dispensing facility without a certified patient or designated caregiver registration card issued by the Department. In the event a person other than the above must come to the dispensing facility, such as for facility maintenance, ESHS will submit a written request and obtain prior approval from DOH as detailed in 10 NYCRR §1004.12 (g) (2). In this instance, ESHS will require a dispensing facility employee to escort and monitor the visitor at all times. Additionally, the visitor information will be stored in an accurately maintained visitor log including the name, date, time, and purpose of the visit. In the event an unforeseen circumstance requires a visitor before prior consent is obtained from the Department, such as a facility maintenance emergency, this shall be recorded in the visitor log and the specific situation upon which access was granted as per 10 NYCRR §1004.12 (g)(2)(ii). Non-employed persons entering the facility will have to pass through a “man trap” at the entrance that is access-controlled. While in this area patients or caregivers will speak through a secure window to our security staff, where they must show proof of certification and identity. If the individual is confirmed as a certified patient or designated caregiver, they will be allowed into the dispensary for further evaluation. The registry card, along with photo ID, is scanned into the Biotrack software for documentation. Biotrack maintains electronic records indefinitely, which meets PHL § 3364 (4) (a) requirement for retention of a copy of the registry identification card for six years.

Once inside, the dispensary patients will be comfortable in the waiting area until they are escorted by a pharmacist or pharmacy technician to a private consultation room (please see the dispensary floor plans in Appendix B, Architectural Plans). After this consultation, state-

approved medication formulations will be dispensed directly to the certified patient or designated caregiver by the licensed pharmacist. In situations where the patient may require more than one single packaged product for a 30-day supply, ESHS pharmacists will ensure that the patient's total dispensed product supply is sourced from no more than two lots as required by 10 NYCRR §1004.12 (j). When dispensing an approved medical cannabis product, a pharmacist will dispense no more than a 30-day supply, and not until a patient has exhausted all but a seven day supply of any previously dispensed medical marijuana product by any of the Registered Organizations in New York as required by 10 NYCRR §1004.12.

In some cases, the patient may also need related items such as vaporizers for medicine delivery, which we can also dispense to certified patients with DOH approval. In accordance with 10 NYCRR § 1004.12 (e), no medical cannabis product shall be dispensed directly to anyone other than a certified patient or designated caregiver. Consumption or vaporization of any medical cannabis product on the premises of the dispensing facility is strictly prohibited as per 10 NYCRR § 1004.12 (c). When a physical demonstration of administration techniques is indicated, such as how to use a demarcated tincture dropper, ESHS will use empty and/or un-medicated tools for coaching. Also in accordance with 10 NYCRR §1004.12(f, 1-3), a maximum of a 30-day supply will be dispensed to the certified patient, and in the case of multiple-dose containers, the dosing information will be carefully explained such that the maximum single dose of 10 mg THC is not exceeded.

Product packaging is designed to protect both the product and the patient. Product packages are sealed at the manufacturing facility to exclude exposure to the elements or contaminants, which also prevents tampering with the product by anyone other than the intended recipient. The seed-to-sale software program Biotrack, described in more detail in the SOP manual, maintains real-time inventory and transportation records which enables visibility into the status of inventory and dispensations to management and State reporting. As per 10 NYCRR §1004.12 (i), all ESHS dispensing facilities shall place the medical cannabis in a plain outer package when dispensing to the patient or designated caregiver.

The following flowsheet depicts at a high level the distribution process for patients.

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Patient Educational Materials

ESHS has already developed physician-directed materials for patient and public education. While in the private consultation room with our pharmacists, significant patient coaching will take place. This includes instruction on device usage, proper dosage and side effects. Please see the pages below for examples of our quality patient educational materials focused on safety and communication. All such material will be fully compliant with 10 NYCRR §1004.16(d), (e), (f), (g), and (h), and shall be submitted to DOH for its approval pursuant to 10 NYCRR §1004.16(i) and (j).



Figure 15: Sample Educational Brochures

“Start Low, Go Slow” Brochure Content

Start Low Go Slow | A First-Time Medical Cannabis Patient's Guide

Start Low Go Slow

Empire State Health Solutions is very concerned about the experience of our patients who are not yet familiar with medical cannabis. The first few times that medical cannabis is utilized can be the most risky regarding unpleasant side effects for patients. Empire State Health Solutions supports the “Start Low, Go Slow” philosophy to minimize these risks. **This means that patients should start with a very low dose and wait a long time at first to wait for the effects to take hold, which is a similar approach to medication safety dosing for many other traditional medications.**



The Empire State Health Solutions pharmacists and dispensary team will work with you to ensure that you have a positive experience and are confident when you leave the dispensary.

Initial Dosing Protocols

Empire State Health Solutions is working vigorously on initial dosing protocols, based upon guidelines in other countries and states with more long-term experience with dosing cannabis products. These systems will help our pharmacist to best instruct you on the best way to use your medicine.

Empire State Health Solutions is also committed to responding to patient and caregiver questions and concerns. Educational materials will be available online to be accessed from home, along with answers to common questions. A 24-hour patient hotline will also be available for emergent needs of patients, parents and the caregivers of patients.

Start Low Go Slow | A First-Time Medical Cannabis Patient's Guide

Delivery Recommendations

There are several approved ways that you can use medical cannabis in New York:

Vaporizer

Vaporizers gently heat medical cannabis oils until they evaporate and can be inhaled. **It is important with your first use that you take a very short “puff” from the vaporizer. You should then wait at least 10 minutes to feel the effects.** At that point you can again take another slightly longer “puff”. It is important to wait for sufficient time after each inhalation to be certain you do not take too much.

Solutions/Tinctures

Solutions and tinctures are medical cannabis liquids that can be placed in the mouth and either swallowed or absorbed in the moist membranes of the mouth itself. **It can take up to 2-3 hours for these medicines to take full effect, so you should wait three hours before taking another dose.** Often, because of the delay to effect, patients do not believe the first dose is working, so they take another. Unfortunately, these doses add up over time, and the patient becomes over-medicated and has a higher risk of side-effect.

Pills/Tablets/Capsules

These types of medicine, like the liquids, take a long time to enter your system and take effect. They also last for a long time. **You should wait at least 3 hours before taking another dose as a general rule.**

Be Safe & Sensible.

When using any sort of medicine that could have effects on your mental clarity, it is best to take great caution before driving or performing other complex tasks that could be dangerous.

“Start Low and Go Slow” when it comes to how much medicine you take, and see how the medicine affects you. Especially at first, dose your medications in a safe place with responsible adults present. Talk to your doctor and your dispensary pharmacist about questions.

When in doubt—ASK.



The ESHS Spectrum Brochure:

Our Formulary Spectrum

Cannabis can have a variety of effects on each individual patient, so at Empire State Health Solutions we believe in careful counseling and preparation for cannabis-naïve patients. Our medications will contain a consistent and predictable amount of one, or both, of the two most common active ingredients in cannabis, THC and CBD. Together, these chemicals have greater effect than if administered alone, in fact, CBD ameliorates many of the side effects commonly experienced by users of THC. In our spectrum of cannabis derivatives, a small CBD percentage will be incorporated into the THC-dominant products to minimize side effects.



THC = Δ9-tetrahydrocannabinol
 This chemical produces the mental effects of cannabis, commonly referred to as "high". In the past, THC was the most desired chemical within the cannabis plant, and strains have been bred to maximize THC content ranging from 4-35%.

CBD = cannabidiol
 This compound produces medicinal effects without psychoactivity. Historically, this less-desired chemical was nearly nonexistent within popular cannabis strains, but more recently its medical potential has brought CBD to the forefront of cannabis research.



Which Products are Right for Which Patients?

As with most medications, understanding the patient's underlying condition and other needs will help Empire State Health Solutions recommend the best product for each individual patient. For instance, THC-predominate products are most often used for chemotherapy-related nausea and vomiting, but high-CBD products are most often used for epilepsy.

THC Dominant Products that are predominantly THC, with a small component of CBD to reduce side effects. While very potent THC preparations are available, side effects are dose-related and by limiting the maximum percentage of THC in our products, we aim to minimize the risks of side effect and inadvertent over-medication.



Balanced THC:CBD Using a balance of THC and CBD may give the patient the best of both worlds. A balanced ratio is currently used in a number of pharmaceutical products and has demonstrated benefits for many patients worldwide.



CBD Dominant Recently, demand for CBD-dominant products have skyrocketed after recent research has shown the diverse range of medical benefits this chemical offers for inflammatory conditions and epilepsy. One of the primary advantages is that CBD is not psychoactive, so patients can use their medication without fear of mental limitations or other side effects. Our CBD formulations may exceed a 20:1 CBD/THC ratio.



Other Cannabinoids There are many other chemicals present in cannabis that are meaningful from a medical standpoint. The Empire State Health Solutions spectrum will be expanded over the coming months and years to include CBN, CBC, CBG and many others. These formulations will simply be represented by another color on the spectrum. As Empire State Health Solutions offerings increase, additional identifiers will be added to the color system.

The Introduction to Medical Cannabis in New York Brochure:

What Kind and How Much Medical Marijuana Can a Certified Patient Obtain?

- All allowable forms (e.g., extracts, tinctures, oils, edibles) of medical marijuana, including methods of consumption and strain, variety, and strength, are determined by the Commissioner and must be approved by the Commissioner before they can be sold.
 - Smoking as a method of consumption of the only form not left to the Commissioner and specifically excluded from 'certified medical use' in the statute.
- No patients or caregiver can legally possess more than a 30 day supply as determined by the practitioner and consistent with any DOH regulations.
- Patients can get a refill of their medical marijuana can refill during the last 7 days of their 30 day supply.
- Medical marijuana must be kept in its original packaging.
- Medical marijuana cannot be consumed in a public place.

When will the Program Be Up and Running?

- DOH must begin issuing patient ID cards* as soon as practicable*
- Patient registry ID cards and registered organization licenses shall be issued or become effective no later than 18 months from the effective date of the law or until such time that Commissioner and Superintendent of Police certify that the program can be implemented in accordance with public health and safety interests, whichever comes later.
- Governor may immediately terminate all RO licenses if there is a finding that there is a risk to public health or safety.
- The law expires in seven years unless renewed by the legislature

An Introduction to Medical Cannabis in New York



Information gathered from:

<http://www.compassionatecareny.org/medical-marijuana/>



An Introduction to Medical Cannabis in New York

The Facts

Under New York's new medical marijuana law, a patient who has been certified by a healthcare provider to use medical marijuana will register with the New York State Department of Health and receive a patient identification card. Specially approved organizations — such as hospitals or community health centers — will dispense the medical marijuana to registered patients, under DOH supervision.

How Do Patients Qualify to Be Part of the Program?

- Must be resident of NY or is being treated in NY
- Must be being treated in NY for the condition for which you are seeking medical marijuana.
- Must be certified by a NY physician who has registered with DOH to recommend medical marijuana (means that the doctor has completed a 2-4 hour training course and filed paperwork with the DOH).
- Must be under that doctor's care for the condition for which you are seeking medical marijuana.
- Your doctor must believe and be willing to certify that you will receive some therapeutic or palliative benefit from medical marijuana.
- Must have a "serious condition" as defined by the law.
- Must obtain a registry identification card from the Department of Health (DOH) and carry their patient registry card at all times that they are in possession of medical marijuana.

Be Safe & Sensible.

When using any sort of medicine that could have effects on your mental dexterity, it is best to take great caution before driving or performing other complex tasks that could be dangerous.

"Start Low and Go Slow" when it comes to how much medicine you take, and see how the medicine affects you. Especially at first, dose your medications in a safe place with responsible adults present. Talk to your doctor and your dispensary pharmacist about questions.

When in doubt—ASK.

An Introduction to Medical Cannabis in New York

What Medical Conditions Make a Patient Eligible for Medical Marijuana in New York?

- A serious condition is defined as "having one of the following severe debilitating or life-threatening conditions: cancer, positive status for human immunodeficiency virus or acquired immune deficiency syndrome, amyotrophic lateral sclerosis, Parkinson's disease, multiple sclerosis, damage to the nervous tissue of the spinal cord with objective neurological indication of intractable spasticity, epilepsy, inflammatory bowel disease, neuropathies, Huntington's disease, or as added by the commissioner; and (ii) any of the following conditions where it is clinically associated with, or a complication of, a condition under this paragraph or its treatment: cachexia or wasting syndrome; severe or chronic pain; severe nausea; seizures; severe or persistent muscle spasms; or such conditions as are added by the commissioner".
- Conditions that must be considered by the Commissioner for inclusion in 18 months: Alzheimer's, muscular dystrophy, dystonia, post-traumatic stress disorder and rheumatoid arthritis.
- Any other condition can be added by the Commissioner at any time.

What's the Process for a Patient to Become Certified to Receive Medical Marijuana Under the Program?

- Patients apply to DOH to become a certified patient.
- The application (which DOH will develop) must include:
 - Name / Date of birth / Photo
 - Doctor's certification, which includes a statement that patient has a serious condition and is under doctor's care for that condition
 - Dates for which the certification is valid
 - Name, address, Federal registration number, phone number and original signature of practitioner
- Certification expires after one year from the date the doctor signs it, or the doctor can specify an earlier termination date.
- If the patient is terminally ill (as certified by their doctor), the registration doesn't expire until patient's death.
- If the patient is under 21, a parent or legal guardian can make the application as the designated caregiver.
- Patients must pay \$50 fee which can be reduced or waived if s/he is experiencing financial hardship.
- If the application is approved, DOH will issue the patient's registry card that will include any limitations regarding forms or dosage made by the certifying doctor.

The New York CannaCare House Brochure:



Community Involvement

New York CannaCare is the Empire State Health Solutions non-profit sister organization through which we will do everything we can to help our community and patients. Empire State Health Solutions will contribute a large amount each year to New York CannaCare to improve the lives of our patients and communities. Some of these funds will be used to decrease the costs of medicines for patients. Additional programs will include community outreach and education, patient assistance programs and the New York CannaCare House.



New York CannaCare House

Temporary Housing Solutions for Medical Cannabis Patients and Their Families

New York CannaCare will start the New York CannaCare House as soon as it is financially feasible. This will consist of homes for parents that would like to obtain New York residency in order to trial our medications for their children with severe seizure disorders. If the child responds to the medicines, the family can then seek more permanent living arrangements in New York to continue treatment.

Join Us.

New York CannaCare will actively reach out to the other manufacturers in New York to join our cause and improve the lives of our patients and community.

Patient Web Experience and Accessibility

Patient accessibility, education and feedback are critical components of success at Empire State Health Solutions. We recognize this and will develop a Web and Mobile experience for our patients. The Empire State Health Solutions website will be a robust public website for our current and prospective patients to highlight education and relevant information such as our patient experience focus, services, hours and location information. In addition, we will develop a secure authenticated Patient Portal for our patients to manage their medication and care experience. This authenticated portal will be built as part of our existing clinical development partnership we have created with our BioTrackTHC software provider.

The website and Patient Portal will initially be developed with the following features:

- Data Privacy and Security-Focused
- Accessible, Web Browser, Tablet and Mobile Enabled
- Extensible, Developed to Support Future Needs and Features.
- Patient Medication History
- Patient Registration Forms
- Patient Medication Refill Application
- Patient Feedback Application
- Patient Research Application
- Patient Education materials

Patient Support Services and Feedback Solutions

Empire State Health Solutions will provide thoughtful, convenient and cost-effective patient support services. Our Patient Experience will redefine the industry standard. ESHS will focus on the development of disease- and patient-specific treatment plans that will be fine-tuned as we collect additional data from patients and medical research. ESHS will leverage patient feedback and a Patient Advisory Board to help explore new opportunities and treatment programs for patients. We are very interested in partnering with the state of New York to help develop convenient and effective patient feedback tools that have the capability to collect data throughout the state. It is a top priority for ESHS to work diligently with the state to make the data collection

a success, as this information will be used to improve patient care throughout New York and eventually nation-wide.

[The ESHS Patient Feedback Mobile Application and In-Dispensary Feedback Kiosks](#)

As a patient-centric organization, Empire State Health Solutions recognizes the importance and benefits of working closely with patients to manage the efficacy and quality of medicine and to enhance the patient experience. ESHS understands the need to provide patients and caregivers with an easy means to provide feedback regarding the effectiveness of treatment. ESHS is developing a secure patient feedback mobile application as well as feedback kiosks that will be present in our dispensaries. Patients will be able to provide feedback about their medication, dosage rates, overall experience, etc. through the mobile app or at the kiosk on site in the dispensary. Patient feedback will provide ESHS with an understanding of products and services from the patient's perspective, which will allow us to refine products, services, processes or any other area of opportunity to enhance patient experience and outcomes. ESHS's "patient navigators" in our distribution facilities will also solicit patient feedback when appropriate, and we may require some feedback during the first few visits or annually for quality control purposes.

Empire State Health Solutions will implement a robust patient research and feedback solution to manage and enhance patient experience and results. ESHS benefits from an experienced, healthcare-specific IT team. This talented pool of healthcare technology experts will lead to the best solutions for New York's patients, focusing on accessibility, convenience and privacy. ESHS hopes to transform data collection in the medical cannabis industry and make New York a pioneer in medical cannabis data collection that leads to meaningful publications. The ESHS clinical feedback solution will be developed with enterprise class information technology solutions. The research and feedback applications will be easily accessible to our patients and engineered to be flexible, secure and confidential.

The ESHS feedback system will be developed with the following capabilities:

- *Condition-specific feedback questions:* (such as epilepsy, HIV/AIDS, or inflammatory bowel disease) focused on symptoms and signs related to a particular ailment. Our feedback questions will consist of both condition-specific questions and a broader set of quality of life questions relevant to all patients.

- *Subjective patient experience feedback:* intended to improve the patient experience and general satisfaction
- *Accessibility:* Web browser, tablet and mobile-enabled with responsive design to enable patient adoption as well as additional accessibility within our distribution facilities, including paper forms for patients without internet access
- *Event-driven feedback:* Patient feedback will be targeted and triggered by business and patient interaction events
- *Research enabled:* ESHS will utilize the response data to perform analyses to improve the medical efficacy and methods of distribution of the medical cannabis for different medical conditions.
- *Expandable:* Developed to support future needs and reporting requirements.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Call Center and Adverse Events

In addition to a toll-free number for patients and our SafetyCall solutions below, ESHS will have a call center that is staffed during business hours for patient feedback, questions and to assist patients with the medication procurement process. This call center will be staffed by multiple different levels of staff and will include pharmacy technicians.

In Minnesota, ESHS has partnered with SafetyCall International PLLC (SafetyCall) to assist in the implementation of standard of care, post market surveillance services associated with the sale, distribution, and use of medical cannabis produced and distributed. This process has already started with our sister organization in Minnesota, which would accelerate implementation in New York if allowed by the Department. Initially, patients contact the ESHS toll-free number to speak to one of our trained staff members. If the call should be triaged to adverse event reporting, then ESHS will involve the services of SafetyCall. We do believe that utilizing an unbiased third-party to log possible adverse events is in the interests of patient safety, and will pursue this as an option in New York if allowed by DOH. ESHS also aspires to work with the State and the other medical cannabis producers in the state to develop and staff a 24-hour hotline for patients. We believe it would be helpful to centralize this call service to answer any questions patients may have with a single touch point for all medical cannabis patients in the state; this is likely the most cost-effective and convenient solution for patients.

Please see the supplement "ESH S Safety Call Joint Statement" at the end of this attachment.

Patient, Caregiver and Parent Diversion

It will be a primary responsibility of every Empire State Health Solutions provider and distribution facility employee to safeguard their communities from the risks posed by the intentional diversion of medical cannabis. Our providers and staff also are bound by another primary duty to compassionately serve the health care needs of our patients. It is our mission to successfully balance these two demands.

The distribution facility staff of Empire State Health Solutions will naturally develop a professional, supportive rapport with their patients, patients' families, and patients' caregivers. It will be incumbent upon the Empire State Health Solutions distribution facility staff to know their patients, the conditions that require the patient to seek cannabis derived medicines, and the typical

patient dose requirements. Based on our well-researched and expertly developed dose recommendation protocols, our providers will maintain oversight of the supply of medication that is distributed to our patients, never exceeding a 30-day supply.

When a patient requests a supply of medication that exceeds these 30-day quantity limitation thresholds, our staff will remind the patient of the statutory constraints, but will also probe the patient's medication usage history, in addition to the patient's symptom reporting history. If it is determined that a patient needs larger individual doses to treat his/her condition, the total daily dose can be cautiously adjusted upwards to palliate symptoms, but within the upper bounds of individual doses and monthly supply limits in New York.

If patients verbally express the desire to obtain larger quantity of medication to provide medication to individuals other than themselves, the Empire State Health Solutions staff will again remind the patient of the state laws and rules regarding the intentional diversion of cannabis derived medicines. A notation will be placed in the patient's profile that alerts staff to the expressed desire to obtain excessive supply, and the staff can react accordingly, but professionally and compassionately, to similar requests in the future.

Additional functionality available within the distribution facility's BioTrackTHC software will allow the Empire State Health Solutions providers to place additional limitations of the quantity of medication, and the types of medications, that a patient may purchase at a single time or cumulatively over a period of time. The distribution facility management, as an unfortunate last course of action, can also sever relationships with a patient who has consistently demonstrated inappropriate behavior.

Diversion Prevention

The pharmacist leaders in Empire State Health Solutions have extensive experience monitoring, maintaining, and auditing a 'traditional' controlled-substance inventory in a retail setting which translates into inventory control and diversion prevention familiarity at the dispensary. Nearly every institutional and retail based pharmacy in the state has an inventory of valuable, potent, and tightly controlled medications. It is a primary duty of a pharmacist to ensure these controlled-substances are stored securely and distributed appropriately to prevent misuse, abuse, and

diversion. The Empire State Health Solutions pharmacists are determined and dedicated to exceeding the established best practices in the pharmacy industry regarding the stringent management of cannabis derived medication inventory.

As clinicians, and responsible members of our neighborhoods and communities, we realize the critical importance of preventing and identifying diversion of any type.

The Empire State Health Solutions pharmacists and director of security will work collaboratively to execute the distribution facility security plan.

Empire State Health Solutions dispensaries will store medicated inventory in securely locked cabinets and safes. This locked storage will be kept in areas of the distribution facility that are inaccessible to patients and non-employees. Access points to secure sections of the distribution facility will include signage stating: ***“PERSONS UNDER 21 YEARS OF AGE NOT PERMITTED ON THESE PREMISES”*** and at each entrance in a conspicuous area the following signage ***“THESE PREMISES ARE UNDER CONSTANT VIDEO SURVEILLANCE.”***

All areas in which cannabis derived medications are handled will be under video camera surveillance at all times. This includes all areas involved in transfer of medications into the distribution facility, as well as medication storage areas.

The distribution facility will only stock a limited supply of medication, based on forecasted sales. The bulk of Empire State Health Solutions inventory will be stored in the production facility. A very limited supply of inventory will be transferred from the locked storage to be kept under direct staff supervision in the secure area of the distribution facility used to compile and prepare active orders.

We do not intend to have medicated products in our patient area, except for active orders of products that are prepared and packaged for final distribution. We will stock any consultation rooms and any product display cases with inert/un-medicated representations of our products and empty devices. Our patients will be able to browse a digital catalog of our product line, either online or by using one of the informational kiosks at our dispensaries. Our patients will not have physical access to any of our medicated inventory.

Dispensary Staff Training

All Empire State Health Solutions distribution facility employees will receive comprehensive training prior to beginning work within the facility. It is the responsibility of the distribution facility managers to ensure training has taken place for all team members prior to commencing work within the distribution facility. All distribution facility staff will be required to go through our training course with Vireo Health. Vireo Health has developed a medicine, science and patient-service based training system using an online Learning Management System. Empire State Health Solutions will utilize multiple training and educational materials and methods to aid in the training process as well as hands-on training at facility locations from experienced distribution facility professionals. Development checklists will be utilized for the purpose of tracking each individual employee's training and progress.

All distribution facility team members will be provided with extensive training on all functions of distribution center operations as outlined in Attachment J. This will include training in all applicable laws and regulations; security procedures and safety protocol; point of sale (POS) software (BioTrack) training; inventory management; patient advocacy training; security measures and controls applying to inventory for the prevention of diversion, theft or loss of cannabis; procedures for responding to an emergency; all state and federal statutes and regulations regarding confidentiality of information related to the medical use of cannabis; and all state regulations regarding retail medical cannabis operations.

Adhering to all state, local, and company specific regulations is of utmost importance to create an end product with the highest efficacy for patients. Patient confidentiality policies will be in place to ensure patient information is secured at all times. All distribution facility team members will be required to have a general knowledge of all applicable laws and regulations dealing with the retail distribution of medical cannabis. This includes but is not limited to: proper identification of registered patients through the electronic verification system, allowed patient quantities of medical cannabis to be purchased, on-site consumption laws, hours of operation, etc.

All new regulations shall be implemented with the exact date they become effective. Training and testing of new regulatory measures shall take place before the effective date in order to ensure that

all team members attain a complete understanding of such measures and can fully and accurately implement new regulations on the effective date.

All team members will be adequately trained on the point-of-sale (POS) system (BioTrackTHC). Training on the POS system will include how to input properly new inventory items as well as how to take items out of the system; how to input patient records into the system; making a sale and sales entries; end-of-day procedures and cash balancing, etc. Properly training distribution facility employees on the BioTrackTHC POS system will be critical for inventory management and accurate accounting. The POS system will prove vital for proper recordkeeping for the state required seed-to-sale tracking of all cannabis based medicine. Biotrack maintains electronic records indefinitely, meeting PHL § 3364 (4) (a) for retention of a copy of the receipt for six years.

Patients are the core purpose for the medical cannabis industry and therefore proper patient advocacy training is essential in order to have a successful medical cannabis retail operation. Patient confidentiality is of utmost importance; any and all patient information is confidential and is to remain on secure servers. Any unauthorized release of patient information will be grounds for immediate job termination. As a team of healthcare professionals, HIPAA compliance and systems are second nature to our team.

Company leadership and distribution facility management will offer educational clinics on subjects within the organization to keep all employees current on legal issues, compliance, new innovations, personal and professional development, and other necessary and relevant interests.

Dispensary Error Prevention and Quality Control

ESHS dispensary staff are hired and trained not only because of technical qualifications and licensing requirements, but a commitment to patient care. Part of this dedication involves preventing and correcting any possible errors in dispensing medications to patients. Through training and technical means, we will apply national medication error prevention standards to all points in the dispensing process. The following content is mirrored in Attachment D, Section 7, Quality Control.

Identification of the patient

Firstly upon presentation to the dispensing facility, the certified patient is identified through a state-issued identification card such as a driver's license, and an image of the card is captured in the Biotrack system. By comparing the patient's stated name, identification photo, and registry number, we can verify the patient's identity through multiple points. Verification of the presenting person's identity and state registry card prevents distributing product to unauthorized individuals. As to designated caregivers, dispensary personnel will also verify that he/she possesses a valid, current, registry identification card, and that he/she is provided with approved medical marijuana products only for certified patients for which he/she has been delegated.

Written Information

Final packaging dispensed with the product will include written safety information, including the DOH medication safety insert.

Data Entry and Dispensing

Dispensing of product will require double checks to verify the patient's identification, registry information, and that the product form and dosage level meets the patient's needs.

Any information from patients indicating that they received product that did not match the description on the label either in quality, quantity or type, or any other complaint from a patient, caregiver, physician, or state official will immediately trigger a Corrective Action Investigation, which includes mandatory reporting to the DOH within 24 hours.

Identification of Condition and Other Medical Issues

Because the approved medical marijuana product is indicated for seriously ill New Yorkers, it is likely that the patient will have other medical conditions and other medications. At every visit, ESHS staff will review and update the patient's medical record with home medications and other possible medical updates such as pregnancy/breastfeeding or changes in the underlying medical condition. Keeping the record updated can prevent serious dispensing errors such as dispensing medication to a person with a contraindication.

Patient Dosing

All initial visits require consultation with a pharmacist. Along with the aforementioned medical background information, Empire State Health Solutions medical staff have developed a dosing algorithm to assist the pharmacist in verifying the recommendations made by the certifying

practitioner. As with commonly used pharmaceuticals, any deviation from commonplace dosing may trigger a phone call to the certifying practitioner to confirm the intended recommendations for formulation, route, frequency, quantity, etc. Patient will be advised on the “start low, go slow” approach and will review safety usage information with the pharmacist.

Dose Adjustment

Patients seeking dosage or product adjustments will be interviewed as to the reasons for the adjustment request, such as side effects or inadequate duration, and the responses evaluated in the Vireo Health Next Steps dosing algorithm.

In all cases, the patient will receive reinforcement of proper medication administration technique and additional educational materials as required. A pharmacist is available during business hours to address additional questions. Additionally, the medical director is available as a point of escalation if more difficult questions arise.

Picking and Packing

The manufacturing process supplies prepackaged, sealed products with known quantities of product, which eliminates human errors regarding counting pills and measurement of liquids.

Selection of Product to be Dispensed

Products are clearly labelled and color-coded at the manufacturing facility, which enables the dispensing staff person to easily visually identify which stocked product to pull from the shelf. Additionally, a bar code is affixed to every product. At the time of dispensation, the BioTrack software clearly displays the patient’s demographics on the screen, which can be compared to the patient’s identification card. When the product barcode is scanned, the product specifics appear on the screen for final real-time verification of the patient’s identity and the product.

Dispensing Correct Product to the Patient

Upon determination that a particular product is to be dispensed for a patient, an additional label containing the necessary patient-specific information will be printed. This label is verified by the patient for accuracy. ESHS personnel will select the appropriate product from the shelf, affix the patient-specific label, then scan the product barcode as the product is being dispensed to the patient. BioTrack then documents that the product has been dispensed, and it is removed from

inventory. The patient and product information will be verified by a second ESHS employee prior to delivering the product to a patient.

Product Administration

Patients and families often experience confusion with regards to how medications are to be used. In addition to the product labelling that indicates the method of administration and warnings as specified in 10 NYCRR §1004.11 (k)(1- 9), ESHS trained pharmacists will carefully explain and demonstrate how to take the medication appropriately. DOH-approved package inserts will reinforce this information for the patient to review at home, as well as educational pamphlets and our website. Thorough education of patients and families will not only facilitate identification of possible errors, but prevent adverse events related to misunderstanding of dosage or routing.

Product Packaging and Labelling

Often, medication errors are related to look-alike, sound-alike medication names. Using a simple color spectrum that differentiates product formulation based on color will avoid patient confusion related to unfamiliar but similarly spelled cannabinoid names. Further, the color coding is not only applied to the package, but the product itself. This enables easy visual correlation between a red-colored bottle and a red-colored capsule for instance. Over time, a patient can also identify that his/her formulation has is stable or has changed because the product has a recognizable appearance. Child-proof packaging and tamper-evident sealing of the products during manufacturing prevents adulteration of the product or ingestion by someone other than the patient without detection.

Error Reporting

Despite due diligence, unfortunately human errors may still occur. If an error is identified on our end, staff are trained to report the error immediately to a supervisor. Patients could report errors via multiple means of communication. Each error will be recorded in a central log periodically reviewed to detect possible patterns that only become apparent over time. Depending upon the magnitude of the error, additional escalation to medical directorship may be required to ensure that proper corrective action is taken. At a minimum, the affected patient(s) will be contacted via phone and/or email by management as soon as the error is reported. Some errors may require additional root cause investigation, such as seal failure, misprinted labels or other issues that

could be representative of a larger safety issue. Management will review these reports carefully, and initiate the recall process when appropriate as indicated in Attachment D Section 8.

Inventory Management

BioTrackTHC: Empire State Health Solutions will utilize BioTrackTHC™ software programs and associated hardware devices for inventory management, sales procedures, seed-to-sale tracking and other related operating functions.

BioTrackTHC™ provides effective cutting-edge technology solutions for the emerging legal cannabis industry that (1) prevents product theft; (2) assists business owners with running their cultivating, packaging, and retail operations more profitably and to better comply with the law; (3) all without leaving sensitive business and consumer data vulnerable in the cloud. Specifically, BioTrackTHC™ is the industry's only true seed-to-sale software system with enterprise resource planning, complete inventory tracking, point-of-sale, marketing, financial reporting and regulatory compliance features. And because it is a server based system with advanced security features, no one, not even the BioTrackTHC™ team can access business or consumer information without permission. Please see the associated BioTrack attachment.

Patient Substance Abuse Prevention and Screening

ESHS will be proactive in recognizing and preventing substance abuse in our patient population. Brochures and educational information on substance abuse, including a list of local sources to seek help, will be readily available and displayed prominently at all dispensing facilities. In the event that, based on data collected or observation, a potential substance abuse problem is identified, the patient will be notified and provided with a list of local providers for patient assistance, drug and alcohol treatment, and family services that patients may independently access. It is at the distribution facility agent's discretion the extent to which they will provide additional assessment, evaluation, counseling, and/or referral for treatment.

Empire State Health Solutions will assure that our patients receive appropriate services and products to assist them in achieving their optimum level of health. The incidence of substance abuse problems in the adult general population of citizens in New York is high in comparison to many other states. We recognize that our patients, because they come to us with serious conditions that cause distress, may demonstrate an increased likelihood of difficulties associated with the use of alcohol or other drugs. It is important to identify those with addiction disorders quickly, and refer them to health assessments and associated care if needed.

Identification and Screening

All New York Medical Solution patients may be screened for addiction as follows:

- During initial evaluation
- Annually
- Upon request by the patient or caregiver
- Reasonable suspicion by a staff member

Addiction screening is a sensitive matter, and ESHS intends to use a standardized tool such as the Triage Assessment for Addictive Disorders-5 (TAAD-5). We understand that this is a time-intensive process that may interfere with timely care of other patients, so this may require modification moving forward. ESHS will formulate a more concise, limited screening tool for initial visits and annual screening.

TAAD - 5™
Triage Assessment for Addictive Disorders - 5
Norman G. Hellmann, Ph.D.

Name: _____ Date: _____ Interviewer: _____

ID #: _____ Age: _____ (1) Male (2) Female

Ethnic Background (check one): (1) Asian (2) African-American (3) Hispanic
(4) Native American (5) White / Caucasian (6) Brown Other

Highest Grade Completed (circle): 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16+

Darken the circle indicating the respondent's best answer to each question. Each question should be asked with regard to the past 12 months.

| | |
|--|--|
| <p>1. In general, how often do you drink?</p> <p><input type="radio"/> Daily</p> <p><input type="radio"/> 4 to 6 days per week</p> <p><input type="radio"/> 2 to 3 days per week</p> <p><input type="radio"/> About once a week</p> <p><input type="radio"/> At least 12 times a year</p> <p><input type="radio"/> Less often</p> <p><input type="radio"/> Never (Go to # 3)</p> <p>2a. During the past 12 months, did you ever drink at least a fifth of liquor in one day? (That would be 20 mixed drinks, three bottles of wine, or three packs of beer.)</p> <p><input type="radio"/> No</p> <p><input type="radio"/> Yes</p> <p>2b. When you drink, how many drinks do you usually have?</p> <p><input type="radio"/> 7 or more</p> <p><input type="radio"/> 5 or 6</p> <p><input type="radio"/> 3 or 4</p> <p><input type="radio"/> 1 or 2</p> <p>2c. Can you drink _____ without feeling the effects that you once did?</p> <p><input type="radio"/> No</p> <p><input type="radio"/> Yes</p> <p>3. How often do you use other drugs?</p> <p><input type="radio"/> Daily</p> <p><input type="radio"/> 4 to 6 days per week</p> <p><input type="radio"/> 2 to 3 days per week</p> <p><input type="radio"/> About once a week</p> <p><input type="radio"/> At least 12 times a year</p> <p><input type="radio"/> Less often</p> <p><input type="radio"/> Never (Go to # 5)</p> | <p>4. Do you need larger amounts of _____ to get high than you once did?</p> <p><input type="radio"/> No</p> <p><input type="radio"/> Yes</p> <p>5. During the past 12 months, have you frequently used _____ drugs to relieve emotional discomfort, such as stress, anxiety, or boredom?</p> <p><input type="radio"/> No</p> <p><input type="radio"/> Yes (alcohol only)</p> <p><input type="radio"/> Yes (drugs only)</p> <p><input type="radio"/> Yes (both alcohol and drugs)</p> <p>6. Do you frequently find yourself thinking about drinking/getting high?</p> <p><input type="radio"/> No</p> <p><input type="radio"/> Yes (alcohol only)</p> <p><input type="radio"/> Yes (drugs only)</p> <p><input type="radio"/> Yes (both alcohol and drugs)</p> <p>7a. Have you occasionally had more to drink than you intended?</p> <p><input type="radio"/> No (Go to # 8)</p> <p><input type="radio"/> Yes</p> <p>7b. How often would you say this happens?</p> <p><input type="radio"/> Once a day</p> <p><input type="radio"/> Several times a week</p> <p><input type="radio"/> Several times a month</p> <p><input type="radio"/> Several times a year</p> <p>8. During the past 12 months, have you set rules to limit your drinking or drug use that you failed to follow?</p> <p><input type="radio"/> No</p> <p><input type="radio"/> Yes (alcohol only)</p> <p><input type="radio"/> Yes (drugs only)</p> <p><input type="radio"/> Yes (both alcohol and drugs)</p> |
|--|--|

PREVIEW COPY

The TAAD-5 is a brief structured interview designed to identify current alcohol and drug problems. This 10-minute assessment tool covers all DSM-5 criteria for substance use disorders and offers high internal reliability. The TAAD-5 produces alcohol- and drug-use disorder profiles similar to those of more time-intensive instruments.

A technician or paraprofessional can administer the TAAD-5 for interpretation by a qualified professional. A scoring summary is incorporated into each instrument and can be completed in 2-3 minutes. This tool is applicable to situations requiring fast, initial identification of a possible substance use disorder.

Results and Referral

- Offers a quick assessment of current substance use disorder criteria.
- Provides support for substance use disorder diagnoses in minutes.
- Documents negative findings for those individuals who do not see problems.

By addressing possible addiction issues proactively, ESHS can offer patients additional assistance through referral to a licensed counselor (LADC) or other local community resources for an assessment and development of treatment plan if necessary.

Coordination with Treatment Resources

Forging cooperative relationships with community resources will help ESHS refer patients appropriately after potential issues arise. We will instate discussion forums and an advisory board for local health resources to communicate with ESHS. Example members are Employee Assistance professionals, County Substance abuse staff, and other reputable resources in New York.

Financial Assistance and Charity Plans

Compassionate Need Plan

ESHS has put substantial resources and thought into its Compassionate Needs Plan to ensure access for low-income patients. See Attachment D, Section 6 for further details. All pricing is subject to DOH approval. There are several key components to the plan:

- A sliding scale payment system based on mainstream medical Sliding Fee Discount Schedule (SFDS) for those on medical assistance
- Evaluation of the SFDS on an annual basis to ensure patient access and financial sustainability
- Governing Board approval of policies and procedures related to the SFDS
- New York CannaCare contributions and donations
- Influence of NY State pricing recommendations

ESHS stands behind simple, fair and socially responsible methods, which emphasize our goal to promote affordable access to our cannabis derived medicines for ESHS's lower income patient base, while at the same time providing fiscally sustainable operating budget for business sustainability. The SFDS allows adjustments to patient medications costs based on a low-income patient's ability to pay. The patient payment is based on an individual's family size and income expressed in terms of federal poverty guidelines and whether or not the patient is on medical assistance. ESHS will rely upon the Census Bureau's definition of a family and family income when computing federal poverty level guidelines.

ESHS anticipates approximately 50% of patients eligible for cannabis derived medicine in New York will be eligible for reduced fees and likely fit into the ESHS SFDS. With DOH approval, the ESHS SFDS will be based on the lowest price point of production cost plus 10%. An artificially low price point may lead to impetus for diversion of these medicines to be resold illicitly for profit. The anticipated ESHS average price point may be slightly above the national standard prices for top-quality cannabis extracts and due to the increased cost of production in a new, smaller market such as New York and the increased cost of quality controls and manufacturing practices that ESHS will bear.

The ESHS SFDS strategy: Initially the ESHS will simply be binary. If the patient qualifies for medical assistance, they will be eligible for a 25% price reduction for the medications.

A patient must fill out an application in order to participate in the Compassionate Needs Program which will require proof of eligibility or enrollment in Medicaid or other state funded medical assistance programs. The application will also consider catastrophic circumstances such as death, disability, divorce, bankruptcy, etc. ESHS staff will be specially trained to ensure the patient understands the corresponding price after applying the sliding fee schedule. All information will be confidential.

To ensure an effective, accurate and fair program, ESHS will re-evaluate the SFDS on a case-by-case basis annually. Specifically, ESHS will evaluate:

- The eligibility of individual patients for the SFDS plan relative to total patients;
- The ease of use of the SFDS for both consumers and providers (i.e. number of income “tiers”);
- The amount of “bad debt” attributed to the SFDS consumer base; and
- The impact of the SFDS related to the general business operations (i.e., the financial sustainability of the SFDS). ESHS reserves the right to modify these rates accordingly if not sustainable at the stated rates or if profits allow ESHS to pass more savings to other patients in need.
- ESHS will establish a local patient, parent, and caregiver advisory committee and will take their input into consideration when modifying the SFDS.

New York Compassionate Collaborative Care Referral Network

Empire State Health Solutions supports a patient’s decision to seek a holistic approach to treating the complex and multifaceted symptoms of their underlying conditions. ESHS will seek to establish a network of complementary care providers that are experts in treating a variety of qualifying conditions.

We will partner with members of the New York Collaborative Care Referral Network to advocate for patients’ rights, foster research that alleviates patient suffering, host fund-raising and community awareness events, and work to eliminate barriers to care in underserved regions of New York.

We will actively collaborate with providers of alternative health services such as acupuncture and therapeutic massage. Empire State Health Solutions will screen prospective members of the New York Collaborative Care Referral Network for recognized expertise in their designated fields. We will also invite members the network to contribute to the development of the patient education materials related to complementary care. These materials will be distributed to our patients as part of a well-rounded patient education package.

New York CannaCare

Empire State Health Solutions is building a nonprofit organization, New York CannaCare, which will be dedicated to aggressively seeking out public and private funds to reduce patient costs, fund research, and generally improve the lives of medical cannabis patients in New York. After achieving profitability, ESHS will donate 3% of its net profits to New York CannaCare on an annual basis. These funds will be used to offset the overall costs of cannabis derived medication treatment.

The ESHS Cannacare House is planned when adequate funds become available. Families, particularly those traveling with ill children or family members, can find that transportation and temporary housing costs are unaffordable. The Cannacare House can alleviate this burden on suffering families.

Health Equity and Patient Access

Health equity is an important goal for Empire State Health Solutions as it is integral to health care services. Our physician and healthcare provider team members are very aware of how difficult it can be for some communities of color and underserved populations to access healthcare services in a culturally equivalent fashion. In addition, underserved communities also face geographic and economic barriers to care that contribute to health disparities. Cultural communities in New York suffer from some of the greatest healthcare disparities regarding many of the diseases the medical cannabis program will serve.

Populations suffering from unequal healthcare delivery in New York face a wide range of barriers to access care. Moreover, many “non-clinical” factors influence a patient’s health outcome and status. By recognizing the social determinants of health in our approach to providing care, ESHS will further narrow the disparities gap to the extent possible.

ESHS will take several approaches to improve health equity for underserved populations:

- **Translation Services:** ESHS intends to provide translation services for the common languages spoken in New York’s changing population by utilizing remote translation services. ESHS will offer translation services as soon as feasible in our first year of operation. We will do our best to optimize the timing of this translation service coverage in our distribution facilities. In addition, ESHS will evaluate the use of these services in these languages and monitor the need to establish translation into additional languages as operations evolve.
- **Distribution Facility Locations:** ESHS seeks to locate our distribution facilities in areas that are accessible to public transportation and all economic and ethnic groups. We will work with the other manufacturer to optimize patient access to our facilities and provide patients with resources for public transportation. We anticipate transportation challenges in rural areas of the state.
- **Patient Outreach and Education:** ESHS will seek to partner with agencies that serve our target population to reach out to the public and inform them of the availability of ESHS service in their community. Key examples of this type of work include participation at Health Fairs or outreach to specific organizations serving patients with the diseases covered by New York’s medical cannabis program. In addition, ESHS will ensure that education is part of every patient’s experience.
- **Patient Advisory Board:** Through our Patient Advisory Board, ESHS’s governing board is aware of the efforts to improve the health accessibility gap for underserved populations. In addition, the Patient Advisory Board will identify key “gaps” in ESHS’s operations for the Board to consider. We hope to integrate a broad range of patients, including low-income, culturally diverse and geographically isolated into our patient base.
- **Hiring Practices:** ESHS will look to preferentially hire bilingual employees and employees of diverse ethnic backgrounds when possible to improve access for underserved populations. In addition, ESHS will seek to hire qualified individuals from the communities in which the dispensaries are located. It is vital to ESHS that we be community-based so that our services are accessed in a way that enhances the overall patient experience.

Community Engagement

ESHS recognizes that our presence in the lives of patients and employees will directly affect their communities. Community engagement is fundamental to our dispensary and sales process and will be important in our long-term success as a stable provider of these medications to our patients. We are committed to making our impact positive and beneficial by contributing to and becoming regularly involved in local community programs and organizations.

There are two major components to ESHS's community plan. The first is to address and eliminate, as much as possible, any potential negative consequences to the production and distribution of medical cannabis in the communities where our facilities are located. The following approaches have been designed to accomplish this goal:

- The location of our production facility in Perth, where there are few immediate residential neighbors is ideal. Our presence will be silent and unobtrusive.
- Using a closed loop philosophy in which we will: 1) avoid reliance on the community's water supply by utilizing well and rainwater and containing our waste; 2) avoid reliance on the community for elimination of waste products by recycling and reusing the waste we generate for cannabis production, heat or energy.
- Lowering energy consumption with the use of natural light and highly efficient lighting. Most of our energy consumption will occur during off-peak hours.

The second major component of the plan will come in the form of annual monetary contributions to local communities and organizations. The city of Perth and Fulton County, the location of our production facility, as well as all municipalities where our distribution facilities will be included in our donation activities. Over time, we would like to include state-wide programs. While ESHS will always prioritize those locations where our facilities exist, we are committed to engagement with all that are affected by medical cannabis.

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

Approximately 3% of net profits will be given to New York CannaCare, a non-profit organization developed by ESHS to help support its community of patients and neighbors. In addition to what is described in the Compassionate Need portion of the application, New York CannaCare will act as a liaison between ESHS and the local communities and organizations we intend to support, including the cities where distribution facilities are located.

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

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

ESHS will also directly support the communities where our facilities are located by providing high-paying jobs, training and educational opportunities. Employees will be encouraged and incentivized to volunteer, and ESHS will investigate best practices for employee volunteer programs and engagement. For example, we will support mentoring and tutoring programs through local youth centers and schools. Models implemented by organizations like College Possible and Teach for America are helpful resources we will utilize in developing our programs. In addition, ESHS will support the improvement of low and moderate income communities through programs that create and sustain affordable housing and provide job training and workforce development.

ESHS recognizes the benefits of collaboration. We believe it would be beneficial to all communities involved if the selected medical cannabis registered organizations work together to support the programs and areas outlined in our plans. ESHS's primary objective is improving the lives of the patients and their communities. We are committed to investigating any and all ways to make this a reality.

Marketing and Advertising

In lieu of direct marketing, ESHS has opted to build a comprehensive patient, public and healthcare provider education program. We feel that education will be the key to a successful medical cannabis program in New York.

The education program will be multi-faceted and mainly in an online format. ESHS has built a physician-training course based on *The Medical Cannabis Primer for Healthcare Professionals*, which can be referenced at the end of attachment J. This book was created for mainstream medical professionals as an even-handed presentation of cannabis derived medications.

Pricing

Summary:

Our approach to pricing is heavily informed by our Minnesota affiliate's ongoing operating experience in a highly regulated environment and under a strict medical cannabis law which is very similar to New York State. ESHS has established a pricing model that is influenced by our goal to deliver safe medication to registered patients at an economical and reasonable price, while maintaining our strong commitment to pharmaceutical quality good manufacturing practices.

The foundation of our pricing determination lies with standard manufacturing practices, including a well-vetted Bill of Material (BOM), a consistent costing method, application of reasonable direct and indirect costs and labor, and a supportable margin. As defined in 10 NYCRR §1004.15, Pricing is the cost to manufacture, market and distribute approved medical cannabis products plus a reasonable profit. ESHS has arrived at a Manufacturer's Suggested Retail Price ("MSRP") for each form of approved medical cannabis and our pricing and cost analysis to support the same is readily available to the NY State DOH once selected as a Registered Organization. ESHS will charge prices only as approved by DOH, as per 10 NYCRR §1004.15(b) and (c).

The BOM is a listing of all materials, including quantity that go into manufacturing a product. The listing includes raw materials, various parts and sub-assemblies and supplies, all of which are needed to produce a finished goods product. The BOM identifies the preferred and approved vendor for raw materials that has been fully vetted via our supplier selection process (see ESHS

SOP #11-001). As an example, our BOM for ESHS Red Tincture will include the part numbers for the actual formulation, diluent, tincture bottle, tamper evident band, child resistant cap, dropper, and printed label. All of the items are costed and included in a pricing analysis.

ESHS has the advantage of access to actual, historical data from its affiliate Minnesota Medical Solutions on materials (direct costs), labor (direct costs) and overhead (indirect costs) over a measurable period of time in the cultivation and manufacturing areas. This data allows ESHS to make evidence-based decisions on its costing methods and not simply just apply “manufacturing industry standard ratios” to our pricing model. As we look to assign costs to our product, ESHS is able to do so based on actual operating data. For example, our MN affiliate’s cultivation and manufacturing teams are trained in timekeeping for the actual time spent on each activity within their respective processes. Our accounting team is trained to then calculate the labor cost component of our products. This results in an accurate depiction of costing for that direct labor component.

A supportable margin rounds out the pricing model. With the goal of providing medicine to patients that is both economical and safe, our margins on various products may vary, therefore we will manage our gross margins to a level that constitutes a reasonable profit.

ESHS will have a binary pricing approach for patients in need of financial assistance. If a patient is on medical assistance in the State of New York, that patient will receive a 25% reduction in price per gram of the medicine. Based on the NYS Department of Health’s 2014 Managed Care Plan Enrollment Report

(https://www.health.ny.gov/health_care/managed_care/report/2014/docs/complete_plan_enrollment.pdf), there were 3,920,790 individuals enrolled under Medicaid in the State of New York in 2013. This was an increase from previous enrollment, and we anticipate that a significant portion of our patients will benefit from medication price reduction.

Gauging Patient Demand and Supply

Fundamental to distribution of medications to patient is the ability to provide adequate quantities of medications to our patients. ESHS is focused on providing sufficient quantities of the correct medications for a wide range of patient demand numbers in the coming years. There is substantial uncertainty in these numbers and ESHS is prepared for this uncertainty. ESHS is taking a phased approach that involves the immediate use of an existing facility, followed by the sequential use of additional structures. This allows us the flexibility for increased patient numbers moving ahead, while fulfilling the immediate needs of patients by January of 2016. In addition to facility flexibility, ESHS will also maintain maximum flexibility with its manufacturing processes, utilizing “just in time” principles to insure resources are not misdirected into medications that are not immediately needed. We are able to swiftly modify what we produce to accommodate changes in patient demand over time.

Listed below are some of the possible patient adoption numbers we have used to prepare and scale our production and systems. These numbers are based on experiences in other states:

Table 1: Number of Patients and Adoption Rate

| | 2015 | 2016 | 2017 | 2018 | 2019 |
|-------------------------------|-------------|-------------|-------------|-------------|-------------|
| State Population ¹ | 19,700,000 | 19,700,000 | 19,700,000 | 19,700,000 | 19,700,000 |
| Patient Adoption Rate | | | | | |
| Scenario 1 | 0.04% | 0.07% | 0.10% | 0.11% | 0.13% |
| Scenario 2 | 0.07% | 0.11% | 0.29% | 0.53% | 0.80% |
| Scenario 3 | 0.21% | 0.35% | 0.89% | 1.40% | 1.75% |
| Number of Patients | | | | | |
| Scenario 1 | 6,912 | 13,824 | 18,969 | 21,864 | 25,000 |
| Scenario 2 | 14,000 | 21,385 | 52,484 | 104,742 | 157,000 |
| Scenario 3 | 42,000 | 67,333 | 162,829 | 275,582 | 344,750 |

¹Based on 2013 Census data, assumes zero growth in out years as we are projecting revenues conservatively.

Patient Consumption Rate Estimates:

Depending on each patient’s qualifying condition(s) and medical need, we anticipate patients will consume between 4-16 grams of oil monthly. The average monthly consumption per patient is estimated at 8.9 grams of oil. This is the equivalent to the consumption of approximately 1.5 ounces of flower per month per patient. To put into perspective, the State of Arizona’s medical cannabis program allows for patients to purchase a maximum of five ounces of flower every 28 days, our consumption assumption is about 30% of the monthly permissible amount by the State of Arizona.

Cultivation and Yield Assumptions:

Our pro forma assumes an initial 15,000 SF commercial cultivation greenhouse facility which will be on a perpetual harvest cycle resulting in daily to weekly harvests. We plan to commence cultivation as soon as allowed by the State and anticipate our first harvest in October 2015. For the purposes of our pro-forma we have assumed to start cultivation activities on July 15, 2015. The 15,000 square footage facility includes 5,000 sq. ft. of flowering, 5,000 sq. ft. of vegetation area, and the remainder consisting of the head house and common area. Using conservative yield assumptions we have assumed the following assumptions per greenhouse which consist of 15,000 total square feet:

Table 2. Production per 1 Greenhouse

| <i>(per 1 greenhouse per week)</i> | |
|---|--------|
| Yield of dry cannabis matter <i>(in grams)</i> ¹ | 17760 |
| Yield of oil <i>(in grams)</i> ² | 3000 |
| # Patients can accommodate annually ³ | 20,646 |

¹Where only oil is produced, trim and flower are processed together for a 14% yield.

^{2,3}Based on patient dosage assumption of 8.9 grams/month.

We feel that our phased approach, utilizing existing structures in the short term, is the most prudent approach to accommodate any patient demand scenarios.

Tax Summary

Empire State Health Solutions, LLC is pleased to demonstrate our compliance and accountability for required application, registration and remittance in connection with Taxation in the State of New York, including but not limited to the required Excise Tax, any applicable State, County, and City Sales and Use tax, and Unemployment Insurance Tax.

ESHS' Application for Sales Tax Certificate of Authority for doing business in Fulton County was submitted on May 18, 2015. We received confirmation number 2096304 from the NY State Department of Taxation and Finance. In addition to the Fulton County Facility application, ESHS will apply for a Certificate of Authority for each business location, to include all four of our identified Patient Center locations. All locations will operate as one business, therefore when adding the Patient Center locations to our registered sales tax identification number, ESHS will complete Form DTF-17-ATT (Schedule of Business Locations for a Consolidated Filer) and remit to NY State Tax Department per the guidance of Tax Bulletin ST-360 (TB-ST-360) at least 20 days prior to beginning operations at each location. The Certificate of Authority will be received for each location prior to beginning business at each Patient Center location.

ESHS has reviewed the applicable state and local sales and use tax rates for its operations. Publication 718 by the NYS Department of Taxation and Finance which was effective March 1, 2015 published the state tax rates combined with any applicable county and city sales and use tax rates (<http://www.tax.ny.gov/pdf/publications/sales/pub718.pdf>). ESHS will follow these published rates or any subsequent amendments to the rates as published by the NYS Department of Taxation and Finance.

Per Article 20-B of the New York Tax Law under the Compassionate Care Act, medical marijuana is taxed through a 7% Excise Tax. The law established a medical marijuana trust fund of which 100% of revenue will be deposited. The Excise tax of 7% will be levied on gross receipts from sales of medical marijuana to certified patients or a patient's designated caregiver and paid by ESHS to the Commissioner of Tax and Finance. The Excise Tax will provide for the following returns:

- 22.5% shall be remitted to the County were the medical marijuana was produced;
- 22.5% shall be remitted to the County were the medical marijuana was dispensed;

- 5% shall be remitted to the Office of Alcohol and Substance Abuse Services for prevention, counseling and treatment services; and
- 5% shall be remitted to the Department Criminal Justice Services for a discretionary grant program to state and local law enforcement agencies that demonstrate a need relating to Title V-A of Article 33 of Public Health Law.

Record-keeping for sales tax purposes is second nature to ESHS, its officers and affiliates. Our review of Tax Bulletin TB-ST-770 confirms that ESHS is more than adequately positioned to maintain all records, including our Point of Sale system data, required by the Tax Department for the required minimum of three years.

ESHS' affiliate, Minnesota Medical Solutions has experience working with tax specialists within Minnesota's Sales and Use Tax division regarding remittance requirements, exemptions, etc., and ESHS will mirror the Minnesota approach of open and often communication with state and local taxing authorities to ensure compliance. Additionally, ESHS Chief Operating Office Michael Newell has extensive experience operating with the State of New York's required taxation, reporting and remittance guidelines.

Empire State Health Solutions, LLC filed its application for New York State Employer Registration for Unemployment Insurance, Withholding, and Wage Reporting with the NYS Department of Labor on April 29, 2015. According to the Department of Labor, a "New Employer" rate is 4.1%, however due to the new industry and for purposes of our taxation projection, we conservatively used the high-end rate of 9.9% (<https://www.labor.ny.gov/ui/bpta/contribution-rates.shtm>).

As published by Fulton County on April 1, 2015, the town and city tax rates are provided herein as a guidance and understanding of the required tax rates. See <http://www.fultoncountyny.gov/departments/pdf/20150401TaxRateChart.pdf> for further details.

Dispensing and Sales Conclusion: The ESHS Difference

ESHS presents a broad scope of sophisticated solutions for dispensing and sales in New York. We believe that our medically-focused team has driven a large number of clinically-meaningful systems and products.

The “ESHS Patient Experience” is an approach to distribution centers that focuses on a meaningful, personal, medical experience for certified patients via high quality, clinically-oriented dispensary facilities. Created by physicians, pharmacists and collaborating patients, ESHS always puts the patient first.

ESHS has developed **patient treatment algorithms** for healthcare practitioners that will assist in making consistent, evidence-based treatment recommendations. This will be available to New York healthcare providers via a secure portal and used by our dispensary teams for ongoing medication therapy management.

ESHS has developed an **accelerated access plan** that delivers New York patients medications by January 2016 or sooner based on our team’s experience in similar time-compressed scenarios. We understand the urgent need for NY patients and our existing, vetted systems provide an accelerated timeline to get certified patients access to medications as soon as possible.

Drs. Bultman and Kingsley have created several physician-facing education solutions including the reference text *Medical Cannabis Primer for Healthcare Professionals* and online training modules to assist healthcare providers become knowledgeable and comfortable with our systems in New York.

ESHS has created **patient and public education initiatives** including our physician-built education materials in print and online to build patient and caregiver base knowledge.

Our medical experience has led to an **established medication formulary and nomenclature system**, “The Vireo Spectrum™,” that complies precisely with New York law and has already been vetted medically and scientifically by the Vireo Health team.

We are concerned about the continuing needs of patients, and have developed a **patient and provider feedback application** to promote continuous quality feedback and further optimization of the cannabis-derived medications.

ESHS has a secure banking relationship with a national bank based on our comprehensive Cole Memo compliance case which sets the benchmark for the financial portion of the cannabis industry. This allows us to accept checks and optimize the safety of our patients regarding cash handling.

ESHS has developed a sliding **fee reduction system** to help our patients in financial need gain access to necessary medications.

From an ongoing quality and safety perspective, ESHS believes it is vital to develop a robust post-market surveillance system for possible medical marijuana side effects. We are working with an **adverse event monitoring partnership with SafetyCall International**, to identify and investigate adverse events caused by cannabis-derived medications if deemed acceptable by DOH.

ESHS maintains a **community focus** including New York Cannacare, our future non-profit organization, the ESHS Cannacare House, affiliation with Fulton County and other local and statewide programs. Community engagement is vital to the successful implementation of our manufacturing and distributing facilities.

ESHS is looking to add to the health and economic well-being of our dispensary communities. We believe a great way to do this is via real living wages and benefits for our employees in our dispensaries. Our team already has a **well-established relationship with labor** in Minnesota that demonstrates our commitment to our employees, and ESHS has already signed a labor peace agreement with the UFCW for New York.

Our patient focus has also led to the creation of **national scientific and medical advisory boards** that consist of physicians, academicians, researchers and other experts.

One of the most meaningful contributors to our dispensary process has been our **Patient and Caregiver Advisory Board** that consists of patients from throughout the country to help guide our systems, our medicines and our patient care model.

This wide array of solutions has led to the most comprehensive, extraordinary distribution system for ESHS. We feel that this system is the safest, most reliable choice for the patients of New York.

Empire State Health Solutions LLC and Safety Call International PLLC Joint Statement

Empire State Health Solutions LLC (ESHS) is currently applying for a medical cannabis production license in the state of New York and is looking to redefine the quality and safety of medical cannabis for patients. To meet their stated goals, ESHS is excited to announce that it will engage the services of SafetyCall International PLLC (SafetyCall) to assist in the implementation of standard of care, post market surveillance services associated with the sale, distribution and use of cannabis products ESHS produces.

SafetyCall International, a triple licensed, academically affiliated healthcare firm provides independent third party medical support services for manufacturers of consumer products including products under the regulatory jurisdictions of FDA, EPA, and CPSC as well as other international jurisdictions. SafetyCall's healthcare providers respond to any reports of adverse effects associated with the use of a manufacturer's product and provides medical advice, triage and information to consumers and health care providers. Included in SafetyCall services is a comprehensive post market surveillance component intended to identify, manage, document and analyze adverse events and patterns of reporting for the purpose of monitoring and insuring the safe and effective use of a manufacturers products. SafetyCall is considered the national leader in helping manufacturers with specialized post market surveillance service needs that meet both their regulatory and non-regulatory product stewardship responsibilities.

It is the intentions of both parties to collaborate in the development and implementation of a specialized post market surveillance system to support the safe and effective use of medical cannabis. We believe the PMS systems that will be established for ESHS cannabis products will serve as a national model for corporate responsibility in this sector. Vireo Health and SafetyCall are already working together in Minnesota.

SafetyCall International brings an unprecedented level of expertise to adverse event monitoring. ESHS intends to use Safety Call International's 24-hour phone hotlines to provide consumer friendly and readily available assistance.

Adverse event monitoring is a fundamental service that should be provided by any medication provider. ESHS holds that medical cannabis is no different and should be held to the same standard. ESHS and SafetyCall International will work together to provide a safer experience for cannabis patients.



Kyle Kingsley
CEO, Empire State Health Solutions LLC



Rick Kingston PharmD
President, Regulatory and Scientific Affairs
Safety Call International PLLC

Attachment D, Section 4

Devices



Attachment D Section 4—Devices

In addition to our high quality cannabis-derived medicines, ESHS will provide its patients with a variety of complementary devices that allow for delivery of the most accurate dose. We will offer for retail sale, a variety of the highest quality vaporizer devices, providing a range of delivery options for patients who desire a more advanced vaping experience. We will also offer for retail sale, personal medication safes, to assist our patients in preventing accidental ingestion or diversion of their medical cannabis products. Lastly, we will provide our patients with the opportunity to design and buy medical alert jewelry, indicating their qualifying condition or their participation in the Medical Cannabis program.

Complementary Dosing Devices

The glass vial that contain our tinctures and oil for vaporization will be offered with a plastic “orifice reducer” that fits snugly in the mouth/neck of the bottle. The orifice reducer allows the bottle to be neatly paired with an oral dosing syringe. With the syringe inserted into the bottle of medicine, the bottle can be inverted to allow the patient to prepare an accurate dose. ESHS also will provide complementary 1mL plastic oral dosing syringes. These syringes do not come with a needle attached and are clearly marked “For Oral Use Only.” Both the orifice reducer and the oral dosing syringe will be packaged together in a Child-Resistant container, and included with vials of oil for vaporization and tincture. Additionally, a traditional dropper type device will also be packaged with the 1oz tincture bottles.

The prefilled cartridges of oil for vaporization will be packaged in Child-Resistant packaging with a rechargeable pen-style battery and USB/wall charger. Complementary replacement batteries and charging cords will be available to patients at the distribution facility.

Advanced Vaporizers

At ESHS, we will provide patients with two options for vaporization. The first offering, and most basic, is the pre-filled disposable vapor pen. ESHS prefills the cartridge tank with medicinal cannabis, and dispenses the entire unit. This method is convenient, and serves patients

well with limited manual dexterity. When the medication supply is exhausted, the patient the patient discarding the entire unit (battery, mouthpiece, and cartomizer).

Many of our potential medical cannabis customers have indicated that they prefer to refill their own vaporizer device with our cannabis derived medicine. This is SHS has waded through the vast array of vaporizer manufacturers, only to find that most were simply relabeled/branded versions of a handful of poorly-manufactured Chinese vape pens. We actively sought input from our patients and vaporizer experts to narrow the field of vaporizer choices for ESHS patients, such that we can choose the best quality pen from what is available. We selected three ‘pen-style’ vaporizers and one ‘table-top’ vaporizer to meet the varying needs of our patients. We only chose the vaporizers that displayed quality of build and design, offered replacement parts, were simple to use, and mirrored our desire to enhance the patient experience. Our selection of products will, of course, evolve as more products become available, as technology advances, and as our customers share the products and brands they trust the most. To being, we selected the following brands/models for approval with the State:

- Kandypens SkyCloud Vaporizer
- V2Pro 3 Series Vaporizer
- V2Pro 7 Series Vaporizer
- VapirRise 2.0 Ultimate

The Kandypens SkyCloud vaporizer offered a durable unit that was available in a wide variety of colors. The SkyCloud scored high in multiple online vaporizer reviews from the industry and customers.



Features:

Awarded Top 25 Vapor Pens of 2015 by High Times Magazine

Titanium Coil

Ceramic Heating Chamber

Simple Operation

Durable Construction

5 Click Power On/Off

Patent-Pending Atomizer "Lock" Feature

Next-generation Micro-USB connector

Lifetime warranty for the battery

Developed and Designed in the USA

Kandypens also offers this vaporizer in a kit, which includes all of the chargers, accessories, and tools need to maintain the product. The estimate retail price of the Kandypen kit is around \$100.



Accessories (Included):

1 x Ellipse Battery

1 x E-Liquid Tank

2 x Mouthpiece

- 1 x Dabber Tool
- 1 x Cleaning Brush
- 1 x Wall Adapter
- 1 x USB Adapter
- 1 x Instruction Manual

The V2 Pro Series 3 Kit offers unrivaled performance at an incredible value. This breakthrough in vaporizing technology provides 3-in-1 capabilities at a price point far below anything else on the market. Optimized for e-liquids, Series 3 delivers the cartridge capacity and battery life of a much larger device, in a lightweight, portable design. This product retails for about \$60.

The V2 Pro Series 3 Kit





To start using Series 3, remove all components from their packaging and attach the included USB charger to your device. Plug the cord into a compatible USB port until the device is fully charged.

Liquid Cartridge

Series 3 E-Liquid Cartridges have the capacity to hold a large amount of e-liquid, delivering extensive periods of enjoyment without the need to refill. Simply fill the cartridge with your preferred flavor, drop the cartridge into the recessed chamber of Series 3 and activate your device.

| | |
|----------------------------------|------------|
| Liquid CARTRIDGE For Series 3 | |
| Capacity | Max. Puffs |
| 1.6ml | 800 |

Select a cartridge and fill with your desired medium. Once Series 3 is charged, drop the cartridge into the recessed cartridge chamber and activate your device.

Your Series 3 Kit includes one vaporizer, one magnetic USB charger and one e-liquid cartridge. Customize your device in one of three modern colors: Black, Steel or Blue. Compatible loose leaf and essential oil cartridges are available for purchase separately

The V2 Pro Series 7 Kit includes everything you need to start enjoying Series 7, plus a few extras. Each Series 7 vaporizer is equipped with the smart technology and premium features that define Series 3, with added benefits like variable voltage and temperature settings. This, combined with a larger storage capacity and extended battery life make Series 7 the ultimate 3-in-1 portable vaporizer. Series 7 can be personalized in your choice of three colors: Black, Steel and Blue. This product retails for about \$150.



Series 7 Specifications

V2[®]
PRO

| | | | |
|-----------------------------------|---|------|-------|
| Colors | Black | Blue | Steel |
| Length (with cartridge) | 129 mm / 5.08 in | | |
| Weight (with empty cartridge) | 119g / 4.20 oz | | |
| Diameter | 34 mm / 1.34 in | | |
| Loose Leaf Cartridge Capacity | 1300 mm ³ | | |
| Loose Leaf Temperature Control | Automatic or Manual (200°C, 215°C, 225°C) | | |
| Loose Leaf Cutoff Time | 150 seconds after green light | | |
| E-Liquid Cartridge Capacity | 2.5 ml | | |
| Battery Output Voltage (E-Liquid) | Automatic or Manual (3.7V, 4.2V, 4.7V) | | |
| E-Liquid Cutoff Time | 10 seconds | | |



Like the Series 3 vape pen, Series 7 offers compatible cartridges for three, unique mediums. Once you've filled your chosen cartridge with your preferred medium and inserted it into the cartridge chamber, you can select your voltage or temperature setting. If you're not sure which setting you prefer, the smart technology of Series 7 will recognize the cartridge type and automatically heat to optimum vaporizing temperature.



Variable Controls

Series 7 allows you to create a custom experience with variable temperature and voltage controls. Three LED lights below the activation button indicate different heat settings for each cartridge type. To get into setting mode, simply push the activation button twice in 0.5 seconds. Push the button again when the glowing LEDs correspond with your desired temperature or voltage.

1



Low

2



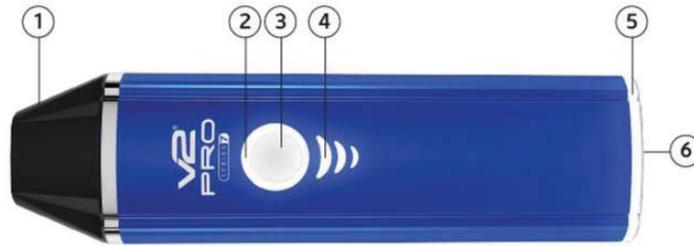
Medium

3



High

▶ The Anatomy of Series 7



- ① **Cartridge Chamber:**
Magnetically secures the cartridge.
- ② **LED Ring (around the Activation Button):**
Indicates activation status.
- ③ **Activation Button:**
Controls vapor production.
- ④ **3 LED Lights (below the Activation Button):**
Indicate voltage settings for e-liquid or wax cartridge, and temperature settings for loose leaf cartridge.
- ⑤ **LED Perimeter:**
Glowes different colors to indicate the temperature of Series 7.
- ⑥ **Magnetic Charge Port:**
Connects to the USB charging cord.

Your Series 7 Kit comes with one vaporizer, one magnetic USB charging cord, one wall adapter, and one e-liquid cartridge. To begin using your Series 7 portable vaporizer, simply unpack the components; connect the magnetic charging cord to your device and plug into a compatible USB port.



E-Liquid Cartridge

The Series 7 e-liquid cartridge has the capacity to hold up to 2.5 ML of e-liquid, providing lasting enjoyment without the need for frequent refills. The leak-resistant design of the cartridge employs a screw-on cap, located under the mouthpiece. The remaining level of e-liquid is visible through a window on the side of the cartridge, taking the guesswork out of refilling.

Series 7
E-LIQUID
Cartridge

| Capacity | Max. Puffs |
|----------|------------|
| 2.5ml | 1,200 |

Vapir Rise 2.0 Ultra

The “table-top” model vaporizer that ESHS has chosen to sell is the Rise 2.0 Ultra, by Vapir.. This premium convection vaporizer is a stationary desktop model that offers an exceptional approach to the at-home vaporization experience. Users can customize the temperature (in both degrees Celsius & Fahrenheit); control the Fan Speed (ten options including a fanless setting!); pick between balloon or hose inhalation methods. The VapirRise2.0 is the culmination of responsive design and intuitive functionality: this is the most customizable vaporizer on the market. This vaporizer retails for about \$250.



- Designed for Essential Oils
- Supports Both Balloon Inflation and Direct Inhalation
 - Forced Air or Non-Fan Functionality
 - LCD Temperature Display (°F & °C)
- Medical-Grade Stainless Steel Vapor Path
 - Exceptional vapor Flavor & Density

- 2-Year Standard Warranty Included



Medication Safes

At ESHS, we are committed to teaching our patients the importance of keeping their medication securely stored, with the goal of preventing accidental ingestion by non-patients/children/pets and preventing diversion of the products to non-patients. One tool we can use to empower our patients in these efforts, is to offer them lockable medicine safes.

We have found a safe with a blend of security features, storage capacity, and an affordable price point that will assist our patients in securing their medical cannabis. The First Alert Deluxe Digital Security Box, Model 3035DF is an electronic, digital locking steel box that will protect a patient's medical cannabis products. The box is constructed with insulated double steel walls for optimal security, and a protective floor mat. The patient can choose their own 5 digit combination and reprogram it any time for easy access and peace of mind. Digital locking mechanism and electronic key ensure quick entry, and a flexible carrying handle means easy transport. An emergency override key gives the patient access should they forget the passcode. The retail price is between \$40-50.



First Alert 3035DF Deluxe Digital Security Box Features:

- Reprogrammable 5 digit Passcode with Emergency Override Key.
- Insulated double steel wall construction.
- Protective Floor Mat and Convenient Carrying Handle.
- Interior Dimensions(HxWxD): 4.38 in. x 11.75 in. x 8.94 in.
- Exterior Dimensions(HxWxD): 5.38 in. x 12.75 in. x 10.38 in.
- 90 day limited warranty.

Medical Alert Jewelry

For patients who feel the need to carry an identifier that alerts first responders or other care providers to the fact they have a chronic conditions/ medicine allergy/pertinent health information, a piece of medical alert jewelry might be a wise choice. ESHS is working with American Medical ID to provide our patients with a quality source of fashionable medical alert

jewelry. We will have the ability to help our patients choose the most appropriate medical alert jewelry and assist the patient in placing their order by mail, fax, phone or online.

American Medical ID's (<http://www.americanmedical-id.com>) home office is in Houston, TX, USA. Their personalized, custom engraved medical ID jewelry is made, engraved and shipped out from our Houston location.

American Medical ID serves the medical community and the public at large by offering quality medical IDs that, in a medical emergency, allow medics or other medical professionals to give prompt, precise treatment. Physicians, pharmacists, educators, and hospitals refer their patients and/or customers to them whenever a medical ID tag is appropriate. Since their business depends on referrals from these healthcare professionals, whose primary interest is the welfare of the patient, they must maintain the highest product and service standards in order to retain this trust.

While their medical ID bracelets, necklaces and medallions are among the most affordable on the market, they have gone to great lengths to offer a quality product that can be worn with confidence. American Medical ID offers a variety of high-grade metals such as solid high-grade Stainless Steel, Sterling Silver, 10Kt Gold-Filled and 10Kt and 14Kt Gold and Titanium. Retail prices begin at about \$15 for basic jewelry.



Attachment D, Section 5

Security and Control



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Attachment D, Section 6



Attachment D—Section 6, Standard Operating Procedures
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Attachment D, Section 7 Quality Assurance Plans



Attachment D, Section 7 Quality Assurance Plans

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Attachment D, Section 8

Returns, Complaints, Adverse Events, Recalls



Attachment D

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| Section 8: Returns, Complaints, Adverse Events and Recalls | 1 |
| Adverse Events, Monitoring and Post Market Surveillance | 1 |
| Patient Complaints | 4 |
| Returns | 4 |
| Recalls | 5 |
| Empire State Health Solutions LLC and Safety Call International PLLC Joint Statement | 12 |

Section 8: Returns, Complaints, Adverse Events and Recalls

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Attachment D
Section 9
Product Quality Assurance



Table of Contents

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| Product Quality Assurance..... | 2 |
| Redacted pursuant to N.Y. Public Officers Law, Art. 6 | |

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Attachment E



Attachment E—Organizational and Operational Documents

Introduction:

Please find the following attached organizational documents for Empire State Health Solutions:

| | |
|---------------|---|
| Pages 1-4 | Filed Articles of Organization |
| Pages 5-8 | Filed Amended Articles of Organization |
| Pages 9-10 | Employer Identification Number (“EIN”) |
| Pages 11-68 | Member Control and Operating Agreement |
| Pages 69-74 | Member Action – Amend Articles and Appoint Board |
| Pages 75-83 | Board Action – Election of Officers, Confirm of Ownership, Approval of 2015 Employee Unit Grant Plan, Approval of Employee Unit Grants (CONFIDENTIAL) |
| Pages 84-91 | Securities Filing regarding Employee Unit Grants (CONFIDENTIAL) |
| Pages 92-107 | Employee Unit Grant Plan (CONFIDENTIAL) |
| Pages 108-125 | Employee Unit Grant Plan (CONFIDENTIAL) |
| Page 126 | Department of Labor Registration |
| Page 127 | Department of State’s Biennial Statement Notice |
| Page 128 | New York State Department of Taxation and Finance Certificate of Authority |
| Page 129 | Certificate of Good Standing |

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 17, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

150213000549

ARTICLES OF ORGANIZATION

OF

EMPIRE STATE HEALTH SOLUTIONS LLC

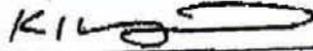
Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Empire State Health Solutions LLC.

SECOND: The county within this state in which the office of the limited liability company is to be located is: Albany County.

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is: c/o Registered Agent Solutions, Inc., 99 Washington Avenue, Suite 1008, Albany, New York 12260.

FOURTH: The name and street address within this state of the registered agent of the limited liability company upon whom and at which process against the limited liability company can be served is: Registered Agent Solutions, Inc., 99 Washington Avenue, Suite 1008, Albany, New York 12260.



(Signature)

Kyle Kingsley

(Print or Type Name)

150213000549

**DRAWDOWN
ACCT# 60**

549

Articles of Organization

of

Empire State Health Solutions LLC
(Entity Name)

Under Section 203 of the Limited Liability Company Law

STATE OF NEW YORK
DEPARTMENT OF STATE

Filed by:

Kyle Kingsley
(Name)

5200 Willson Rd., Suite 150
(Mailing address)

Edina, MN 55424
(City, State and ZIP code)

FILED FEB 13 2015
TAX 0
FEB 13 2015

FILED
2015 FEB 13 PM 2:58

RECEIVED

2015 FEB 13 AM 10:02

MS071 - 08/06/06 CT System Online

584

FILING RECEIPT

=====

ENTITY NAME: EMPIRE STATE HEALTH SOLUTIONS LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: ALBA

=====

FILED:02/13/2015 DURATION:***** CASH#:150213000584 FILM #:150213000549
DOS ID:4710353

FILER:

EXIST DATE

KYLE KINGSLEY
5200 WILLSON RD SUITE 150

02/13/2015

EDINA, MN 55424

ADDRESS FOR PROCESS:

C/O REGISTERED AGENT SOLUTIONS, INC.
99 WASHINGTON AVENUE SUITE 1008
ALBANY, NY 12260

REGISTERED AGENT:

REGISTERED AGENT SOLUTIONS, INC.
99 WASHINGTON AVENUE SUITE 1008
ALBANY, NY 12260

The limited liability company is required to file a Biennial Statement with the Department of State every two years pursuant to Limited Liability Company Law Section 301. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

=====

SERVICE COMPANY: ACCESS INFORMATION SERVICES, INC. - 60 SERVICE CODE: 60 *

| | | | |
|----------|--------|----------|--------|
| FEEs | 285.00 | PAYMENTS | 285.00 |
| | ----- | | ----- |
| FILING | 200.00 | CASH | 0.00 |
| TAX | 0.00 | CHECK | 0.00 |
| CERT | 0.00 | CHARGE | 0.00 |
| COPIES | 10.00 | DRAWDOWN | 285.00 |
| HANDLING | 75.00 | OPAL | 0.00 |
| | | REFUND | 0.00 |

=====

DOS-1025 (04/2007)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 28, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CT-07

150527000

084

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
EMPIRE STATE HEALTH SOLUTIONS LLC**

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Empire State Health Solutions LLC.

SECOND: The date of filing of the articles of organization is: February 13, 2015.

THIRD: Paragraph 2 of the Articles of Organization relating to the county within this state in which the office of the limited liability company is located is hereby amended to read as follows:

SECOND: The county within this state in which the office of the limited liability company is to be located is: New York County.

FOURTH: Paragraph 3 of the Articles of Organization relating to the post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is hereby amended to read as follows:

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is: 1370 Broadway, 5th Floor, #575, New York, NY 10018.

FIFTH: Paragraph 4 of the Articles of Organization which listed the name and address of a registered agent of the limited liability company upon whom and at which process against the limited liability company can be served at is hereby amended to read as follows:

FOURTH: Eliminated in its entirety.

SIXTH: A new paragraph 5 to the Articles of Organization will be added to change the management of the limited liability company.

FIFTH: The management of the limited liability company shall be vested in a manager or managers or class or classes of managers in accordance with the New York Limited Liability Company Law, subject to any provisions in the Company's operating agreement.

DOCS-#4623642-v1

150527000084

KK
(Signature)

Kyle Kingsley
(Type or print name)

Capacity of signer (Check appropriate box)

- Member
- Manager
- Authorized Person

084

CT-07

**CERTIFICATE OF AMENDMENT
 OF
 ARTICLES OF ORGANIZATION
 OF
 EMPIRE STATE HEALTH SOLUTIONS LLC**

Under Section 211 of the Limited Liability Company Law

lll

FILED

2015 MAY 27 AM 9:49

Filed by:

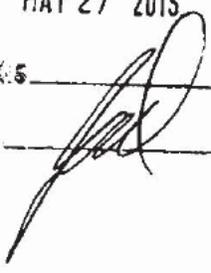
Kyle Kingsley
(Name)

5200 Willson Rd., Suite 150
(Mailing Address)

Edina, MN 55424

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAY 27 2015

FILED
BY: 

DRAWDOWN

CST REF# 9562346mp

RECEIVED

2015 MAY 26 PM 4:06

DOCS-#4623642-v1

084

FILING RECEIPT

=====

ENTITY NAME: EMPIRE STATE HEALTH SOLUTIONS LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC)
COUNTY PROCESS REG.AGENT PROVISIONS

COUNTY: NEWY

=====

FILED:05/27/2015 DURATION:***** CASH#:150527000089 FILM #:150527000084

FILER:

KYLE KINGSLEY
5200 WILSON RD STE 150

EDINA, MN 55424

ADDRESS FOR PROCESS:

THE LLC
1370 BROADWAY 5TH FL #575
NEW YORK, NY 10018

REGISTERED AGENT:

REGISTERED AGENT REVOKED



=====

SERVICE COMPANY: C T CORPORATION SYSTEM - 07

SERVICE CODE: 07

| | |
|----------|-------|
| FEES | 95.00 |
| ----- | |
| FILING | 60.00 |
| TAX | 0.00 |
| CERT | 0.00 |
| COPIES | 10.00 |
| HANDLING | 25.00 |

| | |
|----------|-------|
| PAYMENTS | 95.00 |
| ----- | |
| CASH | 0.00 |
| CHECK | 0.00 |
| CHARGE | 0.00 |
| DRAWDOWN | 95.00 |
| OPAL | 0.00 |
| REFUND | 0.00 |

9562346MP

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DOS-1025 (04/2007)



EIN Assistant

Your Progress: 1 Identity 2. Authenticate 3. Addresses 4. Details 5. EIN Confirmation

Congratulations! The EIN has been successfully assigned.

EIN Assigned: [REDACTED]

Legal Name: **EMPIRE STATE HEALTH SOLUTIONS LLC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN.

[Continue >>](#)

Help Topics

Can the EIN be used before the confirmation letter is received?

Application for Employer Identification Number

OMB No. 1545-0003

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

EIN

▶ See separate instructions for each line. ▶ Keep a copy for your records.

Type or print clearly.

1 Legal name of entity (or individual) for whom the EIN is being requested
Empire State Health Solutions LLC

2 Trade name of business (if different from name on line 1)

3 Executor, administrator, trustee, "care of" name

4a Mailing address (room, apt., suite no. and street, or P.O. box)
5200 Willson Rd., Suite 150

5a Street address (if different) (Do not enter a P.O. box.)

4b City, state, and ZIP code (if foreign, see instructions)
Edina, MN 55424

5b City, state, and ZIP code (if foreign, see instructions)

6 County and state where principal business is located
Albany County, New York

7a Name of responsible party
Kyle Kingsley

7b SSN, ITIN, or EIN

8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? Yes No

8b If 8a is "Yes," enter the number of LLC members **1**

8c If 8a is "Yes," was the LLC organized in the United States? Yes No

9a Type of entity (check only one box). Caution: If 8a is "Yes," see the instructions for the correct box to check.

Sole proprietor (SSN) _____

Partnership

Corporation (enter form number to be filed) ▶ _____

Personal service corporation

Church or church-controlled organization

Other nonprofit organization (specify) ▶ _____

Other (specify) ▶ **single member disregarded entity**

Estate (SSN of decedent) _____

Plan administrator (TIN) _____

Trust (TIN of grantor)

National Guard State/local government

Farmers' cooperative Federal government/military

REMIC Indian tribal governments/enterprises

Group Exemption Number (GEN) if any ▶ _____

9b If a corporation, name the state or foreign country (if applicable) where incorporated

State **NY** Foreign country **N/A**

10 Reason for applying (check only one box)

Started new business (specify type) ▶ **NY LLC**

Hired employees (Check the box and see line 13.)

Compliance with IRS withholding regulations

Other (specify) ▶ _____

Banking purpose (specify purpose) ▶ _____

Changed type of organization (specify new type) ▶ _____

Purchased going business

Created a trust (specify type) ▶ _____

Created a pension plan (specify type) ▶ _____

11 Date business started or acquired (month, day, year). See instructions.
02/13/2015

12 Closing month of accounting year **December**

13 Highest number of employees expected in the next 12 months (enter -0- if none).
 If no employees expected, skip line 14.

Agricultural **0** Household **0** Other **10**

14 If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter.

15 First date wages or annuities were paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year). **May 1, 2015**

16 Check one box that best describes the principal activity of your business.

Construction Rental & leasing Transportation & warehousing Health care & social assistance Wholesale-agent/broker

Real estate Manufacturing Finance & insurance Other (specify)

Accommodation & food service Wholesale-other Retail

17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.
production of botanical extracts and medicines

18 Has the applicant entity shown on line 1 ever applied for and received an EIN? Yes No
 If "Yes," write previous EIN here ▶ _____

Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form

Third Party Designee

Designee's name
Sheila Holman c/o Lindquist & Vennum LLP

Designee's telephone number (include area code)
(612) 371-3998

Address and ZIP code
80 South 8th Street, Suite 4200, Minneapolis, MN 55402

Designee's fax number (include area code)
(612) 371-3207

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete

Name and title (type or print clearly) ▶ **Kyle Kingsley, President**

Signature ▶ _____ Date ▶ **03/19/15**

Applicant's tax number (include area code)
 ()

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Redacted pursuant to N.Y. Public Officers Law, Art. 6



OFFICE OF ATTORNEY GENERAL ERIC T. SCHNEIDERMAN
STATE OF NEW YORK DEPARTMENT OF LAW

File # _____

NY FORM 99

INVESTOR PROTECTION BUREAU / REAL ESTATE FINANCE BUREAU
NOTIFICATION FILING

Pursuant to National Securities Markets Improvement Act of 1996 ("NSMIA")

Submission to: INVESTOR PROTECTION BUREAU ("IPB") Securities Theatrical Syndications

REAL ESTATE FINANCE BUREAU ("REF")

Type of Filing: New Filing
 Amendment or Renewal (If name, address or offering has changed, indicate change):

A. BASIC IDENTIFICATION DATA

Full Name of Issuer (and Theatrical Production Company, if applicable): Empire State Health Solutions LLC

Address of Executive Offices: _____ Telephone Number (952) 836 - 2775

1370 Broadway, 5th Fl. Ste. 575 _____ New York _____ NY 10018
(Number and Street) (City or Town) (State & ZIP)

Type of Organization: business corporation limited liability company limited partnership
not-for-profit corporation business trust political subdivision of state common fund
state agency or authority county, city, town or village (agency, authority or instrumentality corporation)
other (specify): _____

Category of "Covered Security" (NSMIA):

- Offering to "Qualified Purchasers" [1933 Act* §18(b)(3)]
 - Rule 506 Offering [1933 Act* § 4(2) - per §18(b)(4)(D)]
 - Other qualifying offering (specify): Rule 701 of the Securities Act of 1933, as amended
- * Securities Act of 1933, as amended

The Securities Will Be Sold By: officers or directors of issuer salespersons employed by issuer
 officers or directors of an affiliated person underwriter, dealer or broker registered in New York

For Theatrical Syndication Offerings, add the following information:

Name of proposed production: n/a
Location of production: n/a
Proposed opening date: n/a

B. INFORMATION ABOUT OFFERING

Total Offering Amount (maximum) \$ 0 Minimum Offering Amount \$ 0

Type of Security Offered (brief description): Grant of profits interest units to SERVICE providers.

Enclosures (add additional sheets if necessary):

- ✓ Copy of Consent to Service of Process (U-2) (original to New York State Department of State, Albany NY)
✓ Offering Documents
✓ Confidential Attachment to Form 99
Further information as to issuer affiliated persons
Form D: copy "as filed" with the S.E.C "as filed" copy will follow
Theatrical Venture Amendment - Required Supplemental Information

C. INFORMATION ABOUT ISSUER, PRINCIPALS AND CONTROLLING PERSONS

• As to issuer:

- 1. Is issuer subject to or a respondent in any legal action for, any injunction, cease-and-desist order or order or stipulation to desist or refrain from any act or practice relating to the offering of securities in New York or any other jurisdiction? Yes ✓ No
2. (a) Has issuer ever been convicted of or pleaded guilty to any crime (i) involving any fraud, or (ii) relating to any financial transaction or handling of funds of another person, or (iii) pertaining to any dealings in any securities? Yes ✓ No
(b) Is issuer now a defendant in any such criminal proceeding? Yes ✓ No

• As to each Principal*, each Controlling Person, and any Sponsoring Entity of issuer:

- 3. Is any one of the above subject to or a respondent in any legal action for, any injunction, cease-and-desist order or order or stipulation to desist or refrain from any act or practice relating to the offering of securities in New York or any other jurisdiction? Yes ✓ No
4. (a) Has any one of the above ever been convicted of or pleaded guilty to any crime (i) involving any fraud, or (ii) relating to any financial transaction or handling of funds of another person, or (iii) pertaining to any dealings in any securities? Yes ✓ No
(b) Is any one of the above now a defendant in any such criminal proceeding? Yes ✓ No
5. Has any of the above ever been suspended or expelled from membership in any securities or commodities exchange or association or had a securities or commodities license or registration denied, suspended or revoked? Yes ✓ No
6. Has any of the above been a controlling person or sponsor with respect to any issuer which engaged in a distribution of securities or any public offering within the past three (3) years? Yes ✓ No

If the answer to any of the above is "yes", give material facts on an attached sheet.

* Capitalized terms are defined in Section E of Form 99.

D. CERTIFICATION

The undersigned affirms and certifies, to his or her knowledge and belief after due investigation and inquiry, and under penalty of perjury, that any and all information provided in this Form 99 is true and complete, and that there are no misrepresentations, omissions or untruths contained herein. The undersigned further understands and intends that the information supplied in this Form will be relied upon by the New York State Department of Law and that any false statement made herein is punishable as a Class A misdemeanor under New York Penal Law §175.30, §210.45, or both.

Dated: May, 20 15

Issuer (name of entity): Empire State Health Solutions

By: 
Authorized Principal or Controlling Person

Print Name: Amber Shimpa

Title or Affiliation: CFO

CONFIDENTIAL ATTACHMENT TO FORM 99
(Social Security numbers and residential information will be held strictly confidential)

Issuer Name: Empire State Health Solutions LLC

Form 99 dated: May, 20 15

**ACCESS TO THE FOLLOWING INFORMATION WILL BE
WITHHELD PURSUANT TO NEW YORK PUBLIC OFFICERS LAW ("FOIL") §89(2)(b):**

Identity of Principals (i) of issuer, (ii) of Controlling Person(s)* and (iii) of Sponsoring Entity:

| Name | Date of Birth | Social Security Number |
|---|----------------------|-------------------------------|
| Redacted pursuant to N.Y. Public Officers Law, Art. 6 | | |

| | | |
|-------|-------|-------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

*Capitalized terms are defined in Section E of Form 99.

This form constitutes TWO DISTINCT NOTICES, each of which must be filed in DUPLICATE. A fee of \$75 must accompany each State Notice and each Further State Notice. Checks, money orders and bank drafts should be made payable to Department of State; amounts over \$500 must be paid by money order, bank draft or certified check. Mail completed form and fee to State Records at the above address. Please do not send cash through the mail.

DO NOT send offering literature to the Secretary of State.

State Notice *Under §359-e, subd. 2 of the General Business Law of the State of New York*

(FEE: \$75 / State Notice. This notice must be filed by every security broker or dealer prior to engaging in the business of selling or offering for sale securities to the public in the State of New York.)

NAME OF DEALER OR BROKER

Empire State Health Solutions LLC

LIST BUSINESS OR POST OFFICE ADDRESS and "X" TYPE BELOW

1370 Broadway, 5th Floor, Ste. 575, New York, NY 10018

"X" ONE { BUSINESS ADDRESS
 POST OFFICE/MAILING ADDRESS

IF A CORPORATION, STATE OR COUNTRY IN WHICH INCORPORATED

New York

IF A PARTNERSHIP, THE NAMES OF THE GENERAL PARTNERS

Further State Notice *Under §359-e, subd. 8 of the General Business Law of the State of New York*

(FEE: \$75 / Further State Notice. This notice to be filed for each issue to be offered, except those specifically exempted by §359-f.)

NAME OF DEALER, BROKER OR SYNDICATE MANAGER

Empire State Health Solutions LLC

LIST BUSINESS OR POST OFFICE ADDRESS and "X" TYPE BELOW

1370 Broadway, 5th Floor, Ste. 575, New York, NY 10018

"X" ONE { BUSINESS ADDRESS
 POST OFFICE/MAILING ADDRESS

IF A CORPORATION, STATE OR COUNTRY IN WHICH INCORPORATED

New York

NAME OF SECURITY OR SECURITIES (CLASS)

Employee Units

NAME OF ISSUER OF SECURITIES

Empire State Health Solutions LLC

MAIL ADDRESS FOR ISSUER OF SECURITIES (i.e., POSTAL ADDRESS)

1370 Broadway, 5th Floor, Ste. 575, New York, NY 10018

STATE OR COUNTRY IN WHICH ORGANIZED

New York

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Empire State Health Solutions LLC, a limited liability company organized under the laws of the State of New York for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Kyle Kingsley
Empire State Health Solutions LLC
1370 Broadway, 5th Floor, Ste. 575
New York, NY 10018

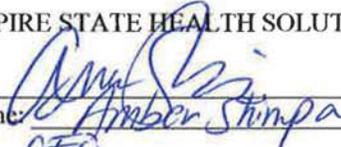
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

| | | | |
|-----------------------------|--|-------------------------------|---|
| <input type="checkbox"/> AL | Secretary of State | <input type="checkbox"/> FL | Dept. of Banking and Finance |
| <input type="checkbox"/> AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> GA | Commissioner of Securities |
| <input type="checkbox"/> AZ | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> AR | The Securities Commissioner | <input type="checkbox"/> HI | Commissioner of Securities |
| <input type="checkbox"/> CA | Commissioner of Corporations | <input type="checkbox"/> ID | Director, Department of Finance |
| <input type="checkbox"/> CO | Securities Commissioner | <input type="checkbox"/> IL | Secretary of State |
| <input type="checkbox"/> CT | Banking Commissioner | <input type="checkbox"/> IN | Secretary of State |
| <input type="checkbox"/> DE | Securities Commissioner | <input type="checkbox"/> IA | Commissioner of Insurance |
| <input type="checkbox"/> DC | Dept. of Insurance, Securities and Banking | <input type="checkbox"/> KS | Secretary of State |
| <input type="checkbox"/> KY | Director, Division of Securities | <input type="checkbox"/> OH | Secretary of State |
| <input type="checkbox"/> LA | Commissioner of Securities | <input type="checkbox"/> OR | Director, Department of Insurance and Finance |

| | | | |
|----------------|--|--------------|---|
| <u> </u> ME | Administrator, Securities Division | <u> </u> OK | Securities Administrator |
| <u> </u> MD | Commissioner of the Division of Securities | <u> </u> PA | Pennsylvania does not require filing of a Consent to Service of Process |
| <u> </u> MA | Secretary of State | <u> </u> PR | Commissioner of Financial Institutions |
| <u> </u> MI | Commissioner, Office of Financial and Insurance Services | <u> </u> RI | Director of Business Regulation |
| <u> </u> MN | Commissioner of Commerce | <u> </u> SC | Securities Commissioner |
| <u> </u> MS | Secretary of State | <u> </u> SD | Director of the Division of Securities |
| <u> </u> MO | Securities Commissioner | <u> </u> TN | Commissioner of Commerce and Insurance |
| <u> </u> MT | State Auditor and Commissioner of Insurance | <u> </u> TX | Securities Commissioner |
| <u> </u> NE | Director of Banking and Finance | <u> </u> UT | Director, Division of Securities |
| <u> </u> NV | Secretary of State | <u> </u> VT | Commissioner of Banking, Insurance, Securities & Health Administration |
| <u> </u> NH | Secretary of State | <u> </u> VA | Clerk, State Corporation Commission |
| <u> </u> NJ | Chief, Securities Bureau | <u> </u> WA | Director of the Department of Licensing |
| <u> </u> NM | Director, Securities Division | <u> </u> WV | Commissioner of Securities |
| <u> </u> X_NY | Secretary of State | <u> </u> WI | Department of Financial Institutions, Division of Securities |
| <u> </u> NC | Secretary of State | <u> </u> WY | Secretary of State |
| <u> </u> ND | Securities Commissioner | | |

Dated this 29 day of May, 2015
(SEAL)

EMPIRE STATE HEALTH SOLUTIONS, LLC

By 
Name: Amber Stumpa
Its: CFO

CORPORATE ACKNOWLEDGMENT

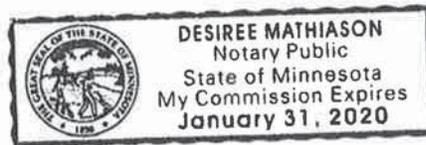
State of Minnesota)
County of Hennepin) ss.

On this 29 day of May, 2015 before me Amber Shimpes the undersigned officer, personally appeared _____ known personally to me to be the CFO of the above named company and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Desiree Mathiason *Desiree Mathiason*
Notary Public/Commissioner of Oath

My Commission Expires January 31, 2020



Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6



May 27, 2015
In reply refer to:
REG ER#: 51-98408 1

EMPIRE STATE HEALTH
SOLUTIONS LLC
5200 WILLSON RD
EDINA MN 55424-1332

Dear Employer:

Based on the information you provided via the Internet, it has been determined that you are liable for unemployment insurance contributions under New York State Law, beginning with the 2nd calendar quarter of 2015. An account has been established under Employer Registration Number 51-98408. Please use this number on all correspondence with this Division. **To finalize your registration process, it will be necessary for you to sign the attached confirmation statement and return it to the address or fax number provided within ten days.**

On a quarterly basis, employers are required to report wages paid to their employees and pay UI contributions based on those wages from the date they became liable under the law. Quarterly return filing due dates are April 30, July 31, October 31 and January 31. Returns are required even if no contributions are due. Failure to file returns on time may result in increased contribution rates, loss of credit on IRS Form 940 and penalties. **It is to your advantage to pay contributions as soon as possible, since interest is assessed on the late payment at the rate of 1% per month from the date due to the date paid.**

Please note: For returns due on and after April 30, 2015, you must electronically file and pay your NYS-45 return. For more information, visit the Department of Taxation and Finance Online Service Center at www.tax.ny.gov. Additional material, including UI rate information, will be mailed under separate cover. Any questions regarding UI liability may be directed to Ms. Marcia DeKalb at the above address or phone her at (518) 457-4179.

If you disagree with this determination, you may request a hearing by writing to the Liability and Determination Section at the above address within thirty days from the date of this letter.

Sincerely,

A handwritten signature in cursive script that reads "Paul H.W. Mason".

Paul H.W. Mason, Director
Adjudication & Determination
For the Commissioner of Labor

Enc: Registration Confirmation Statement



DEPARTMENT OF STATE, DIVISION OF
CORPORATIONS, STATE RECORDS & UCC
ANDREW M. CUOMO, GOVERNOR CÉSAR A. PERALES, SECRETARY OF STATE



**EMAIL ADDRESS SUBMISSION/UPDATE INTERFACE
EMAIL CONFIRMATION SCREEN**

Thank you for the submission of your email address. This Current Email Address listed below will be used to send email notifications such as when an entity's Biennial Statement is due for filing. If the Current Email Address is incorrect, please go to the Department of State's Biennial Statement Email Address Notification website at www.email.ebiennial.dos.ny.gov to update this information. You will receive an email confirming the submission of your new email address. Please print a copy of this screen for your records.

Current Entity Name: **EMPIRE STATE HEALTH SOLUTIONS LLC**
Fictitious Name(if applicable):
DOS ID: **4710353**
Initial DOS Filing Date: **FEBRUARY 13, 2015**
County: **ALBANY**
Jurisdiction: **NEW YORK**
Entity Type: **DOMESTIC LIMITED LIABILITY COMPANY**
Current Email Address: **AMBERSHIPA@MINNESOTAMEDICALSOLUTIONS.COM**

If you have questions regarding your email address, please contact us at ebiennial@dos.ny.gov
NYS Division of Corporations, State Records & Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231-0001 (518) 473-2492
[\[PRINT THIS PAGE\]](#) [\[CLOSE APPLICATION\]](#) [\[RETURN TO MAIN PAGE\]](#)

New York State Department of Taxation and Finance
Certificate of Authority

Identification number

47-3476556

(Use this number on all returns and correspondence)



VALIDATED

5/18/2015

**Dept of Tax
and Finance**

EMPIRE STATE HEALTH SOLUTIONS LLC
1226 STATE ROUTE 147
WEST CHARLTON NY 12010-8473

is authorized to collect sales and use taxes under Articles 28 and 29 of the New York State Tax Law.

Nontransferable

This certificate must be prominently displayed at your place of business.
Fraudulent or other improper use of this certificate will cause it to be revoked.

The certificate may not be photocopied or reproduced.

**State of New York
Department of State } ss:**

I hereby certify, that EMPIRE STATE HEALTH SOLUTIONS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 02/13/2015, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of May
two thousand and fifteen.*

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina
Executive Deputy Secretary of State

201505280483 * E2

Attachment F



Local 338

**LOCAL
338
RWDSU/UFCW**

RWDSU/UFCW

JOHN R. DURSO
President

JOSEPH FONTANO
Secretary-Treasurer

JACK CAFFEY JR.
Executive Vice President

DEBRA BOLLBACH
Recorder



Howard Zucker
Commissioner
New York State Department of Health
Corning Tower
Empire State Plaza
Albany, New York 12237

May 26, 2015

Re: Labor Peace Agreement between Local 338, RWDSU/UFCW and Empire State Health Solutions, LLC

Dear Commissioner Zucker,

Local 338, RWDSU/UFCW ("Local 338") is a labor organization, as defined in 29 U.S.C. § 402(i) and 29 U.S.C. § 152(5), representing close to 20,000 employees in New York State and its environs.

The enclosed document entitled, Neutrality Agreement, is intended in part to satisfy and comply with the requirement, under the New York Public Health Law, that an applicant (Empire State Health Solutions, LLC) seeking a license to conduct business relating to the use of medical marijuana in New York State submit proof that it has entered into a labor peace agreement with a bona-fide labor organization that is actively engaged in representing or attempting to represent the applicant's employees. See Public Health Law §§ 3360(14), 3365(1)(III), 3365(3)(VII), 3365(6)(IV), and 3365(7).

The Neutrality Agreement contains explicit language which protects the State's proprietary interests by prohibiting Local 338 from engaging in picketing, work stoppages, boycotts, and any other economic interference with the business of an entity licensed to engage in the business relating to the use of medical marijuana in New York State.

Should any changes in the Neutrality Agreement be necessary for an applicant to comply with the Public Health Law, please feel free to communicate with us directly.

Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joseph Fontano', written over a horizontal line.

Joseph Fontano
Secretary-Treasurer

STRONGER | TOGETHER

Our Mission: To Better The Lives Of Our Members And All Working People.
1505 Kellum Place • Mineola, NY 11501 • (516) 294-1338 • www.local338.org

NEUTRALITY AGREEMENT
BY AND BETWEEN
EMPIRE STATE HEALTH SOLUTIONS, LLC
AND
LOCAL 338, RWDSU/UFCW

By this Agreement dated May 20, 2015, Empire State Health Solutions, LLC (the "Employer") and Local 338, RWDSU/UFCW, 1505 Kellum Place, Mineola, New York (the "Union") hereby establish the following procedure to address the Union's efforts to organize employees in any existing or new facility owned or operated by the Employer in which the employees are not represented by a labor organization:

1. The term, "employees," used herein shall include all full time and part-time employees, including, but not limited to, pharmacists, pharmacy technicians, dispensaries, consultants, drivers, growers, retail, manufacturers, trimmers, and anyone else performing work for or on behalf of the Employer, and shall exclude only who are statutorily excluded by the National Labor Relations Act ("NLRA").

2. Within ten (10) days after receiving written notice of the Union's intent, the Employer agrees to furnish the Union with a complete list of employees in the shop designated in the notice, including job classifications, departments, street addresses, telephone numbers and e-mail addresses. The Employer agrees to thereafter provide updated lists as reasonably requested. The Employer waives the right under the NLRA to file any petition with the National Labor Relations Board for any election in connection with the invocation of this Agreement and agrees to refrain from directly or indirectly supporting any such petition.

3. The Employer agrees to take a neutral approach to unionization of employees. Neutrality means that the Employer will neither help nor hinder the Union's organizing effort by, for example, directly or indirectly demeaning by word or deed the Union or its representatives, or directly or indirectly supporting or assisting in any way any person or group who may oppose the Union. The Employer agrees not to communicate to any employee that it disfavors the Union or the signing of authorization cards, or that they may suffer adverse consequences for supporting the Union or signing cards. The Employer also agrees that it, and its managers, supervisors and other representatives will refer to the Union by name and not as "third party," "outsider" or in similar manner. The parties will conduct themselves with mutual respect for each other during any organizing effort.

4. During organizing efforts, the Employer's managers, supervisors and other representatives will remain neutral and will refrain from communicating with employees about how they should respond to the Union. The Employer agrees to inform all of its managers, supervisors and representatives of this obligation and that the Employer has no objection to employees supporting the Union or engaging in union activities, including meeting with Union representatives or signing authorization cards. The Employer will promptly terminate any violation of this provision and immediately act to discourage any additional violation, including disciplining any manager' or supervisor - or terminating its relationship with any independent contractor representative - who violates it. The Employer agrees to take prompt action to

mitigate the effects of any violation, including informing employees of the Employer's position on organizing and the rights of employees to organize.

5. The Employer agrees to permit Union representatives access to the workplace to communicate with employees, including through the distribution of materials. Union representatives will not disrupt the Employer's operations or unreasonably interfere with employee production.

6. The facility's highest level manager will meet with and tell employees that the Employer has no objection to employees meeting with Union representatives, supporting the Union or signing authorization cards. That manager will also tell employees that the Employer is neutral in their selection of union representation.

7. If the Union provides evidence in support of its claim that a majority of employees have designated the Union as their collective bargaining representative, the Employer will recognize the Union as such representative of the employees in the bargaining unit described in the Union's notice invoking this provision and will extend this Agreement to them.

8. If both the Union and the Employer mutually agree that additional Agreement provisions are necessary for the new unit or if the National Labor Relations Board or a court determines that the parties may not lawfully extend this Agreement to the unit, the parties agree to bargain in good faith over a collective bargaining agreement to cover the employees. The parties agree to commence bargaining within 20 business days from the date the neutral verifies the Union's majority. If they are unable to agree to a collective bargaining agreement, the parties agree to submit all open provisions and issues to final and binding interest arbitration. If they are unable to select an arbitrator, the parties shall select an arbitrator to set the open provisions and resolve any other issues in accordance with the procedures of this Agreement's arbitration provision.

9. The parties agree to resolve any dispute over the interpretation of this provision through expedited arbitration. The parties will invoke expedited arbitration by requesting an arbitrators list from the American Arbitration Association. Within 10 days of receiving AAA's arbitrators' list, the parties will submit their struck lists to the AAA. The parties agree that AAA will follow its labor arbitration rules to select an arbitrator based on the list or lists the parties submit. The AAA will strictly apply its rule requiring struck lists to be timely submitted in accordance with this provision. The arbitrator will hear the dispute on either the first or second date the arbitrator is available and issue an award within 20 days thereafter. The parties will equally share the arbitrator's fees and costs.

10. The parties agree that the arbitrator has the authority to direct the breaching party to specifically perform its obligations under this provision. The arbitrator may award a penalty of up to \$10,000 for willful breaches. A willful breach is one that clearly violated this provision and was not corrected after the aggrieved party provided notice of it to the violating party. The parties consent to the entry of the arbitrator's award as the order of judgment of a United States District Court, without notice.

11. The Union and the Employer recognize that this Agreement is in their mutual best interests and therefore agree to prevent evasion of the terms of this Agreement through the use of contractors and/or subcontractors. To comply with the spirit of this Agreement, the Employer shall, as a condition of its relationship with any contractor and/or subcontractor require that: (a) the contractor and/or subcontractor enter into a neutrality agreement with the Union; and (b) immediately notify the Union when seeking to form a business relationship with the contractor and/or subcontractor.

12. Labor Peace Agreement: In the event that the Union attempts to organize the Employer's employees or actually represents the Employer's employees at any particular location, then the Union hereby promises that it will not at any time covered by this agreement engage in any picketing, work stoppages, boycotts or any other economic interference with the Employer's business at that location, provided the employer has not violated any of the terms of this agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed this 20th day of May 2015, by their duly authorized representatives.

LOCAL 338, RWS DUFCW

By:

Date:

Name: Joseph Fontano

Title: Secretary-Treasurer

Witness:

Empire State Health Solutions, LLC

By:

Date:

Name: KYLE KINGSLEY

Title: CEO

Witness:

Attachment G



Attachment G—Financial Statement of Business Agreements and Pro Forma Financial Summary

Empire State Health Solutions, LLC includes herein a detailed financial statement setting forth all elements and details of any business transactions connected with this application, including but not limited to all agreements and contracts for consultation and/or arranging for the assistance in preparing the application.

Additionally, ESHS provides a detailed Summary of Pro Forma Financial Data which outlines and highlights our business plan from a financial standpoint and includes a bank financing proposal letter from ESHS' bank.

Please find the following documents:

| | |
|--------------|---|
| Page 1 | Financial statement setting forth all elements and details of any business transactions connected with the application. |
| Pages 2-4 | Boekermann Grafstrom & Mayer, LLC agreement |
| Page 5 | Bolton-St. Johns, LLC agreement |
| Pages 6-7 | Clarity Coverdale Fury Advertising, Inc. agreement |
| Pages 8-10 | CS Arch agreement |
| Pages 11-13 | Cutler & Co., LLC agreement for Audit |
| Pages 14-15 | Cutler & Co., LLC agreement for Review |
| Pages 16-22 | Fulton County Industrial Development Authority agreement |
| Page 23 | Gramercy Communications |
| Pages 24-28 | Lindquist & Venum LLP agreement |
| Pages 29-30 | Mile Road Productions |
| Pages 31-35 | Meyer Suozzi English & Klein, P.C. |
| Pages 36-64 | SafetyCall International, PLLP |
| Pages 65-67 | Legal Consultant, Tricia Kingsley |
| Pages 68-69 | United Science Corporation |
| Pages 70-74 | Westbrook Greenhouse System |
| Pages 75-98 | Summary of Pro Forma Financial Data |
| Pages 99-100 | ESHs Financing Proposal Letter |

Empire State Health Solutions, LLC

Summary of Business Agreements and Contracts

Redacted pursuant to N.Y. Public Officers Law, Art. 6



BOECKERMANN GRAFSTROM MAYER
CPAS

May 7, 2015

Amber Shimpa, Chief Financial Officer
Empire State Health Solutions, LLC
Vireo Health, LLC and Subsidiaries and Affiliate

RE: Accounting and Consulting Assistance

This letter is to confirm our understanding of the terms and objectives of our engagement and the nature and limitations of the services we will provide.

We will assist in management in the preparation of Empire State Health Solutions, LLC and Vireo Health, LLC and Subsidiaries and Affiliate financial in accordance in with accounting principals generally accepted in the United States of America and assist in the preparation of supporting documentation for the following periods:

- Empire State Health Solutions, LLC
 - For the periods from February 13, 2015 (date of inception) to May 12, 2015
 - Empire State Health Solutions, LLC is owned 100% by Vireo Health, LLC
- Vireo Health LLC and Subsidiaries and Affiliate
 - For the Year Ended December 31, 2014
 - For the periods from January 1, 2014 to May 12, 2014
 - For the periods form January 1, 2015 to May 12, 2015

During this process we will not be performing an audit or review of the aforementioned financial statements and accordingly, we will not be expressing an opinion or provide any assurance about whether the financial statements are in accordance in with accounting principals generally accepted in the United States of America. The services that we will perform are not designed and can not be relied upon to disclose errors, fraud or illegal acts. The aforementioned financial statements will be either audited or reviewed by Cutler & Co., LLC.

Management is responsible for the preparation and fait presentation of the financial statements, for designing, implementing, and maintaining internal control relevant to the preparation of the financial assistance.

ENTREPRENEURIAL CPAS SERVING ENTREPRENEURS[®]

332 MINNESOTA STREET, SUITE E-1100
ST. PAUL, MN
55101



BOECKERMANN GRAFSTROM MAYER
CPAS

ENTREPRENEURIAL CPAS **SERVING** ENTREPRENEURS®



BOECKERMANN GRAFSTROM MAYER
CPAs

Boeckermann Grafstrom & Mayer, LC

Confirmed behalf



ame and Title CFO

Confirmed behalf



ame and Title CFO

ENTREPRENEURIAL CPAs SERVING ENTREPRENEURS®



BOLTON ST. JOHNS

Government Relations & Public Affairs Consulting

February 4, 2015

Vireo Health LLC
5200 Willson Road, Suite 150
Edina, Minnesota 55424

Bolton-St. Johns, LLC agrees to provide **Vireo Health LLC** with legislative and regulatory representation and with business development services, including interacting with state and local government in **New York State** specifically from **February 1, 2015** through **January 31, 2016**. The fee shall be payable in equal monthly installments of **\$15,000** each beginning **February 1, 2015**. After the initial sixty-day period, this agreement is cancelable upon written notice by either party.

If the above meets with your approval, please so indicate by signing and dating this letter in the space provided below and returning it to our Albany office. We will file a copy of this signed letter with the **New York State Joint Commission on Public Ethics**.

Agreed to and Accepted By:

Vireo Health LLC

Kyle Kingsley, CEO

Date: _____

02/13/15

Bolton-St. Johns, LLC

Ed Draves, Partner



PROJECT ORDER NO. 3
CCF Job #TBD
Date: May 11, 2015

Pursuant to the Agency Agreement between Vireo Health (“the Advertiser”) and Clarity Coverdale Fury Advertising Inc., (“Agency”), dated April 27, 2015 (the “Agreement”), the following Services are hereby authorized by the Advertiser and agreed to be performed by Agency, in accordance with the Agreement.

1. Work Description/Work Product/Deliverables

This Project Order includes the agency fees and out of pocket expenses related to the design and development of a website, www.vireohealth.com for Vireo Health. The agency fee covers development, UX design, graphic design, copywriting, project management, account management and interactive direction to deliver 2 design concepts including a homepage and subpage example for each. Once a concept is selected and approved, it will be developed to suit the current Word Press infrastructure/template and accompanied by a style guide and additional design/copy elements.

Out of pocket expenses for artwork associated with the design and development of the Vireo Health website are not included at this time. An assessment will be done of existing assets. If additional imagery is needed, Vireo Health can provide assets or the project order can be revised to include photography and/or stock imagery.

This Project Order does not include costs to design or develop state-specific sites.

2. Fee/Expenses/Invoices (000)

| | | | |
|----|---|--------|----------|
| a. | <u>Agency Fee</u> | | |
| | Agency Fees | 28.708 | |
| | Total Agency Fee | | 28.708 |
| b. | <u>Out-of-Pocket/Artwork Expenses</u> | | |
| | Expenses | 0.00 | |
| | Total Expenses | | 0.00 |
| c. | <u>Total</u> | | |
| | Total amount related to Project Order No. 3 | | \$28.708 |

d. Invoices
Invoices will be sent to the following address:
Vireo Health
Attention: Dr. Kyle Kingsley
5200 Willson Rd, Ste 150
Edina, MN 55424

Clarity Coverdale Fury
120 S. 6th St, Suite 1300
Minneapolis, MN 55402
claritycoverdalefury.com

- e. Billing/Payment Terms (000)
The total of \$28,708 will be invoiced upon Project Order approval and due within 10 days.

3. **Schedule/Duration**

- a. The above deliverables will commence upon Project Order approval and last through Sunday, June 7, 2015. A detailed timeline will be provided.

4. **Changes/Deviations**

- a. Should any of the above specifications change, the Agency will issue a revised Project Order. The Agency will proceed upon receiving written approval of the revised Project Order by the Advertiser.

Accepted and agreed:

VIRO HEALTH

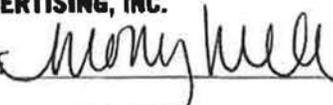
Signature: 

Printed Name: Dr. Kyle Kingsley

Title: CEO

Date: 1.01

**CLARITY COVERDALE
FURY ADVERTISING, INC.**

Signature: 

Printed Name: Molly Hull

Title: Assoc. Director of Brand Development

Date: 5.11.15

May 14, 2015

Mr. Josh O'Neill, Chief Business Development Officer
Minnesota Medical Solutions, LLC.
Suite 150
5200 Wilson Road
Edina, MN 55424

Re: Professional Services Proposal
Empire State Health Solutions

Dear Mr. O'Neill,

Thank you for the opportunity to provide the following proposal for architectural and engineering services in support of your application to the New York State Department of Health to become a registered medical marijuana provider.

STATEMENT OF UNDERSTANDING

Empire State Health Solutions (ESHS) may be awarded up to four dispensary sites located throughout New York State. The dispensary locations are not yet finalized but are anticipated to be located in the Albany area, White Plains, Queens and Manhattan. The application documentation requires that Appendix B: Architectural Program be completed for each location. Appendix B includes a requirement for a code compliance review, site plans and conceptual building plans. In addition to the four locations listed above, alternate locations may be pursued in Syracuse and Binghamton however these will not require Appendix B to be completed. The application is to be submitted to NYSDOH by 5/29/15.

SCOPE OF WORK

CSArch will complete the following:

1. Generate conceptual building plans based upon the plans of a prototype facility provided by you. The existing building plans will be generated from CAD files or drawings provided by you. Field measuring and existing condition verification is not anticipated or included.
2. Complete the Code Compliance Review and include code related information on the conceptual building plans.
3. Generate site plan drawings based upon aerial photographic images. If site plan files are provided they will be utilized. Civil engineering or generation of site plan drawings or surveys is not included.

Based upon the compressed schedule for completion visits to the sites is not possible. As there is some specific information required to complete the Code Compliance Review ESHS will provide this information or request this from the building owner or landlord.

SCHEDULE (Preliminary)

The following is a proposed timeline for the project:

- Authorization to Proceed May 18, 2015
- Final dispensary locations determined May 19, 2015
- Existing building information submitted May 19, 2015
- Appendix B Completed May 22, 2015

PROFESSIONAL FEE

Compensation for architectural / engineering services as noted above will be billed hourly based upon the following rate schedule:

| | |
|---------------------------|--------------|
| Managing Principal | \$195 |
|---------------------------|--------------|

| | |
|---|--------------|
| Bldg. Designer /Intern Architect III | \$85 |
| Sr. Project Architect | \$160 |
| Administrative Support Staff | \$70 |

| | |
|-----------------------------|--------------|
| Sr. Project Engineer | \$175 |
|-----------------------------|--------------|

Based upon our understanding of the effort required we anticipate a professional fee in the range of \$10,000 - \$14,000.

Reimbursable expenses will be billed for reproductions, long distance telephone calls, postage, mileage and UPS deliveries at one point one (1.20) times our cost. We will invoice monthly proportionate to the services completed with payments due 30 days from date of invoice.

If this agreement letter is acceptable, please sign and return one copy for our files.

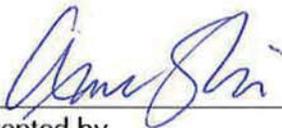
Mr. Josh O'Neill
Empire State Health Solutions
May 14, 2015 – Pg. 3

Thank you again for this opportunity. Please feel free to contact me to discuss this proposal or any other questions you may have.

Sincerely,
CSArch



Gregory M. Klokiw, AIA
Managing Principal



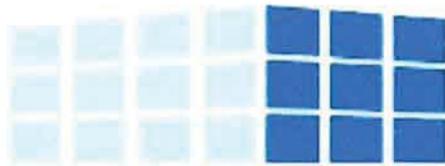
Accepted by



Date



Title



CUTLER & CO., LLC

CERTIFIED PUBLIC ACCOUNTANTS

Empire State Health Solutions, LLC
5200 Willson Road, Suite 150
Edina, Minnesota, 55424-1300

May 29, 2015

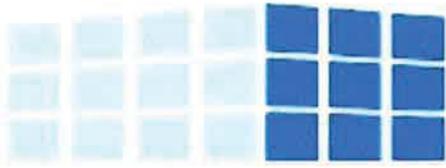
We are pleased to confirm our understanding of the services we are to provide for Empire State Health Solutions, LLC ("the Company") for the period from inception (February 13, 2015) to May 12, 2015.

We will audit the balance sheet of the Company as of May 12, 2015, and the related statements of operations, member's equity (deficit) and cash flows for the period from inception (February 13, 2015) to May 12, 2015. The objective of an audit of the financial statements is to express an opinion on the financial statements in accordance with generally accepted accounting principles accepted in the United States (GAAP). Our audit of the financial statements will be conducted in accordance with the standards established by the Public Company Accounting Oversight Board (PCAOB) and will include tests of the Company's accounting records and other procedures we consider necessary to enable us to express our opinion. If our opinion is other than unqualified, we will discuss the reasons with Company management in advance. If circumstances occur related to the condition of your records; the availability of sufficient, competent evidential matter; or the existence of a significant risk of material misstatement of the financial statements caused by error, fraudulent financial reporting, or misappropriation of assets that in our professional judgment prevent us from completing the audit or forming an opinion on the financial statements, we retain the right to take any course of action permitted by professional standards, including declining to express an opinion or issue a report, or withdrawing from the engagement.

We will plan and perform the audit of the financial statements to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether caused by error or fraud, or violations of laws or regulations that are attributable to the entity or to acts by management or employees acting on behalf of the entity. The audit will include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, tests of physical existence of inventories, and direct confirmation of certain assets and liabilities by correspondence with selected customers, creditors, and financial institutions. In connection with our audit of the financial statements, we will obtain an understanding of internal control sufficient to plan the audit and to determine the nature, timing and extent of audit procedures to be performed. At the conclusion of our audit, you agree to provide certain representations from management about the Company's financial statements and related matters.

Because our audit is designed to provide reasonable, but not absolute, assurance and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements or material weaknesses in internal control may exist and not be detected by us. Although not absolute assurance, reasonable assurance is, nevertheless, a high level of assurance. In addition, our financial statement audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. We will, however, communicate to the audit committee and management of the Company, as appropriate, any errors, fraud, or other illegal acts that come to our attention during our audit, unless clearly inconsequential. If, for any reason, we are unable to complete our audit or are unable to form or have not formed our opinion, we may decline to express an opinion and we will notify the audit committee and management.

Our audit will include obtaining an understanding of internal control sufficient to plan the audit and to determine the nature, timing, and extent of audit procedures to be performed. An audit of financial statements is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses in the design or operation of internal control. However, we will communicate in writing to the audit committee and management any significant deficiencies and material weaknesses relating to internal control over financial reporting identified while performing our audit. We will also inform the audit committee when we have communicated to management all internal control deficiencies. Any material weakness identified because the audit committee's oversight of the Company's external financial reporting and internal control over financial reporting is ineffective will be communicated in writing to the Company board of directors.



We are also responsible for communicating with the audit committee about certain other matters related to our audit, including (1) our audit responsibility under PCAOB standards; (2) information relating to our independence with respect to the Company; (3) the Company's critical accounting policies; (4) the quality of the Company's accounting principles; (5) management's judgments and sensitive accounting estimates; (6) significant audit adjustments; (7) any disagreements with management about matters that could be significant to the Company's financial statements or our report; (8) any consultations management made with other accountants; (9) any issues discussed with management prior to retention; (10) any significant difficulties encountered in performing the audit; (11) other information in documents containing audited financial statements, such as the Company's annual report; and (12) other matters as considered necessary. Further, we are responsible for ensuring that the audit committee receives copies of certain written communications between us and management, including management representation letters and written communications on accounting, auditing, internal control, or other matters.

Management is responsible for the financial statements, for making all financial records and related information available to us on a timely basis, and for the accuracy and completeness of that information. Management is also responsible for the establishment and maintenance of adequate records; the selection and application of accounting principles; the safeguarding of assets; adjusting the financial statements to correct material misstatements; and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole. In addition, management is responsible for identifying and ensuring that the Company complies with applicable laws and regulations.

PCAOB RULE 3526 INDEPENDENCE REPRESENTATION

PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*, requires that, prior to accepting an engagement to be your company's auditor, we disclose to you in writing all relationships between our firm and any affiliates and your company and its related entities or persons in financial reporting oversight roles at your company that may reasonably be thought to bear on independence.

The following is a description of such relationships as of May 29, 2015 of which we are aware that are relevant to the potential audits of the Company's financial statements and internal control over financial reporting for the period from inception (February 13, 2015) to May 12, 2015:

None Noted.

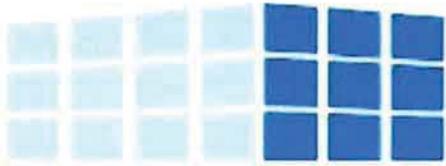
We confirm that we are independent of the Company within the meaning of the federal securities laws administered by the Securities and Exchange Commission.

As further required by PCAOB Rule 3526, we will be pleased to discuss the potential effects of such relationships on our independence with respect to the Company at your convenience or our next scheduled meeting.

This letter is intended solely for use by you and other members of the Board of Directors in your consideration of our independence (should we be appointed as the Company's auditors) and should not be used for any other purpose.

We are required to read any document, including the annual report to shareholders and filings with the SEC, that contains or incorporates by reference our audit or interim review reports, or contains any reference to us. We will read the annual report for the purpose of determining whether other information in the annual report (including the manner of its presentation) is materially inconsistent with information in the financial statements or management's assessment of the effectiveness of the Company's internal control over financial reporting. We assume no obligation to perform procedures to corroborate such other information as part of our audit.

Regarding electronic filings, management agrees that, before filing any document in electronic format with the SEC with which we are associated, we will be advised of the proposed filing on a timely basis. We will provide the Company a signed copy of our report and consent. These manually signed documents will serve to authorize the use of our name prior to the Company's electronic transmission. Management will provide us with a complete copy of the accepted document.



CUTLER & CO., LLC

CERTIFIED PUBLIC ACCOUNTANTS

Our fees are based upon the time required by the individuals assigned to the engagement, plus direct expenses. Interim billings will be submitted as work progresses and as expenses are incurred. We estimate that our fees for the audit of for the period from inception (February 13, 2015) to May 12, 2015 will be \$5,000 with a further \$500 payment for a concurring partner review for a total of \$5,500. The fee estimate and completion of our work is based on anticipated cooperation from Company personnel; timely responses to our inquiries; timely communication of all significant accounting and financial matters; and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will keep Company management informed of any problems we encounter and our fees will be adjusted accordingly. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation.

The Company may wish to include or incorporate by reference our audit report on these financial statements in a registration statement proposed to be filed under the Securities Act of 1933 or in some other securities offering. If so, you agree not to include our audit report or make reference to our Firm without our prior permission or consent. Any agreement to perform work in connection with an offering, including an agreement to provide permission or consent, will be a separate engagement.

Any additional services that may be requested and we agree to provide, will be the subject of separate arrangements.

The audit documentation for this engagement is the property of our firm and constitutes confidential information. However, we may be requested to make certain audit documentation available to the PCAOB, SEC, or other regulators pursuant to the authority given to them by law or regulation. If requested, access to such audit documentation will be provided under the supervision of firm personnel. Further, upon request, we may provide copies of selected audit documentation to the regulator. The regulator may intend, or decide, to distribute the copies or information contained therein to others, including other government agencies.

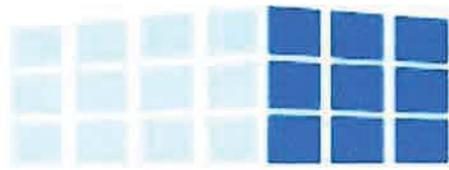
We appreciate the opportunity to be of service and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

Sincerely,

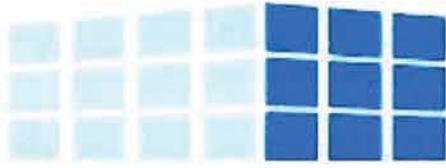
Cutler & Co., LLC

RESPONSE:

This letter correctly sets forth the understanding of Client



CUTLER & CO., LLC
CERTIFIED PUBLIC ACCOUNTANTS



CUTLER & CO., LLC
CERTIFIED PUBLIC ACCOUNTANTS

Hes & LLC

[Handwritten Signature]

- C. Licensee may, prior to the issuance of the license by the NYSDOH, begin renovations to and work on the Facility while the Facility is still owned by the Licensor.
- D. In the event the Licensee terminates this Agreement or Licensee does not obtain a license from the New York State Department of Health:
 - 1. All improvements made to the Facility by the Licensee shall become the property of the Licensor.
 - 2. The License Agreement shall terminate.
 - 3. The Letter of Intent shall terminate.

4. License Fee.

- A. For and during the Term of this Agreement, Licensee shall pay to Licensor, on or before the first day of each month after the Commencement Date, the sum of \$2,000 as a monthly license fee for use of the Facility.
- B. Said License Fee shall be prorated for any portion of a month as may be applicable.

5. Utilities.

- A. Licensee acknowledges that all utilities to the Facility are currently shut off or been disconnected. This includes:
 - a. Water
 - b. Wastewater
 - c. Electric
 - d. Natural gas
 - e. Internet
 - f. Phone
- B. Licensee shall be responsible for contacting all utilities to make the necessary arrangements for and pay all applicable fees to activate and restore these utilities to the Facility.
- C. Licensee shall be responsible for monthly usage charges/fees for the utilities identified in Paragraph A above.

6. Insurance.

- A. At all times during the term of this Agreement, the Licensee shall maintain, or cause to be maintained, the following insurances with respect to the Facility against such risks and for such amounts as are customarily insured against by businesses of like size and type paying, as the same become due and payable, all premiums in respect thereto, including, but not necessarily limited to:
 - 1. Workers' compensation insurance, disability benefits insurance, and each other form of insurance which the Licensee is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of the Licensee who are located at or assigned to the Facility and for all contractors and subcontracts.
 - 2. Insurance protecting the interests of the Licensee and the Licensor against loss or damage to the Facility by fire, lightning and other casualties normally insured against with a uniform standard extended coverage endorsement, such insurance at all times to be in an amount not less than the total cash replacement value of the Facility, as determined by a recognized appraiser or insurer selected by the Licensee; provided, however, that the Licensee may,

- insure all or a portion of the Facility under a blanket insurance policy or policies covering not only the Facility or portions thereof but other property.
3. Insurance protecting the Licensee and the Licensor against loss or losses from liabilities imposed by law or assumed in any written contract (including the contractual liability) and arising from personal injury and death or damage to the Property of others caused by any accident or occurrence, with a single combined limit of not less than \$1,000,000.00 per accident or occurrence on account of personal injury, including death resulting therefrom, and damage to the property of others, excluding liability imposed upon the Licensee by any applicable workers' compensation law; and a blanket excess liability policy in the amount not less than \$2,000,000 protecting the Licensee and the Licensor against any loss or liability or damage for personal injury, death or property damage.
- B. Licensee shall submit to the Licensor an insurance certificate verifying the existence of these insurances.
 - C. The Insurance Certificate shall specifically state that: "Fulton County Industrial Development Agency and Fulton County and their assigns shall be a named additional insured parties on all insurance policies." The Licensor and Fulton County shall be included as additional insured's on a primary, non-contributory basis (using CG 2010 11/85 or its equivalent), including products-completed operations coverage for three (3) years.
 - D. The Licensee agrees to require any and all subcontractors hired to perform work on the project to obtain insurance coverage as provided above. All such insurance coverage shall name the Licensor as an Additional Insured on a primary, Non-contributory basis on form CG 2010 11/85 or its equivalent. The foregoing coverages and limits are to be considered as minimum requirements and in no way limit the liability of the subcontractor.
 - E. Licensee's contractors and all subcontractors shall furnish Licensor a Certificate of Insurance verifying the existence of the following insurance prior to commencement of work at the Facility.
 - F. No insurance policies obtained in accordance with this section shall exclude coverage for liability resulting from application of either Section 240 or Section 241 of the New York State Labor Law. A copy of the Additional Insured endorsement should be provided to the Licensor.
 - G. All policies required by this section shall include a waiver of subrogation in favor of the Licensor.
 - H. All policies and certificates of insurance shall expressly provide that the Licensor must receive 30 days written notice in the event of material alteration, cancellation or nonrenewal of coverage.
 - I. The Licensor does not in any way represent that the insurance specified herein, whether in scope or coverage or limits of coverage, is adequate or sufficient to protect the Licensee's business or interest.

7. Indemnification:

- A. To the fullest extent permitted by law, Licensee agrees to defend, indemnify and hold harmless Licensor and its officers, directors, agents and employees from and against any and all claims, suits, liens, judgments, damages, losses and expenses, which shall also include environmental issues and matters, including reasonable attorneys fees and other legal costs, demands, actions or causes of action arising in whole or in part and in any manner from acts, omissions, breach or default of Licensee, in connection with the performance with the provisions of this License Agreement and the work to be undertaken at the Facility, its officers, directors, agents and employees.

8. Notices.

- A. Any notice under this Agreement shall be in writing and shall be either delivered by hand or by overnight mail to the party at the address set forth below.
- B. Licensor hereby designates its address as:

Fulton County Industrial Development Agency
Attn: James Mraz, Executive Director
1 East Montgomery Street
Johnston, NY 12095

Licensee hereby designates its address for the receipt of notices as:

Empire State Health Solutions, LLC
Attn. Michael Newell
1226 State Route 147
West Charlton, NY 12010

9. General

- A. This is the entire Agreement between the parties with respect to the subject matter addressed herein. No other agreements are effective.
- B. If any provisions of this Agreement shall be held invalid, the remainder of the terms of this Agreement shall not be affected. All amendments to this Agreement shall be in writing and signed by all parties. Any other attempted amendment shall be void.
- C. All waivers must be in writing and signed by the party against which such waiver is asserted.
- D. Either party's failure to enforce any provision of this Agreement or its acceptance or payment of fees shall not be a waiver and shall not prevent such party from enforcing any provision of this Agreement in the future.
- E. No receipt or payment of money by either party shall be deemed to waive any default of the other party or to extend, reinstate or continue the term hereof.
- F. All Exhibits attached hereto are hereby incorporated herein.
- G. Each party represents and warrants to the other party that there are no agents, brokers, finders or other parties except with whom a party has dealt who are or may be entitled to any commission or fee with respect to this Agreement. Each party agrees to hold the other party harmless from all loss or damage, including attorney's fees, arising from any claim by any broker claiming to have dealt with or for such party concerning this Agreement.
- H. This Agreement shall be construed and governed in accordance with the laws of the State of New York.

- I. By signing this Agreement, each party acknowledges that it has read this agreement and fully understands the provisions hereof.

10. Recording:

- A. Upon execution by both parties, this Agreement shall be duly recorded in the offices of the Fulton County Clerk.

IN WITNESS WHEREOF, Licensor and Licensee have executed this Agreement as of the date indicated below.

LICENSOR: Fulton County Industrial Development Agency

By: Todd Rulison 
Its: Chairman
Date: 5/12/15

LICENSEE: Empire State Health Solutions, LLC


By: Dr. Kyle E. Kingsley
Its: CEO
Date: 4-29-15

EXHIBIT A
[Insert aerial view with boundaries]

FERGUSON & FOSS,
PROFESSIONAL LAND SURVEYORS, PC

P.O. BOX 356 ~ 5 WEST MAIN STREET ~ JOHNSTOWN, NY 12095 ~ 518-762-9997

FACSIMILE – 762-9997

e-mail – fergusonandfoss@frontiernet.net

www.fergusonandfoss.com

**PROPOSED DESCRIPTION
LOT 1**

All of that tract or parcel of land situate in the Town of Perth, County of Fulton and State of New York being more particularly described as follows:

Beginning at an iron rod set in the westerly line of County Road 117, running thence through the lands of Fulton County Industrial Development Agency the following five courses; S65°22'52"W 144.87' to an iron rod set, S87°00'52"W 80.00' to an iron rod set, S42°16'35"W 230.00' to an iron rod set, S15°18'32"E 84.84' to an iron rod set and S74°41'28"W 498.22' to an iron rod set at the southeast corner of the lands of Don Brown Bus Sales, thence along the northeasterly line of Don Brown Bus Sales N37°03'34"W 466.75' to an iron rod set, thence along the line between the town of Perth on the east and the Town of Johnstown on the west N05°55'15"W 619.76' to an iron rod set, thence through the lands of Fulton County Industrial Development Agency the following two courses; N84°19'12"E 484.32' to an iron rod set and S70°18'12"E 824.41' to the northwesterly line of County Road 117, thence along the line of County Road 117 on a non-tangent curve to the left having a radius of 330.00' and a chord of S15°52'43"E 323.26' an arc length of 337.82' to the point of beginning, containing 19.899 acres.

| |
|--|
| Bill To: |
| Empire State Health Solutions Mr. Kyle Kingsley |

| |
|-------------|
| Invoice No. |
| 886 |

| |
|-------------|
| Date |
| 05/15/15 |

| |
|--------------------|
| P.O. Number |
| |

| |
|--------------|
| Terms |
| |

| Description of Services | Amount |
|--|--------------------------------|
| Strategic communications, public relations and public affairs services | 8,500.00 |
| Please remit payment to: Gramercy Communications 225 River Street, 2nd Floor Troy, NY 12180 | Total \$8,500.00 |

LINDQUIST

Mike R. KL

Agreed and acc
of Jane

A handwritten signature in black ink, appearing to be 'Jane', is written above a horizontal line.

Michael Kuhn
(612) 371-3282
mkuhn@lindquist.com
www.lindquist.com

Lindquist & Vennum LLP
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402
Phone: (612) 371-3211
Fax: (612) 371-3207

December 3, 2014

VIA EMAIL

Minnesota Medical Solutions LLC
4920 Drew Avenue South
Minneapolis, MN 55410
Attn: Dr. Kyle Kingsley and Dr. Jon
Thompson

Re: Representation of Your Interests

Dear Gentlemen:

On behalf of Lindquist & Vennum LLP (“the Firm”), thank you for asking us to assist you in this matter. The purpose of this letter is to confirm the scope and terms of our representation. At the outset, I would like to emphasize the importance the Firm places on clearly understanding what your expectations are in this matter. I invite and encourage you to communicate directly with me whenever you believe your expectations have changed or whenever you believe the Firm can more effectively or efficiently meet your expectations. If you have questions concerning any of these provisions, please do not hesitate to let me know. Once again, we are pleased to have the opportunity to serve you.

1. **Whom We Will Represent.** For purposes of this engagement our client will be Minnesota Medical Solutions LLC. We are not representing any other party or entity.
2. **Scope of Our Engagement.** You have retained the Firm to represent you in connection with financing and other related matters. While the Firm is available to work with you on a wide range of other matters, this will confirm that our engagement at this point is limited to the performance of services solely in the matter described above.
3. **Firm Personnel Assisting You.** April Hamlin and I will be the lawyers primarily responsible for assisting you in this transaction. While hourly rates for attorneys and paraprofessional staff are adjusted from time to time, April’s billing rate is \$410.00 and my billing rate is currently \$390.00 per hour. When appropriate, we will use the services of other attorneys, paralegals and other Firm personnel to represent your interests efficiently and effectively. Billings for professional services will be based on all of the considerations discussed in the enclosed Engagement Terms and Policies, and not simply hours expended and hourly rates. We will send statements for professional fees and expenses to your attention on a monthly basis.

4. **Information and Availability.** We will provide legal counsel to you in accordance with this letter and in reliance on information and guidance provided by you. We will keep you reasonably informed of progress and developments in the matter, and will timely respond to your inquiries. To enable us to represent you effectively, it is critical that you cooperate fully with us in all matters relating to our representation. We must rely on you to disclose fully and accurately all facts and documents that may be important to the matter and to provide other information we request. For us to represent you effectively, you will need to make yourself and other representatives reasonably available to attend meetings, conferences, hearings, and other proceedings as may be necessary. When we start on your matter or as the matter progresses, we may express opinions, beliefs or assessments concerning the subject of our representation and the results that might be anticipated. Statements made by any partner or employee of the Firm are intended only to be expressions of opinions based on the information available to us at the time, and are not, of course, a promise, assurance or guarantee.
5. **Attorney/Client Privilege.** Our communications and discussions are protected by what is known as attorney/client privilege. Basically, this means that you cannot be required to reveal to others what you have discussed with members of the Firm or me. This protection will not apply, however, unless you keep our discussions confidential. Therefore, you should never discuss the case with anyone else without first checking with one of the lawyers working on your case. Please refer any inquiries about the case to me.
6. **Firm Policies.** In order to assist you in understanding our billing practices, I have provided you with our standard Firm Engagement Terms and Policies. It is attached. Please review it carefully.
7. **Termination.** You may terminate our representation at any time, and for any reason, by giving us specific notice of your intention to discharge the Firm, preferably in writing. As explained in more detail in the attached Engagement Terms and Policies, upon termination of the representation, the Firm will take all steps reasonably practicable to protect your interests in the matter, by, among other things, promptly transferring to you or to your new attorney all papers, files and property to which you are entitled under applicable ethical rules.

Please review this letter carefully, along with the Engagement Terms and Policies. If the above terms and our attached Engagement Terms and Policies are acceptable to you, please sign the extra copy of this letter and return it to me. The original is for your records.

Again, we very much appreciate this opportunity to work with you and assist you. We look forward to collaborating with you to complete this matter as effectively and efficiently as possible. Please do not hesitate to contact me with any questions or comments you have regarding any matter discussed in this letter or with respect to our representation in general.

Warm regards,

Lindquist & Vennum LLP



Michael R. Kuhn

Agreed and accepted this 3 day
of DECEMBER, 2014:

Minnesota Medical Solutions LLC



By: Ross Hussey
Its: GENERAL COUNSEL



Bill to:
Minnesota Medical
 Amber Shimpa
 AmberShimpa@minnmed.com

Invoice number: 1505
Invoice date: May 15, 2015
Due date: June 14, 2015
Amount due (USD): \$0.00

| PRODUCT | QTY | PRICE | AMOUNT |
|---|-----|------------|------------|
| Shoot & Edit ESHS intro video. 2-3 mins | 1 | \$1,250.00 | \$1,250.00 |

Total (USD): \$1,250.00
Payments
May 15, 2015: \$1,250.00
Total Paid (USD) \$1,250.00

Amount Due
\$0.00



Bill to:
Minnesota Medical
Amber Shimpa
AmberShimpa@minnmed.com

Invoice number: 1506
Invoice date: May 19, 2015
Due date: June 18, 2015
Amount due (USD): \$1,200.00

| PRODUCT | QTY | PRICE | AMOUNT |
|---|-----|------------|------------|
| Edit ESHS Facility Video Reedit using existing footage w/ new audio. RUSH PROJECT | 1 | \$1,200.00 | \$1,200.00 |

Total (USD): \$1,200.00

Amount Due
\$1,200.00

May 13, 2015

Via E-Mail and First Class Mail

Kyle Kingsley, MD
Empire State Health Solutions, LLC
5200 Willson Road, Suite 150
Edina, MN 55410

Re: Representation of Empire State Health Solutions, LLC
in connection with the New York State “Medical Use of
Marijuana” Law

Dear Dr. Kingsley:

We look forward to working with you and Empire State Health Solutions, LLC (“ESH”).

It is our customary practice, and it is required by the New York Office of Court Administration, that we provide our clients with a retainer letter with respect to our representation.

You have asked Meyer, Suozzi, English & Klein, P.C. to represent ESH in connection with the New York State “Medical Use of Marijuana” law (the “Law”).

This letter will set forth the scope of the services Meyer, Suozzi, English & Klein, P.C. will render for or on behalf of ESH, the manner in which our fees for those services will be determined, the extent to which ESH will be responsible for our fees and expenses, our billing practices, and provisions for arbitration in the event of any fee dispute.

Scope of Representation

We understand that ESH intends to grow, manufacture, and distribute cannabis products in New York State. You have further advised us that ESH intends to operate in strict compliance with the Law and all regulations issues pursuant to the Law.

You have asked us to review drafts of the application which ESH intends to submit in connection with becoming a registered organization under the Law, and to work with the ESH team to ensure that the application meets all requirements of the Law, the regulations, and any

other requirement imposed by the New York State Department of Health and any other state agency. We will do that, and perform other legal work as per your directions.

With your consent as indicated below, we reserve the right to not provide you with representation on any matter you may bring to us. Representation for purposes of instituting administrative proceedings or a lawsuit is not covered by this retainer agreement. If you wish to retain us in connection with any litigation matter, we will discuss a separate retainer agreement with you. Our firm will not provide any tax-related representation or advice unless expressly provided for in this retainer.

The CSA

As we have advised you, the core functions of ESH – the cultivation, manufacture, distribution, and sale of cannabis products – is contrary to The Controlled Substances Act (“CSA”). Even if ESH operates in strict compliance with the Law, it will, nonetheless, be operating in violation of The CSA. The fact that ESH operates in compliance with the Law would not be a defense to a criminal or civil proceeding under the CSA brought against it by federal authorities. This is because, where federal and state laws conflict - such as here- federal law governs and will prevail.

The DOJ Guidelines

In August, 2013, the U.S. Department of Justice (“DOJ”) issued “Guidelines Regarding Marijuana Enforcement” (the “Guidelines”). These Guidelines were intended to provide guidance for all federal law enforcement authorities regarding federal enforcement of the CSA in States which have, in some way, legalized marijuana. These Guidelines make the following points, which we advise you of:

- The DOJ reiterates that, under federal law, “marijuana is a dangerous drug and that the illegal distribution of and sale of marijuana is a serious crime,” and that DOJ “is committed to enforcing the CSA consistent” with this;
- As to states which have enacted laws legalizing medical marijuana, the DOJ, as a matter of discretionary resource allocation, is not likely to prosecute the sale and distribution of marijuana for medical use consistent with these state laws in such states;
- Prosecutors and law enforcement authorities will nevertheless review marijuana cases on a case by case basis, and, in determining whether to prosecute, will weigh whether the operation is in compliance with state law, and consistent with federal enforcement priorities;
- “A marijuana operation’s large scale or for-profit nature may be a relevant consideration for assessing the extent of which it undermines a particular federal enforcement policy”;
- The Guidelines do not in any way alter the DOJ’s ability or power to enforce the CSA, regardless of state law.

Manufacturing, Distributing, and Selling Cannabis

Fees, Expenses, And Billing Practices

Professional Corporation

y: W BK



SERVICE AGREEMENT

This Service Agreement (the "Agreement") is entered into as of July 1, 2015 (the "Effective Date"), by and between SafetyCall International, PLLC., a Minnesota Professional Limited Liability Company, located at 3600 American Boulevard West, Suite 725, Bloomington, Minnesota 55431 ("SafetyCall®"), and Minnesota Medical Solutions LLC (CLIENT) located at 5200 Willson Rd, Edina, Minnesota 55424.

WHEREAS, SafetyCall International is a multidisciplinary health care professional practice group of clinical pharmacists, physicians, and veterinarians specializing in clinical toxicology which provides various poison control services and products including but not limited to patient-specific first-aid and medical treatment advice to healthcare providers for exposure management, clinical toxicology information, health and safety information, and general medical and clinical toxicology consultations to health care providers; and

WHEREAS, SafetyCall® operates a 24 hour accessible Poison Control, Adverse Event, and Medical Information Call Center 365 days a year, responding and documenting adverse events and/or other medical/safety related inquiries involving CLIENT products, for the benefit of humans and/or animals; and

WHEREAS, CLIENT desires to engage SafetyCall® to provide 24 hour access to health care professionals for the benefit of providing medical and clinical toxicology advice and information to its customers and others and SafetyCall® is willing to provide such services;

NOW THEREFORE, in consideration of the mutual promises, covenants, and agreements set forth below, and other good and valuable consideration, the sufficiency of which is hereby acknowledged, and intending to be legal bound hereby, SafetyCall® and CLIENT agrees as follows:

1. Obligations of SafetyCall®

1.1. Services to be Provided:

1.1.1. **Adverse Event and Medical Information Service:** SafetyCall® shall provide by telephone, 24 hours a day, 365 days a year, adverse event management, first aid and medical treatment advice for basic on-site patient management, general medical and clinical toxicology consultation for health care providers, toxicology information and/or health and safety information to CLIENT customers, medical personnel, and others regarding CLIENT products. SafetyCall® will use its best efforts to identify and confirm the specific product in the course of offering advice or providing information. Adverse events and information requests will be

documented in an electronic case manager. In the case of an adverse event, when appropriate, SafetyCall® will inquire as to pertinent current and past medical history, assess the severity of the exposure based on product ingredients, exposure and product use history, clinical signs and symptoms, route and time of exposure, and age and weight, in order to assess consistency with the product and recommend proper first-aid, treatment advice and/or triage to an appropriate medical facility. Follow-up calls will be made as per SafetyCall® follow-up guidelines.

- 1.1.2. Client Access to Data:** CLIENT will have access to electronic case data via the Internet using SafetySearch™, a secured web based search tool. Through this tool, the CLIENT will also be able to download case data into comma separated value files.

SafetyCall® has developed a CLIENT database into which historical or archived case data collected by CLIENT may be imported (additional fees apply). This database will store the non-SafetyCall® case data collected by CLIENT. The database is accessible by the SafetySearch™ client access web based tool.

- 1.1.3. Telecommunications:** CLIENT may choose to route telephone calls to SafetyCall® by a toll-free telephone number or by a local phone number. CLIENT will have the option to route multiple toll free and local numbers to SafetyCall®. If desired, SafetyCall® will obtain a dedicated toll-free number(s) for the CLIENT at CLIENT expense. CLIENT will retain ownership of its telephone number(s) if obtained by SafetyCall®. If CLIENT desires SafetyCall® to obtain a dedicated toll-free number, CLIENT will be billed for all line and usage costs for their number.

- 1.1.4. Foreign Language Interpretation:** A language interpretation service will be accessed by SafetyCall® when needed to interpret foreign languages. Fees for the language interpretation service will be billed back to the CLIENT at cost.

- 1.1.5. Client Notification:** SafetyCall® will maintain a standard guideline for CLIENT notification. Requests for CLIENT-specific modifications to this guideline by the CLIENT must be made in writing and mutually agreed upon by SafetyCall® and the CLIENT.

- 1.1.6. Marketing materials:** SafetyCall® may list CLIENT as a client in its sales and marketing materials and website but only with CLIENT'S prior written consent. The CLIENT prohibits any use of CLIENT name without prior review and approval.

- 1.1.7. Trade Secret Information:** SafetyCall® acknowledges that the product information provided to it by CLIENT may contain trade secret

information, as that term is defined by state and federal law that is proprietary to the CLIENT. SafetyCall® shall maintain the confidentiality of and shall not use or disclose trade secret information to any third party other than to health care professionals solely to the extent necessary to provide services in the event of a life-threatening emergency or as may be required by a valid subpoena/order of a court or regulatory agency. Upon receipt of such a subpoena/order, SafetyCall® will promptly notify CLIENT so that CLIENT will have the opportunity to challenge such disclosure. SafetyCall® shall maintain product information in a secure and confidential file or database and only those employees of SafetyCall® who have a need to know such product information, and are bound by an obligation of confidentiality to SafetyCall®, shall have access thereto. The obligations of this paragraph shall survive termination of this Agreement.

1.1.8. Data Ownership: Data collected and entered into the electronic case manager will be considered jointly owned by SafetyCall® and CLIENT. SafetyCall® will not disclose CLIENT data in a form which identifies CLIENT in any way without the prior written consent of the CLIENT. Other data or information developed solely by SafetyCall® is owned by SafetyCall®.

1.1.9. Regulatory Compliance Reporting: SafetyCall® will provide post-marketing surveillance services and report completion as set forth in Exhibit A.

2. Obligations of CLIENT

2.1. Product Information: CLIENT shall provide to SafetyCall® complete and accurate product information sufficient to allow SafetyCall® to provide services under 1.1 above. Such information shall be in the form of electronic product information documents and/or Material Safety Data Sheets. CLIENT shall review and update product information, as appropriate from time to time, to keep such product information current and accurate. All documents provided to SafetyCall® regarding product information must be provided in either electronic format or through internet access to the CLIENT web site.

2.2. Product List: CLIENT shall initially and periodically provide SafetyCall® with a list of current and/or discontinued products with corresponding product specific codes.

2.3. Emergency Response Form: SafetyCall® shall provide CLIENT with an emergency response form for CLIENT to complete electronically for the purposes of providing SafetyCall® access to appropriate CLIENT personnel to obtain additional product information if needed, allow for client notification by SafetyCall®, and to allow for other urgent communications to the CLIENT. CLIENT shall notify SafetyCall® immediately upon changes in CLIENT

personnel or access numbers.

3. **Insurance:** SafetyCall® agrees to maintain professional liability insurance coverage throughout the term of this Agreement in the amount of \$3,000,000 per occurrence and \$5,000,000 aggregate annually.
4. **Indemnification:** CLIENT shall indemnify, defend and hold SafetyCall® and its directors, officers, employees, agents and representatives harmless from and against any and all claims, actions, liabilities, losses, costs and expenses including, but not limited to, reasonable attorney's fees, resulting from or arising out of any claims by any third parties relating to the Products, the Product Information or the use by CLIENT of CLIENT data; provided, however, that this indemnification shall not apply to any claims, actions, liabilities, losses, costs or expenses resulting from or arising out of any act or omission of SafetyCall® and its directors, officers, employees, agents, and representatives in the rendering of services or performance of its related obligations hereunder as specified in Section 1.

SafetyCall® agrees to indemnify, defend and hold harmless CLIENT and its directors, officers, employees, agents and representatives from and against any and all claims, actions, liabilities, losses, costs and expenses, including, but not limited to, reasonable attorney's fees, resulting from or arising out of any professional negligence, act or omission of SafetyCall® and its directors, officers, employees, agents and representatives and failure of SafetyCall® to fully perform all obligations under this Agreement. The parties agree that the terms of this section 4.0 shall survive the termination of this agreement.

5. **Fees and Terms:** For services provided by SafetyCall® to CLIENT pursuant to this Agreement, CLIENT shall pay to SafetyCall® fees in the amounts and according to the schedule set forth in Exhibit A (Service Proposal). All fees are to be paid to SafetyCall in US dollars. Any and all wire transfer charges and other dollar exchange expenses are to be paid by CLIENT. Any and all changes to Fees shall be documented in a written, mutually agreed upon Change Order. Additional fees resulting from a Change Order shall be due and payable to SafetyCall® according to the schedule outlined therein.

All "Annual Fees" (i.e., service fees, regulatory reporting fees, and other non-case related fees) are due and payable on the "Effective Date" of the agreement. Annual case volumes will be estimated and agreed upon with the CLIENT. The estimated total annual case fee charges will be determined and billed in advance every Quarter starting with the "Effective Date" of the agreement.

Invoices rendered by SafetyCall® for services to CLIENT pursuant to this Agreement shall be due and payable upon receipt. Invoices rendered by SafetyCall® which are not paid within 30 days of due date will be subject to late charges on the unpaid balance at the lesser of 1 ½ % per month or the maximum allowable under

law.

6. **Term and Termination:** Unless earlier terminated in accordance with the provision of paragraphs 6.1 or 6.2 below, the term of this Agreement shall be for a period of one year commencing on the Effective Date and shall continue to renew for one year terms thereafter until terminated by either party on not less than 60 days written notice.

6.1 **Termination by CLIENT:** CLIENT may terminate this Agreement at its discretion, at any time. In the event CLIENT wishes to terminate this Agreement, it shall give SafetyCall® a 60 day written notice of termination. Subject to the provisions of Section 5.0, above, CLIENT shall be liable to SafetyCall® for fees and expenses incurred prior to termination and for any fees and expenses incurred in complying with CLIENT's requests for services subsequent to or in connection with termination.

6.2 **Termination by SAFETYCALL®:** SafetyCall® may terminate this Agreement by providing written notice to CLIENT upon the occurrence of any of the following: (i) the failure of CLIENT to make any payment due SafetyCall® within thirty days of the due date; (ii) upon the insolvency, dissolution, liquidation, receivership or other similar reorganization of CLIENT; (iii) breach of this Agreement by CLIENT; provided, however, that in the case of a termination for breach (other than for non-payment), CLIENT shall have thirty days following the date of the SafetyCall®'s notice of termination to cure the breach upon which SafetyCall® predicates its termination, and if within such thirty-day period CLIENT cures the breach upon which SafetyCall® predicates its termination, such notice of termination shall be void and SafetyCall® shall continue its performance under this Agreement; or (iv) upon 60 days written notice prior to the termination of this Agreement or any of its renewal terms.

6.3 **Effect of Termination:** Upon notice of termination of this Agreement for any reason, SafetyCall® shall continue to deliver those services described in section 1.1 to CLIENT through the date of termination provided, however, SafetyCall® shall be obligated to deliver such services only upon payment, or reasonable provision for payment, of fees and expenses charged or incurred by SafetyCall® prior to such termination.

7. **Confidentiality**

7.1 **Nondisclosure of Confidential Information:** During the course of performance of the Agreement, each party may disclose to the other certain Confidential Information as defined in Section 7.2 below. Each party shall hold the other party's Confidential Information in confidence and shall use its best efforts to protect it. Neither party shall disclose the other party's Confidential Information to any third party. However, with the prior written consent of the other party, a party may disclose Confidential Information to third parties as needed during the course of business, where the third party has agreed to

provisions similar to this Section 7. SafetyCall® and CLIENT shall use each other's Confidential Information for the sole purpose of performing under this Agreement. At the conclusion of this Agreement, each party shall either return the other's Confidential Information in its possession (including all copies) or shall, at the disclosing party's direction, destroy the other party's Confidential Information (including all copies) and certify its destruction to the disclosing party.

7.2 Definition of Confidential Information: "Confidential Information" means any information provided by either party or prepared by either party (either oral, written, or digital) upon review of such information, technical data, or know-how provided to either party by the other (including any director, officer, employee, agent, or representative of the other) or obtained by either party from the other (including any director, officer, employee, agent, or representative of the other) including but not limited to, that which relates to research, product plans, products, services, clients, markets, software, developments, inventions, processes, designs, drawings, engineering, hardware configuration information, marketing or finances of the disclosing party. The existence of a copyright notice on any information or material does not indicate that the information or material is in the public domain. The term "Confidential Information" shall not include any information which: (a) is in the public domain at the time of disclosure or enters the public domain following disclosure through no fault of the receiving party, (b) the receiving party can demonstrate as already in its possession prior to disclosure hereunder or is subsequently disclosed to the receiving party with no obligation of confidentiality by a third party having the right to disclose it or (c) is independently developed by the receiving party without reference to the disclosing party's Confidential Information.

7.3. Survival of Confidentiality Restrictions: The confidentiality restrictions contained in this section 7 shall survive for a period of three (3) years following the termination of this Agreement, whether by expiration of the term hereof or because of earlier termination as provided above.

8. Miscellaneous

8.1 Modification/Change Orders: This Agreement, including its attachments, may be modified only by a writing signed by both parties.

8.2 Notice: Any notice required or permitted to be given under this Agreement shall be in writing and deemed given and effective upon delivery if sent by personal delivery or by facsimile transmission or five (5) days after posting if sent by certified United States mail, return receipt requested, with postage pre-paid and addressed as follows:

If to SafetyCall International, PLLC

SafetyCall International, PLLC
3600 American Boulevard W, #725
Bloomington, MN 55431

Telephone: 952-852-4604
Facsimile: 952-852-4601

Attn: Leo Sioris

**If to Minnesota Medical Solutions
LLC**

Minnesota Medical Solutions LLC
5200 Willson Rd
Edina, MN 55424

Telephone: 952 836-2775
Facsimile: 952 836-2730

Attn: Kyle Kingsley

8.3 Force Majeure: Subject to this Section 8.3, neither party shall be liable to the other for any delay or failure to perform any of the services or obligations set forth in this Agreement due to causes beyond its reasonable control (“Force Majeure Delay”).

8.4 Assignment. This Agreement may not be assigned by either party to any other person(s), firm(s), corporation(s), or other entities without the prior express written approval of the other party, which approval shall not be unreasonably withheld; provided that either party may assign all or any portion of this Agreement to an affiliate or entity under common control with the assigning party without approval but with notice to the other party.

8.5 Governing Law: This Agreement shall be governed by and construed solely and exclusively in accordance with the laws of the State of Minnesota. Any and all disputes between the parties that cannot be settled by mutual agreement shall be resolved solely and exclusively in the state and federal courts located within the State of Minnesota.

8.6 Severability: If any of the provision of this Agreement is or becomes illegal, unenforceable, or invalid (in whole or in part for any reason), the remainder of this Agreement shall remain in full force and effect without being impaired or invalidated in any way.

8.7 Entire Agreement: No representations or statements of any kind made by either party that are not expressly stated herein or in any written amendment hereto shall be binding on such party. The parties agree this Agreement and its Exhibits shall constitute the complete and exclusive statement of the agreement between them, and supersede all prior or contemporaneous proposals, oral or written, and all other communications between them relating to the subject matter hereof.

8.8 No Third Party Beneficiaries: Nothing in this Agreement is intended to, or

shall, create any third-party beneficiaries whether intended or incidental, and neither party shall make any representations to the contrary.

8.9 No Implied Waiver: No term, provision or clause of this Agreement shall be deemed waived and no breach excused unless such waiver of consent shall be in writing and executed by a duly authorized representative of each party. Any consent by any party to, or waiver of, a breach by the other, whether express or implied, shall not constitute consent to, waiver of, or excuse for any different or subsequent breach.

8.10 Non-Agency: Nothing in this Agreement shall be construed to make the parties partners, joint venturers, representatives or agents of each other, nor shall either party so represent to any third person. The parties hereunder are acting in performance of this Agreement as independent contractors engaged in the operation of their own respective businesses. A party's employees, agents or representatives are not employees or agents of the other party and are not entitled to any of the other party's benefits.

8.11 Conflicts: If the provisions of any exhibit to this Agreement are found to be in conflict with any provision in the body of the Agreement, the provision in the body of the Agreement shall control.

8.12 Counterparts: This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute a single agreement.

8.13 Binding Effect: This Agreement shall inure to the benefit of and be binding upon the parties and their respective successors and assigns.

IN WITNESS WHEREOF, this Agreement was executed by the parties as of the date first written above.

SafetyCall International, PLLC

By: 

Leo J. Sioris, Pharm.D.

Title: Chief Executive Officer

Minnesota Medical Solutions LLC

By: 

Kyle Kingsley, MD

Title: Chief Executive Officer

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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CONSULTATION AGREEMENT

THIS AGREEMENT is made and entered into by and between Vireo Health, LLC, which is referred to as “the Company,” and Tricia Kingsley, which is referred to as “Consultant.”

Consultant is engaged in the business of providing Human Resource Business consultation services as an independent consultant and hereby represents that it, and its agents and employees (if applicable), are fully qualified by previous education, training, and experience to provide such services.

The Company and Consultant wish to enter into an independent contractor relationship for their mutual benefit and to set forth the terms of that relationship in writing.

THEREFORE, in consideration of these representations and the following mutual covenants, the Company and Consultant agree to the following terms and conditions.

1. Services to Be Performed. The Company hereby engages Consultant to perform the following services for the Company: employee contract interpretation and negotiation, development and implementation of internal Human Resource policies for the Company in compliance with applicable local, state and federal laws. Consultant will report directly to the Company in connection with the performance of the duties of this agreement and shall fulfill all of the duties reasonably requested by the Company and agreed to by Consultant. Consultant shall perform such services from a location and on a schedule of its choosing, subject to any deadlines set by the Company or meetings scheduled by the Company.

2. Primary Control. Consultant shall have primary control over the means and manner of performing services under this Agreement but agrees to perform the services in a quality and efficient manner in accordance with the requirements of the Company. Consultant understands that the Company will not provide Consultant any training for Consultant’s performance of services under this Agreement. Consultant further understands that Consultant may provide the same or similar, or other, services to other persons or entities during the term of this Agreement, so long as Consultant complies with Section 11 of this Agreement.

3. Terms of Payment. For the services Consultant provides under this Agreement, Consultant will be paid the flat rate of \$1500 per week for the duration of this Agreement. Consultant shall submit weekly invoices which are payable on a bi-weekly basis. Consultant understands and agrees that Consultant shall be entitled to no other remuneration or benefits other than as set forth in this paragraph.

4. Term. This Agreement shall begin on April 1, 2015 and shall continue until terminated as described in paragraph 9.

5. Expenses. Except as otherwise set forth in this Agreement, the Company shall not be responsible or liable for any expenses that Consultant incurs in performing any services under this Agreement.

6. Independent Contractor Status. The Company and Consultant agree that Consultant is an independent contractor and not an employee. Additionally, Consultant shall comply with all federal, state, and local laws, and rules and regulations that now apply or may in the future apply to Consultant. Consultant understands and agrees that the Company shall not be responsible or liable for any obligation Consultant incurs unless the Company has specifically agreed to it in writing. Consultant will be solely and entirely responsible for Consultant's acts and for the acts of consultant's employees and agents in performing services under this Agreement.

7. Payroll or Employment Taxes. The Company shall not treat consultant as an employee for federal, state, or local tax purposes or for any other purpose. The Company shall not withhold or pay payroll or employment taxes of any kind with respect to any amounts that Consultant is paid under this Agreement, including but not limited to, FICA, FUTA, federal and state personal income tax, state disability insurance tax, and state unemployment insurance benefits tax. The Company will issue Consultant a Form 1099 for all payments made to Consultant under this Agreement. Consultant agrees and understand that Consultant is personally responsible for making all filings with and payments to the Internal Revenue Service and state and local taxing authorities as are appropriate to Consultant's status. Consultant agrees to indemnify, defend and hold the Company harmless from any claims, losses, liabilities or expenses it may suffer, including reasonable attorney's fees, arising as a result of Consultant's failure to pay all withholding obligations and tax liabilities associated with payments received from the Company hereunder.

8. Workers' Compensation, Unemployment Benefits, Other Benefits. The Company has not obtained and will not obtain workers' compensation insurance for Consultant or Consultant's employees. Consultant understands that Consultant and its employees are not entitled to unemployment benefits or any other benefits normally afforded to an employee of the Company due to Consultant's status as an independent contractor.

9. Termination. This Agreement may be terminated effective immediately by either party at any time with cause. Cause shall include, but not be limited to, material violation of this Agreement or any act exposing the other party to liability to others. This Agreement may be terminated by either party at any time without cause with 2 weeks advance notice to the other party. This Agreement may also be terminated by mutual agreement.

10. Confidential Information. In the course of providing services under this Agreement, Consultant will have access to confidential or proprietary information about the Company and/or its clients. Consultant agrees that Consultant shall not at any time (whether during or after termination of Consultant's services for any reason), disclose to anyone any confidential information, or utilize such confidential information for Consultant's own benefit, or for the benefit of a third party. Confidential information shall include, but not be limited to, any information not generally known in the Company's line of business or readily ascertainable by proper means by others, including the Company's competitors or the general public, and includes trade secrets. Confidential Information includes information about processes, products and services of the Company, including information relating to research, development, marketing,

selling to and servicing of the Company's customers. Confidential Information also includes, but is not limited to, information about the Company's customers, customer lists, target customers, pricing, costing, purchasing, sales, profits, markets, product capabilities, marketing, business ventures, compensation, finances, methods, know-how, formulas, designs, inventions, processes, discoveries, equipment, machines, algorithms, computer programs, software and software documentation. This paragraph 10 shall survive termination of this Agreement.

11. Indemnification. Consultant hereby assumes the entire responsibility and liability for any and all damage or injury of any kind or nature to all persons, whether employees or otherwise, and to all property, relating to or resulting from Consultant's performance under this Agreement. Consultant releases and holds Company harmless from and against all such responsibility and liability. The Company shall also be entitled to recover all expenses and fees (including attorneys' fees) incurred by the Company to enforce the terms of this Agreement.

12. Non-Waiver. The delay or failure of either party to enforce any provision of this Agreement shall not constitute a waiver of its right to enforce that or any other provision.

13. Severability. In the event any part of this Agreement is found to be unenforceable, Company and Consultant agree that part shall be modified by the court to make it enforceable to the maximum extent possible. If the part cannot be modified, that part may be severed and the other parts of the Agreement shall remain enforceable.

14. Governing Law. This Agreement and all questions arising in connection with it shall be governed by the laws of the State of Minnesota.

15. Successors and Assigns. The rights and obligations of Company under this Agreement shall inure to the benefit of the successors and assigns of Company. The rights and obligations of Consultant shall not be assignable to others.

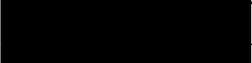
16. Entire Agreement. Except as elsewhere provided for in this Agreement, this Agreement states the entire agreement of the parties, and merges all prior negotiations, agreements, and understandings, if any. No modification, release, discharge, or waiver of any provision of this Agreement will have any force or effect unless made in writing and signed by both Company and Consultant.

Date: 03/25/15

CONSULTANT

By 
Tricia Kingsley, JD

Federal Tax Contractor. I.D. No. (either
Ident _____ Social Security No.):



ATTACHMENT A

Statement of Work

This Statement of Work (“SOW”) is entered into effective as of May 30, 2015 (the “SOW Effective Date”) in accordance with the Agreement for Consultant Services by and among Vireo Health, LLC and Minnesota Medical Solutions LLC, each having a place of business located at 5200 Willson Road, Suite 150, Edina, MN 55424, on the one hand (together with any subsidiaries or affiliates of Vireo Health, LLC and Minnesota Medical Solutions LLC, hereinafter collectively referred to as “SPONSOR”), and United Science Corporation, having a place of business located at 15911 Furuby Rd, Center City, MN 55012, on the other hand (hereinafter referred to as “CONSULTANT”) dated effective on May 30, 2015 (the “Agreement”).

This SOW is subject to all of the terms of the Agreement. Any capitalized term in this SOW that is not otherwise defined in this SOW has the meaning ascribed to such term in the Agreement.

Unless explicitly indicated otherwise in this SOW, if there is any term in this SOW that is inconsistent with one or more term(s) in the Agreement, then the applicable term(s) in the Agreement will trump any inconsistent term(s) in this SOW and such term(s) in the Agreement will be controlling.

This SOW pertains solely to CONSULTANT providing the Deliverables identified immediately below.

Deliverables and Fees

CONSULTANT shall design, procure and install turnkey medical cannabis extraction equipment and methods at SPONSOR’S site in New York State (which is operated by Empire State Health Solutions LLC (“ESHS”), a subsidiary of Vireo Health, LLC. CONSULTANT shall also provide additional consultative services to SPONSOR related to ESHS’s operations in New York State on an as needed basis.

SPONSOR and CONSULTANT acknowledge and agree that any intellectual property ownership rights or obligations related to any services CONSULTANT has provided prior to the SOW Effective Date related to the deliverables identified below (if any) are subject to the Technology Assignment Agreement by and among United Science Corporation, Vireo Health, LLC, and Minnesota Medical Solutions LLC made and entered into on May 30, 2015.

| Line | Description of Deliverable | Fee |
|-------------|---|------------|
| 1. | Supercritical CO ₂ extractor system, 5000 psi, continuous-flow, non-recirculating, dual 5L extraction tanks. | \$150,000 |

| | | |
|----|---|--|
| | To be delivered no later than Aug 15, 2015 | |
| 2. | Multi-stage purification and separation system, 5L capacity. Includes: Winterization Decolorization Purification Separation | \$150,000 |
| | To be delivered no later than Sept 1, 2015 | |
| 3. | <p>Consulting services for:</p> <ul style="list-style-type: none"> - ISO 9001, 17025 qualification - Quality control processes - Manufacturing, extraction, separation, formulation process/methods development - Analytical chemistry process/methods development - Engineering Services - Additional professional services are defined by SPONSOR staff overseeing project - Laboratory and extraction methods development <p>Billed at hourly rates as follows:</p> <ul style="list-style-type: none"> - Routine analysis, testing services (“Level 1”), \$70/hr. - Design, development of chemical processes, quality documents and ISO processes (Ph.D-level employees) (“Level 2”), \$140/hr. - Travel, lodging and meal costs to customer site, as required, will be invoiced at cost. - Materials and consumables costs to be billed at CONSULTANT’S cost. - Equipment leasing or rental costs for specialized testing billed at CONSULTANT’S cost. | <p>Estimated total fee is \$150,000</p> <p>Actual fee will be billed per hourly rate and fee schedule to be agreed to by CONSULTANT and SPONSOR.</p> <p>SPONSOR shall pay CONSULTANT a \$10,000 retainer amount no later than ten (10) business days after the SOW Effective Date (with any hourly fees applied against this retainer). CONSULTANT will bill SPONSOR monthly, with invoices due no later than thirty (30) days after receipt.</p> <p>Payment for any custom equipment ordered by SPONSOR that is not otherwise addressed in this SOW will be due as follows: 50% at the time the order is placed and 50% due at delivery. SPONSOR has no obligation to incur any minimum amount of fees in any month or over the course of the entire Term of the Agreement.</p> |



P.O. BOX 99, GRIMSBY, ON, L3M 4G1
PHONE: 905-945-9611 FAX:905-563-9304 WWW.WESTBROOKSYSTEMS.COM

QUOTATION

April 8, 2015

Quote #:24088

Empire Health Solutions
Fulton County,
New York
12095

Attention: Kyle Kingsley

Dear Kyle:

We are pleased to provide you with the following quotation for a poly covered greenhouse. This distinctive structure was developed by Westbrook in 1995 and is available in various widths. The specifications for your project are as follows:

4 Westbrook 21' wide 'APEX' greenhouses, 228 feet long x 18.0 feet high.

Total area is: 19,152 square feet. (1779.9 sq. metres.)

GREENHOUSE STRUCTURE

- a. Anchor posts are 40" long
- b. Posts: 3 1/2" x .150" x 18.0' high, hot dip galvanized steel. The posts are shop drilled for truss bolts.
- c. Post top tees to provide a mount for the gutter.
- d. Trusses: 10" high hot dip galvanized, with 1" x 2" x .069" top and bottom chords. Trusses included on the gable ends also. The top chord of the truss will be 12." from the top of the post.
- e. Arches: 1" x 3" x .069" rectangular tubing spaced at 6 feet. All arches are made of tubing with a laquer coating to minimize any chemical interactions with the roof poly.
- f. Gutters are 11" wide x 5 1/2" deep x .120" galvanized steel complete with joggled ends and pre-punched holes for the driplock. Gutter stops and downspouts are included. The gutters extend 4 feet beyond the end of the greenhouse
- g. Poly fastening system: Westbrook aluminum 'driplock' with integrated drip catching system
- h. Ridge section: 1" x 2" x .069" rectangular tubing in 24' long pre-drilled lengths

- i. Main braces: 1/2" galvanized rod (adjustable)
- j. Roof braces: 3/8" galvanized rod (adjustable)
- k. End profiles: double wirelock arches
- l. 1140 - feet aluminum dripgutter included for under the gutters.

SUPERSTRUCTURE OPTIONS (included in price)

4 - inflator kits

CLADDING

- a. **Roof:**
all profiles needed for double 6mil inflated poly (APEX)

Roof poly:

4 - rolls of AT poly, Super Dura-film 4 Anti-Fog 24' wide x 230 ft. long

Note: Sulfur significantly degrades the UV resistant compounds that are in the polyethylene. The use of 'sulfur pots' or other sulfur containing compounds in or around the greenhouse will reduce the life expectancy, and will void any warranty on the poly.

- b. **Vent gables:**

4 - vent gables covered with 8mm polycarbonate. Included is 1 - 5 foot vent window covered with 8mm polycarbonate that is mounted 48" from the top of the posts. The racks and pinions are mounted outside the greenhouse hanging from the gutter extension.

- c. **Fan gables:**

4 - gables covered with 8mm polycarbonate. Included are two 1" x 3" x .069" gable posts, all necessary framing, gaskets, profiles and hardware with 5 runs of 1" x 2" framing below the gutter. The polycarbonate extends down 12" below the collar of the anchor posts.

- d. **Sidewalls:**

456 - ft. of sidewall including 1" x 2" x .083" intermediate posts spaced at 6', top flashing, 5 runs of 1" x 2" purlins, aluminum h-splice and 8mm polycarbonate. The polycarbonate extends down 12" below the collar of the anchor posts.

- e. **Doors:**

2 - 4' wide x 8' high hinged door with 8mm polycarbonate cladding and a barn door type latch.

2 - 12' wide x 8' high split sliding door including track with 8mm polycarbonate cladding.

f. **Cool pad System:**

1 - Cool pad system complete. The system will be 5' high x 84' long and include all gutters, piping, pump and cool cells.

Shading System:

A single zone shade system is included. The system will be a push/pull system with rack and pinions and 1 motor with relay box. The shade will be mounted against the top chords of the trusses and run 12' in the direction of the gutters. Shade cloth will be XLS15 firebreak or similar.

VENTILATING EQUIPMENT

a. Exhaust fans:

8 - 48" Aerotech exhaust fan with cones.. Power: 208v 3ph

b. Vent openers:

1 - Ridder RW403 vent motor complete with internal travel limits and chain couplings. Each motor comes complete with an MC100R relay box which is to be wired to the motor by an electrician. Power: 208v 3ph

INSTALLATION

Installation of the greenhouse is included. Installation includes the following items:

- laying out the greenhouse and setting the anchor posts into concrete piers.
- all batter-boards and stakes for laying out the greenhouse
- **all labour to properly erect and close in the greenhouse, including installing all roof, gable and sidewall cladding as detailed in this quotation. (installation price is based on non-union labor rates)**
- all required tools to complete the job
- all rental equipment (as required) for the duration of the project
- all food and lodging for the duration of the project
- unloading of all trucks carrying components of the greenhouse structure
- clean-up of all materials and packaging relating to the greenhouse structure.
- **shade system installation included.**
- **cool pad system installation included.. No plumbing or electrical hook ups included.**

Installation DOES NOT include the following:

- concrete for the anchor posts
- sono-tubes for the anchor posts

- setting of vent motor limit switches.
- any items or services not specifically mentioned as 'included'.

For the installation of this greenhouse project the customer is to supply the following;

- all permits as required by any governing authority
- security of materials at the job site.
- insurance from vandalism, fire, theft, hail, wind and/or any other form of casualty or loss.
- a clean and level building site, free of rocks and debris
- an adequate source of 120 volt electricity on the job site
- free access to the site for trucks and equipment for the duration of the project, including the area 12 feet around the perimeter of the greenhouse.
- dumpsters as required to dispose of garbage and packaging materials.
- connections from the gutter downspouts to appropriate drainage as required.

WESTBROOK GREENHOUSE SYSTEMS LIMITED

SUMMARY FOR GREENHOUSE PROPOSAL

FOR: Empire Health Solutions

QUOTE # 24088

| | | |
|-----------------------|----|------------|
| Greenhouse structure | \$ | 209,427.04 |
| Ventilating Equipment | \$ | included |
| Freight | \$ | included |
| Greenhouse Erection | \$ | included |
| | | ===== |
| Total | \$ | 209,427.04 |

Price is quoted in U.S. dollars.

Terms: 25% with order. Balance 30 days after delivery of each load (with appr. credit)

Delivery: 8-10 weeks from deposit and signed order

Quotation valid for 15 days

THE CUSTOMER WILL PROVIDE THE FOLLOWING:

- a. Labour and equipment for unloading, storage facilities as required and security of all materials at the site.
- b. Special flashings, sealing or transition materials needed to connect the greenhouses to any existing structures, unless specified elsewhere in this quotation.
- c. All necessary permits and applicable fees, as required by local building departments, or any governing authority.

WESTBROOK GREENHOUSE SYSTEMS LIMITED

Gord VanEgmond - Sales

The above proposal is hereby accepted as presented and we agree to all of the terms and conditions as specified.

Signature:



Name and title:

Amber Shimpa, CFO

Date:

4-17-15

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Attachment H



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Attachment H: Comprehensive Security Plan
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Attachment I



Attachment I – GAAP Financial Statements for ESHS and Vireo

Empire State Health Solutions, LLC provides herein our most recent financial statement dated May 12, 2015 prepared in accordance with generally accepted accounting principles (GAAP) applied on a consistent basis and certified by our independent certified public accountant, Cutler & Co., LLC, as of June 1, 2015.

Additionally, Vireo Health, LLC, its subsidiary companies and variable interest entity, provide herein its most recent consolidated financial statements as of May 12, 2015 and December 31, 2014 (reviewed) and for the 12-months ended December 31, 2013 (audited), all prepared in conformity with accounting principles generally accepted in the United States of America and reviewed by our independent certified public accountant, Cutler & Co., LLC, as of June 1, 2015.

Please find the following documents:

- | | |
|-------------|--|
| Pages 1-12 | Empire State Health Solutions, LLC Audited Financial Statements |
| Pages 13-30 | Vireo Health, LLC, Subsidiary Companies and Variable Interest Entity Consolidated Financial Statements |
| Pages 31-32 | Empire State Health Solutions, LLC Management Letter to our independent certified public accountant, Cutler & Co., LLC |
| Page 33-35 | Vireo Health, LLC Management Letter to our independent certified public accountant, Cutler & Co., LLC |

EMPIRE STATE HEALTH SOLUTIONS, LLC

AUDITED FINANCIAL STATEMENTS

**FOR THE PERIOD FROM FEBRUARY 13, 2015 (DATE OF INCEPTION)
TO MAY 12, 2015**

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June 1, 2015

Cutler and Co., LLC
9605 W. 49th Ave. Suite 200
Wheat Ridge, CO 80033

We are providing this letter in connection with your audits of the balance sheets of Empire State Health Solutions, LLC (the "Company") as of May 12, 2015, and the related statements of operations, changes in member's' equity (deficit), and cash flows for the period from February 13, 2015 (inception) to May 12, 2015 for the purpose of expressing an opinion as to whether the financial statements present fairly, in all material respects, the financial position, results of operations, and cash flows of Empire State Health Solutions, LLC in conformity with U.S. generally accepted accounting principles. We confirm that we are responsible for the fair presentation in the financial statements of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. We are also responsible for adopting sound accounting policies, establishing and maintaining internal control, and preventing and detecting fraud.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material if there is a substantial likelihood that they would be viewed by a reasonable investor as having significantly altered the "total mix" of information made available. An item that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of June 1, 2015, the following representations made to you during your audit.

- 1) The financial statements referred to above are fairly presented in conformity with U.S. generally accepted accounting principles, and include all disclosures necessary for such fair presentation and disclosures required to be included therein by the laws and regulations to which the Company is subject.
- 2) We have made available to you all—
 - a) Financial records and related data.
 - b) Minutes of the meetings of stockholders, directors, and committees of directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 3) There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.
- 4) We believe that the effects of the uncorrected financial statement misstatements summarized in the attached schedule are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.
- 5) We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.
- 6) We have no knowledge of any fraud or suspected fraud affecting the Company involving:
 - a) Management,

- b) Employees who have significant roles in internal control, over financial reporting, or
 - c) Others where the fraud could have a material effect on the financial statements.
- 7) We have no knowledge of any allegations of fraud or suspected fraud affecting the Company's financial statements received in communications from employees, former employees, analysts, regulators, or others.
- 8) The Company has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
- 9) The following have been properly recorded or disclosed in the financial statements:
- a) Related party transactions and related accounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements, and guarantees.
 - b) Guarantees, whether written or oral, under which the company is contingently liable.
 - c) Significant estimates and material concentrations known to management that are required to be disclosed in accordance with *FASB Accounting Standards Codification 275, Risks and Uncertainties*.
- 10) There are no:
- a) Violations or possible violations of laws or regulations whose effect should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b) Unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with *FASB Accounting Standards Codification 450, Contingencies*.
 - c) Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by *FASB Accounting Standards Codification 450, Contingencies*.
- 11) The Company has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
- 12) The Company has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 13) The Company has appropriately reconciled its general ledger accounts to their related supporting information. All related reconciling items considered to be material were identified and included on the reconciliations and were appropriately adjusted in the financial statements. All intracompany (and intercompany) accounts have been eliminated or appropriately measured and considered for disclosure in the financial statements.

No events have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to, or disclosure in, the financial statements.



Chief Executive Officer



Chief Financial Officer

VIREO HEALTH

June 1, 2015

Cutler and Co., LLC
9605 West 49th Avenue, Suite 200
Wheat Ridge, Colorado, 80033

We are providing this letter in connection with your reviews of the consolidated balance sheets, statements of operations, statements of changes in members' equity and statements of cash flows of Vireo Health, LLC, its subsidiary companies and variable interest entity as of May 12, 2015 and December 31, 2014 and for the period from January 1, 2015 to May 12, 2015 and the year ended December 31, 2014 for the purpose of obtaining limited assurance that there are no material modifications that should be made to the financial statements in order for the statements to be in conformity with accounting principles generally accepted in the United States of America. We confirm that we are responsible for the preparation and fair presentation of the financial statements of financial position, results of operations, and cash flow in accordance with accounting principles generally accepted in the United States of America and the selection and application of the accounting policies.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person using the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, as of June 1, 2015, the following representations made to you during your reviews.

- 1) The financial statements referred to above are fairly presented in accordance with accounting principles generally accepted in the United States of America.
- 2) We have made available to you all—
 - a) Financial records and related data.
 - b) Minutes of the meetings of stockholders, directors, and committees of directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 3) No material transactions exist that have not been properly recorded in the accounting records underlying the financial statements.
- 4) We acknowledge our responsibility for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.
- 5) We acknowledge our responsibility to prevent and detect fraud.
- 6) We have no knowledge of any fraud or suspected fraud affecting the entity involving management or others where the fraud could have a material effect on the financial statements, including any communications from employees, former employees, or others.
- 7) We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
- 8) No material losses exist (such as from obsolete inventory or purchase or sales commitments) that have not been properly accrued or disclosed in the financial statements.

- 9) There are no—
- a) Violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b) Unasserted claims or assessments that our lawyer has advised me (us) are probable of assertion that must be disclosed in accordance with FASB ASC 450, Contingencies .
 - c) Other material liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB ASC 450, Contingencies .
- 10) The Company has satisfactory title of all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral except as made known to you and disclosed in the notes to the financial statements.
- 11) We have complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 12) The following have been properly recorded or disclosed in the financial statements:
- a) Related party transactions and related accounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements, and guarantees.
 - b) Guarantees, whether written or oral, under which the company is contingently liable.
 - c) Significant estimates and material concentrations known to management that are required to be disclosed in accordance with *FASB ASC 275, Risks and Uncertainties*.
- 13) We are in agreement with the adjusting journal entries, if any, you have recommended, and they have been posted to the company's accounts.
- 14) To the best of our knowledge and belief, no events have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to, or disclosure in, the financial statements.
- 15) We have responded fully and truthfully to all inquiries made to me (us) by you during your review.
- 16) Variable interest entities (VIEs) and potential VIEs and transactions with VIEs and potential VIEs have been properly recorded and disclosed in the financial statements in accordance with accounting principles generally accepted in the United States of America.
- 17) We have considered both implicit and explicit variable interests in (a) determining whether potential VIEs should be considered VIEs, (b) calculating expected losses and residual returns, and (c) determining which party, if any, is the primary beneficiary.
- 18) We have provided you with lists of all identified variable interests in (a) VIEs, (b) potential VIEs that we considered but judged not to be VIEs, and (c) entities that were afforded the scope exceptions of FASB ASC 810, Consolidation.
- 19) We have advised you of all transactions with identified VIEs, potential VIEs, or entities afforded the scope exceptions of FASB ASC 810.
- 20) We have made available all relevant information about financial interests and contractual arrangements with related parties, de facto agents, and other entities, including but not limited to, their governing documents, equity and debt instruments, contracts, leases, guarantee arrangements, and other financial contracts and arrangements.
- 21) The information we provided about financial interests and contractual arrangements with related parties, de facto agents, and other entities includes information about all transactions, unwritten understandings, agreement modifications, and written and oral side agreements.

- 22) Our computations of expected losses and expected residual returns of entities that are VIEs and potential VIEs are based on the best information available and include all reasonably possible outcomes.
- 23) Regarding entities in which the company has variable interests (implicit and explicit), we have provided all information about events and changes in circumstances that could potentially cause reconsideration about whether the entities are VIEs or whether the company is the primary beneficiary or has a significant variable interest in the entity.
- 24) We have made and continue to make exhaustive efforts to obtain information about entities in which the company has an implicit or explicit interest, but that were excluded from complete analysis under FASB ASC 810 due to lack of essential information to determine one or more of the following:
- a) Whether the entity is a VIE
 - b) Whether the company is the primary beneficiary
 - c) The accounting required to consolidate the entity



Chief Executive Officer



Chief Financial Officer

Attachment J



Enclosed is the complete Attachment J form for the Staffing Plan as follows:

| | |
|--------------------------------|---------------|
| 1) Staffing Plan Summary | Pages 1-56 |
| 2) ESHS Organizational Chart | Pages 57 |
| 3) ESHS CV/Resume Compilation | Page 58-112 |
| 4) Casey Howell AQRP | Page 113 |
| 5) Casey Howell HACCP | Page 114 |
| 6) Bolton-St. Johns Agreement | Pages 115 |
| 7) ESHS Employee Handbook | Page 116-177 |
| 8) The Medical Cannabis Primer | Pages 178-274 |

Our Team Introduction Video

[Click Here](#)

Attachment J—Staffing Plan

The Empire State Health Solutions Staffing Plan

Empire State Health Solutions is a progressive phytopharmaceutical company that demands medical, scientific, pharmaceutical, operational and patient care excellence in its employees and leadership. To build a culture of quality, ESHS will recruit, vet, and train our employees with thorough processes permeated with quality standards.

In preparation, Empire State Health Solutions identified or hired the majority of staff needed to start the cultivation process required to meet the NYS timeline to produce cannabis-derived pharmaceutical products by January 2015. ESHS is operationally prepared to begin cultivation as early as July 1, 2015 at our Perth, NY location if awarded a registration by the state of New York. The following staffing plan and requirements use the regulations detailed in 10 NYCRR §1004.5 (b) as a platform upon which to build the policies and culture of ESHS.

The cultivation, leadership and security teams at ESHS have started online and in-person training at the Minnesota Medical Solutions (MMS) cannabis production facility in Otsego, Minnesota.

Our Employee Requirements:

1. All Empire State Health Solutions employees will be at least 21 years old in accordance with 10 NYCRR §1004.5(b)(18)(iii), and verified by government-issued photo identification.
2. All ESHS staff must be trained in general sanitary practices in accordance with 10 NYCRR 1004.5(b) (18) (iv) and as outlined further in Attachment D.
3. ESHS stands behind the New York regulations requiring that possible organizations are of upstanding moral character. Empire State Health Solutions performs a background check on each and every employee, regardless of possible direct contact with the plants or medications. In compliance with 10 NYCRR 1004.5(b) (18) (v), any felony or “A” class misdemeanor will summarily disqualify a potential employee from further consideration. Drug-related offenses of any sort taint the reputation of the company, and will also disqualify potential employees from consideration. While knowledge of

cannabis science is valued, the use of cannabis in any recreational manner will disqualify a person from employment with ESHS.

4. Background checks will be performed upon hire, and intermittently during employment term as required to meet regulatory requirements. Upon identification of new information that could denote a breach in employee standards, ESHS will initiate corrective action with the employee and/or labor organization representatives.
5. Additional employee requirements will vary based upon the intended role at ESHS, but in no instance will those additional qualifications lessen these fundamental employment requirements.
6. In order to promote company culture and prevent turnover, all staff will be full-time or part-time employees of the company. Prior to beginning employee responsibilities, all employees must pass a background check and acquire an employee identification card that contains:
 - a. The full name and photographic image of the employee
 - b. Date of issuance, and an expiration date that will be no longer than one year from issuance
 - c. An alphanumeric identification number that is unique to the card holder
 - d. The identification card must be worn at all times while performing employee duties, including off-site responsibilities such as transportation of products.

Executive Team

Current Personnel

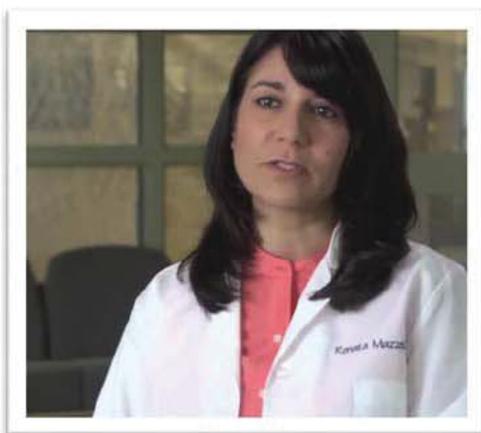
Please see the organizational chart supplement J1 and curriculum vitae supplement J2 at the end of this attachment for additional information.



Kyle Kingsley MD—CEO, Chairman of the Board, Empire State Health Solutions

Dr. Kingsley is a board-certified emergency medicine physician and CEO of Vireo Health and Empire State Health Solutions. Dr. Kingsley oversaw the implementation of the Vireo Health System in Minnesota with the construction of a state-of-the-art greenhouse facility, four dispensaries, and the

pharmaceutical and patient care center models. Through Empire State Health Solutions and other national startup companies, Dr. Kingsley has developed the leadership and healthcare management skills needed for a large-scale endeavors across disparate processes. Dr. Kingsley is co-author of the book *Medical Cannabis Primer for Healthcare Providers*, written to elucidate objective medical cannabis knowledge in the medical community. Using a comprehensive, state-wide program that integrates healthcare providers, communities and patient organizations, Dr. Kingsley has optimized and accelerated the ESHS access plan which will ensure patient access by January of 2016. Dr. Kingsley's solitary goal is to make ESHS the safest, most reliable and compassionate choice for the patients of New York.



Renata Mazzei MD—Chief Medical Officer, Board Member, Empire State Health Solutions

Dr. Renata Mazzei has been the [REDACTED] at [REDACTED] since [REDACTED] and a [REDACTED] at [REDACTED] since [REDACTED]. Dr. Mazzei prides herself as a compassionate physician continually willing to spend the necessary time and effort with a patient to provide education regarding medical conditions and treatment options. Dr. Mazzei brings this patient

focus to bear for Empire State Health Solutions and will continue to improve and drive our patient experience, education and outreach initiatives.

Dr. Mazzei started her medical education with a BA in Biology from the State University of New York at Buffalo, then Medical Degree from the University of Santo Tomas, Phillipines. In 2003, she completed her residency at the Ellis Hospital Family Practice Program (formerly St. Clare’s Family Practice). Maintaining a strong connection to the Ellis Residency Program, she also acts as a preceptor for the residency program and train residents in medicine and compassionate care. In addition to her teaching efforts, Dr. Mazzei has a research background working with the University of Santo Tomas, the Department of Biology at SUNY Buffalo, the Children’s Hospital of Buffalo and the General and Vascular Surgical Practice at St. Francis Hospital. Demonstrating her dedication to community health, Dr. Mazzei has also worked with the Dutchess County Department of Health in the community outreach clinic and with Doctors of the World and Medical Missions Incorporated.

Dr. Mazzei was born and raised on [REDACTED]. After spending her collegiate years in western New York and attending medical school overseas, she settled in the Capital Region in 2009 where she still resides with her [REDACTED] and [REDACTED].

Dr. Mazzei will remain singularly focused on driving the most compassionate, meaningful patient experience for our patients in New York.



Laura Bultman MD—Board Member Empire State Health Solutions, Clinical Director

Dr. Bultman is a board-certified emergency medicine physician and currently works full time for Vireo Health as our cannabis-derived medicine expert and healthcare provider liaison. A national expert in cannabinoid medical science and physiology, she has also been pivotal in the Vireo Health dispensary systems development process. Dr.

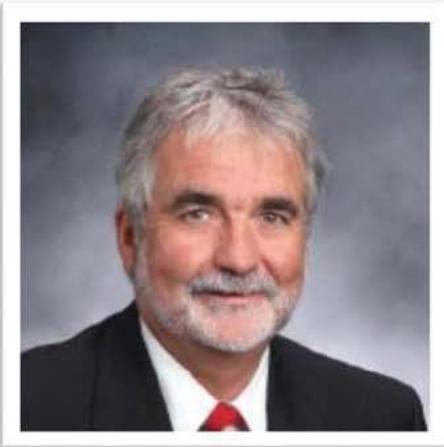
Bultman is overseeing dispensary development in New York based on her previous experience in hospital technology and operational systems implementation. Dr. Bultman is co-author of the *Medical Cannabis Primer for Healthcare Providers* with Dr. Kingsley. Another of Dr. Bultman's major responsibilities is keeping ESHS abreast of all new research and developments in the U.S. and internationally and integrating these changes into our practice and patient/provider educational materials. Dr. Bultman is also working on "The ESHS Patient Experience" and other vital initiatives that require physician expertise. She has also been pivotal in developing the Vireo Health Starting Point and Next Steps algorithms, which are physician applications to assist New York providers in specifying medical cannabis recommendations.



Jon Thompson PhD—Chief Scientific Officer, Board Member, Empire State Health Solutions

Dr. Thompson is the scientific director and co-founder of Vireo Health and is building the scientific apparatus in his capacity of Chief Scientific Officer of Empire State Health Solutions. A PhD in analytic chemistry, he is also the founder and former [REDACTED]

Dr. Thompson will soon direct the Vireo Institute in New York, which aims to bring the greatest scientific talent to New York to redefine the medical cannabis industry. In addition to a separation science expertise, Dr. Thompson has served in various P&L positions in business development, sales, marketing, manufacturing, and product development. He has extensive experience in chemical manufacturing and research operations, business strategy, and mergers and acquisitions. Working together, Dr. Thompson, Vireo Health and ESHS will change the extraction and cannabis-based oil industry internationally. His immediate experience building the lab, manufacturing and scientific apparatus in a state with very similar laws to those in New York (Minnesota) provide an overwhelming jumpstart for Empire State Health Solutions and its aggressive timeline to provide medications to our patients.



Michael Newell—Chief Operations Officer, Board Member Empire State Health Solutions

Michael Newell is [redacted] of [redacted], a company [redacted]

[redacted] Mr. Newell has years of experience in sales, marketing, and general management for technology-based industrial products in

new businesses and new markets. He participated in his first start up in 1984 when he helped start [redacted]. In 1992, he was [redacted] of the business when [redacted] sold the business to [redacted]. After the sale of the business, Mr. Newell led an initiative for [redacted] to create an [redacted]

[redacted] In [redacted]

Mr. Newell received a BS in Chemistry in three years at Union College, Schenectady, NY. Mr. Newell is a member of the Board of Trustees of Union College and Union Graduate College (and past Chair), a member of the Board of Directors of the Heat is Power Association, a member of the Board of the Schenectady County Chamber of Commerce, an Executive Committee Member of the Union College Alumni Council, Schenectady, NY, and a member of the American Chemical Society. He has served as a Technical Entrepreneur in Residence for the New York State Small Business Development Center, a Severino Fellow for the Lally School of

Management and Technology at Rensselaer, and as a mentor at the UStart Incubator in Schenectady, NY.

Mr. Newell will leverage his substantial startup and business experience to ensure business success for our patient-centered endeavor, leading to the most reliable source of cannabis-derived medicines in the state of New York.

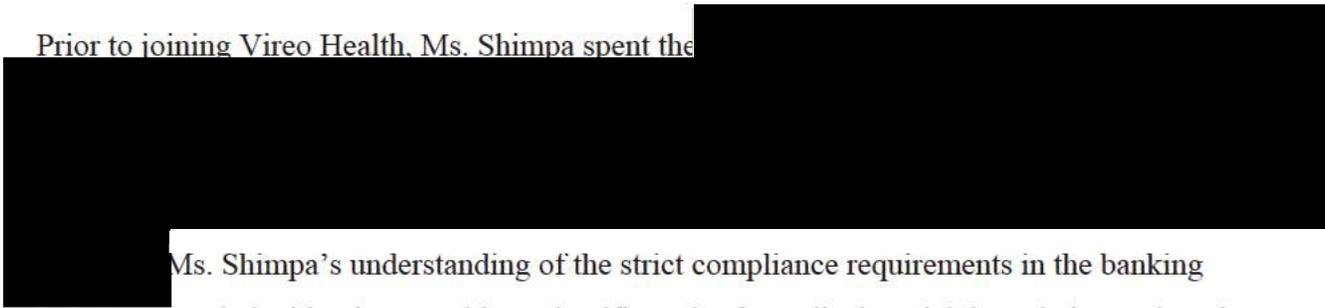


Amber Shimpa—Chief Financial Officer and Board Member, Empire State Health Solutions

Amber Shimpa joined Vireo Health LLC earlier this year as Chief Financial Officer (CFO) and is responsible for all aspects of the company’s finance, accounting, treasury, investor relations and administrative functions. She has 14 years of experience as a financial services professional with various commercial and investment banking organizations.

At Vireo Health (and Minnesota Medical Solutions), Ms. Shimpa drives the company’s planning initiative of which the foundation is to provide the safest, most reliable medical cannabis to patients at a price that is supportable given the higher cost of quality, optimal manufacturing practices that Vireo Health bears, along with the continued review of financial planning as it relates to Internal Revenue Code §280E.

Prior to joining Vireo Health, Ms. Shimpa spent the



Ms. Shimpa’s understanding of the strict compliance requirements in the banking industry, coupled with Vireo Health’s scientific and safe medical model, have led to welcoming discussions with banks, and ultimately the first known open banking relationship with a cannabis-related company in the country.

Brooke is recognized as one of Colorado’s most successful female entrepreneurs in the medical cannabis industry. Her success has been cited and or featured in major media outlets including but not limited to: Time Magazine, Bloomberg/Business Week, The New York Times, MSN Money, Entrepreneur Magazine, People Magazine, CNBC, ABC, CNN and many local media outlets.

Through her dedication and hard work, Brooke has developed strong relationships with government officials, state legislatures, the Colorado Department of Revenue (responsible for the regulatory enforcement of marijuana), the Colorado Department of Public Health and Environment, the Colorado Department of Agriculture, City Officials and Council Representatives in Denver, Lakewood, Edgewater, Aurora and Boulder, Colorado, the Minnesota Department of Health, and has established other profound alliances on a national and international scale.



Brian Harvey-- Head Pharmacist, Vireo Health

Mr. Harvey has clinical experience as both a retail pharmacist and healthcare-specific information technology, making him a natural choice to help jumpstart the large New York pharmacist team. Mr. Harvey has been instrumental in developing the ESHS formulary of medications, designing the ESHS compassionate dispensary model, and vetting our seed-to-sale tracking systems. His passion for patient medication safety is apparent in his attention to detail while designing medication packaging, labelling, and other treatment solutions.



Chuck Ledermann-- Chief Technology Officer, Empire State Health Solutions

Mr. Ledermann worked as [REDACTED] prior to taking over the Vireo

Health CTO role. He brings substantial healthcare IT, leadership, and operations experience, along with a comprehensive understanding of patient privacy and electronic health records. Chuck has also implemented

comprehensive medical cannabis IT systems including seed-to-sale, laboratory information management, ERP, GMP and other systems. Mr. Ledermann has already modelled and is implementing components of the ESHS system such that ESHS is ready for statewide IT solutions.

Additional Personnel and Timeframe

Empire State Health Solutions is always looking to improve its executive team via the insertion of scientific and medical excellence. At this time, however, there are no immediate needs for the ESHS executive team.

Financial Team

Current Personnel:

Amber Shimpa—Chief Financial Officer, Board Member, Empire State Health Solutions LLC

As described in Executive Team Current Personnel.



**Chad Martinson MBA—Advisor to CFO
Empire State Health Solutions**

Chad is the [REDACTED] f [REDACTED] a mid-sized pharmaceutical company. He has 19 years of experience in medical devices and pharmaceuticals. Prior to joining [REDACTED]

[REDACTED]

Chad holds an MBA from Harvard Business School and a BA in Accounting and Communications from Luther College. Mr. Martinson is also a CMA and CPA (inactive).

Additional Personnel and Timeframe: Additional financial staff including the accounting team and purchasing will be hired upon award of the registration in the August timeframe.

Quality Team

Current Personnel:

Casey Howell BS, RQAP-GLP, Quality Assurance Officer, Empire State Health Solutions

Mr. Howell has 24 years of quality assurance experience in scientific research and manufacturing and will serve as the ESHS quality assurance officer. Mr. Howell joined Vireo Health in 2015 to oversee the Quality Management System encompassing the manufacturing and laboratory settings of the company. Mr. Howell has a Bachelor of Science in Biochemistry, and has been a Registered Quality Assurance Professional with the Society of Quality Assurance (SQA) since 2003. He has given QA/GXP presentations at meetings such as AOAC and the SQA.

Prior to joining Vireo Health, Mr. Howell worked for 14 years in a contracted position a [REDACTED]

[REDACTED]

Previously, Mr. Howell also had seven years of experience

doing quality assurance work on various EPA, FDA and OECD GLP studies and three years of experience as a study director on EPA GLP field trials and worker exposure studies. He has written and reviewed numerous project proposals, study reports and SOPs. As the ESHS Quality Assurance Officer, Mr. Howell will exercise oversight of the ESHS practices and procedures in connection with quality assurance and quality control, as per 10 NYCRR §1004.5(b)(18)(ii). See Supplement J3 and J4 for Mr. Howell's pertinent quality certifications.

Jon Thompson PhD, Scientific Director Empire State Health Solutions, Chief Science Officer Vireo Health LLC

Dr. Thompson has spent his entire working career interfacing with and creating controlled manufacturing processes under both good manufacturing practices and ISO quality systems. His cross functional experience spans chemical, bio-pharmaceutical, materials, and widget manufacturing in both strategic and execution roles. As a global supply chain auditor, he was responsible for incoming quality control, process analytical, and documentation. He has been involved in creating and driving quality into new processes as well. As a product development director, he drove quality design initiatives into engineering and development and was deeply involved in complex process and manufacturing improvements. As an analytical chemist, he has implemented laboratory wide and in-process quality control systems to comply with customer cGMP processes and procedures. He has also served as external quality auditor for cGMP controlled liquid fill and pharmaceutical formulation facilities focusing on improving laboratory and manufacturing compliance and quality. As an executive, Dr. Thompson has driven ISO initiatives for several companies. Most recently, Dr. Thompson was the architect of the Vireo Health's quality strategy for cannabis pharmaceutical manufacturing. He has set up a quality advisory board for Vireo Health comprised of pharmaceutical professionals from QC, QA, and R&D. He is driving the integration of ISO 9001, GMP, and GLP quality systems within the company and currently provides executive leadership for key quality functions including Quality Assurance and Quality Control.

Bill Corrigan, Director of Operations, ESHS and Minnesota Medical Solutions LLC

Mr. Corrigan will provide valuable, practical insights to the ESHS quality team. Bill Corrigan was the [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]. As a certified auditor, he led internal audits and managed the supplier selection and compliance process and team members consisting of Supplier Quality Engineers and Purchasing Agents, as well as personally completing supplier audits as required. He authored SOPs relating to design control, FMEA, Validation and Verification procedures, and involved in all Quality Manual and SOP revisions for the company. In his role in QA and in the maintenance of existing products as well as the implementation of new products, Bill established process metrics using his Six Sigma Green Belt with detailed approaches according to principles in DFSS (Design for Six Sigma) and DMAIC (Define, Measure, Analyze, Improve, Control). In his role as company Regulatory Affairs coordinator, he submitted numerous 510(k)'s to FDA for the approval of new medical devices.

Doug Maniak--Manufacturing Engineer, Empire State Health Solutions

Doug brings many years of experience in quality engineering, lean manufacturing and product/process design with a commitment to applying quality controls that enhance and proactively improve product quality, manufacturing flow, and customer satisfaction. His experience includes; Lean Manufacturing Operations, Six Sigma, ISO, cGMP, GAMP, Process Development and Continuous Improvement, Systems Design & Automation, Geometric Dimensioning and Tolerancing (GD&T), FEA, Statistical Process Control (SPC), Waste Reduction & Throughput Optimization, Statistical Analysis Techniques, and Lean Quality Tools including FMEA, FTA, Root Cause Analysis, Six Sigma 5S, 8D Methodology and MSA.

Future Hires and Timeframe:

No additional quality team members are needed at this time given the robust nature of the existing Empire State Health Solutions Team. Additional staff will be hired as needed.

Horticulture/Cultivation Team and Staffing Plan

Current Cultivation Team:

Empire State Health Solutions has multiple individuals currently on staff with agricultural, hydroponic and greenhouse cultivation experience. ESHS prefers to hire cultivation team members with formal horticulture and botany backgrounds due to our focus on firm scientific and mainstream cultivation principles. The ESHS team is currently learning the Vireo Health System by training in Minnesota with the Vireo Health head horticulturist, Cory Carter, and his team as outlined below. These personnel represent the minimum cultivation team required to start cultivating upon award of the registration, such that our team is ready to start cultivation as early as July 1, 2015 at our Perth location. Additional recruitment is an ongoing via online job postings and other avenues and there are currently hundreds of applicants for these positions. Empire State Health Solutions will seek out the best possible candidates for the cultivation positions, as exemplified by the credentials of our current team. In collaboration with the United Food and Commercial Workers (UFCW), Empire State Health Solutions has the ability to recruit and retain the best candidates for these roles.

Cultivation Staff Advisors, Trainers: Vireo Health LLC, Cory Carter, Jamie Doman, Brooke Gehring, Jared Penman

Charles Schmitt--Head Horticulturist/Cultivator, Empire State Health Solutions

Charles has spent his whole career leading or assisting in the cultivation of plants. Charles has grown greenhouse and nursery plants across the country in North and South Carolina, West Virginia, Ohio and California. For the past 14 years, Charles has served as educational support for Cornell University's Cooperative Extension system and is currently serving as the Senior Resource Educator for the Capital Area Agricultural and Horticulture Program team in upstate New York. Charles is a regional specialist providing production support for the greenhouse, nursery, landscape, and Christmas tree growers in a five-county region.

As an educator, Charles has instructed commercial horticulturalists in the production of ornamental plants including a variety of trees, shrubs, perennials, bulbs, grasses and annuals. He has also served a four-year term as the New York State Certified Nursery and Landscape Association Chairman. He is currently Vice-President of the New York State Agriculture Agents Association and the Awards and Recognition chair. In addition to his work at Cornell University's Cooperative Extension system, Charles has conducted horticultural education courses for Rutgers University, Schenectady County Community College (NY), Cleveland County Community College (NC), and the Berkshire Botanical Gardens in Massachusetts.

As a cultivator, Charles has been responsible for the commercial production of millions of plants. In California alone, (Bay City Flower Company, Half Moon Bay), he directed the production of 4 million hydrangeas as well as managing a workforce of over 100 employees. He also set up an in-house soil testing lab. While serving as the Director of Research and New Product Development he authored 16 plant patents. In North and South Carolina, Charles served two companies as the head cultivator and general manager. In West Virginia and Ohio, Charles developed his cultivation and management skills.

Charles has received recognition for his efforts from his peers. His writing was recognized by the National Association of County Agricultural agents first as a contributor to team newsletters in 2011, and later in 2013 and 2014 as a feature story writer. He was also recognized in 2011 with the Achievement Award in recognition of excellence in extension service and programming.

Charles received his Associates in Applied Science Degree in horticulture from Potomac State College of West Virginia University in 1982, his Bachelor of Science Degree in Ornamental Horticulture from West Virginia University in 1984 and his Masters of Science Degree from Ohio State University in 1987. He also holds a New York State pesticide applicators license and a New York State nursery landscape certification.

Robert Gray-- Greenhouse and GAP Manager, Empire State Health Solutions

Bob Gray is the Greenhouse Manager and Good Agricultural Practices Director for Empire State Health Solutions, who exceeds the one-year minimum of experience in GAP per 10 NYCRR §1004.5(b)(18)(i). He is currently training with the Vireo Health horticulture team at the Minnesota Medical Solutions facility. He received his B.S. in Horticulture from Texas Tech University focusing on greenhouse vegetable and fruit production.

Mr. Gray then continued to build a hydroponic production greenhouse outside of Austin, Texas. He built the retractable roof and side wall greenhouse from start to finish, managing and maintaining all produce, employees, and environmental controls throughout. His focus was on several types of hydroponic systems including Nutrient Film, Drip Irrigation, and Deep Water Culture. Mr. Gray executed a GAP program in Texas from planting to packaging in order to produce high quality food for distribution to major grocery chains and markets. Utilization of the GAP program revolutionized the production level and quality at his facility, and enabled his highest success with several major vendors in the state. Mr. Gray also headed the food quality control to be distributed and dealt with several state wide inspection points. He has done extensive consulting and training with a hydroponic and environmental controls expert from Cornell who managed the Deep Water research facility in Ithaca, NY for over a decade. Mr. Gray brings a high level of professionalism and growing experience to the Empire State Health Solutions team and the production of medical cannabis in New York State.

Matt Denten-- Hydroponic Systems, Environmental Expert, Cultivator, Empire State Health Solutions

Matt Denten is an expert in hydroponic design and operation. After studying under world-renowned researchers at the University of Arizona, Matt went on to become a [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Hydroponic systems require higher attention to detail and water quality than soil-based counter parts. Many hydroponic systems will recapture and recirculate the irrigation water, which makes quality and cleanliness extremely important since a single pathogen or disease can endanger an

entire crop. Matt's design and operation recommendations include antiseptic techniques such as UV sterilization, strict hand-washing protocols (often accompanied by gloves), insect exclusion areas, insect screening for intakes, biosecurity mats for shoes and boots, and strict post-harvest guidelines to ensure a safe and high quality product.

Cultivation and GAP Advisors, Vireo Health LLC: Mitch Michaelson and Aaron Peterson, Severs Farm Markets

Future Staffing Plan-- Cultivation

In order to maintain sufficient staffing for all cultivation operations and maintenance of security protocols for loss and diversion prevention, there will be minimum of two employees within the cultivation area of the manufacturing facility even at off-peak times. We will manage our harvest in a continuous manner to level staff requirements over time and eliminate spikes in required production staff. We will accomplish this by applying our operating model that is comprised of pharmaceutical production standard manufacturing best practices. Via operational excellence, we will seek to eliminate inventory buildup and spikes in production by applying operational tools such as Value Stream Mapping, Rapid Process Improvement, Lean Supply Chain. In accordance with our staffing plan, we have already started with three to five employees in 2015. The initial nidus has already started training in Minnesota. Initially, we will only need two managers to start the cultivation. As the NY patient registry census grows, they will add additional staff members over time to meet anticipated cultivation needs. The following table links customer demand to requirements for cultivation staffing and number of production facilities:

Table 1. Approximate Number of Cultivation/Manufacturing Employees

| 12/31 FTE | 2015 | 2016 | 2017 | 2018 | 2019 |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|
| Head Cultivator | 1.0 | 1.0 | 1.0 | 1.0 | 1.0 |
| GAP/GH Supervisor | 1.0 | 2.0 | 2.0 | 2.0 | 2.0 |
| Production Supervisor | 1.0 | 2.0 | 2.0 | 2.0 | 2.0 |
| Cultivation Team Staff | 6.0 | 20.0 | 33.0 | 33.0 | 33.0 |
| Production Team Staff | 4.0 | 5.0 | 7.0 | 7.0 | 7.0 |
| Total Production FTE | 13.0 | 30.0 | 45.0 | 45.0 | 45.0 |
| | | | | | |
| FTE per Greenhouse | 5.0 | 5.0 | 5.0 | 5.0 | 5.0 |

The staffing plan is conservative in that it is correlated to the limited number of patients with serious conditions allowed under current law, and presumes a conservative patient adoption rate. The scalable ESHS facility plan allows for significant increase in production capabilities and concomitant expansion of our employee base for operations as the needs of NY patients change.

Staffing Expectations

Empire State Health Solutions will screen and vet all potential employees to ensure their eligibility to work within the regulated medical cannabis industry. Empire State Health Solutions will also conduct a formal evaluation of all employees to determine potential employee’s previous industry knowledge or experience. The evaluation process will enable Empire State Health Solutions to place employees within a distinct area of the manufacturing facility that compliments previous experience or talents.

Pursuant to PHL §3365(1)(a)(iii) and 10 NYCRR §1004.5(b)(7), Empire State Health Solutions has signed a labor peace agreement with the UFCW for the operations and labor force needed to run the facility(s). Please refer to Attachment F for details. We intend to utilize a workforce comprised of union workers as we support living wages and robust benefits for our employees. Empire State Health Solutions will offer highly competitive compensation and benefits packages and will offer full-time and part-time positions.

Staff Experience Level: All staff members are expected to have an ambition to learn and develop within the company, a strong work ethic, and a desire to improve the quality of life for New York patients. ESHS seeks out medical, scientific and horticultural excellence, not cannabis enthusiasts. Utilizers of recreational cannabis are not hired by ESHS.

- **Cultivation management members** are required to have a bachelor’s degree in a pertinent scientific field and/or at least three years of management experience preferably in the greenhouse setting.
- **Cultivation assistants** are required to have a bachelor’s degree in a pertinent scientific field such as horticulture, botany or biology.
- **Harvesting team** members will possess a minimum of a high school diploma or equivalent.
- As per 10 NYCRR §1004.5(b),(18(iv)), all staff will be trained and conform to general sanitary practices.

[Analytic Laboratory Team](#)

Jon Thompson PhD, Scientific Director of Empire State Health Solutions

(Please see Executive Team summary)

Dan Pella PhD, Analytic Laboratory Director, ESHS and Vireo Health

Dr. Pella obtained his PhD in Chemistry from the University of Minnesota specializing the areas of analytical chemistry and chemical biology. The focus of his research has been the development and synthesis of novel pharmaceuticals, the study of biological systems and biochemical pathways, and elucidation of new molecules using spectroscopic analysis. He is an expert in the use and applications of analytical instrumentation (particularly LC-MS and GC-MS) to study natural products, peptides, metabolites, and drug byproducts. He also has significant method development experience to resolve challenging separations, optimize analysis times and quantitate trace-level adducts.

Since joining Vireo Health he has become part of the cannabis quality control and profiling operations. Dr. Pella brings the expertise in utilization of state-of-the-art analytical equipment required to conduct rigorous testing of cannabis and cannabis products throughout the entire manufacturing process. Dr. Pella feels passionately that ESHS and all Vireo Health companies adhere to the strictest standards set by the industry to ensure our products meet the highest quality and can test for purity, bacteria, mycotoxins, pesticides, heavy metals and residual solvents. Dr. Pella also conducts extensive cannabinoid profiling of each plant grown in our greenhouses to select the best plants possible and is pioneering extraction techniques of CBD and THC from those plants. Dr. Pella brings his substantial expertise to bear for Empire State Health Solutions and will help ESHS to have the most extensive lab in the industry in New York on day one.

Future and Timeframe:

Additional analytic laboratory personnel will be hired throughout August if granted a registration by the state of New York. We anticipate an additional 3-4 analytic laboratory personnel will be needed by January of 2016.

[Extraction, Separation, Formulation, Packaging Team](#)

Jon Thompson PhD, Scientific Director of Empire State Health Solutions

Dr. Thompson holds a doctorate in Analytical Chemistry with a special focus in separations science. His expertise includes deep domain experience in chemical formulations, materials science, separation hardware engineering and development, sensor development, and chemical manufacturing. As an analytical chemist, he has co-developed validated analytical methods in collaboration with the FDA, the EPA, and the Air Force using materials and processes he and his team invented and developed. He has also modified and validated analytical methods for API measurement in formulated lipids, surfactants, modifiers, and long chain alcohols based on published USP methods. His experience encompasses materials, methods and equipment for selective extractions of target analytes from bulk materials such as plant matter, lipids, polymers, and bioreactor effluent. He is also an expert in the measurement of contaminants that elute from

plastics and packaging into food by developing commercial methods for FCN 772, a food contact regulation for UV cure inks.

As a formulator, Dr. Thompson has lead teams that have developed hundreds of different chemical formulations. His industrial, chemical and academic scientific training has given him a broad scientific understanding of the physical and chemical properties of the input ingredients so that more effective formulations can be developed. Particularly relevant experience includes his formulations work for a FDA-controlled GMP formulations facility that specialized in lipid based formulation compounding.

Dr Thompson's background as an analytical, engineering, and materials chemist enables a highly specialized understanding of the chemical effects that the manufacturing process has on the formulation and desired outcome. He has developed unique specific separations and detection methods to verify the effectiveness of the formulation both in vivo and in vitro. Some formulation examples include work on an anti-thrombosis drug coated stent and the development of generic formulations for in vitro urine testing. Other examples include formulations for highly complex large-scale synthesis of separations materials requiring control of parameters on the nanometer scale.

Dr. Thompson has significant experience in scale-up of chemical manufacturing processes that meet customer, engineering, manufacturing, and quality deliverables. His pilot and large scale manufacturing experience includes formulations manufacture, process engineering design, equipment development, process analytical methods development and controls, deployment, and operational excellence.

Dr. Thompson currently leads Vireo Health's development team for extractions, separations, formulations, and packaging operations. He also provides leadership for our quality control and assurance functions. His team currently operates a pilot-scale, 200 kg per year extraction facility that utilizes GMP-compliant equipment and processes. Extracted oils are separated using FDA-

listed GRAS solvents on a multi-kg scale into purified CBD and THC fractions for subsequent formulation. The process to create the input starting materials can be scaled to exceed 2000 kg/year to meet the conceivable upper limit of medical needs in New York State.

Under Dr. Thompson's guidance, Vireo now operates the most advanced and sophisticated cannabis laboratory in the country. The lab provides environmental, in-process, incoming and finished goods testing using validated methods that are traceable under GMP/GLP standards. The laboratory is working toward obtaining GLP compliance certification using purified input materials (excipients, packaging, starting materials) to produce formulations for over 27 different product variants or “brands”. The packaging and filling operations are currently semi-manual, adhering to strict regulatory guidelines. The ESHS medicinal products will be released to production under an ISO 9001 and GMP-compliant batch record based quality system.

Doug Maniak, Head Manufacturing Engineer, ESHS

Mr. Maniak brings his broad background in engineering, science, and leadership to Vireo Health’s diverse team of experts with over 18 years of experience in the computer, food, health care, medical device, and pharmaceutical industries. He is passionate about empowering the ability of science, nature, and human will to unlock collaborative solutions that restore health and alleviate pain. Doug holds a master’s degree in Engineering Management, a bachelor’s degree in Chemical Engineering, and an associate’s degree in Electronics. He has been awarded several patents and trade secrets throughout his career while enjoying developing highly effective manufacturing solutions to support the commercialization of new products.

At ESHS and Vireo Health, Mr. Maniak is directly responsible for providing engineering direction and leadership to all engineering related activities. He has direct responsibility for management of internal engineering resources, external professional resources, and business partnerships as a part of the execution of new product development, equipment procurement, facility modifications/upgrades, and expansion projects. Doug provides leadership direction in investigating and implementing new strategies, processes, and business initiatives such as; quality, compliance, continuous improvement, and operational excellence to ensure sustainable

long-range business objectives. Doug will bring his substantial experience to bear to drive manufacturing engineering and other processes for Empire State Health Solutions.

Future and Timeframe:

Approximately three to four additional extraction, separation, formulation and packaging personnel will be hired in the August-September timeframe if ESHS is awarded a license.

Medical Team

The Empire State Health Solutions medical team represents the core of our team. From day one, ESHS has been physician-led and patient advocacy/care is at the center of everything we do. The ESHS medical directorship team represents a balance of formal cannabis-based medicine expertise and direct patient care experience.

Kyle Kingsley MD, CEO Empire State Health Solutions (see above)

Renata Mazzei MD, CMO Empire State Health Solutions (see above)

Laura Bultman MD, CMO Vireo Health LLC (see above)

Stephen Dahmer MD, Medical Director Empire State Health Solutions (see above)

No additional medical team requirements are anticipated.

The ESHS Pharmacist and Dispensary Team

Brian Harvey--Head Pharmacist, Vireo Health LLC (see above)

Our Pharmacists

With our focus on accelerated patient access, ESHS has already secured 5 pharmacists to work in our dispensaries throughout the state of New York, all of whom currently hold active NY pharmacy licenses.

The Empire State Health Solutions New York Pharmacist Team

Christopher Todd, Doctor of Pharmacy, Head Pharmacist Empire State Health Solutions

As the [REDACTED], Dr. Todd possesses a wide range of skills that will make him an integral part of the Empire State Health Solutions team mission.

Dr. Todd sees patients regularly and communicates with them and their caregivers about their medication regimens. He also oversaw the implementation and maintenance of the hospital's medication information systems, including Computerized Provider Order Entry, Bedside Medication Administration, Pharmacy Order Entry, Automated Dispensing Cabinets, Medication Reconciliation, IV Smart Pumps, and Pharmacy Billing. In recent years the biggest change to healthcare has been the use of computerized technology and Dr. Todd has been at the epicenter of that movement for the last five years. Combining his clinical background with his focus on technology grants Dr. Todd a unique perspective on the overall medication use and delivery system in any facility. It is not common that a clinician has such a firm grasp on technology systems as well as management responsibilities, so he will be able to contribute to ESHS in a broad sense.

Jessie Brown, Doctor of Pharmacy

Dr. Brown has worked in a busy community pharmacy setting for over 7 years. On a daily basis, she contributes to patient care through communication with health care professionals and counseling patients on drug therapies. She participates in work flow processes by organizing and directing technician processes, verifying preparation and labeling of pharmaceuticals, verifying order entries, charges and inspections. She completes daily over-the-counter and prescription orders from wholesalers while maintaining a safe and clean working environment by adhering to procedures, rules and regulations.

Dr. Brown also has experience in various hospital settings, compounding for veterinary care, and functional medicine. Her compounding experience comes from the Cornell University Animal Hospital and from Fallon Wellness Pharmacy. She complies with state laws in regard to maintaining her current registration in the state of New York, and studies existing and new legislations to stay current. She maintains her pharmacological knowledge by attending educational workshops, reviewing professional publications, establishing personal networks and participating in the American Pharmacists Association. She received her Doctorate of Pharmacy

from Albany College of Pharmacy and Health Sciences with honors. She is a licensed immunizer with OSHA certification and basic first aid and CPR training.

Megan Veselov, Doctor of Pharmacy

Megan Veselov is currently the [REDACTED] at [REDACTED] in [REDACTED]. Dr. Veselov received her doctorate of pharmacy from Albany College of Pharmacy and Health Sciences, where she graduated cum laude and served as the co-captain of the women's soccer team. Upon graduation, she accepted a position with [REDACTED] where she had been working as a pharmacy intern since 2007. At [REDACTED] Dr. Veselov is involved in employee, inventory, and pharmacy operations management. She provides clinical services such as immunizations, blood pressure screenings, and Medication Therapy Management (MTM), along with dispensing, verifying, and counseling on prescription and over-the-counter medications. Special interests include smoking cessation and preventing illness through immunization, physical activity, and nutrition. She is a preceptor for both introductory and advanced pharmacy practice experience rotations for students of Albany College of Pharmacy and Health Sciences and the University at Buffalo. Her certifications include immunizations and American Red Cross CPR/AED and anticipated MTM certification in May 2015. She is a current member of the American Pharmacists Association and the Pharmacists Society of the State of New York. To continue her education, Megan has been accepted into Union Graduate College, where she will start her MBA in Healthcare Management in the fall of 2015.

Emily Hoffnagle, Doctor of Pharmacy

After graduating from the University of Florida with her Doctorate in Pharmacy, Dr. Hoffnagle went into the retail pharmacy job market believing she could use her skills to truly help ill patients with their health. After spending many years in retail pharmacy, she suspected the trade was perpetuating the drug dependence problem rather than truly helping people become and stay healthy. She decided to follow her passion and created an online health site to give people natural solutions to common health concerns and help them avoid synthetic pharmaceuticals as much as possible.

Dr. Hoffnagle believes strongly that while our conventional health system is remarkable and necessary in most cases, that nature has given us many tools that should be utilized and incorporated into treatment. Knowing that medical cannabis will be able to help a tremendous amount of patients in her community and NY, she is excited to be a part of this advancement in medicine. Through her extensive experience with counseling patients on medications and natural alternatives she knows that she will be able help people initiated and utilize this cutting edge medical treatment.

John Conley, Doctor of Pharmacy

Since graduating from the University of Connecticut with a Doctorate of Pharmacy, Dr. Conley has spent the past five years learning and developing the role of community pharmacist. He has refined his clinical skills through consultations with patients regarding medication concerns, such as drug interactions, dosing issues, and insurance coverage. By working for a major retail pharmacy, he has adapted to a changing industry by spearheading MTM initiatives and establishing flu shot clinics to better address patient needs. In order to engage a broader customer base, Dr. Conley created and implemented “Ask the Pharmacist” sessions at local senior centers, educating our patient base while concurrently increasing customer satisfaction. Dr. Conley has taken on leadership roles in inventory management and staffing budgets, while simultaneously training and supervising staff technicians and pharmacy interns. As a member of the Empire State Health Solutions team, he is looking forward to cooperating with other medical professionals to expand a heavily needed service to New York patients. He aims to provide the most accurate, reliable and convenient patient care in this new system in New York.

Future Staffing Plan, Dispensary Centers

The Empire State Health Solutions prototype distribution facility model requires a minimum of three employees to execute our proposed workflows. The staff includes at least one security team member, a registered pharmacist, and at least one distribution facility support staff, namely a

certified pharmacy technician. Only pharmacy technicians formally certified through the Pharmacy Technician Certification Board will be considered for employment in ESHS facilities. Having a minimum of three staff members bolsters the security profile of the facility and provides a basic checkpoint against diversion by a single under-supervised employee.

The Empire State Health Solutions distribution facility workflow is scalable, in accordance to patient demand. There is no maximum number of staff that could work at any given time in the distribution facility, except as limited by the physical space and fire code. At times, security concerns may dictate the temporary presence of additional security officers; for instance, the transfer or delivery of extraordinary amounts of medical cannabis or currency. Only staff scheduled or designated to work during a given shift will be given permission to be in the distribution facility. The distribution facility may be used to hold occasional staff meetings, at which times unscheduled staff might be on-site, but entrance is generally limited to employees wearing proper identification badges.

Staff Requirements, Dispensaries

The Empire State Health Solutions distribution facility staff will be a highly qualified and highly proficient collection of individuals. We have demanding pre-employment standards (as outlined earlier in this attachment) to ensure we recruit and hire only the people who will promote our mission in an upstanding fashion. Every distribution facility employee will be at least 21 years of age and have no history of disqualifying felony convictions or drug-related offenses. Additional required criteria will include a high school diploma or equivalency, excellent verbal and written communication skills, cash handling ability, and basic office computing skills.

- Any Empire State Health Solutions distribution facility staff engaged in direct patient contact will also have formal training and maintain an active state certification in a health-related field. Only pharmacy technicians formally certified through the Pharmacy Technician Certification Board will be considered for employment in ESHS facilities. We will actively recruit and retain highly-qualified licensed pharmacy technicians to staff a

variety of roles in our dispensaries. To hold the position of a distribution facility pharmacist, the employee will have obtained and maintain active licensure, in good standing, as a pharmacist in the state of New York. We will preferentially hire licensed pharmacists who are willing to serve in a mentorship role for tomorrow's pharmacists, by having obtained and maintaining certification as a Pharmacy Preceptor from the New York Board of Pharmacy. Interns concurrently enrolled in the professional curriculum of an accredited college or school of pharmacy are encouraged to learn in our dispensaries.

Pharmacy Student Preceptor and Pharmacy Post-Graduate Residencies

- While this application has detailed many of the tools and processes Empire State Health Solutions will use to educate and train the pharmacists who staff our dispensaries, we are also proud to describe our commitment to enhancing the knowledge and training for tomorrow's pharmacists.
- Empire State Health Solutions will actively pursue the opportunity for our pharmacists to serve as preceptors for students progressing toward a degree in pharmacy. Our pharmacists will initially serve as preceptors for interning pharmacists accumulating hours during the "Concurrent-time Internship" phase of their education. This means our pharmacists will mentor and supervise students enrolled in their second, third, and fourth academic years of a professional pharmacy curriculum of an accredited college or school of pharmacy. There will likely be some initial acceptance barriers on the side of the academic institutions, but ESHS will work vigorously to overcome these barriers and make this a mainstream, accepted adjunct to the clinical training of future pharmacists.
- Understanding that the initial application and approval process takes upwards of 2-3 years to complete, Empire State Health Solutions will actively seek the opportunity to serve the training needs of tomorrow's pharmacists by providing recent pharmacy graduates from accredited colleges or schools of pharmacy from across the country the opportunity to participate in Post Graduate Year-1 (PGY-1) and Post Graduate Year-2 (PGY-2) pharmacy residencies. While PGY-1 residencies generally focus on honing and perfecting general pharmacist competencies, our PGY-2 residencies will focus on the formulation and clinical application of cannabis derived medicines.

- All of the intern and residency programs developed by Empire State Health Solutions will expose pharmacy students and recent graduates to the clinical aspects (the distribution facilities) as well as the cultivation, refining, and manufacturing aspects of our company's operations.
- To the best of our knowledge, there is currently no formal program in the nation that provides a medical cannabis experiential education opportunity to pharmacy students or graduates. Empire State Health Solutions hopes to serve as an industry leader in this endeavor.
- ESHS welcomes the participation of pharmacy interns to our clinical team, but under no circumstances will the pharmacy intern replace the required role of the pharmacist on-site.

Policy Team

Ed Draves, ESHS Advisory Consultant, [REDACTED]

Ed Draves joined [REDACTED] in 2001, where he has since lobbied on a diverse array of issues at the local and statewide level. He has represented clients in the labor, health care, communications, energy, pension, gaming and budget sectors. Most recently he was one of the key lobbyists on the successful passage of medical marijuana legislation in New York. In addition to lobbying for his clients on numerous issues, Ed has coordinated grassroots campaign efforts in support of their agendas at the local, state and federal level.

Prior to joining the firm, Mr. Draves was the Political and Legislative Director of the American Federation of State, County and Municipal Employees (AFSCME) for more than two decades. In that role, he coordinated the political action and legislative programs of the union's six New York affiliates and represented more than 400,000 members. As AFSCME's Legislative Director, he was named by the Buffalo News as "one of labor's most savvy political operatives." Not only was Mr. Draves recognized as

one of New York’s top labor lobbyists, but he is also considered one of the best grassroots campaign organizers in the state.

In 2000, Mr. Draves was recruited by current New York City Mayor Bill de Blasio to be Deputy Campaign Manager for Hillary Clinton’s successful Senate bid. He coordinated the campaign efforts in Upstate New York in this role.

After the Clinton campaign, Mr. Draves joined [REDACTED] and in 2004 served as Campaign Manager for the first successful statewide Transportation Bond Act in more than a dozen years. Later that year he became one of the leading campaign strategists to help elect Buffalo's first African-American Mayor, Byron Brown.

Mr. Draves has worked on local and national political campaigns developing campaign strategy and messaging and assisting with debate preparation. He has worked as a consultant and aide on campaigns in New York, New Hampshire, Michigan, Ohio, South Carolina and California. Mr. Draves appears regularly on Time Warner Cable’s Capital Tonight as a contributor to their “Insider” segment. He is a graduate of Cornell University.

In full disclosure of our consulting agreement with Mr. Draves, please see Supplement J5 at the end of this attachment.

[Security and Transportation Team](#)

Current Team:

Ron Owens, Security Director of Empire State Health Solutions

The initial focus of developing an industry leading security staff is the selection and training of the security staff. The security staff is led by the Chief Security Officer Ron Owens. Ron Owens has extensive experience in medicinal cannabis security and transport through his position with Vireo Health LLC since its early inception. He has extensive experience in site selection and development. Ron Owens extensive law enforcement experience has been

invaluable in many facets of every day security. He has been involved in law enforcement since 1995 on both the local and federal levels. During his local law enforcement career, he has served in a variety of positions including patrol, detective bureau, crime scene analysis, firearms instruction, field training officer and narcotics. As a Narcotics Detective, he specialized in clandestine methamphetamine and marijuana grow investigations. He has extensive experience in the performance of Hazmat operations and seizures of clandestine methamphetamine laboratories/marijuana grow operations and related substances. He is a highly decorated and respected local officer and vital to selecting individuals of similar integrity.

From 2002 to 2007, Ron Owens served with the US Secret Service (USSS). With the USSS, he investigated many high-profile cases to include fraud, computer forensics, and those which were protection related. Most directly related, he participated in the physical protection of the President, Vice President, and former Presidents of the United States of America, as well as visiting foreign heads of state. Ron Owens's regular duties included the overall management, planning, and execution of protection at multiple sites for protectees with varying degrees of threat level. He has extensive experience in the organization, management, and coordination with local police counterparts, corporate security, and foreign security to accomplish the protective mission. He has served over 300 VIP persons, 70 foreign heads of state along several levels of critical protection levels, along with protection duties serving 7 current and former presidents, 4 prior and current vice presidents in a variety of roles.

During his investigative mission, Ron Owens conducted many high profile investigations involving financial and electronic crime cases to include but not limited to computer intrusions, phishing and spoofing attacks, dedicated denial of service attacks, identity theft, fraud, conspiracy, and other criminal action in violation of Federal law. He has managed complicated investigations with dollar losses in the millions bearing multiple suspects and victims from inception through arrest, conviction, and restitution. His investigative duties included the networking with federal agents, local police officers, district attorneys, Assistant United States Attorneys, corporate investigators, and corporate executives to build a constant pipeline of leads and resources. Mr. Owens was a highly decorated agent who received multiple awards from USSS management for successful investigative efforts of complex criminal cases.

Legal/Compliance Team

Barry J. Peek, JD, Legal Consultant

Barry J. Peek, a member of [REDACTED] is a co-chair of the firm's Medical Marijuana Law practice group. [REDACTED] is counsel to the [REDACTED]

[REDACTED] Along with other members of the practice group, Mr. Peek works with individuals and businesses seeking to participate in New York State's cannabis industry. Mr. Peek co-authored articles in the *New York Law Journal* entitled "Marijuana Advertising and The First Amendment" and "Cannabis Conundrum: Medical Marijuana Law and Employers," and spoke at the 2014 East Coast Cannabis Business Expo. Mr. Peek has been recognized as a New York Super Lawyer since 2007, and is rated "AV Preeminent" by Martindale Hubbell.

Hanan B. Kolko, JD, Legal Consultant

Hanan B. Kolko, a member of [REDACTED] is a co-chair of the firm's Medical Marijuana Law practice group. [REDACTED] is counsel to the [REDACTED]

[REDACTED] Along with other members of the practice group, Mr. Kolko works with individuals and businesses seeking to participate in New York State's cannabis industry. Mr. Kolko co-authored an article in the *New York Law Journal* entitled "Marijuana Advertising And The First Amendment," and is the author of an article which will appear in *Cannabis Enterprise* entitled "Cannabis Businesses and Federal Bankruptcy Courts: An Uncertain Path Ahead." Mr. Kolko has spoken at a number of cannabis industry-related panels, including the 2014 East Coast Cannabis Business Expo, a Crain's program entitled "The Business of Pot," a Cardozo Law School continuing legal education symposium entitled "Cannabis Business, Law, Ethics: Counseling the Entrepreneur," and programs sponsored by Women Grow and the Cannabis and Hemp Association. Mr. Kolko has been recognized as a New York Super Lawyer since 2012.

Tricia Kingsley, JD, Human Resources Consultant

Tricia Kingsley graduated from Hamline University School of Law with her Juris Doctor in 2012. Ms. Kingsley has since worked exclusively in Human Resources Management and advisory roles

with a variety of companies across diverse industries throughout the United States. Ms. Kingsley brings her expertise to ESHS in a advisory role contributing to the employee handbook, employee training, and building internal employee policy framework and development. Ensuring compliance with all applicable federal and state employment laws, Ms. Kingsley puts her focus on creating a safe and positive work environment which creates satisfied ESHS employees, and ultimately satisfied patients of ESHS.

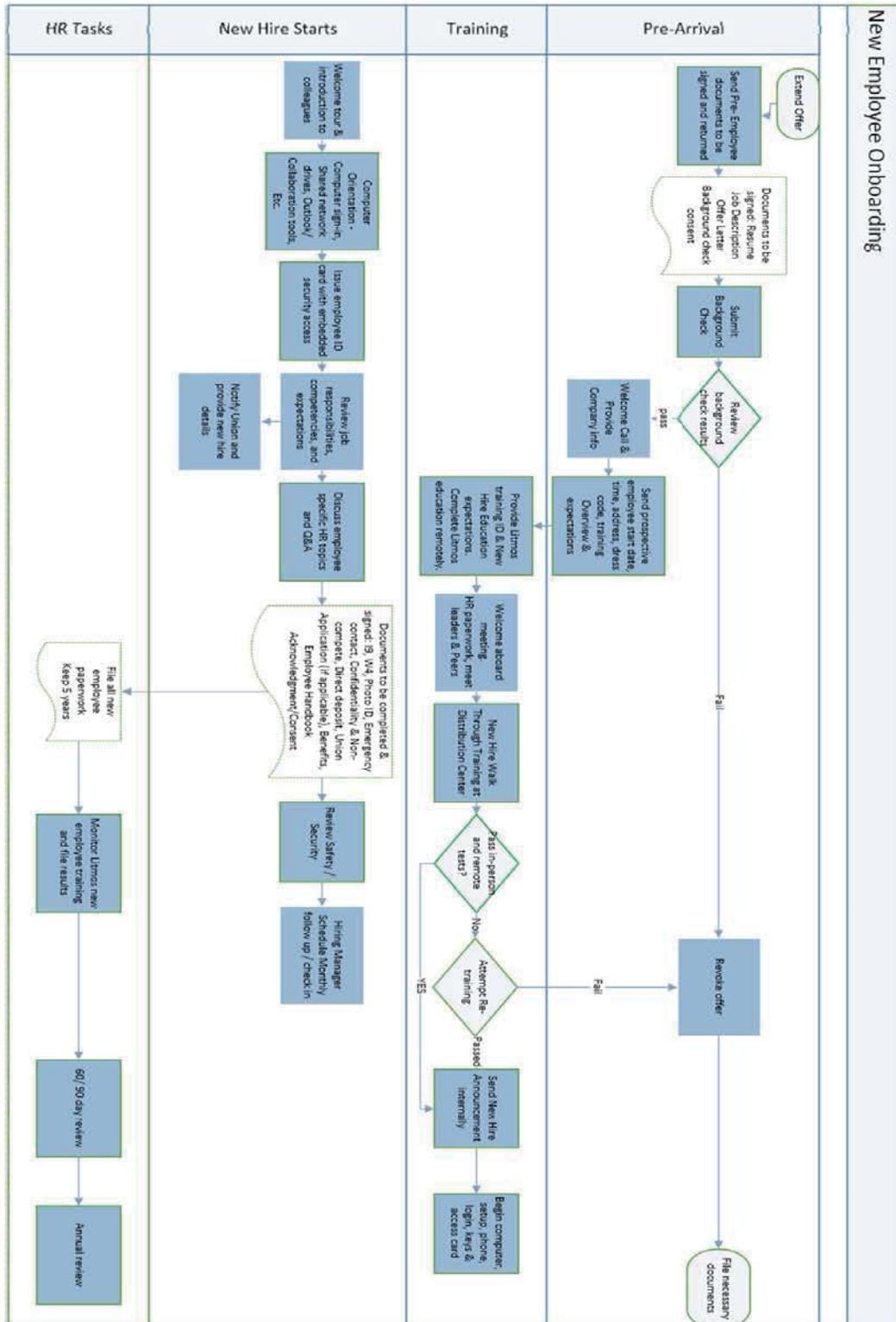
Per 10 NYCRR §1004.5(b)(10), ESHS offers full disclosure of our consulting agreement with all legal advisory staff in Attachment G.

[Administrative Team](#)

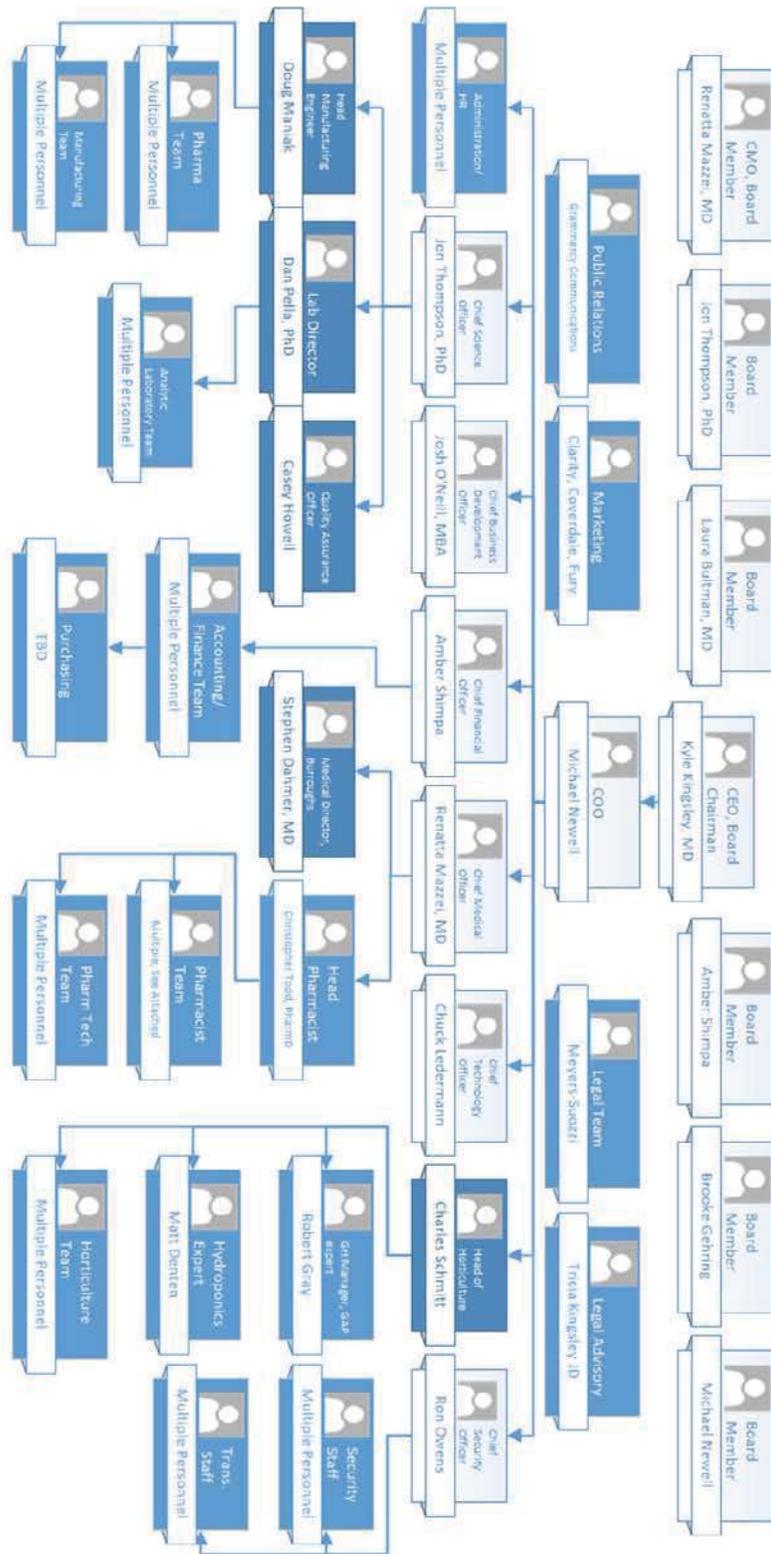
Current Personnel: Currently the Vireo Health administrative team is carrying on the administrative functions of ESHS.

Additional Personnel and Timeframe: Administrative staff will be hired by ESHS upon receiving registration, please see the complete staffing timeline.

Please refer to the following flow sheet for the general employee onboarding plan:



Empire State Health Solutions Organizational Chart:



Codes of Conduct

Given the distinctive circumstance of being one of the first medical cannabis manufacturers in New York, Empire State Health Solutions will hold all of its directors, officers and employees to the highest standards of conduct and integrity so that the company's culture corresponds to the tremendous responsibility and unique opportunity it has been granted. ESHS will do so through the adoption of a detailed and sophisticated Code of Conduct. At the core of its Code of Conduct, ESHS and UFCW will underscore the importance of adhering to professional, legal, ethical and safe business standards. Those standards include:

- Responsible customer service and access in a clean and secure environment that assures customer and worker safety.
- Safe and secure storage and other practices that anticipate and respect community and neighborhood concerns.
- Responsible dispensing to patients and their caregivers in a manner compliant with New York law.
- Prevention, detection and correction of diversion
- Development of continuing education and eventual certification of industry and workplace standards.

Empire State Health Solutions requires all employees to behave in an ethical and law-abiding manner at all times. Employees represent the company and the larger medical marijuana industry, and their conduct will have a direct effect on ESHS's reputation and the reputation of the marijuana industry in New York. All directors, officers, and employees must conduct business in accordance with the letter, spirit, and intent of the law, both in general and as it relates to medical cannabis in the State of New York. ESHS staff who do not comply with the high standards of conduct will face disciplinary and corrective action, potentially including termination of employment, suspension, or demotion. Please see the attached Employee Handbook at the end of this section for more details.

ESHS will employ an in-house quality and compliance officer, Casey Howell who has already rolled out the Vireo Health plan in MN, to help oversee the implementation of its high standards

of conduct and to conduct continuing employee training. ESHS will maintain an open-door feedback policy to collect and address any concerns or suggestions on how to improve operations.

Anti-discrimination Policy

Part of ESHS's code of conduct will be the implementation and enforcement of a zero-tolerance anti-discrimination policy. Employment opportunities will be based upon the applicant's qualifications and capabilities to perform the essential functions of a particular job, and free from discrimination due to race, religion, sex, national origin, age, veteran status, disability, genetic information, or any other characteristic protected by law. ESHS strongly urges the reporting of all instances of discrimination and will prohibit retaliation against any individual who reports discrimination or participates in an investigation of such report.

As a healthcare-related organization striving to meet the needs of a diverse patient population, ESHS also encourages workplace diversity and is enthusiastic to partner with local educational programs that foster diversity.

We will offer work schedules that allow the employee to maintain a harmonious work/life balance. For some employees, this may require full-time employment. For others, part-time employment may be the preferred option, so ESHS will offer both options to our personnel. Distribution facility hours, as outlined in the application, will be flexible to account for the needs of both patients and staff.

In summary, because our employees will be prescreened by background check, recruited from a qualified pool, and trained by experienced Vireo team members, we expect that our employees will be the top tier of the industry. Over time, a culture of patient safety and quality and our employee-centric work-life policies will promote retention of quality employees.

Employee Working Standards, Partners with Labor

ESHS will become the standard for employee working conditions and employee satisfaction in the medical cannabis industry. The ESHS employee plan provides living wages, healthcare coverage, and retirement and education benefits for our employees. ESHS already has employees that have been hired and have interest in joining the union ranks. As per 10 NYCRR §1004.5(b)(7), ESHS has already signed a labor peace agreement, and plan to sign a collective bargaining agreement (CBA) with United Food and Commercial Workers International Union (UFCW) to ensure the quality of employment for our employees. This labor peace agreement details the tremendous opportunity ESHS will provide for future medical cannabis employees in our state. We believe that secure, well-paid jobs where employees are treated well lead to a stable company and a consistent, uninterrupted supply of medicine to patients. Satisfied employees will become the stewards of ESHS, the community at large, and our patients.

The ESHS/UFCW Collective Bargaining Agreement Will Address: 1) Competitive living wages, 2) Healthcare Coverage, 3) Education Benefits and 4) Retirement Benefits.

The medical cannabis industry at large often undervalues and under-compensates employees, but this will not be the case with ESHS. We support the UFCW's efforts to expand cannabis workers' standard of living, and believe that employees who are treated well in a positive environment will provide a superior level of care to our patients. We will train our employees to be well-versed in the medical marijuana regulations, cannabis-derived medications, and safe patient practices and to be highly specialized, efficient workers. Employees will receive a reimbursement and benefit package that is representative of the value we place on them as an integral part of our success. ESHS will offer highly competitive compensation and benefits packages with the intent to retain quality workers for a lifetime. ESHS will strongly advocate that the other producer(s) in New York provide the same benefits and living wages by signing a similar collective bargaining agreement with the UFCW. Please see the attached labor peace agreement in as Attachment F to this application.

All ESHS facilities will be clean, professional, top-level facilities that exceed the sanitation requirements required by New York law. ESHS will also contribute to the community by

employing environmentally-friendly practices, including energy efficiency mechanisms. ESHS has paid extra attention to employee needs in our newly constructed manufacturing facility, which will offer a comfortable, employee-friendly environment and ensure employee safety. The facility will include break areas (inside and eventually outdoor) and showers. Our distribution facilities will also have break areas equipped with lockers and other amenities. Being a healthcare-focused company, ESHS takes ergonomics very seriously. Quality of the work environment is a vital component integrated into our novel facility design.

Local Educational Partnerships

As an extension of our approach toward employee satisfaction, we have developed a formal working relationship with the Fulton Montgomery Community College (FMCC) and their President Dr. Dustin Swanger. Working with President Swanger, we have identified a number of areas where a partnership can benefit students and the community.

- For students that meet the legal requirements required by the New York State medical marijuana regulations, we can provide internships with real work experiences in horticulture, laboratory testing, research, manufacturing, and business practices.
- Nearby SUNY Cobleskill offers an Associate's degree in horticulture which is not available at FMCC. Our Head Horticulturist has an excellent relationship with the faculty at SUNY Cobleskill which may lead to an additional element to our continuing education program. ESHS employees can blend horticultural studies at Cobleskill, and business at FMCC to receive an associate's degree in Horticulture and/or pursue a degree in Business Administration. We believe this is an excellent opportunity for our employees to gain knowledge and become part of the community.
- Amsterdam, in nearby Montgomery County, has a large minority population and we would like to work together to offer employment opportunities at ESHS and educational opportunities at FMCC.
- Working through Startup New York at FMCC, Dr. Swanger and ESHS will partner to establish Vireo Vaporizer at the Tryon site.

- Similarly, because of our COO's skill and passion for startups, we are also looking to work with Dr. Swanger to develop an incubator program for Fulton and Montgomery counties, through FMCC.

Employee Training Plan

General Approach

Prior to beginning employment with Empire State Health Solutions LLC, all employees will be required to complete universal orientation training including but not limited to: sexual harassment, discrimination, disabilities, drug/alcohol abuse, security policies, safety policies, general sanitation practices, employment rights and laws, workplace violence, customer service, patient privacy and confidentiality. The training tools will reference our company's employee handbook, operation manual and supplements so that all employees are consistently and properly trained in these areas. The documentation of the employee understanding and comprehension of policies, procedures, and expectations will be maintained by management.

From an administrative perspective, all employees benefit from consistent, cohesive training that supports written materials regarding company policies. For instance, in addition to receiving the employee handbook in writing, a supporting audio narrative could highlight Frequently Asked Questions. Similarly, we will develop training support modalities such as narrated PowerPoint presentations or videotaped classroom sessions to support common employee questions such as benefits, payroll, leaves, et cetera. Job requirements are made clear in the job description posted, and reinforced in training materials as well. All Empire State Health Solutions employees will be required to read and agree to the policies set forth within the Employee Handbook, Code of Conduct, Personal Hygiene Policy, and the Standard Operating Procedures. Please refer to Supplement J6, the Empire State Health Solutions Employee Handbook.

Empire State Health Solutions will ensure that adequate training is provided to all employees prior to working at the medical cannabis cultivation facility or distribution facility. The organization shall utilize multiple modalities of training and educational materials to aid in the training process as well as hands-on training at facility locations from experienced employees and/or industry

experts. All staff employed with Empire State Health Solutions will undergo a robust training process that includes an online training system provided by Vireo Health LLC, with whom Empire State Health Solutions has an exclusive training relationship.

In addition, the Empire State Health Solutions has access to the extensive training systems and manuals developed for employees of Minnesota Medical Solutions LLC, one of only two companies granted a medical cannabis production license in the state of Minnesota. Brooke Gehring, ESHS Board Member, brings many years of cannabis production and employee training experience from the state of Colorado.

In the digital age, trainees no longer need to sacrifice personal time to drive into a classroom to attend training. ESHS utilizes Learning Management System (LMS) technology to the employee's advantage by posting entire training courses online. Participants can view the materials once or more, at a convenient time, then take assessment quizzes to demonstrate competency in applicable areas. The Litmos™ LMS is widely used for this purpose nationwide, and is very easy to use. The Litmos™ platform tracks when the trainee has viewed each module and records any testing results. ESHS training leadership will track trainee progress through the entire training course, and offer additional options for those having difficulties with the process.

Not only are required modules posted, but other valuable articles are made available to expand the employee's knowledge by cross-training with other roles or linking to optional enhancement materials. Adults learn best when presented with information in a variety of modalities, and with an element of repetition. Our strategy is to educate our workforce with written materials, visual and audio training reinforcement, demonstration of key skills, and finally, proctoring on-the-job with a more experienced employee.

Empire State Health Solutions is committed to applying scientific rigor to the cannabis production process, and applies the same principles to its training programs.

Training Record: Facility management is responsible for maintaining a training record for each area team member. Such record will include, at a minimum:

- The name of the person receiving the training;
- The dates of the training;
- A general description of the topics covered;
- Results of competency testing;
- The name of the training supervisor; and
- The signatures of the trainee and the quality manager

On-Going Education: Once commencing work within the facility, there will be multiple opportunities for continuing education and advancement. The facility manager is responsible for establishing a development path where employees learn from experience and working directly with their crew leaders to learn all aspects of their job. Crossover opportunities will be available and encouraged so employees can learn other areas of the business if they wish to advance to another department, such as a trimmer learning the basics of processing or growing. An article and book list is recommended for employees and required reading for advancement into management positions. Facility management will offer educational clinics to keep all employees current on legal issues, compliance, new innovations, personal development, nutrition and exercise, and other necessary and relevant interests.

Tracking Development: In addition to the comprehensive training record, management is responsible for tracking overall employee development at ESHS. Development will be encouraged and tracked on a checklist, which provides a clear visual of the level of training an employee has received, results of recent reviews, and their eligibility for greater responsibility. Once minimum training levels have been reached, crew leaders and management will endorse further development. Employees may also view individual progress and choose to take a proactive role through learning new processes and reviewing recommended reading materials to advance their knowledge of internal business practices, the cannabis industry, patient care initiatives, scientific advances, et cetera. As procedures and topics are mastered, employees will earn “checks” on the development checklist from their crew leaders and production facility management.

Feedback and Disciplinary Policy: In order to sustain a healthy and compliant work environment, the management is responsible for implementing a strong verbal and written feedback policy. Feedback is to be given immediately by any employee(s) to any other employee(s) at all levels whenever safety is jeopardized and/or a company policy is broken. Feedback concerning infringement of company policies must be given verbally within a 24-hours for first offenses. Second offenses merit written feedback for employee improvement and documentation of correction. Any concerns regarding compliance, regulation, or efficacy of the cannabis products must be documented in written form and addressed immediately by facility management. Depending on the severity of the policy violation, employees will be given an action plan for correction, or released immediately in such instances where theft, diversion, or health risks occur. If an employee is given the opportunity to implement a corrective action plan but fails to do so, he/she will be terminated. All feedback forms will include, at a minimum:

- The name and role of the person giving feedback;
- The name and role of the person receiving feedback;
- The date of the incident and the date feedback was received;
- A detailed description of the incident/violation;
- A clear action plan so the incident/violation will not recur;
- The signatures of the persons giving and receiving feedback, and the overseeing manager

[Periodic Performance Reviews](#)

Empire State Health Solutions continues employee quality evaluations periodically throughout their employment. An initial 90-day probationary period allows ESHS to further train and evaluate new hires for suitability to the job, during which time the employee will have at least one performance review with his/her supervisor to review progress, reinforce training as needed, and serve as a checkpoint before the employee graduates to full employment status. ESHS will continue to implement periodic performance reviews to assess the quality of job performance at least bi-annually, or more frequently if indicated. Performance reviews and potential disciplinary actions are outlined in the SOP manual. This appraisal of performance is intended to inform employees on their progress and point out areas of opportunity for improvement. Performance

appraisals, along with the development checklist, form the basis of merit for wage and responsibility increases. An action plan for performance improvement will be utilized when below average scoring is tabulated on any section of an employee's review form. Action plans will be evaluated periodically and as often as necessary to ensure proper development of all employees. The site manager and the employee's direct supervisors are responsible for all periodic employee reviews, which include at a minimum:

- The name of the person receiving performance review;
- The date of the review, and the dates of the review period;
- A list of job description-specific performance categories;
- A numeric scoring system for each category with ranges to indicate expectations;
- The name of the supervisor giving review;
- If necessary, an action plan for employee improvement;
- The signatures of the person receiving the feedback, giving the feedback, and the compliance manager.

ESHS and Vireo Health provide a wide range of training and educational support for our team:

1. Standard Operating Procedures (SOPs)
2. Training manuals online
3. Training videos online
4. Log sheets and standard templates
5. Continuing education opportunities
6. On-site Training
7. Initial Job Training
8. Job Shadowing
9. Video Conferencing
10. 24-hour phone support by ESHS leadership

Employee Age and Moral Character Verification

Empire State Health Solutions will take all necessary steps to ensure it will not to employ any person under the age of 21 or who has been convicted of a felony or drug-related offense. This will be accomplished by requiring potential employees to pass background checks and age verification. The state required background checks will determine if potential employees are able to work within the medical cannabis industry. Background checks will reveal any criminal offenses, charges or convictions that would prevent an individual from being able to work within the industry. All Empire State Health Solutions employees will also be required to submit a copy of a current and valid photo ID and will also be required to provide proof of eligibility to work within the United States. All employees will fill out an I-9 employment form to verify right-to-work eligibility, provide associated original documents for verification, and a W-2 form for tax reporting purposes.

Regulatory Compliance

Regulations vary from state to state and may evolve over time, which may lead to confusion or propagation of misinformation. Therefore, compliance training is mandatory for all employees at the time of hiring and at least yearly thereafter. In addition to Brooke Gehring, ESHS will retain the advisory services of Meyer, Suozzi, English and Klein P.C. of New York, in addition to Tricia Kingsley, JD to keep abreast of NY-specific regulatory nuances and national best practices.

Regulatory compliance is mandatory throughout the processes at ESHS—from supply procurement to cultivation to manufacturing to quality testing to labelling to transportation to distribution. Accordingly, the directors of each department are responsible for the accurate representation of regulatory content in Standard Operating Procedures (SOPs) and the corresponding training materials. Adhering to all state, local, and company-specific regulations is of utmost importance to create a reliable end product with the highest efficacy and safety profile for patients. All ESHS organization members will be required to have a general knowledge of all applicable laws and regulations dealing with the regulated cultivation and

distribution of medical cannabis. Part of each supervisor's daily duties will be observing routine operations for regulatory compliance, with immediate reporting of any infractions.

As part of universal onboarding training, New York regulations that apply to the entire operation will be covered, as well as more specific directed training for employees in applicable departments. For instance, training content in the manufacturing space would cover NY State labelling requirements, and content in the dispensing arena would emphasize that each product must be dispensed with the approved package safety insert. After each training module is completed in Litmos™, the employee must pass a competency exam that demonstrates the knowledge was absorbed.

In the case of newly enacted regulations, preparation will begin as soon as the regulation's details are finalized and released. Training and testing of new regulatory measures shall take place before the effective date in order to ensure that all team members attain a complete understanding of such measures and can fully and accurately implement new regulations on the effective date.

Safety/Security

ESHS values and fosters a culture of safety with all employees. As a facility providing healthcare to seriously ill New Yorkers, patient safety training is first and foremost. This includes basic first aid as well as hygienic practices such as prevention of transmissible disease, hand washing, and avoidance of food and drinks in patient care areas.

Facility-based safety also applies to all employees regardless of role. Examples include fire safety, disaster preparedness, and safe routes of entrance and exit from the facility. Given the frequency of monetary currency exchange occurring at distribution facilities, security officers are in partnership with patients and staff in promoting safety in and around the distribution facilities. As uniformed agents of ESHS, security personnel will conduct themselves professionally and courteously, displaying respect to all persons presenting to the distribution facility seeking assistance.

Security threats also occur within our ranks. Despite proper screening, diversion may be a temptation for an employee, and succumbing to that temptation puts the entire company at risk. Our facilities are monitored around-the-clock by cameras, and signage openly indicates this monitoring to further deter and detect suspicious behavior. Universally, employees will be educated regarding the methods of diversion detection at ESHS and the responsibility of each employee to report suspicious behavior to a supervisor. Education will include the risk of diversion to the employee as well as the reputation of medical marijuana in New York.

Freedom from workplace violence is fundamental to employee safety and security. ESHS maintains a zero-tolerance policy toward threats against employee welfare such as harassment, intimidation or other potentially disruptive behavior, from internal or external sources.

Security guards clearly require more specific training to keep themselves and others safe, including firearm training, crime prevention techniques through environmental design, counterfeit cash detection, radio operation, safe armored vehicle operation techniques, and verification of identification cards. As an integral part of ESHS operations, security staff will have ongoing refresher training. Please refer to Attachment H for detailed plans regarding comprehensive safety and security.

Transportation of medical cannabis products can present a significant risk, so ESHS has employed a specific risk mitigation plan as outlined in Attachment H. As a former Secret Service Agent, our Security Director Mr. Owens has extensive experience in high-risk transportation, and will be overseeing a team of security officers specially trained for that task. Relationships forged with local law enforcement will extend beyond the distribution and manufacturing sites to include cooperative agreements regarding safe transportation of medical cannabis and currency. To safeguard both the products transported as well as the transporting officers, security personnel acting in this capacity will be armed with weapons which require specialized safety training in New York State. At least two employees will serve in the transportation runs, such that one employee remains with the vehicle while the other conducts the delivery. Empire State Health Solutions recommends the use of off-duty law enforcement or company employees for this role as opposed to private security practices prone to turnover. It is

expected that our security personnel will participate in the integrated planning and informational meetings with local law enforcement such that the shared intelligence will promote overall community safety.

Manufacturing

All manufacturing facility employees will receive training prior to beginning work within the facility, including general sanitation practices. A continuing education program will aid in developing staff members and preparing them for further advancement within the company. It is the responsibility of the facility manager to ensure training takes place for all team members prior to commencing work within the cultivation facility.

The Vireo Health cultivation, technology implementation, manufacturing and lab teams work in conjunction to produce the final product, so end-to-end process cross-training is of particular value in these interdependent fields. Department leaders will act as a team to advise and prepare staff on all aspects of the manufacturing facility before commencing operations. Training and education will be all encompassing and will cover regulatory compliance; seed-to-sale tracking; patient advocacy; point-of-sale training; security and diversion; health, safety and sanitation; and transportation. Training will also include all cultivation/manufacturing processes and applications and distribution operations. This will include training in all applicable laws and regulations, security and safety protocols, inventory management, security measures and controls applying to inventory for the prevention of diversion, theft or loss of cannabis; procedures for responding to an emergency; all state and federal statutes and regulations regarding confidentiality of information related to the medical use of cannabis, and all state regulations regarding the agents' division of employment.

Quality cannabis-derived medication manufacturing is essential to delivering quality patient care, and our unwavering manufacturing quality standards are evident in training. We have multiple leaders in the role of quality assurance oversight developing the training materials and competency testing for employees in this arena. Representing professionals from various fields of expertise, these employees will collectively follow Good Manufacturing Practices (GMP) to

the degree that ISO certification will be possible in the minimum timeframe. Due to the technical nature of the manufacturing and laboratory positions, these employees must already hold a bachelor's degree or equivalent in a related scientific field, and will additionally require demonstration of competency through either experience and/or certification in pertinent technical areas such as separation science and laboratory device operation. Daily operations will entail extraction, analytical laboratory, formulation, and pharmaceutical manufacturing processes that require both technical expertise and hands-on experience, so training will cover both intellectual and applied knowledge.

Cultivation

Horticulture has its roots in science, but is very hands-on in its practice, so written training alone will simply not suffice to train top-notch cultivators. ESHS cultivators will benefit from the written materials, videography, and real-world guidance provided by our current leadership, all of whom have years of experience in successful cannabis cultivation and good agricultural practices.

General procedures: While there are some aspects of greenhouse cannabis cultivation that are particular to the field, others are good universal practice. Qualified cultivators will have extensive horticulture backgrounds, and additional training and reinforcement will be applied for areas such as careful reading of product labels, following administration instructions, proper lighting, use of personal protective gear, and familiarity with proper storage and disposal procedures for supplies. SOPs delineate in more detail for staff specifics of these procedures and list of approved supplies and chemicals.

Sanitation is of particular concern, because it often requires daily reminders and adaptation of habits. All persons in the manufacturing facility, including approved visitors, are to adhere to proper sanitation methods regarding hand washing and shoe decontamination. Other simple matters such as break room cleanliness and where food and water consumption are appropriate also require behavior modification through training and reminder signage.

Cultivation employees will use the expanding in-person and online training protocols developed by Vireo Health. Below are a few examples of topics covered:

Pest Prevention: Chemigation is the application of chemical agents such as nitrogen or phosphorus to our plants through an irrigation system. The cultivation manager shall train all cultivation employees in the EDPM practices and the proper application standards for all crop inputs. Prior to selection of chemigation agents at ESHS, we will identify the pesticides, fungicides and herbicides under consideration, and obtain Department approval prior to use. All parties responsible for applying pesticides on the premises will obtain the required licensure from New York. Cultivation facility employees will go through extensive hands-on training and job shadowing to learn proper pesticide application dosage rates and techniques. The cultivation manager will directly train facility employees on pesticide application basics such as careful adherence to instructions and cautions on the label including avoidance of exposure to humans and the environment. This process will further include demonstration of mix ratios, proper application techniques, when and where to apply pesticides, frequency of pesticide application, protective gear and safety requirements, maintenance of pesticide stock, and proper disposal. Pesticide applications must not encroach upon adjacent properties.

Despite appropriate pest prevention techniques and/or pesticide applications, outbreaks of pests such as mites can occur quickly, and endanger the medicinal crop. Employees will be trained regarding how to recognize signs of pests, determine the level of infestation, and react appropriately to minimize plant damage.

Plant Nutrition: Plants often externally exhibit signs of distress that a trained eye can quickly detect. Examples include nutrient imbalances in iron, phosphorus, magnesium, potassium, zinc, manganese and sulfur levels. Training will include habits such as daily rounds, visual inspection, and proper follow up for possible nutrient issues.

Plant Selection: In accordance with NY State Regulations, cultivators will be trained to identify plant “sex”, and remove males and hermaphrodites from the plant population.

Distribution Center

All distribution facility team members will be provided with extensive training on all functions of patient-centric distribution operations. This will include training in security procedures and safety protocols; seed-to-sale and point-of-sale (POS) software training; inventory management; patient advocacy training; controls applying to inventory for the prevention of diversion, theft or loss of cannabis; and patient privacy policies. All distribution facility team members will be required to have a general knowledge of all applicable laws and regulations dealing with the retail distribution of medical cannabis. This includes but is not limited to: proper identification of registered patients through the state registry system, allowed patient quantities of medical cannabis to be purchased, on-site consumption laws, maintenance of original packaging, prohibition of medication transfer, as well as others. Similar to other divisions of ESHS, employees are to successfully complete online training modules and competency tests to demonstrate understanding.

On a daily basis, the pharmacist acts as the most immediate supervisor vigilant to matters of compliance at the dispensary. It is further the responsibility of the head pharmacist and medical director to ensure regulatory requirements are followed and possible infringements are corrected immediately. ESHS maintains a zero tolerance policy for infractions of state regulations, and escalation of the matter will proceed if necessary through the employee feedback and disciplinary policy.

Three types of employees staff the distribution centers, and because they work closely together, each of them should be aware of the job responsibilities of their coworkers.

1. Pharmacy Technicians: After passing the pharmacy technician certification, employees in this role will share a baseline knowledge that will be augmented by ESHS training. Much of their training will be practical in nature, regarding dispensary operations such as patient throughput, point-of-sale systems, assisting the pharmacist, and patient comfort measures. While pharmacy technicians may distribute educational materials or direct patients to educational sites, the primary

- patient advisor is the pharmacist and technicians must not give advice to patients unless under the direct supervision of the pharmacist.
2. Pharmacists: as per 10 NYCRR §1004.12 (a), a person acting as pharmacist in distribution centers must have an active NY pharmacy license in good standing as defined in article one hundred and thirty seven of the Education Law. Maintenance of that license also requires completion of 45 hours of continuing education credits every three years, including education regarding techniques to reduce medication errors. In addition to the customary pharmacist training, NY State has wisely recommended cannabis-specific training of at least four hours duration. ESHS pharmacists will demonstrate documentation that the specific approved course has been completed prior to beginning employment, as well as any other education that the State may choose to recommend. Only after gaining expertise in cannabis-derived medications will the pharmacist interact with patients or designated caregivers regarding the use, administration of, or the risks associated with approved marijuana products.
 3. Patient navigators: ESHS distribution centers must strike a balance between security measures and patient comfort. The navigator role is designed to facilitate the patient's process through the dispensary, from the security checkpoint about the facility in a safe and secure manner.

All team members will be adequately trained on the point-of-sale (POS) system selected by NY State. Currently our staff have experience using BioTrack, which is a more comprehensive seed-to-sale system that offers inventory management. Training on this or another POS system will include how to input properly new inventory items as well as how to take items out of inventory; how to input patient information into the system; executing a sale; end-of-day procedures and cash balancing. Properly training distribution facility employees on the inventory and POS system(s) will be critical for inventory management and accurate accounting. The software system will prove vital for proper recordkeeping for the state-required seed-to-sale tracking of all cannabis based medicine.

Patients are the core purpose for the medical cannabis industry and therefore proper patient advocacy training is essential in order to have a successful medical cannabis operation. Strict patient privacy is an expectation of all employees, in any form of communication. Patient information will be secured on software servers, and released only in accordance with State regulations. Any unauthorized release of patient information will be grounds for immediate job termination.

Customer Service

As part of the overall patient experience, what is commonly termed “customer service” is integral to ESHS training and operations, and every employee who has patient contact will undergo customer service training. ESHS leadership will start the initiative from the top, using the pillars of customer service with our own employees, and demonstrating that service is integral to company culture. The central tenet of ESHS is to use cannabis as a tool to alleviate patient suffering, and our employees must be dedicated to customer service to realize this goal. The basics may not come naturally, but through training, workshops, and real-world coaching, employees can embrace customer service as part of ESHS’s collective mission.

Cannabis-Derived Medication Education

As a newly evolving science, most healthcare providers lack formal education regarding the natural endocannabinoid system or the mechanism of action of exogenous cannabinoids. At ESHS we believe that all employees in contact with cannabis products should have at least a basic understanding of the product they are dispensing to patients. Myths regarding the effects of cannabis abound, and while human trials are sparse, at ESHS we focus on evidence-based medicinal cannabis use only. After completing the fundamental clinical training modules and competency testing on Litmos™, our employees will have ample educational materials to further enhance their knowledge of how cannabis works in the body. One of these tools is the *Medical Cannabis Primer for HealthCare Professionals, 1st edition*, which was coauthored by Vireo Health’s CEO and CMO. This compact book is a compilation of the available scientific research, and is under constant revision so that our clinical team has an up-to-date reference

source. Please see attached supplement J7, a copy of *The Medical Cannabis Primer for Healthcare Professionals* as a supplemental PDF document.

Philosophically, ESHS strives to deliver training in a way that relieves the reluctance traditionally associated with completing training tasks. Fostering the collective knowledge of our employees promotes morale, engagement, and overall job satisfaction.

[The Vireo Health LLC Scientific Advisory Board](#)

Ilo Leppik MD

Professor of Experimental and Clinical Pharmacology, Adjunct Professor of Neurology, University of Minnesota, College of Pharmacy.

Jerry Cohen PhD

Gordon and Margaret Bailey Professor of Environmental Horticulture, Department of Horticultural Science, University of Minnesota, Saint Paul, MN

James Miner, MD

Chief of emergency medicine at Hennepin County Medical Center. He was the research director there for 7 years from 2007-2014. Dr. Miner is a prolific researcher with a large number of pertinent, clinical publications over the last two decades.

Adrian Hegeman, PhD

Adrian Hegeman is an Associate Professor of Horticultural Science and Plant Biology and the director of the Plant Metabolomics laboratory at the University of Minnesota. He is an expert in genome-scale analysis of plant metabolism, and is keenly interested in understanding how plant natural products (specialized metabolites) can best be utilized for human health benefits.

Adrian Anderson, PhD

Dr. Anderson is a senior executive and quality director for operations for Gilead Sciences. The company specializes in biopharmaceuticals and is active in drug discovery, development, manufacturing and commercialization of therapies for viral diseases, infectious diseases and cancer.

Rick Kingston, Doctor of Pharmacy

Rick is co-founder of Safety Call International. His organization will work with MinnMed to build a comprehensive post-market surveillance system to learn more about adverse events related to medical cannabis.

[The National Vireo Health LLC Medical Advisory Board](#)

Laura Bultman, MD—Director

Kyle Kingsley MD

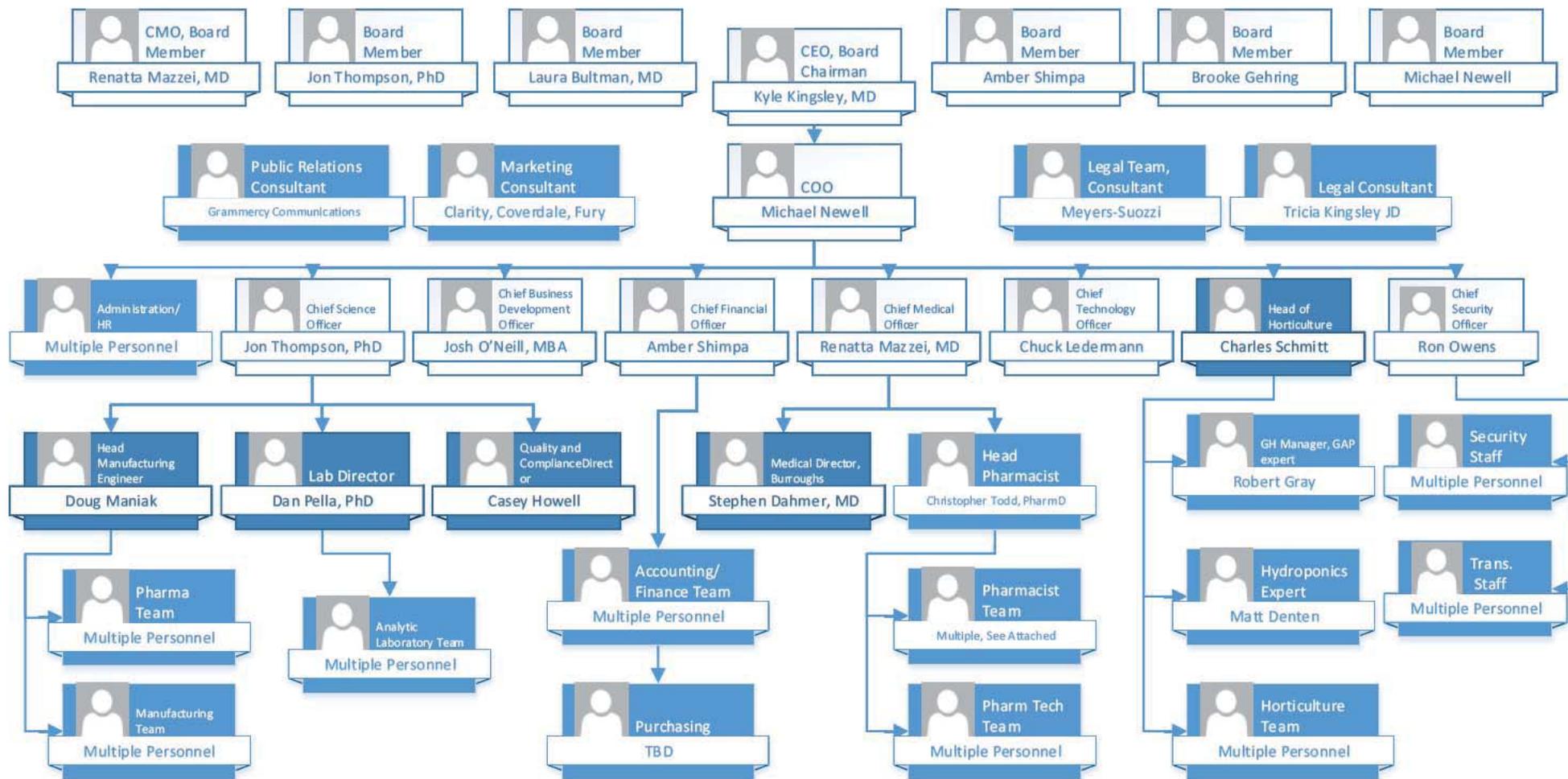
Darren Huber MD

Luke Lathrop MD

Renata Mazzei MD

Stephen Dahmer MD

Karen Roehlich RN



Attachment J, Staffing Plan, ESHS Org Chart

Laura Bultman, MD


laurabultman@minnmed.com

PROFESSIONAL PROFILE

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Laura began her career in medicine by completing Emergency Medicine residency training at Hennepin County Medical Center. During an extended training fellowship, she focused on Emergency Medical Services, research, and paramedic education. In academic settings, she embraced the importance of education and training at the heart of practicing medicine as both an art and science.

She has practiced medicine in multiple settings, from small community hospital to busy urban academic center, which provided exposure to a spectrum of patient experiences. The emergency department environment highlights the diverse needs of patients regarding pain management and substance use, and contributed to her interest in alternative treatments such as medical cannabis.

More recently, she took her years of clinical experience and problem-solving skills into consulting, specializing in healthcare technology to impact clinical quality, patient safety and satisfaction in struggling healthcare systems. This career phase culminated in the successful completion of a long-term project: the startup of a forward-thinking, technologically cutting-edge community hospital in an underserved area.

CORE COMPETENCIES

- Licensed, board-certified physician with research background
- Leverage of technology to promote healthcare information collection
- Leadership and project management experience
- Clinical documentation quality improvement including ICD-10
- Clinical informaticist regarding clinical adoption of EHR suites
- Training, adoption, and change management to enhance healthcare efficiency
- Educational experience with patients and healthcare trainees

PROFESSIONAL EXPERIENCE

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Hennepin County Medical Center, Minneapolis, MN

January 2001 – January 2005

Beginning with residency, from 2001 to 2004, training through 2005 with an EMS fellowship, and continued association in 2011 and 2012 as guest lecturer for the paramedic certification program

During fellowship, served as attending physician in the HCMC emergency room as well as the Fairview Health Services Riverside and University Campuses

Completed academic pursuits including research publications, student and resident classroom training and research assistance for paramedic candidates at the Inver Hills Community College

Completed the Medical Directors course with NAESMP and presented research abstracts

Obtained ACLS instructor certification to teach training courses through HCMC

Through EMS associations, undertook additional research through the TASER Corporation in Scottsdale, Arizona as a medical consultant

CREDENTIALS

- Current medical licensure in Minnesota, California, and Wisconsin
 - Current board certification in Emergency Medicine
 - AHIMA Clinical Documentation Improvement Practitioner
 - AMIA Clinical Informatics Course Certificate
 - Medical Doctorate, cum laude, University of Missouri-Columbia
 - Bachelor of Arts, Biochemistry and Molecular Biology cum laude, Washington University-St. Louis
-

PUBLICATIONS

- Laura Bultman MD and Kyle Kingsley MD. *Cannabis Primer for Healthcare Professionals*. Kindle eBook; 1st Edition (September, 2014)
- Kyle Kingsley MD, Aaron Thompson, Emily O'Brien, Laura Bultman MD (Editor), Jaime Loso (Editor). *The Ultimate Medical Scribe Handbook: Emergency Department Edition*. Kindle eBook; 3rd Edition (February 15, 2013)
- Ho, JD, Dawes, DM, Bultman, LL, Moscati, R, Skinner, L, Bahr, J, Reardon, R, Johnson, M, and Miner, J. 2007. *Acad Emerg Med*. 2007 May ;14 (5 Suppl 1):S63 17463939 Physiologic effects of prolonged conducted electrical weapon discharge on acidotic adults
- Moscati, R, Ho, JD, Dawes, DM, Miner, J, Reardon, R, Heegaard WG, Johnson, M, and Bultman, LL. 2007. *Physiologic effects of prolonged conducted electrical weapon discharge on intoxicated adults*. *Acad Emerg Med*. 2007 May;14 (5 Suppl 1):S63-4 17463938
- Ho, JD, Dawes DM, Bultman LL, Thacker JL, Skinner LD, Bahr JM, Johnson MA, and Miner JR. 2007. *Respiratory Effect of Prolonged Electrical Weapon Application on Human Volunteers*. *Academic Emergency Medicine* 10.1197/j.aem.2006.11.016
- Ho, JD, Miner, JR, Lakireddy DR, Bultman LL, and Heegaard WG. 2006. *Cardiovascular and Physiologic Effects of Conducted Electrical Weapon Discharge in Resting Adults*. *Academic Emergency Medicine* 13:589-595
- Bultman, L, Mahoney B, and Fringer RC. *Effectiveness of prehospital continuous positive airway pressure in treating adult respiratory distress*. Abstract presented at 2005 ACEP conference.
- Bultman, L and Hick, J. *Does START Triage Correspond to ED acuity?* Abstract presentation 2005 SAEM Conference
- Bultman, L, Ho, JD, and Page, D. *Buckle up! EMS Seat Belt Use and Undesignated Patients: Where do they go and why?* Abstract presentations 2005 NAEMSP
- Ho, J.D., Lindquist, M., Bultman, L., and Torstenson, C. 2003. *Apathy is not welcome here* (editorial). *Prehospital Emergency Care* 7:414-6.
- Khalkhali-Ellis, Z., E.A. Seftor, D.R.C. Nieva, R.E.B. Seftor, H.A.M. Samaha, L. Bultman, J.E. DeLarco, A. Ince, T.L. Moore, and M.J.C. Hendrix. 1997. *Induction of invasive and degradative phenotype in normal synovial fibroblasts exposed to synovial fluid from patients with juvenile rheumatoid arthritis: role of mononuclear cell population*. *J. Rheumatol*. 24:2451-60
- Kirschmann, D.A., E.A. Seftor, D.R.C. Nieva, L.L. Bultman, R.F. Ashman and M.J.C. Hendrix. 1997. *Induction of synovial fibroblast-mediated cartilage invasion by synovial T cell culture supernatants*. *J. Allergy Clin. Immun.* 99:A779
-

Cory Carter – Head Horticulturalist, Vireo Health LLC

Cory Carter is the head cultivator for Vireo Health LLC and currently directs the medical cannabis production greenhouse for Minnesota Medical Solutions. He received his B.S. in Biology from the University of Minnesota and continued forward with his Masters degree in Horticulture.

Mr. Carter has consulted numerous legal medical growing ventures in the Southern California area focusing mainly in the Sacramento area. His experience in all aspects of producing medical cannabis products is augmented by a great understanding in all types of production systems. Mr. Carter is well versed in soil and soilless production as well as Nutrient Film, Drip, Deep Water, Aeroponics and traditional Ebb and Flow hydroponic models. Mr. Carter has brought this substantial expertise to bear in the current hydroponic and soil systems used in the pharmaceutical cannabis production facility in Minnesota.

BILL CORRIGAN



EXECUTIVE SUMMARY

Technical manager with extensive experience in leading customer and in house programs centered on medical devices seeking to continue career in an operations role with a growing manufacturing company.

Engineering Expertise

Operations/Program Management Expertise

| | |
|--|--|
| <ul style="list-style-type: none">▪ Managed the development and implementation of new catheter based products using vast knowledge of plastics processing techniques▪ Extensive experience with Lean Manufacturing implementation such as TOC, 5S, Kanban, and Six Sigma▪ Managed the scale up of production from a one shift manufacturing line to a 24/7 production operation▪ Responsible for managing out of state plant with full P&L responsibility▪ Directed the implementation of a major injection molded/insert molded product line▪ Personally directed the redesign of a medical product capturing additional market share and achieving a reduced manufacturing cost of over 20% | <ul style="list-style-type: none">▪ Extensive experience in matrix environments leading the Product Development/Operations functions▪ Led both large and small teams in the design and development of catheter based products▪ Personally directed the negotiation and supply agreements with vendors▪ Acted as product and program manager for new products, heavily interfacing with customers, vendors and internal personnel▪ Completed PMP course work with the exception of registration for the exam▪ Led the successful introduction of a new ERP system encompassing capacity planning, scheduling and costing▪ Program Manager for 3 of company's largest multimillion \$\$ customers |
|--|--|

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EDUCATION and ACHIEVEMENTS

- **Master of Science, Operations Management; University of Arkansas**
- **Bachelor's Degree, Business; Lewis University, Lockport, IL**
- **Masters level courses, Plastics Technology; University of Massachusetts, Lowell**
- **Issued patents on solution container closure system, cardiopulmonary bypass device, catheter introducer system, and others**
- **Certified Green Belt ; APICS certified; PMP Certification classes completed**
- **Proficient with Microsoft Office products, Microsoft Project, and other software programs including multiple MRP systems**

Matt Denten



EDUCATION

University of Arizona, Tucson, AZ – December 2012

B.S., Plant Science emphasis in Controlled Environment Agriculture

Relevant courses: Biochemistry I & II, Plant Pathology, Genetics, Soils, Plant Physiology

Illinois Institute of Technology, Chicago, IL

Continuing Education

Relevant courses: Science of Climate Change, Organic Chemistry, Intro C++ Programming.

University of Iowa, Iowa City, IA - May 2009

B.A., Interdepartmental Studies with Business Emphasis

Winter Session Abroad, Tamil Nadu, India - December 2008

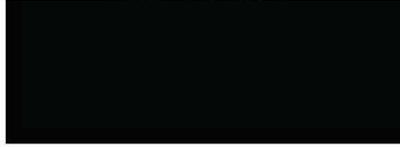
Relevant courses: Environmental Impact Analysis, Sustaining Mountain Ecosystems, Sustainable Systems, Intro Management, Operations Management, Accounting I & II, Economics I & II, Statistics for Business, Statistics for Inference, Biostatistics

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University of Arizona, Controlled Environment Agriculture Center (CEAC)
1951 E. Roger Rd., Tucson, AZ 85719

Undergraduate Research Assistant at Greenfund Research Greenhouse, 06/2012 – 12/2012

Matt Denten



Supervisor: Dr. Murat Kacira, (520) 626-4254, may be contacted

Maintained cherry tomato crop; crop maintenance, leaning & lowering, harvest, weigh, sort, grade, 12-point crop registration performed weekly to determine flowering trusses, fruit numbers, stem girth using digital calipers, weekly growth, etc., disease & pest identification and treatment, nutrient delivery.

Student Worker at Teaching Greenhouse, 12/2011 – 08/2012

Supervisor: Dr. Patricia Rorabaugh, (520) 626-9953, may be contacted

Maintained multi-variety tomato crop, cucumbers, and bell peppers. Crop maintenance, leaning & lowering, harvest, weight, grade, crop registration, disease & pest identification, nutrient delivery.

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MEMBERSHIPS & ACTIVITIES

| | |
|---|-------------|
| CEA Student Association – Vice President | 2011 – 2012 |
| Faculty Advisor: Dr. Gene Giacomelli | |
| Worked with President to reinstate club with University. Tripled membership in one semester, organized club meetings, distributed weekly newsletters, coordinated sales of produce, managed club greenhouse projects. | |
| ASHS Student Member | 2011 - 2012 |
| Iowa Men's Lacrosse Club | 2004 – 2006 |

AWARDS

| | |
|---|------------------|
| President's Club Achiever, Vector Marketing | 2005, 2006, 2008 |
| Top 10 Assistant Manager in personal sales for Central Region | 2008 |

SKILLS

- **Computer skills** – Excellent proficiency in MS Word, Excel, & PowerPoint
- **Problem solving** – High attention to detail and strong observation skills are used with logical reasoning and available resources to quickly find appropriate and high-quality solutions.
- **Communication** – Direct customer and employee interaction relied on active listening, probing questions, and excellent verbal communication.
- **Team Player** – Share knowledge and enjoy teaching to encourage development of others in pursuance of specific team goals.

IAMIE DORMAN



EDUCATION:

- University of Minnesota – TC, Master of Professional Studies in Horticulture, August 2013
- University of Minnesota - TC, Bachelor of Environmental Design- May 2007

WORK EXPERIENCE:

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BROOKE E GEHRING

SELF-MOTIVATED AND GOAL ORIENTED PROFESSIONAL DESIRING ADVANCEMENT IN MEDICAL CANNABIS CAREER, OFFERING 14 YEARS COMBINED EXPERIENCE IN COMPLIANCE, CONSULTING, MARKETING AND SALES, PROVEN TRACK RECORD OF SUCCESS WORKING IN FAST PACED, HIGHLY REGULATED ENVIRONMENTS DEMANDING STRONG ORGANIZATIONAL, ANALYTICAL, COMPLIANCE AND COMMUNICATION SKILLS. EXTREMELY DETAILED ORIENTED AND CONFIDENT IN PROFESSIONAL INTERACTIONS AT ALL LEVELS

OBJECTIVE

- To contribute to effective policy making and industry best practices by offering my professional, medical and recreational cannabis industry ownership/operating/consulting experience and over 11 years of direct compliance implementation experience in regulated industries on a local, state, and federal level

SUMMARY OF QUALIFICATIONS

- Advanced proficiency in computer applications systems- MS Office Suite (Power Point, Excel, Word, Outlook), Windows XP and Vista, Point, Encompass, DO/DU AFS/Host, RIMS, ADILAS, METRC
- Superior organizational and analytical practices
- Strong communication, interpersonal, and assertive sales techniques
- Sound time management and writing ability
- Team oriented and results driven with the ability to work independently
- Engaging professional training delivery and precise attention to detail

WORK EXPERIENCE

January 2015 - Present

Vireo Health LLC

Edina, MN

Shareholder/ Board Of Governors/ Consultant

- Member of the Board of Governors and Chief Operations Consultant responsible for advising management and providing insight on the operations of Minnesota Medical Solutions including the compliance and regulatory practices, and implementation of the organization's best practices and procedures, participating with the Board of Governors to make decisions pertinent to the success of the organization and its members

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May 2003

Miami University

Oxford, OH

- *Bachelor of Arts in Organizational Communications*

November 2004

Sales Performance International- Solution Selling

Westminster, CO

- *Certification Of completed sales workshop resulting in the knowledge Of a consultative sales methodology supported lry aproven process-oriented sales trainingproggm*

| <u>Organization Name</u> | Office/Position Held | Location | Status |
|---|-----------------------|------------|---------------|
| Marijuana Industry Group | Chairwoman | Denver, CO | Current |
| Council for Responsible Cannabis Regulation | Board Member | Denver, CO | Current |
| Women Grow | Founding Board Member | Denver, CO | Current |
| National Cannabis Industry Association | Sustaining Member | National | Current Board |
| Cannabis Business Alliance | Member | Denver, CO | Past |

ROBERT HOUGHTON GRAY



EXPERIENCE

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EDUCATION AND CERTIFICATIONS

- | | |
|-------------|--|
| 2005 - 2008 | Bachelor of Science, Horticulture, Texas Tech University (Lubbock, TX) Horticultural Society, Student Horticulture Club Member <i>Degree</i> <i>earned 12/13/08</i> |
| 2009-2013 | Cuesta Roble Greenhouse Consultants Certification of Greenhouse Vegetable Production, <i>completed July, 2009</i> |

Certification of Tropical Greenhouse Production, *completed February, 2013*



R. BRIAN HARVEY, RPh

RX Informatics Consulting, LLC
Pharmacist & Owner

WWW.RXISCONSULTING.COM

OBJECTIVE

It is my desire to partner with a dynamic organization that will utilize my blend of a Pharmacy education and technology skills to yield the optimum patient outcomes. In addition, I would insist that this organization allow me the opportunity to work at my maximum ability so that I realize my full potential and the organization can reap the benefits of my efforts.

SUMMARY

Brian Harvey brings nearly 20 years of experience in healthcare and Pharmacy Informatics to the Medical Cannabis industry. Mr. Harvey's primary drive in his healthcare endeavors is to increase the safety and efficacy of medication therapy through implementation of Best Practices and incorporation of Evidence Based Medicine practices into the fledgling medical cannabis industry. Never known to back away from a challenge, Mr Harvey excels at developing and executing creative solutions to complex problems, while maintaining the foresight to understand the needs of collateral stakeholders and their downstream dependencies.

EXPERTISE

Medical Cannabis Head Pharmacist / Chief Dispensary Officer

- *Co-Founder of Minnesota's first state licensed Medical Cannabis Manufacturer and Distributer*
- *Responsible for staffing, training, and operating 4 medical cannabis patient centers*
- *Key collaborator in development of the industry's most robust medical cannabis formulary, product line, and dosing protocols*
- *Serves as a perpetual advocate for medical cannabis patients and their families*
- *Key collaborator in Seed-to-Sale software vendor selection and software configuration & implementation*
- *Collaborator on the MinnMed Intellectual Property team, holder of 2 pending patents for novel medical cannabis delivery devices*

Epic Implementation, Upgrades and Optimization

- *Design, build and testing experience in the following key areas in Epic applications:*
 - *Medication build • Order set, Smart Sets, and Beacon Protocol build and testing • Build and Optimization of Medication Delivery and Distribution • Clinical Decision Support • Best Practice Alerts, Clinical/Formulary Alternative Alerts • Compounding and Repackaging • Order groups/Smart Groups • HOD configuration • Workflow Engine Rules • End-User Security*
- *Replicated and optimized legacy clinical monitoring tools and reports for use in Epic.*
- *Extensive experience with Chronicles searches, extracts, and imports.*
- *Implementation, Support, and Optimization experience with Epic versions beginning with Fall 2004..*
- *Upgraded Epic from older versions to Spring 2007, 2008, 2009, 2014.*

Epic Certification and Proficiencies

- *Epic Willow (EpicRx).*
- *Epic Phoenix Transplant.*
- *Epic Beacon Oncology.*

Past Positions

- *Lead Pharmacist*
- *Staff Pharmacist*
- *Clinical Pharmacist*
- *Eagle Scout*

EXPERIENCE

Redacted pursuant to N.Y. Public Officers Law, Art. 6

EDUCATION

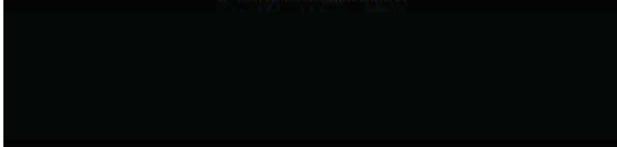
St. Louis College of Pharmacy *St. Louis, MO* *1990 – 1995*
Bachelor of Science in Pharmacy – course work included: General Chemistry (with lab), Organic Chemistry (with lab), Biochemistry (with lab), Medicinal Chemistry, General Biology (with lab), Anatomy and Physiology (with lab), Microbiology (with lab), Pharmacology, Pharmacokinetics, Pathology, Business Management, Pharmacy Law incorporated into a liberal arts education.

Naperville Central High School *Naperville, IL* *1986 – 1990*
High School Diploma

LICENSURE HELD

State of Minnesota
Registered Pharmacist – Active and in Good Standing since September 2000; License Number – 117102-2

Casey Howell



EDUCATION

B.S., Biochemistry, with honors, University of Missouri, 1991

PROFESSIONAL AFFILITATION

Registered Quality Assurance Professional, Society of Quality Assurance 2003-Present

EXPERIENCE

Redacted pursuant to N.Y. Public Officers Law, Art. 6

1982-1987 U.S. Army

PUBLICATIONS AND PRESENTATIONS:

Howell, Casey and E. Coe. "The Integrated Mapping Project: Chromosome Nine," Maize Genetics Cooperation Newsletter, 65:52-53.

Howell, Casey. "Basic Aspects of the GLPs. Presented at the 1994 regional AOAC Conference, Columbia, Missouri.

Howell, Casey. "Subpart I - Records and Reports." Presented at the 1996 SQA Basic Training Workshop Kansas City, Missouri.

Howell, Casey. "Standard Operating Procedures (SOPs)" and "Equipment and Logs - & - Test, Control and Reference Substances" Presented at the SQA Quality College Basic Training: Good Laboratory Practice on 21 Sept. 2009 Minneapolis, Minnesota

Kyle Kingsley MD



Email: kylekingsley@minnesotamedicalsolutions.com

Website: <http://www.minnesotamedicalsolutions.com/>

EDUCATION AND TRAINING

| | | |
|-----------|----------------------------------|--------------------------------------|
| 1994-1999 | BS Biochemistry, Magna Cum Laude | University of Minnesota, Duluth |
| 1994-1999 | BA German, Summa Cum Laude | University of Minnesota, Duluth |
| 1999-2003 | Medical Doctor | University of Minnesota, Twin Cities |
| 2003-2006 | Emergency Medicine Residency | Hennepin County Medical Center |

SKILLS

Implementation of cannabis derived medication programs in well regulated states such as Minnesota.

Board certified in emergency medicine (ABEM # 38949). Extensive experience with adult and pediatric emergency medicine.

Extensive knowledge and background with electronic medical records, physician scribe services, and employee training, having founded Clinical Scribes LLC in 2007.

Broad company start up experience with Vireo Health LLC, Minnesota Medical Solutions LLC, Clinical Scribes LLC, Medical Scribe Trainings Systems LLC and MedMacros LLC, all medically- and patient-oriented endeavors.

Long-standing interest in pharmacognosy, horticulture and botany. Recent small-scale hops operation started this spring in SE Minnesota, with goal to scale to viability given the robust local brewery scene and demand for locally sourced hops in Minnesota.

CURRENT EMPLOYMENT

Emergency Medicine Physician Suburban Emergency Associates

Aug 2006 – June 2015

Full time employment as an emergency physician with extensive adult and pediatric emergency medicine exposure in a suburban emergency department.

Employer Contact

Manuel Roman MD

Work: 952 428 2200

CURRENT PROJECTS

CEO, Vireo Health LLC Founder of a national group of physicians, scientists, researchers and horticulturists who are looking to redefine the medical cannabis nationally via the insertion of standard medical, scientific and operational principles, improved our patients' quality of life and safety. Vireo Health's subsidiary Minnesota Medical Solutions LLC was the outright winner in the Minnesota medical cannabis selection process and was awarded one of only two licenses in that state. Vireo seeks out well-regulated state environments that afford themselves to a scientific system such as ours.

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SCIENTIFIC PUBLICATIONS, PRESENTATIONS

"Induction of carbamoyl phosphate synthetase III and glutamine synthetase mRNA during confinement stress in gulf toadfish (Opsanus beta) *The Journal of Experimental Biology*; 2000 January; 203 (Pt 2): 311-20

"Acupressure for the Treatment of Benign Headaches in the Emergency Department" Oral Paper Presentation, Society for Academic Emergency Medicine Annual Meeting, 2015

Chuck Ledermann



Professional Profile

A strategic results-driven professional with over 25 years operational experience providing technical infrastructure and implementing innovative business solutions. Chuck possesses a passion to deliver information technology solutions which enable business strategy and enhance customer experience. A hands-on leader with the ability to both set and drive departmental goals. Chuck is an effective team builder with proven experience setting IT direction as well as leading day to day operational and technology teams.

Areas of Expertise

- | | |
|----------------------------------|--|
| Operational efficiency | Agile Project Management – Certified ScrumMaster |
| Vendor management | Java/J2EE application development manager |
| Budget management | Web Operations and Infrastructure management |
| Staff development and management | Application development best practices and standards |
| HealthCare & Retail Industry | Web applications and technology architecture |
| Web design and usability | Collaboration best practices |
| Data Security practices | Quality Assurance and Performance Testing |
| Desktop Services | IT Call Center |

Highlight of Career Achievements

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Chuck Ledermann



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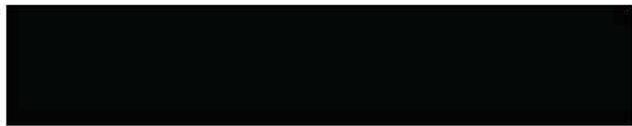
Chuck Ledermann



Career Progression

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Chuck Ledermann



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Education

Alexandria Tech, Alexandria, MN *Degree Received 1990*

Collegiate Activities

President, DPMA (Data Processing Management Association)

Member, Phi Theta Kappa (National Honor Fraternity)

Director's List (Academic Gradepoint)

Member, BPA (Business Professionals of America)

2nd Place BPA National Leadership Conference – Prepared Verbal Communications

1st Place BPA State Leadership Conference – Prepared Verbal Communications

Doug brings his broad background in engineering, science, and leadership to Vireo Health's diverse team of experts with over 18 years of experience in the super computer, food, health care, medical device, and pharmaceutical industries. He is passionate about empowering the ability of science, nature, and human will to unlock collaborative solutions that restore health and alleviate pain. Doug holds a master's degree in Engineering Management, bachelor's degree in Chemical Engineering, and associate's degree in Electronics. He has been awarded several patents and trade secrets throughout his career while enjoying developing highly effective manufacturing solutions to support the commercialization of many new products.

As a part of Vireo Health, Doug is directly responsible for providing engineering direction and leadership to all engineering related activities. He has direct responsibility for management of internal engineering resources, external professional resources, and business partnerships as a part of the execution of new product development, equipment procurement, facility modifications/upgrades, and expansion projects. Doug provides leadership direction in investigating and implementing new strategies, processes, and business initiatives such as; quality, compliance, continuous improvement, and operational excellence to ensure sustainable long-range business objectives.

Away from work Doug enjoys nature, wildlife, photography, old trucks, but most importantly family.

Dr. Renata Mazzei has been the [REDACTED] at [REDACTED] of [REDACTED] since [REDACTED]. Renata has been employed as a [REDACTED] at [REDACTED] since [REDACTED]. Renata prides herself as being a compassionate physician always willing to spend the necessary time and effort with a patient to ensure they are aware of their condition and treatment options.

Dr. Mazzei received a BA in Biology from the State University of New York at Buffalo. She received her Medical Degree from the University of Santo Tomas, Phillipines in 1998. Renata completed her Medical Residency at the Ellis Hospital Family Practice Program (formerly St. Clare's Family Practice) in 2003. Renata maintains her strong connection to the Ellis Residency Program as a preceptor for the Ellis Hospital Family Practice Residency Program. Renata has a varied background in research working with the University of Santo Tomas, the Department of Biology at SUNY Buffalo, the Children's Hospital of Buffalo and the General & Vascular Surgical Practice at St. Francis Hospital. Renata has also worked with the Dutchess County Department of Health in the community outreach clinic and with Doctors of the World and Medical Missions Incorporated.

Dr. Mazzei was born and raised o [REDACTED] After spending her collegiate years in western New York and attending medical school overseas she settled in the Capital Region in 2009 where she still resides with her [REDACTED] and their [REDACTED].

MICHAEL F. NEWELL



SUMMARY

Strategic planning, marketing and sales management executive with over thirty years' experience in technology products and services, with a focus on new markets, organizations, and businesses. Key leadership experience in the development of four new businesses and three new markets, and the sales and marketing organizations to support those businesses. Customer focussed, goal oriented, vision driven individual with excellent interpersonal and communication skills. *Passion for bringing order to chaos.*

EXPERIENCE

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EDUCATION

- 1974 - 1975** **University of Georgia, Athens, GA.**
Successfully completed 1.5 years of doctoral program in analytical chemistry under the direction of Dr. David Hercules. (Except for Thesis)
- 1970 - 1973** **Union College, Schenectady, NY.**
B.S. in chemistry.
Received Union College Scholarship and "Undergraduate Award in Analytical Chemistry" awarded by American Chemical Society.

AFFILIATIONS

Current

Trustee - Board of Trustees, Union College, Schenectady, NY
Trustee – Union Graduate College, Schenectady, NY
Executive Committee Member, Union College Alumni Council, Schenectady, NY
Member – American Chemical Society

Former

President, New York State Outdoor Guides Association
Board of Directors, New York State Outdoor Guides Association
Member – Galway Volunteer Ambulance Corps
Member - West Charlton Volunteer Fire Department

Michael Newell is COO of Empire State Health Solutions. Mr. Newell, has years of experience in sales, marketing, and general management for technology and science based solutions in new businesses and new markets. He was most recently [REDACTED] of [REDACTED], a [REDACTED]

[REDACTED] participated in his first start up in [REDACTED] when he helped start [REDACTED]
In [REDACTED] he was [REDACTED] of the business when [REDACTED] sold the business to [REDACTED]
After the sale of the business Mr. Newell lead an initiative for [REDACTED]

Mr. Newell received a BS in Chemistry in three years at Union College, Schenectady, NY. Mr. Newell is a member of the Board of Trustees of Union College and Union Graduate College (and past Chair), a member of the Board of Directors of the Heat is Power Association, a member of the Board of the Schenectady County Chamber of Commerce, an Executive Committee Member of the Union College Alumni Council, Schenectady, NY, and a member of the American Chemical Society. He has served as a Technical Entrepreneur in Residence for the New York State Small Business Development Center, a Severino Fellow for the Lally School of Management and Technology at Rensselaer, and as a mentor at the UStart Incubator in Schenectady, NY.

Joshua R. O'Neill
Chief Business Development Officer
Vireo Health
Email: joshoneill@vireohealth.com
[REDACTED]

Overview:

Mr. O'Neill is the CBDO at Vireo Health and brings extensive experience in business development, corporate strategy, finance, real estate, project management, marketing and customer service having held senior leadership positions at several multi-national companies. His business acumen and focus on patient access optimization help to create the organization's strategy for patient care locations and manufacturing facilities. Mr. O'Neill is committed to a patient experience that brings consistent and exceptional service in secure, modern and environmentally friendly locations that are accessible and positioned to serve a diverse patient population. He is a leader in the development and growth of the Vireo Health brand and national presence.

Experience:

Chief Business Development Officer, Vireo Health – May 2015 to Present

- Responsible for strategic growth, business development and creating a network of high end patient care centers nationally.
- Lead efforts to identify, negotiate control, secure and develop all manufacturing facilities.
- Patient care advocate with intense focus on brand establishment and consistent delivery of the Vireo model.

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Joshua R. O'Neill
Chief Business Development Officer
Vireo Health
Email: joshoneill@vireohealth.com

Professional Achievements:

- Cushman & Wakefield Leadership Council – 2013
- Offshore Club for top performers – 2011
- New Business Award for top producer – 2009
- Internal Customer Service Award – 2008
- Value Added Leadership recipient – 2007
- Champion of Excellence recipient – 2007
- Leader of the Year – 2005
- Rising Star Award – 2004
- Eagle Award recipient for top sales production – 2003

Education:

University of Minnesota, Minneapolis, MN, Carlson School of Management
Degree: Master of Business Administration (MBA)

University of St. Thomas, St. Paul, MN
Degree: Bachelor of Arts (BA)
Major: Business Administration - Marketing Management
Minor: Sociology, concentration in Ethnic Studies

University College London, England and University College Cork, Ireland
Strategic Management and British Cultural Studies

Harvard Business School, Cambridge, MA
Executive Education – Real Estate Management and Global Economics

Professional Licenses and Designations:

Licensed Real Estate Broker in the State of Minnesota
Master of Corporate Real Estate (MCR) designee
Graduate of the Real Estate Institute (GRI)

Activities and Community Involvement:

- Advisory board member St. Paul Neighborhood Network (SPNN)
- Volunteer business advisor to Living Waters Network (Pune, India)
- Former board member of University of Minnesota YMCA
- Group leader and volunteer for Boys & Girls Clubs of the Twin Cities

Peterson Farms

15900 Flying Cloud Drive • Eden Prairie, Minnesota • Established 1894

Peterson Farms was established in the early 1890s when Sever Peterson I settled along the Minnesota River in Eden Prairie, Minnesota. The homestead and “home farm” still sit in the same location today. The Peterson family has also grown its operation and is now a part of communities in the western metropolitan area including: Chaska, Chanhassen, Carver, Shakopee, Dahlgren Township, San Francisco Township, Mayer, and Henderson. While still involved, Sever Peterson III and his [REDACTED] Sharon, have been [REDACTED] the transition of the business operation to the next generation, which includes their [REDACTED] Aaron Peterson, [REDACTED] Mitch Michaelson, and [REDACTED] Nicola Peterson. The three of them make a solid and diverse management team.

Aaron is the [REDACTED] generation of Petersons to own and operate the family farm. He began working alongside his [REDACTED] at the age of [REDACTED] and continues to do so today. Aaron graduated from St. John’s University in 2005 with a degree in political science. While always an integral part of the business, Aaron committed himself fully to the operation upon graduation.

Aaron Peterson and Mitch Michaelson met in the [REDACTED]. Their friendship strengthened in high school and while attending St. John’s University. In a wonderful turn of events, they became [REDACTED] when Mitch married Aaron’s [REDACTED] in [REDACTED]. Mitch is also from Eden Prairie and graduated from St. John’s [REDACTED] a business degree. He had worked on the farm throughout high school and college, but began full time after graduation. Working alongside both Aaron and Sever over the last ten years, Mitch has learned the aspects of production agriculture and the importance of being a steward of the land.

In addition to Aaron and Mitch, Aaron’s [REDACTED] Nicola, also works full time on the farm. She manages many aspects of the business, most specifically the accounting. Nicola graduated magna cum laude from the College of Saint Benedict in 2005 with All College Honors and Departmental Distinction in political science. Nicola also worked on the farm throughout high school and college, and like Mitch, committed full time upon graduation. She and Aaron were [REDACTED] in [REDACTED] and have [REDACTED].

The Peterson family has diversified in order to ensure the family farm business continues well into the future. They own and operate Sever’s Farm Market which encompasses 17 roadside retail markets where fresh produce is sold, primarily sweet corn which they have come to be known for over the years. They also own and operate Sever’s Corn Maze and Fall Festival in Shakopee, Minnesota where they have enjoyed welcoming hundreds of thousands of people during the 18 years of operation. Due to urban sprawl, they have had experience and opportunities in real estate which have led to further business expansion and investment.

Aaron and Mitch have a true passion for growing. As a team, they currently farm 1,200 acres of corn and soybeans. They also grow 100 acres of sweet corn with 17 different varieties. This sweet corn is picked daily for the retail market locations. For many years, Aaron and Mitch had grown over an acre of tomatoes, cucumbers, and peppers in high tunnel greenhouses. Unfortunately, in 2010 this production stopped when the farm was unable to be produced on due to

neighborhood expansion. They have also increased the family's pumpkin production from 10 acres to over 50 acres, which include over 28 varieties of pumpkins, squash, and gourds. In order to ensure the highest quality of our finished product both in production and distribution, they became certified in Good Agriculture Practices, also known as GAP, through the United States Department of Agriculture. This program focuses on sustainability, traceability, and ethical practices in agriculture. This is truly a "farm to table" experience as this stringent process begins when the seed is planted until the final product reaches the consumer.

In addition, they own 9,200 acres in Tocantins, Brazil which primarily produces soybeans and is leased currently. Aaron even took a year off of college in order to spend time in Brazil with Sever to immerse himself in the business culture, learn the language, and build relationships they believe will last a lifetime. Aaron, Mitch, and Sever take multiple business trips there each year to ensure the success of the planting and harvest of the farm.

Aaron and Mitch are continually looking to new technology and innovation to increase production, efficiency, and quality. They regularly invest in new equipment and farming techniques. Our hard work, diversification, and improvement have made the family business a success and provided confidence as both farmers and entrepreneurs. As the next generation, they look for new opportunities and experiences that will ensure the family business will continue for many more generations.

Charles D. Schmitt



Qualifications Summary

Twenty-seven years of increasingly responsible, experience in commercial horticulture and education. Have worked wholesale crop production, retail sales, research and new crop development, community college and extension education. Experienced in education, crop production, nursery management, personnel management, research and technical services.

Employment

Senior Resource Educator
March 2013–present

Schenectady County Community College
Non-credit course
Schenectady,, New York

Currently teaching a 15 hour continuing education non-credit course entitled *Learn to landscape your Yard* for consumers consisting of a series of lectures and a field trip. This course will cover soils, plant identification, turfgrass, landscape design, composting, organic vegetable gardening and conclude with a field trip to Jackson’s Garden at Union College. Students will leave the class with an architectural plan for their individual home.

Senior Resource Educator
March 2012–May 2012

Schenectady County Community College
Non-credit course
Schenectady, New York

Taught a 15 hour continuing education course non-credit course entitled *Introduction to Gardening* for consumers consisting of a series of lectures and a concluding with a field trip. This course covered soil basics, plant identification, turfgrass, landscape design, and a field trip to Jackson’s Garden at Union College.

Senior Resource Educator
October 2011 – Present

Cornell Cooperative Extension Albany County
Capital Area Ag & Horticulture Program
Voorheesville, New York

Providing leadership in planning, implementing and evaluating commercial landscape horticulture programming in Albany, Columbia Greene, Schenectady, and Washington counties. Communicate written reports on work plan and accomplishments to appropriate county officials and develop and maintain an effective working relationship with Cornell faculty and local agriculture groups. Serve as a resource for other training program leaders. Represent Cornell Cooperative Extension on specialized community issues and committees. Plan, implement and teach Pesticide Certification and Recertification Programs, Landscape Architect Programs; and

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Education

- March 1987 Received Master of Science Degree in Ornamental Horticulture from The Ohio State University, Columbus Ohio.
- May 1984 Received Bachelor of Science Degree in Horticulture from West Virginia University, Morgantown, West Virginia.
- May 1982 Received Associate of Applied Science Degree from Potomac State College of West Virginia University, Keyser, West Virginia.

Publications

1995-1998 Drafted and submitted 16 United States Plant Patents on cultivars of *Hydrangea macrophylla*, *Helichrysum bracteatum*, *Erica persoluta*, and *Schlumbergera truncata*.

Charles D. Schmitt. 1987. An Evaluation of Growth among Twelve Herbaceous Perennials under Traditional and Modern Growing Regimes. Thesis. The Ohio State University.

Charles D. Schmitt and John C. Peterson. et. al. 1986. *Lilium longiflorum* cv. "Nellie White" growth as Influenced by Irrigation Water Temperatures. *Hortscience* 21(3): 297, Abst. 1380.

Charles D. Schmitt and John C. Peterson. 1985. Influence of Antitranspirants upon *Ficus benjamina* Under Interior Conditions. *Hortscience* 20(3): 97, Abst. 381.

Instruction/Professional Presentations

March 2001 to Present – Teaching ongoing courses in all aspects of horticulture and pesticide safety to professional greenhouse operators, nurseries, garden center, landscapers, and Christmas tree growers and homeowners in Albany, Schenectady, Columbia, Greene, Rensselaer, Saratoga and Washington Counties.

February 2011 to March 2011 – Taught a 12 hour continuing education lecture course entitled "Greenhouse Management" through Berkshire Community College via Berkshire Botanical Garden, Stockbridge, Massachusetts

June 1989 to August 1989- Taught a 12 hour continuing education lecture course entitled "Basic Horticulture and Landscaping" at Cleveland Community College in Shelby, North Carolina.

Spring and Fall 1986- Lab instructor for Horticulture 415 "Plant Propagation" at The Ohio State University, Columbus, Ohio.

Fall 1985- Lab instructor for Horticulture 415 "Plant Propagation" and "Applied Plant Nutrition for Horticultural Crops" at The Ohio State University, Columbus, Ohio.

October 1986- Technical advisor to plant hybridization for a Monsanto 4-H television commercial.

Charles D. Schmitt and John C. Peterson. August 1986. "Lilium longiflorum cv. "Nellie White" Growth as Influenced by Irrigation Water Temperatures." Presented at the ASHS International Meeting in Davis, California.

Charles D. Schmitt and John C. Peterson. August 1985. Influence of Antitranspirants upon Ficus benjamina Under Interior Conditions. Presented at the ASHS International Meeting in Blacksburg, Virginia.

Professional Affiliations

1984-1987, 1993 to 2001 - Member of the American Society for Horticulture Science.
2002 –present Member of the New York State Nursery Landscape Association
2010 –present New York State Nursery Landscape Association CNLP State Chairman
2012 Certified Nursery Landscape Professional

Awards

2011 Achievement Award from the National Association of County Agricultural Agents
2011 Communication Award Team Newsletter from the National Association of County Agricultural Agents
2011 Northeastern Regional Team Newsletter Award from the National Association of County Agricultural Agents

References

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Amber Shimpa

Chief Financial Officer of Minnesota Medical Solutions, LLC

Board Member of Vireo Health, LLC

Amber Shimpa joined [REDACTED] in January 2015 as

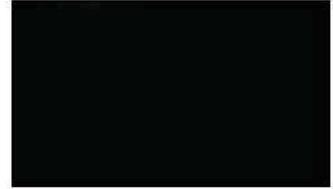
[REDACTED]
financial services professional with various commercial and investment banking organizations.

At [REDACTED] Shimpa drives the [REDACTED]

Prior to joining [REDACTED] Shimpa spent the last [REDACTED] years as [REDACTED]

[REDACTED]
Amber Shimpa holds a Bachelor of Science in Business Administration from the University of North Dakota.

ADDRESS:



ROBERT A. SHIMPA

Career Summary

- Mechanical Engineer with over 16 years of experience in Mechanical Engineering Design. Known for leadership, innovation and strategic thinking, and for creating transformational change in a highly regulated environment.

Education

BS Mechanical Engineering/Minor in Mathematics May 2000
University of North Dakota School of Engineering and Mines - Grand Forks, ND

Experience

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Proficient Skills

Software Programs

- ProEngineer (Creo)
- Flotherm
- PDMLink
- Projectlink, Productview (Windchill)
- ANSYS
- Cognition Cockpit
- Microsoft Word, Excel, PowerPoint
- Crystal Ball (Monte Carlo forecasting)
- 3D Tolerance Analysis
- Minitab
- SmartProfile

Professional Courses

- Leadership Acceleration Program
- Design of Six Sigma Blackbelt Certified
- Project Management
- Scheduling & Cost Controls
- Risk Management
- Pro-Engineer
- Thermal Modeling
- FDA Design Controls

Career Accomplishments

- Certificate of Achievement and Excellence (Unisys Corporation)
- Design for Six Sigma Blackbelt (Medtronic)
- Nomination for an individual Star of Excellence (Medtronic)
- Nominated for Leadership Acceleration Program as an emerging high potential leader (Medtronic)

References Available upon request

Dr. Jon Thompson

Summary: A versatile leader with strong financial, scientific, manufacturing and operational excellence know-how. Highly experienced in research and development, operational excellence protocols, financial management, and in strategic marketing. Industry experience in analytical materials and instrumentation, in-vitro diagnostics, biotech, and mining markets. Significant experience in worldwide business-to-business functions including manufacturing, product management, product development, technical sales, strategic marketing, and business alliance formation. International experience in Europe and Japan.

Education

PhD, Analytical Chemistry, University of Minnesota, 2002
Carlson School of Management – Executive Mergers and Acquisitions Program, 2006
Green Belt in Operational Excellence- IDEX, 2007
Green Belt in Business Excellence – IDEX, 2008

Areas of Expertise

- Bio-Pharmaceutical Operations including Quality, Analysis, Extraction, and Formulation.
 - Quality Systems including ISO and GMPs
 - Cash Flow & Balance Sheet Management
 - Raising and Managing Capital Requirements
 - Financial Modeling and Business Plans
 - Budgeting and Annual Operating Plans
 - Manufacturing Operations Management
 - VSM, Kaizen, Lean Manufacturing, Supply Chain Management,
 - Business Development- Organic/Acquisition/International
 - Business Strategy
 - Technical Sales & Marketing
 - Research & Product Development Strategic Marketing
 - Analytical Chemistry & Lab Operations
 - Building New Core Competencies
 - Fluidics & Materials Engineering
 - Liquid –Liquid /Gas –Liquid separations and permeable materials
 - Experimentation and Statistics
 - Many scientific publications and patents
-

Professional Experience

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

University of Minnesota

Research Assistant

1998-2002

- Dissertation: Ultra-fast high temperature Liquid Chromatography, Peter W Carr was dissertation advisor.
- Expert in separations technology and engineering of fluidics systems.

Professional Affiliations

Society of Mining, Metallurgy and Exploration

American Society of Mass Spectroscopy

International Food Protection Association

National Defense Industrial Association

American Chemical Society

AICHE

American Society of Plastics Engineers

International Society for Optical Engineers

North American Membrane Society

Industrial Research Institute

Awards

IDEX Growth Award 2006

Swenson Fellowship, 1996-1997

IDEX Innovation Award 2007

The Council on Professional Registration



hereby declares that

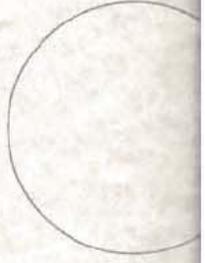
Casey A. Howell

having fulfilled all the Council's requirements is a
Registered Quality Assurance Professional in
Good Laboratory Practices



Frances M. Petullo, RQAP-GLP
Chair, Council on Professional Registration

Paul Edward Book, RQAP-GLP
President, Society of Quality Assurance



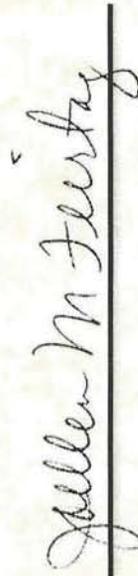
UNIVERSITY OF MINNESOTA
DEPARTMENT OF FOOD SCIENCE AND NUTRITION
UNIVERSITY OF MINNESOTA EXTENSION

HACCP WORKSHOP

CASEY HOWELL

Attended the eight hour HACCP Workshop presented by the University of Minnesota on May 20, 2015 in St. Paul, Minnesota and successfully passed the written exam.

This course meets the regulatory requirements of Food and Drug Administration United States Department of Agriculture



Joellen M. Feirtag, Ph.D.
Associate Professor, Food Safety Specialist
Department of Food Science and Nutrition
University of Minnesota Extension
225 Food Science and Nutrition
1334 Eckles Ave., St. Paul, MN 55108
612-624-3629



UNIVERSITY OF MINNESOTA
EXTENSION



BOLTON ST. JOHNS

Government Relations & Public Affairs Consulting

February 4, 2015

Vireo Health LLC
5200 Willson Road, Suite 150
Edina, Minnesota 55424

Bolton-St. Johns, LLC agrees to provide **Vireo Health LLC** with legislative and regulatory representation and with business development services, including interacting with state and local government in **New York State** specifically from **February 1, 2015** through **January 31, 2016**. The fee shall be payable in equal monthly installments of **\$15,000** each beginning **February 1, 2015**. After the initial sixty-day period, this agreement is cancelable upon written notice by either party.

If the above meets with your approval, please so indicate by signing and dating this letter in the space provided below and returning it to our Albany office. We will file a copy of this signed letter with the **New York State Joint Commission on Public Ethics**.

Agreed to and Accepted By:

Vireo Health LLC

Kyle Kingsley, CEO

Date: _____

02/13/15

Bolton-St. Johns, LLC

Ed Draves, Partner



Employee Handbook and Code of Conduct

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Introduction

Welcome Message

Dear Valued Employee,

Welcome to Empire State Health Solutions! We are pleased with your decision to join our team.

Empire State Health Solutions is committed to providing superior quality and unparalleled customer service in all aspects of our business. We believe each employee contributes to the success and growth of our company.

This employee handbook contains general information on our policies, practices, and benefits. Policies are not intended as a contract of employment. Please read it carefully.

Please direct all questions regarding the policies in this employee handbook to the Director of Human Resources unless otherwise specified.

Welcome aboard. We look forward to working with you!

Sincerely,

Dr. Kyle Kingsley, CEO

Company Goals, Values, and Beliefs

Our goal at Empire State Health Solutions is simple: extraordinary product quality and customer service. We accomplish this by observing a common set of values and by partnering with organizations that have the finest reputation for quality. There are no shortcuts; we believe that our goals are accomplished only with a real commitment from every employee.

Our values and beliefs require that we:

- Treat employees and colleagues with respect; Empire State Health Solutions does not tolerate discrimination of any kind;
- Encourage all managers and supervisors to involve employees in creative problem solving;
- Provide consistent leadership and competent on-the-job training;
- Maintain an open-door policy that encourages interaction and discussion; encourage ideas to improve the workplace and increase productivity;

- Provide effective and efficient corrective action to resolve customer service issues and ensure complete customer satisfaction;
- Deliver competitive, outstanding service to our customers and partner with vendors who share that goal; and
- Make "Do It Right the First Time" our team attitude to ensure continued growth and prosperity.

Collective Bargaining Agreement

Empire State Health Solutions has entered into a Collective Bargaining Agreement (“CBA”) with the United Food and Commercial Workers International Union (“UFCW”). Should any policies in this Employee Handbook prove to be inconsistent with the terms of the CBA, the differences shall be resolved in favor of the CBA. For reference, Empire State Health Solutions will provide new employees who will become members of the UFCW a copy of the CBA along with this Handbook.

Changes in Policy

Company change is inevitable. Therefore, we expressly reserve the right to interpret, modify, suspend, cancel, or dispute, with or without notice, all or any part of our policies, procedures, and benefits at any time with or without prior notice. Changes will be effective on the dates determined by Empire State Health Solutions, and after those dates all superseded policies will be null and void.

No individual supervisor or manager has the authority to alter the foregoing. Any employee who is unclear on any policy or procedure should consult a supervisor or the Director of Human Resources.

General Employment

Nature of Employment

The policies set forth in this employee handbook are the policies that are in effect at the time of publication. They may be amended, modified, or terminated at any time by Empire State Health Solutions, except for the policy on at-will employment, which may be modified only by a signed, written agreement between an officer of the company and the employee at issue. Nothing in this handbook may be construed as creating a promise of future benefits or a binding contract between Empire State Health Solutions and any of its employees.

Equal Employment Opportunity

Empire State Health Solutions is an Equal Opportunity Employer. Employment opportunities at Empire State Health Solutions are based upon one's qualifications and capabilities to perform the essential functions of a particular job and free from discrimination because of race, religion, sex, national origin, age, veteran status, disability, genetic information, or any other characteristic protected by law.

This Equal Employment Opportunity policy governs all aspects of employment, including, but not limited to, selection, job assignment, compensation, discipline, termination, and access to benefits and training.

Empire State Health Solutions strongly urges the reporting of all instances of discrimination and prohibits retaliation against any individual who reports discrimination or participates in an investigation of such report. Appropriate disciplinary action, up to and including immediate termination, will be taken against any employee who violates this policy. A detailed description of Empire State Health Solutions anti-discrimination policies and procedures are contained in this Handbook.

Ethics

We expect Empire State Health Solutions employees to behave in an ethical manner at all times. Employees are a representation of the Company and your conduct has a direct effect on Empire State Health Solutions' reputation. Employees must act in accordance with Empire State Health Solutions' ethical principles and uphold the highest standards of conduct and personal integrity.

We expect all directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of the law and to not do anything that is illegal, dishonest, or unethical. It is the responsibility of every Empire State Health Solutions employee to comply with our ethics policy.

Employees who ignore or do not comply with this standard may be subject to disciplinary action, up to and including termination of employment. If you are not sure if an action is ethical or proper, you should discuss the matter openly with your supervisor.

Confidentiality

Empire State Health Solutions takes the protection of confidential business information very seriously. All employees are required to sign a Confidentiality, Non-Disclosure, Non-Solicitation and Intellectual Property Protection Agreement prior to beginning work with Empire State Health Solutions. Confidential business information includes, but is not limited to, the following examples:

- Any material developed using company resources and/or time;
- Compensation data;
- Computer processes;
- Computer programs and codes;
- Conversations between any persons associated with the company;
- Customer lists;
- Customer preferences;
- Financial information;
- Genetics library;
- Labor relations strategies;
- Marketing strategies;
- Medical cannabis research and developments;
- New materials research;
- Pending projects and proposals;
- Proprietary production processes;
- Personnel/payroll records;
- Research and development strategies;
- Scientific data;
- Scientific formulae;
- Scientific prototypes;
- Strains;
- Technological data; and
- Technological prototypes.

All employees must maintain confidential information in strict confidence. This policy applies to active employees as well as employees who separated from Empire State Health Solutions.

Employees found to be in violation of this policy will be subject to disciplinary action, up to and including termination of employment.

Intellectual Property

Ideas and inventions developed through the course of your employment with Empire State Health Solutions and as a direct result of your job responsibilities with Empire State Health Solutions are considered to be the intellectual property of the Company.

Intellectual property includes, but is not limited to the following:

- Inventions;
- Discoveries;
- Trade secrets;
- Trademarks;
- Writings;
- Software;
- Marketing campaigns; and
- Product formulas.

Intellectual property created by an employee within the scope of his or her employment with Empire State Health Solutions or intellectual property created on company time with the use of company facilities and/or resources is to be kept confidential. This policy applies equally to current employees as well as terminated employees.

Solicitation

For safety and privacy reasons, Empire State Health Solutions prohibits employees from soliciting clients, customers, vendors, and visitors of Empire State Health Solutions.

Employees are further prohibited from soliciting other employees during work time. Posting or distribution of non-work related material should be limited to non-work areas. Work time does not include break periods, meal times, or other specified periods during the workday when staff members are not engaged in performing their work tasks.

Solicitation includes verbal and written communication, the distribution of e-mails, circulars, handbills or other types of literature. In addition, the attempt to sell goods and services, raise funds, or conduct non work-related business also constitutes solicitation in accordance with this policy.

Employee Relations

Empire State Health Solutions believes that the work conditions, wages, and benefits it offers to its employees are competitive with those offered by other employers in this area and in this

industry. If employees have concerns about work conditions or compensation, they are strongly encouraged to discuss these concerns openly and directly with their supervisors or the Director of Human Resources.

Our experience has shown that when employees deal openly and directly with supervisors and peers, the work environment can be excellent, communications can be clear, and attitudes can be positive. We believe that Empire State Health Solutions amply demonstrates its commitment to employees by responding promptly and effectively to employee issues.

Open Door Policy

Empire State Health Solutions welcomes the opportunity to discuss business-related concerns and suggestions. To this end, it is our policy to maintain an open door to our employees.

Employees should feel free to email any questions, problems, complaints or suggestions to HR@empirehealthsolutions.com.

Employee Identification Card Requirements

In order to protect the welfare of the clients, customers, employees, and resources of Empire State Health Solutions, it is the policy of Empire State Health Solutions to require employees to possess an Employee Identification Card. An employee of Empire State Health Solutions must keep his or her employee identification card visible at all times when on any Empire State Health Solutions property and during the transportation of medical cannabis to a distribution facility.

Disqualifying Criminal Offense

Pursuant to PHL § 3364 (7), Empire State Health Solutions shall not be managed by or employ anyone who has been convicted of any felony of sale or possession of drugs, narcotics, or controlled substances. This restriction applies to (a) managers or employees who come into contact with or handle medical cannabis, and (b) a conviction less than ten years (not counting time spent in incarceration) prior to being employed, for which the person has not received a certificate of relief from disabilities or a certificate of good conduct under article twenty-three of the New York correction law.

Drug-Free Workplace

Empire State Health Solutions does not tolerate the use or presence of illegal drugs or the illegal use of legal drugs in our workplace. The use, possession, distribution, or sale of controlled substances such as illegal drugs, or being under the influence of such controlled substances, is strictly prohibited during working hours, while on the company's premises, or while performing work for company clients. This includes the use of medical marijuana on company premises or

during the hours of employment, the possession of medical marijuana on company premises unless related to an employee's job responsibilities, or being impaired from medical marijuana on company premises or during the hours of employment. The use of illegal drugs as well as the illegal use of legal drugs is a threat to us all because it promotes problems with safety, client service, productivity, and our ability to survive and prosper as a business. If you need to take a prescription drug that affects your ability to perform your job duties, you are required to discuss possible accommodations with your supervisor. Violation of this policy will result in disciplinary action up to and including termination.

Conflict of Interest

Empire State Health Solutions has guidelines to avoid real or potential conflicts of interest. It is your responsibility as an employee of Empire State Health Solutions to follow the guidelines included herein. Questions or concerns regarding this policy should be directed toward your supervisor or the Director of Human Resources.

Employees should not allow their responsibilities outside of work to create a conflict of interest. Empire State Health Solutions does not automatically assume that there is a conflict of interest when an employee has a relationship with another company. However, if you have any influence on transactions involving purchases, contracts, or leases, you must inform Empire State Health Solutions as soon as possible. By informing us that there is the possibility of an actual or potential conflict of interest, we can establish safeguards to protect everyone involved.

In cases where your family members are employed by, or serve on committees of, our suppliers or competitors you are required to notify Empire State Health Solutions of such association. By informing us that there is the possibility of an actual or potential conflict of interest, we can establish safeguards to protect everyone involved.

An actual or potential conflict of interest occurs when you are in a position to influence a decision or have business dealings on behalf of Empire State Health Solutions that might result in a personal gain for you or for one of your relatives or friends. For this purpose, a relative is any person who is related to you by blood or marriage, or whose relationship with you is similar to being a relative even though they are not related by blood or marriage.

The possibility for personal gain is not limited to situations where you or your relative has a significant ownership in a firm with which Empire State Health Solutions does business. Personal gains can also result from situations in which you or your relative receives a kickback, bribe, gift, or special consideration as a result of a transaction or business dealing involving Empire State Health Solutions.

Violation of this policy may result in disciplinary action, up to and including termination of employment.

Outside Employment

Full-time employees may hold outside jobs as long as the employee meets the performance standards of their position with Empire State Health Solutions.

Unless an alternative work schedule has been approved by Empire State Health Solutions, employees will be subject to the company's scheduling demands, regardless of any existing outside work assignments; this includes availability for overtime when necessary. Employees may not use company time to complete projects or work for outside employment.

Empire State Health Solutions' property, office space, equipment, technologies, materials, trade secrets, and any other confidential information may not be used for any purposes relating to outside employment.

Employee Suggestions

Empire State Health Solutions encourages employee feedback in order to improve upon company operations and employee satisfaction. Employees who have suggestions can send an email to HR@empirehealthsolutions.com.

Every care will be taken to preserve employee privacy. The Director of Human Resources checks the inbox on a regular basis and meetings are held to determine which suggestions will be implemented.

Employee Complaints

It is the policy of Empire State Health Solutions to maintain a harmonious workplace environment. Empire State Health Solutions encourages its employees to express concerns about work-related issues, including workplace communication, interpersonal conflict, and other working conditions.

Employees are encouraged to raise concerns with their supervisors. If not resolved at this level, an employee may submit, in writing, a signed complaint to the Director of Human Resources.

After receiving a written grievance, Empire State Health Solutions may hold a meeting with the employee, the immediate supervisor, and any other individuals who may assist in the investigation or resolution of the issue. All discussions related to the complaint will be limited to those involved with, and who can assist with, resolving the issue.

Complaints involving alleged discriminatory practices shall be processed in accordance with the Empire State Health Solutions' Sexual and other Unlawful Harassment Policy contained in this handbook.

Empire State Health Solutions assures that all employees filing a complaint can do so without fear of retaliation or reprisal.

Employee Orientation

Employee orientation is a welcoming process designed to make new employees feel comfortable, informed about the company, and prepared to succeed with Empire State Health Solutions.

New employee orientation is conducted by the department manager, and includes an overview of our company history as well as an explanation of our core values, vision, and mission. Our intention is to provide new employees with a clear understanding of our goals and objectives. In addition, orientation will address benefits, company programs, and standards and provide employees with the opportunity to complete any necessary paperwork.

At this time, employees will also be presented with all codes, keys, and procedures needed to navigate within the workplace. New employees' supervisors will introduce them to staff throughout the company, review the job description and scope of their position, and explain vital company procedures.

Training and Professional Development

Empire State Health Solutions is committed to the personal and developmental growth of all its employees. To this end, Empire State Health Solutions not only prepares its new hires to succeed with the Company, Empire State Health Solutions also continually teaches, develops, and improves current employees' skills in order to constructively respond to today's on-going business challenges.

Employee training and development is essential in responding to the rapid business changes that occur due to continual economic fluctuations, global economy, enhanced technology, and cultural and demographic factors. Empire State Health Solutions strongly encourages the training and development of employees to aid them in improving their ability to succeed. Empire State Health Solutions employees receive job-specific training regularly.

Empire State Health Solutions firmly believes in developing employees by drawing on the knowledge and experience of its own talented workforce. To this end, Empire State Health Solutions encourages coaching and mentoring.

Internal Communication

Effective and ongoing communication within Empire State Health Solutions is essential. As such, the company maintains systems through which important information can be shared among employees and management.

Employees may correspond and send files via company e-mail. For more information on the appropriate usage of e-mail in the workplace, employees may refer to the Computer, Email and Internet Usage policies contained in this Handbook.

All employees are responsible for checking internal communications on a frequent and regular basis. Employees should consult their supervisor with any questions or concerns on information disseminated.

Staff Meetings

Empire State Health Solutions strongly believes in open communication among directors, managers and all employees. As such, Empire State Health Solutions will conduct staff meetings as needed. These meetings will provide an opportunity to inform employees of recent Empire State Health Solutions activities and initiatives, discuss project development and improvement, and recognize employees for outstanding effort and achievement. A memo will be distributed to all employees required to attend, specifying the time, date, location, and specific purpose for the meeting.

Employment of Minors

Empire State Health Solutions only hires employees who are legally authorized to work, as prescribed by federal, state and local laws. Applicants under the age of twenty-one (21) will not be permitted to work for Empire State Health Solutions pursuant to New York law.

Immigration Law Compliance

Empire State Health Solutions is committed to employing only United States citizens and aliens who are authorized to work in the United States and does not unlawfully discriminate on the basis of citizenship or national origin.

In compliance with the Immigration Reform and Control Act of 1986, as amended, each new employee, as a condition of employment, must complete the Employment Eligibility Verification Form I-9 and present originals of the required documentation establishing both identity and employment eligibility. Former employees who are rehired must also complete the form if they have not completed an I-9 with Empire State Health Solutions within the past three years, or if their previous I-9 is no longer retained or valid.

Whistleblower Protection

This policy is designed to protect employees and address Empire State Health Solutions commitment to integrity and ethical behavior. In accordance with Whistleblower Protection

regulations, Empire State Health Solutions will not tolerate harassment, retaliation, or any type of discrimination against an employee who:

- Makes a good faith complaint regarding suspected Company or employee violations of the law;
- Makes a good faith complaint regarding accounting, internal accounting controls, or auditing matters that may lead to incorrect, or misrepresentations in, financial accounting;
- Provides information to assist in an investigation regarding violations of the law; or
- Files, testifies, or participates in a proceeding in relation to alleged violations of the law.

Negative employment sanctions, such as demotion or termination, as a result of an employee's decision to provide good-faith information regarding violations of the law, will not be tolerated. In addition, discrimination, threats, and harassment is prohibited.

Anyone violating this policy will be subject to discipline, up to and including termination of employment.

Company Events

Company sponsored events are common throughout the year. While some events are intended to encourage awareness of Empire State Health Solutions, such as job fairs or Chamber of Commerce functions, other events are simply held for employee enjoyment.

All such events are optional and do not mandate attendance, unless otherwise stated by Empire State Health Solutions management. Because attendance is voluntary, no accidents, injuries, or illnesses as a result of employee participation in a company sponsored event may be considered to have occurred while "at work." Exceptions exist when non-exempt employees are being paid or when exempt employees are working during their regular work hours and their activities result in injury or illness.

Some of our company events may include summer picnics and/or sport outings. Although the physical aspect of outdoor recreational activities may be exciting to most employees, it is a good idea to consult a physician before participating to ensure good health and safety.

Finally, in the case of alcohol availability at company-sponsored events, employees are to use caution and control their consumption. Although these events may not be work-related, employees are still required to follow company policies on sexual harassment, personal appearance, and standards of conduct.

Employee Benefits

Anniversary Date

The first day an employee reports to work is considered their official start date and corresponding anniversary date.

Benefits

Empire State Health Solutions offers a benefits program for its full-time employees. However, the existence of these programs does not signify that an employee will necessarily be employed for the required time necessary to qualify for the benefits included in and administered through these programs.

Holidays

The following days shall be recognized as paid holidays: New Year's Day (beginning at 6 pm on New Year's Eve), MLK Day, Memorial Day, Fourth of July, Labor Day, Thanksgiving Day, and Christmas Day (beginning at 4pm on Christmas Eve).

Due to the nature of our business, Empire State Health Solutions may require employees to work on a holiday.

When required to work on a recognized holiday, hourly and non-exempt employees shall be paid at their straight-time hourly rate plus holiday pay for all hours worked on the holiday. Employees working less than eight (8) hours on the holiday for full-time or less than their prorated hours on the holiday for part-time will still receive their full holiday pay in addition to straight time pay for the hour weekend.

All other holiday hours will be determined by company need and scheduled by the department managers based on the instruction of the appropriate Company officer.

Vacation

Employees will be granted vacation with pay each year on their anniversary date, based on their continuous years of service with Empire State Health Solutions as follows: an employee with one (1) year of service shall receive two (2) weeks, an employee with three (3) years of service shall receive three (3) weeks, an employee with ten (10) years of service shall receive four (4) weeks, and an employee with sixteen (16) years of service receive five (5) weeks.

Vacations for all hourly employees will be paid on a per day basis based on the average amount of hours worked per day by the employee for the previous calendar year, with a maximum of eight (8) hours per day and (40) hours per week. Hourly employees will be paid straight-time pay for vacation days.

To schedule vacation, employees shall submit a request to HR@empirehealthsolutions.com along with a request to the employee's supervisor. Vacations will be awarded on a first-come-first serve basis.

Employees are permitted to rollover a maximum of one (1) week of unused vacation days from year-to-year.

Employees may take vacation as individual days or half-days; such days will be granted by mutual agreement. Under normal circumstances, requests to use these single or half days should be made in writing during the week prior to the posting of the schedule for the period when the vacation days are to be used. These requests will be granted as mutually agreed to by the employee and the employee's supervisor. When an employee requests to use these single or half days due to an immediate need said requests will not be unreasonably withheld. Whenever a holiday falls during a vacation period of an employee, the holiday will not count as a used vacation day.

Sick Pay

All employees will earn one (1) hours of sick pay for each forty (40) hours of work, beginning with date of hire. No hourly employee will be paid more than eight (8) hours of straight-time pay for a full day of absence.

Hours of sick pay are not paid out at any time other than when used for legitimate sick leave. Empire State Health Solutions has a right to request verification that an employee's sick leave is legitimate, provided that such verification does not interfere with an employee's right to patient privacy, if the employee is absent for three (3) consecutive days.

Employees are permitted to rollover up to twenty (20) unused hours of sick pay from year-to-year.

Military Leave

Empire State Health Solutions proudly grants employees time off of work for service in the uniformed services in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA). In addition, Empire State Health Solutions complies with the terms of the Universal Military Training and Service Act, with reference to all provisions providing for the reemployment of persons entering military service.

All employees requesting time off for military service must provide advance notice of military service to their immediate supervisor, unless military necessity prevents such notice or it is otherwise impossible or unreasonable.

Employees are eligible for re-employment for up to five (5) years from the date their military leave began. The period an individual has to make application for reemployment or report back to work after military service is based on time spent on military duty. For service of less than 31 days, the service member must return at the beginning of the next regularly scheduled work period on the first full day after release from service, taking into account safe travel home plus an eight-hour rest period. For service of more than 30 days but less than 181 days, the service member must submit an application for reemployment within 14 days of release from service. For service of more than 180 days, an application for reemployment must be submitted within 90 days of release from service.

Employees who qualify for re-employment will return to active employment at a pay level and status equal to that which they would have attained had they not entered military service. They will be treated as though they were continuously employed for purposes of determining benefits based on length of service.

Funeral Leave

Empire State Health Solutions understands the deep impact that death can have on an individual or a family, therefore unpaid time off may be granted at the company's discretion. Arrangements must be approved by the employee's supervisor.

To be eligible for bereavement leave, employees are expected to notify their supervisors at the earliest opportunity so that the supervisor can try to arrange coverage for the employee's absence. In addition, Empire State Health Solutions may require verification of the need for the leave.

Health Insurance

The company makes group health benefits available to eligible employees and their dependents. Eligible employees are full time employees who have worked for one full calendar month.

Health benefits are paid in part by the company. The remainder of the costs is the employee's responsibility. Employees will receive details about benefits provided, contribution rates and eligibility from their supervisor or the Director of Human Resources.

Workers' Compensation

All job-related accidents or illnesses must be reported to an employee's supervisor immediately upon occurrence. Supervisors will then immediately contact the Director of Human Resources to obtain the required claim forms and instructions.

As required by law, the company provides workers' compensation benefits for the protection of employees with work-related injuries or illnesses. Workers' compensation insurance provides coverage to employees who receive job related injuries or illnesses. If an employee is injured or becomes ill as a result of his/her job, it is the employee's responsibility to immediately notify a supervisor of their injury in order to receive benefits. Report every illness or injury to a supervisor, regardless of how minor it appears. The company will advise the employee of the procedure for submitting a workers' compensation claim. If necessary, injured employees will be referred to a medical care facility. Employees should retain all paperwork provided to them by the medical facility. Failure to report a work-related illness or injury promptly could result in denial of benefits. An employee's report should contain as many details as possible, including the date, time, description of the illness or injury, and the names of any witnesses. A separate insurance company administers the worker's compensation insurance. Representatives of this company may contact injured employees regarding their benefits under the plan.

Timekeeping and Payroll

Timekeeping

It is the company's policy to comply with applicable laws that require records to be maintained of the hours worked by our hourly employees. Every hourly employee is responsible for accurately recording time worked by clocking in and out of the timekeeping system coinciding with arrival and departure times.

Vacation time, sick time, absences for jury duty, funeral leave or military training must be specifically recorded by all managers for all hourly employees on the provided form. It is the responsibility of all hourly employees to confirm the time records for each hourly employee each week. Any corrections must be made with the department manager.

Altering, falsifying, tampering with time records, or recording time on another employee's time record may result in disciplinary action, up to and including termination of employment.

Paydays

Empire State Health Solutions employees are paid on a bi-weekly basis. In the event that a regularly scheduled payday falls on a holiday, employees will be paid on the day preceding the holiday, unless otherwise required by state law. Employees with manual worker duties will be paid on a weekly basis in accordance with New York Labor Law.

Paychecks will not, under any circumstances, be given to any person other than the employee without written authorization. Paystubs will be available through online employee access by our payroll provider, deposited directly into an employee's bank account. In the event of employee termination, the employee will receive their accrued pay in accordance with applicable federal, state and local laws.

Overtime

Empire State Health Solutions is open for business 7 days per week. Overtime compensation is paid to nonexempt hourly employees in accordance with federal and state wage and hour restrictions.

For hourly employees, all time worked in excess of forty (40) hours in one (1) week shall be paid at the rate of time and one-half (1 ½) the straight-time hourly rate. Alternative worksheets may be arranged by mutual consent so long as they comply with state and federal laws. Daily and weekly overtime shall be offered by seniority in each classification.

Time off on personal time, holidays, vacation, or any leave of absence will not be considered hours worked when calculating overtime.

All overtime work performed by an hourly employee must receive the supervisor's prior authorization. Overtime worked without prior authorization from the supervisor may result in disciplinary action. The supervisor's confirmation of hours worked authorizes pay for overtime.

When possible, both exempt and non-exempt employees will be given advanced notice of when Empire State Health Solutions might require overtime hours. Empire State Health Solutions may provide 24 hours advanced notice in this circumstance.

Written Notice of Rates of Pay and Regular Payday

In accordance with the requirements of New York Labor Law, at the time of hire each new employee will be given a written notice containing the following information:

1. The employee's rate or rates of pay
2. The overtime rate of pay if the employee is subject to overtime regulations
3. The basis of wage payment (per hour, per shift, per week, piece rate, commission, etc.)
4. Any allowances intended to be claimed as part of the minimum wage including, tip, meal, or lodging allowances,
5. The regular payday
6. The name and any names under which Empire State Health Solutions does business,
7. The address of Empire State Health Solutions main office or principal place of business
8. Empire State Health Solution's telephone number

This notice will be provided in English and the employee's primary language. Empire State Health Solutions will require the new employee to sign a statement acknowledging receipt of the written notice in English and employee's primary language. Empire State Health Solutions will retain the signed and dated notice, and a copy will be provided to the employee for their personal reference.

Travel Time

In accordance with applicable wage and hour laws, Empire State Health Solutions provides non-exempt and hourly employees pay for time spent traveling for work-related purposes. Different guidelines are followed based on the different circumstances outlined below:

Travel from Site to Site

Travel from one job to another during the workday is counted as work time.

One-day Assignments

Travel out of town during the workday is counted as work time, minus meal periods and the period of time that normally would be considered home to work travel time

Overnight Assignments

Travel out of town overnight is counted as work time only for those hours that fall within an employee's regularly scheduled shift.

Home to Work Travel

Travel from home to work is not considered work time, regardless of whether the employee must report to work at a fixed location or at various job sites.

Expense Reimbursement

Expenses incurred by an employee must be approved in advance by their supervisor. Some expenses that may warrant reimbursement include, but are not limited to: mileage costs, air or ground transportation costs, lodging, and meals used for the purpose of carrying out company business.

Employees must submit expense reports to HR@empirehealthsolutions.com or their supervisor for approval. Questions regarding this policy should be directed to your supervisor.

Garnishments

Empire State Health Solutions honors federal and state required withholdings from your paycheck upon court order or for the purpose of child support, or repayment of unpaid student loans or federal, state, local municipality or school taxes.

Upon Company receipt of a notice of wage demand, the employee will be immediately notified of the name of the creditor, the amount claimed and whether the demand is based on a wage deduction or a wage assignment. All garnishments will abide by applicable withholding limits as prescribed by law. Empire State Health Solutions does not discriminate or take any adverse action against an employee whose wages are subject to garnishment.

Pay Corrections

Empire State Health Solutions takes all reasonable steps to ensure that employees receive the correct amount of pay in each paycheck and that employees are paid promptly on the scheduled pay date. In the unlikely event that there is an error in the amount of pay, the employee should promptly bring the discrepancy to the attention of their supervisor so corrections can be made as quickly as possible.

Demotions/Reductions in Pay

Certain circumstances may warrant the downgrading of responsibilities and/or compensation. This may be due to a variety of reasons; including poor work performance, an employee's request, or a change in business needs. All demotions will be handled in a fair and consistent manner through the Director of Human Resources.

The three types of demotions are outlined below:

Administrative Demotion:

Occurs when an employee is moved from his or her current position to a position in a lower salary grade with less responsibilities and pay to prevent disruption of business; the decision is made by Company management.

Disciplinary Demotion:

Occurs when an employee must be moved to a lower salary grade position with fewer responsibilities due to poor work performance or failure to meet expectations and/or goals of the department; the decision is made by supervisory level employees and Company management.

Voluntary Demotion:

Occurs when an employee initiates a written request for a lower salary grade position with fewer responsibilities for their own personal reasons.

All demoted employees will be paid consistent with similarly situated employees within their new pay grade.

Employment Status and Record Keeping

Employment Classifications

For purposes of salary administration and eligibility for overtime payments and employee benefits, Empire State Health Solutions classifies hourly employees as either exempt or non-exempt. Non-exempt employees are entitled to overtime pay in accordance with federal and state overtime provisions. Exempt employees are exempt from federal and state overtime laws and, but for a few narrow exceptions, are generally paid a fixed amount of pay for each workweek in which work is performed.

If you change positions during your employment with Empire State Health Solutions or if your job responsibilities change, you will be informed by the Director of Human Resources of any change in your exempt status.

In addition to your designation of either exempt or non-exempt, you also belong to one of the following employment categories:

Full-Time:

Full-time hourly employees are regularly scheduled to work greater or equal to 32 hours per week. Generally, regular full-time employees are eligible for Empire State Health Solutions' benefits, subject to the terms, conditions, and limitations of each benefit program.

Part-Time:

Part-time hourly employees are regularly scheduled to work less than 30 hours per week. Regular part-time employees may be eligible for some Empire State Health Solutions benefit programs, subject to the terms, conditions, and limitations of each benefit program.

Temporary:

Temporary hourly employees include those hired for a limited time to assist in a specific function or in the completion of a specific project. Employment beyond any initially stated period does not in any way imply a change in employment status or classification. Temporary employees

retain temporary status unless and until notified by company management of a change. They are not eligible for any of Empire State Health Solutions' benefit programs.

Work Schedules

Work schedules are posted at each location. On occasion, your manager or supervisor may need to change your regular schedule to meet scheduling demands, so be sure to review the schedule each week.

Managers or supervisors will try to avoid scheduling conflicts as much as is possible. If you need to take a day off, be sure to inform your supervisor as soon as possible so that the appropriate scheduling adjustments can be made. However, there is no guarantee that your request will be honored. Questions regarding this policy should be directed to your supervisor.

Personnel Files

All personnel files are the property of Empire State Health Solutions. Employee records are maintained to aid in the administration of human resource policies with greater efficiency and to also aid in the compliance with federal and state employment policies. Records are intended to provide documentation in support of human resource decisions such as hiring, compensation, discipline and termination.

Employees who wish to review their own file should contact the Director of Human Resources. With reasonable advance notice, employees may review their personnel files in the Company's office and in the presence of the Director of Human Resources.

Empire State Health Solutions retains the following records on all of its employees:

Personnel File Records:

With each employee's personnel files are documents related to their employment and performance; including: pre-employment applications, pre-employment tests, employment contracts, job descriptions, performance appraisals, position and rate changes as well as documentation related to benefits administration, transfers, trainings, disciplinary actions, and exit interviews. Management personnel of Empire State Health Solutions who have a legitimate reason to review the file are allowed to do so. These records will be maintained for a minimum of six 6 years following the date of separation.

Personnel files do not include any information that may lend itself to discrimination, including: date of birth, age, gender, marital status, medical history, national origin, religion, and any other information unrelated to the job or Company. Documentation that reveals this type of information will be incorporated in the employee's health file.

Payroll Records:

Each employee's payroll records include documents related to their compensation, including: their wage rate or salary, number of hours worked (if hourly), gross wages, deductions, allowances claimed, net wages, and overtime. These records will be maintained for a minimum of three (3) years following date of separation.

Medical Records:

In accordance with the American's with Disabilities Act of 1990 (ADA), all employees' medical records are treated as confidential. As such, this information is kept separate from employment and payroll records. Only the Director of Human Resources has access to these files. All employee records are maintained under lock and key security at all times.

Salary Administration

Salary administration at Empire State Health Solutions is intended to achieve fair and consistent pay practices, comply with state and federal wage and hour laws, provide Equal Employment Opportunities, and offer competitive compensation packages relative to the current labor market. As such, Empire State Health Solutions is committed to paying our employees equitable wages that appropriately reflect the requirements and responsibilities of their positions and are comparable to the pay received by similarly situated employees in other organizations in the area.

Compensation for each position is determined by several factors including the essential duties and responsibilities of the job as salary survey data of other geographically similar companies in our industry.

Empire State Health Solutions periodically reviews its salary administration program and restructures it as necessary. Merit-based pay adjustments may be awarded in conjunction with superior employee performance documented by the performance evaluation process. Merit-based retail and production bonuses may be awarded in conjunction with superior company performance.

Employees should bring their pay-related questions or concerns to the attention of the Director of Human Resources or a Human Resources Manager, who is also available to answer specific questions about the salary administration program.

Performance Evaluations

Supervisors will conduct performance reviews and planning sessions with all full-time and part-time employees annually. Supervisors may conduct informal performance reviews and planning sessions more often if they choose.

Performance reviews are designed for the supervisor and the employee to discuss his or her current job tasks, encourage and recognize attributes, and discuss positive, purposeful approaches for meeting work-related goals. Together, the employee and supervisor discuss ways in which the employee can accomplish goals or learn new skills. The planning sessions are designed for the employee and his or her supervisor to make and agree on new goals, skills, and areas for improvement.

HIPAA

Pursuant to the Health Insurance Portability and Accountability Act of 1996 (HIPAA), the U.S. Department of Health and Human Services (HHS) has released provisions that address, among other things: (1) standards for the privacy of individually identifiable health information; (2) security standards to protect the confidentiality and integrity of health information and the information technology used to store, process, and transmit such data; and (3) standards for administrative transactions and data elements exchanged electronically that are consistent with the goals of improving the operation of the health care system and reducing administrative costs.

Privacy Pledge:

Empire State Health Solutions does not disclose personal medical information and ensure that its practices and standards comply with HIPAA and other applicable federal and state laws and regulations. Empire State Health Solutions will work with appropriate regulatory and accreditation agencies to ensure consistency between Empire State Health Solutions' policies and HIPAA. In addition, when there is a difference between state and federal regulations, we will always uphold the privacy standard that greater protects the employee.

Personal Information Received:

We may receive personal medical and financial information about employees from the following sources:

- Applications, consents, authorizations and other forms provided by you, or your authorized representative;
- Documentation collected during your care (test results, physician orders, etc.);
- Billing and payment transactions (such as claims submission with insurance companies and payment) with us, our affiliates or others; and
- Outside sources pertaining to care or coverage, such as health care providers, insurance companies and federal and state agencies.

Information Protection:

Our policy restricts access of your personal information to employees who have a need to know, as permitted by law. We maintain physical, electronic and procedural safeguards that comply with legal requirements to protect your non-public personal medical and financial information.

Use of Individually Identifiable Health Information:

We use medical and financial information to provide and facilitate treatment, collect payment for services and conduct health care operations. Empire State Health Solutions may, as permitted by law, make discretionary public health disclosures of protected health information if, in its judgment, public safety is believed to be at risk.

Empire State Health Solutions may use employee medical and financial data for purposes of contacting you to provide information about health-related benefits and services that may be of interest to you. Other uses of your information may require you to provide separate written authorizations.

Your Privacy Rights:

At Empire State Health Solutions, you have the following rights:

- The right to authorize disclosure of your protected health information to third parties;
- The right to revoke previously authorized disclosures;
- The right to request limited disclosure of your health information;
- The right to inspect and copy your protected health information;
- The right to amend information;
- The right to request a listing of personnel who have accessed your information; and
- The right to request to be placed on a mailing list to receive notice of updates to Empire State Health Solutions' Privacy Notices.

If you have any questions about this policy, wish to request personal disclosure documentation or to confidentially report an incident, contact the Director of Human Resources. Requesting information or reporting an incident will not adversely affect your access to health insurance at Empire State Health Solutions.

Employee Data Protection

In an effort to combat identity theft and to protect the privacy rights of our employees, Empire State Health Solutions vigorously strives to safeguard employees' personal information. Personal information includes any information capable of being associated with a particular individual, such as Social Security numbers (SSNs), driver's license numbers, addresses, bank account numbers, and the like.

Empire State Health Solutions has implemented administrative, physical, and technical controls to ensure the confidentiality of personal information, restrict access to those with a need know, and protect against accidental or unlawful disclosure or destruction. These controls require that all Empire State Health Solutions employees, contractors, and third party vendors observe the following guidelines:

- Data will only be collected, stored, and analyzed for legitimate human resources, business, or safety/security purposes;
- Data will be collected, stored, processed and used only in accordance with applicable state and federal laws;
- Data will be relevant to the purpose for which it is collected;
- Data will be retained only as long as is necessary for the purpose for which it was collected;
- Appropriate measures will be taken to prevent unauthorized access; and
- Appropriate measures will be taken to destroy and dispose of personal information

It is the responsibility of all employees to provide the Director of Human Resources with accurate personal data and to inform the Director of Human Resources anytime there is a change in personal information.

Personnel Data Changes

It is the responsibility of each employee to promptly notify their supervisor of any changes in personnel data. Such changes may affect your eligibility for benefits, the amount you pay for benefit premiums, and your receipt of important company information.

If any of the following have changed or will change in the coming future, contact your supervisor or their manager as soon as possible:

- Legal name;
- Mailing address;
- Telephone number(s);
- Change of beneficiary;
- Exemptions on your tax forms;
- Emergency contact(s);
- Training certificates; and/or Professional licenses.

Job Descriptions

Empire State Health Solutions utilizes job descriptions as a way to communicate company expectations regarding each position. Job descriptions are updated as frequently as is possible. In

some cases, we may ask for help from the employee in drafting an accurate description of the position.

Job descriptions are by no means comprehensive or absolute. Employees may be asked to perform duties not explicitly listed in their job descriptions. Employees refusing to perform requested duties may be subject to disciplinary action, up to and including termination of employment.

Hiring

Empire State Health Solutions requires that all candidates for employment submit a resume. Letters of recommendation and other materials may also be required as part of the hiring process.

Applicants who submit resumes found to include false or misrepresented information will no longer be considered for employment with Empire State Health Solutions. If it is found that after hire false or inaccurate information was provided on the employee's resume, the employee may be subject to discipline, up to and including termination of employment.

The Company will make conditional offers of employment to those we believe to be most qualified. Empire State Health Solutions does not discriminate on the basis of: race, color, religion, sex, national origin, age or disability. Conditional offers depend on the applicant's consent to and successful passing of all necessary background, and reference checks.

Rehiring

Empire State Health Solutions will not rehire past employees who were terminated due to gross misconduct, insubordination, violence, harassment, or other similar actions that violate company policy and standards of conduct.

Promotions

Whenever possible, Empire State Health Solutions strives to fill vacancies by promoting from within. Promotion to all positions is based on, among other things, individual ability, qualifications, performance, attendance and punctuality, educational background and length of service.

All newly promoted employees will be subject to an additional 90-day introductory period. The same applies whenever an employee is reassigned to a new position. An employee who, in the sole judgment of management, is not successful in the new position can be removed from that position at any time during the secondary introductory period. If this occurs, the employee may be allowed to return to his or her former job or to a comparable job for which the employee is qualified, depending on the availability of such positions and the Company's needs.

Empire State Health Solutions adheres to all equal employment opportunity provisions when making promotional and any other employment decisions.

Transfers

Though you are hired for a specific job, there may be occasions when it would be mutually beneficial to transfer you to another job or department. When such a transfer is made on a permanent basis, your rate of pay will be adjusted in accordance with the job rating of your new job. Transfers to give temporary help to other departments will not affect your pay rate.

Employees may be required to transfer from one department to another in response to changing retail and production requirements if they have the particular skills required. The job evaluation system establishes levels and ranges of pay rates for all jobs. The evaluation of each job and the pay range for each job are designed to enable an employee to be assigned to more than one particular work station, machine, task, or department in the plant or office.

Temporary Transfer

A temporary transfer is one of six weeks or less duration, made for the convenience of Empire State Health Solutions or for medical reasons of the employee. In such cases, you will receive no less than your current rate of pay for the duration of the temporary transfer. Temporary transfers are at times necessary due to changes in retail and production schedules. This type of transfer can also be used for training purposes.

Permanent Transfer

Permanent transfers can result for a number of reasons, for instance, should you have a permanent partial disability which prevents you from performing your normal job or should a lack of work situation occur of such length that it results in job reassignment. In such transfers, your rate of pay will be reviewed for appropriate adjustment.

In order to assist qualified employees to advance within the company, a list of current job openings is published periodically to inform employees of available positions. To apply for these open positions, contact the Director of Human Resources.

Employees who are transferred at the request of the company will be paid the higher of the compensation at their existing geographic location or the compensation at the geographic location to which the employee is transferred. Similarly, Empire State Health Solutions will make available benefits in accordance with its plans at the new geographic location. At Empire State Health Solutions' discretion, it may increase the employee's compensation to offset any loss of benefits at the new location.

Wherever practical, seniority is considered along with job qualifications in considering assignment and transfer of employees. Seniority alone is never the determining factor. In some cases reassignment may be required to enable an employee to continue in the service of the company.

Attendance and Punctuality

Absenteeism and tardiness place an undue burden on other employees and on the company as a whole. Empire State Health Solutions expects that every employee will be regular and punctual in attendance. This means being ready to work at your scheduled start time each day. Employees are also expected to return from scheduled breaks and meal periods on time.

All time off must be requested in writing, in advance. If you are unexpectedly unable to report for work for any reason, or if you will be late for any reason, you must notify your supervisor as early as possible, but always prior to your scheduled starting time. Employees must make every effort to speak with their supervisor directly. It is not acceptable to leave a voicemail message with a supervisor, except in extreme emergencies. In cases that warrant leaving a voicemail message or when an employee's direct supervisor is unavailable, a follow-up call must be made later that day.

Employees who are going to be absent for more than one day should contact their supervisor each day they are absent. Empire State Health Solutions reserves the right to ask for a physician's statement in the event of a long-term illness (3 consecutive days), or multiple illnesses or injuries.

If an employee fails to notify their supervisor after three (3) consecutive days of absence, Empire State Health Solutions will presume that the employee has voluntarily resigned and the employee will be removed from payroll. Empire State Health Solutions will review any extenuating circumstances presented by the employee that may have prevented him/her from calling in before being removed from payroll.

If an illness or emergency occurs during work hours, employees should notify their supervisor. Employees must also notify their supervisor at least one day in advance of known absences for medical or dental appointments.

Empire State Health Solutions considers consistent attendance and punctuality to be the foundation for excellent performance. Should undue or recurrent absence and tardiness become apparent, the employee may be subject to disciplinary action, up to and including termination of employment.

Job Abandonment

Employees abandoning their jobs shall be considered to have voluntarily terminated their employment with Empire State Health Solutions.

Job abandonment also occurs when an employee fails to return to work or directly notify a supervisor of the reason for absence within three (3) consecutive working days following: any approved leave of absence, disciplinary suspension, or recall from layoff status.

Termination of Employment

Termination of employment is an inevitable part of personnel activity within any organization, and many of the reasons for termination are routine. Common circumstances under which employment is terminated include the following:

- **Resignation** - Voluntary employment termination initiated by an employee;
- **Termination** - Involuntary employment termination initiated by Empire State Health Solutions. In most cases, Empire State Health Solutions will use progressive disciplinary actions before dismissing an employee. However, certain actions warrant immediate termination;
- **Layoff** - Involuntary employment termination initiated by Empire State Health Solutions for non-disciplinary reasons; and
- **Retirement** --- Voluntary employee termination upon eligibility for retirement.

Non-exempt and exempt employees who intend to terminate employment with Empire State Health Solutions, shall provide the company with at least two (2) weeks written notice. Such notice is intended to allow the company time to adjust to the employee's departure without placing undue burden on those employees who may be required to fill in before a replacement can be found.

Since employment with Empire State Health Solutions is based on mutual consent, both the employee and Empire State Health Solutions have the right to terminate employment at will, with or without cause, at any point.

In the case of employee termination, the employee will receive their accrued pay in accordance with all federal, state and local laws. Any employee who terminates employment with Empire State Health Solutions shall return all files, records, keys, computers and any other materials that are property of Empire State Health Solutions.

Employee benefits will be affected by employment termination in the following manner:

- All accrued vested benefits that are due and payable at termination will be paid in accordance with applicable federal, state and local laws.

Exit Interviews

Empire State Health Solutions values feedback from all of its employees and will heed all suggestions in making Empire State Health Solutions a better place to work. Upon termination, voluntary or involuntary, employees are requested to partake in an exit interview.

Exit interviews will be conducted by the department manager. These interviews allow departing employees to provide honest input into the company's pay, benefits, and overall working conditions. Although encouraged, exit interviews are strictly voluntary, and are intended to improve employee relations within the company.

Unemployment Insurance

Employees are protected under the Federal-State Unemployment Compensation program and the state Unemployment Insurance law. Unemployment compensation is intended to provide temporary and partial wage replacement to involuntarily unemployed workers who were recently unemployed.

Should you leave employment with Empire State Health Solutions, you are entitled to unemployment insurance benefits subject to regulations established by state law. The Director of Human Resources will supply you with an Unemployment Insurance Form upon termination of employment.

By law, an employee separated under certain conditions is eligible to collect state Unemployment Insurance. Contact the state Unemployment Office for more details.

Working Conditions and Hours

Safety

Empire State Health Solutions is committed to providing a clean, safe, and healthful work environment for its employees. Maintaining a safe work environment, however, requires the continuous cooperation of all employees. Empire State Health Solutions and all employees must comply with all occupational safety and health standards and regulations established by the Occupational Safety and Health Act and state and local regulations. In addition, all employees are expected to obey safety rules and exercise caution and common sense in all work activities.

Employees must immediately report any unsafe conditions to their supervisor. Employees who violate safety standards; cause hazardous or dangerous situations; or fail to report or, where appropriate, remedy such situations may be subject to disciplinary action, up to and including termination of employment.

In the case of an accident that results in injury, regardless of how seemingly insignificant the injury may appear, employees must notify their supervisor.

Questions regarding this policy should be directed to your supervisor.

Security

The purpose of Empire State Health Solutions' security policy is to protect company assets and to maintain a safe working environment for all employees.

Facility Access:

Certain Empire State Health Solutions employees will be issued a key or access card to gain access to Empire State Health Solutions facilities. Employees who are issued keys or access cards are responsible for their safekeeping. All lost or stolen keys or access cards must be reported to your supervisor as soon as possible.

Upon separation from Empire State Health Solutions, and at any other time upon Empire State Health Solutions' request, all keys and access cards must be immediately returned to your supervisor.

Closing Procedures:

The last employee, or a designated employee, who leaves the office or a facility at the end of the business day assumes the responsibility to ensure that: all doors are securely locked; the alarm system is armed; thermostats are set on appropriate evening and/or weekend setting; and all appliances and lights are turned off with exception of the lights normally left on for security purposes.

Employees are not permitted on company property after hours without prior written authorization from their manager.

Accidents

Empire State Health Solutions takes all necessary precautions to provide a safe and healthful work environment for our employees. It is the responsibility of each employee to observe all Empire State Health Solutions safety guidelines at all times.

If you are injured or become ill while at work, you are required to immediately report the incident to your supervisor so that the appropriate measures can take place.

Any employee, who is injured and/or loses time from work because of a job-related injury or illnesses, will be compensated according to the Workers' Compensation Act. After an injury that

causes an employee's absence, the employee may only return to work once he or she has a written release from a physician.

Emergency Procedures

Employee health and safety is of utmost concern to Empire State Health Solutions. As such, we have implemented emergency procedures designed to allow for the quick response of appropriate personnel during emergency situations.

In case of an emergency, employees are to:

- Call 911 immediately;
- Inform a supervisor of the emergency;
- Exit the building using the approved exit routes;
- Never attempt to respond to a situation that you are not trained to handle; and
- Follow approved company safety protocol at all times.

Questions regarding this policy should be directed to your supervisor.

Emergency Closing

At times, emergencies such as severe weather, fires, or power failures can disrupt company operations. In extreme cases, these circumstances may require the closing of a work facility. The decision to close or delay regular operations will be made by the CEO or a designated Company officer.

When the decision is made to close the office, employees will receive official notification from their supervisors.

Medical Emergencies

In the event that an employee requires medical attention due to injury or illness while at work, the manager on duty should dial 9-1-1 for assistance.

If an emergency arises, other than a worker's compensation incident, that requires an emergency medical service to evaluate the injury/illness of an employee at a medical facility, the employee will be responsible for any charges incurred for transportation in an ambulance and other related costs.

No Empire State Health Solutions employee will be responsible for transporting another employee to an emergency facility, due to safety and liability issues.

Upon recovery, a physician's "permission to work" notice may be required prior to the employee's return to work.

Weapons

Empire State Health Solutions strives to promote a safe and healthy work environment. To this end, all weapons are prohibited on company property. All persons entering company premises are barred from carrying a handgun, firearm, knife, or other weapon of any kind regardless of whether the person is licensed to carry the weapon or not.

The only exception to this policy applies to police officers, security guards involved in the transport of product or other persons who have been given written consent by Empire State Health Solutions to carry a weapon onto the property. Employees that disregard this policy will be subject to immediate termination.

Robbery Policy

If you are ever confronted with a hold-up, you are required to comply with the orders of the robber. Employees are urged not to take any chances in disobeying the individual; doing so could put your life in jeopardy. Employees working at medical cannabis dispensaries will be provided with further, location specific procedures regarding robberies or robbery attempts. Questions regarding this policy should be directed to your supervisor.

Patient/Customer Theft Prevention

Employees are not to leave product unattended within reach of patients and customers. Patient theft of product will not be tolerated. If you witness a theft, politely ask the patient to place the item back on the counter until the purchase has been made. If this is not possible, you should immediately ask for the manager's assistance.

The manager will assess the situation based on the amount stolen, whether or not the patient returned the product, the camera footage, witness accounts, etc. and determine the best course of action, up to and including reporting the incident to law enforcement. Managers must bear in mind the safety of all people inside the building when deciding to confront a patient at the time of the incident.

Patient theft will result in a patient being permanently banned from all Empire State Health Solutions locations. The store manager will relay all necessary information to the patient in question as well as the store managers at the other locations.

Employee Theft Prevention

In protecting the assets of Empire State Health Solutions as well as employees' personal property, all employees will be required to follow the theft prevention guidelines included herein. Theft prevention cannot be handled in a constructive manner unless all employees make it their responsibility to protect company assets.

Empire State Health Solutions will take all appropriate measures to protect employee and company assets, including but not limited to:

- Utilizing electronic surveillance;
- Conducting regular audits of company assets;
- Limiting access to supply and storage areas;
- Searching employee work areas at management's discretion;
- Requiring written management approval for removing company property from company premises;
- Thoroughly investigating all suspected thefts; and
- Strictly enforcing all policies relating to the opening and closing of company facilities.

Workplace Investigations:

Empire State Health Solutions reserves the right to use any lawful method of investigation which, in its sole discretion, it deems reasonable and necessary to determine whether an employee has engaged in conduct warranting disciplinary action.

Whenever Empire State Health Solutions has reason to believe an employee has stolen from the company or from another employee, an investigation will take place. Management reserves the right to suspend employees pending the results of an investigation and will use its discretion in making such a decision.

Any employee who is asked by management to submit to such a search or investigation is to cooperate. Failure to do so may lead to discipline, up to and including termination of employment. In addition, providing falsified information during the course of an investigation may lead to discipline, up to an including termination of employment. The results of an investigation will be made available only to those employees with the need to have access to such information.

If it has been found that an employee has stolen from the company, a co-worker, client or customer, the employee will be subject to immediate termination and may face criminal charges.

All employees who know or observe improper or wrongful conduct are to contact their direct supervisor or any management-level employee. All managers have a responsibility to act on such information. All employees who fail to report improper or wrongful conduct, and managers who fail to act, are subject to discipline, up to and including termination of employment.

Fire Prevention

Empire State Health Solutions considers employee health and safety of utmost importance. As such, the Company requires that all employees be aware of the location of fire extinguishers within their respective departments and follow the guidelines set forth within this policy:

- Heat producing equipment such as burners, heat exchangers, boilers, ovens, stoves, fryers, etc., must be properly maintained and kept clean of accumulations of flammable residues; flammables are not to be stored close to this type of equipment;
- When smoking outside of the facility, use the cigarette receptacles provided to dispose of cigarette waste;
- Open containers of flammable liquids is prohibited and proper chemical storage is required at all times;
- Exits are to be kept clear at all times; and
- All employees must be aware of all evacuation routes and exits. Any employee unaware of the closest exit should consult their supervisor.

In the case of a fire, employees should immediately:

- Dial 911 or the local fire department;
- Contact a supervisor and evacuate all employees from the area;
- If it's a small fire, locate the nearest fire extinguisher and attempt to extinguish the fire;
- If it's a large fire, immediately leave the area and make no attempts to fight the fire; and
- Upon their arrival, direct the fire department crew to the fire; do not re-enter the building unless directed to do so by the fire department.

Questions regarding this policy should be directed to your supervisor.

Workplace Privacy

Empire State Health Solutions respects the personal privacy of our employees and customers. However, in an effort to safeguard company property and to ensure employee safety and security, Empire State Health Solutions has systems in place for workplace monitoring. Workplace monitoring includes but is not limited to the monitoring of: telephones, email, internet, and computers. In addition, Empire State Health Solutions may also use video surveillance to protect against theft.

While on company property and while using company resources, employees do not have a reasonable expectation of privacy. Any statements made to employees are not intended to alter the Company's privacy policy or create an expectation of privacy. When monitoring employee activities in the workplace, Empire State Health Solutions will follow all applicable state and federal laws.

Questions regarding this policy should be directed to your supervisor.

Electronic Monitoring

Empire State Health Solutions may conduct electronic monitoring on its employees in order to ensure quality control, employee safety, security, and customer satisfaction.

Computers furnished to employees are the property of Empire State Health Solutions. As such, computer usage and files may be monitored or accessed. Empire State Health Solutions retains the right to conduct searches at any time. This includes the right to search individual computers or files, even if protected by password. Any employee that attempts to obtain or alter a password for the purpose of accessing restricted files will be subject to disciplinary action, up to and including, termination of employment.

Phone conversations may also be monitored in order to ensure quality customer interactions and to improve upon customer service practices.

Empire State Health Solutions is sensitive to the legitimate privacy rights of employees; therefore, every effort will be made to guarantee that workplace monitoring is done in an ethical and respectful manner.

Video Surveillance

Employee and customer safety and security are of utmost importance to Empire State Health Solutions. As such, Empire State Health Solutions will install video cameras in common areas, including the waiting room, shop floor, parking lot, and inventory room designed to comply with licensing requirements. Recorded video will be stored in a secure location and accessed only by authorized personnel.

Video surveillance is also designed to minimize theft and to identify persons engaged in theft or criminal activity while on company property.

In accordance with federal law, our video surveillance does not contain an audio component. Additionally, video will never be recorded in private areas such as locker rooms and restrooms.

Workplace Searches

Employee and customer safety and security are of utmost importance to Empire State Health Solutions. As such, workplace searches may be conducted when investigating the loss of company or employee property, when it is suspected that a security breach has occurred, when there is reasonable suspicion of illegal drug use, or in any other circumstance Empire State Health Solutions deems a search to be necessary in order to protect the safety and security of the workplace and the general public.

Empire State Health Solutions reserves the right to conduct workplace searches at its discretion. If there is evidence suggesting an employee has engaged in criminal activity, Empire State Health Solutions may contact law enforcement personnel to assist with the search.

All employees are expected to cooperate with workplace searches. During a search, employees may be asked to empty their pockets, purses, briefcases, lockers, desks, workspaces, or vehicles in plain view of Company management. Empire State Health Solutions will conduct workplace searches in a manner that is as minimally intrusive as possible.

All desks, storage areas, lockers, and vehicles owned, financed, or leased by Empire State Health Solutions or used by Empire State Health Solutions to transport employees, goods, and/or products are subject to search at any time without employee knowledge, presence, or permission. With the exception of your personal vehicle, employees are prohibited from locking or securing desks or lockers with a locking device not approved by Empire State Health Solutions.

Failure to comply may lead to disciplinary action, up to and including termination of employment. In addition, providing falsified information during the course of a search may also lead to disciplinary action, up to and including the termination of employment.

Questions regarding this policy should be directed to your supervisor.

Infection Control Policy

Infectious diseases can become prevalent in work environments and may result in absenteeism and disability. Empire State Health Solutions recognizes this and intends to play an important role in reducing the prevalence of communicable diseases. Employees of Empire State Health Solutions must commit themselves to assuming responsibility of maintaining appropriate hygiene, attending to personal illness and infection as well as minimizing exposure of the disease to other employees and clients. Employees of Empire State Health Solutions are expected to recognize and identify the risk of outbreaks and use preventive measures to assure the health and safety of every member.

Hazard Communication

In accordance with the Occupational Safety and Health Act (OSHA), the Hazard Communication Policy of Empire State Health Solutions provides for the right of both employees and employers to know of any potential dangers to health or physicality in the workplace.

Every chemical used at Empire State Health Solutions is evaluated with regard to its potential physical and health hazards. All known chemical hazards are revealed to employees through the manufacturer's Material Safety Data Sheet (MSDS), or if the chemical was created on Company

premises, through an MSDS created by the individual mixing the chemicals. Chemical inventories as well as all MSDS forms are kept in every department with chemical substances present.

In addition, all containers of hazardous chemicals are labeled to reflect the identity of the chemical, the hazard warning, and the name and address of the chemical manufacturer. Chemicals are stored in spill-proof bottles or containers.

All employees are required to participate in training regarding the Company's Hazard Communication standard. Employees with responsibilities that require the routine use of handling of potentially hazardous chemicals are required to participate in additional training conducted by their supervisor. Questions regarding this policy should be directed to your supervisor.

Hazardous Materials

All employees are responsible for reporting safety concerns and potential hazards. Each employee is expected to obey safety rules and exercise caution and common sense in all work activities. Employees must immediately report any unsafe conditions to their supervisor. Employees who violate safety standards; cause hazardous or dangerous situations; or fail to report or, where appropriate, remedy such situations may be subject to disciplinary action, up to and including termination of employment.

Employees cleaning up hazardous materials must do so in accordance with operation procedures in cleaning hazardous materials. When cleaning hazardous materials, use the hazardous materials kit.

In the case of an accident that results in injury, regardless of how insignificant the injury may appear, employees must notify their supervisor.

Hazardous Waste

There are a variety of safety provisions that regulate the management, storage, and disposal of hazardous waste. Empire State Health Solutions fully complies with all of these regulations to ensure the safety and health of our employees, clients, and customers.

For the purposes of this policy, "hazardous waste" is defined as any substance no longer in use with chemical and/or biological properties that may harm or endanger employees, material, or the environment if handled improperly.

Employees should ensure that as little hazardous waste is generated as possible. When using hazardous material, use sparingly and carefully in accordance with the Company's chemical use and storage policies.

Employees are not to use plumbing systems to dispose of hazardous waste, regardless of whether or not they are "chemically resistant". Each department containing hazardous chemicals is equipped with appropriate disposal containers, labeled for each type of waste.

Different types of chemicals waste must be segregated in order to avoid unnecessary mixing. Regular trash containers are not to be used to dispose of such waste. Questions regarding this policy should be directed to your supervisor.

Chemical Storage

Chemical toxins pose a substantial risk to employees in the workplace and may cause injuries or fatalities if handled incorrectly. Empire State Health Solutions recognizes this and intends to defend the safety of all our workers by requiring employees to follow the guidelines set forth in this policy.

All chemicals must be stored in original labeled containers or bottles and must be placed only in authorized storage areas. Furthermore, all chemicals must be stored by category and apart from one another to prevent unplanned blending.

For further information on storing chemicals, employees should see the Material Data Safety Sheets (MSDS), which are found in authorized storage areas. In the event a leak of unknown origin is discovered in the storage area, the employee should alert their supervisor as soon as possible to determine severity and whether evacuation is necessary.

Employees of Empire State Health Solutions are expected to recognize and identify the risk of carelessness in chemical storage and use preventive measures to assure the health and safety of every staff member. Questions regarding this policy should be directed to your supervisor.

Material Safety Data Sheets (MSDS)

Empire State Health Solutions considers employee health and safety to be of utmost importance. As such, in accordance with our Hazard Communication standard, we ensure that all departments containing hazardous chemicals are equipped with Material Safety Data Sheets (MSDS's). An MSDS is a detailed informational document prepared by the manufacturer or importer of a hazardous chemical describing the physical and chemical properties of the material and its potential hazards.

The MSDS includes the following information:

- The identity of the hazardous components of the chemical;
- The health and physical hazards of the chemical;

- Protective measures and equipment to be used if exposed to the chemical; • Appropriate method(s) of disposal; and
- Manufacturer's contact information.

Questions regarding this policy should be directed to your supervisor.

Reasonable Accommodation

Empire State Health Solutions is committed to fully complying with the Americans with Disabilities Act (ADA) and the ADA Amendment Act (ADAAA) to ensure equal opportunity in employment for qualified persons with disabilities. All employment practices and activities are conducted on a nondiscriminatory basis.

Reasonable accommodation is available to all disabled employees, where their disability affects the performance of essential job functions. All employment decisions are based on the merits of the situation in accordance with defined criteria, not the disability of the individual.

Qualified individuals with disabilities are entitled to equal pay and other forms of compensation (or changes in compensation) as well as in job assignments, classifications, organizational structures, position descriptions, lines of progression and seniority status.

Empire State Health Solutions does not discriminate against any employee or applicant because they are related to or associated with a person with a disability. Empire State Health Solutions will follow any state or local law that provides individuals with disabilities greater protection than the Federal ADA or the ADAAA.

This policy is neither exhaustive nor exclusive. Empire State Health Solutions is committed to taking all other actions necessary to ensure equal employment opportunity for persons with disabilities in accordance with the ADA and all other applicable federal, state, and local laws.

Personal Property

Employees should use their discretion when bringing personal property into the workplace. Empire State Health Solutions assumes no risk for any loss or damage to personal property.

Additionally, employees may not possess or display any property that may be viewed as inappropriate or offensive on Empire State Health Solutions premises.

Use of Company Property

Company property refers to anything owned by the Company: physical, electronic, intellectual, or otherwise. The use of company property is for business necessity only.

When materials or equipment are assigned to an employee for Company business, it is the employee's responsibility to see that the equipment is used properly and cared for properly.

However, at all times, equipment assigned to the employee remains the property of the Company, and is subject to reassignment and/or use by the Company without prior notice or approval of the employee. This includes, but is not limited to: computer equipment and data stored thereon, voice mail, records and employee files.

Empire State Health Solutions has created specific guidelines regarding the use of company equipment. Below is a list of employee responsibilities and limitations in regards to company property.

Personal use of company property:

Company property may not be taken from the premises without proper written authority from company management.

Company Tools:

All necessary tools are furnished to employees in order to assist them in their required duties. Each employee is, in turn, responsible for these tools. Tools damaged or stolen as a result of an employee's negligence will, to the extent permitted by federal, state and local law, be charged to the employee.

Care of Company Property:

Office areas should be kept neat and orderly and all equipment should be well maintained. The theft or misappropriation of unauthorized removal, possession, or use of company property or equipment is expressly prohibited.

Any action in contradiction to the guidelines set herein will result in disciplinary action, up to and including termination of employment.

Return of Company Property

Employees are responsible for all Empire State Health Solutions property, materials, or written information that is issued to them or in their possession or control. This includes company issued cell phones, employee identification badges as well as company provided vehicles and computers.

Employees must return all Empire State Health Solutions property immediately upon request or upon termination of employment. Where permitted by applicable laws, Empire State Health

Solutions may withhold from the employee's check or final paycheck the cost of any items that are not returned when required. Empire State Health Solutions may also take all action deemed appropriate to recover or protect its property.

Smoking

Empire State Health Solutions encourages its employees to maintain a healthy lifestyle and discourages employees from smoking. Employees, customers, and visitors are allowed to smoke in designated areas only. An employee found to be smoking in unauthorized areas will be subject to disciplinary action.

Company Hours

Supervisors will advise employees of their scheduled shift, including starting and ending times. Business needs may necessitate a variation in your starting and ending times as well as in the total hours you may be scheduled to work each day and each week.

Meal & Rest Periods

In accordance with state and local laws, hourly non-exempt employees will be provided with meal and rest periods. Each employee shall be entitled to a thirty (30)-minute paid lunch period. All employees shall receive a rest period of fifteen (15) minutes during every four hours of work or major fraction thereof.

Non-exempt hourly employees must be fully relieved of their job responsibilities and are not permitted to work during unpaid break periods. If for any reason a non-exempt hourly employee does not take the applicable meal and rest period that they are provided, the employee must notify his or her supervisor immediately. Managers will schedule meal and rest periods in order to accommodate company-operating requirements.

Employee Conduct

Standards of Conduct

Empire State Health Solutions' rules and standards of conduct are essential to our productive work environment. All employees must familiarize themselves with company rules and standards; all employees will be held to them. Any employee who disregards or deviates from company rules or standards may be subject to disciplinary action, up to and including termination of employment.

While not intended to be an all-inclusive list, the examples below represent behavior that is considered unacceptable in the workplace. Behaviors such as these, as well as other forms of misconduct may result in disciplinary action, up to and including termination of employment:

- Theft or inappropriate removal/possession of property;
- Providing unauthorized patient discounts;
- Falsification of timekeeping records;
- Possession, distribution, sale, transfer, or use of alcohol or illicit drugs in the workplace;
- Fighting or threatening violence in the workplace;
- Gossiping or spreading rumors about co-workers;
- Boisterous or disruptive activity in the workplace;
- Negligence or improper conduct leading to damage of company-owned or customer-owned property;
- Insubordination or other disrespectful conduct;
- Violation of safety or health rules;
- Smoking in the workplace;
- Sexual or other unlawful or unwelcome harassment;
- Excessive absenteeism or any absence without notice;
- Unauthorized use of telephones, computers, or other company-owned equipment;
- Unauthorized disclosure of any confidential information; or
- Violating any state or local law regarding the sale, production or distribution of medical marijuana.

Other forms of misconduct not listed above may also result in disciplinary action, up to and including termination of employment. Questions regarding this policy should be directed to your supervisor.

Customer Service

Empire State Health Solutions holds customer service to be one of our utmost company values. All employees are expected to act friendly, courteous, respectful, and polite when interacting with all clients and customers.

Examples of prompt and courteous customer service include but are not limited to the following actions:

- Answering the telephone before three (3) rings;
- Answering the telephone stating the company name(s) and location, your name, and a question relative to helping the caller with the information they are requesting.
- Transferring calls to the individual or department that is best fit to assist the caller;
- Greeting clients and customers when they enter the building;
- Assisting clients and customers as best you can; and treating clients and customers as you expect to be treated.

- Calls from potential vendors should be escalated to the Store Manager or the Inventory Manager.

Even when not on company property, you still represent the Company and are required to behave appropriately and respectfully in your daily interactions.

Medical Cannabis Registry Verification

New York law prohibits dispensing facilities from dispensing approved medical marijuana products to anyone other than a certified patient or designated caregiver. It is the responsibility of all employees to ensure that proper verification procedures are being followed. Employees tasked with distributing medical cannabis must complete training prior to distributing any medication to ensure they are knowledgeable with the laws and procedures associated with distributing medical cannabis. Questions regarding this policy should be directed to your supervisor.

Teamwork

Empire State Health Solutions expects all employees to work together to meet work-related goals. It is expected that each person will do their part to avoid situations that disrupt other team members or intentionally sabotage the efforts of other employee teams or departments.

Teamwork is dependent upon the efforts of all group members. Empire State Health Solutions believes our success is a result of the teamwork found within our employees. Teamwork means each member pulls their weight, works toward a common goal and helps one another when in need. If you believe another team member is not acting according to this policy, please contact your supervisor.

Disciplinary Action

Disciplinary action at Empire State Health Solutions is intended to fairly and impartially correct behavior and performance problems early on and to prevent reoccurrence.

Disciplinary action may involve any of the following: verbal warning, written warning, suspension with or without pay, and termination of employment, depending on the severity of the problem and the frequency of occurrence. Empire State Health Solutions reserves the right to administer disciplinary action at its discretion and based upon the circumstances.

Empire State Health Solutions recognizes that certain types of employee behavior are serious enough to justify termination of employment, without observing other disciplinary action first.

These violations include but are not limited to:

- Workplace violence;
- Harassment;
- Theft of any kind;
- Vandalism or destruction of company property;
- Presence on company property during non---business hours;
- Use of company equipment and/or company vehicles without prior authorization;
- Divulging Empire State Health Solutions business practices or any other confidential information; and
- Violating any state or local law regarding the sale, production, or distribution of medical cannabis.

Workplace Etiquette

Empire State Health Solutions strives to maintain a positive work environment where employees treat each other with respect and courtesy. Sometimes issues arise when employees are unaware that their behavior in the workplace may be disruptive to others. Many of these day-to-day issues can be addressed by politely talking with a co-worker to bring the perceived problem to his or her attention. In most cases, common sense will dictate an appropriate resolution. Empire State Health Solutions encourages all employees to keep an open mind and graciously accept constructive feedback or a request to change behavior that may be affecting another employee's ability to concentrate and be productive.

The following workplace etiquette guidelines are not necessarily intended to be hard and fast work rules with disciplinary consequences. They are simply suggestions for appropriate workplace behavior to help everyone be more conscientious and considerate of co-workers and the work environment.

- Avoid public accusations or criticisms of other employees. Address such issues privately with your supervisor or those involved;
- Try to minimize unscheduled interruptions of other employees while they are working;
- Communicate by email or phone whenever possible, instead of walking unexpectedly into someone's office or workspace;
- Be conscious of how your voice travels, and try to lower the volume of your voice when talking on the phone or to others in open areas;
- Keep socializing to a minimum, and try to conduct conversations in areas where the noise will not be distracting to others;
- Minimize talking between workspaces or over cubicle walls. Instead, conduct conversations with others in their workspace;
- Try not to block walkways while carrying on conversations;
- Refrain from using inappropriate language (swearing) that others may overhear;
- Avoid discussions of your personal life/issues in public conversations that can be easily overheard;

- Monitor the volume when listening to music, voice mail, or a speakerphone that others can hear;
- Return copy machine and printer settings to their default settings after changing them;
- Replace paper in the copy machine and printer paper trays when they are empty;
- Retrieve print jobs in a timely manner and be sure to collect all pages;
- Keep the area around the copy machine and printers neat and orderly;
- Be careful not to take or discard others' print jobs or faxes when collecting your own; and
- Clean up after yourself and do not leave behind waste or discarded papers.

Please contact your supervisor if you have comments, concerns, or suggestions regarding these workplace etiquette guidelines.

Patient/Customer Relationship Policy

Professional relationships amongst employees and patients of Empire State Health Solutions are maintained through clear ethical boundaries. Patient relationships refer to any relationship that occurs outside the context of the business operation between an employee of Empire State Health Solutions and a patient of Empire State Health Solutions. Patient relationships established prior to a patient's relationship with Empire State Health Solutions would be exempt from this policy.

Patient relationships are strictly prohibited in order to avoid inappropriate behavior in the workplace, conflicts of interest, and undue harm to both Empire State Health Solutions employees and patients.

If it is observed that an employee's behavior with a patient goes beyond established professional boundaries, the employee will be subject to disciplinary action, up to and including termination of employment. Employees are prohibited from divulging private information about themselves or other employees. An employee's involvement with a patient may also result in the loss of his or her professional licenses and/or certifications as well as a ban on the employee's ability to practice within their profession.

Employee Relationships in the Workplace

Empire State Health Solutions realizes that in some circumstances, two employees may become involved in a personal non-work related relationship. Although Empire State Health Solutions does not expressly prohibit consensual relationships between two co-workers, we have developed guidelines relating to the issue.

Workplace relationships are permitted only under the following circumstances:

- Both parties must mutually consent to the relationship;
- The relationship may not affect work performance (of those involved and of coworkers);
- The relationship does not negatively impact the work environment; and

- Involved parties must act professionally while on Empire State Health Solutions premises.
- Behavior that is construed as offensive, obscene, threatening, uncomfortable, or disruptive to other employees is prohibited.

If it is found that a workplace relationship results in decreased productivity among involved parties or that the relationship has negatively impacted the work environment, one or both parties may be transferred, asked to resign, and subject to disciplinary action, up to and including termination of employment.

Romantic relationships involving supervisors and subordinates are not permitted. Due to issues relating to the use of one's power to coerce or intimidate the other, or the increased possibility of favoritism and bias, even if consensual, supervisor-subordinate relationships are prohibited.

If you are in a romantic relationship with a fellow employee, we ask that you disclose the relationship to the Director of Human Resources.

Workplace Violence

Empire State Health Solutions strictly prohibits workplace violence, including any act of intimidation, threat, harassment, physical violence, verbal abuse, aggression or coercion against a coworker, vendor, customer, or visitor.

Prohibited actions, include, but are not limited to the following examples:

- Physically injuring another person;
- Threatening to injure another person;
- Engaging in behavior that subjects another person to emotional distress;
- Threatening to use or using a weapon while on company premises, on company---related business, or during job---related functions; and/or
- Intentionally damaging property.

All threats or acts of violence should be reported immediately to your supervisor. Employees found to have engaged in violence may be subject to immediate termination.

Visitors in the Workplace

To ensure the safety and security of Empire State Health Solutions and its employees, only authorized visitors are permitted on company premises and in company facilities.

Procedures regarding visitors will vary depending on the facility visited. Generally, all visitors must enter through the main reception area and sign in and out on the visitor sign in sheet at the front desk or security vestibule. Visitors may also be required to wear a “visitor” badge while on

Empire State Health Solutions property. Authorized visitors will be escorted to their destination and must be accompanied by a representative of the company at all times.

Questions regarding this policy should be directed to your supervisor.

Food and Beverages in the Workplace

Empire State Health Solutions considers employee safety and health of utmost importance. As such, food and beverages are only permitted in authorized areas of the workplace. Employees are permitted to eat and drink in break rooms, conference rooms, and lunch areas. Employees are also authorized to eat and drink at their desk when doing so does not present a disturbance to other employees. All other areas of the workplace, including the front desk, are considered off-limits for eating and drinking.

All beverages must be in a closed, non-breakable container or bottle in order to prevent unnecessary spills. After eating, employees are expected to clean up after themselves and dispose of all trash. Employees are reminded to exercise common sense when eating and drinking on premises.

Questions regarding this policy should be directed to your supervisor.

Entering & Exiting the Building

Empire State Health Solutions employees are required to enter and exit the building using the employee entrance.

Employees entering the building without their employee identification card will be asked to get it prior to beginning work and may be subject to discipline, up to and including termination of employment.

The last employee to leave the building at the end of the day is responsible for appropriately securing the facility and turning off all lights.

Computer, Email & Internet Usage

Empire State Health Solutions' computer systems allow us to be more productive. Computers, e-mail, and internet are tools that create great value, but can cause problems if used improperly. It is extremely important that all employees use good business judgment when using the computer systems.

Computer hardware, software, electronic mail, internet connections, and all other computer or electronic communication or data storage systems used by Empire State Health Solutions are the property of Empire State Health Solutions and are intended for business use only. Employees

have no right of personal privacy in their use of Empire State Health Solutions' computer and electronic communication systems. To ensure compliance with this policy, computer, email and internet usage may be monitored, including but not limited to, reviewing documents created and stored on Empire State Health Solutions' computer and electronic communication systems, monitoring sites visited by employees on the internet, reviewing materials downloaded or uploaded by employees from or to the internet, and reviewing emails sent and received by employees.

Empire State Health Solutions strives to maintain a workplace free of harassment and sensitive to the diversity of its employees. Therefore, Empire State Health Solutions prohibits the use of computers and the email system in ways that are disruptive, offensive to others, or harmful to morale.

Computers, email and internet may not be used to solicit others for commercial ventures, religious or political causes, outside organizations, or other non-business matters.

Empire State Health Solutions purchases and licenses the use of various computer software for business purposes and does not own the copyright to this software or its related documentation. Unless authorized by the software developer, Empire State Health Solutions does not have the right to reproduce such software for use on more than one computer. Employees may only use software according to the software license agreement. Empire State Health Solutions prohibits the illegal duplication of software and its related documentation.

The unauthorized use, installation, copying, or distribution of copyrighted, trademarked, or patented material on the Internet is expressly prohibited. As a general rule, if an employee did not create material, does not own the rights to it, or has not gotten authorization for its use, it should not be put on the Internet. Employees are also responsible for ensuring that the person sending any material over the Internet has the appropriate distribution rights.

Abuse of this policy may result in disciplinary action, up to and including termination of employment. The following behaviors are examples of previously stated or additional actions and activities that are prohibited and can result in disciplinary action:

- Sharing passwords for email, computers, operating systems, or other password-protected proprietary information;
- Sending or posting discriminatory, harassing, or threatening messages or images;
- Stealing, using, or disclosing someone else's code or password without authorization;
- Copying, pirating, or downloading software and electronic files without permission;
- Sending or posting confidential material, trade secrets, or proprietary information outside of the organization;
- Violating copyright law;
- Failing to observe licensing agreements;
- Engaging in unauthorized transactions that may incur a cost to the organization or initiate unwanted Internet services and transmissions;

- Sending or posting messages or material that could damage the organization's image or reputation;
- Participating in the viewing or exchange of pornography or obscene materials;
- Sending or posting messages that defame or slander other individuals;
- Attempting to break into the computer system of another organization or person;
- Refusing to cooperate with a security investigation;
- Sending or posting chain letters, solicitations, or advertisements not related to business purposes or activities;
- Using the Internet for political causes or activities, religious activities, or any sort of gambling;
- Sending or posting messages that disparage another organization's products or services; • Passing off personal views as representing those of the organization; and/or
- Engaging in any other illegal activities.

Employees should notify their immediate supervisor or any member of management upon learning of violations of this policy.

Telephone Usage

Empire State Health Solutions telephones are intended for the sole use of conducting company business. Personal use of company telephones during business hours is prohibited except in emergencies. In addition, long distance phone calls that are not strictly business-related are expressly prohibited. Any employee found in violation of this policy will be subject to disciplinary action, up to and including termination of employment.

Cell Phone Use

Empire State Health Solutions discourages our employees from using cell phones for personal use while at work. The use of cell phones is a distraction to other co-workers and takes time away from performing your job duties. Cell phone use will be permitted for business purposes or during an emergency situation.

Cell phone use includes, but is not limited to, the following activities: calling others or answering calls from others, text messaging, use of the internet, and the use of cell phone digital photo and recording features.

Photography and Videotaping in the Workplace

Photography and videotaping has the potential to disclose confidential company information and jeopardizes employee privacy rights. As such, Empire State Health Solutions strictly prohibits photography and videotaping in the workplace, unless expressly authorized by Company management.

Employees are prohibited from using any device that has the capacity to capture photographic images or video images; this includes company issued and personal cell phones.

Any employee found to have violated this policy will be subject to disciplinary action, up to and including immediate termination of employment.

Personal Appearance

The purpose of Empire State Health Solutions' personal appearance policy is to ensure safe and sanitary working conditions and that all employees present a professional image. During business hours or when representing Empire State Health Solutions, employees are expected to dress and groom themselves according to the requirements of their positions. All employees must wear appropriate clothing, be well groomed, and observe high standards of personal hygiene.

It is never appropriate to wear open-toes shoes or stained, wrinkled, frayed, or revealing clothing in the workplace.

Employees are urged to use their discretion when determining what is appropriate to wear to work. Employees who wear inappropriate attire to work will be sent home to change their clothing.

Specific attire may be required for certain positions. It is the duty of an employee's supervisor to inform an employee of the proper attire for his/her position.

Hygiene

Employee Hygiene

Empire State Health Solutions encourages the practice of appropriate employee hygiene within the workplace. This includes but is not limited to:

- Washing hands after using the restroom;
- Limiting or abstaining from the excessive use of perfumes and colognes;
- Appropriate use of deodorant;
- Appropriate bodily cleanliness;
- Kept hair (pulled back); and
- Containment of communicable diseases.

Workplace Hygiene

Empire State Health Solutions encourages the practice of clean hygiene within the workplace. This includes but is not limited to:

- Washing hands after using the restroom;
- The proper disposal of garbage;
- Proper sanitation in eating areas; and
- Cleanliness of workspace.

Managers and supervisors are responsible for interpreting and enforcing the hygiene policy at their discretion. This includes advising employees with inappropriate hygiene standards. Reasonable accommodation can be made in extreme circumstances.

Business necessity does call for professional standards in order to protect a clean and non-distracting work place. Questions or concerns should be handled by an employee's immediate supervisor or the Director of Human Resources. Any employee may be sent home in order to correct a problem.

Empire State Health Solutions seeks to remain in compliance with all relevant state and federal laws.

Housekeeping

Empire State Health Solutions expects all employees to keep work areas, break rooms, and Empire State Health Solutions property clean and well maintained at all times. The use of the break room and Empire State Health Solutions facilities is a privilege and proper care is required.

The break room and coffee station are available for employee use. Employees are permitted to use the refrigerator, microwave, toaster, and coffee maker. Employees are expected to clean all areas after using them.

Employee workspaces are also expected to be kept neat and orderly. Prior to leaving for the day, all employees are required to tidy up their work area and return all items to their proper location.

Any employee found to be contributing to unsanitary conditions will be subject to discipline, up to and including immediate termination of employment.

Questions regarding this policy should be directed to your supervisor.

Media Inquiries

If inquiries regarding Empire State Health Solutions are made from outside the company, particularly from the press, employees should not respond. Please direct all such questions to your supervisor or the Director of Human Resources.

When media calls, it is not appropriate to answer questions about the business without express permission from the Executive team. If confronted with a media inquiry an employee should do the following:

- Be very courteous;
- Politely decline to answer any questions; and
- Ask for contact information to be forwarded on to the Executive team.

Remember to be polite and respectful when handling outside inquiries. Your conduct is a direct reflection of Empire State Health Solutions.

Obligating the Company

Only authorized persons may purchase supplies or enter any contractual obligation on behalf of Empire State Health Solutions. No employee whose regular duties do not include purchasing shall incur any expense on behalf of Empire State Health Solutions or bind Empire State Health Solutions by any promise or representation without express written approval.

Company Credit Cards

Empire State Health Solutions makes available to eligible employees a pre-paid company credit card for purchases required to carry out your job duties. Employees must provide copies of all receipts. Any charge incurred not accompanied by a receipt or determined to be a non-qualified expense will be deducted from the employee's paycheck. Employees may not make personal or other non-job related purchases. Failure to abide by this policy may result in disciplinary action, up to and including termination of employment.

Cash Handling

Empire State Health Solutions has enacted cash handling procedures in order to account for all monies received by the Company. These internal controls are necessary in order to prevent the mishandling of funds and to safeguard against loss. For purposes of this policy, "cash" is defined as: coin, currency, checks, money orders, and credit card transactions.

All employees collecting funds on behalf of Empire State Health Solutions must abide by the following cash handling procedures:

- Funds must be adequately safeguarded at all times (i.e., kept in a safe, locked cabinet, or locked drawer) in order to reduce the risk of loss or misuse. Access is to be restricted to authorized employees only;
- When collecting funds in person, employees are to issue customers a receipt for every purchase;

- Checks received are to be made payable to Empire State Health Solutions and must accompany a valid driver's license;
- Checks and money orders will be restrictively endorsed immediately upon receipt;
- Voided receipts or transactions must be approved by a supervisor and all copies of the voided receipt are to be retained;
- No funds administered by Empire State Health Solutions will be used for articles or services which are for employees' personal use; and
- Personal checks will not be cashed for employees.

All Empire State Health Solutions employees handling cash must have both an awareness of and show a commitment to strong internal controls. All Empire State Health Solutions funds will be reviewed periodically to assist in maintaining proper accountability and internal control.

Employees found to have violated this policy will be subject to disciplinary action, up to and including termination of employment.

Political Activity

Employees of Empire State Health Solutions may engage in political activities outside of work hours, but should not allow their political affiliation to affect the performance of their work responsibilities and duties or relationships with coworkers and other employees.

Empire State Health Solutions has enacted the following guidelines with regards to political activity:

- Employees may not, under any circumstances, affiliate the company name with any political candidate endorsement or issue;
- Employees are prohibited from directly or indirectly coercing or attempting to coerce other employees or patients in support of a political party or candidate; and
- Political materials, such as posters and political buttons, may not be posted or worn in areas visible to the public, such as reception areas and lobbies.

Social Networking and Social Media

Empire State Health Solutions realizes that social networking has become a popular activity. While this creates new opportunities for communication and collaboration, it also creates new responsibilities for Empire State Health Solutions employees. This policy sets forth appropriate use of social media and is designed to protect the privacy, confidentiality, and interests of Empire State Health Solutions and our current and potential products, employees, and customers.

For purposes of this policy, social media includes technology that enables people to communicate over the Internet and share information. Examples include, but are not limited to, websites such as LinkedIn, Facebook, Flickr, Twitter, YouTube, and Instagram.

For performance, privacy and security reasons, personal use of social networking websites while at work is prohibited. All employees intending to utilize social networking or social media in connection with any business-related purpose must seek authorization from their supervisor.

Regarding social media, employees are prohibited from disseminating confidential information, including but is not limited to:

- Customer information, internal policies and procedures, product information, financial records, trade secrets or any other data that may be considered confidential;
- Employees are prohibited from bullying, harassing, and discriminating against coworkers or patients when posting information on social networking websites;
- If you identify yourself as an employee of Empire State Health Solutions, clearly state that views expressed are not those of the company;
- Be mindful of copyright and intellectual property rights of others and of Empire State Health Solutions;
- The company's logo and trademarks may not be used without express permission in writing from Empire State Health Solutions management; and
- Do not disclose co-workers' personal information without their prior consent.

Violation of this policy may result in disciplinary action, up to and including termination of employment.

Blogging

Empire State Health Solutions realizes that blogging has become a popular activity on the Internet and does not prohibit you from starting or maintaining a blog as long as the content of the blog is not related to the Company, its business practices, trade secrets, or other related information.

Employees are prohibited from blogging while on work time and are not to use company computers or other company-owned electronic devices to do so, unless specifically authorized. Empire State Health Solutions has the right to protect itself from the unauthorized disclosure of information. As such, blogs that pose a threat to Empire State Health Solutions' business are prohibited, and employees writing information about the Company will be subject to disciplinary action, up to and including termination of employment.

The above policy applies to other forms of social media on the Internet as well, including but not limited to: Wikipedia postings, Instagram, Twitter and Facebook messages and postings, and video uploads.

Substance Abuse

Empire State Health Solutions is committed to maintaining a workplace free of substance abuse. No employee is allowed to consume, possess, sell, purchase, or be under the influence of alcohol or illegal drugs on any property owned by or leased on behalf of Empire State Health Solutions, or in any vehicle owned or leased on behalf of Empire State Health Solutions. The use of over-the-counter drugs and legally prescribed drugs is permitted as long as they are used in the manner for which they were prescribed and provided that such use does not hinder an employee's ability to safely perform his or her job.

Empire State Health Solutions will not tolerate employees who report for duty while impaired by the use of alcohol or drugs. All employees should report evidence of alcohol or drug abuse to their supervisor or Director of Human Resources immediately. In cases in which the use of alcohol or drugs creates an imminent threat to the safety of persons or property, employees are required by Empire State Health Solutions to report the violation. Failure to do so may result in disciplinary action, up to and including termination of employment.

As a condition of your employment with Empire State Health Solutions, employees must comply with this Substance Abuse Policy. Be advised that no part of the Substance Abuse Policy shall be construed to alter or amend the at-will employment relationship between Empire State Health Solutions and its employees.

Employees found in violation of this policy may be subject to disciplinary action, up to and including termination of employment.

Non-Harassment / Non-Discrimination Policy

Empire State Health Solutions is committed to a work environment in which all individuals are treated with respect. Empire State Health Solutions expressly prohibits discrimination and all forms of employee harassment based on race, color, religion, sex, national origin, age, disability, military or veteran status, or status in any group protected by state or local law. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and is free from discriminatory practices, including without limitation harassment.

Discrimination includes, but is not limited to: making any employment decision or employment related action on the basis of race, color, religion, creed, age, sex, disability, national origin, marital or veteran status, or any other status protected by applicable law.

Sexual harassment is a form of discrimination and is prohibited by law. For purposes of this policy sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when this conduct explicitly or implicitly affects an individual's employment, unreasonably interferes with an individual's work performance, or creates an intimidating, hostile, or offensive work environment. Unwelcome sexual advances (either verbal or physical), requests for sexual favors, and other verbal or

physical conduct of a sexual nature constitute sexual harassment when: (1) submission to such conduct is made either explicitly or implicitly a term or condition of employment; (2) submission or rejection of the conduct is used as a basis for making employment decisions; or, (3) the conduct has the purpose or effect of interfering with work performance or creating an intimidating, hostile, or offensive work environment.

Sexual harassment may include a range of behaviors and may involve individuals of the same or different gender. These behaviors include, but are not limited to:

- Unwanted sexual advances or requests for sexual favors;
- Sexual or derogatory jokes, comments, or innuendo;
- Unwelcomed physical interaction;
- Insulting or obscene comments or gestures;
- Offensive email, voicemail, or text messages;
- Suggestive or sexually explicit posters, calendars, photographs, graffiti, or cartoons;
- Making or threatening reprisals after a negative response to sexual advances;
- Visual conduct that includes leering, making sexual gestures, or displaying of sexually suggestive objects or pictures, cartoons or posters;
- Verbal sexual advances or propositions;
- Physical conduct that includes touching, assaulting, or impeding or blocking movements; and/or
- Any other visual, verbal, or physical conduct or behavior deemed inappropriate by the company

Harassment on the basis of any other protected characteristic is also strictly prohibited.

Complaint Procedure:

Empire State Health Solutions strongly encourages the reporting of all instances of discrimination, harassment, or retaliation. If you believe you have experienced or witnessed harassment or discrimination based on sex, race, national origin, disability, or another factor, promptly report the incident to your supervisor. If you believe it would be inappropriate to discuss the matter with your supervisor, you may bypass your supervisor and report it directly to the Director of Human Resources.

Any reported allegations of harassment or discrimination will be investigated promptly, thoroughly, and impartially.

Any employee found to be engaged in any form of sexual or other unlawful harassment may be subject to disciplinary action, up to and including termination of employment.

Retaliation Prohibited:

Empire State Health Solutions expressly prohibits retaliation against any individual who reports discrimination or harassment, or assists in investigating such charges. Any form of retaliation is considered a direct violation of this policy and, like discrimination or harassment itself, will be subject to disciplinary action, up to and including termination of employment.

Off-Duty Conduct

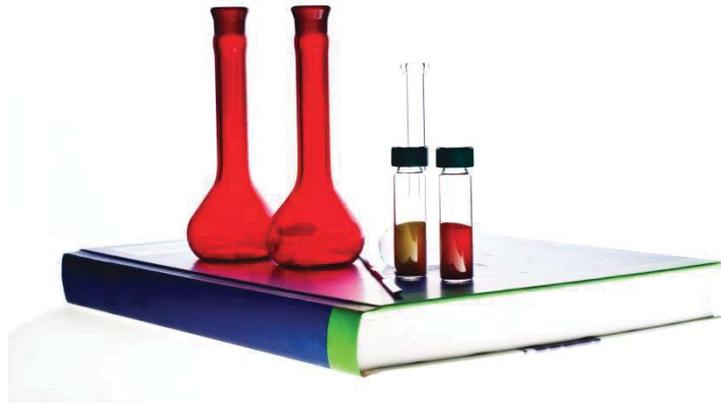
Whether on-duty or not, an employee's actions represent Empire State Health Solutions. Employees are expected to uphold high moral ground and engage in only legal and ethical behaviors.

Clients, customers, and the general public associate the company, its stability, and its values with the employees who work for us. Following a thorough investigation, employees found to have engaged in acts of moral turpitude or conduct that is contrary to the ethics of Empire State Health Solutions' mission, products, services or public image, while on or off-duty, may be subject to disciplinary action, up to and including termination of employment.

Empire State Health Solutions does not discriminate against and will not discipline, retaliate, or make other negative employment decisions based on an employee's involvement in off-duty protected activities.

Medical Cannabis Primer

for Healthcare Professionals



Laura Bultman, MD
and Kyle Kingsley, MD

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Foreword

Background and Purpose

The book is intended as a brief guide to help health care providers understand the use of cannabis as medicine for patients with qualifying conditions. This volume is by no means comprehensive, but the goal is to give you the knowledge needed to assist your patients to find the best relief of their symptoms. It is apparent that a concise reference is needed by providers who need to provide sound advice to their patients, but have no experience to date with cannabis as medicine. In particular, we will focus on the research and evidence that exists for certain symptoms and conditions traditionally treated with cannabis derivatives and also the potential risks in the use of cannabis.

While politics and policy are mentioned this book, the focus is on providing simply the necessary medical knowledge to effectively use cannabis derivatives in the clinical setting. There is substantial evidence for the efficacy of cannabis in several conditions, but the presentation of that evidence is often colored by bias regarding cannabis in a political light.

From the Authors

Research on the subject of cannabis-based medicines both from the bench science and clinical therapeutic perspectives is compelling that this controversial field has tremendous value and an exciting future, and that medical science will continue striving toward defining it.

Like the authors, readers had no education about the endocannabinoid system or its manipulation in medical school, and likely had little education about pharmacognosy, the study of plants as medicine. With the development of medical cannabis programs in many states, it can be difficult to reconcile these new programs with long-held beliefs regarding avoidance of addictive drugs and the dangers of smoking.

How then do we approach these developments in cannabis medicine? Where can we find reliable information, untainted by political and other bias? Before recommending cannabis-based medicines to a patient, how is a provider to know the risks and benefits? Other clinicians have also likely found that it is difficult to separate the propaganda from the stigma from the science, and the information provided here is intended to bridge these informational gaps.

This book is certainly not intended to be static or all-inclusive, but aims to provide clinicians with the core knowledge necessary to discuss cannabis with patients and colleagues intelligently. Conducting a search for up-to-date, relevant medical works reveals that books written in the last five years are sparse, and are not often directed to a medical audience. This work represents a compilation of information from medical reference sources, bench science research, popular information and position statements, presented with the viewpoint of medical cannabis clinical professional.

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Brief Medicinal Cannabis Lexicon

Budtender: the individual working the counter at medical marijuana dispensaries, who is employed to offer suggestions and advice to customers

Butane: as it applies to cannabis products, butane can be used to extract cannabinoids, terpenes and other lipophilic products from the whole cannabis plant. The residual butane solvent is then removed before consumption, resulting in an oily, sticky concentrate.

Cannabidiol (CBD): the second most well studied of the cannabinoids; it does not have psychotropic effects and has shown useful for a variety of inflammatory and neurologic disorders. As a constituent of cannabis species, it is most abundant in hemp varieties, but less common in cannabis strains that have been cultivated for higher THC and psychoactivity.

Cannabinoid: a family of terpenophenolic compounds unique to the cannabis plant. They can be further specified to be synthetic or of plant origin (phytocannabinoid). Mammals possess an endogenous system of ligands and receptors, termed the endocannabinoid system, upon which exogenous cannabinoids have a variety of effects. The naturally occurring or “raw” form of these cannabinoids exists with a carboxylic acid chain, which is most often removed with the application of heat to convert the raw form to the active form.

Charlotte’s Web: a high-CBD variety of cannabis, developed in Colorado by the Stanley brothers, named for Charlotte Figi. Charlotte’s struggle with intractable epilepsy was publicized on CNN by Dr. Sanjay Gupta, and started a widespread movement to expand patient access to CBD-only treatments.

Decarboxylation: in reference to cannabis, this refers to the process required to convert the natural acidic form of cannabinoids to a physiologically active form by removing the carboxylic acid side chain. This does occur naturally with time, however the application of heat will greatly speed this process, and thus the most common routes of cannabis ingestion involve heat such as vaporizing, combustion or cooking.

Dispensary: a facility specializing in the distribution of either medicinal or recreational cannabis products. Unlike a pharmacy, they do not process true prescriptions for medical marijuana, but rather receive a medical recommendation for cannabis products in general. Personnel within the dispensary then make recommendations regarding the type of cannabis strain and delivery form, dose, and route of administration based on the needs of the patient.

Edibles: term for cannabis-containing products that are cooked or baked into more ordinarily edible forms, such as cookies or brownies.

Endocannabinoid: term for the widespread endogenous system of fatty-acid derived neuromodulators that affect intracellular signaling mainly in the nervous and immune systems. Receptors and intracellular proteins involved in natural endocannabinoid signaling are also sensitive to exogenous cannabinoids, which is the mechanism by which cannabis exerts its effects. Anandamide or *N*-arachidonylethanolamine (AEA) and 2-arachidonoylglycerol (2-AG) are the two best known endocannabinoids, others include 2-arachidonoylglyceryl ether (noladin ether), O-arachidonoyl-ethanolamine (virodhamine), and N-arachidonoyl-dopamine (NADA).

Ganja: Sanskrit for cannabis

Hash: traditionally this referred to a product made by collecting the resin glands of the cannabis plant, which have a concentrated amount of cannabinoids, and was more common practice in countries outside of the United States.

Hemp: term for *Cannabis sativa* varietals that lack THC, but retain other cannabinoids and can be grown for agricultural and medical use

Hybrid: as the term suggests, this refers to blending strains possessing different genetic characteristics into the final cannabis product in order to achieve desired effects

Indica: along with *sativa*, one of the main varieties of the *Cannabaceae* species. More often from a tropical source, the variety of compounds found within Indica is reported to have mental effects that are more relaxing and sedating.

Marij/huana (vs. cannabis): initially a pejorative term for cannabis derived from Mexican slang, now more commonly used to refer to dried cannabis buds, leaves and associated plant products, as well as in the conjoined term “Medical Marijuana.”

Medicated: often used in lieu of the term “high” or “stoned”

NIDA: National Institute on Drug Abuse, the federal agency that currently mediates provision of cannabis to FDA-approved research studies that address drug abuse

NORML: National Organization for the Reform of Marijuana Laws. Formed in 1970 contemporaneously with the passage of the Controlled Substances Act (CSA), they are a non-profit organization missioned to legalize the responsible use of marijuana by adults, and to serve as an advocate for consumers to assure they have access to high quality marijuana that is safe, convenient, and affordable.

Phoenix Tears: a cannabis extract oil developed by Rick Simpson, using plants he originally grew in his own yard. The method for extraction is posted on his website.

Sativa: one of the main varieties of the *Cannabaceae* species originating primarily from equatorial areas of the world. The mental effects derived from this varietal are reported to be more uplifting and creativity-inducing.

Sinsemilla: “without seed”, refers to the asexual cloning of plants, such that fertilization is unnecessary and a cultivar can be limited to specific female strains

Terpene: a wide variety of aromatic compounds found within cannabis and other vascular plants. These chemicals imparts the characteristic smell and flavor to cannabis, and the wide variety gives rise to an assortment of cannabis products designed to suit the user’s taste inclinations. Apart from personal preferences, terpenes have demonstrated benefits for medicinal and aromatherapy purposes.

THC: abbreviation for (-)-trans- Δ^9 -tetrahydrocannabinol, the primary cannabinoid found in the cannabis plant and the most studied.

Tincture: an extract of oils, typically suspended in alcohol or glycerol. By using a dropper, measured amounts may be administered under the tongue or added to other products.

Vaporizing/Vaping: as an alternative to smoking, cannabis and related products may be gently heated to their boiling points producing a vapor, however, combustion does not occur. Multiple commercial products are available, similar to electronic cigarettes, with prefilled cartridges or chambers for plant material.

Introduction

What is Cannabis?

Cannabis species are ancient plants indigenous to south or central Asia and is likely one of the first plants cultivated by man. Hemp fibers, used nearly worldwide for rope, textiles and paper were likely a major reason for the spread of the plant through multiple continents, as well as the nutrient value of hemp seeds. The cannabis resin produced by the flowering plant trichomes, which includes concentrated psychoactive substances most notably in the female plant, is likely the best-known, most controversial component used in more recent times.

Cannabaceae is genus with three separate species or varieties. *Cannabis ruderalis* is a small atypical variety, mainly localized to Eastern Europe and Russia, with limited medicinal uses. *Cannabis sativa* and *Cannabis indica* are the two variants of clinical consequence. The main differences between these two species are appearance and growth characteristics. The *Cannabis sativa* and *indica* plant varieties can both contain a mixture of psychoactive and non-psychoactive substances, but most modern strains have been bred to maximize the percentage of the psychoactive substance known as THC, (-)-trans- Δ^9 -tetrahydrocannabinol. However, not all breeders seek to maximize the THC-induced psychoactivity. In the United States, Great Britain and Israel, firms have developed low-THC, high-cannabidiol strains as well (Tikun Olam 2014).

The dried female flowers of the cannabis plant, commonly called simply flowers or buds, can contain up to 30% THC by weight. The term “hemp” generally refers to cannabis strains that are very low in THC, but it is also the general name for the plant fiber itself. On a federal level, hemp cannot be legally cultivated in the United States after WWII, but a number of states allow for hemp pilot studies, and eight states passed laws aimed to promote hemp agriculture. In parts of the European Union, products must contain < 0.3% dry weight or 5-10ppm THC to be considered hemp, and American states have adopted a similar standard. Although hemp does not possess the psychoactive THC, it is higher in a cannabinoid called cannabidiol (CBD). Large volumes of hemp seeds can be pressed to make hemp oil, which has nutritious omega fatty acids.

Compressed cannabis resin is referred to as “hash” or “hashish”, and is generally higher in THC content than commonly available dried marijuana bud/leaf mixtures. Traditionally the hash preparation method was from the Middle East and India, using Indica varieties that produced

higher amounts of resin, but modern hash products in the United States differ due to plant strain and environmental dissimilarity.

Cannabis Sativa is characterized classically by longer stalks and plants with leaves that are long and thin. Because of the long tall stalks, sativa hemp varieties are useful for fiber and are grown for this purpose in other industrialized nations. Many sativa varieties require more time to flower because they evolved in warm equatorial regions. Like indica, sativa varieties can contain a wide spectrum of THC to cannabidiol (CBD) ratios, and a variety of associated compounds as well. Common belief is that the mental effects derived from cannabis sativa use are more euphoric and uplifting.

Cannabis Indica is characterized by shorter, stalkier plants, with wider leaves and a shorter time to flowering. Native to the Middle East and Asia, this variety is the traditional source of hash and has a stronger deeper odor. The reported subjective effects of using indica varieties have been described as more sedative or fatigue-inducing.

Currently many producers categorize cannabis products based upon the strains involved:

- 1) Indica
- 2) Predominately Indica
- 3) Hybrid
- 4) Predominately Sativa
- 5) Sativa

It is likely that in the future a number of additional qualifiers will be applied to the characterization of cannabis products as the constituents outlined in the following chapter are further defined and isolated.

Figure 1a-c: Female flowers with magnification of crystalline resin

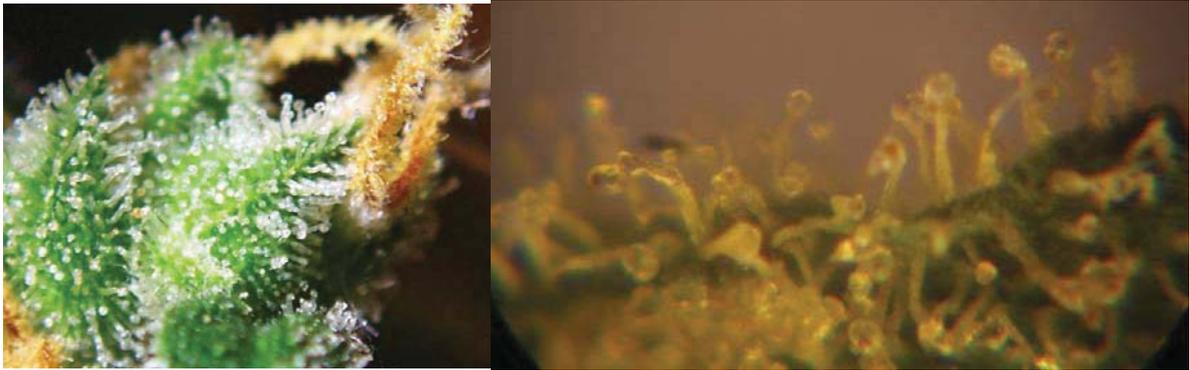


Figure 2: Cannabis indica

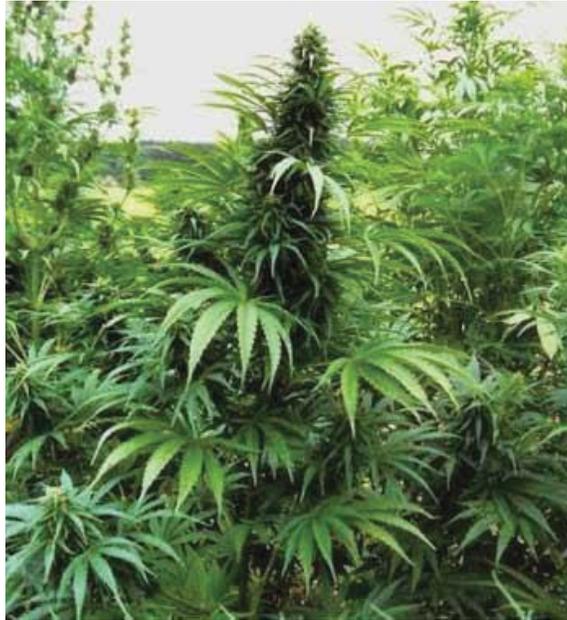


Figure 3: Cannabis sativa



Cannabis Constituents

The cannabis plant as a whole contains hundreds of distinct compounds, which fall into chemical classes that have medically important distinctions. The most prominent and well-known terpenophenolic compounds unique to cannabis are referred to as cannabinoids or phytocannabinoids to indicate their plant origin, including tetrahydrocannabinol (THC), cannabigerol (CBG), cannabiniol (CBN), cannabichromene (CBC), and cannabidiol (CBD).

To date the compounds that have been the best studied and represent the most medically important cannabinoids are THC and CBD. Each cannabis cultivar has its own unique chemical profile which can be manipulated through selective breeding and/or asexual clonal reproduction of desirable strains, called sinsemilla. Many current crops are hybridized sativa/indica strains with a wide spectrum of chemical components. Both genetic character and environment play a role in the composition of cannabinoids and the yield obtained from each harvest.

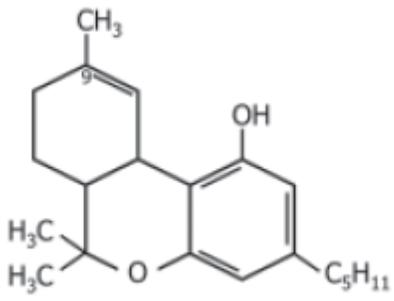
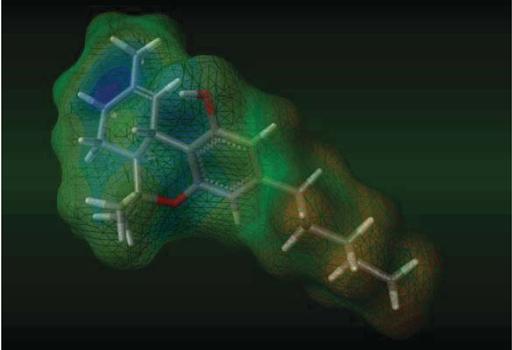
In the past, the psychoactivity of THC was the most sought-after component and genetic lineages high in CBD became increasingly rare until entities internationally began cultivating higher-CBD varieties. Contrary to the oversimplified opinion that cannabis is simply a vehicle for THC delivery, the effects of cannabinoids go far beyond THC into groundbreaking areas of molecular biology and epigenetics. Today, hundreds of strains of cannabis have been developed to genetically dispose the plant to produce particular quantities and ratios of the desired constituents. The strains may have casual names, such as diesel, AC/DC, kush and haze, but these cannabis varieties arose purposefully and systematically.

Cannabis constituent descriptions are outlined individually below, but their medical use is most often a blend, with a ratio of CBD: THC best suited to a patient's specific need.

Δ 9-tetrahydrocannabinol (THC)

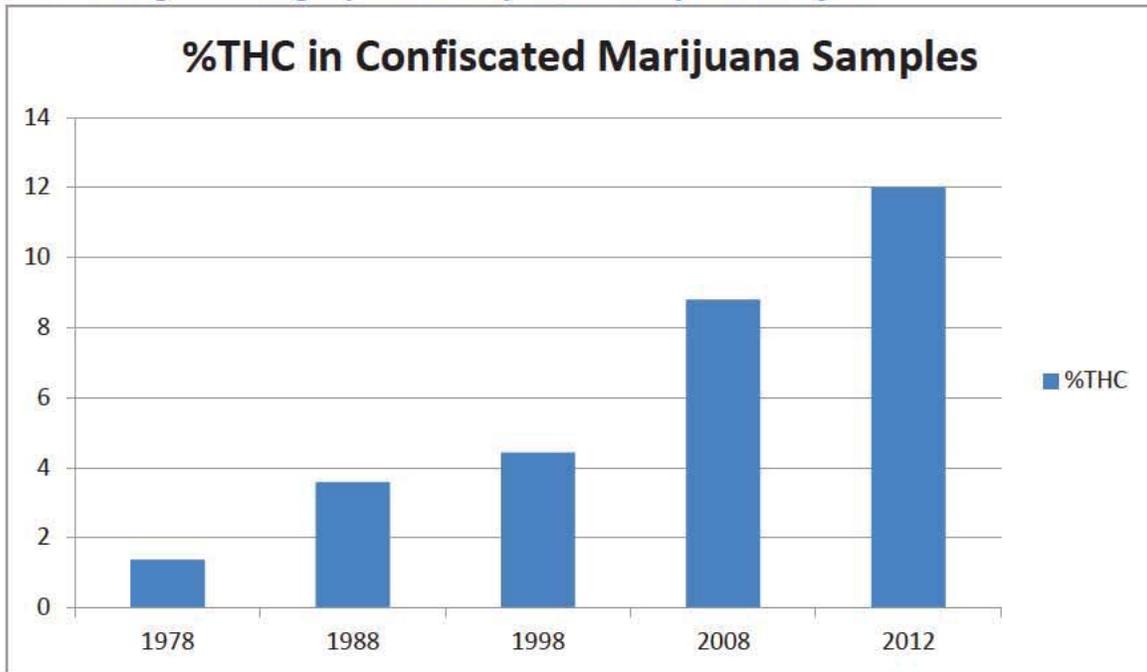
Identified and synthesized decades ago, Δ 9-tetrahydrocannabinol, better-known as THC, is the most psychoactive of the phytocannabinoids and most likely the best-studied and commonly familiar. As the chemical responsible for the majority of the psychoactivity of the cannabis plant, it causes most of the controversy as well. In addition to its notorious mental effects, THC has multiple other medical properties through its augmentation of the endocannabinoid system discussed in a later chapter, including tempering of pain and nausea perception.

Table 1: THC structure

| THC 2-D structure | THC 3-D representation |
|--|--|
|  <p>The 2-D chemical structure of THC (tetrahydrocannabinol) is shown. It consists of a central benzene ring with a hydroxyl group (-OH) at the 1-position and a pentyl group (-C₅H₁₁) at the 3-position. Attached to the 4-position of the benzene ring is a cyclohexane ring. The cyclohexane ring has a methyl group (-CH₃) at the 1-position and a dimethylpropyl group (-C(CH₃)₂-CH₂-CH₃) at the 2-position. The number '9' is placed near the double bond in the cyclohexane ring.</p> |  <p>The 3-D representation of THC is a ball-and-stick model. The atoms are colored: carbon is grey, hydrogen is white, oxygen is red, and the hydroxyl group is shown in blue and red. The model is set against a dark background with a green and blue gradient, highlighting the spatial arrangement of the atoms.</p> |

At the federally-endorsed University of Mississippi, the Potency Monitoring Project (UMPMC) analyzes samples of confiscated marijuana, “ditch weed”, and hash for cannabinoid content. Samples of confiscated cannabis in the United States have revealed that the THC content had risen from 1-2% in 1980 to over 12% in 2012, with some samples surpassing 30% (Mehmedic 2010), (M. ElSohly 2014). In 2014, samples of marijuana seized in Switzerland reached a similar average of 11.5% THC (Ambach 2014). These trends give credence to the widely held belief that marijuana is “stronger” now than it was in the past, assuming that confiscated samples are representative. Given the wide range of THC in illicit samples, it could be difficult for users to predict the mental effects of use.

Figure 4: Rising Percentage of THC in Confiscated Marijuana Samples



Cannabidiol (CBD)

CBD is likely the second best-studied cannabinoid as of late, after a drastic increase in research in the last decade. It lacks psychoactive effects itself and mutes the psychoactivity of THC, so a combination of THC and CBD can be used to prevent untoward mental effects of cannabis use. Because CBD has not been extensively studied as a monotherapy until very recently, it is difficult to outline the full range of benefits in humans. However, animal studies have demonstrated favorable effects for conditions such as psychiatric disorders, epilepsy, autoimmune disease, and cancer.

CBD very recently became more well-known because of its putative effects upon refractory pediatric seizure disorders such as Dravet syndrome. A growing market for predominately-CBD or CBD-only products has arisen from the promising research regarding seizure disorders as well as autoimmune disorders and cancer. A number of states have made a legal distinction between CBD and marijuana in the last couple of years, such that “marijuana” remains illegal but CBD is considered separately. These legislative efforts will expand access to this non-psychoactive

medicine to patients and families even in states where cannabis is generally prohibited. CBD is available in CBD-rich oils, edibles, topicals, tinctures, and oral capsules.

Other cannabinoids

Cannabinol (CBN) is a breakdown product of THC, so is often found in cannabis products aged by time, heat and/or light. It shares some of the psychoactivity of THC, but has greater affinity for CB2 receptors, so has more effects upon the immune system. It does have some psychoactive effects, but at approximately 10% the activity of THC. Other effects are similar to its parent compound, including reduction in spasms, insomnia, and pain related to inflammation.

Interest in other minor cannabinoids has grown as well, although they typically only comprise <1% of cannabis by weight. Cannabigerol (CBG), as its name implies, is a precursor molecule for other cannabinoids, and has shown success as an anti-inflammatory (Ruhaak 2011) and antimicrobial (M. a. ElSohly 2005). In limited studies, the minor constituent cannabichromene (CBC) has shown anti-inflammatory properties as well, which appear non-receptor related, and can act synergistically with THC in mice (DeLong 2010).

Analogues of the more common cannabinoids with a propyl side chain are also found in cannabis, including CBDV (cannabidivarin) and THCv (tetrahydrocannabivarin). These compounds have similar properties to their more well-known siblings. Like CBD, cannabidivarin has antiepileptic properties and can desensitize TRPV1 channels, which makes it a potential mediator of general neuronal hyperactivity (Iannotti 2014).

THCV is of special interest because it exhibits some concentration-dependent and competitive antagonist action at CB1 and agonist action at CB2, and may act as an appetite suppressant in mice (Riedel 2009) with promising research underway for treatment of insulin-resistance. It does have psychoactivity due to activity at CB1, but has been described as milder and clearer, and does not cause hyperexcitability in animal models (J. e. McPartland 2014). Until human studies are undertaken, its full potential is unclear.

Raw forms

The naturally-occurring, sometimes called “raw” form of THC and other cannabinoids has a carboxylic acid side chain, so are often denoted as THCA, CBDA, etc. Decarboxylation into the phenolic form is required for psychotropic effects, and can occur both slowly with time, or more quickly with application of heat. The percentage of acid versus phenolic forms varies highly based on the climate in which the plant is grown. Approximately five minutes at 180-200°C is sufficient for decarboxylation, but higher heat produced during cigarette smoking achieves decarboxylation in much less time (F. Grotenhermen, *Clinical Pharmacokinetics of Cannabinoids* 2006). The higher temperatures achieved with combustion and sometimes with manufacture will inactivate the majority of naturally-occurring volatile terpenes.

Terpenes

There is also another important class called the terpenes, aromatic compounds that impart flavor and the characteristic odor, but have less well-defined medical purposes (Clarke 2007). It has been suggested that the terpene constituents contribute to a number of effects experienced by intake of whole cannabis herb as opposed to isolated THC (J. a. McPartland 2001), which is often termed the “entourage effect.” Like cannabinoids, terpenes are lipophilic, and many can cross the blood brain barrier, so it is quite feasible that they work in conjunction with other cannabinoids in the central nervous system. Many terpenes are not unique to cannabis, and can be found in other herbs such as citrus plants, rosemary, lavender, lemongrass and hops, and are known to have a variety of benefits including control of carcinogenesis, inflammation and microbial growth. In the study of aromatherapy, even small amounts of inhaled aromatics such as the terpenes can affect mood.

As an example, the terpene beta-caryophyllene is found in black pepper, basil, oregano, cinnamon, rosemary, hops, and cloves. In mice, it has been shown to be an agonist of the CB2 receptor, but its medicinal properties as a dietary cannabinoid are not fully explored (Gertsch, *Beta-caryophyllene is a dietary cannabinoid* 2008).

Terpenes likely contribute to the entourage effect by providing balance to psychotropic effects. In ancient times, terpene-rich foods such as lemons, pine nuts and black pepper were used to counteract unpleasant effects of cannabis, and now with the knowledge of terpene mechanisms, these ancient practices gained merit (E. Russo 2011).

Flavonoids

Additionally, flavonoids present in other commercialized herbal preparations are also present in cannabis. A flavonoid called apigenin, better-known in chamomile, exerts anxiolytic properties by binding to central GABA receptors. The popularized flavonoid quercetin as well as a number of the known cannabinoids acts as potent antioxidant, and together they mediate a number of downstream benefits such as scavenging free radicals and inhibiting inflammation.

Apart from THC and CBD, a number of the associated phytochemicals within cannabis possess the ability to inhibit the cytochrome P450 system of the liver. In modern medicine, this must be taken into effect because of the metabolism of other exogenous prescription medications. However, the P450 system is also responsible for metabolism of carcinogen precursors to active metabolites, so inhibition of this system can lead to chemo-protection in nature. A well-studied example is the oxidation of the aflatoxin found in *Aspergillus* species into hepatotoxic metabolites.



Holistic Approach

While the cannabis plant can be broken down into several of its individual constituents, it would not be correct to describe the herb simply as a list of ingredients. At this time, it is likely that the “active ingredients” of a particular strain will be listed as THC and CBD percentages, but over time additional constituents may likely be quantified as well. However, it will not be possible in the near future to completely quantify the hundreds of compounds and their interactions, so the exact properties of the whole herb must be revealed over time.

In some aspects, the descriptions of cannabis varieties are reminiscent of the experience of wine consumption and the subjective experiential terms used by sommeliers. While the active ingredient, ethyl alcohol, is listed and quantified, there are other aspects to wine intake that are more difficult to quantify yet have known physiologic effects. The example below is an illustration of two wine types with the same alcohol content, but other important attributes that may not be specified on the label.

Table 2: Drawing an Analogy to Wine

| | Wine A | Wine B |
|----------------------|---------------------------|---------------------------------|
| Alcohol content | 14% | 14% |
| Grape varietal | Chardonnay | Malbec |
| Unlisted ingredients | Higher in sulfites | Higher in tannins |
| Unlisted factors | Yeast and sugar residuals | Tyramines from aging |
| Flavor profile | Fruity, flowery notes | Nose of cinnamon and blackberry |

Considering the wine as a whole, rather than focusing on the single active ingredient, would lead one to recommend wine A for a migraineur sensitive to tannins.

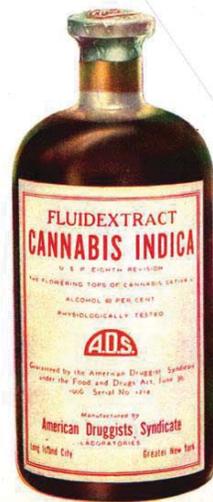
Cannabis-Based Medical Therapy

While the cannabis plant has been in popular use for centuries, recent developments in the political, biochemical and medical arenas have brought the medical benefits of cannabis to the foreground of medical research. Looking back to the development of opiates, there are similarities: a plant had been cultivated for centuries for its desirable properties, the active substance was identified, extracted, modified and synthesized, then generally accepted as a medical therapy. Cannabis is earlier in this process of acceptance, and is developing in a different age of medicine where a whole herb is not as trusted as an isolated chemical created in a lab and pressed into a tablet. As our understanding of the complex interactions of chemicals within the human body changes, medical science continues to progress. Only within the last 25 years has the exact structure of THC, CBD, and their major CB1 and CB2 receptors been defined (R. Pertwee 1997). This major advance in the molecular biology of cannabinoids has launched invigorated research efforts to the therapeutic potential of this historically medicinal plant.

Cannabis-Based Medicines and US Historical Background

Cannabis has a long, conflicted history in politics, society and medicine.

Physicians trained at different periods in this history are likely to have internalized various opinions and even biased education regarding how cannabis should be approached as a medication. In the early 1900's, cannabis extracts were required pharmacy stocks. The Marihuana Tax Act of 1937 changed how cannabis was regulated such that it amounted to prohibition, and therefore, made cannabis unavailable for medical treatment. The federal 1970 Controlled Substances Act then regulated marijuana as a highly addictive substance with no medical value, subject to criminal penalty. Efforts were underway throughout to end the prohibition, but research on a Schedule I substance is difficult, and conflicts arose among medical panels, organizations such as NORML, and leaders in levels of government. Societal influences such as the "War on Drugs," the AIDS epidemic and healthcare costs have also contributed to the evolving conflict, ultimately leading to the complicated and at times illogical framework currently positioned around medical cannabis today.



Compassionate Use Program

The “Compassionate Single Investigational New Drug Program” began in 1976 as a novel approach to the federally complex legal status of marijuana. After a glaucoma patient filed a lawsuit contending that his marijuana use was justified, federal judge James Washington ruled:

...no adverse effects from the smoking of marijuana have been demonstrated...Medical evidence suggests that the medical prohibition is not well-founded (The Criminal Law Reporter 1976)

A small core group of patients was approved to receive federally-grown and funded marijuana cigarettes through NIDA and the University of Mississippi, under the premise that each individual case was receiving the material as an Investigational New Drug (IND). Now decades old, only four surviving patients continue to receive the metal tins packed with cigarettes. Monitoring their usage over the years has provided some information regarding average consumption amounts, but no formal investigational research was undertaken on these individual patient studies with n=1. On average, the patients consume between 6-8 grams of cannabis bud/leaf each day, or about 6.63 pounds per year (E. e. Russo 2002). The program received an influx of applications with the AIDS epidemic, but was closed to new applicants in 1991.

California Proposition 215

Also called the Compassionate Use act of 1996, this was the first of what is now a growing body of state medical cannabis laws. It was also groundbreaking because it was enacted by voter initiative and pressed the issue of federal vs. state rights. In California, a medical provider can recommend cannabis for any condition in which marijuana might be of benefit, and patients are able to both grow and smoke cannabis in a non-public setting.

Following California’s lead, a number of other states enacted medical marijuana legislation, but with variations regarding regulation of home cultivation, herbal cannabis versus extracts, and the number of qualifying medical conditions. In another groundbreaking step, the people of the states of Colorado and Washington were first to “legalize” cannabis, effectively allowing for the use and regulation of cannabis in a manner similar to alcohol. Colorado first opened retail outlets January 1, 2014 (Colorado 2011) and Seattle followed in July.

Intersection of Medical and Recreational Use

The potential psychoactivity of some cannabinoids has led to both medicinal and recreational use for thousands of years, but it was not until recently that medical technology can disentangle the two areas. The psychoactivity alone however will discourage many physicians from recommending cannabis use, particularly if patients seem to be seeking the mental effects more than the medicinal benefits. The media has long portrayed users of cannabis to be mentally addled, deranged, dazed, or just lazy. Movies featuring the use of nonpsychoactive CBD in chronically ill, suffering patients are not likely to gain popularity, so the stereotype may persist. In the past, cannabis was simply considered a plant that delivered THC to get a person “stoned”, and without education for both the providers and patients regarding the range of cannabinoids and their purposes, both parties may be reluctant to initiate cannabis therapy.

Misuse or abuse of healthcare industry in the United States is in the news nearly every day, and the growing medical cannabis field is unlikely to be exempt. Licensed providers who operate clinics with no function other than providing cannabis recommendations may be disposed to financial incentives. Patients with ulterior motives may find that unethical providers are apt to provide recommendations without a proper medical exam. Unfortunately, the misuse of the system reflects negatively upon the conscientious providers and patients who seek cannabis to treat existing medical conditions that have been shown objectively to benefit from cannabis.

Establishing a boundary between purely medical use and recreational use is simple for cannabinoids such as cannabidiol, but more difficult for products containing psychoactive cannabinoids. On the contrary, in states such as Colorado and Washington, recreational cannabis is available without seeking medical attention so the boundary is drawn outside of the doctor-patient relationship. Patients who are comfortable asking about medical cannabis may have previous experience with recreational marijuana use, and providers may feel as though medical cannabis is simply an excusable route of obtaining recreational cannabis. Some providers may have had negative experiences with patients “seeking” pain medications, and translate the experience to cannabis patients as well. In one study of Canadian HIV-positive patients, 80% of patients using medicinal cannabis also continued using cannabis recreationally (Furler 2004). A much larger survey of over 4000 medical cannabis users in California revealed that nearly 90%

used daily or near-daily inhaled medical cannabis (O'Connell 2007), which would may preclude the need for additional recreational cannabis.

Ultimately, a black-and-white line may not be possible. The art of medical practice requires evaluation of gray areas on a regular basis, and providers of cannabis therapy must follow ethical principles in this area as well.

What Providers and Patients Need to Know about Cannabis Legislation

At this time, 20 states and the District of Columbia have legislation supporting medical cannabis use, two states for non-medical use, and 11 states have legislation passed or in process considering CBD separately from other marijuana prohibition. Because of the variability in state laws, licensed providers are wise to investigate the laws of the state(s) in which they practice. Many laws specify cannabis quantities in grams or ounces, which refers to the dried plant material rather than other forms such as extracts and edibles, which further complicates interpretation of state regulations.

The intricacies of cannabis legislation can be difficult enough for trade experts to understand, so it is likely that patients will have difficulties understanding how to use medical cannabis in a legally appropriate fashion. Some rough guidelines can answer some of the most common patient questions without delving into formal legal advice:

- What medical problems is medical cannabis used for?
- Can I travel out-of-state with my medicine?
- Can I order products like hemp oil online? What cannabis products can be shipped?
- Can I grow my own plants at home?
- What forms of cannabis are medical? Can this be smoked, or vaporized?
- Can I drive after I take my medicine?
- Who can give the medicine to patients like children or disabled adults?
- Is there a difference between retail/recreational cannabis and medical cannabis?
- Do I have to carry a cannabis license?
- Will my work drug screen make me lose my job?

Patients accustomed to receiving a prescription and proceeding to a retail pharmacy will also encounter some questions. Rather than a prescription where the provider proscribes the exact dose and timing, cannabis dosing is not often so black-and-white. Different patients respond differently to its effects, and individual titrations are often required to achieve the optimal dose and timing. At dispensaries, the personnel assisting patients with this process may range from budtenders with no formal education to clinicians to pharmacists, and this contrast from the typical retail pharmacy may raise patient questions as well regarding who is directing their care.

Federally, any form of plant-based cannabis remains schedule I, which has led to numerous court battles regarding state vs. federal conflicts. It remains unclear how federally-based institutions such as CMS and the DEA will respond to DEA-licensed providers who also choose to write cannabis recommendation letters. In California and the rest of the Ninth Circuit, the 2007 appeals case of *Conant v. McCaffrey* does protect providers under the First Amendment to make medical cannabis recommendations, but other districts have no such case precedents and the case does not protect the dispensaries themselves. As yet, there have not been widespread DEA license revocations in medical cannabis states, but some reports have recently arisen regarding providers receiving warnings from the DEA in Massachusetts (Lazar 2014).

Medical Society Positions on Medical Cannabis

Providers likely formed different opinions about cannabis during the era of strict prohibition than they would form today. After various states have passed diverse cannabis regulations, physician opinion may vary regionally as well. Physicians in a specialty such as oncology may have differing opinions than a sports medicine specialist, based on their daily experiences. An unfortunate byproduct of the political attitudes toward cannabis is that the natural endocannabinoid system and its manipulation is not freely taught in medical school curriculums, so the knowledge base of providers varies as well. This patchwork of influences leads to heterogeneity in provider attitudes, and the messages they communicate to patients.

In the face of contradictory opinions regarding a controversial subject such as cannabis, respected organizations such as the American Medical Association (AMA) and American College of Physicians (ACP) may offer useful information and guidance.

Reports from the AMA in 2009, and updated in 2013, addressed both the medical use and the social effects of cannabis in policies H-95.992, H-95.995 and H-95.98. To summarize, the AMA supported approaches to conduct more rigorous scientific evaluations regarding the medicinal values of cannabis. In that context, they recognized that the schedule I classification of cannabis hinders research efforts, and in 2009 they endorsed reclassification for this purpose. The vote reached in 2009 does represent a reversal of a long-held position that marijuana should remain classified as schedule I, which was previously reaffirmed in 2001. From the executive summary of the Council on Science and Public Health (CSAPH) report in 2009:

The future of cannabis-based medicine lies in the rapidly evolving field of botanical drug substance development, as well as the design of molecules that target various aspects of the endocannabinoid system. To the extent that rescheduling marijuana out of schedule one will benefit this effort, such a move can be supported. (American Medical Association 2009)

They also recommended the formulation of a more comprehensive national drug policy, particularly to address issues of adolescent drug use. In 2013, they did retain language that “cannabis is a dangerous drug and as such is a public health concern”, as well as opposition to widespread, undifferentiated legalization.

Similarly, the American College of physicians supports increased funding and research into the area of medicinal cannabis. Their position paper in 2008 included appetite stimulation, nausea relief, neurological and movement disorders, glaucoma, and pain relief as potential medical uses. They also urged:

...an evidence-based review of marijuana's status as a Schedule I controlled substance to determine whether it should be reclassified to a different schedule. This review should consider the scientific findings regarding marijuana's safety and efficacy in some clinical conditions as well as evidence on the health risks associated with marijuana consumption, particularly in its crude smoked form. (American College of Physicians 2008)

What do other physicians think about medical marijuana? A recent survey by WebMD asked over 1500 physicians, with the majority of physicians indicating that it help with certain conditions (69%) and that it should be a medical option for patients (67%). Oncologists, who are likely more familiar with cannabis-based medicines, had even higher responses at 82% (Rappold 2014).

New Approaches to Medical Cannabis Utility

Generally, the concept of cannabis as a medicine has been well-accepted in the ancient as well as more recent medical society. The historical perspective of cannabis is addressed expertly in other books (see author Ethan Russo), so will not be covered here in detail; instead, presentation of how the medical cannabis field has changed in recent decades.

Contemporaneously, the delivery of healthcare in America has experienced significant changes as well. Partially due to cost factors as well as other societal issues, many Americans are turning to complementary and alternative medicine. In 1990, one third of Americans used some form of alternative medicine, which nearly doubled over the following decade (Su 2011). This resurgence in alternative, holistic, homeopathic and/or naturalistic medicine is concomitant with the acceptance of using herbal preparations such as cannabis as medicines.

Cannabis-based medications are not often used first-line, as monotherapy, or to replace traditional medical treatment; rather, as adjuncts to conditions that are difficult to treat with conventional medicines, or in patients who have had difficulties with conventional treatments. A collection of neurologic disorders falls in this category, as well as terminal illnesses such as cancer and AIDS. The limited medical modalities that attempt to treat the recalcitrant underlying medical pathophysiology often carry a heavy side effect burden for patients and their caregivers, so seeking alternative treatments is a natural inclination.

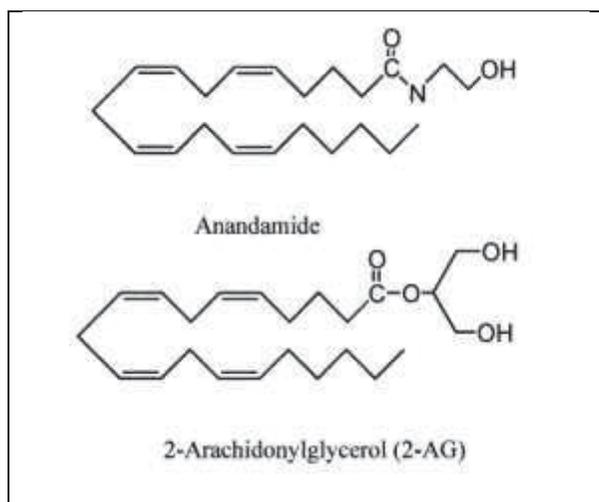
Symptom-based medications such as opiates have been in use for decades, but their side effect profile is also taxing: including lethargy, nausea, constipation, addiction, and overdose. So pervasive have the negative effects of opiates been upon American society that counties in California have filed a lawsuit against several opiate manufacturers for misleading medical providers about opiate safety (<http://bit.ly/11Hxf8q>). Further, a study released online by JAMA in August 2014 indicated that states with medical marijuana laws had a nearly 25% reduction in

annual opioid overdose death rate as compared to states without such laws, and that the reduction in fatalities grew year-by-year following legislation passage (Bachhuber 2014). Also in 2014, the well-known opiate hydrocodone will be re-classified from schedule III to schedule II, reflecting the increased scrutiny on American opiate use.

While the mood-altering properties of cannabis are common knowledge, what has not been well-known until recently is that cannabinoids have disease-modification benefits related to neurologic and inflammatory pathophysiology. As a result, cannabinoids have a unique medicinal profile insofar as they can simultaneously alter disease pathology, offer immediate symptom reduction, and pose little risk for serious deleterious side effects.

The Endocannabinoid System

In medicine, understanding first the normal physiologic process is essential to understanding how it can be manipulated. A variety of endocannabinoid molecules, chemically similar to compounds in cannabis, exist naturally within the nervous system of humans and other mammals. The term “endocannabinoid” arose retroactively after the elucidation of their similarity to phytocannabinoids, but these chemicals are endogenous to mammalian biology and despite the name, should not be confused with exogenous cannabinoids derived from cannabis. Initially perplexing, the designation does logically correlate with the pharmacologic history of opium, where an cultivated plant (poppy) produces chemicals that mimic the action of endogenous molecules (endorphins, e.g. endo-morphine), that bind to existing receptors (μ receptor). Among the five endocannabinoids identified in the 1990’s, two have emerged as the most functionally important: anandamide or *N*-arachidonylethanolamine (AEA) and 2-arachidonoylglycerol (2-AG), each pictured below:



Other human endocannabinoids include 2-arachidonylglyceryl ether (noladin ether), O-arachidonoyl-ethanolamine (virodhamine), and N-arachidonoyl-dopamine (NADA). Based upon the common root -arachido-, the similar chemical nature of these chemicals is apparent. Arachidonic acid, at times abbreviated ARA or AA, is a fatty acid similar to dietary omega-6 fatty acids.

Because they are produced on-demand, endocannabinoids differ from classical neurotransmitters which are stored in vesicles, so they are often termed neuromodulators instead.

Endocannabinoids are produced through depolarization-initiated, intracellular-calcium mediated phospholipase cleavage of precursors in the lipid cell membrane. In some disease states, and in response to physiologic stress such as neuronal damage, levels of endocannabinoids are increased by cleaving the membrane precursors as needed. Studies suggest that an increase in endocannabinoid levels facilitates recovery from oxidative stress, free radical damage, and the subsequent inflammation produced by apoptosis.

In nerve tissues, endocannabinoids function as retrograde neuromodulators in a complex feedback system.

Figure 5: High-level Depiction of Forward Neurotransmission

"Chemical synapse schema cropped" by user:Looie496 created file, US NIH, National Institute on Aging created original - <http://www.nia.nih.gov/Alzheimers/Publications/UnravelingtheMystery/>. Licensed under Public domain via Wikimedia Commons

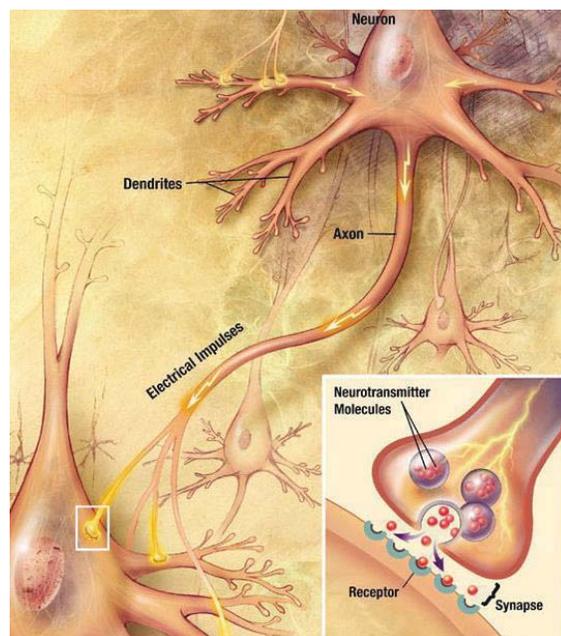
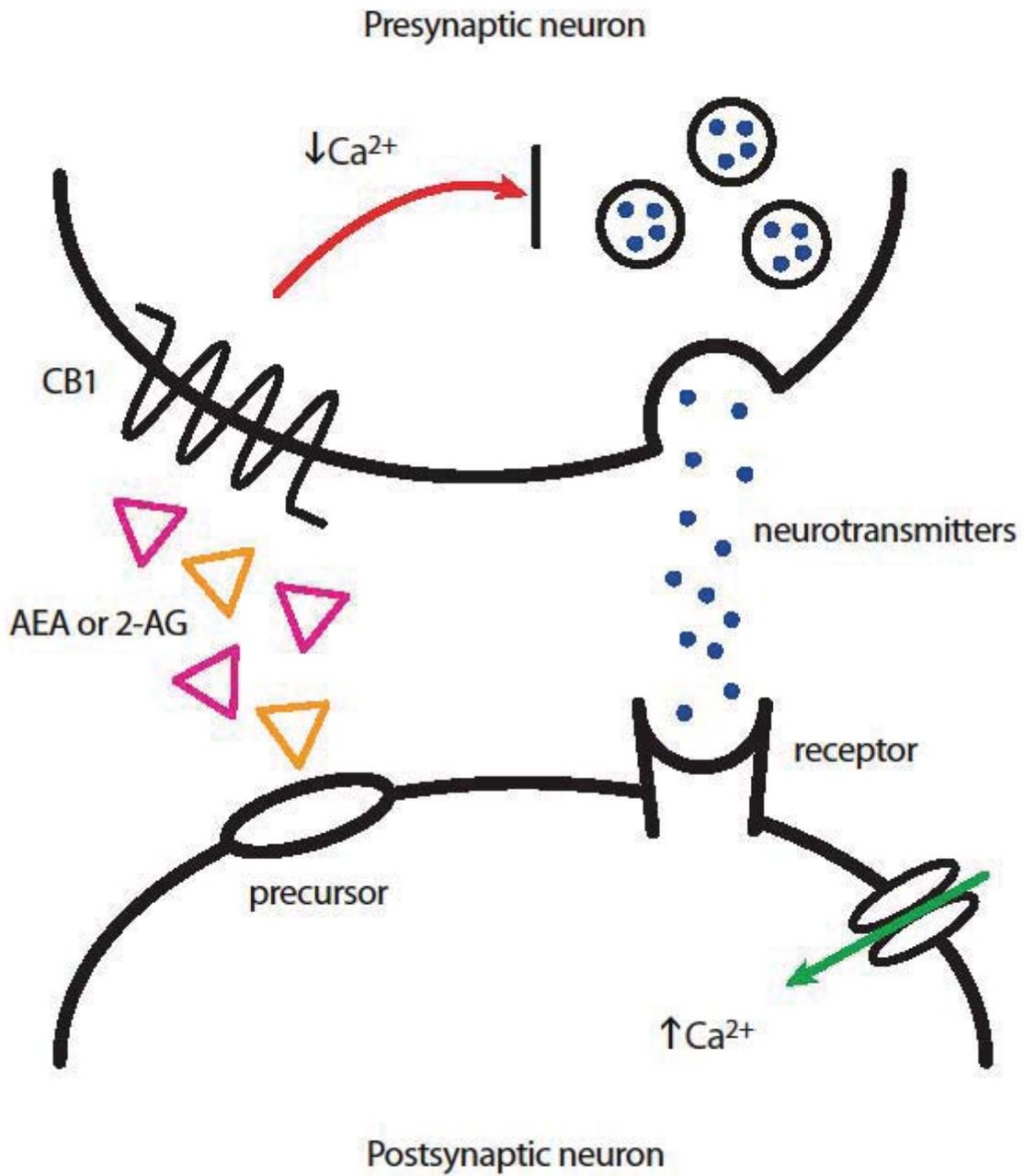


Figure 6: Simplified endocannabinoid Neuromodulatory Cycle



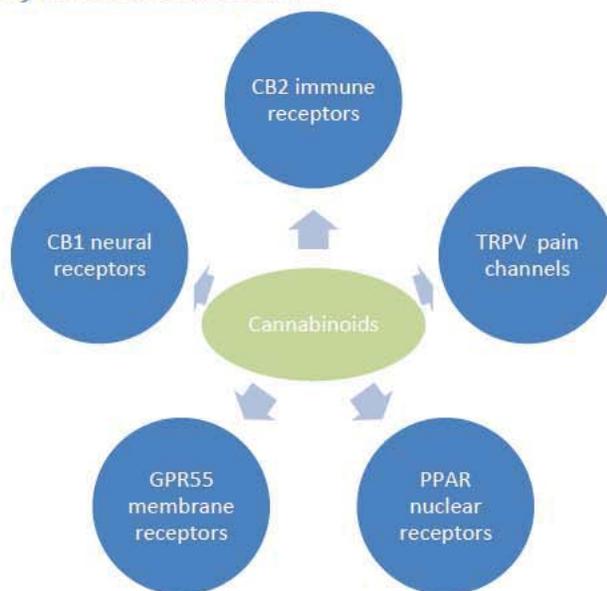
In vivo, AEA is quickly inactivated enzymatically by the fatty acid amide hydrolase (FAAH). AEA can be potentiated by inhibition of the FAAH catalytic enzyme (Hwang J 2010) or by methylation modification of the anandamide molecule to impede FAAH action. 2-AG is broken down by monoglyceride lipase primarily, as well as other enzymes.

Sites of Exogenous Cannabinoid Action

THC and many of its derivatives are agonists at the CB1 and CB2 receptors in tissues where those receptors are expressed. Intake of THC systemically, in the amounts used in therapeutic and recreational doses, causes activation of these receptors that is more widespread and nonspecific than the subtle modulatory effects of natural endocannabinoids.

The mechanism of action of CBD remained unclear for years because it only showed weak affinity to the known CB receptors and actually has some inhibitory effects for CB1 and CB2 agonists at the receptor. Recent research suggests that one of CBD's main mechanisms of action is inhibiting FAAH-mediated hydrolysis of AEA. By delaying AEA breakdown, mean levels of AEA are increased. CBD is also an inhibitor of p450-mediated oxidation of THC so can prolong the action of THC in vivo.

Figure 7: Sites of Cannabinoid Action



Connection to Dietary Fatty Acids and Supplements

A variety of fatty acids are required for normal cell membrane functioning, and “essential” fatty acids are those of the body cannot synthesize, but are necessary for health. In humans, the two essential fatty acids are alpha linoleic acid (ALA) and linoleic acid, both of which belong to the omega fatty acid family. Intake of omega (ω) fatty acids leads to modification in the mammal to eicosanoids (then prostaglandins, leukotrienes) and arachidonic acid—a component of the endocannabinoids AEA and 2-AG.

Docosahexaenoic acid (DHA) and eicosapentaenoic acid (EPA) are polyunsaturated ω 3 fatty acids made from ALA and found in fish oil, canola oil, flaxseed, walnuts and wild rice. Normally found in high concentrations in neuronal membranes, low levels of these fatty acids have been linked to depression as well as cardiovascular disease. When these molecules are esterified with ethanolamide, they display endocannabinoid similarities such as activating CBRs and breakdown by FAAH catalysis (Brown 2010).

Considering the high amounts in neural tissue and the demands of a developing brain, polyunsaturated fatty acid supplementation was theorized to support mental development in infants, and led to DHA and arachidonic acid-enriched baby formulas (Birch 2007).

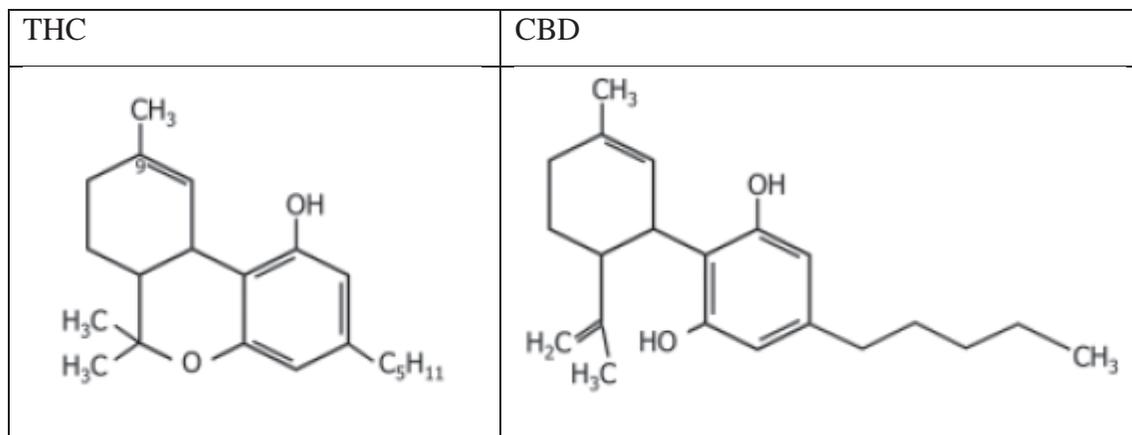
Other dietary compounds can affect endocannabinoids as well. Naturally-occurring unsaturated fatty acids in chocolate, N-oleoylethanolamine and N-linoleoylethanolamine do not directly bind to the CB1 receptor, however they do inhibit the FAAH-mediated breakdown of AEA in rat brain, indirectly increasing AEA levels (di Tomaso 1996).

Hemp oil contains essential fatty acids as well as the desired 3:1 ratio of ω 6:3 fatty acids. Studies regarding the health benefits of fish and other oils revealed that the ω 6 and ω 3 fatty acids are best consumed in a 2-3:1 ratio, which is uncommon in the Western diet, so supplements have been developed that enhance this ratio.

Together, the fatty acid nature of the endocannabinoids and the research regarding fatty acid intake suggest that indeed measured dietary intake of essential fatty acids is beneficial for the delicate interplay amongst cell membrane function in the ubiquitous endocannabinoid system.

Exogenous Phytocannabinoids

Pictured below are the two primary cannabinoids found in cannabis: THC and CBD. These molecules exert their effects by enhancing the endocannabinoid system. THC binds to both the CB1 and CB2 receptors, and CBD hinders the hydrolysis of AEA, so together they can augment natural endocannabinoid functioning in a synergistic fashion. Other phytocannabinoids are discussed in the [Cannabis Constituents](#) section.



A non-cannabis plant compound has also been discovered to have cannabinomimetic activity at CB2—N-alkyl amides from *Echinacea*/purple coneflower (Gertsch 2006). Ongoing discoveries of such as this may lead to further research into related plant compounds that affect the endocannabinoid system.

Synthetic Cannabinoids

After the discovery of both the natural endocannabinoid structure as well as their receptors, scientists began investigations as to how the system could be modified to achieve specific effects. Laboratory modifications of cannabinoids can alter their affinity for CB receptors, interfere with the actions of other cannabinoids, and alter hydrolytic kinetics. These synthetic or modified cannabinoids are not generally purposed for medicinal use at this time, but they are quite useful in laboratory investigations and research regarding endocannabinoid signaling pathways.

Back in 1977, laboratories began experimenting with synthetic enantiomers of THC and cannabidiol in the + configuration, that were dubbed “abnormal” or abn-THC, abn-CBD (Adams

1977). They noted that abn-CBD had vasodilatory effects, without causing behavior changes in the laboratory dogs. Many years later, this observation is now believed to be related to a proposed new cannabinoid receptor, GPR18, which mediates the vasodilatory effects of AEA and abn-CBD (Penumarti and Abdel-Rahman 2014).

Another synthetic cannabinoid molecule was developed as an inhibitor rather than an agonist. Given that cannabinoids typically induce appetite, it might follow that blockade of the cannabinoid system may be useful for weight loss. SR141716A is an antagonist at CB1 receptors, and did indeed show appetite suppression in mice. As an investigational medication, it was called rimonabant/Acomplia and underwent trials in Europe which did show weight loss. Unfortunately untoward mental effects in humans resulted, which underscores the importance of the endocannabinoid system in normal human physiology.



Synthetic cannabinoids have also been manufactured for recreational use, and in recent years substances called K2 and “spice” have emerged in the US market. Many of these “designer” drugs are CB1 agonists, but are structurally dissimilar to natural THC. The increased incidence of adverse effects related to these illicit substances is partially related to very potent activation of the CB1 receptor, but also multiple effects in the other neurotransmitter systems such as serotonin (Seely 2013).

Medicinal Cannabinoids: Mechanism of Action

The elucidation of exogenous and endocannabinoid molecular structure, along with their receptor targets, has led to a great deal of research on the mechanisms through which the cannabinoids work in the human body. At least two cannabinoid receptors have been well-defined: CB1 and CB2. They are the most abundant G-protein coupled receptor in the CNS, yet were relatively unknown until the 1990's when research volume regarding cannabinoids skyrocketed. The CB1 and CB2 receptors are both G-protein-linked and stereoselective, but display disparate properties in other aspects.

CB1 receptors are found primarily on neurons within the central and peripheral nervous system, but also in smaller concentrations other cells such as lymphocytes, retinal and endocrine cells. CB1 receptors activation leads to the downstream psychoactive effects of cannabis.

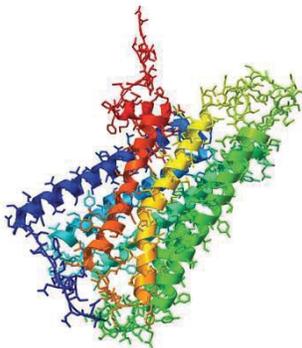


Figure 8: Structure of the CB1 receptor

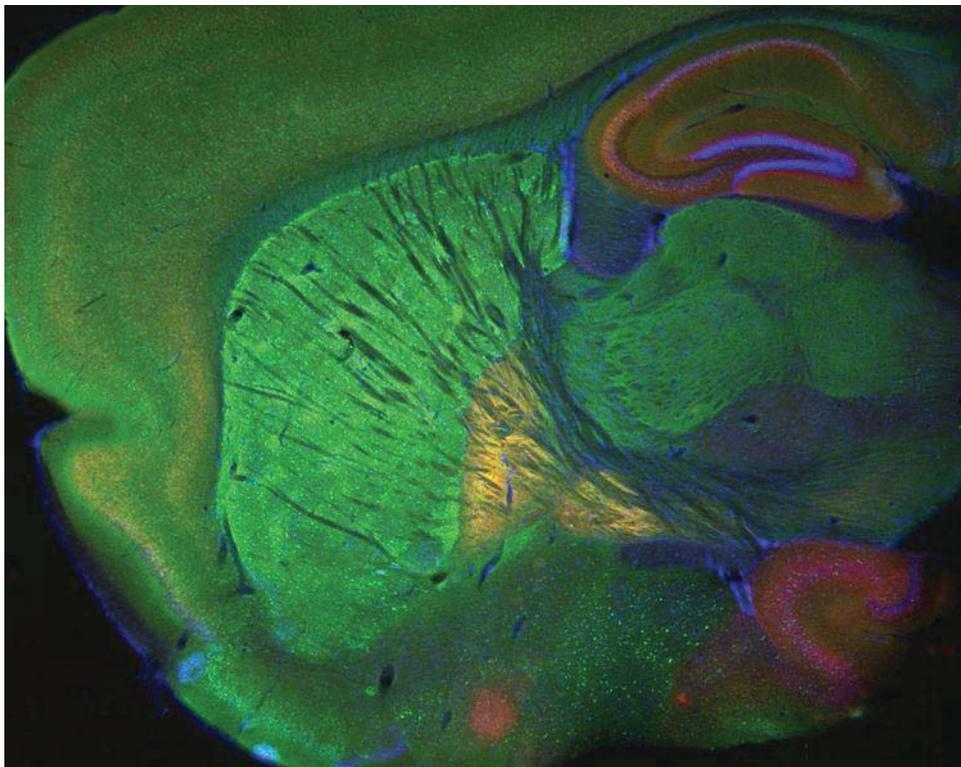
Source P21554 CNR1_HUMAN Cannabinoid receptor 1 OS=Homo sapiens GN=CNR1 PE=1 SV=1 Morten Kallberg, Haipeng Wang, Sheng Wang, Jian Peng, Zhiyong Wang, Hui Lu & Jinbo Xu. Template-based protein structure modeling using the RaptorX web server. Nature Protocols, 7(8) 1511-1522, 2012. Public domain.

CB2 receptors are distributed differently within human tissues, concentrated in the immune system and the glia that support the CNS. Knowing the distribution of this receptor, it is logical that activation does not induce psychoactive effects; rather, immunomodulation. The THC molecule, AEA, 2-AG and synthetic analogs can activate either cannabinoid receptor at low concentrations.

CBD has not been shown to activate either the CB1 or CB2 receptor with significant affinity. Recent work has shown that the lipophilic endocannabinoids bind to fatty acid binding proteins within the cell cytoplasm and are then catalyzed by fatty acid amide hydrolase (FAAH). CBD appears to indirectly increase AEA levels by inhibiting FAAH (Bisogno 2001).

In vivo, the complex interactions amongst endocannabinoids and exogenous cannabinoids cannot be oversimplified to a linear process. As neuromodulators, cannabinoids typically exhibit an inhibitory feedback effect upon the neurotransmitter released at the presynaptic terminal. Some neurotransmitters are suppressive and others are excitatory, so the net effect may in fact be upregulation. The neural pathways of the mammalian brain are not simply excitatory or inhibitory either, and these tissues may express different ratios of receptors, so the overall effect of cannabinoids upon the CNS is incredibly complex. The widespread distribution of CB and non-CB receptors makes manipulation of a single area much more difficult. Clearly the pharmaceutical potential is also vast, so in the future highly specific pharmaceutical modulators of the endocannabinoid system are sure to develop.

Figure 9: Immunohistochemical Staining for the CB1 Receptor in a Sagittal Section of Mouse Brain



Source: National Institutes of Health (NIH) Creator: Margaret I. Davis Date Added: 5/24/2012. Image was taken with a Zeiss Lumax stereomicroscope. Public domain.

Figure 10: Sites of CB1 Receptors

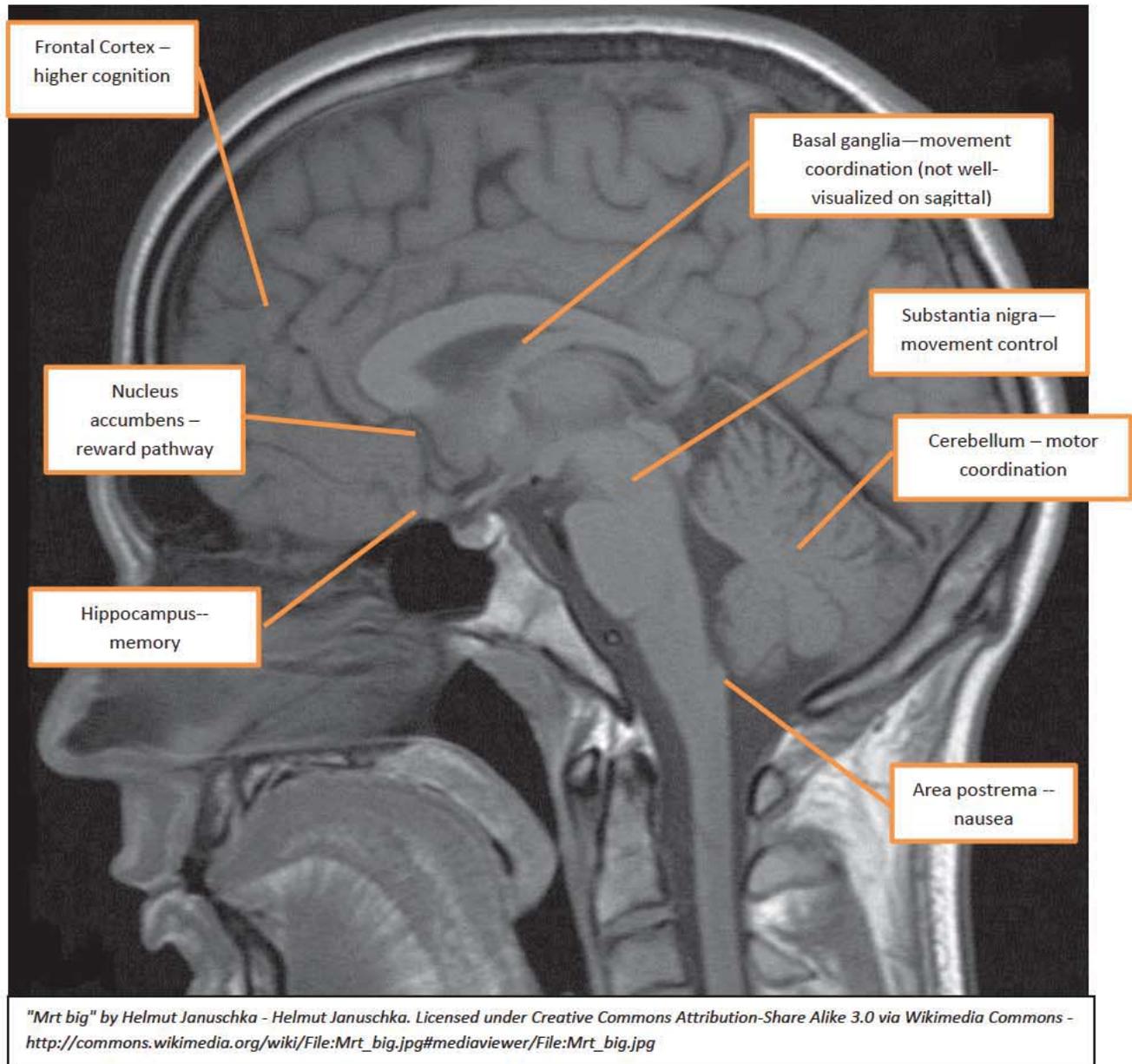
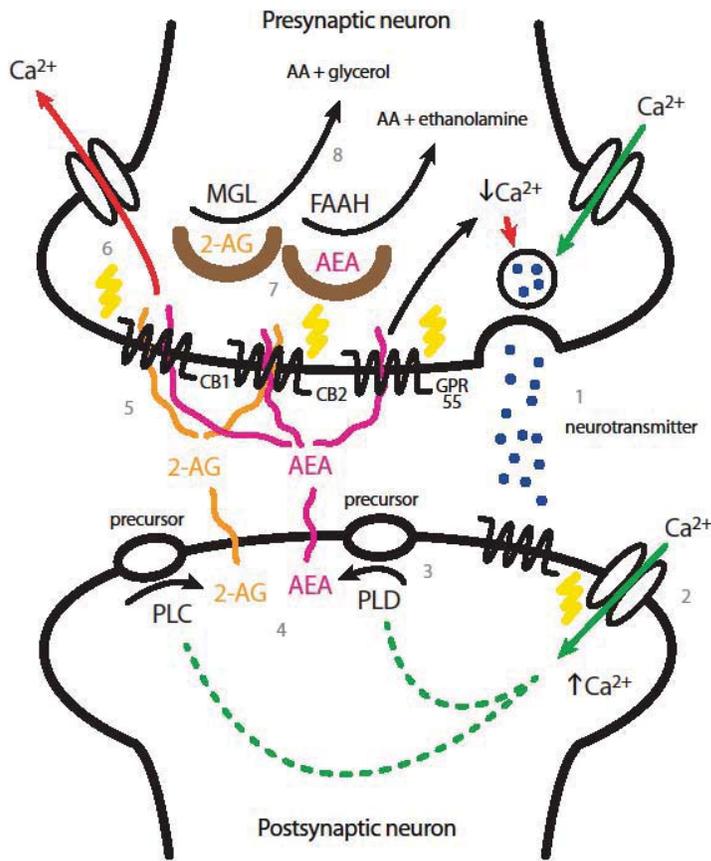


Figure 11: Mechanism of endocannabinoids at nerve terminals



1. The cycle begins with the release of a neurotransmitter from the activated presynaptic neuron
2. Crossing the synapse, the neurotransmitter binds to receptors on the postsynaptic membrane and causes depolarization and opening of calcium channels
3. The influx of calcium then triggers a cascade of events which leads to phospholipase-induced cleavage of endocannabinoid precursors in the cell membrane
4. AEA and 2-AG are released into the cleft and diffuse to the presynaptic terminal.
5. There, they bind to the G-protein coupled cannabinoid receptors CB1 and CB2, as well as non-CB receptors GPR55 and TRPV1 for AEA
6. Decreased intracellular calcium levels result, resulting in negative feedback to step 1
7. Internalized AEA and 2-AG bind to intracellular fatty acid binding proteins
8. AEA is broken down into ethanolamine and arachidonic acid by FAAH, and 2-AG is broken down into glycerol and arachidonic acid by MGL

Elucidation of non-CB Receptors

GPR55

The CB1 and CB2 receptors were characterized in the 1960's by Dr. Mechoulam's renowned research laboratory. Another receptor, GPR55, was more recently cloned in 1999. Despite its widespread presence throughout the CNS, it remained an orphan receptor until more recently when it was noted that it shared sequence similarity to the binding region of cannabinoid receptors (D. Baker 2006). AEA as well as THC binds to the GPR55 receptor, and 2-AG can be interconverted to GPR55's primary ligand L- α -lysophosphatidylinositol (LPI) (Zhao 2013). Similar to its actions at CB receptors, CBD is more likely a GPR55 antagonist (H. a. Sharir 2010). Together, the evidence supports that GPR55 does play a role in the interdependencies of the cannabinoid system, with more research underway.

TRPV1

Also known as the Vanilloid Receptor 1 (VR1), the transient receptor potential vanilloid (TRPV1) receptor channel is activated in response to tissue irritants such as heat, decreased pH and exogenous capsaicin “heat”. Mediating sensory nociception, activation of TRPV1 causes calcium ion influx and a subsequent burning sensation. However, chronic activation of the receptor leads to a paradoxical desensitization. THC and AEA also activate TRPV1, and this activation leads to phosphorylation and ion influx. CBD and CBDV, on the other hand, desensitize the receptor in vitro much like capsaicin does (Bisogno 2001) and may prove therapeutic in arthritis, neuropathic pain, and diseases of neuronal hyperexcitability (Iannotti 2014).

PPARs

Within the cell, cannabinoids also interact with peroxisome proliferator activated receptors (PPARs). These nuclear receptors cause downstream binding to DNA promoter sequences to enhance gene transcription. The PPAR receptor family regulates lipid metabolism, and fatty acids activate the receptors in what could be a feedback mechanism. By inhibiting fatty acid hydrolase, CBD increases intracellular levels of fatty acids that bind to PPAR γ such as AEA, linoleic acid, arachidonic acid, and EPA (J. a. Berger 2002). Recalling the names of the endocannabinoids and their relation to fatty acids, it follows that endocannabinoids have direct influence at PPARs as well. It is possible that other cannabinoids directly bind to PPAR, but it is not yet clear if PPAR activation is direct or indirect (Sun 2007). The FDA approved fibrates and thiazolidinediones (such as pioglitazone) for insulin sensitization, and later it was discovered that their mechanism of action was PPAR α and PPAR γ activation, respectively. Given the extent of diabetes and related metabolic disorders, this area has enormous pharmaceutical potential.

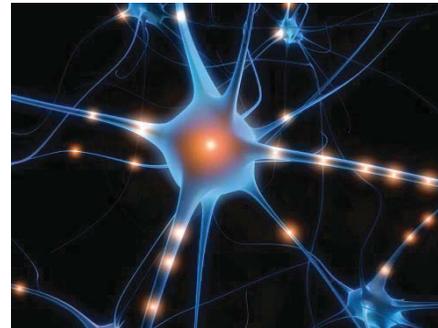
5-HT_{1a}

Taking into account that cannabis has been used for centuries to control pain and nausea, it may come as no surprise that cannabinoids can have effects upon the serotonin system and its 5-HT receptors. Dr. Ethan Russo has long recommended that cannabis should be applied to migraine therapy (E. Russo 1998), and in 2005 demonstrated that CBD has agonist effects at 5-HT_{1a} receptors (E. e. Russo 2005). In addition to headache, serotonergic effects are being considered with regards to neuromodulation in the serotonergic basal ganglia (Espejo-Porras, et al. 2013), central nausea (Rock 2012), and stroke neuroprotection (Mishima 2005).

Mental Effects of Cannabinoids

Generally, a number of medical terms have been used to describe the effects of cannabis use: relaxation, intoxication, memory impairment, time distortion, increased appetite, dysphoria, euphoria, reduced concentration, reduced reaction time, dry mouth, tachycardia, conjunctival injection, hyperactivity, heightened attentiveness, depersonalization, dizziness, confusion, flushing, somnolence, vision changes, and disorientation.

In addition to familiar medical terminology, patients may report a wider variety of colloquial terms regarding the mental alterations of cannabis: chill, dreamy, floating, heaviness, peaceful, whole-body, relaxation, euphoria, “body” effect, head rush, social effect, uplifting, chatty, creative, focus, laid-back, foggy, “couch lock”, attentive, buzz, hilarity, or time-expansion.



The range of symptoms experienced by cannabis user will vary based upon the components of cannabis contained within the product used, the route of administration, the metabolism of the individual user, as well as their environment and mental mindset. It may be difficult then to predict accurately how any one individual patient may react to medicinal cannabis, so generally beginning with a small initial dose and titrating upward very slowly is advisable. To be safe, naive users may find that a safe, comfortable environment with known, trusted adults is the best setting to trial first doses of medical cannabis. Beginning with a low dose of psychoactive constituents is also advisable, to avoid inadvertent over-intensity of symptoms. A number of studies have shown that a balance of CBD can ameliorate some of the negative effects of unopposed THC (Niesink 2013), including memory loss at the hippocampus (Englund 2013).

A phenomenon known as Acute Cannabis psychosis has been described, where patients who had consumed large amounts of cannabis in a short time-frame became suddenly confused, delusional, labile, amnesic, and paranoid, then recovered with residual deficit after cannabis abstinence. This does not likely represent a primary psychiatric disorder, rather, an expected effect of large cannabis doses.

Observationally, it is often found that users can become tolerant to the unpleasant side effects relatively quickly, while preserving therapeutic effect. Because most cannabis studies are 12 weeks or less, it is difficult to quantify long-term tolerance. It is reasonable to surmise that CB receptors, if continually activated, would undergo down-regulation over time, but further study is needed to evaluate the process.

Users may tend to have a preference for one strain of cannabis over another. There is no objective evidence to demonstrate that these effects are supported by molecular biology except by accounting for THC and CBD, but after understanding the multiple active components of cannabis it is possible the lesser cannabinoids and terpenes could account for these effects.

Table 3: Subjective Differences between sativa and indica strains of cannabis

| | Sativa | Indica |
|---------------------------------------|------------------|-----------------------|
| Subjective Effects | Euphoria | Analgesia |
| | Energy | Sleep |
| Conditions Where One Strain Preferred | Weight loss | Nonmigraine Headaches |
| | Recreational Use | Neuropathy |
| | | Seizures |

Source: (Pearce 2014)

Treatment

In cases of over-ingestion of cannabis, where the product consumed is known, there is likely little medical danger in overdose as outlined in the Safety Profile section below. Often a quiet, calming environment is reassuring to anxious or paranoid patients. If symptoms are severe, with psychotic or other dangerous tendencies, administration of benzodiazepines in a medical setting may be effective in reducing agitation until effects of THC wear off. Orally-ingested THC does undergo significant first-pass metabolism in the liver to a psychoactive metabolite 11-OH-THC, so prompt gut decontamination may be of some benefit in reducing the duration of symptoms.

In cases where decreased mental acuity and/or paranoia make it difficult to ascertain what substances the user may have consumed, medical attention is the most prudent approach.

Safety Profile

Within cannabis literature, it is nearly ubiquitously reported that marijuana alone has never caused a human fatality. Wayne Hall at the National Drug and Alcohol Research center in Australia has reported in a number of publications that there have been no confirmed cases of cannabis overdose, and the estimated lethal dose for humans extrapolated from animal studies is so high that it cannot be achieved by users (W. Hall 1995).

The FDA-approved medication dronabinol, consisting of Δ 9-THC, indicates on the label that the estimated lethal human dose of intravenous dronabinol is 30 mg/kg (FDA rev 2004).

Quantifying the LD50 of cannabis in humans has not been demonstrated, and the coexistence of other substances such as cocaine or heroin further confounds the causality in postmortem cases.

A possible explanation is a paucity of receptors in the brain stem of humans, saving the overdosed patient from the respiratory depression seen in other overdoses such as opiates (F. Grotenhermen, Cannabinoids and the Endocannabinoid System 2006). Before extrapolating this observation into a blanket statement regarding the safety of cannabis, further investigation is warranted.

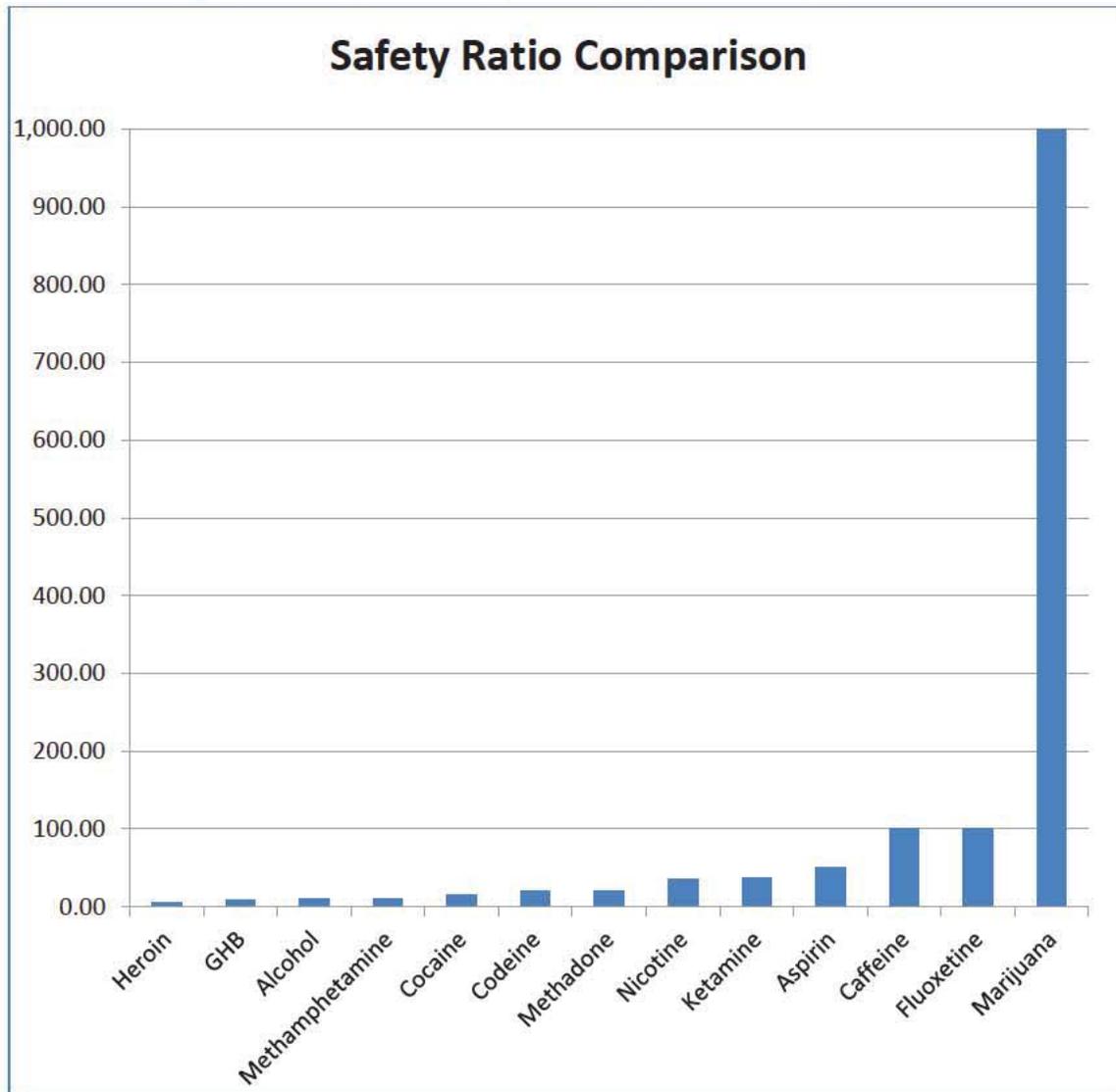
The LD50 value, which is the gross single dose of a substance that causes lethality in 50% of test animals, is an informative piece of data however it does not put this dose into the context of a therapeutic dose. With many prescription drugs, a therapeutic index is more useful to determine the overall safety of a particular substance. The therapeutic index is calculated by dividing the median toxic dose by the median effective dose, so the smaller the number, the more hazardous the medication.

A narrow therapeutic index is defined by the FDA as a less than 2-fold difference between median lethal and median effective dose, or between minimum toxic and minimum effective concentrations in the blood. Commonly used medications within this category include digoxin, lithium and phenytoin. Using digoxin as an example, therapeutic blood levels are approximately 0.8-2.0 ng/mL, and the toxic level is approximately 2.4 ng/mL, producing a therapeutic index of about 1.7.

For illicit or non-FDA approved substances, it is difficult to calculate a therapeutic index. In these cases, a safety ratio is often used, where Safety ratio = ratio of toxic dose to desired

effective dose. Again, the smaller the number, the more risky the substance. The estimated fatal human dose of THC is between 15-70 grams. Starting with a common single dose of 20mg, this would translate into 750-3500 doses. These values are intrinsically difficult to calculate, but the figure below depicts some estimated numbers (Gable 2004):

Figure 12: Safety ratios of commonly abused psychoactive drugs



The historical safety of cannabis products preceded the development of synthetic and other highly concentrated forms of THC. Therefore, it is wise to carefully study which substance exactly as being consumed, as well as the route of administration and other underlying medical conditions when considering the overall safety of cannabis. The recent manufacture of illicit “synthetic” products may lead one to believe that synthetic cannabis is unsafe; however, the

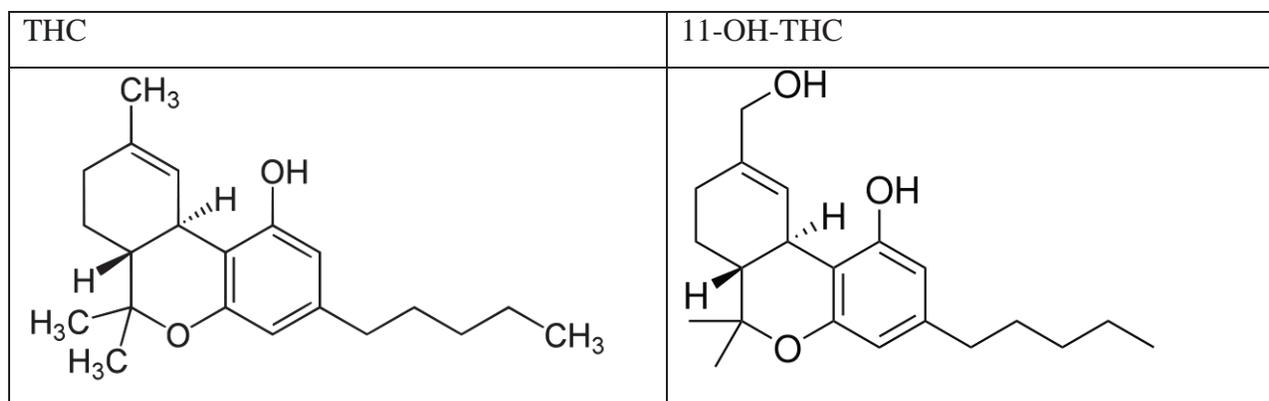
chemical structure of “synthetic” marijuana such as K2 is dissimilar to the natural form so the potency and metabolism is different. Fortunately with use of medicinal and other regulated products as well as careful cannabis cultivation, both patients and their medical providers are better informed regarding the active chemicals contained within cannabis products they consume.

Regardless of the known safety profile, cannabis and its related medicinal derivatives must be stored in a safe manner and labeled accurately as to avoid accidental ingestion, particularly for children.

Metabolism of Cannabinoids

After initial absorption and distribution into the bloodstream, plasma levels drop as cannabinoids distribute into highly vascularized and lipophilic tissues. Over time, cannabinoids redistribute back into the bloodstream, often causing perplexing fluctuations in blood levels. Because they are lipophilic, cannabinoids require extensive chemical modification to be eliminated.

The major modifications take place through oxidation in the hepatic cytochrome p450 system, with subsequent hydroxylation and glucuronidation. Orally consumed cannabinoids undergo significant first-pass hepatic metabolism through this mechanism. Some major metabolites produced are 11-OH-THC, THC-COOH and their glucuronidated and fatty-acid conjugated forms. Both THC and CBD are primarily metabolized through the CYP2C9 and CYP3A4 p450 subsets, which affects metabolism of other cannabinoids as well as other exogenous medications, as listed in the [Cautions: Interactions](#) section (Jiang 2011) (Watanabe 2007). Due to this first-pass liver effect, oral ingestion of THC leads to increased levels of 11-OH-THC compared to inhalation. 11-OH-THC has prolonged psychoactive effects at the CB1 receptor, so oral ingestion leads to more sustained mental status alteration.



The lipophilic forms that have distributed into the body tissues are slow to re-diffuse from the body fat back into the plasma, which can result in metabolites appearing in the urine for days after exposure. Researchers have proposed that the ratio of the THC-COOH metabolite to THC can be used to estimate the elapsed time from THC exposure (Huestis 1992) and attempts to validate this research are still underway to provide guidance regarding legal matters such as driving under the influence (MA Huestis 2006). Unfortunately, there is no linear or predictable relationship amongst the time of exposure, plasma levels, degree of intoxication, or excretion. The mean terminal half-life of THC is estimated to be 30 hours but can vary widely.

Metabolized THC is excreted into the water-based bodily fluids of urine, saliva and sweat in smaller amounts compared to fecal elimination. Lipophilic free THC is completely reabsorbed by the renal tubules, so only conjugated metabolites appear in the urine.

Drug testing

The chemical detected most commonly in urinary drug tests is THC-COOH. Because of the complex metabolism of THC and variability amongst users, it is often difficult to predict how long a urine drug test will remain positive. A variety of researchers have found that 3 to 5 days is most common, however reports of persistence for weeks to months are not uncommon (F. Grotenhermen, Clinical Pharmacokinetics of Cannabinoids 2006). This is likely due to the distribution of cannabis metabolite into bodily compartments at various time points. While the medicolegal aspects of cannabis drug testing is outside the scope of this book, providers recommending cannabis-based medicines likely have questions regarding detection of cannabinoids for medical and other practical reasons.

Because of its biochemical structure, CBD and its related compounds are not detected by traditional urine drug testing (Tsai 2007). Dronabinol, structurally identical to naturally-occurring THC, undergoes the same metabolic process and is indistinguishable from illicit THC in a urine drug test. However, the presence of other cannabinoids naturally occurring in herbal cannabis, such as THCV, is a sign that a drug test was not positive due to dronabinol alone.

The Substance Abuse and Mental Health Services Administration (SAMSHA) oversees with eating federally regulated drug testing programs. They define both what constitutes a screening versus confirmatory test, as well as the cutoff level that defines a positive result. Effective 2010, the immunoassay initial testing cut off was set at 50 ng/mL, a reduction from the previous 100 ng/mL (Substance Abuse and Mental Health Services Administration 2010). The cutoff for confirmatory testing drops to 15 ng/mL, so this level is often used as a reference point in research studies.

SAMHSA also has guidelines in place for testing and reporting of sample adulteration. Widely available on the Internet, kits containing adulterants are marketed to persons wishing to mask positive urine drug screening tests. Among these methods, oxidizing agents can be used to significantly reduce the amount of THC-COOH detectable in the urine (Paul 2004).

Legally rigorous detection methods for THC metabolites in other bodily fluids are still under investigation. Point-of-care sweat and saliva detection offers an obvious advantage to urine collection, but technology has yet to meet the stringent error rates required from a medicolegal perspective.

Common Cannabis-Based Medications

The Entourage Effect

It is a common observation in clinical use that whole plant/extract oil use is often more subjectively efficacious than single isolated plant or synthetic cannabinoids such as dronabinol. This is dubbed the “entourage” effect, and over time what began as frequent subjective reports has been borne out in the objective analysis of cannabis constituents. The interplay of the well-known cannabinoids THC, CBD, CBV, CBC and terpenes in humans has not been decisively established, but the mechanisms of action demonstrated in the laboratory makes it clear that multiple interactions are at play. While some constituents may have a synergistic effect, it is also likely that the balance of chemicals can mitigate side effects. For instance, cannabidiol is an antagonist of CB1 and CB2 agonists and inhibits the metabolism of THC to its long-acting psychoactive metabolite 11-OH-THC, so can ameliorate possible unpleasant mind-altering effects of THC. While THC, CBD and a small number of other cannabinoids have been the most extensively studied as single agents, the effects of the other 400 phytochemicals have been encompassed, and contribute to the difference in subjective effects between whole-plant and isolated extracts.

The Extract Movement

The detriments of inhaling a combustion product have long been cited as an objective medical reason to avoid cannabis use. To avoid smoking, cannabinoids have been extracted from the plant matter through a variety of methods including hydrocarbons, oils, carbon dioxide, and alcohol to produce tinctures and oils.

One of the more famous oils was pioneered by Rick Simpson from Canada, who developed “Phoenix Tears” after struggling with conventional medications for his own medical ailments. His story gained attention after he grew over 1500 plants to produce the oil (for free distribution) and subsequently faced significant legal consequences. His efforts spawned a number of other personal documentaries outlining the benefits of cannabis oil in individuals who chose to go public with their stories, and now a large number of these testimonials are available on the internet with written and video accounting of individual’s disease progress.

Compelling personal accounts of patients achieving a cure is likely to elicit strong emotions in even the most reluctant reader. Science has demonstrated significant benefits of cannabinoids in multiple disease areas, but accounts of miraculous cures must of course be interpreted with skepticism. Whether the hopes raised by these stories is hype remains to be seen, and patient education is vital in setting reasonable expectations.

Interested adults can now acquire extracts in a variety of manners—including a number of advocate organizations, the internet, or even performing extracts on plants they grow legally at home. Some states allow for the personal controlled cultivation of a limited number of plants, so skilled patients would then even be able to extract cannabinoids from their plants at home. The oil yielded from the extracting process is not precisely predictable in amount or composition, so commercially-available products with labels and safety precautions are preferable for all but experienced home extractors.

For cutting-edge manufacturers, the extraction process can be taken forward to a very sophisticated level. Typically, the raw plant materials are subjected to solvents which dissolve the valuable oils from the plant matter. Solvents can include hydrocarbons such as butane, or alcohols such as ethanol that are suitable to the lipophilic nature of the desired compounds. Rather than a chemical solvent, pressurized carbon dioxide extraction offers the advantage of low residuals and environmental impact; however, it is more technically complex and expensive than other methods.

After removal of the plant solids and any residual solvent, a concentrate remains containing cannabinoids, terpenes and flavonoids. The resulting extract contains a blend of cannabinoid and other compounds based upon the genetics and growing environment of the cultivated plant. This cannabinoids can then be separated from other compounds like the terpenes based on

The temperature at which the extraction and fractionation occurs can affect volatile compounds such as terpenes, so the process by which individual manufacturers process their extracts affects the end product.

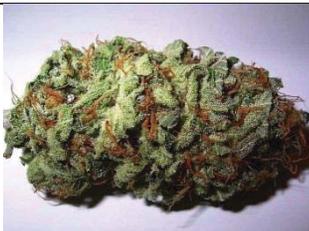
Medical Cannabis Dispensary Products

Medical dispensaries vary from state to state with regards to what products can be offered, and in what forms. Some states allow for whole buds, whereas others allow for only extracted forms. State regulations regarding the packaging, labelling, and testing of cannabis-based medicines also varies from state to state. When cannabis was universally an illegal substance, testing for potency and adulterants was not possible, but this is now widely available, and required in some states. Accredited laboratories are now able test samples for the cannabinoid profile and potency as well contaminants such as residual solvents, microbials including fungus, heavy metals, and pesticides.

Unfractionated herbal cannabis:

As previously discussed, there is variability in THC and CBD content in the whole plant based on strain genetics and growing environment. However buds and extracts available in medical dispensaries have the distinct advantage of advertised chemical composition for the major cannabinoids. Below is a depiction of how medical buds might be identified (*for illustrative use only, public domain images*).

Table 4: Examples of Cannabis Bud Content

| Representative photo | Name | Strain | % THC | % CBD |
|---|-----------|--------|-------|-------|
|  | Example A | Sativa | 21.2% | 0.3% |
|  | Example B | Sativa | 14.7% | 14.2% |
|  | Example C | Indica | 1.1% | 18.5% |

There is no ratio of CBD:THC that can be generally described as ideal. For an 8 year-old pediatric epilepsy patient, 20:1 CBD:THC or even higher might be advisable, whereas a 50 year-old anorexic cancer patient may benefit more from a 1:4 ratio. In most cases, evidence does suggest that a balanced approach is best to avoid excess side effect.

Extracts

Due to preference and/or state mandate, some dispensaries offer only extracts. As discussed above, extracting the active ingredients from the flowers and leaves allows for consumption without combustion, as well as more controlled components. With specialized equipment and engineering, extracts can be even further fractionated into cannabinoids and terpenes. This breakdown does allow for customization of ratios outside of the plant's genetics, and also allows the product to become more standardized and consistent with regards to the major cannabinoids. Extracts are often easier to measure than attempting to quantify puffs of a cigarette, so dosing can be more precise with flexible consumption options. On the downside, the approach can counter the entourage effect and possible lost benefits from synergistic effects of the whole herb.

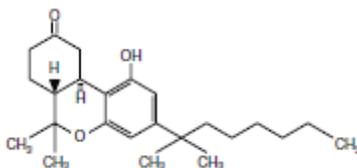
Infusions and Edibles

Whole cannabis or cannabinoids can be solubilized into other lipophilic media such as butters and coconut oil, as well as alcohols. Without overheating beyond 200°C, cannabis-infused oils or butters can be cooked into a variety of edible products that could differ very little from the unmedicated version.

Pharmaceuticals

Dronabinol (Marinol®): a capsule commonly provided in 2.5, 5 and 10 mg dosages. The active ingredient is synthetic trans-isomer THC, suspended in sesame oil. Because of the oral route of administration, the absorption, pharmacokinetics, and metabolism the amount of THC that enters the bloodstream is variable, as discussed below. Currently Schedule III in the United States, it was FDA-approved for use in chemotherapy-induced refractory nausea and vomiting in 1985, and AIDS-related anorexia in 1992.

Nabilone (Casamet®): a synthetic cannabinoid most similar in structure to THC and dronabinol, pictured below. Like dronabinol, it has been approved for refractory chemotherapy-related nausea and vomiting since the 1980's, but was not actively marketed in the United States until 2006. Metabolism and bioavailability mirror THC and dronabinol; however, a significant difference is that the DEA has categorized nabilone as Schedule II.



Nabiximols/Sativex®: comprised of 50% THC and 50% CBD, this is a sublingual spray that has the advantage of avoiding the absorptive and metabolic variability found in oral medications. Because of the shorter duration to active effect, patients are also able to titrate their dose based on a range of sprays per day (Bayer Pharmaceuticals 2014). Developed in Great Britain and studied there since 1999, it has recently received the following recommendation from the All Wales Medicines Strategy Group: Delta-9-tetrahydrocannabinol/ cannabidiol (Sativex®) is recommended as an option for use within NHS Wales as treatment for symptom improvement in adult patients with moderate to severe spasticity due to multiple sclerosis who have not responded adequately to other anti-spasticity medication and who demonstrate clinically significant improvement in spasticity related symptoms during an initial trial of therapy. (All Wales Medicines Strategy Group 2014). It has also been placed in Fast Track status by the US FDA for the treatment of cancer pain.

Cannador®: not available in the United States, this preparation is a capsule of whole plant extracts in a standardized CBD:THC ratio of 1:2, containing approximately 2.5 mg of THC and 1.25 mg of CBD in each capsule. It has been used in smaller studies of MS-related spasticity as well as cancer-related anorexia.

Cannabidol (Epidiolex®): plant-derived CBD. After preliminary studies showed benefit in pediatric epilepsy, it was granted orphan drug status in the United States. GW pharmaceuticals in Great Britain began cultivating high-CBD strains back in 1998, and this particular medication is produced from their crops. It is almost 100% CBD, so has nearly no psychoactive effects which makes it more acceptable for pediatric use.

After the news reports regarding Charlotte’s Web, patients and families may be seeking alternative sources of CBD online. In the US, a strict interpretation of federal guidelines is that any form of marijuana or hemp is illegal. However a quick search of the internet reveals that CBD products are widely available as natural supplements. Without FDA-sanctioned quality or testing guidelines, it may be difficult for patients or physicians to know the exact potency or purity of these products. Preparations currently available commercially on the internet contain doses far lower than the therapeutic doses studied, which would require purchase of relatively large quantities of product.

Table 5: Summary of Common Cannabis-Based Medicine Forms

| | Dronabinol | Nabilone | Nabiximols | Cannabidiol | Cannabis |
|-------------------|----------------------|----------------------|--|--|---|
| Active ingredient | Synthetic THC | Synthetic THC analog | 1:1 plant-based THC/CBD | ~99% CBD | Mixture, typically >4% THC |
| Forms | Capsules | Capsules | Sublingual spray | Liquid, capsules | Inhaled, ingested |
| Doses | 2.5-10 mg peri-chemo | 1-2 mg peri-chemo | 2.5mg/2.7mg per spray, up to 12 sprays per day | 0.5-5 mg/lb/day, or 100-300 mg/d in adults | 500 mg herb/cigarette = 20 mg THC, 0.25 mg/kg/d |

Table 6: Drug Enforcement Agency (DEA) Schedules of Medications

| Schedule | Examples |
|--|---|
| Schedule I drugs, substances, or chemicals are defined as drugs with no currently accepted medical use and a high potential for abuse. Schedule I drugs are the most dangerous drugs with potentially severe psychological or physical dependence. | heroin, LSD, marijuana (cannabis), ecstasy, and peyote |
| Schedule II: drugs with a high potential for abuse, less abuse potential than Schedule I drugs, with use potentially leading to severe psychological or physical dependence. These drugs are also considered dangerous. | cocaine, methamphetamine, methadone, hydromorphone, meperidine, oxycodone, fentanyl, Dexedrine, Adderall, and Ritalin |
| Schedule III: drugs with a moderate to low potential for physical and psychological dependence. Schedule III drugs abuse potential is less than Schedule I and Schedule II drugs but more than Schedule IV. | Codeine, ketamine, anabolic steroids |
| Schedule IV: drugs with a low potential for abuse and low risk of dependence | Xanax, Soma, Valium, Ativan, Talwin, Ambien |
| Schedule V: drugs with lower potential for abuse than Schedule IV and consist of preparations containing limited quantities of certain narcotics | Robitussin, Lomotil, Lyrica |

Source: <http://www.justice.gov/dea/druginfo/ds.shtml>

Routes of Systemic Administration

Like endocannabinoids, cannabinoids such as THC and CBD belong to a family of lipophilic fatty acids. The central nervous system is also lipophilic, and cannabinoids can cross the blood-brain barrier. Depending on the route of administration, the cannabinoid will enter the bloodstream and the neurons at different rates.

Inhalation:

Likely the most common route of cannabis intake, since it achieves decarboxylation and absorption very quickly. The main advantage to inhaled methods is a near-immediate absorption of cannabinoids into the bloodstream. Unfortunately, the traditional “smoking” method produces harmful products of combustion such as carbon monoxide found in both tobacco and cannabis smoke. Lacking a filter, smoked marijuana actually has higher levels of tar products such as benz- α -anthracene and benzo- α -pyrene (Wu 1988). Smokers of tobacco and cannabis products alike experience increase pulmonary symptoms such as throat irritation, increased mucus production and bronchitis. Over half of THC is lost to pyrolysis and sidestream smoke with conventional smoking methods, but by avoiding the gastrointestinal tract, more predictable absorption is achieved.

Combustion-based smoking of marijuana products can be associated with a number of pulmonary consequences. Most commonly, users display an increased prevalence of bronchitis-like symptoms. In immunocompromised individuals such as those that are HIV-positive, an increased likelihood of opportunistic infections was also seen. Immunohistochemical staining of the epithelium of chronic marijuana smokers displayed an increased expression of epidermal growth factor receptor, which is a concerning precursor for the development of bronchoalveolar cancer. However, there is been no conclusive evidence that marijuana smoking is associated with an increased risk of cancer (Medicine, Institute of 1999), (Hashibe 2006).

Figure 13: Smoking a Common Marijuana Cigarette (Public domain, WikiCommons)



The smoking of any substance will not likely gain favor in the minds of many medical professionals, and in many states that have legislated medical marijuana laws, combustion smoking is not considered a medicinal route. Older studies reported the dangers of marijuana, many of which could be attributed to the smoking itself rather than what substance was smoked. In light of the clinical nature of this work, information presented will focus on more modern and medically-acceptable routes of cannabinoid intake.

An alternative known as vaporization does heat the product to an inhalable vapor, however combustion does not occur due to lower, controlled heating temperatures. Generally the oral uptake of cannabinoids is much more variable than inhalation, and will display more erratic blood levels due to variability in absorption and metabolism. Vaporization through a variety of commercially-available devices, including a heating device with a vapor collection bag, as well as smaller electronic “cigarettes”, has been shown to be an effective delivery route for inhaled cannabis and cannabis extracts (D. Abrams 2007).

The vaporization of cannabis products offers a number of advantages over both the oral route and traditional smoking: (Gieringer 2004)

- avoiding carcinogenic hydrocarbons and carbon monoxide combustion byproducts
- preservation of near-immediate absorption and symptom relief
- ability to titrate dosing based on the short-acting effects and ability to re-dose

The lower temperature produced in vaporizers likely also preserves the activity of more terpenes, which become a vapor at around the same boiling point as THC. A temperature of approximately 185°C (365°F) will vaporize the majority of THC. Other more harmful vapors appeared over 200°C, with true combustion around 220-230°C.



Vaporization is not entirely harmless. Like electronic tobacco cigarettes, the active ingredient is accompanied by other chemicals required for extraction and suspension. Close inspection of the ingredients is warranted to avoid exposure to excess propylene glycol or other residual solvents.

Oral/per os (PO):

This refers to the most common overall route of medication administration, which is swallowing a capsule or pill. The medication is absorbed through the gastrointestinal tract, and metabolized by the liver. THC undergoes degradation by stomach acid, so meal intake and stomach acidity are additional variables affecting oral THC absorption. Onset occurs in about 30min to 2h, but duration can be as long as 8-10 hours. As discussed in the pharmacology section, the first-pass metabolite 11-OH THC is psychoactive, which may enhance and lengthen the subjective effects. For edible products such as brownies or cookies, the total THC content in milligrams as well as the serving size must be read carefully to avoid accidental overconsumption.

Due to the very long time of onset (up to 3 hours) with many ingested forms of cannabis, there is significantly more difficulty with dose titration and an increased likelihood of premature re-dosing with subsequent over-medication. This risk is most likely with new users, such as many cannabis-naïve patients that may be enrolling in new state medical cannabis programs or visiting states with recreational marijuana legislation.

Urban folklore has long relayed tales of persons accidentally eating marijuana brownies. In 2007, a Michigan police officer ingested marijuana brownies that he confiscated from a suspect, but his lack of experience with ingesting THC led him and his wife to call 911 fearful of a lethal overdose. The incident was broadcast on the news, along with the recording of his 911 call.

Recently a prominent New York Times author wrote about her experience underestimating the

effects of edible marijuana products while sampling recreational products in Colorado, which highlights how simple it might be to over-ingest THC in the edible preparations that are widely available today (Dowd 2014).

Transmucosal:

Cannabinoid preparations can be administered via various mucous membranes, most commonly sublingually or buccal, as well as intranasal or rectal. Even ocular drops can be manufactured by using newer technology to make the cannabinoids more soluble in water. By avoiding first pass metabolism through the liver, bioavailability via mucosal absorption is more consistent than oral. Another advantage is the avoidance of smoking or vaporization of any kind, which minimizes secondhand exposure.

For rectal suppositories, THC is chemically modified to the hemisuccinate, but has demonstrated roughly twice the bioavailability of the oral route in limited studies. This route also offers advantages to treat disease states in which the oral route may be unsafe such as seizure disorders or aspiration risk (F. e. Grotenhermen 2002).

Transdermal:

In this case a medication is absorbed directly through the skin, through the use of a patch or ointment. This route does offer the advantages of a more constant level of medication delivery, however absorption of medication through the various layers of the skin can be more variable, and additional variability regarding adhesive and other inactive supportive chemicals can make this method less desirable.

Due to effects upon the TRPV1 receptor that are similar to capsaicin, cannabinoids have potential as pain-relieving patches. Patches containing a variety of cannabinoids are currently commercially available in medical cannabis states, including THC, CBD, 1:1 THC to CBD, and CBN.

Cautions

Unlike the vast majority of chemicals used for medical treatment, isolated cannabis has never been definitively shown to produce lethal effects in humans. Survey data indicating the widespread use of cannabis in the US and other countries is also reassuring regarding the volume and duration of cannabis use in millions of persons without report of lethality. Taken together, data would indicate that cannabis has a favorable safety profile both in laboratory animals and in everyday human use.

However, any chemical with active effects upon human chemistry must be used with thoughtfulness. A licensed provider recommending medical cannabis should do so with knowledge of pharmacology and attention to each individual patient's underlying medical state—the same caution required with any other medication. Because therapeutic cannabis is a newly developing field, additional educational resources may be needed to bring both patients and medical prescribers up to speed with the state of cannabis research and practical use. In the end, the professional judgment of the licensed medical provider will determine the potential risks and benefits of cannabis use for each individual patient before making a recommendation.

Underlying disease processes

Cardiovascular Disease:

THC has effects upon the cardiovascular system through multiple sites of action. Initially, vasodilation and reflex tachycardia may be observed, but chronic use of THC can lead to less predictable outcomes. The exact effect of cannabinoids on the sympathetic and parasympathetic systems, baroreceptors, and vascular endothelium is yet to be fully determined, and could be influenced by the common practice of breath-holding during cannabis inhalation. A growing number of case reports have highlighted the cardiovascular risks with regard to angina, acute coronary events, cerebrovascular events, and arrhythmias (Thomas 2014); however, it is difficult to interpret which risks are attributable to cannabinoids themselves versus the effects of smoking and concurrent tobacco use. Research into the mechanism of these cardiovascular events found that the cause could be related to platelet activation. CB1 and CB2 receptors are both found on human platelet cells, however the mechanism appears to be related to the arachidonic acid that is produced by enzymatic breakdown of endogenous and exogenous cannabinoids (Brantl 2014).

Overall, this evidence may lead a provider to exercise caution recommending THC-containing compounds to individuals prone to cardiovascular morbidity.

Pulmonary Disease:

Not surprisingly, users of smoked marijuana cigarettes experience increased rates of bronchitis-like symptoms such as cough and sputum. There is no evidence of increased emphysema in cannabis-only smokers, and no clear evidence for increased cancer risk in case-control studies (Aldington 2008). A large cohort of 64,855 Kaiser Permanente patients found no increase in respiratory cancers either. Regardless, smoking any substance is not advisable for persons with pulmonary disease and other routes of cannabis intake are available.

Interactions

Cannabinoids are highly protein-bound due to hydrophobic structure, which could potentiate interaction with other highly protein-bound medications. At this time, displacement of protein-bound medications by cannabinoids has not been demonstrated in humans so this may not be clinically significant.

In modern medicine where polypharmacy is common, interactions at the P450 system may be of clinical relevance. Cannabinoids are metabolized by the P450 system, and as competitors for metabolism, drug levels of some common medications may be affected. CBD is typically quite benign, but as a potent p450 inhibitor, patients on certain medications will require extra caution if they are on large doses of CBD.

Table 7: Common medications metabolized by the p450 system

| 2C9 | 3A4 |
|---------------------|-----------------------------|
| Ibuprofen, naproxen | Erythromycin |
| Glipizide | Quinidine |
| Losartan | Benzodiazepines |
| Amitriptyline | cyclosporine |
| Fluoxetine | Calcium channel blockers |
| phenytoin | lovastatin |
| warfarin | Estrogen, testosterone |
| | Cocaine, codeine, methadone |

Polypharmacy

In addition to the interactions noted above at a molecular level, at the organism level, the additive effects of other sedative medications should also be considered. Mixing medications for anxiety, sleep and pain with medical cannabis could lead to oversedation.

Previous studies have demonstrated that patient understanding of prescription labels is limited by patient literacy rates and the number of prescriptions they must maintain (Davis 2006).

Chronically ill patients seeking relief from cannabis are likely taking other prescriptions, some of which may have additive mind-altering effects that further impair their ability to track multiple medications. Taking additional time to educate patients and reinforce medication instructions in a fashion fitting to the patient is required to avoid misunderstanding and noncompliance.

Driving

Cannabis is known to be associated with functional impairment on multiple neurocognitive measures that correlate with driving: attention, vigilance, tracking, time perception, and motor coordination. However the amount of cannabis required to cause significant impairment varies by the user's metabolism, experience with cannabis, and experience with driving. Furthermore, laboratory neurocognitive studies do not directly translate into real-world driving tests, where experienced cannabis users often show little functional impairment (Sewell 2009).

The effect of cannabinoids with regards to driving impairment is difficult to quantify. Unlike the hydrophilic alcohol, where the dose and route of administration is more easily quantifiable, cannabinoids are ingested in a variety of forms and display variable absorption and metabolism. There is no national standardized plasma concentration at which an individual could be considered too impaired to participate in activities such as driving or legal matters, but the state of Colorado is using 5 ng/mL as the basis of new driving under the influence legislation (Colorado Department of Transportation 2014), and Washington state may follow. This is correlated to multiple studies evaluating both culpability for motor vehicle fatalities and driving under the influence arrests, where an odds ratio (OR) was calculated for THC-positive drivers versus drug-free drivers. An OR at 5 ng/mL for THC was found to exceed the OR for a blood alcohol concentration of 0.1-0.15% (Drummer 2004), which suggests similar levels of driving impairment at these two levels. Previous studies that did not clarify the blood level, using only

positive or negative, were unable to show that cannabis was associated with driving injuries, with an OR slightly less than 1.

Other countries have legislation regarding blood levels lower than 5 ng/mL, such as 2.2 in Sweden, and zero-tolerance in Australia (Hartmann 2013). Due to the erratic absorption and metabolism, retroactively determining the blood level at the time of the driving infraction versus the time of the blood draw cannot be done reliably.

Drivers <25 years old account for a disproportionate number of traffic fatalities. This younger group of drivers is also more prone to risk-taking behaviors such as alcohol and drug misuse, risk-taking behaviors, and overconfidence. Lacking the driving skills acquired over years of experience, younger drivers may suffer more driving impairment while under the influence of cannabis and/or alcohol, and particularly while under the influence of both.

The National Highway Traffic Safety Administration Drug and Human Performance Fact Sheet for cannabis indicates that driving performance is impaired for approximately three hours, including decreased car handling performance, decreased reaction time, impaired time and distance estimation, motor incoordination, and sleepiness, but also stipulates that it is impossible to predict specific effects based on blood THC or THC-COOH concentrations (National Highway Traffic Safety Administration n.d.).

Regardless of the numeric levels of intoxicant, field sobriety test have been designed to assess the level of substance-induced impairment. In a standard field sobriety test, a number of maneuvers are used to assess the motor coordination of the driver, including nystagmus, walk-and-turn, and one-leg stand. In many cases, an individual intoxicated on THC would fail roadside sobriety testing. Many states such as Colorado have begun specific training for drug intoxication recognition.

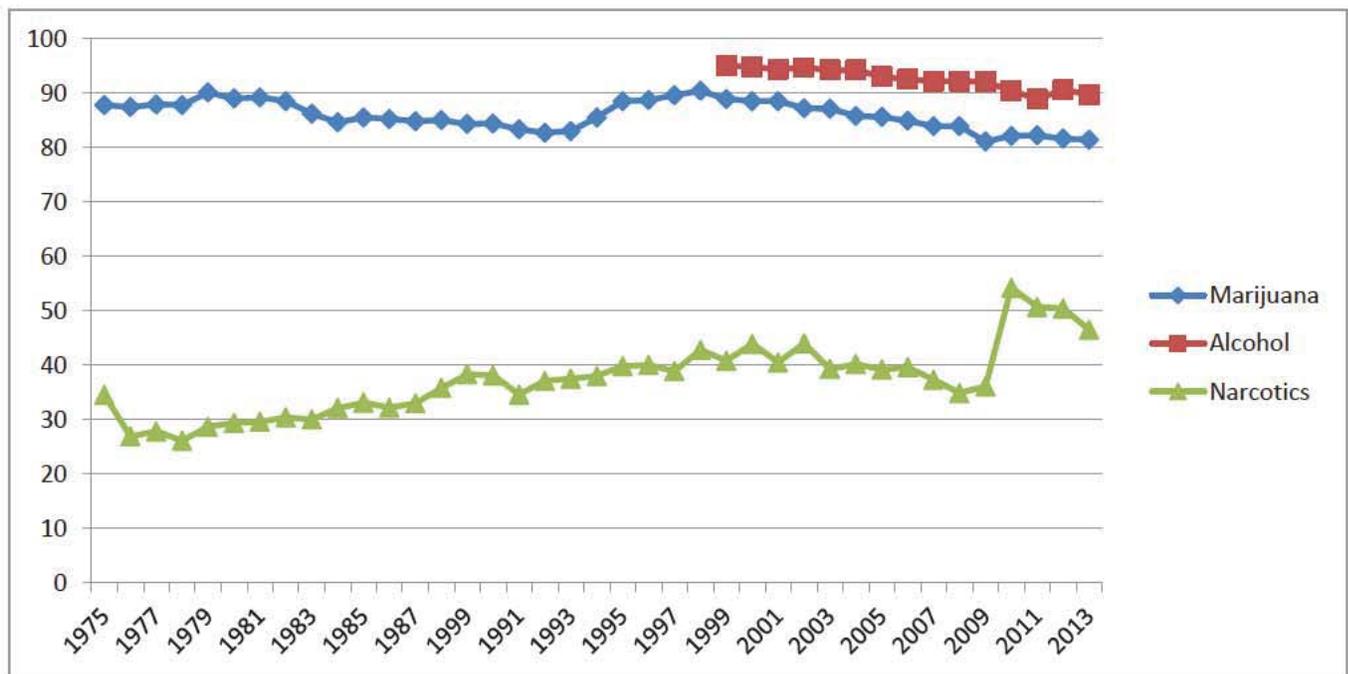
Youth

The endocannabinoid system is widespread throughout the CNS, and develops with the brain throughout childhood and adolescence. Introducing chemicals such as cannabis, psychotropics, amphetamines, and other psychoactive chemicals affects neural activity in the developing brain.

A number of studies have shown that persons who choose to use cannabis in the teenage years displayed long-term effects such as loss of cognition and behavioral problems (Gonzalez 2012). One study in New Zealand found an 8-point reduction in IQ in heavy teenage smokers, and more importantly, the cognitive and behavioral problems are not regained. In the case of youth cannabis use, it is difficult to determine the causality of these harmful effects. In the case of a troubled youth who is using illegal marijuana, there are likely associated familial and societal confounders contributing to the long-term difficulties reported in this population. In persons who began smoking cannabis as a youth, reduced activity in prefrontal regions and hippocampus can be seen, which reinforces the effects upon developing brain matter (Volkow 2014).

In the War on Drugs, cannabis was portrayed as a gateway drug for youth. This has not been a persistent concept, but because cannabis does have effects on the reward center of the brain, it could indeed alter reward center development if used before brain maturation. Conversely, in adult users of cannabis, it can act as a substitute for “harder” drugs including alcohol.

Figure 14: Percentage of 12th graders reporting a substance is fairly easy or very easy to get



Source: *The Monitoring the Future Study, the University of Michigan,*
<http://www.monitoringthefuture.org/data/13data/13drtbl14.pdf>. In 2010, the question regarding narcotics was changed to include Vicodin, Percocet, Oxycontin

With more and more states decriminalizing and/or supporting the medical use of cannabis, a valid concern is raised that impressionable youth may mistakenly believe that all cannabis use is “OK”, and increased rates of adolescent marijuana use will result. Indeed, a parallel could be drawn between cannabis products and the widespread societal acceptance of mind-altering prescriptions such as sleeping pills and pain pills. Complex family and social dynamics is outside the scope of this work, but the information presented here would certainly indicate that recreational marijuana use amongst underage persons is not acceptable. Accurate education of parents and the community, as well as open and honest communication with medical providers, will dispel myths and promote responsible parenting practices.

All cannabis products should be properly labelled, kept in child-proof containers, and stored in a fashion that avoids accidental ingestion by children or impaired adults. While stories about accidental ingestion of “pot brownies” can a humorous component of urban lore, this can represent a real danger for the psyche of children. With the development of multiple edible products in states such as Colorado, it is easy to see how candies and brownies could lead to accidental ingestion if these products are not labelled and stored safely.

Pregnancy/Lactation

THC and its metabolites have been shown to cross the placenta and into breast milk. Due to its effects on nausea, cannabis may be sought by pregnant women suffering from morning sickness or hyperemesis gravidarum, but there are no studies to support the safe use of cannabis in pregnancy or breast feeding. Dronabinol, synthetic THC, is pregnancy category C, which indicates limited teratogenicity studies in rats have not revealed overt dangers, but there no adequate studies in pregnant humans.

Pregnant mothers who smoke cannabis or other combustibles inhale increased carbon monoxide, which deprives the fetus of oxygen, a known harm to the fetus. As with studies on youth, alteration of developing brain chemistry with exogenous neuromodulators could have long-term effects. A 2013 review article in *Pediatrics* outlined effects of prenatal THC exposure, and in summary found no evidence for physical malformations, but mixed evidence for fetal growth, withdrawal irritability, and long-term cognitive linguistic and behavioral measures (M. a. Behnke 2013).

Studies examining prenatal exposure to cannabis and the long-term effects on the neonate should be interpreted with an eye for confounders rather than causality. For instance, one study found that maternal use of THC during the 2nd and 3rd trimester predicted depressive symptoms 10 years later in the offspring (Gray 2005). If further questioning determined that the mother was using THC for her own depression, then both the genetic and environmental effects of maternal depression would influence depression incidence in her children. Additionally, maternal use of an illicit substance would imply an element of substance addiction, would also has heritability.

To date, there are no published studies regarding CBD-only formulations.

Psychiatry

Conventional wisdom is to avoid cannabis in persons at high risk for psychiatric disease. This recommendation is again based upon older studies in which cannabis containing primarily THC, with only traces of other cannabinoids, was found to be associated with a higher risk of psychotic symptoms and/or diagnoses. A foundational Swedish questionnaire study followed a large cohort of 45,570 military enrollees and found a dose-dependent relative risk of schizophrenia of 3 for conscripts who had used cannabis between 1-50 times, and 6 for conscripts who had used cannabis >50 times over 15 years (Andreasson 1987).

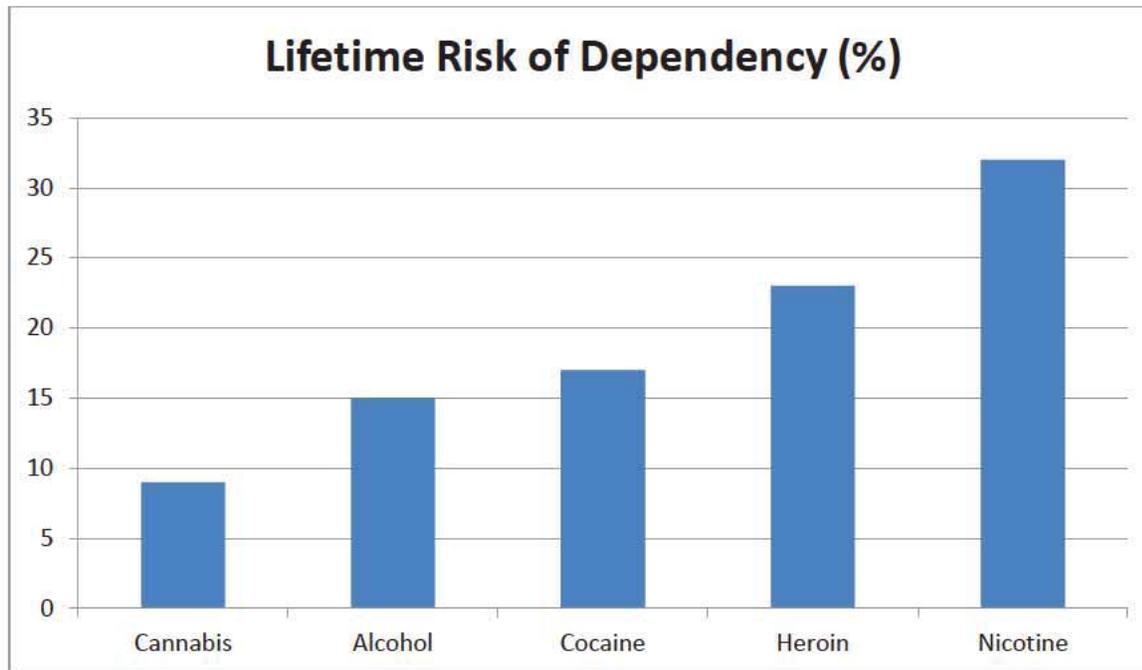
Epidemiologic studies along this line did continue, and continued to associate cannabis use with schizophrenia and/or psychosis at a relative risk of approximately 2 for adult cannabis initiation, and higher for those who began as a youth. In addition to this association, some studies found that in patients with psychotic prodromal symptomatology, that cannabis use could provoke full-blown symptoms (van der Meer 2012). Drawing a causal relationship is still not solidified, since persons with mental health disorders often self-medicate with cannabis and other mind-altering substances (W. e. Hall 2004) and the underlying etiology of schizophrenia remains elusive. Studies evaluating the etiology of schizophrenia have identified a genetic predisposition at COMT, CNR1, BDNF, AKT1 and NRG1 that may cause a person to be more susceptible to the psychic stress of cannabis use (Pelayo-Teran 2012). Also, as emphasized in other areas, a higher CBD content prevents unpleasant psychic experiences (Schubart 2011), and CBD is a growing area for treatment of mental disorders such as schizophrenia.

Addiction/Abuse

In the context of a federally illegal substance such as cannabis, questions regarding the potential for abuse and addiction are apt to arise. Like anxiety and pain medications, providers should exercise caution in recommending any mind-altering substance to a patient with a history of addiction or high potential for such.

2012 National Survey on Drug Abuse and Health, 8.6 million Americans meet criteria for alcohol, 5.1 million for any drug, and 2.7 for marijuana (Center for Behavioral Health Statistics and Quality 2013). The high baseline prevalence of substance-related disorders in potential medical cannabis patients may influence a provider to screen for addictive behaviors with a tool such as SBIRT (Screening, Brief Intervention, and Referral to Treatment) before recommending a psychoactive substance such as cannabis, or prescribing psychoactive substances such as opiates or amphetamine derivatives.

In the case of substance abuse, addiction can be broadly described as a person continuing to use the substance even though it has led to negative life consequences. The National Institute on Drug Abuse (NIDA) estimates that 9% of adults who use cannabis will display elements of addiction, but the number rises to 17% in those that began using marijuana between ages 13-25. Compared to other substances, cannabis does have a lower lifetime risk of dependence: (Anthony 1994)



A withdrawal syndrome has now been recognized in the American Psychiatric Association (APA) DSM-V including anxiety, irritability and sleep disruption (Budney 2004), and would be characterized as mild in comparison to withdrawal from other substances such as alcohol or opiates, but more similar to nicotine or caffeine. This is most commonly seen in chronic daily users who cease abruptly. The APA’s Charles O’Brien, MD, PhD also clarified their stance on addiction versus dependence:

The term dependence is misleading, because people confuse it with addiction, when in fact the tolerance and withdrawal patients experience are very normal responses to prescribed medications that affect the central nervous system. On the other hand, addiction is compulsive drug-seeking behavior which is quite different. We hope that this new classification will help end this wide-spread misunderstanding.

Review of Cannabinoid Treatment for Selected disorders

Background

While a body of research exists regarding treatment for a number of conditions, review of the literature must be undertaken with an understanding of the cannabis compounds used at the time. Early research involved undifferentiated cannabis, which would likely be best translated into current treatment modalities using whole dried smoked marijuana plant material. In particular, FDA-endorsed research within the United States is limited to cannabis regulated by the National Institute on Drug Abuse (NIDA) and grown at the University of Mississippi by contract. Historically distributed strains of marijuana plant matter contained about 3.5-4% THC and no CBD, so research findings should be interpreted within this context. Now, the Mississippi facility has expanded the range of THC available, such as low (2%), medium (4%) and high (8%), and is reported to stock strains up to 14%. Health Canada currently distributes marijuana dried leaves at about 11-15% THC (Health Canada 2007).

Even NIDA has had to respond to the increased need for suitable cannabis supplies for research purposes. In late August 2014, they requested a massive increase in their quota for cannabis production through the University of Mississippi-- from 21 kg to 650 kg (Drug Enforcement Agency 2014). In particular, the increased demand for high-CBD strains and the state specific legislation that has passed in 2014 to support the demand will require dramatically different approach toward the cultivation of cannabis products for federally-approved research. Due to the time required to grow the plants to maturity, this increased supply will have some delay before it is available.

With an understanding of the endocannabinoid functions, it is not surprising that exogenous cannabinoids can have widespread effects upon the nervous system. While cannabis is still used for its long-standing indications of nausea, anorexia, and glaucoma, further study of the endocannabinoid system, its receptors, its natural and synthetic ligands are taking the field of medical cannabis research in new directions. One new area of study is neuroprotection from the neurotoxic effects of hyperexcitability, free radical damage and ultimately cellular apoptosis. In this process, a cellular insult such as hypoxia or hypoglycemia leads to a variety of downstream

effects. This includes an excess production of excitatory neurotransmitter such as glutamate, which in turn results in increased NMDA receptor sensitivity and excess calcium influx. Nitric oxide production also synergizes apoptosis, and results in oxidative free radical production. These free radicals lead to further damage, which perpetuates this neurotoxic process. CBD can temper this process through its effects as antioxidant free radical scavenger, as well as modulation of calcium influx.

Another new area of cannabis-based treatment involves the immune system. CB2 receptors are found in CNS microglia, along with CB1 receptors at lower levels. CBD and CB2 receptor agonists are able to quell inflammation in the delicate neural tissues, and potentially offer benefit in neuroinflammatory and neurodegenerative disorders.

Review of Specific Medical Conditions

Seizure disorders

Previous studies reported concern that seizure frequency may be increased in marijuana smokers. At that time, this would have described smokers of traditional marijuana cigarettes, which is a far cry from how cannabis is being used with regard to epilepsy today.

Seizure disorders affect approximately three million Americans, more patients than any of the other conditions commonly treated by cannabinoids. Studies regarding epilepsy and cannabis began long ago, in the Mechoulam laboratory (Carlini 1975) and expanded exponentially upon the elucidation of cannabis constituents and their varying mechanisms of action.

THC, acting as an agonist at cannabinoid receptors, may still have a mixed excitatory/inhibitory effect upon brain systems involved in epilepsy due to the opposing neurotransmitters involved in anatomic pathways, which likely explains why the reports of THC's epileptic effects are mixed (R. Pertwee 2008). In contrast, CBD has inhibitory effects at cannabinoid receptors CB1, CB2 and GPR55, and in vivo its general effect upon hyperexcitable neural tissues appears to be inhibitory as well, which makes it a good candidate for antiepileptic treatment.

More recently, the use of CBD in particular for the treatment of seizure disorders was brought to the forefront by Dr. Sanjay Gupta (CNN 2013). In a televised special called *Weed*, Dr. Gupta chose to recant his previous opinions regarding cannabis, and promote the use of high-CBD cannabis in the treatment of Charlotte Figi's refractory Dravet epilepsy syndrome. The Charlotte's Web™ strain of high-CBD cannabis was developed in Colorado, and there is now a long waiting list of patients hoping to gain benefit.

The recent publicity powered a wave of grass-roots pressure on state legislatures, which has already resulted in a number of states passing legislation that considers therapeutic hemp separately from marijuana. The lack of psychoactivity in CBD-only products makes these products far less controversial than cannabis initiatives in general. In July 2014, H.R. 5226 was presented to Congress, entitled "Charlotte's Web Medical Hemp Act of 2014" (Perry 2014). The passage of this bill would provide federal uniformity in tolerance for CBD and hemp products instead of

patchwork state regulations. To be considered a hemp product, the cannabis sativa plant materials, alive or not, must contain <0.3% THC by dry weight.

GW Pharmaceuticals has a high-CBD product as well, Epidiolex®, that is derived from plants grown in the UK. The company has received both orphan drug designation and Fast Track designation from the FDA for this CBD-only medication. Expanded access studies are underway for refractory pediatric epilepsy in California and New York, and the company just released preliminary results on 27 patients who had completed 12 weeks of adjunctive Sativex® therapy, with response quantified by % change in seizure frequency average over four weeks, as compared to baseline. The overall reduction in seizure frequency was 44%, and 15% were seizure-free. In the Dravet subset (n=9), the mean reduction in seizure frequency was 52%, with 33% achieving seizure-free status. Most patients did experience at least one side effects, including somnolence, fatigue, diarrhea, and appetite changes. Three patients are being withdrawn due to lack of effect.

Multiple sclerosis (MS)

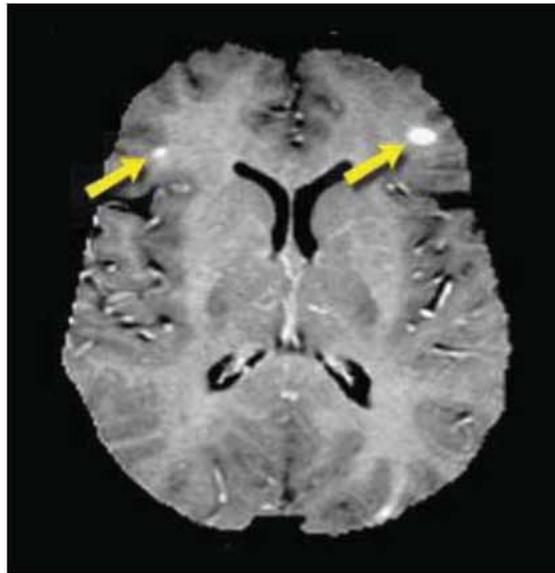
MS is the most common inflammatory disease of the central nervous system. The incidence of MS varies depending on the population and geographic area, but ranges from less than 5 to 200 per 100,000 persons (Mayr WT n.d.) Spasticity is a common and debilitating symptom, which affects daily life in about one-third of MS patients (Rizzo MA 2004).

In Europe, cannabis has been explored as a treatment option for MS for many years. As early as 1997, a survey reported improved pain and spasticity with cannabis use (Consroe 1997) and subsequent trials seemed to support the beneficial effect (Petro & Ellenberger). Fortunately their years of experience using cannabinoids and the clinical studies they have published have solidified the therapeutic uses and safety profile.

Because the endocannabinoid system is distributed throughout the CNS, broad cannabinoid treatment in MS affect the motor control areas, pain perception areas, as well as the glial cells that mediate autoimmune inflammation (D. a. Baker 2008). Randomized controlled trials such as CUPID evaluated dronabinol alone in disease progression, which did not show benefit (Zajicek 2013), but did not incorporate the anti-inflammatory effects of CBD.

Sativex, a combination of 1:1 THC:CBD is a sublingual spray approved for use in Europe for the treatment of pain and spasticity in MS patients. In the United States, the combination medication is under investigational use in phase III clinical trials, and has granted Fast Track status for approval in treatment of cancer pain. Initial benefits in spasticity were shown to be prolonged long-term as monitoring continued in the MOVE trial, without reports of serious adverse events (Flachenecker 2014). Treatment tolerance was also documented in long-term follow-up in the UK (Serpell 2013), with adverse effects including dizziness (24.7%) and fatigue (12.3%).

Figure 14: MRI of MS lesions



In addition to the known effects upon spasticity, a neuromodulatory benefit of cannabis may benefit as well. MS patients often have monoclonal antibodies as evidence of the underlying autoimmune response to myelin basic protein. Current disease-modifying therapies in MS are designed to modify this immune response, by reducing the TH1 response, by increasing TH2 response, and by limiting T cell migration into the CNS. Pathologic evidence suggests that apoptosis, perhaps triggered by excitotoxicity, may be the primary event preceding inflammation and lesion formation in patients with relapsing-remitting MS (Matute 2001).

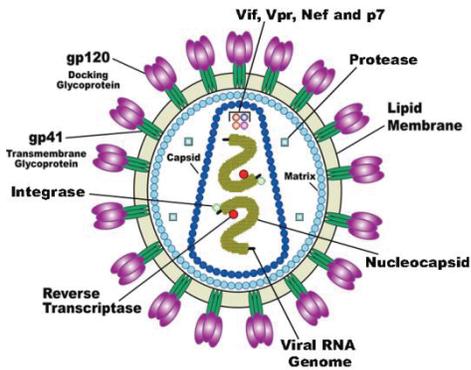
Amyotrophic Lateral Sclerosis (ALS)

In some ways similar to MS, ALS is characterized by motor neuron degeneration and death with gliosis replacing lost neurons. In some familial cases, mutations in superoxide dismutase (SOD1) trigger superoxide radicals, setting off an inflammatory cascade which activates microglial cells. Once activated, microglial cells perpetuate the pathologic inflammatory responses by releasing additional oxygen radicals, excess excitatory glutamate, and cytokines that promote further immune cell migration into the CNS. Activated microglia behave much like activated macrophages in the periphery, but in the neural tissues the inflammation in ALS can lead to long-term tissue damage and neural degeneration/death. Excess glutamate-mediated excitotoxicity is central to ALS pathophysiology, possibly due to dysfunctional glutamate receptors, so an inhibitory cannabinoid could be of therapeutic value.

In animal models of ALS, a synthetic CB2 receptor agonist was shown to achieve delay in disease progression (Kim 2006). THC has been previously shown to induce a shift from TH1 to TH2 cytokine profiles in T cells, which would modulate immune response favorably in ALS (Wolf 2008).

Aside from disease modification, symptom control in this terminally ill population is vital. Cannabis has been used to treat a number of the symptoms ALS patients suffer, such as spasticity, pain, and nausea (Carter 2001). Antioxidants are a mainstay of therapy, so CBD and other cannabinoids could achieve the goals of symptom control and disease control simultaneously. ALS patients did report that marijuana relieved major symptoms of their disease except for speech and swallowing difficulties, but access to cannabis treatment is not always available (Amtmann 2004).

Human Immunodeficiency Virus/Acquired Immune Deficiency Syndrome



Already used by a significant proportion of patients living with HIV/AIDS (Woolridge 2005), cannabis may help to ameliorate the chronic symptoms of anorexia, nausea, and pain. (Sidney 2001) but conclusive evidence is lacking (Lutge EE 2013).

In more recent years, delineation of the effects of cannabinoids on neurodegenerative disorders shed light upon possible treatment for HIV-Associated Neurocognitive Disorder (HAND). Similarly to other CNS disorders, glial activation is suppressed by CBD and can reduce long-term inflammatory damage. Further inflammatory suppression through CB2-specific treatment would also offer promising benefit (Purohit 2014).

HIV-sensory neuropathy may also benefit from cannabinoid treatment, as was suggested by Dr. Abrams' study of cannabis in painful sensory neuropathy (D. e. Abrams 2007).

Previously, questions about the interactions of cannabinoids and protease inhibitors arose due to the shared hepatic metabolism. Results of this investigation revealed that cannabis produced no significant reduction in protease inhibitor function (Kosel BW 2002), and the use of marijuana is theorized to indirectly improve antiretroviral function by reducing gastrointestinal symptoms and thereby increasing compliance.

Terminal Illness and Palliative Care

Increasing numbers of Americans are choosing hospice for end-of-life care (Thompson 2011). When hospice care was established in the 1970s, cancer patients made up the largest percentage of hospice admissions. Today, cancer diagnoses account for less than half of all hospice admissions (37.7%), with increasing numbers of unspecified debility (13.9%), dementia (12.5%), heart disease (11.4%), and lung disease (8.5%). ALS and AIDS together make up less than 1% (National Hospice and Palliative Care Organization 2012).

Despite increasing numbers, palliative care has not enjoyed an insurgence of cannabis-based research, but as more and more patients choose to die at home, that the use of cannabis products to promote end-of-life comfort will increase.

Pain control

In states with well-established registry programs such as AZ, pain is the single most common indication for medical marijuana. However, pain can be a vague term for a number of diagnoses and syndromes that may have differing pathophysiology. Pain caused by a broken bone cannot be compared to pain caused by a phantom limb, by diabetic neuropathy, or metastatic cancer. Similarly, it is difficult to compare human pain perception with pain models in animal research, which uses tests such as tail-flick, paw pressure, and hot plates.

When used appropriately, cannabinoids appear to have great potential in treating particular types of pain. Secondary to the anti-inflammatory effects, rheumatoid arthritis would be an inflammatory condition well-suited to cannabis therapy. Cannabinoids offer anti-inflammatory effect, but through different mechanism than COX, so carry reduced risks for gastrointestinal complications.

Pain perception is a complex process, originating at a site of injury or inflammation, carried through peripheral nerves to the spinal cord “gating” process, then ascending the spinothalamic tract and dorsal column into various areas such as the thalamus, cortex, and periaqueductal gray matter. Because of the multiple synapses involved along this route, the pathway is amenable to therapeutic targets. Leveraging cannabinoids and the TRPV1 receptor may prove to elucidate new ways of treating chronic pain and neuropathic pain, neither of which finding a niche in conventional medical treatments.

The endocannabinoid pathways have even shed new light on acetaminophen, an extremely common medication. After endocannabinoids are cleaved and arachidonic acid is formed by FAAH, acetaminophen combines with arachidonic acid to form a molecule called AM404. AM404 has effects at the TRPV1 receptor, as well as weak agonist effects at cannabinoid receptors, which may mediate acetaminophen’s pain-relieving effects (Hogestatt 2005). This finding again demonstrates that the endocannabinoids and their root fatty acids have many areas of interdependency.

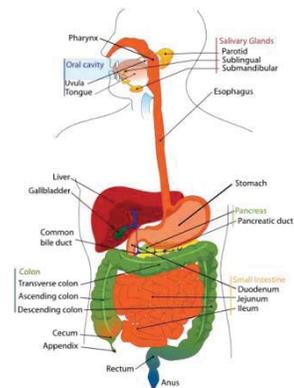
Nausea and Vomiting

Controlling nausea and vomiting has been one of the more familiar indications for cannabis-based medicines, supported by the FDA approval of dronabinol for chemotherapy-induced nausea and vomiting in 1985. Later, the FDA rescheduled dronabinol from schedule II to schedule III, indicating a known therapeutic use and a lower potential for addiction. Demonstration of CB1 receptors in the rat area postrema, the “vomiting” center of the brain, supports an objective mechanism for THC mediated symptom control. Additionally, studies have now demonstrated CB receptors in the GI tract, so cannabinoids act upon nausea and vomiting both centrally and peripherally.

A systemic review of cannabinoids for the control of chemotherapy-induced nausea and vomiting showed that cannabis was more effective than conventional antiemetics such as prochlorpromazine and metoclopramide, but also had higher incidence of side effects such as feeling “high”, drowsy, dizzy, and either euphoric or dysphoric (Tramer 2001). However, a head-to-head study between isolated cannabis products and newer antiemetics such as ondansetron has not been undertaken.

Appetite Stimulation

While suppression of nausea and vomiting can indirectly promote appetite, there is evidence that THC and the CB1 receptor have a more direct role in stimulating appetite through central pathways. Long known to be a side effect of cannabis, this side effect can be leveraged to benefit patients suffering anorexia and wasting.



In comparison to other agents such as megestrol, a clear benefit has not been shown for cancer-associated anorexia (Jatoi 2002).

Trials in AIDS patients did show benefit versus placebo both short- and long-term regarding appetite stimulation, but less effect upon measured weight gain (Beal 1997).

Inflammatory bowel disease

Inflammatory bowel diseases such as Crohn's and ulcerative colitis stand to benefit from the known anti-inflammatory effects of CBD and CB2 agonists together with the antidiarrheal and



antiemetic qualities of THC. The gastrointestinal tract has a large volume of nervous tissue, and both CB1 and CB2 are expressed in the mammalian gut (Massa 2005). CBD was shown to reduce colon injury in a murine model of colitis by reducing reactive oxygen species in 2009 (Borelli 2009), and other studies showed that intestinal disease activity correlated with AEA levels in ulcerative colitis and

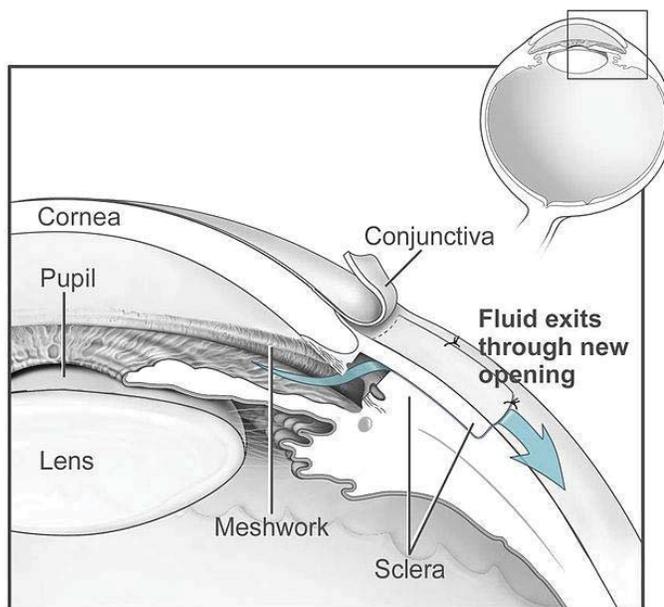
celiac sprue, suggesting again that endocannabinoid manipulation may be of benefit. The first human evaluation came in 2011 with Dr. Naftali's observational study of THC cigarettes in Israel (Naftali, Treatment of Crohn's disease with cannabis: an observational study 2011). A small group of Crohn's disease patients improved clinical scores with the use of cannabis, and could reduce other medications. A followup placebo-controlled study also showed benefit in clinical response (Naftali 2013). Given the short duration of investigation in this field, it is too early to draw conclusions but the underlying principles and initial studies are encouraging.

Glaucoma

Confirmatory to popular lore, studies in the early 1970s showed that marijuana, when smoked, lowered intraocular pressure (IOP) in people with normal pressure and those with glaucoma. In an effort to determine whether marijuana, or drugs derived from marijuana, might be effective as a glaucoma treatment, the National Eye Institute (NEI) supported research studies beginning in 1978. These studies demonstrated that some derivatives of marijuana transiently lowered IOP

when administered orally, intravenously, or by smoking, but not when topically applied to the eye. This duration of action was deemed too short to make smoked THC a practical route of delivery for 24-hour intraocular pressure control (National Eye Institute, National Institutes of Health 1997).

However, none of these studies demonstrated that marijuana -- or any of its components -- could lower IOP as effectively as drugs already on the market. In addition, some potentially serious side effects were noted, including an increased heart rate and a decrease in blood pressure in studies using smoked marijuana.



The most recent recommendation from the American Academy of Ophthalmology found “no evidence demonstrating increased benefit and/or diminished risk of marijuana use in the treatment of glaucoma compared with the wide variety of pharmaceutical agents now available.” (AAO Complementary Therapy Task Force 2014)

Unfortunately much of the research done in this area was done prior to the advances in molecular biology that identified CB1 mRNA and proteins in the human eye (A. e. Porcella 2000). The synthetic cannabinoid WIN 55212–2 applied topically was shown to reduce intraocular pressure in glaucoma cases resistant to conventional therapies (A. e. Porcella 2001). Recent research with regards to the anti-inflammatory and neuroprotective effects of cannabinoids may lead to advances in the cannabinoid treatment of retinal disorders (Yazulla 2008). Since vision loss in glaucoma is mediated through optic nerve damage, neuroprotective agents would still offer benefit in preventing vision loss in glaucoma and other ophthalmologic disorders.

Because of the lipophilic nature of cannabinoids, an effective aqueous delivery system for ophthalmologic use was difficult to develop. Hydrophobic drug delivery vehicles using

cyclodextrins developed in the late 1990s (Jarvinen 2002) which enabled the hydrophobic cannabinoids such as THC and AEA to be soluble in an ophthalmologic preparation. Future research regarding the ophthalmologic benefits of cannabinoids will benefit both from more specific THC doses and from more consistent delivery vehicles.

Tourette's and neurologic tics

Tourette's syndrome is a developmental neuropsychiatric disorder characterized by chronic motor and verbal tics, beginning before age 18. According to the CDC, GTS affects about 2-3/1,000 children aged 6-17. Going back to the 1980s, anecdotal reports began appearing in the literature related to THC use and Gilles de la Tourette syndrome (GTS). Benefits were reported, however the sample sizes were small and the benefits are based upon subjective patient reports. Later, Müller-Vahl published two studies reporting reduction in frequency and severity of tics, but again only a small number of patients (28) participated. Her research, based in Germany, demonstrated some beneficial effects at low doses of THC, titrated upward slowly (Mueller-Vahl 2003).

In review, only these two studies have been conducted and the sample size was not large enough to make any determinations about supporting the use of cannabinoids in treating tics or obsessive behaviors in Tourette's syndrome (Curtis 2009).

Brief Review of Newly Developing Research

Cancer

Reports of the antineoplastic properties of cannabinoids have recently sparked a great deal of excitement regarding the future of cannabis science. Experimental cell cultures of varying cell lines have been treated with CBD and other cannabinoids, and antineoplastic properties such as reduced invasion and reduced proliferation have been seen.

- AEA inhibits breast cancer cell proliferation (Petrocellis 1998)
- CBD, CBG and CBC inhibit breast carcinoma cell growth (Ligestri 2006)
- CBD inhibition of tumor pathways in glial cells (Solinas 2013)
- CBD and high-CBD strain cannabis inhibition of colon carcinogenesis (Romano 2014)

This burgeoning field will likely take some time to clarify, since the mechanism of cannabinoid effect differs by tissue, and different cell lines express different receptors. One example would be antineoplastic effects through the PPAR receptor. Because PPAR is primarily expressed peripherally in adipocytes, cancer cells lines such as liposarcomas and mammary adenocarcinomas often express PPAR receptor, as well as some colon cancer.

Diabetes

Endocannabinoids intersect with diabetes on two fronts: food intake and PPAR (discussed previously). Appetite stimulation through cannabinoid actions at central CB1 can lead to increased food intake, but peripheral CB1 modulation has shown to increase fatty acid metabolism as well as decrease food intake (O'Keefe 2014). Central CB1 antagonism can cause unpleasant psychiatric side effects as was the case with rimonabant, so a synthetic, peripherally-restricted CB1R antagonist that did not cross the blood brain barrier would lack effects on mood while preserving effects on peripheral fat metabolism.

Influence from dietary omega fatty acids and their effects upon fatty acid metabolism, are at play as well, which in turn affects PPAR1. One hypothesis is that a high omega 6:3 ratio causes overactive endocannabinoid activity, which then can dispose to obesity (Murru 2013).

The size of the antihyperglycemic and antiobesity market will likely keep pharmaceutical companies working toward answers around the obesity/cannabinoid interplay.

Osteoporosis

Osteoporosis is most common form of degenerative bone disease and affects over 50 million Americans. Natural bone remodeling is affected by a number of factors, but usually begins to favor resorption with decreased hormone levels and aging.

Nonspecific CB1 and CB2 agonists such as anandamide and THC appear to tip the bone remodeling balance in favor of resorption, resulting in decreased bone mass. CBD inhibits GPR55, which in mice has been shown to inhibit osteoclast activity without affecting osteoblasts, suggesting that it could be valuable for osteoporosis prevention (Idris 2012).

Genetically CB2-deficient mice develop osteoporosis-like bone structure, and selective CB2 activation with a synthetic agonist prevented oophorectomy-induced bone loss (Ofek 2006).

Following initial studies with CBD, other cannabinoids are also being evaluated for osteoporosis prevention, particularly those that are active at CB2 but lack significant CB1-mediated psychoactivity, such as THCv (R. Pertwee 2008).

Mental Health

One-third of pts with schizophrenia do not achieve adequate results with conventional treatment, despite suffering multiple side effects. Earlier studies indicating that cannabis could trigger psychotic breaks earlier in life did not specify CBD or THC content, but given the timeframe of the studies, likely there was no significant CBD component.

CBD has been shown to have much the opposite effect—calming the psyche. Effects at 5-HT have been recently demonstrated, which mediate a calming, antidepressant effect. Endogenous AEA appears to play a part in schizophrenia, since levels of AEA appear to correlate with symptoms in some patients. Following up on earlier case reports, a recent clinical trial in Germany showed that CBD and the associated rise in AEA had therapeutic effect in patients comparable to a conventional antipsychotic, but with fewer side effects (Leweke 2012).

Other Neurodegenerative Diseases

Parkinson's disease (PD)

PD is a neurodegenerative disorder characterized by a dramatic loss of dopaminergic neurons in the substantia nigra (SN). Several pathologic mechanisms have been proposed, including excitotoxicity and oxidative stress. In recent years, the involvement of neuroinflammatory

processes in nigral degeneration has gained increasing attention. Not only have activated microglia and increased levels of inflammatory mediators been detected in the striatum of PD patients, but a large body of animal studies points to a contributory role of inflammation in dopaminergic cell loss.

Huntington's Disease

Known for its hypertonic chorea, Huntington's disease is neurologic condition with little treatment in conventional medicine. In postmortem brain samples, CB1 receptors are lost in the basal ganglia of Huntington's patients as well as mice, but the exact role in the endocannabinoid system in Huntington's is not yet clear. Through TRPV1 receptors, cannabinoids have potential to downregulate hyperkinesia, but only limited studies have taken place which indicated that Nabilone was not effective for chorea (al 1999).

Alzheimer's Disease

Deposition of beta-amyloid and subsequent microglial inflammation are hallmarks of Alzheimer's disease. In an animals injected with beta-amyloid, CBD treatment showed benefit in amyloid deposition and functional tests (Bachmeier 2013). Benefits in mouse cognitive functioning improved with administration of chronic CBD as well (Cheng 2014).

Dermatology

A number of the lesser-known cannabinoids as well as terpenes have antimicrobial, antifungal, and antiseborreic qualities. Topical cannabis preparations are safe and inexpensive compared to alternatives manufactured by prescription, and may offer a novel route to combat MRSA.

General References and Further Reading

O'Shaughnessy's: <http://www.beyondthc.com/>

Erowid: <https://www.erowid.org/plants/cannabis/cannabis.shtml>

UCSF Center for Medicinal Cannabis Research: <http://www.cmcr.ucsd.edu/>

<http://www.coloradodot.info/programs/alcohol-and-impaired-driving/law-enforcement/aride>

Charlotte's web via Realm of Caring:

http://theroc.us/index.php?option=com_content&view=article&id=57&Itemid=388

High Times: <http://www.hightimes.com>

National Organization for the Reform of Marijuana Laws: <http://norml.org/about>

Project CBD: www.projectCBD.org

National Highway Traffic Safety Administration: <http://www.nhtsa.gov/Driving+Safety>

National Institute on Drug Abuse: www.drugabuse.gov/drugs-abuse/marijuana

State web sites:

AZ: <http://www.azdhs.gov/medicalmarijuana/rules/>

CA: www.cdph.ca.gov/programs/mmp

CO: <https://www.colorado.gov/pacific/cdphe/medicalmarijuana>

MN: <http://www.health.state.mn.us/topics/cannabis/>

NY: Bill No. A06357

http://assembly.state.ny.us/leg/?default_fld=&bn=A06357&Summary=Y&Text=Y

WA: <http://www.doh.wa.gov/YouandYourFamily/Marijuana/MedicalMarijuanaCannabis>

Disclaimer

The information provided here is not intended to be a comprehensive review of the literature nor a substitute for medical education or legal advice. We believe that an understanding of the current state of medical research is essential to the proper preparation and dispensing of medical cannabis products. In this constantly evolving field, information can quickly become outdated. Website and other electronically-published information presented may be frequently updated and we recommend that the reader seek primary source information.

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Works Cited

- AAO Complementary Therapy Task Force. "American Academy of Ophthalmology." *Marijuana in the Treatment of Glaucoma CTA - 2014*. June 2014. <http://one.aao.org/complimentary-therapy-assessment/marijuana-in-treatment-of-glaucoma-cta--may-2003>.
- Abrams, DE. "Vaporization as a smokeless cannabis delivery system: a pilot study." *Clin Pharm* 82 (2007): 572-578.
- Abrams, DI et al. "Cannabis in painful HIV-associated sensory neuropathy." *Neurology*, 2007: 515-521.
- Adams, MD et al. "A cannabinoid with cardiovascular activity but no overt behavioral effects." *Experientia*, 1977: 1204-5.
- al, Mueller-Vahl R et. "Nabilone Increases choreatic movements in Huntington's disease." *Mov Disord*, 1999: 1038-40.
- Aldington, S et al. "Cannabis use and risk of lung cancer: a case-control study." *European Respiratory Journal*, 2008: 280-286.
- All Wales Medicines Strategy Group. "AWMSG Reference No. 644." August 2014. <http://www.awmsg.org/awmsgonline/app/appraisalinfo/644> (accessed August 31, 2014).
- Ambach, L et al. "Simultaneous quantification of delta-9-THC, THC-acid A, CBN and CBD in seized drugs using HPLC-DAD." *For Sci Intl*, 2014: 107-11.
- American College of Physicians. *Supporting Research into the Therapeutic Role of Marijuana: Position Paper*. Philadelphia, PA: American College of Physicians, 2008.
- American Medical Association. "Preliminary Proceedings of House of Delegates 2013 Interim Meeting." *American Medical Association*. 2013. 4-7.
- . "Report 3 of the Council on Science and Public Health (I-09) Use of Cannabis for Medicinal Purposes." *American Medical Association*. 2009. <http://www.ama-assn.org/ama/pub/about-ama/our-people/ama-councils/council-science-public-health/reports/reports-topic.page>.
- Amtmann, D et al. "Survey of cannabis use in patients with amyotrophic lateral sclerosis." *Am J Hosp Palliat Care*, 2004: 95-104.
- Andreasson, S et al. "Cannabis and Schizophrenia: A Longitudinal Study of Swedish Conscripts." *Lancet*, 1987: 1483-5.

- Anthony, JC et al. "Comparative epidemiology of dependence on tobacco, alcohol, controlled substances and inhabitants: basic findings from the National Comorbidity Study." *Clin Exp Psychopharmacol*, 1994: 244-68.
- Bachhuber, MA et al. "Medical Cannabis Laws and Opioid Analgesic Overdose Mortality in the United States, 1999-2010." *JAMA*, 2014: doi:10.1001/jamainternmed.2014.4005.
- Bachmeier, C et al. "Role of the cannabinoid system in the transit of beta-amyloid across the blood-brain barrier." *Molecular and Cellular Neuroscience*, 2013: 255-262.
- Baker, D and Pryce, G. "The endocannabinoid system and multiple sclerosis." *Current Pharm Design*, 2008: 2326-2336.
- Baker, D. "In silico patent searching reveals a new cannabinoid receptor." *Trends Pharmacol Sci* 1 (2006): 1-4.
- Bayer Pharmaceuticals. "Sativex dosing." *Sativex.co.uk*. 2014. <http://sativex.co.uk/healthcare-professionals/gps/dosing-titration-and-administration/dosing-and-titration/> (accessed 2014).
- Bayer Pharmaceuticals. *Sativex Prescribing Information*. 2014.
- Beal, JE et al. "Long-term efficacy and safety of dronabinol for acquired immunodeficiency syndrome-associated anorexia." *J Pain Symptom Manag* 36, no. 1 (1997): 7-14.
- Behnke, M and Smith, VC. "Prenatal substance abuse: short- and long-term effects on the exposed fetus." *Pediatrics*, 2013: e1009-24.
- Behnke, M et al. "Prenatal Substance Abuse: Short- and Long-term Effects on the Exposed Fetus." *Pediatrics*, 2013: e1009.
- Berger, J and Moller, DE. "The Mechanisms of Action of PPARs." *Annu Rev Med*, 2002: 409-35.
- Berger, WT et al. "Targeting Fatty Acid Binding Protein (FABP) Anandamide Transporters - A Novel Strategy for Development of Anti-Inflammatory and Anti-Nociceptive Drugs." *PLoS ONE* 7, no. 12 (2012): e50968.
- Birch, EE et al. "A randomized controlled trial of early dietary supply of long-chain polyunsaturated fatty acids and mental development in term infants." *Developmental Medicine and Child Neurology* 42, no. 3 (2007): 174.
- Bisogno, T et al. "Molecular targets for cannabidiol and its synthetic analogues: effect on vanilloid VR1 receptors and on the cellular uptake and enzymatic hydrolysis of anandamide." *Br J Pharm* 134 (2001): 845-852.
- Borelli, F. "Cannabidiol, a safe and non-psychoactive ingredient of the marijuana plant *Cannabis sativa*, is protective in a murine model of colitis." *J Mol Med*, 2009: 1111-21.

- Brantl, SA. "Mechanism of platelet activation induced by endocannabinoids and blood and plasma." *Platelets* 25, no. 3 (2014): 151-161.
- Brown, I, Cascio, MG, Whale, KW, Smoum, R, Mechoulam, R, Ross, RA, Pertwee, RG and Heys, SD. "Cannabinoid receptor-dependent and -independent anti-proliferative effects of omega-2 ethanolamides in androgen receptor-positive and -negative prostate cancer cell lines." *Carcinogenesis* 31, no. 9 (2010): 1584-91.
- Budney, AJ et al. "Review of the validity and significance of cannabis withdrawal syndrome." *Am J Psychiatry*, 2004: 1967-77.
- Carlini, EA, Mechoulam R, and Lander, N. "Anticonvulsant activity of four oxygenated cannabidiol derivatives." *Res Commun Pathol Pharmacol* 12, no. 1 (1975): 1-15.
- Carter, GT et al. "Marijuana in the management of amyotrophic lateral sclerosis." *Am J Hospice and Palliative Medicine*, 2001: 265-70.
- Center for Behavioral Health Statistics and Quality. *National Survey on drug use and health*. Rockville, MD: Substance Abuse & Mental Health Services Administration, 2013.
- Cheng, D et al. "Chronic cannabidiol treatment improves social and object recognition in double transgenic APPswe/PS1deltaE9 mice." *Psychopharmacology*, 2014: 3009-3017.
- Clarke, RC and Watson, DP. "Cannabis and Natural Cannabis Medicines." In *Marijuana and the Cannabinoids*, by M, ed. ElSohly, 1-15. Totowa, NJ: Humana Press, 2007.
- CNN. *CNN Health*. August 8, 2013. <http://www.cnn.com/2013/08/08/health/gupta-changed-mind-marijuana/> (accessed August 2014).
- Colorado Department of Transportation. *Marijuana and Driving*. March 2014, 2014. <http://www.coloradodot.info/programs/alcohol-and-impaired-driving/druggeddriving/marijuana-and-driving> (accessed September 20, 2014).
- Colorado, People of the state of. "Section 16, Amendment to Article XVIII of the constitution of the state of Colorado." June 03, 2011. <http://www.sos.state.co.us/pubs/elections/Initiatives/titleBoard/filings/2011-2012/30Final.pdf>.
- Curtis, A et al. "Cannabinoids for Tourette's Syndrome." *Cochrane Database of Systemic Reviews*, no. 4 (2009).
- Davis, TC et al. "Literacy and Misunderstanding Prescription Drug Labels." *Annals of Internal Medicine*, 2006: 887-894.
- DeLong, GT et al. "Pharmacological evaluation of the natural constituent of Cannabis sativa, cannabichromene and its modulation by delta(9)-tetrahydrocannabinol." *Drug Alcohol Depend*, 2010: 126-33.

- di Tomaso, E. "Brain cannabinoids in chocolate." *Nature* 382 (1996): 677-8.
- Dowd, Maureen. 06 03, 2014. http://www.nytimes.com/2014/06/04/opinion/dowd-dont-harsh-our-mellow-dude.html?_r=0.
- Drug Enforcement Agency. "Controlled Substances: Adjustment to the Established 2014 Aggregate Production Quota for Marijuana." Notice, 2014.
- Drummer, OH. "The involvement of drugs in drivers of motor vehicles killed in Australian road traffic crashes." *Accident Analysis and Prevention*, 2004: 239-248.
- ElSohly, M. "Potency trends of Delta-9-THC and other cannabinoids in confiscated marijuana from 1980 to 1997." *J For Sci* 45 (2000): 24-30.
- ElSohly, MA and Slade, D. "Chemical constituents of marijuana: The complex mixture of natural cannabinoids." *Life Sci*, 2005: 539-548.
- ElSohly, MA. *Potency Monitoring Program quarterly report No. 123 - reporting period: 09/16/13-12/15/2013*. University of Mississippi, National Center for Natural Products Research, 2014.
- Englund, A et al. "Cannabidiol inhibits THC-elicited paranoid symptoms and hippocampal-dependent memory impairment." *J Psychopharmacol*, 2013: 19-27.
- Espejo-Porras, F, J Fernandez-Ruiz, RG Pertwee, R Mechoulam, and C Garcia. "Motor effects of the non-psychotropic phytocannabinoid cannabidiol that are mediated by 5-HT1A receptors." *Neuropharmacology*, 2013: 155-163.
- FDA. *FDA.gov*. Sep rev 2004. <http://www.fda.gov/ohrms/dockets/dockets/05n0479/05N-0479-emc0004-04.pdf> (accessed August 2014).
- Flachenecker, P et al. "Long-term effectiveness and safety of nabiximols (tetrahydrocannabinol/cannabidiol oromucosal spray) in clinical practice." *Eur Neurol*, 2014: 95-102.
- Furler, MD et al. "Medicinal and recreational marijuana use by patients infected with HIV." *AIDS Patient Care STDS* 18, no. 4 (2004): 215-28.
- Gable, RS. "Comparison of acute lethal toxicity of commonly abused psychoactive substances." *Addiction* 99 (2004): 686-696.
- Gertsch, J et al. "Beta-caryophyllene is a dietary cannabinoid." *Proc Nat Acad Sci* 105, no. 26 (2008): 9099-9104.
- Gertsch, J et al. "New Natural Noncannabinoid Ligands for Cannabinoid Type-2 (CB2) Receptors." *J of Receptors and Signal Transduction*, 2006: 709-727.

- Gieringer, D et al. "Cannabis Vaporizer Combines Efficient Delivery of THC with Effective Suppression of Pyrolytic Compounds." *J Cannabis Ther* 4 (2004): 7-27.
- Gonzalez, R. "Long-term effects of adolescent-onset and persistent use of cannabis." *Proc Natl Acad Sci USA* 40 (2012): 15970-1.
- Gray, KA et al. "Prenatal marijuana exposure: Effect on child depressive symptoms at ten years of age." *Neurotoxicity and Teratology* 27 (2005): 439-448.
- Grotenhermen, F. "Cannabinoids and the Endocannabinoid System." *Cannabinoids*, 2006: 10-14.
- Grotenhermen, F. "Clinical Pharmacokinetics of Cannabinoids." In *Handbook of Cannabis Therapeutics: From Bench to Bedside*, by E and Grotenhermen, F Russo, 69-116. Binghamton, NY: Haworth Press, 2006.
- Grotenhermen, Franjo, ed. *Cannabis and Cannabinoids: Pharmacology, Toxicology, and Therapeutic Potential*. Binghamton, NNY: Haworth Integrative Healing Press, 2002.
- Hall, W. *A comparative appraisal of the health and psychological consequences of alcohol, cannabis, nicotine, and opiate use*. New South Wales: National Drug and Alcohol Research Center, 1995.
- Hall, W et al. "Cannabis use and psychotic disorders: an update." *Drug and Alcohol Review*, 2004: 433-443.
- Hartmann, RL and Huestis, MA. "Cannabis Effects on Driving Skills." *Clinical Chemistry*, 2013: 478-492.
- Hashibe, M et al. "Marijuana use and the risk of lung and upper aerodigestive tract cancers: results of a population-based case-control study." *Cancer Epidemiol Biomarkers Prev* 15, no. 10 (2006).
- Health Canada. "Marihuana Medical Access Regulations - Daily Amount Fact Sheet." March 2007. http://www.hc-sc.gc.ca/dhp-mps/alt_formats/pdf/marihuana/med/daily-quotidienne-eng.pdf (accessed September 21, 2014).
- Hogestatt, ED. "Conversion of Acetaminophen to the Bioactive N-Acylphenolamine AM404 via Fatty Acid Amide Hydrolase-dependent Arachidonic Acid Conjugation in the Nervous System." *J Biol Chem* 280, no. 36 (2005): 31405-31412.
- Huestis, MA, Henningfield JE and Cone, EJ. "Blood cannabinoids II. Models for the prediction of time of marijuana exposure from plasma concentrations of delta-9 THC and THCCOOH." *J Anal Toxicol*, 1992: 283-290.
- Hwang J, Adamson C, Butler D et al. "Enhancement of endocannabinoid signaling by fatty acid amide hydrolase inhibition: A neuroprotective therapeutic modality." *Life Sci* 86 (2010): 615-623.
- Iannotti, FA et al. "Nonpsychotropic plant cannabinoids, cannabidivarin (CBDV) and cannabidiol (CBD), activate and desensitize transient receptor potential vanilloid 1 (TRPV1) channels in vitro: Potential for the treatment of neuronal hyperexcitability." *ACS Chem Neurosci*, 2014.

- Idris, AI. "The promise and dilemma of a cannabinoid therapy: lessons from animal studies of bone disease." *BoneKEy Reports*, 2012.
- Jarvinen, T, Pate, DW, Laine K. "Cannabinoids in the treatment of glaucoma." *Pharmacology and Therapeutics* 95 (2002): 203-220.
- Jatoi, A et al. "Dronabinol versus megestrol acetate versus combination therapy for cancer-associated anorexia: a North Central Cancer Treatment Group study." *J Clin Oncol*, 2002: 567-73.
- Jiang, R. "Identification of cytochrome p450 enzymes responsible for metabolism of cannabidiol by human liver microsomes." *Life Sci* 89 (2011): 165-70.
- Katz, DL et al. "Cocoa and chocolate in human health and disease." *Antiox Reox Signal* 15 (2011): 2779-2811.
- Kay, GG, and Logan, BK. "Drugged Driving Expert Panel report: A consensus protocol." National Highway Traffic Safety Administration, Washington DC, 2011.
- Kim, K et al. "AM1241, a cannabinoid CB2 receptor selective compound, delays disease progression in a mouse model of amyotrophic lateral sclerosis." *Eur J Pharmacol*, 2006: 100-5.
- Kosel BW, Aweeka FT, Abrams DI et al. "The effects of cannabinoids on hte pharmacokinetics of indinavir and nelfinavir." *AIDS* 16 (2002): 543-550.
- Kurtzke, JF. "Rating neurologic impairment in multiple sclerosis: an expanded disability status scale (EDSS)." *Neurology* 33 (1983): 1444.
- Lamuela-Raventos, RM et al. "Review: Health Effects of Cocoa Flavonois." *Food Sci Technol Int*, 2005: 159-176.
- Lazar, K and Murphey, Shelley. "DEA targets doctors linked to medical marijuana." *The Boston Globe*, June 06, 2014.
- Leweke, FM et al. "Cannibidiol enhances anandamide signaling and alleviates psychotic symptoms of schizophrenia." *Transl Psychiatry*, 2012: e94.
- Ligestri, A et al. "Antitumor activity of plant cannabinoids with emphasis on the effect of cannabidiol on human breast carcinoma." *J Pharmacol and Exp Ther*, 2006: 1375-87.
- Lutge EE, et al. "The medical use of cannabis for reducing morbidity and mortality in patients with HIV/AIDS (Review)." *Cochrane Database of Systematic Reviews*, no. CD005175 (2013).
- MA Huestis, M ElSohly, W Nebro et. al. "estimating time of last oral ingestion of cannabis from plasma THC and THCCOOH concentrations." *Ther Drug Monit* 28, no. 4 (2006): 540-4.

Marcus A. Bachhuber, MD^{1,2,3}, PhD^{3,4} Brendan Saloner, MD, MS⁵ Chinazo O. Cunningham, and PhD, MPP Colleen L. Barry. "Medical Cannabis Laws and Opioid Analgesic Overdose Mortality in the United States, 1999-2010." *JAMA*, 2014: doi:10.1001/jamainternmed.2014.4005.

Massa, F et al. "The endocannabinoid system in the physiology and pathophysiology of the gastrointestinal tract." *J Mol Med*, 2005: 944-54.

Matute, C et al. "The link between excitotoxic oligodendroglial death and demyelinating diseases." *Trends in NeuroSci*, 2001: 224-231.

Mayr WT, Pittock SJ, McClelland RL, Jorgensen NW, Noseworthy JH, Rodriguez M. "Incidence and prevalence of multiple sclerosis in Olmsted County, Minnesota, 1985-2000." n.d.

McPartland, JM and Russo, EB. "Cannabis and cannabis extracts: greater than the sum of their parts?" *J Cann Therap* 1 (2001): 103-132.

McPartland, JM et al. "Are cannabidiol and delta-9-tetrahydrocannabivarin negative modulators of the endocannabinoid system? A systemic review." *Br J Pharmacol*, 2014.

Medicine, Institute of. *Marijuana and Medicine: Assessing the Science Base*. Washington, DC: National Academy Press, 1999.

Mehmedic, Z et al. "Potency Trends of delta-9-THC and other cannabinoids in confiscated cannabis preparations from 1993 to 2008." *J Forensic Sci* 55, no. 5 (2010).

Mishima, K et al. "Cannabidiol Prevents Cerebral Infarction via a Serotonergic 5-hydroxytryptamine 1a receptor-dependent mechanism." *Stroke* 36 (2005): 1071-6.

Mueller-Vahl, KR et al. "Δ9-tetrahydrocannabinol (THC) is effective in the treatment of tics in Tourette syndrome: a 6-week randomized trial. ." *J Clin Psychiatry*, 2003: 459-465.

Murru, E et al. "Nutritional Properties of Dietary Omega-3-Enriched Phospholipids." *Biomed Res Int*, 2013.

Naftali, T. "Cannabis induces a clinical response in patients with Crohn's disease: a prospective placebo-controlled study." *Clin Gastroenterol and Hepatol*, 2013: 1276-80.

Naftali, T. "Treatment of Crohn's disease with cannabis: an observational study." *IMAJ*, 2011: 455-458.

National Eye Institute, National Institutes of Health. "NEI statement - The use of marijuana for glaucoma." Bethesda, 1997.

National Highway Traffic Safety Administration. "Drugs and Human Performance Fact Sheets: Cannabis/Marijuana." *National Highway Traffic Safety Administration*. n.d. <http://www.nhtsa.gov/people/injury/research/job185drugs/cannabis.htm> (accessed September 2014).

- National Hospice and Palliative Care Organization. "NHPCO Facts and Figures: Hospice Care in America." October 2012. www.nhpco.org/research.
- Natural Standard Research Collaboration. *Drugs and Supplements: Marijuana (Cannabis sativa)*. 2014.
- Niesink, RJ et al. "Does cannabidiol protect against adverse psychological effects of THC?" *Frontiers in Psychiatry*, 2013: 1-8.
- Nutt, D. "Development of a rational scale to assess the harm of drugs of potential misuse." *Lancet*, 2007: 1051.
- O'Connell, FJ and Bou-Matar, CB. "Long term marijuana users seeking medical cannabis in California (2001-2007): demographics, social characteristics, patterns of cannabis and other drug use of 4117 applicants." *Harm Reduction Journal* 4, no. 16 (2007).
- Ofek, O et al. "Peripheral cannabinoid receptor, CB2, regulates bone mass." *Proc Natl Acad Sci* 103, no. 3 (2006): 696-701.
- O'Keefe, L et al. "The cannabinoid receptor 1 and its role in influencing peripheral metabolism." *Diabetes, Obesity and Metabolism*, 2014: 294-304.
- Paul, BD and Jacobs A. "effects of oxidizing adulterants on detection of 11-nor-delta0-THC-9-carboxylic acid in urine." *J Anal Toxicol* 26 (2004): 460-463.
- Pearce, DD et al. "Discriminating the Effects of Cannabis sativa and Cannabis indica: A web survey of Medical Cannabis Users." *J of Alternative and Complementary Medicine*, 2014: 1-5.
- Pelayo-Teran, JM et al. "Gene-environment interactions underlying the effect of cannabis in first episode psychosis." *Curr Pharm Des*, 2012: 5024-35.
- Penumarti, A, and AA Abdel-Rahman. "The novel endocannabinoid receptor CPR18 is expressed in the rostral ventrolateral medulla and exerts tonic restraining influence on blood pressure." *J Pharmacol Exp Ther*, 2014: 29-38.
- Perry, Scott (Rep). "Congress.gov." July 29, 2014. <https://beta.congress.gov/bill/113th-congress/house-bill/5226/text> (accessed September 14, 2014).
- Pertwee, RG. "Pharmacology of cannabinoid CB1 and CB2 receptors." *Pharmacology and Therapeutics* 74, no. 2 (1997): 129-180.
- Pertwee, RG. "The diverse CB1 and CB2 receptor pharmacology of three plant cannabinoids: delta-9-tetrahydrocannabinol, cannabidiol and delta-9-tetrahydrocannabivariin." *Br J Pharmacol*, 2008: 199-215.
- Pertwee, RH. "The diverse CB1 and CB2 receptor pharmacology of three plant cannabinoids: delta-9-tetrahydrocannabinol, cannabidiol and delta-9-tetrahydrocannabivarin." *Br J Pharmacol*, 2008: 199-215.

- Petrocellis, L et al. "The endogenous cannabinoid anandamide inhibits human breast cancer cell proliferation." *PNAS*, 1998: 8375-80.
- Porcella, A et al. "The human eye expresses high levels of CB1 cannabinoid receptor mRNA and protein." *Eur J Neurosci* 12 (2000): 1123-1127.
- Porcella, A et al. "this synthetic cannabinoid WIN 55212-2 decreases the intraocular pressure in human glaucoma resistant to conventional therapies." *European Journal of neuroscience* 13 (2001): 409-412.
- Prentiss D, Power R, Balmas G, Tzuang G, Israelski DM. "Patterns of marijuana use among patients with HIV/AIDS followed in a public health care setting." *J Acquir Immune Defic Syndr* 35, no. 1 (2004): 38-45.
- Purohit, V et al. "Cannabinoid Receptor-2 and HIV-Associated Neurocognitive Disorders." *J Neuroimmune Pharmacol*, 2014: 447-453.
- Rappold, RS. "Legalize Medical Marijuana, Doctors Say in Survey." *WebMD*. April 2, 2014. <http://www.webmd.com/news/breaking-news/marijuana-on-main-street/20140225/webmd-marijuana-survey-web> (accessed September 20, 2014).
- Riedel, G et al. "Synthetic and plant-derived cannabinoid receptor antagonists show hypophagic properties in fasted and non-fasted mice." *Br J Pharmacol*, 2009: 1154-1166.
- Rizzo MA, Hadjimicaheal OC, Ppreiningerova J et al. "Prevalence and treatment of spasticity reported by multiple sclerosis patients." *Mult Scler* 10, no. 5 (2004): 589-95.
- Rock, EM et al. "Cannabidiol, a non-psychotropic component of cannabis, attenuates vomiting and nausea-like behaviour via indirect agonism of 5-HT1a somatodendritic autoreceptors in the dorsal raphe nucleus." *Br J Pharmacol* 165 (2012): 2620-2634.
- Romano, B et al. "Inhibition of colon carcinogenesis by a standardized Cannabis sativa extract with a high content of cannabidiol." *Phytomedicine*, 2014: 631-9.
- Ruhaak, LR et al. "Evaluation of the Cyclooxygenase Inhibiting Effects of Six Major Cannabinoids Isolated from Cannabis Sativa." *Biol Pharm Bull*, 2011: 774-778.
- Russo, E. "Cannabis to migraine treatment: the once and future prescription? An historical and scientific review." *Pain*, 1998: 3-8.
- Russo, E et al. "Chronic Cannabis Use in the Compassionate Investigational New Drug Program: An Examination of Benefits and Adverse Effects of Legal Clinical Cannabis." *J Cannabis Ther*, 2002: 9.
- Russo, EB et al. "Agonist Properties of Cannabidiol at 5-HT1a Receptors." *Neurochemical Research*, 2005: 1037-1043.

- Russo, EB. "Taming THC: potential cannabis synergy and phytocannabinoid-terpenoid entourage effects." *Br J Pharmacol*, 2011: 1344-1364.
- Salim, K et al. "Pain measurements and side effect profile of the novel cannabinoid ajulemic acid." *Neuropharmacology*, 2005: 1164-1171.
- Schubart, CD et al. "Cannabis with high cannabidiol content is associated with fewer psychotic experiences." *Schizophrenia Research*, 2011: 216-221.
- Seely, KA, Patton AL Moran CL et al. "Forensic investigation of K2, Spice, and "bath salt" commercial preparations: A three-year study of the designer drug products containing synthetic cannabinoids, stimulants, and hallucinogenic compounds." *Forensic Science International* 233 (2013): 416-422.
- Serpell, MG et al. "Sativex long-term use: an open-label trial in patients with spasticity due to multiple sclerosis." *J Neurol*, 2013: 285-295.
- Sewell, RA. "The effect of cannabis compared to alcohol on driving." *Am J Addict*, 2009: 185-193.
- Sharir, H and Abood ME. "Pharmacologic Characterization of GPR55, a Putative Cannabinoid Receptor." *Pharmacol Ther*, 2010: 301-313.
- Sharir, H and Abood, ME. "Pharmacological Characterization of GPR55, a Putative Cannabinoid Receptor." *Pharmacol Ther*, 2010: 301-313.
- Sidney, S. "Marijuana Use in HIV-Positive and AIDS Patients: Results of an Anonymous Mail Survey." In *Cannabis Therapeutics in HIV/AIDS*, by E Russo, 35-41. New York: Haworth Press, 2001.
- Solinas, M et al. "Cannabidiol, a non-psychoactive cannabinoid compound, inhibits proliferation and invasion in U87-MG and T98G glioma cells through a multitarget effect." *PLOS ONE*, 2013: e76918.
- Srivastava, R. "Potassium channel KIR4.1 as an immune target in multiple sclerosis." *N Engl J Med* 367 (2012): 115.
- Su, D and Li, L. "Trends in the Use of complementary and Alternative Medicine in the United States: 2002-2007." *J of Health Care for the Poor and Underserved*, 2011: 296-310.
- Substance Abuse and Mental Health Services Administration. "SAMHSA.gov." *Division of Workplace Programs >>Drug Testing*. October 1, 2010.
<http://beta.samhsa.gov/sites/default/files/workplace/2010GuidelinesAnalytesCutoffs.pdf>
 (accessed September 1, 2014).
- Sun, Yan and Bennett, Andy. "Cannabinoids: A New Group of Agonists of PPARs." *PPAR Research* 2007 (2007).
- The Criminal Law Reporter. *U.S. v. Randall*, page 2300. Arlington, VA: Bureau of National Affairs, 1976.

- Thomas, G, Kloner RA, and Rezkalla, S. "adverse cardiovascular, cerebrovascular, and peripheral vascular effects of marijuana inhalation: What cardiologists need to know." *J Am Cardiol* 113 (2014): 187-190.
- Thompson, D. "More People Choosing Hospice at Life's End." *US News & World Report*. January 2011.
- Tikun Olam. *Our Medical Cannabis Strains*. 2014. <http://www.tikunolam.com/products.php> (accessed 09 12, 2014).
- Tramer, MR et al. "Cannabinoids for control of chemotherapy induced nausea and vomiting: quantitative systemic review." *British Medical Journal*, 2001: 16-21.
- Tsai, J. "Immunoassays for the Detection of Cannabis Abuse." In *Forensic Science and Medicine: Marijuana and the Cannabinoids*, by M ElSohly, 145-178. Totowa, NJ: Humana Press, 2007.
- van der Meer, FJ et al. "Cannabis Use in Patients at Clinical Risk of Psychosis: Impact on Prodromal Symptoms and Transition to Psychosis." *Curr Pharm Design*, 2012: 5036-5044.
- Volkow, ND et al. "Adverse health effects of marijuana use." *NJEM*, 2014: 2219-27.
- Watanabe, K. "Cytochrome p450 enzymes involved in the metabolism of tetrahydrocannabinols and cannabidiol by human hepatic microsomes." *Life Sci* 80 (2007): 1415-9.
- Wolf, SA et al. "CNS immune surveillance and neuroinflammation: endocannabinoids keep control." *Curr Pharmacol Design*, 2008: 2266-78.
- Woolridge, E et al. "Cannabis Use in HIV for Pain and Other Medical Symptoms." *J of Pain and Symptom Management*, 2005: 358-367.
- Wu, Tzu-Chin et al. "Pulmonary Hazards of Smoking Marijuana as Compared with Tobacco." *N Engl J Med* 318 (1988): 347-51.
- Yazulla, S. "Endocannabinoids in the retina: from marijuana to neuroprotection." *Prog Retin Eye Res* 27, no. 5 (2008): 501-526.
- Zajicek, J et al. "Effect of dronabinol on progression in progressive multiple sclerosis (CUPID): a randomised, placebo-controlled trial." *Lancet Neurol*, 2013: 857-65.
- Zhao, P. "GPR55 and GPR35 and their relationship to cannabinoid and lysophospholipid receptors." *Life Sciences* 92 (2013): 453-457.

Attachment K



Attachment K

Enclosed are letters affirming internet access is readily available at the manufacturing facility and all four dispensary locations. The dispensary provider letters include confirmation of service and a bid for cost of service and various packages available to the location.

Manufacturing Facility – Perth, NY

See following Internet Confirmation Letters

Dispensaries:

110 Wolf Road, Colonie, NY

See following Internet Confirmation Letters

589 Harry L Drive, Johnson City, NY

See following Internet Confirmation Letters

89-55 Queens Boulevard, Elmhurst (Queens), NY

See following Internet Confirmation Letters

217-219 E. Post Road, White Plains, NY

See following Internet Confirmation Letters

Also included is a complete coverage quote for all facilities from Verizon, verifying redundant coverage for all facilities.



137 Harrison Street, Gloversville, NY 12078
www.FrontierOnline.com

April 30, 2015

Michael Newell, COO
Empire State Health Solutions, LLC
1226 State Route 147
West Charlton, NY 12010

Dear Mr. Newell:

It is our understanding that Empire State Health Solutions is proposing a project on Site 1 in the Tryon Technology Park and Incubator Center located on County Route 107 in the Town of Perth, Fulton County, NY. Frontier Communications provides phone and internet services nationwide. Frontier maintains existing facility at the Tryon Technology Park and Incubator Center that is fed by fiber optic cables, is in close proximity to Site 1 and capable of providing phone and internet services.

Please be advised that Frontier Communications can and will provide phone and Internet services for the Empire State Health Solutions proposed project from our existing facility at the Tryon Technology Park and Incubator Center.

Best Regards

A handwritten signature in black ink that reads "Todd Rulison". The signature is written in a cursive, flowing style.

Todd Rulison
General Manager
Frontier Communications

TIME WARNER CABLE BUSINESS CLASS

Communications Solution Proposal

For empire state health solutions

Prepared by:

Virginia Allen

Account Consultant Web 1

Phone: (315) 883-5317

Cell:

Email: genie.allen@twcable.com

Ranked #1 in Customer Loyalty by

FROST & SULLIVAN

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| Product Descriptions | 4 |

Proposed Pricing

Proposal#: 5928857

Proposed Pricing Good Until: 6/26/2015 12:00:00 AM

Account Executive: Virginia Allen

Telephone: (315) 883-5317

Ext [REDACTED]

Fax: (704) 945-5825

Email: genie.allen@twcable.com

Customer Information:

Authorized Contact:

Contact Phone:

Contact Fax:

Chuck Ledermann

(612) 440-5543

New and Revised Services and Monthly Charges At: 110 Wolf Rd , Albany NY 12205

| Product | Quantity | Sales Price | Contract Term | Monthly Price |
|------------------------------------|----------|---------------|---------------|---------------|
| Exchange Premium Mailbox Promotion | 1 | \$ [REDACTED] | 36 Months | \$ [REDACTED] |
| Q2 2015 Acq - 50M x 5M | 1 | [REDACTED] | 36 Months | [REDACTED] |
| Monthly Total:* | | | | |

*Prices do not include taxes and fees

*Prices quoted are subject to change. Applicable taxes and fees are not included in the quoted price. Additional Terms and Conditions may apply.

Product Descriptions

Internet Access

Internet Access is a core commercial product offering that can provide always-on Internet access via a cable modem or cable router. Access is available in multiple speed tiers based on customer needs. The service utilizes the Time Warner Cable Business Class (TWCBC) Hybrid Fiber Coax (HFC) network.

FEATURES

BENEFITS

| | |
|-----------------------------|--|
| Quick and Easy Installation | Save time and money by getting your business online quickly and easily. |
| Tiered Service Levels | You can select the speeds appropriate for your business – up to 100 Mbps download/5 Mbps upload transmission speeds. |
| Scalable Service Levels | Transmission speeds can be increased remotely when business needs change. |

Cloud Services

Help improve your business productivity with reliable, easy-to-use hosted communication, collaboration and data management solutions that include Microsoft® Hosted Exchange 2010, SharePoint® 2010 and Outlook®. Time Warner Cable Business Class Cloud Services give you the right tools to help you and your employees communicate more effectively. Hosted Exchange provides access to communication features such as Email, Calendars and Contact Lists. SharePoint delivers an easy, reliable method to share and manage business files from a central location. TWCBC Cloud Solutions can minimize your need to invest in software, hardware and other IT resources. Since these services are available on demand, you have the flexibility to add or change services based on the specific needs of your business.

FEATURES

BENEFITS

| | |
|--|---|
| Anti-Spam/Anti-Virus services are included as a free feature for all customers | Safeguards data from threats and attacks with full security patch management, premium anti-virus and anti-spam protection. |
| Delivered in the Cloud | Reduces the need to buy dedicated servers and specialized software while delivering a secure suite of communication and collaboration solutions, thereby working to lower your total cost of ownership. |
| Integrated email, email notification, scheduling and information-sharing tools allow tasks to be created, assigned and tracked for project management and personal time management | Enables easy collaboration among team members inside and outside the organization, with the ability to set permission rights for individuals. |
| Proprietary online service management tool | Enables you to easily add or delete users, reset passwords, backup mailboxes, wipe users' mobile devices and more. |
| 24/7/365 expert technical support via phone and email | Around-the-clock access to expert help whenever you need it. |

TIME WARNER CABLE BUSINESS CLASS

Communications Solution Proposal

For empire state health solutions

Prepared by:

Virginia Allen

Account Consultant Web 1

Phone: (315) 883-5317

Cell:

Email: genie.allen@twcable.com

Ranked #1 in Customer Loyalty by

FROST & SULLIVAN

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Proposed Pricing

Proposal#: 5929011

Proposed Pricing Good Until: 6/26/2015 12:00:00 AM

Account Executive: Virginia Allen

Telephone: (315) 883-5317

Ext: [REDACTED]

Fax: (704) 945-5825

Email: genie.allen@twcable.com

Customer Information:

Authorized Contact:

Contact Phone:

Contact Fax:

Chuck Ledermann

(612) 440-5543

New and Revised Services and Monthly Charges At: 589 Harry L Dr , Johnson City NY 13790

| Product | Quantity | Sales Price | Contract Term | Monthly Price |
|------------------------------------|----------|---------------|---------------|---------------|
| Exchange Premium Mailbox Promotion | 1 | [REDACTED] | 36 Months | [REDACTED] |
| Ultimate Internet - 50M x 5M | 1 | \$ [REDACTED] | 36 Months | [REDACTED] |
| Monthly Total:* | | | | [REDACTED] |

*Prices do not include taxes and fees

*Prices quoted are subject to change. Applicable taxes and fees are not included in the quoted price. Additional Terms and Conditions may apply.

Product Descriptions

Internet Access

Internet Access is a core commercial product offering that can provide always-on Internet access via a cable modem or cable router. Access is available in multiple speed tiers based on customer needs. The service utilizes the Time Warner Cable Business Class (TWCBC) Hybrid Fiber Coax (HFC) network.

FEATURES

BENEFITS

| | |
|-----------------------------|--|
| Quick and Easy Installation | Save time and money by getting your business online quickly and easily. |
| Tiered Service Levels | You can select the speeds appropriate for your business – up to 100 Mbps download/5 Mbps upload transmission speeds. |
| Scalable Service Levels | Transmission speeds can be increased remotely when business needs change. |

Cloud Services

Help improve your business productivity with reliable, easy-to-use hosted communication, collaboration and data management solutions that include Microsoft® Hosted Exchange 2010, SharePoint® 2010 and Outlook®. Time Warner Cable Business Class Cloud Services give you the right tools to help you and your employees communicate more effectively. Hosted Exchange provides access to communication features such as Email, Calendars and Contact Lists. SharePoint delivers an easy, reliable method to share and manage business files from a central location. TWCBC Cloud Solutions can minimize your need to invest in software, hardware and other IT resources. Since these services are available on demand, you have the flexibility to add or change services based on the specific needs of your business.

FEATURES

BENEFITS

| | |
|--|---|
| Anti-Spam/Anti-Virus services are included as a free feature for all customers | Safeguards data from threats and attacks with full security patch management, premium anti-virus and anti-spam protection. |
| Delivered in the Cloud | Reduces the need to buy dedicated servers and specialized software while delivering a secure suite of communication and collaboration solutions, thereby working to lower your total cost of ownership. |
| Integrated email, email notification, scheduling and information-sharing tools allow tasks to be created, assigned and tracked for project management and personal time management | Enables easy collaboration among team members inside and outside the organization, with the ability to set permission rights for individuals. |
| Proprietary online service management tool | Enables you to easily add or delete users, reset passwords, backup mailboxes, wipe users' mobile devices and more. |
| 24/7/365 expert technical support via phone and email | Around-the-clock access to expert help whenever you need it. |

High Speed Internet: Packages



- Packages
- Features
- Switching
- Equipment

Consistently Fast Speeds + 99.9% Network Reliability = A Great New York Deal

Our High Speed Internet service allows your business to keep up with the pace of New York - at a broadband value you can appreciate.

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"Highest in Customer Satisfaction With Very Small Business Wireline Service!"

SAVE \$5 per month
With selected packages. When ordering online.



Select Package

[Why choose dynamic or static IP?](#)

Starter – speeds up to:

1 Mbps Download **384** Kbps Upload

- Best for
- Single - person business
 - Light Internet use

Internet Only

Price when added to business phone

starting at: **\$29.99** /mo
Plus taxes, fees & equip. charges.
With 2-yr agreement that auto-renews.

[Order Now](#)

Internet + Phone

Pricing for New customers

[What are bundle benefits?](#)
[Why similar bundle pricing?](#)

starting at: **\$64.99** /mo
Plus taxes, fees & equip. charges.
With 2-yr agreement that auto-renews.

Price includes \$5/mo online discount for the first 12 months

[Order Now](#)

Quick – speeds up to:

3 Mbps Download **768** Kbps Upload

- Best for
- Frequent email and file transfers
 - Performing complex online tasks

starting at: **\$37.99** /mo
Plus taxes, fees & equip. charges.
With 2-yr agreement that auto-renews.

Price includes \$5/mo online discount for the first 12 months

[Order Now](#)

starting at: **\$74.99** /mo
Plus taxes, fees & equip. charges.
With 2-yr agreement that auto-renews.

Price includes \$5/mo online discount for the first 12 months

[Order Now](#)

Fast – speeds up to:

5 Mbps Download **768** Kbps Upload

- Best for
- Multiple employees
 - Large file transfers
 - Frequent emails
 - eCommerce

starting at: **\$54.99** /mo
Plus taxes, fees & equip. charges.
With 2-yr agreement that auto-renews.

Price includes \$5/mo online discount for the first 12 months

[Order Now](#)

starting at: **\$74.99** /mo
Plus taxes, fees & equip. charges.
With 2-yr agreement that auto-renews.

Price includes \$5/mo online discount for the first 12 months

[Order Now](#)

| | | |
|--|---|---|
| <p>Faster – speeds up to:</p> <p>7 Mbps Download 768 Kbps Upload</p> <p>Best for</p> <ul style="list-style-type: none"> Multiple employees Frequent emails with attachments Large file transfers eCommerce | <p>starting at: \$74.99 /mo</p> <p>Plus taxes, fees & equip. charges.</p> <p>With 2-yr agreement that auto-renews.</p> <p>Price includes \$5/mo online discount for the first 12 months</p> <p>Order Now</p> | <p>starting at: \$74.99 /mo</p> <p>Plus taxes, fees & equip. charges.</p> <p>With 2-yr agreement that auto-renews.</p> <p>Price includes \$5/mo online discount for the first 12 months</p> <p>Order Now</p> |
| <p>Fastest – speeds up to:</p> <p>10-15 Mbps Download 1 Mbps Upload</p> <p>Best for</p> <ul style="list-style-type: none"> Multiple employees Online-based business eCommerce with orders | <p>starting at: \$84.99 /mo</p> <p>Plus taxes, fees & equip. charges.</p> <p>With 2-yr agreement that auto-renews.</p> <p>Price includes \$5/mo online discount for the first 12 months</p> <p>Order Now</p> | <p>starting at: \$74.99 /mo</p> <p>Plus taxes, fees & equip. charges.</p> <p>With 2-yr agreement that auto-renews.</p> <p>Price includes \$5/mo online discount for the first 12 months</p> <p>Order Now</p> |

Every Internet package includes:

30 DAY MONEY-BACK GUARANTEE

Worry-Free Installation
If you're not totally happy, we'll refund 100% of your money up to 30 days from the start of your contract.



Business Applications
Collaboration tools help increase the productivity and security of your work.



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You'll get one of our wireless modem/routers included for a discounted cost of \$49.99 (\$149.99 value) with any High Speed Internet bundle. (Charges apply for standalone service)

[See how easy it is to switch to HSI](#)

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J.D. Power ranked Verizon "HIGHEST IN CUSTOMER SATISFACTION WITH VERY SMALL BUSINESS WIRELINE SERVICE".

Our 99.9% network reliability, superior customer service and unrivaled FiOS speeds make you Small Business Ready.

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[See Network Management Practices and Service Performance Information](#)

Verizon received the highest numerical score among very small business wireline providers in the proprietary J.D. Power 2014 Business Wireline Satisfaction StudySM. Study based on responses from 4,200 business wireline customers measuring 9 providers and measures satisfaction among wireline service decision-makers with very small businesses. Proprietary study results are based on experiences and perceptions of consumers surveyed in April-June 2014. Your experiences may vary. Visit [jdpower.com](#)

- Services
- Bundles
- Phone
- High Speed Internet
- FiOS Internet

- My Business Account
- Check Email
- Pay My Bill
- Get My Small Biz Rewards
- Browse Discount Program

- Get Support
- Products and Services
- QuickGuides
- Check Repair Status
- Troubleshooting Tools

- Other Verizon Sites
- Verizon Wireless for Business
- Medium Business
- Enterprise and Government
- Residential Services

| | | | |
|--|----------------------------|---|--|
| FiOS TV | Learn More | About Your Bill | Verizon Wireless |
| DIRECTV | | Check Order Status | Verizon National Sales Partner |
| Applications | | Report a Security Issue | |
| Special Offers | | | |
| Set Up New Service | | | |
| Customer Testimonials | | | |
| Add/Change Existing Services | | | |

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Chuck Ledermann

From: Chuck Ledermann
Sent: Thursday, May 28, 2015 11:52 AM
To: Josh O'Neill
Subject: FW: Optimum Business Service - 34 S. Lexington Avenue, White Plains, NY 10606

I received this quote from [Optimum/CableVision](#) for our White Plains location.

From: Tara Theagene [mailto:TTHEAGEN@cablevision.com]
Sent: Thursday, May 28, 2015 11:20 AM
To: Chuck Ledermann
Subject: Optimum Business Service - 34 S. Lexington Avenue, White Plains, NY 10606

Hello,

It was a pleasure chatting with you today. Below is a breakdown of the internet services we offer. Please send me an e-mail when you are ready to set up the services, as we do receive credit for our sales. I look forward to hearing from you soon.

Thank You,

Tara

<http://www.optimumbusiness.com/high-speed-internet/ultra50/>

Optimum Online Ultra 50 only Offer (for new customers)

- \$49.95 Optimum Online
- \$19.95 Optimum Online Ultra 50 (50/25 speed)
- \$ 4.95 Modem Fee

Benefits:

- Enjoy up to 50 Mbps for downloads and up to 25 Mbps for uploads
- More than double the email space at 5GB
- Send up to 150 MB per email
- Up to 15 email addresses
- Create your website with easy-to-use Site Builder tools -- no HTML skills required
- Web hosting for your site (12 GB of web space)
- Web or email server hosting -- DDNS, Port 80 & Port 25
- Keep your web address with annual domain name registration
- Enhance your image with 250 personalized business email addresses (e.g. yourname@yourdomain.com)
- Plus much more -- see a list of all the valuable features included in the web hosting package.
- \$10 1 Static IP address

- \$84.85 monthly, for 24 months no taxes or fees on that price and no contracts

<http://www.optimumbusiness.com/high-speed-internet/ultra101.jsp>

Optimum Online Ultra 101 ONLY Offer (for new customers)

- \$49.95 Optimum Online
- \$50.00 Optimum Online Ultra 101 (101/35 speed)
- \$ 4.95 Modem Fee

Benefits:

- Enjoy up to 101 Mbps for downloads and up to 35 Mbps for uploads
 - More than double the email space at 5GB
 - Send up to 150 MB per email
 - Up to 15 email addresses
 - Create your website with easy-to-use Site Builder tools -- no HTML skills required
 - Web hosting for your site (12 GB of web space)
 - Web or email server hosting -- DDNS, Port 80 & Port 25
 - Keep your web address with annual domain name registration
 - Enhance your image with 250 personalized business email addresses (e.g. yourname@yourdomain.com)
 - Plus much more -- see a list of all the valuable features included in the web hosting package.
 - \$10 1 Static IP address
-
- \$114.90 monthly, for 12 months no taxes or fees on that price and no contracts

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| | | | |
|--------------------------------------|---|---|--------------------------|
| Master Customer Legal Entity: | | Master Verizon Legal Entity: MCI Communications Services, Inc. d/b/a Verizon Business Services | |
| Customer Address: | | Quote Priced On: | 29 May 2015 17:31:19 GMT |
| Account Manager: | Sarah Szafranovic clarence.doubleday@one.verizon.com 570-235-1826 | Quote ID: | 191233161 |
| Created By: | Sarah Szafranovic | Quote Version #: | 0 |
| | | Quote Expiration Date: | 13 Jul 2015 |
| | | Contract ID: | New |

Service(s) Included in Quote: Access, Internet Dedicated Services
Note: Items shown with "*" require a Service Order Form document

Available Appendices (Additional Details and any Applicable Usage Tables):

Quote Summary: All charges displayed in Invoice Currency unless otherwise noted

| Customer Legal Entity (CLE) | Entity Type | Customer Legal Entity Address: | Verizon Legal Entity (VLE) | Currency | MRC | NRC |
|-----------------------------|-------------|--------------------------------|---|----------|----------|------|
| No CLE Available | Contracting | | MCI Communications Services, Inc. d/b/a Verizon Business Services | USD | 5,148.52 | 0.00 |

| Activity Type | Quantity | Amount in Quote Currency (USD) | |
|---|----------|--------------------------------|------|
| | | MRC | NRC |
| Colonie, NY, Location ID: 8704664C | | | |
| 110 WOLF RD, ALBANY, NY 12205-1244, United States | | | |
| Access | | | |
| Access, Service ID: 70714650 * | Added | | |
| Service Commitment: 36 months | | | |
| Local Access - Gold - Silver - 5 Mbps - UNI Speed: 10 Mbps - TPV UNI Speed: 10 Mbps | N/A | | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ² , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | |
| Internet Dedicated Services | | | |
| Internet Dedicated Services, Service ID: 70714652 * | Added | | |
| Service Commitment: 36 months | | | |
| Internet Dedicated Port - Tiered - 5 Mbps | N/A | | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ¹ , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | |
| Johnson City, NY, Location ID: 8704668C | | | |
| 589 HARRY L DR, JOHNSON CITY, NY 13790-1470, United States | | | |
| Access | | | |
| Access, Service ID: 70714659 * | Added | | |
| Service Commitment: 36 months | | | |
| Local Access - Gold - Silver - 5 Mbps - UNI Speed: 100 Mbps (FastE) - TPV UNI Speed: 100 Mbps (FastE) | N/A | | 0.00 |
| Additional Promotions Included: Verizon Services 90 Day Satisfaction Guarantee for Service ² , Internet Dedicated New Service Incentive ¹ | | | |
| Internet Dedicated Services | | | |
| Internet Dedicated Services, Service ID: 70714661 * | Added | | |
| Service Commitment: 36 months | | | |



| | | Amount in Quote Currency (USD) | |
|---|----------|--------------------------------|------|
| Activity Type | Quantity | MRC | NRC |
| Internet Dedicated Port - Tiered - 5 Mbps | N/A | ██████ | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ¹ , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | |
| Johnstown, NY, Location ID: 8704516C | | | |
| 881 COUNTY HIGHWAY 107, JOHNSTOWN, NY 12095-3771, United States | | ██████ | 0.00 |
| Access | | | |
| Access, Service ID: 70714647 * | Added | | |
| Service Commitment: 36 months | | | |
| Local Access - Gold - Gold - 5 Mbps - UNI Speed: 10 Mbps | N/A | ██████ | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ¹ , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | |
| Internet Dedicated Services | | | |
| Internet Dedicated Services, Service ID: 70714649 * | Added | | |
| Service Commitment: 36 months | | | |
| Internet Dedicated Port - Tiered - 5 Mbps | N/A | ██████ | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ¹ , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | |
| Queens, NY, Location ID: 8704521C | | | |
| 8955 QUEENS BLVD, ELMHURST, NY 11373-4907, United States | | ██████ | 0.00 |
| Access | | | |
| Access, Service ID: 70714656 * | Added | | |
| Service Commitment: 36 months | | | |
| Local Access - Gold - Gold - 5 Mbps - UNI Speed: 100 Mbps (FastE) - TPV UNI Speed: 100 Mbps (FastE) | N/A | ██████ | 0.00 |
| Additional Promotions Included: Verizon Services 90 Day Satisfaction Guarantee for Service ² , Internet Dedicated New Service Incentive ¹ | | | |
| Internet Dedicated Services | | | |
| Internet Dedicated Services, Service ID: 70714658 * | Added | | |
| Service Commitment: 36 months | | | |
| Internet Dedicated Port - Tiered - 5 Mbps | N/A | ██████ | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ¹ , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | |
| White Plains, NY, Location ID: 8704665C | | | |
| 34 S LEXINGTON AVE, WHITE PLAINS, NY 10606-2512, United States | | ██████ | 0.00 |
| Access | | | |
| Access, Service ID: 70714653 * | Added | | |
| Service Commitment: 36 months | | | |

Printed on 29 May 2015 17:33:14 GMT
 Quotes are exclusive of Taxes
 Verizon proprietary information

Contracting entities and exchange rate rules will be as defined in the agreement

| | Activity Type | Quantity | Amount in Quote Currency (USD) | |
|---|---------------|----------|--------------------------------|------|
| | | | MRC | NRC |
| Local Access - Gold - Gold - 5 Mbps - UNI Speed: 10 Mbps - TPV UNI Speed: 10 Mbps | | N/A | | 0.00 |
| Additional Promotions Included: Internet Dedicated New Service Incentive ¹ , Verizon Services 90 Day Satisfaction Guarantee for Service ² | | | | |
| Internet Dedicated Services | | | | |
| Internet Dedicated Services, Service ID: 70714655 * | Added | | | |
| Service Commitment: 36 months | | | | |
| Internet Dedicated Port - Tiered - 5 Mbps | | N/A | | 0.00 |
| Additional Promotions Included: Verizon Services 90 Day Satisfaction Guarantee for Service ² , Internet Dedicated New Service Incentive ¹ | | | | |

¹ Subject to terms and conditions, Customers who order Verizon Internet Dedicated + for the first time with a minimum two year Service Commitment or Volume Commitment Period, as applicable (for purposes of this promotion the "Commitment"), will receive credits equal to the monthly recurring charges ("MRC") for the Internet Dedicated port and the MRC for Access in the second monthly billing period for a two year Commitment. Customers committing to a three year Commitment or greater will receive credits equal to the MRC for the Internet Dedicated port and the MRC for Access in the second and third monthly billing periods. Only Internet Dedicated ports located in the contiguous United States are eligible for this promotion. Local Access wireless backup connections used with Verizon's Internet Dedicated Services are not eligible for this promotion.

For customers agreeing to only a two year Commitment, certain Access + services are located in geographical areas where such services are provisioned using Gigabit Passive Optical Network technologies and in such geographical areas, both the Access + services and the Internet Dedicated port are ineligible for this promotion.

Access circuits which qualify for Access + credits in both the Private IP + Fast Start and Internet Dedicated New Service Incentive shall only receive credits for Access as specified in the Private IP + Fast Start Promotion.

² Subject to Conditions, a Customer who has subscribed to a new Verizon master service agreement ("Agreement") may terminate such Agreement (and any or all services under it) at any time within 90 days of the Services Effective Date and avoid the Early Termination Charge for Service Termination by providing written notice of termination to Verizon within that 90-day period.

This draft Quotation is for informational purposes only and is subject to change. Prices are exclusive of VAT and other taxes.

Pricing assumes the provision of accurate customer information. Provisioning is subject to order acceptance.

Pricing and provisioning are subject to the solution being deliverable and billable in accordance with negotiated terms and conditions including service level agreements which have been agreed upon by Verizon and the customer in writing.

Attachment L



Based on previous experience in Minnesota via our affiliate Minnesota Medical Solutions (MMS), Empire State Health Solutions is confident in its ability to execute on a very tight timeline and we are prepared to offer patients medications as early as **Nov 30, 2015** if permitted by New York State. We understand that the current timeline indicates January 2016 as the initial date for providing patients medications; however, our preparation is underway and with the current accelerated timeline we will meet and exceed anticipated deadlines.

Please see the attached timeline that extends from the current time through January of 2016. ESHS will be utilizing its Phase 1 building (already built) and Phase 2 greenhouse by January of 2016. The Phase 3 facility construction will commence in the Fall of 2016.

Important dates for the ESHS timeline:

Immediately—Planning for immediate implementation/build out has already begun for Tryon Park Manufacturing site, and our four dispensary facilities to have all four dispensaries operational by January of 2016.

July 1-July 30—Registration Awarded. ESHS is prepared to commence activity immediately upon receipt of the registration. Our planned rapid build out of the security and manufacturing apparatus is vital to the rapid availability of medications for New Yorkers. If we are able to start cultivation prior to August 1, we are confident that we can have medications available as early as November 30, 2015.

August 1, 2015—Dispensary Build Out Begins. ESHS has a particular clinical style for its dispensaries and will start the planning and build out process very early. Distribution Centers will be built out in sequential fashion with approximately 2-3 weeks between each geographically dispersed location.

August 1, 2015—Laboratory Build Out Begins. Laboratory, extraction and packaging build out will commence immediately upon receipt of the registration. Due to our significant on-site lab, this is much more involved for ESHS than for many industry standard medical cannabis cultivators.

August 1, 2015 (or upon registration/approval by the department)—Cultivation Begins

August 15, 2015—Phase 2 Greenhouse Construction Begins

October 1, 2015—Installation of Extraction, Separation Equipment

October (second week)—First Full Scale Harvest

October (3rd-4th week)—First Extraction of Product

October (4th week)—Separation Process Commences

November 1, 2015—Formulation Begins At Scale

November 3, 2015—Installation and Testing of Packaging Equipment

November 5, 2015—Comprehensive Internal Quality Review, ESHS and Vireo Health Quality Teams

November 14—First Cannabis Derived Medications Available for Third Party Testing

November 25, 2015—Dispensary build out completed for first two dispensaries

November 30, 2015—First Medications Available for Patients. These would only be distributed on an accelerated timeline only with the go ahead of the department of health and we anticipate a first distribution date in January of 2016.

January 1, 2016—Production at Capacity of Phase 1, Phase 2 Facilities

January 1, 2016—All four dispensaries ready for patients

Dec 1, 2016 through January, 2016—Rapid, sequential completion of the ESHS dispensaries throughout New York. This aggressive timeline is important to maximize patient access.

Please see the attached supplement L1-- major events timeline on the next page:

Please see Staffing Plan J for employee training requirements for this timeline.

Gantt Charts

Please see the individual Appendix B section for each facility for the construction timelines.

| Major Events Timeline | Jul-15 | August | Sept | October | November | December | Jan-16 | February |
|-----------------------------------|------------------------------|--|--------------------------------------|--------------------------------------|--|--|--------------------------------------|--------------------------------------|
| | IMMED | Week 1 Week 2 Week 3 Week 4 Week 1 Week 2 Week 3 Week 4 | Week 1 Week 2 Week 3 Week 4 | Week 1 Week 2 Week 3 Week 4 | Week 1 Week 2 Week 3 Week 4 | Week 1 Week 2 Week 3 Week 4 | Week 1 Week 2 Week 3 Week 4 | Week 1 Week 2 Week 3 Week 4 |
| High-Level Dates | Registration Dispo Leases | Phase 2 | Quality Audit | Quality Audit First Harvest | First Extraction Quality Audit | Product Ready Quality Audit | Open Dispensaries | |
| Phase 1 Facilities | Complete Phase 1 | Cultivation and Harvest | | | Continued Cultivation and Harvest | | | |
| Phase 2 Facilities | | Phase 2 Construction | | | Cultivation and Harvest | | | |
| Phase 3 Facilities | | Site Preparation | | | | | | |
| Laboratory | Preparation | Build out | | | Extraction, testing, packaging | | | |
| Quality | Compliance Review | | | Instrument Testing | Internal and 3rd Party Product Testing | Continued Quality Testing, Compliance Review | | |
| Distribution Centers and Security | Preparation | Serial Dispensary Build Out, Ongoing | | | Staff Training | | Dispensaries Complete | |

Attachment L

Attachment M



Attachment M

Please find the following attachments:

- 1) Please see supplement M1, the Affidavit of Compliance From CEO of Empire State Health Solutions**
- 2) Please see Appendix B for each facility for zoning approval letters from the respective cities.**
- 3) Please see the attached sales and use tax certificate from the state of New York**

ESHS has also already obtained its NY Unemployment Registration Number and EIN and will obtain all required permits on the state and local level for all facilities.

Attachment M

AFFIDAVIT

The undersigned affiant, Kyle Kingsley, being duly sworn, hereby deposes and says:

1. I am over the age of eighteen, suffer no legal disabilities, have personal knowledge of the facts set forth below.
2. I am the Chief Executive Officer of Empire State Health Solutions, LLC.
3. I hereby affirm and assure that Empire State Health Solutions, LLC is able to comply with all applicable state and local laws and regulations relating to the activities in which Empire State Health Solutions, LLC intends to engage under the registration.

This the 28th day of May, 2015.



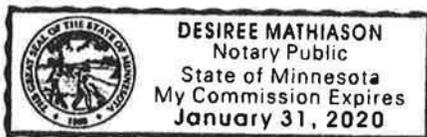
Kyle Kingsley, MD
Chief Executive Officer
Empire State Health Solutions, LLC

Subscribed and sworn to before me, this 28 day of May, 2015. □□



NOTARY PUBLIC □□

My commission expires: Jan 31, 2020



New York State Department of Taxation and Finance
Certificate of Authority

Identification number

47-3476556

(Use this number on all returns and correspondence)



VALIDATED

5/18/2015

Dept of Tax
and Finance

EMPIRE STATE HEALTH SOLUTIONS LLC
1226 STATE ROUTE 147
WEST CHARLTON NY 12010-8473

is authorized to collect sales and use taxes under Articles 28 and 29 of the New York State Tax Law.

Nontransferable

This certificate must be prominently displayed at your place of business.
Fraudulent or other improper use of this certificate will cause it to be revoked.
The certificate may not be photocopied or reproduced.

Attachment M, State, Local Compliance

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