



FIORELLO

PHARMACEUTICALS

Entry Plan Submission

March 1, 2017

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

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I. Ownership

This Section provides an overview of the ownership structure of Fiorello Pharmaceuticals, which has remained relatively constant over time. It is not appreciably different from the shareholder analysis that was submitted in our Original Application. The major difference in ownership is that Ari Hoffnung (past Fiorello CEO and current CEO of Vireo Health New York) no longer maintains an ownership interest in Fiorello Pharmaceuticals.

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1. Shareholder Analysis

March 1st 2017	Actual Shares (1) June 4, 2015 %	Actual Shares (1) March 1, 2017 %	Pro-Forma (1) Shares %
Redacted pursuant to N.Y. Public Officers Law, Art. 6			
Common Shareholders			
Founders			
Ari Hoffnung			
Susan Yoss			
Eric Sirota			
David Pompei			
John Sullivan			
Judith Tytel			
Lauren Handel			
Neil Leibowitz			
Unallocated Founders (2)			
Total Founders			
The Clinic New York LLC			
Sonic Health Corporation			
RKR Advisory Warrants			
Mingleridge Business Resources LLC			
Elisha Rothman			
Susan Yoss			
Eric Sirota			
Other Common Stock (3)			
Employee Options Authorized (4)			
Total Common			
Preferred Shares			
Eric Sirota			
Georgie Giner			
Green Medicinal Partners LLC			
John Sullivan			
Judith Tytel			
Neil Leibowitz			
NYS Pharmaceutical Investors LLC			
Sonic Health Corporation			
Susan Yoss			
Elisha Rothman			
Val Mendeleev			
Future Series B (5)			
Total Preferred			
Total			
<p>(1) The actual shares represents fully diluted shares. Preferred shares are convertible to common stock.</p> <p>(2) This stock will be reallocated to other founders subject to Board Approval.</p> <p>(3) This stock will be issued to future technical partners and strategic advisors in compliance with NYS regulations.</p> <p>(4) These options will be issued by the Board of Directors to Fiorello employees post award of license.</p> <p>(5) These shares will be issued to Issac Katan (see Commitment Letter) and other investors of the Series B [redacted] million offering.</p>			

2. Entity Owners and Principal Stakeholders

a) **The Clinic New York LLC**

Address: 12 Broadway #220, Denver, CO 80203

Primary activities: Holds stock in Fiorello Pharmaceuticals, Inc.

Interest in applicant: The Clinic New York LLC owns common stock presently comprising a [REDACTED] ownership interest in Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

The Clinic New York LLC will not be directly involved in Fiorello's activities, nor will it be responsible for its financial or contractual obligations. However, The Clinic New York LLC is under common ownership with HMS, LLC (dba "The Clinic"), which will provide consulting services to Fiorello pursuant to the Services Agreement in Original Application.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00032):

- The Clinic New York LLC Articles of Organization
- The Clinic New York LLC Operating Agreement
- Services Agreement between HMS LLC and Fiorello Pharmaceuticals, Inc.

Identification of all owners and their interests:

- Joseph Cohen – [REDACTED]
- Emily Cohen – [REDACTED]

b) **Mingleridge Business Resources LLC**

Address: 78 Cotswold Circle, Ocean, NJ 07712

Primary activities: Business Consulting

Interest in applicant: Mingleridge Business Resources, LLC will own common stock in Fiorello Pharmaceuticals, Inc. presently comprising a [REDACTED] interest in the company if and when it becomes a Registered Organization.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

Mingleridge Business Resources will provide consulting services to Fiorello Pharmaceuticals, Inc. In addition, a Managing Director and Senior Consultant of Mingleridge Business Resources will serve on Fiorello's Business Advisory Board. Mingleridge will have no responsibility for Fiorello's

financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00076):

- Articles of Organization and Operating Agreement of Mingleridge Business Resources LLC
- Advisory Services Agreement - Application Services
- Advisory Services Agreement - Post-License

Identification of all owners and their interests:

- Marianne Bays – [REDACTED]
- David Charnick – [REDACTED]

c) NYS Pharmaceuticals Investors LLC

Address: 411 West End Avenue, Apt 6D, New York, NY 10024

Primary activities: Investment in Fiorello Pharmaceuticals, Inc.

Interest in applicant: NYS Pharmaceuticals Investors, LLC which owns shares of preferred stock convertible into common stock of Fiorello Pharmaceuticals, Inc. comprising approximately [REDACTED] ownership interest in the Company.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

NYS Pharmaceuticals Investors LLC will not be involved in Fiorello's activities or responsible for its financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00115):

- NYS Pharmaceuticals Investors LLC Certificate of Formation
- NYS Pharmaceuticals Investors Operating Agreement

Identification of all owners and their interests:

- Sandra Canarick- [REDACTED]
- Jonathan Canarick – [REDACTED]
- The ASR Revocable Living Trust [REDACTED] (replaces Michael & Alexis Messinger Family Trust)
- Evan Seidenstein- [REDACTED]
- Daniel Mark Siegel and Susan E. Bryde - [REDACTED]
- Lori Miele - [REDACTED]
- Daniel Canarick- [REDACTED]
- Brian Stern- [REDACTED]
- David Weston [REDACTED]

- Mark Hayden – [REDACTED]
- Andrew Stone – [REDACTED]

d) **The ASR Revocable Living Trust**

Address: 1117 S. Robertson Blvd. Los Angeles CA 90035

Primary activities: Personal trust

Interest in applicant: Member of NYS Pharmaceuticals Investors LLC, which owns shares of preferred stock convertible into common stock of Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

The ASR Revocable Living Trust will not be involved in Fiorello's activities, nor will it be responsible for its financial or contractual obligations.

Certification of Trust of the ASR Revocable Living Trust (see page 12)

Identification of all owners and their interests:

- Alexis Messinger - trustee

e) **Sonic Health Corporation**

Address: 66 Palmer Avenue, Suite 49E, Bronxville, NY 10708

Primary activities: Hold investments

Interest in applicant: Sonic Health Corporation owns shares of common stock in Fiorello Pharmaceuticals, Inc. presently comprising approximately a [REDACTED] interest in the Company and owns shares of preferred stock convertible into common stock of Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

Sonic Health Corporation will not be involved in Fiorello's activities nor will it be responsible for its financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00175):

- Sonic Health Corporation Certificate of Incorporation

Identification of all owners and their interests:

- Kirenaga Management LLC - [REDACTED]

f) **Kirenaga Management LLC**

Address: 66 Palmer Avenue, Suite 49E, Bronxville, NY 10708

Primary activities: Investments

Interest in applicant: Kirenaga Management LLC owns Sonic Health Corporation, which is a shareholder in Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

Kirenaga Management LLC will not be involved in Fiorello's activities nor will it be responsible for its financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00178):

- Kirenaga Management LLC

Identification of all owners and their interests:

- Kirenaga Inc. – [REDACTED]
- Berland Investments Inc. – [REDACTED]

g) **Kirenaga Inc.**

Address: 66 Palmer Avenue, Suite 49E, Bronxville, NY 10708

Primary activities: Investments

Interest in applicant: Kirenaga Inc. is an owner of Kirenaga Management LLC, which owns Sonic Health Corporation, which is a shareholder in Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

Kirenaga Inc. will not be involved in Fiorello's activities, nor will it be responsible for its financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00185):

- Kirenaga Inc. Certificate of Incorporation

Identification of all owners and their interests: David Scalzo - [REDACTED]

h) Berland Investments Inc.

Address: 8933 Brattain Street, Orlando FL 32827

Primary activities: Investments

Interest in applicant: Berland Investments Inc. is an owner of Kirenaga Management LLC, which owns Sonic Health Corporation, which is a shareholder in Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

Berland Investments will not be involved in Fiorello's activities, nor will it be responsible for its financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00189):

- Berland Investments Inc. Articles of Incorporation

Identification of all owners and their interests:

- Terrance Berland - [REDACTED]

i) Green Medicinal Partners LLC

Address: 160 Greentree Drive, Suite 101, Dover, DE 19904

Primary activities: Investments

Interest in applicant: Green Medicinal Partners LLC which owns shares of preferred stock convertible into common stock of Fiorello Pharmaceuticals, Inc.

Extent to which the entity will be involved in the applicant's activities and/or responsible for the applicant's financial and contractual obligations:

Green Medicinal Partners LLC will not be involved in Fiorello's activities; nor will it be responsible for Fiorello's financial or contractual obligations.

Original Application Organizational and Operational Documents (Section H, Exhibit 1, Page 1A.00193):

- Green Medicinal Partners LLC Certificate of Formation

Identification of all owners and their interests:

- Jaime Fink- [REDACTED]
- Jerome Fink- [REDACTED]

The ASR Revocable Living Trust Certification

CERTIFICATION OF TRUST

Pursuant to California Probate Code §18100.5, the undersigned, Alexis Stacy Rouse, hereby certifies the following:

- 1. The ASR Revocable Trust (the "Trust") is an existing trust which was established on June 23, 2009.
2. The undersigned is the original Settlor of the Trust and is currently the sole acting Trustee of the Trust.
3. The Trust has not been revoked, modified, or amended in any manner that would cause the representations contained in this certification to be incorrect. This certification is being signed by the sole currently acting Trustee of the Trust.
4. A true and correct copy of the Trust and the amendments thereto (excluding the dispositive provisions) are attached hereto.
5. Subsequent to the execution of the Trust, Alexis Stacy Rouse married Michael Messinger and the Settlor and Trustee is now known as Alexis Stacy Messinger, who is the same person as Alexis Stacy Rouse.

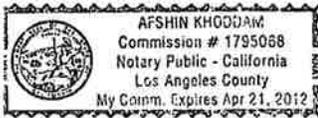
I hereby certify and declare under penalty of perjury that the foregoing is true and correct.

Executed 11/7/2011, at Beverly Hills, California.

[Signature]
Alexis Stacy Messinger, Trustee

Add notary

California, County of Los Angeles
I, [Signature], Notary Public, do hereby certify that the foregoing is true and correct.



**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FIORELLO PHARMACEUTICALS, INC., File Number 150604000533 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 June 05, 2015.

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

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/07

Authentication Number: 1506051061 To verify the authenticity of this document you may access the Division of Corporations' Document Authentication Website at <http://ecorp.dos.ny.gov>

**RESTATED
CERTIFICATE OF INCORPORATION
OF
FIORELLO PHARMACEUTICALS, INC.**

(Pursuant to Section 807 of the
Business Corporation Law of the State of New York)

Fiorello Pharmaceuticals, Inc. (the "*Corporation*"), a corporation organized and existing under and by virtue of the provisions of the Business Corporation Law of the State of New York (the "*Business Corporation Law*"), does hereby certify as follows.

1. The name of this corporation is Fiorello Pharmaceuticals, Inc. and that this corporation was originally incorporated pursuant to the Business Corporation Law on May 27, 2014.

2. The Certificate of Incorporation of the Corporation is hereby amended or changed to effect the following amendments or changes authorized by the Business Corporation Law: (i) to add 625,000 additional shares of unissued Common Stock, par value \$0.0001 per share, to increase the number of shares of Common Stock, par value \$0.0001 per share (the "*Common Stock*"), that the Corporation shall be authorized to issue from 1,875,000 shares of Common Stock, par value \$0.0001 per share, 569,801 shares of which are issued and 1,305,199 shares of which are unissued, to 2,500,000 shares of Common Stock, par value \$0.0001 per share, 569,801 shares of which are issued and 1,930,199 shares of which are unissued; (ii) to add 625,000 additional shares of unissued Preferred Stock, par value \$0.0001 per share, to increase the number of shares of Preferred Stock, par value \$0.0001 per share (the "*Preferred Stock*"), that the Corporation shall be authorized to issue from 625,000 shares of Preferred Stock, par value \$0.0001 per share, 204,150 shares of which are issued and 420,850 shares of which are unissued, to 1,250,000 shares of Preferred Stock, par value \$0.0001 per share, 204,150 shares of which are issued and 1,045,850 shares of which are unissued; (iii) to change the Series A Original Issue Price (as defined in Article V, Part B, Section 1) from \$24.00 per share to \$12.00 per share; (iv) to change the Threshold Amount (as defined in Article V, Part B, Section 3.2) from 156,250 shares of Series A Preferred Stock to at least twenty-five percent (25%) of the number of shares of Series A Preferred Stock issued and sold in the Offering (as defined in Article V, Part B, Section 3.2); (v) to reduce the maximum number of shares of Series A Preferred Stock issuable in the Offering from 625,000 shares to 416,666 shares; (vi) to change the Series A Conversion Price (as defined in Article V, Part B, Section 4.1(a)) from \$24.00 per share to \$12.00 per share; (vii) to change the minimum price per share of Common Stock sold in a Qualified Offering (as defined in Article V, Part B, Section 5.1) from \$72.00 per share to \$36.00 per share; (viii) to change all references to "Article IV" within Article V of the Certificate of Incorporation of the Corporation to "Article V"; and (ix) to change all references to "Article VIII" within Article IX of the Certificate of Incorporation of the Corporation to "Article IX".

3. This restatement of the Certificate of Incorporation of the Corporation was authorized by resolutions adopted by the unanimous written consent of the Board, and the

Restated Certificate of Incorporation – Page 2

written consent of the shareholders of the Corporation, each dated June 3, 2015, pursuant to Sections 615(a), 708(b), 805 and 807 of the Business Corporation Law.

4. The text of the Certificate of Incorporation of the Corporation is hereby restated and amended to read in its entirety as follows.

ARTICLE I
NAME

The name of this corporation is Fiorello Pharmaceuticals, Inc. (the "*Corporation*").

ARTICLE II
PURPOSE

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law (the "*Business Corporation Law*"); *provided* that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

ARTICLE III
COUNTY

The office of the Corporation is to be located in the County of New York, State of New York.

ARTICLE IV
SERVICE OF PROCESS

The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Ari Hoffnung, c/o Fiorello Pharmaceuticals, Inc., 205 East 42nd Street, 15th Floor, New York, NY 10017.

ARTICLE V
CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 2,500,000 shares of Common Stock, \$0.0001 par value per share ("*Common Stock*"), and (ii) 1,250,000 shares of preferred stock, \$0.0001 par value per share ("*Preferred Stock*").

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Restated Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Restated Certificate of Incorporation or pursuant to the Business Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Restated Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

3. Dividends. To the extent permitted by law, and subject to the rights of the holders of Preferred Stock, dividends (including dividends payable in shares of another class of the Corporation's stock) may be paid ratably on the Common Stock at such time and in such amounts as the Board may deem advisable; provided, that any dividends declared on the Common Stock shall be declared *pro rata* on the Preferred Stock on a *pari passu* basis according to the number of shares of Common Stock held by such holders. For this purpose each holder of shares of Preferred Stock is to be treated as holding the greatest whole number of shares of Common Stock then issuable upon conversion of all shares of Preferred Stock held by such holder pursuant to this Restated Certificate of Incorporation.

4. Liquidation. Subject to any preferential rights of any then outstanding Preferred Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation Event"), including any Deemed Liquidation Event (as defined in Subsection 2.3 below), the holders of the Common Stock shall be entitled to share ratably (together with the holders of any other class of stock entitled to so participate) in the net assets of the Corporation remaining, after payment or provision for payment of the debts and other liabilities of the Corporation.

B. PREFERRED STOCK

Subject to any additional vote required by this Restated Certificate of Incorporation, the Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein.

One Million Two Hundred Fifty Thousand (1,250,000) shares of the authorized Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock". The Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

Unless otherwise indicated, references to "Sections" or "Subsections" in this Part B of this Article V refer to sections and subsections of Part B of this Article V. Except as otherwise

expressly provided for in this Part B of this Article V or as the context otherwise requires, (i) the term "*Preferred Stock*," when used herein without specific reference to the Series A Preferred Stock means shares of the Preferred Stock of the Corporation of any series, and (ii) the term "*Convertible Preferred Stock*," when used herein without specific reference to the Series A Preferred Stock means shares of the Preferred Stock.

1. Dividends. From and after the date of the issuance of any shares of Series A Preferred Stock, holders of Series A Preferred Stock shall be entitled to receive cumulative dividends at the rate of six percent (6%) of the Series A Original Issue Price (as defined below) per share per annum (the "*Series A Dividends*", and sometimes referred to as the "*Dividends*"), which Dividends shall accrue on such shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock). The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Restated Certificate of Incorporation) the holders of the Convertible Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Convertible Preferred Stock in an amount at least equal to the greater of (i) the amount of all Dividends then accrued on such share of Convertible Preferred Stock and not previously paid, and (ii) (A) in the case of a dividend on Common Stock or any class or series of capital stock that is convertible into Common Stock, that dividend per share of Convertible Preferred Stock as would equal the product of (1) the dividend payable on each share of such class or series of capital stock determined, if applicable, as if all shares of such class or series of capital stock had been converted into Common Stock, and (2) the number of shares of Common Stock issuable upon conversion of a share of the relevant series of Convertible Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (B) in the case of a dividend on any class or series of capital stock that is not Common Stock or a class or series of capital stock that is convertible into Common Stock, at a rate per share of Convertible Preferred Stock determined by (1) dividing the amount of the dividend payable on each such share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series), and (2) multiplying such fraction by an amount equal to the Series A Original Issue Price (as defined below); provided, that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the Corporation, the dividend payable to the holders of Convertible Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest dividend to the holders of the relevant series of Convertible Preferred Stock.

As used herein, the "*Series A Original Issue Price*" shall mean \$12.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock (the Series A Original Issue Price is sometimes referred to as the "*Original Issue Price*").

2. Liquidation Events; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Preferred Stock. In the event of any Liquidation Event or Deemed Liquidation Event (as defined below), the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, shall be distributed to the holders of Preferred Stock, as follows:

(a) Payments to Holders of Series A Preferred Stock. In the event of a Liquidation Event or Deemed Liquidation Event, the holders of Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of any other series of Preferred Stock or Common Stock by reason of their ownership thereof the greater of (A) an amount per share of Series A Preferred Stock equal to the Series A Original Issue Price, plus the Series A Dividends then accrued thereon and any declared but unpaid dividends thereon, and (B) such amount per share of Series A Preferred Stock, as would have been payable to the holders thereof had all shares of such series of Convertible Preferred Stock been converted to Common Stock immediately prior to such Liquidation Event or Deemed Liquidation Event (with respect to Series A Preferred Stock, the amount payable pursuant to clause (A) or pursuant to clause (B) is hereinafter referred to as the "*Series A Preference Payment*"). If upon any Liquidation Event or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection 2.1(a), the holders of shares of Series A Preferred Stock shall share ratably in a distribution of all remaining assets available for distribution in proportion to the amounts which would otherwise be payable in respect of the shares of Series A Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2 Distribution of Remaining Assets. In the event of a Liquidation Event or Deemed Liquidation Event, after the payment of the Series A Preference Payment, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Common Stock, *pro rata* based on the number of shares held by each such holder.

2.3 Deemed Liquidation Events.

(a) Definition. Each of the following events shall be considered a "*Deemed Liquidation Event*" unless the holders of a majority of the outstanding shares of Convertible Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, elect otherwise by written notice sent to the Corporation on or prior to the effective date of any such event:

(i) a merger, reorganization (including a secondary sale of outstanding stock) or consolidation involving the Corporation in which:

(I) the Corporation is a constituent party; or

(II) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock

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pursuant to such merger, reorganization or consolidation;

except any such merger, reorganization or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger, reorganization or consolidation continue to represent, or are converted into or exchanged for shares of capital stock or other equity securities that represent, immediately following such merger, reorganization or consolidation, at least a majority, by voting power, of the capital stock or other equity securities of (1) the surviving or resulting entity or (2) if the surviving or resulting entity is a wholly owned subsidiary of another entity immediately following such merger, reorganization or consolidation, the parent entity of such surviving or resulting entity; or

(ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except (in each case) where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

(b) Effecting a Deemed Liquidation Event. The Corporation shall not have the power to effect any transaction constituting a Deemed Liquidation Event referred pursuant to Section 2.3(a)(i)(I) above unless the definitive agreement or plan of merger, reorganization or consolidation for such transaction (the "*Merger Agreement*") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 above.

(c) Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license or other disposition shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board, provided, however, that the following shall apply.

(i) For securities not subject to investment letters or other similar restrictions on free marketability, (i) if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the thirty (30) day period ending three (3) days prior to the closing of such transaction; (ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) days prior to the closing of such transaction; or (iii) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board.

(ii) The method of valuation of securities subject to investment letters or other similar restrictions on free marketability (other than restrictions arising solely by

virtue of a stockholder's status as an affiliate or former affiliate) shall take into account an appropriate discount (as determined in good faith by the Board) from the market value as determined pursuant to clause (a) above so as to reflect the approximate fair market value thereof.

3. Voting.

3.1 General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Convertible Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Convertible Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Convertible Preferred Stock held by each holder could be converted) shall be rounded down to the nearest whole number. Except as provided by law or by the other provisions of this Restated Certificate of Incorporation, holders of Convertible Preferred Stock shall vote together with the holders of Common Stock, as a single class.

3.2 Election of Directors. So long as the holders of record of Series A Preferred Stock hold at least twenty-five percent (25%) (the "*Threshold Amount*") of the number of shares of Series A Preferred Stock issued and sold in the Offering (as defined below) (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), the holders of record of the outstanding shares of Series A Preferred Stock, exclusively and as a separate class, and voting together on an as-converted basis, shall be entitled to elect two (2) directors of the Corporation (the "*Preferred Directors*"). So long as the outstanding shares of Common Stock constitute not less than 17% of the total outstanding capital stock of the Corporation (measured on an as-converted basis), the holders of record of the Common Stock, exclusively, and as a separate class, shall be entitled to elect three (3) directors of the Corporation (the "*Common Directors*"). The holders of record of the outstanding shares of (i) Preferred Stock voting on an as-converted to Common Stock basis, and (ii) Common Stock, with the Preferred Stock and Common Stock voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation. Any director elected as provided in the preceding three sentences may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Series A Preferred Stock, voting together exclusively and as a separate class, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors pursuant to the foregoing provisions of this Section 3.2, then any directorship not so filled shall remain vacant until such time as the requisite stockholders of the Corporation elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship pursuant to the foregoing provisions of this Section 3.2. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of

the outstanding shares of the class(es) and/or series entitled to elect such director (determined on an as-converted to Common Stock basis, as applicable) shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Section 3.2, a vacancy in any directorship filled by the holders of any class(es) and/ or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class(es) and/or series pursuant to this Section 3.2. For purposes of this Restated Certificate of Incorporation, the “*Offering*” shall mean the sale of Series A Preferred Stock pursuant to a Private Placement Memorandum, dated May 11, 2015, prepared by the Corporation with respect to its sale of up to 416,666 shares of Series A Preferred Stock.

3.3 Convertible Preferred Stock Protective Provisions. At any time when the holders of Convertible Preferred Stock hold a number of shares of Convertible Preferred Stock equal to the Threshold Amount (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), the Corporation shall not, either directly or indirectly (including through a subsidiary or another affiliate), by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or this Restated Certificate of Incorporation) the written consent or affirmative vote of the holders of a majority of the outstanding shares of Convertible Preferred Stock, voting together as a single class on an as-converted to Common Stock basis:

(a) liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any Deemed Liquidation Event, or consent, agree or commit to any of the foregoing;

(b) amend, alter or repeal any provision of this Restated Certificate of Incorporation or the Bylaws of the Corporation in a manner that adversely affects the powers, preferences or rights of any class of the Series A Preferred Stock;

(c) create, or authorize (by reclassification or otherwise) the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock, or any securities convertible into or exercisable for any additional class or series of capital stock, unless the same ranks junior to the Series A Preferred Stock with respect to the powers, preferences or rights of such Series A Preferred Stock;

(d) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (each, an “*Excluded Action*”) (i) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (ii) repurchases of stock from former employees, officers, directors, consultants or other persons or entities who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service, in each case pursuant to the terms of the applicable employment, consulting or services agreement, at the lower of fair market value or cost, other than as approved by the Board (including at least one of the Preferred Directors);

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(e) create, or authorize the creation of, or issue, or authorize any amount of indebtedness, whether by loan, trade credit, issuance of debt securities, deferral of compensation or otherwise, or permit any subsidiary to take any such action with respect to any such indebtedness, if the aggregate indebtedness of the Corporation and its subsidiaries for borrowed money following such action would exceed \$3,000,000, unless such indebtedness has been approved by the Board (including at least one of the Preferred Directors);

(f) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by the Corporation, or sell all or substantially all of the assets of any such subsidiary, or sell, lease, transfer, exclusively license or distribute, or otherwise dispose (in a single transaction or series of related transactions) of any core technology or intellectual property that is material to the business of the Corporation as then conducted and which is owned by any such subsidiary;

(g) increase or decrease the authorized number of directors constituting the Board; or

(h) increase or decrease the authorized number of shares of Common Stock or Preferred Stock, or of any series of Preferred Stock.

4. Optional Conversion. The holders of the Convertible Preferred Stock shall have conversion rights as follows (the “*Conversion Rights*”):

4.1 Right to Convert.

(a) Conversion Ratio. Each share of Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price (as defined below) in effect at the time of conversion. The “*Series A Conversion Price*” shall initially be equal to \$12.00 (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock). The initial Series A Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(b) Termination of Conversion Rights. In the event of any Liquidation Event or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Convertible Preferred Stock, unless such amounts are not fully distributed on such fixed date, in which case the Conversion Rights shall continue until such amounts are distributed in full according to the terms of this Restated Certificate of Incorporation.

4.2 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by

the Board. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

4.3 Mechanics of Conversion.

(a) Notice of Conversion. In order for a holder of Convertible Preferred Stock to voluntarily convert shares of Convertible Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Convertible Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Convertible Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the "*Conversion Time*"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, issue and deliver to such holder of Convertible Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof, a certificate for the number (if any) of the shares of Convertible Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, and cash as provided in Section 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and payment of any declared but unpaid dividends on the shares of Convertible Preferred Stock converted.

(b) Reservation of Shares. The Corporation shall at all times when the Convertible Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Convertible Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Convertible Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Convertible Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including engaging in best efforts to obtain the requisite stockholder

approval of any necessary amendment to this Restated Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Price.

(c) Effect of Conversion. All shares of Convertible Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment for any fractional shares and for any dividends declared but unpaid thereon as provided above. Any shares of Convertible Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock and/or of the relevant series of Convertible Preferred Stock accordingly. Notwithstanding the foregoing, if the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Convertible Preferred Stock for conversion, be conditioned upon the closing with the underwriter(s) of the sale of securities pursuant to such offering, in which event the person or entity entitled to receive the Common Stock issuable upon such conversion of Convertible Preferred Stock shall not be deemed to have converted such Convertible Preferred Stock until immediately prior to the closing of such sale.

(d) No Further Adjustment. Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(e) Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Convertible Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Convertible Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4 Adjustments to Series A Conversion Price for Diluting Issues.

(a) Certain Definitions. For purposes of this Article V, the following definitions shall apply:

(i) “Option” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(ii) “*Series A Original Issue Date*” shall mean the date on which the first share of Series A Preferred Stock was issued.

(iii) “*Convertible Securities*” shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(iv) “*Additional Shares of Common Stock*” shall mean all shares of Common Stock issued (or, pursuant to Section 4.4(c) below, deemed to be issued) by the Corporation after the Series A Original Issue Date, other than the following shares of Common Stock, and shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (collectively “*Exempted Securities*”):

- (I) shares of Common Stock, Options or Convertible Securities issued or deemed issued as a dividend or distribution on Preferred Stock;
- (II) shares of Common Stock, Options or Convertible Securities issued or issuable by reason of a dividend, stock split, split-up, or other dividend or distribution on shares of Common Stock, or upon a reorganization or recapitalization, in each case that is covered by Subsection 4.5, Subsection 4.6, Subsection 4.7 or Subsection 4.8 below, or upon an underwritten public offering pursuant to a registration statement filed under the Securities Act of 1933, as amended, and declared effective by the Securities and Exchange Commission;
- (III) shares of Common Stock or Options issued or deemed issued to employees, officers, or directors of, or contractors, consultants, or advisers to, the Corporation or any of its subsidiaries pursuant to a plan, award, bonus, warrant, agreement or other arrangement approved by the Board, including at least one of the Preferred Directors;
- (IV) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options outstanding as of the Series A Original Issue Date, or shares of Common Stock or Convertible Securities actually issued upon the conversion or exchange of Convertible Securities (whether or not such Options or Convertible Securities are or were themselves Exempted Securities), including upon conversion of Convertible Preferred Stock, in each

case provided such issuance is pursuant to the terms of such Option or Convertible Security;

- (V) shares of Common Stock, Options or Convertible Securities issued or issuable to suppliers, vendors, licensors, banks, equipment lessors or other financial institutions, or to real property lessors, pursuant to a debt or lease financing, equipment leasing or real property leasing transaction, or in connection with any other business development transaction or acquisition not undertaken primarily for equity financing purposes, in all cases approved by the Board;
- (VI) shares of Common Stock issued pursuant to Section 4.2(e) of the Restricted Stock Purchase Agreement between the Corporation and The Clinic New York, LLC, dated as of May 5, 2015 (the "*Clinic RSPA*"), as "Adjustment Shares" in connection with the "True-Up" (as each such term is defined in the Clinic RSPA); and
- (VII) shares of Common Stock issued pursuant to Section 4.2(e) of the Restricted Stock Purchase Agreement between the Corporation and Mingleridge Business Associates, LLC, dated as of May 19, 2015 (the "*Mingleridge RSPA*"), as "Adjustment Shares" in connection with the "True-Up" (as each such term is defined in the Mingleridge RSPA).

(b) No Adjustment of Series Seed Conversion Price or Series A Conversion Price. No adjustment in the Series A Conversion Price, shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if: (a) the consideration per share (determined pursuant to Section 4.4(f) for such Additional Shares of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series A Conversion Price in effect immediately prior to the relevant issuance or deemed issuance of such Additional Shares of Common Stock, or (b) if the Corporation receives written notice from the holders of a majority of the then outstanding shares of Series A Preferred Stock agreeing that no such adjustment to the conversion price of the Series A Preferred Stock (the "*Conversion Price*") shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

(c) Deemed Issue of Additional Shares of Common Stock.

(i) If the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves, Exempted Securities) or shall fix a

record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability (including the passage of time) but without regard to any provision contained therein for a subsequent adjustment of such number including by way of anti-dilution adjustment) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock deemed to be issued as of the time of such issuance or, in case such a record date shall have been fixed, as of the close of business on such record date.

(ii) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Conversion Price of a series of Preferred Stock pursuant to the terms of Section 4.4, are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to antidilution or similar provisions of such Option or Convertible Security) to provide for either (A) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (B) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then, effective upon such increase or decrease becoming effective, the Conversion Price of such series of Preferred Stock computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Conversion Price of such series of Preferred Stock as would have been obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (ii) shall have the effect of increasing the Conversion Price of a series of Preferred Stock to an amount which exceeds the Conversion Price for such series of Preferred Stock in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, taking into account all adjustments resulting from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the relevant issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(iii) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Conversion Price of a series of Preferred Stock pursuant to the terms of Section 4.4 (either because the consideration per share (determined pursuant to Subsection 4.4(f) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Series A Conversion Price then in effect, or because such Option or Convertible Security was issued before the Series A Original Issue Date), are revised after the Series A Original Issue Date, as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security, or (2) any decrease in the consideration payable to the Corporation upon

such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Section 4.4(c)(i) above) shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(iv) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) that resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Conversion Price of a series of Preferred Stock pursuant to the terms of Section 4.4(d) below, the Conversion Price of such series of Preferred Stock shall be readjusted to such Conversion Price of such series of Preferred Stock as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(d) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Conversion Price of a series of Preferred Stock provided for in Section 4.4(c) shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (ii) and (iii) of Section 4.4(c)). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to such Conversion Price that would result under the terms of Section 4.4(c) at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to such Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

(e) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Series A Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4(c)), without consideration or for a consideration per share less than the Conversion Price for such series of Preferred Stock in effect immediately prior to such issue, then such Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 * (A + B) \div (A + C)$$

For purposes of the foregoing formula, the following definitions shall apply:

(i) CP_2 shall mean the applicable Conversion Price in effect immediately after such issue or deemed issue of Additional Shares of Common Stock;

(ii) CP_1 shall mean the applicable Conversion Price in effect immediately prior to such issue or deemed issue of Additional Shares of Common Stock;

(iii) “A” shall mean the number of shares of Common Stock outstanding immediately prior to such issue or deemed issue of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issue or upon conversion or exchange of Convertible Securities (including the Convertible Preferred Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);

(iv) “B” shall mean the number of shares of Common Stock that would have been issued or deemed issued if such Additional Shares of Common Stock had been issued at a price per share equal to CP_1 (determined by dividing the aggregate consideration received (or deemed to have been received in accordance with Subsection 4.4(f)) by the Corporation in respect of such issue by CP_1); and

(v) “C” shall mean the number of such Additional Shares of Common Stock actually issued or deemed issued in such transaction.

(f) Determination of Consideration. For purposes of this Section 4.4, the consideration received by the Corporation for the issue or deemed issue of any Additional Shares of Common Stock shall be computed as follows:

(i) Cash and Property: Such consideration shall:

- (I) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;
- (II) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board; and
- (III) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (I) and (II) above, as determined in good faith by the Board.

(ii) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.4(c), relating to Options and Convertible Securities, shall be determined by dividing:

- (I) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options exercisable for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities; by
- (II) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

(g) Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Conversion Price of a series of Preferred Stock pursuant to the terms of Section 4.4(e) above, and such issuance dates occur within a period of no more than 60 days from the first such issuance to the final such issuance, then, upon the final such issuance, the Conversion Price of such series of Preferred Stock shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period that are a part of such transaction or series of related transactions).

4.5 Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding shares of Common Stock, then the Conversion Price for each series of Preferred Stock in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock, then the Conversion Price for each series of Preferred Stock in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of

each such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this Section shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.6 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Conversion Price for each series of Preferred Stock in effect immediately before such event, shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the applicable Conversion Price for such series of Preferred Stock then in effect by a fraction:

(a) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date; and

(b) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (x) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the applicable Conversion Price for such series of Preferred Stock shall be recomputed accordingly as of the close of business on such record date and thereafter such Conversion Price for such series of Preferred Stock shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (y) no such adjustment shall be made if the holders of such series of Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of such series of Preferred Stock had been converted into Common Stock on the date of such event.

4.7 Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other non-cash property and the provisions of Section 1 do not apply to such dividend or distribution, then and in each such event provision shall be made so that the holders of the Convertible Preferred Stock shall receive upon the conversion of the Convertible Preferred Stock, in addition to the number of shares of Common Stock receivable upon such conversion of the Convertible Preferred Stock, the kind and amount of securities of the Corporation or other property which they would have been entitled to receive had the Convertible Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as

aforesaid during such period, giving application to all adjustments called for during such period under this paragraph with respect to the rights of the holders of the Convertible Preferred Stock. Notwithstanding the foregoing, no such provision shall be made if the holders of Convertible Preferred Stock receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities, cash or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Convertible Preferred Stock had been converted into Common Stock on the date of such event.

4.8 Adjustment for Merger or Reorganization, etc. Subject to the provisions of Section 2.3, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Convertible Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Subsection 4.4, Subsection 4.5 or Subsection 4.6), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Convertible Preferred Stock shall thereafter be convertible, in lieu of the Common Stock into which it was convertible prior to such event, into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one (1) share of Convertible Preferred Stock of the relevant series immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests thereafter of the holders of the Convertible Preferred Stock, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in and other adjustments of the Conversion Price applicable to such series of Preferred Stock) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other non-cash property thereafter deliverable upon the conversion of the applicable series of Preferred Stock.

4.9 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price of a series of Preferred Stock pursuant to this Section 4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than 10 days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of such series of Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which such series of Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of such series of Preferred Stock (but in any event not later than 10 days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Conversion Price of such series of Preferred Stock then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of such series of Preferred Stock.

4.10 Notice of Record Date. In the event:

(a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of Convertible Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, or of any reclassification of the Common Stock of the Corporation (other than any Excluded Action); or

(c) of any Liquidation Event or any Deemed Liquidation Event,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Convertible Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, Liquidation Event, Deemed Liquidation Event or other event or transaction is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Convertible Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, Liquidation Event, Deemed Liquidation Event or other event or transaction, and the amount per share and character of such exchange applicable to the Convertible Preferred Stock and the Common Stock. Such notice shall be sent at least 10 days prior to the record date or effective date for the event specified in such notice.

5. Mandatory Conversion.

5.1 Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock in an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock in which (x) there is gross cash proceeds (before deducting underwriter discounts and commissions) to the Corporation equal to at least three (3) times the aggregate purchase price of Series A Preferred Stock shares sold in the Offering and (y) the price per share of Common Stock sold in such underwritten public offering is at least \$36.00 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization or other event with respect to the Common Stock) (a "*Qualified Offering*"), or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the holders of at least a majority of the outstanding shares of Convertible Preferred Stock, voting together as a single class on an as-converted to Common Stock basis (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the "*Mandatory Conversion Time*"), (i) all outstanding shares of Convertible Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate for such shares, and (ii) such shares may not be reissued by the Corporation.

5.2 Procedural Requirements. All holders of record of shares of Convertible Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Convertible Preferred Stock pursuant to this Section 5. Such notice need not be sent in advance of the occurrence of the Mandatory

Conversion Time. Upon receipt of such notice, each holder of shares of Convertible Preferred Stock shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Convertible Preferred Stock converted pursuant to this Section 5, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender the certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of their certificate or certificates (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 5.2. As soon as practicable after the Mandatory Conversion Time and the surrender of the certificate or certificates (or lost certificate affidavit and agreement) for the relevant Convertible Preferred Stock, the Corporation shall issue and deliver to the holder thereof, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, together with cash as provided in Section 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Convertible Preferred Stock converted. Shares of Convertible Preferred Stock converted pursuant to this Section 5 shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock and/or of the relevant series of Convertible Preferred Stock accordingly.

6. **Waivers.** Any of the rights, powers, preferences and other terms of a series of the Preferred Stock or the Preferred Stock as a class that are set forth herein may be waived on behalf of all holders of such series of Preferred Stock or the Preferred Stock as a class by the affirmative written consent or vote of the holders of at least a majority of the shares of such series of Preferred Stock or such Preferred Stock as a class then outstanding, treating any convertible Preferred Stock as-if converted to Common Stock. Any of the rights, powers, preferences and other terms of any other relevant series of Convertible Preferred Stock set forth herein may be waived on behalf of all holders of such relevant series of Convertible Preferred Stock by the affirmative written consent or vote of the holders of a majority of the shares of such other relevant series of Convertible Preferred Stock then outstanding.

7. **Notices.** Any notice required or permitted by the provisions of this Article V to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the Business Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

**ARTICLE VI
AMENDMENT OF BYLAWS**

Subject to any additional vote required by this Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**ARTICLE VII
BALLOTS NOT REQUIRED FOR ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE VIII
MEETINGS OF STOCKHOLDERS**

Meetings of stockholders may be held within or without the State of New York, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of New York at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

**ARTICLE IX
EXCULPATION**

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Business Corporation Law or any other law of the State of New York is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by law as it presently exists or may hereafter be amended, any person (an "*Indemnified Person*") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at

the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article X or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article X is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article X shall not be exclusive of any other rights which such person may have or hereafter acquire under

any statute, provision of this Restated Certificate of Incorporation, as amended from time to time, the Bylaws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

7. Insurance. The Board may, to the fullest extent permitted by law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers, employees and agents under the provisions of this Article X; and (b) to indemnify or insure directors, officers, employees and agents against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article X.

8. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

* * *

Restated Certificate of Incorporation – Signature Page

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed as of the 4th day of June, 2015 by a duly authorized officer of the Corporation.

FIORIELLO PHARMACEUTICALS, INC.

By: /s/ Ari Hoffnung

Name: Ari Hoffnung

Title: President and CEO

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**RESTATED
CERTIFICATE OF INCORPORATION
OF
FIORELLO PHARMACEUTICALS, INC.**

Under Section 807 of the Business Corporation Law of the State of New York

Filed by:
Reitler Kailas & Rosenblatt LLC
885 Third Avenue, 20th Floor
New York, NY 10022

DRAWDOWN #LN
REF #57824

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 4 2015
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BY: AM

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2015 JUN -4 PM 12: 34

2015 JUN -4 PM 2: 16

FILED

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**JOINT WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
AND
SHAREHOLDERS
OF
FIORELLO PHARMACEUTICALS, INC.**

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

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

Exhibit A

Stock Agreement

(See Attached)

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

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

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

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Exhibit B

Form of Promissory Note

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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

II. Management Team

This Section provides an overview of the Board of Directors and Executive Management Team for Fiorello Pharmaceuticals. Fiorello's Executive Management Team is comprised of experienced business leaders, pharmaceutical executives, medical marijuana operations professionals, and security personnel who will be involved in all activities related to the cultivation of marijuana, manufacturing and dispensing of approved medical marijuana products in New York State. The Executive Management Team's oversight of these activities will ensure superior product quality, operational efficiency and compliance with State and local laws and regulations.

1. Board of Directors.....Page 66

2. Executive Management Team.....Page 69

1. Board of Directors

The Company has altered the composition of the Fiorello Board since the initial application. The change is the result of the resignation of Ari Hoffnung from Fiorello Pharmaceuticals in November 2015 and the Company’s desire to establish a Board with greater variety of skills.

The current Board of Directors is comprised of three individuals, Susan Yoss (Co-CEO) and Eric Sirota (Co-CEO), and Dan Siegel MD, a physician not involved in the day to day operations of the Company. Both Ms. Yoss and Dr. Siegel were original members of the Board. Eric Sirota has joined the Board replacing Ari Hoffnung. The Company has accepted the resignations of Dr. Neil Leibowitz and Mr. Dave Muson. Dr. Leibowitz remains with the Company as its Chief Medical Officer.

We expect to expand the Board after completion of Series B fundraising and prior to initiation of business operations.

Below are biographies for the current Fiorello Board Members.

Susan Yoss, Co-Chief Executive Officer and Chief Financial Officer

Susan is an accomplished senior level finance executive with extensive experience in investing, financing, planning and business development for public and private companies, [REDACTED] and [REDACTED]

Susan began her career at [REDACTED], a global [REDACTED] and [REDACTED], where she held a variety of [REDACTED] and [REDACTED] positions. After more than a decade at [REDACTED] Susan became the [REDACTED] for the [REDACTED], a [REDACTED] [REDACTED]. In this capacity, Susan provided strategic and financial leadership across diversified business holdings, including [REDACTED] and [REDACTED] [REDACTED], as well as for other actively managed investment activities. She also held [REDACTED] [REDACTED] in [REDACTED] owned by the [REDACTED], including [REDACTED], [REDACTED]. Most recently, Susan served as [REDACTED] and [REDACTED], a [REDACTED] [REDACTED] where she [REDACTED], [REDACTED] and [REDACTED].

She is passionate about her community involvement and currently serves on the Board of Greyston Bakery, a nationally recognized pioneer in Social Enterprise, where she also Chairs the Finance Committee, and the Board of Greyston Foundation. Previously, Susan served on the Board and Executive Committee of the Ovarian Cancer Research Fund, was on the Board and served as Treasurer of the Harmonie Club of New York, and was a Trustee for the Citizens Budget Commission.

Susan received her bachelor's degree from the Wharton School and an MBA from Columbia Business School.

Eric Sirota, Co-Chief Executive Officer and Chief Operating Officer

Eric is a proven, business leader with over thirty years of pharmaceutical executive experience in clinical product development, commercialization and product branding, business development, medical affairs, government relations and contracting.

Eric began his career at [REDACTED] where he held [REDACTED] in [REDACTED] and [REDACTED] for more than a [REDACTED] year period. While at [REDACTED] Eric's leadership responsibilities spanned [REDACTED] encompassing over [REDACTED] from [REDACTED] within both [REDACTED] and [REDACTED]. During this time, he led [REDACTED] and [REDACTED], turning an [REDACTED] [REDACTED] into a [REDACTED]. In addition, he had leadership responsibility for [REDACTED] [REDACTED] with [REDACTED], that included products such as [REDACTED]. He also led [REDACTED] with both [REDACTED] and [REDACTED] as well as the [REDACTED] [REDACTED] integration of [REDACTED] into the [REDACTED]

After [REDACTED] Eric was appointed [REDACTED] of the newly created [REDACTED] at [REDACTED] [REDACTED] There he led a [REDACTED] person organization providing a broad range of offerings to the pharmaceutical industry. At [REDACTED] Eric was responsible for corporate integration and a major change management that resulted in improved strategic focus, an innovative product platform and enhanced culture. He also guided the organization in the development of new strategies to address the critical need within the pharmaceutical industry for sales and marketing solutions that enhance brand revenue, drive efficiencies and lower costs.

Most recently, Eric served as [REDACTED] until [REDACTED] acquired the company. At [REDACTED] Eric was responsible for [REDACTED] and [REDACTED]. In addition, he spearheaded the [REDACTED], working closely with the [REDACTED] to support the successful sale of the company as well as in the development of a strategic plan for continued operations if the company remained independent.

Eric is intimately involved with the [REDACTED]
[REDACTED]

Mr. Sirota received his bachelor's degree in pharmacy from Rutgers College of Pharmacy and an MBA from the Wharton School.

Daniel Mark Siegel, MD, MS, Director/ Investor

Dr. Daniel Siegel is one of the country's leading dermatologists with broad expertise in the areas of medicine, policy, economics, and botany. He is Clinical Professor of Dermatology at the State University of New York at Downstate School of Medicine and an [REDACTED] at [REDACTED], [REDACTED] and serves on the [REDACTED].

Dr. Siegel is a world-renowned expert in [REDACTED], a precise [REDACTED] for [REDACTED]. A board member of the American College of Mohs Surgery, he was also the founder of the Division of Dermatologic Surgery at SUNY Stony Brook in 1990, where he established a surgical Fellowship Training Program. Realizing the importance of participation and activism to advance patient care, Dr. Siegel has taken an active role in professional societies. On the national level, he is a past President and sat on the Board of Directors of the American Academy of Dermatology, and is the organization's advisor to the American Medical Association's Relative Value Scale Update Committee. In recognition of his years of service to the profession as an educator and an advocate, he was awarded honorary membership in the American Academy of Dermatology in 2015. Locally, he is active with the Long Island Dermatologic Society, the Suffolk County Dermatology Society, the Suffolk County Medical Society and the Medical Society of the State of New York.

He has lectured extensively on plant medicine on four continents and has published on this topic in both textbooks and in peer-reviewed journals and has been an invited guest on the People's Pharmacy syndicated radio show. He has run a forum focusing on complementary medicine at the annual meeting of the American Academy of Dermatology for the past four years.

Dr. Siegel is a graduate of [REDACTED] and participated in a combined six-year biomedical program receiving an undergraduate degree from Rensselaer Polytechnic Institute and his Doctor of Medicine Degree from Albany Medical College. He also attended the W. Averell Harriman School for Management and Policy at SUNY Stony Brook where he earned a Master of Science degree in Management and Policy and a New York State Advanced Certificate in Labor/Management Studies.

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

2. Executive Management Team

The Executive Management Team has remained largely intact since the submission of Fiorello’s initial application. The current executive team consists of twelve individuals, as compared with fourteen. There are two changes to note:

- 1) Susan Yoss and Eric Sirota replaced Ari Hoffnung (past CEO) in November 2015 and have served as Co-CEO’s since that time. Ms. Yoss and Mr. Sirota will continue to serve as Fiorello CFO and COO, respectively.
- 2) Judith Tytel, Fiorello’s General Counsel, will also serve as Chief Compliance Officer replacing Lauren Handel in that capacity. Ms. Handel will remain with Fiorello on the Business Advisory Board.

The Fiorello Executive Management is a top-notch team comprised of senior-level professionals with a broad array of experience in healthcare, pharmaceuticals, security, medical marijuana operations, medical education and branding.

Below are biographies for the current Fiorello Executive Management Team:

Susan Yoss, Co-Chief Executive Officer and Chief Financial Officer

See biography in Board of Directors section above

Eric Sirota, Co-Chief Executive Officer and Chief Operating Officer

See biography in Board of Directors section above

Neil Leibowitz, MD, JD, Chief Medical Officer

Dr. Neil Leibowitz is a leading healthcare executive with degrees in economics, law, and medicine. He is regularly asked to share his expertise on [REDACTED] and [REDACTED] issues at medical conferences and academic institutions.

Neil is currently a [REDACTED] focused on [REDACTED]. Prior to that, Neil was a [REDACTED] of [REDACTED] a healthcare organization retained by the [REDACTED] [REDACTED] – through a multi-year contract valued at more than \$ [REDACTED] – to provide medical, [REDACTED], and [REDACTED] services to more than [REDACTED] throughout the [REDACTED].

In this role, Neil was directly responsible for leading a staff of nearly [REDACTED] [REDACTED] – including [REDACTED], [REDACTED], and [REDACTED] – to care for the needs of a diverse patient population in one of the most complex and highly regulated

environments imaginable. His portfolio included a broad range of financial and administrative responsibilities such as budgeting, recruiting, and 24x7 staffing. Neil helped manage a team of more than [REDACTED] and [REDACTED], which [REDACTED] more than [REDACTED] [REDACTED] to approximately [REDACTED].

Neil received his bachelor's degree in economics from Johns Hopkins University, a medical degree from New York Medical College, and a law degree from New York University School of Law. He completed his internship and residency in psychiatry at Long Island Jewish Hospital and is board certified by the American Board of Psychiatry and Neurology. Neil previously served as an assistant clinical professor of psychiatry at the Albert Einstein College of Medicine and was the mental health inpatient director at Montefiore Hospital.

Judith Tytel, General Counsel and Chief Compliance Officer

Following tenures at a [REDACTED] [REDACTED], and as [REDACTED] to [REDACTED], Judi joined [REDACTED] as a [REDACTED] to the [REDACTED] (largely focused on [REDACTED] [REDACTED]). She has almost twenty-five years of experience at [REDACTED] culminating in the leadership of all [REDACTED] supporting the U [REDACTED], approximately [REDACTED]. At [REDACTED] she helped shape the launches of [REDACTED], among many others.

Judi was the lead [REDACTED] on the integration of [REDACTED] [REDACTED], led by [REDACTED]. The work of all of her teams helped lead to successful integration of the companies, despite vast differences in corporate culture and compliance profiles. The effective working relationship she established between the attorneys and the business allowed [REDACTED] to uncover, voluntarily disclose to the [REDACTED] and successfully resolve, issues surrounding [REDACTED] questionable marketing of [REDACTED] [REDACTED] Judi subsequently led the commercial side of two other [REDACTED] and the resulting [REDACTED]. She was also a member of the [REDACTED] teams for both [REDACTED] and [REDACTED] for many years. Her participation in strategic and tactical development in these varied aspects of the [REDACTED] business makes her unique among attorneys.

After [REDACTED] Judi joined the [REDACTED] [REDACTED] as counsel in the [REDACTED]. She also started her own business, [REDACTED] [REDACTED], a [REDACTED] business.

Judi has held both appointive and elective office on Long Island, serving as a member of the Zoning Board of Appeals and the Board of Trustees of the Village of Muttontown for many years. She is a member of the Council of Overseers for the Arnold & Marie Schwartz College of Pharmacy of Long Island University. Judi has also served on the Board of Planned Parenthood of Nassau County and is an active member of the National Council for Arts and Sciences of Washington University in St Louis and its New York Regional Council.

Ms. Tytel received her bachelor's degree from Washington University in St Louis and a JD from New York University School of law.

Dave Pompei, PharmD, MS, R.Ph. Chief Scientific Officer

Dave brings expertise in pharmacy management, product development, and clinical research. He will lead Fiorello's dispensary operations, research and development, and health education programs.

Beginning his career as an [REDACTED] at [REDACTED], Dave witnessed firsthand not only the [REDACTED] of [REDACTED], but patient pursuit of the [REDACTED] [REDACTED] to relieve their [REDACTED] and [REDACTED]. Dave gained [REDACTED] managing a [REDACTED] people and [REDACTED] as manager and [REDACTED] at the [REDACTED] [REDACTED], now a [REDACTED]. His most rewarding project was growing the [REDACTED] program to serve over [REDACTED] patients in need.

In [REDACTED] Dave [REDACTED] to [REDACTED] to be become a [REDACTED], a [REDACTED]. Leveraging his unique background in formulation science and compounding, he [REDACTED]. Projects included a line of [REDACTED] for [REDACTED] a [REDACTED] [REDACTED] and the [REDACTED] with [REDACTED], a forward thinking [REDACTED].

Currently, Dave coordinates [REDACTED] and [REDACTED] in [REDACTED]. He also advocates on behalf of patients suffering from [REDACTED] conditions, most recently by championing for the inclusion of [REDACTED] and [REDACTED] in the [REDACTED] in front of the [REDACTED] Board of Physicians. He is an active member of the [REDACTED], volunteers with [REDACTED] and resides in [REDACTED].

Dave received his doctorate in pharmacy from UW-Madison, with concentrations in clinical research and business administration, and his Masters in Finance from Baruch's Zicklin School of Business.

Michele Pfannenstiel, DVM, Quality Assurance Officer & Director of Lab Analytics

Dr. Michele Pfannenstiel has over eight years of experience [REDACTED] and [REDACTED] on [REDACTED] and [REDACTED] [REDACTED] for [REDACTED] and [REDACTED] across a wide spectrum of [REDACTED], but with a specialty in [REDACTED]. She is an expert in [REDACTED] and [REDACTED] [REDACTED] planning. [REDACTED] is a systematic preventive approach to [REDACTED] from [REDACTED] [REDACTED] and [REDACTED] in [REDACTED] processes that can cause the finished product to be [REDACTED] and designs measurements to reduce these [REDACTED] to a [REDACTED]. The [REDACTED] and [REDACTED] utilize mandatory [REDACTED] programs for [REDACTED] and [REDACTED] finding it an effective approach to [REDACTED] and protecting public health.

Michele earned her bachelor's degree in Economics and Geology from Wellesley College, after which she served in the Peace Corps in Irbid, Jordan. In her second year of study at the University of Georgia College Of Veterinary Medicine, Michele was chosen for the prestigious Health Professions Scholarship Program through the U.S. Army. Upon receiving her DVM, Dr. Pfannenstiel commissioned into the U.S. Army Veterinary Corps, where she learned the food safety skills she now brings to producers and processors of both food and cannabis products across the country. As a Captain in the U.S. Army, Michele was responsible for managing food inspection in a geographic area from Saratoga Springs New York to the Central New Jersey shore.

Michele is the [REDACTED] and [REDACTED] of [REDACTED], a company that creates and implements [REDACTED] [REDACTED] that comply with current [REDACTED] regulations and industry standards, including [REDACTED], as well as [REDACTED] builds [REDACTED] to create a [REDACTED] for clients. The company also [REDACTED] [REDACTED] programs to [REDACTED] [REDACTED]. Michele is an [REDACTED] certified [REDACTED] providing accredited [REDACTED] training. She is also an [REDACTED].

John A. Sullivan, Chief Technology Officer

John joins the Fiorello Pharmaceutical team with more than [REDACTED] years as an [REDACTED] [REDACTED] and [REDACTED]. Effective [REDACTED] management is a mission-critical function at Fiorello Pharmaceuticals. This is due to the heavy, government compliance reporting requirements in the cannabis industry.

Prior to joining Fiorello, John was in [REDACTED] positions at [REDACTED] in [REDACTED] and [REDACTED]. John and his organization researched, developed, launched and managed a number of [REDACTED] [REDACTED]. These products and services were sold around the world to [REDACTED] [REDACTED], as well as [REDACTED] and [REDACTED]. The product portfolio that John managed for [REDACTED] generated in excess of [REDACTED] in annual revenue. Most recently, John [REDACTED] an [REDACTED] [REDACTED] sold through [REDACTED] product management team.

John received his bachelor's degree from Manhattan College and an M.B.A. from Southern Illinois University.

Josh Malman, Master Grower

Josh Malman oversees [REDACTED], one of the [REDACTED] [REDACTED] in the United States. After earning his bachelor's degree in Horticulture at the University of Wisconsin-Madison, Josh [REDACTED] to [REDACTED] to work for [REDACTED] [REDACTED], the largest [REDACTED] of [REDACTED], [REDACTED] and [REDACTED] in the country. In [REDACTED] he was

recruited by the [REDACTED] to bring his horticultural expertise and past experience to [REDACTED]

In addition to directing, managing and training all cultivation staff, he oversees the product quality and quantity management for [REDACTED]. Josh has in-depth understanding of how to breed, cultivate and treat different cannabis strains. He has experience cultivating one hundred thirty-one different strains.

Additionally, Josh is [REDACTED] with [REDACTED]. In [REDACTED], Josh went to [REDACTED] to meet with [REDACTED] that have been [REDACTED] and [REDACTED] for over [REDACTED] years. The [REDACTED], with Josh's help, is focused on the genetics of the strains and how the unique genetic makeup of the plants affect patients in varying degrees of ailments. Over the past [REDACTED], Josh has also been actively involved with a [REDACTED] working with the [REDACTED] of [REDACTED] on best practices for the industry. One of the main focuses of this group is safe pesticide usage on marijuana.

Josh received his bachelor's degree in Horticulture at the University of Wisconsin-Madison.

Robert Verstandig, Head Grower

Bob was the [REDACTED] of all [REDACTED] and [REDACTED] for [REDACTED] [REDACTED] for [REDACTED], [REDACTED] operations that [REDACTED] for sale to wholesale and retail customer, for display, exhibition, and research. The [REDACTED] business, in its [REDACTED] of operation, [REDACTED] during the [REDACTED] of Bob's [REDACTED]. Initially a [REDACTED] square foot [REDACTED] operation with [REDACTED], Bob oversaw its [REDACTED] and [REDACTED] to over [REDACTED] square feet and [REDACTED] employees.

Bob's expertise includes [REDACTED] and [REDACTED], [REDACTED] operation and design. He is skilled in identification of potential growing problems, such as disease, insects and weed pests and also in assessing watering and nutritional requirements for each plant species. Bob is a NYSDEC Licensed Commercial Pesticide Applicator. At [REDACTED] he was responsible for [REDACTED] and [REDACTED] of [REDACTED] to be [REDACTED] and [REDACTED] planting and care schedules. He also selected and [REDACTED] [REDACTED] and hard goods.

Bob earned his bachelor's degree in Soil and Plant Science at the University of Vermont, with a concentration in Ornamental Horticulture. He brings significant expertise to Fiorello Pharmaceutical in large-scale commercial indoor growing, including temperature control, light requirements, mediums, nutrients, air flow, equipment maintenance and problem solving. He is also knowledgeable about regulatory compliance, safety and environmental regulation compliance and greenhouse construction management.

Elizabeth Keyser, Director of Cultivation/GAP Specialist

Liz joins the Fiorello Pharmaceutical team with certification in Good Agricultural Practices (GAP) and expertise in cultivation management, and food safety management. Prior to [REDACTED] she was the [REDACTED] and [REDACTED] for [REDACTED], where she [REDACTED], and [REDACTED] of [REDACTED] coordinating a crew of up to [REDACTED] in the [REDACTED] and [REDACTED]. Her responsibilities have included [REDACTED], [REDACTED] through [REDACTED], [REDACTED] and [REDACTED].

She was also the [REDACTED], responsible for implementing their [REDACTED] by monitoring and training staff, keeping up to date on legislation, filling out paperwork, conducting internal audits, and preparing for yearly USDA audits. This experience included writing and implementing a [REDACTED].

In [REDACTED] Liz was appointed [REDACTED] where she was instrumental in their start-up. In [REDACTED], Elizabeth [REDACTED] to [REDACTED] to become the [REDACTED] at [REDACTED].

Liz earned her bachelor's degree in Environmental Science at SUNY College of Environmental Science and Forestry. Her college coursework and lab work included: hands on practice in propagation techniques, including starting from seed, cuttings, grafting and aseptic cell culture; learning about plant physiology, taxonomy and pathology; and afforded her the underlying principles of chemistry, biology, ecology and quality assurance in cultivation work. Liz's GAP certification is included in Attachment J, Exhibit 4; page 7.00078 in our Original Application.

Ryan Cook, Product Director

Ryan is the [REDACTED], where he has been responsible for all aspects of [REDACTED], including [REDACTED], [REDACTED], and [REDACTED] and [REDACTED].

Ryan has [REDACTED] of [REDACTED] for [REDACTED] from a [REDACTED] [REDACTED] and [REDACTED]. He has also been extensively involved with developing Colorado's marijuana laws and regulations as well as [REDACTED] regulatory compliance procedures. He participated in numerous legislative sessions for the state of [REDACTED] city [REDACTED] [REDACTED] and [REDACTED] and meetings of the [REDACTED]. At the [REDACTED].

request of regulatory officials, he also [REDACTED] on [REDACTED] in [REDACTED] where he helped [REDACTED] for [REDACTED]. Most recently, Mr. Cook was [REDACTED] to T [REDACTED] [REDACTED] as well as a member of the National Fire Protection Association's Workgroup responsible for drafting NFPA's cannabis cultivation and extraction regulations. His recommendations have helped to establish industry wide safety regulations, improvements and requirements for the commercial production of medical grade concentrate products. He will bring this expertise and innovation to Fiorello Pharmaceuticals.

Prior to joining the [REDACTED] Ryan served as the [REDACTED] [REDACTED] services firm, where he acquired extensive experience in all aspects of real estate development and improvement, including architecture, planning, project management and construction.

Ryan received his bachelor's degree in Architecture with an emphasis on environmental design from the University of Colorado-Boulder.

Lawrence M. Stanton, Chief Security Officer

Larry is a highly regarded technical expert with over thirty years' experience [REDACTED] and [REDACTED] [REDACTED] and [REDACTED] for [REDACTED] [REDACTED] He is one of the nation's foremost experts in [REDACTED] and [REDACTED] and [REDACTED] [REDACTED] having designed, implemented and managed programs for the [REDACTED] [REDACTED]

Larry has served as the Director of the Office Emergency Management (OEM) for the US Environmental Protection Agency (EPA), leading this component of EPA having direct responsibility for three major program areas: prevention of a contamination disaster; agency level management of a major event involving contamination to the environment; and the national chemical, biological and radiological emergency response and removal capability.

During his tenure with EPA, the Office of Emergency Management implemented major revisions to both Risk Management Plan regulation and Spill Prevention, Control and Countermeasure regulation. Larry managed the agency level response to Super Storm Sandy and the West Fertilizer explosion, and oversaw an average of three hundred chemical, biological and radiological emergency response actions per year, including all such response that were too large or too complex to be managed by industrial or state-level assets. Larry served as EPA's leading expert on the programs under OEM supervision, and was acknowledged to be the Agency's leading expert on agency level or all-of-government incident management; chemical and petrochemical industry structure, practices and standards for process safety, security and risk analysis; interactive effects of chemical safety and chemical security risk management; and process safety and security risk management analytical methods.

Prior to joining EPA, Larry held a series of progressively more responsible positions at the Department of Homeland Security's Office of Infrastructure Protection. Larry founded and was the first Director of the Infrastructure Security Compliance Division, where he designed, developed and implemented the Department's Chemical Facility Anti-Terrorism Standard, the regulation governing security practices in the chemical and chemical-using economic sectors. In his early days with Department of Homeland Security, Larry was Deputy Director of the Risk Management Division, responsible for design, development and implementation of the Department's Security Risk Analysis process, including vulnerability analysis, risk assessment and the Department's Commercial Nuclear Security and Commercial Chemical Programs.

Larry earned his bachelor's degree at St. Peter's College. He holds a Certificate in National Preparedness Leadership from Harvard University, Kennedy School of Government and the School of Public Health. He also earned a certificate in Public Administration of Homeland Security at The Pennsylvania State University and a Certificate in Senior Corporate Security Management at Georgetown University.

Executive Management Team Organizational Chart

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

III. Fiorello Pharmaceuticals Advisory Boards

This Section provides an overview of Fiorello Pharmaceuticals' Advisory Boards. Fiorello Pharmaceutical's goal is to build the preeminent pharmaceutical medical marijuana company in New York State.

To help achieve our objectives, we have established both a Scientific and a Business Advisory Board to support our management team. Since our initial application submission in June 2015, we have continued to strengthen both boards to ensure that they can provide the Company with the highest caliber of scientific and business guidance.

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- 2. Business Advisory Board.....Page 83

1. Scientific Advisory Board

Fiorello Pharmaceuticals will provide products and services based on the best and most current scientific information. To further enhance our clinical and scientific expertise, we have continued to strengthen our Scientific Advisory Board.

The Company has recruited both John Pezzuto PhD, and Kevin Phelan PhD to join our Scientific Advisory Board. (Fiorello Overview, Original Application)

- Dr. Pezzuto is the Dean of Long Island University Arnold & Marie Schwartz College of Pharmacy and Health Sciences.
- Dr. Phelan is a neuroscientist with twenty-five years of experience in new drug development, regulatory affairs and compliance.

Dale Deutsch PhD and Risa Shulman PhD are no longer on the Board.
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Below are biographies for the Scientific Advisory Board

John M. Pezzuto, PhD
Dean, Arnold & Marie Schwartz College of Pharmacy and Health Sciences
Vice President for LIU Health and Research
Long Island University

Dr. John Pezzuto was [REDACTED] and [REDACTED]. In addition, he [REDACTED] as [REDACTED]. Prior to joining the [REDACTED] Dr. Pezzuto served as an [REDACTED] at the [REDACTED], [REDACTED] of the [REDACTED] and [REDACTED] of the [REDACTED] at the [REDACTED]. Dr. Pezzuto has served as an [REDACTED] [REDACTED] and [REDACTED] in [REDACTED] for more than [REDACTED]

Dr. Pezzuto was the 2014 recipient of the Volwiler Research Award by the American Association of Colleges of Pharmacy. His current research interests are predominantly in the areas of biology-driven

natural product drug discovery and characterization, with primary emphasis in the fields of cancer chemotherapy and cancer chemoprevention. He is widely known for identifying the cancer-prevention aspects of resveratrol, a chemical found in grapes and grape products.

Dr. Pezzuto has directed the research of numerous doctoral students, postdoctoral associates, and visiting scholars, and is the recipient of various awards, including being elected Senior University Scholar at University of Illinois at Chicago in 1999, UIC Inventor of the Year in 2000, and Fellow of the American Association for the Advancement of Science in 2012.

Dr. Pezzuto is the author of more than six hundred publications (H-index, 90), co-inventor of several patents, the editor of five books, and a member of over ten editorial boards of international journals. He is the editor-in-chief of the journal *Pharmaceutical Biology*.

Dr. Pezzuto received his AB in Chemistry from Rutgers University and his PhD in Biochemistry from University of Medicine and Dentistry of New Jersey (now Rutgers). Postdoctoral studies were performed at Massachusetts Institute of Technology.

Leon C. Landau, MD

**Clinical Assistant Professor, Department of Medicine, Oncology
Albert Einstein College of Medicine of Yeshiva University**

Dr. Leon C. Landau is a board-certified Hematologist and Oncologist. For more than [REDACTED] he has compassionately treated thousands of New Yorkers both privately and as an attending physician at the [REDACTED] [REDACTED]h.

He has also helped train the next generation of oncologists as a [REDACTED] at the Albert Einstein College of Medicine of Yeshiva University, where he himself earned a medical degree in 1971. Dr. Landau completed his internship at Johns Hopkins University and his residency and fellowship in Oncology at Montefiore.

He has been listed in both New York Magazine and Castle Connolly's Top Doctors numerous times. He is affiliated with [REDACTED] [REDACTED] Dr. Landau is active in many civic causes and [REDACTED] [REDACTED].

Daniel Mark Siegel, MD, MS
Clinical Professor of Dermatology
State University of New York at Downstate School of Medicine

Dr. Daniel Siegel is one of the country's leading dermatologists with broad expertise in the areas of medicine, policy, economics, and botany. He is Clinical Professor of Dermatology at the State University of New York at Downstate School of Medicine and an [REDACTED] at [REDACTED] [REDACTED] and serves on the [REDACTED] of [REDACTED].

Dr. Siegel is a world-renowned expert [REDACTED], a precise [REDACTED] [REDACTED] for [REDACTED]. A board member of the American College of Mohs Surgery, he was also the founder of the Division of Dermatologic Surgery at SUNY Stony Brook in 1990, where he established a surgical Fellowship Training Program. Realizing the importance of participation and activism to advance patient care, Dr. Siegel has taken an active role in professional societies. On the national level, he is a past President and sat on the Board of Directors of the American Academy of Dermatology, and is the organization's advisor to the American Medical Association's Relative Value Scale Update Committee. In recognition of his years of service to the profession as an educator and an advocate, he was awarded honorary membership in the American Academy of Dermatology in 2015. Locally, he is active with the Long Island Dermatologic Society, the Suffolk County Dermatology Society, the Suffolk County Medical Society and the Medical Society of the State of New York.

He has lectured extensively on plant medicine on four continents and has published on this topic in both textbooks and in peer-reviewed journals and has been an invited guest on the People's Pharmacy syndicated radio show. He has run a forum focusing on complementary medicine at the annual meeting of the American Academy of Dermatology for the past four years.

Dr. Siegel is a graduate of [REDACTED] and participated in a combined six-year biomedical program receiving an undergraduate degree from Rensselaer Polytechnic Institute and his Doctor of Medicine Degree from Albany Medical College. He also attended the W. Averell Harriman School for Management and Policy at SUNY Stony Brook where he earned a Master of Science degree in Management and Policy and a New York State Advanced Certificate in Labor/Management Studies.

Kevin A Phelan, PhD
President, Kevin A Phelan LLC

Dr. Kevin Phelan is a neuroscientist with twenty-five years of experience in [REDACTED], [REDACTED]. He specializes in the [REDACTED] [REDACTED]. His broad experience includes the areas of [REDACTED].

Currently Dr. Phelan is an [REDACTED], [REDACTED]
[REDACTED]
This typically includes [REDACTED], [REDACTED]
[REDACTED]
[REDACTED]

Over the course of a [REDACTED]-year career at [REDACTED] Dr. Phelan was a member of [REDACTED], [REDACTED]
[REDACTED] and [REDACTED]. During this period, he worked extensively in the
[REDACTED]. He was responsible for [REDACTED]
[REDACTED],
and [REDACTED]. He also worked extensively in the area of [REDACTED]
[REDACTED]

Dr. Phelan received a PhD in neurobiology from The University of Chicago and conducted postdoctoral research at the Columbia University Medical Center.

Alexander Neumeister, MD
Director of Stress and Trauma Research Program
The Royal Institute of Mental Health Research, University of Ottawa

Dr. Neumeister's research in neurology and psychiatry focuses on [REDACTED]
[REDACTED] with the goal of identifying [REDACTED]. Currently, he is directing translational research and treatment development for post-traumatic stress disorder, supported by the World Health Organization. The United States Department of National Defense and the U.S. National Institute of Mental Health support his research in Post-Traumatic Stress Disorder (PTSD), a condition affecting nearly eight million Americans, including an estimated twenty percent of our nation's war veterans. Recently, his team discovered the connection between PTSD and the body's endocannabinoid system, establishing proof-of-concept for the potential therapeutic role of medical cannabis.

He has received numerous national and international awards, including the A.E. Bennett Award of the Society of Biological Psychiatry, has published in leading neuroscience journals, and serves on the councils of both public and federal institutions. He is a graduate of the University of Vienna-Austria Medical School, and has served serving in positions of [REDACTED]
[REDACTED]

Joseph P. Navarra, RPh, FACA
Chief Executive Officer
Town Total Compounding Center, Woodbury, New York

Mr. Navarra is the owner of the [REDACTED], a [REDACTED] [REDACTED]. Joseph has been compounding for over twenty-five years and over a decade he managed and controlled investigational drug products used in AIDS Clinical Trial Group studies sponsored by the Division of AIDS for SUNY-Downstate Children's Hospital, [REDACTED]. His experience in formulating medications for use in clinical trials has grown to include [REDACTED] with [REDACTED], and [REDACTED]. He has received advanced training in Medication Therapy Management and Pharmacy-Based Immunization, and is a full fellow of the American College of Apothecaries.

Mr. Navarra plays an active role in local, state and national-level pharmacy organizations. Joe is currently on the New York City Pharmacists Society Board. He has also held the positions of [REDACTED] and the [REDACTED], and was the p [REDACTED]. He is a preceptor for pharmacy students from nine schools across the country and proctors for Part III of the Pharmacy Board of the State of New York. Joseph is a graduate of St. John's University College of Pharmacy and Allied Health Professions.

2. Business Advisory Board

Fiorello Pharmaceuticals will utilize state of the art standards in all aspects of its business, including the establishment of security protocols, patient-centric dispensary environments and comprehensive medical education programs. To support these initiatives, we have continued to strengthen our Business Advisory Board.

The Company has successfully recruited Margie Kuo, Lawrence Stanton and Lauren Handel to our Business Advisory Board. (Original Application, Attachment J, Page 7.00065 and Fiorello Overview)

- Ms. Kuo is an accomplished healthcare marketer with nearly twenty-five years of commercial and strategic leadership experience in OTC and prescription medicines in multiple therapeutic areas.
- Mr. Stanton is a security expert with over thirty years of experience designing and implementing industrial risk and security programs for chemical, pharmaceutical and government organizations including the Department of Homeland Security.
- Ms. Handel is an accomplished attorney who counsels clients on regulatory compliance and all aspects of law affecting food, agricultural and alcoholic beverage businesses. Ms. Handel previously served as Chief Compliance Officer for Fiorello Pharmaceuticals.

Mr. Andre Dore and Mr. Tom DiNanno are no longer serving on the Board.

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

Below are biographies for the Scientific Advisory Board

Lawrence M. Stanton
Senior Consultant,
Mingleridge Business Resources LLC

Larry is a highly regarded technical expert with over thirty years' experience [REDACTED] and [REDACTED] and [REDACTED] and [REDACTED] for [REDACTED] and [REDACTED]. He is one of the nation's foremost experts in [REDACTED] and [REDACTED].

and [REDACTED] having designed, implemented and managed programs for the [REDACTED]
[REDACTED] the [REDACTED], BASF [REDACTED]
[REDACTED]

Larry has served as the Director of the Office Emergency Management (OEM) for the U.S. Environmental Protection Agency (EPA), leading this component of EPA having direct responsibility for three major program areas: prevention of a contamination disaster; agency level management of a major event involving contamination to the environment; and the national chemical, biological and radiological emergency response and removal capability.

During his tenure with EPA, the Office of Emergency Management implemented major revisions to both Risk Management Plan regulation and Spill Prevention, Control and Countermeasure regulation. Larry managed the agency level response to Super Storm Sandy and the West Fertilizer explosion, and oversaw an average of three hundred chemical, biological and radiological emergency response actions per year, including all such response that were too large or too complex to be managed by industrial or state-level assets. Larry served as EPA's leading expert on the programs under OEM supervision, and was acknowledged to be the Agency's leading expert on agency level or all-of-government incident management; chemical and petrochemical industry structure, practices and standards for process safety, security and risk analysis; interactive effects of chemical safety and chemical security risk management; and process safety and security risk management analytical methods.

Prior to joining EPA, Larry held a series of progressively more responsible positions at the Department of Homeland Security's Office of Infrastructure Protection. Larry founded and was the first Director of the Infrastructure Security Compliance Division, where he designed, developed and implemented the Department's Chemical Facility Anti-Terrorism Standard, the regulation governing security practices in the chemical and chemical-using economic sectors. In his early days with Department of Homeland Security, Larry was Deputy Director of the Risk Management Division, responsible for design, development and implementation of the Department's Security Risk Analysis process, including vulnerability analysis, risk assessment and the Department's Commercial Nuclear Security and Commercial Chemical Programs.

Larry earned his bachelor's degree at St. Peter's College. He holds a Certificate in National Preparedness Leadership from Harvard University, Kennedy School of Government and the School of Public Health. He also earned a certificate in Public Administration of Homeland Security at The Pennsylvania State University and a Certificate in Senior Corporate Security Management at Georgetown University.

Charles R. Catalano, RPh
President of the Pharmacy Society of the State of New York
President of C&S Pharmacy Consultants

Mr. Charles R. Catalano is a career pharmacist with nearly forty years of professional experience serving in advocacy, consultancy, and teaching roles. He brings expertise in state policy, professional outreach and education having worked with state and local governments. The innovative programs and policies he helped pioneer now serve as a model for pharmacists throughout the United States.

He collaborated with the New York City Department of Health to develop a plan to mobilize pharmacies in the event of a bioterrorist attack. Charles also played a key role in the successful passage of some of the state's most important public health legislation signed into law by Governor Andrew Cuomo, including a law which prohibits health insurers from mandating that New Yorkers fill their prescriptions using the mail order method and preserves their right to use community pharmacies. He was an advocate for the Compassionate Care Act and helped ensure that qualifying patients will receive professional counseling from licensed pharmacists in all of the state's medical marijuana dispensaries.

Charles recently served as the Chairman of the Pharmacist Society of the State of New York, the largest and oldest professional pharmacy organization in the state. His leadership experience spans over a decade, serving as President of the Pharmacist Society of the State of New York, the New York City Pharmacists Society and the Italian American Pharmacists Society.

For the past twenty-five years, Charles has served as [REDACTED] of [REDACTED], servicing over [REDACTED] throughout the [REDACTED] including [REDACTED] [REDACTED] for the [REDACTED], and [REDACTED]. He also supervises [REDACTED], an independent community pharmacy specializing in providing care to [REDACTED], and [REDACTED].

Charles is committed to ensuring pharmacists remain one of the country's most trusted professionals. He maintains an active role in teaching and inspiring future leaders within the pharmacy practice. He was awarded Preceptor of the Year by St John's University where he has instructed pharmacy students for over twenty-five years. In 2005, in recognition for his outstanding record of civic leadership the American Pharmacists Association honored him with the Bowl of Hygeia Award. A [REDACTED] [REDACTED] residing in [REDACTED], he is a graduate of Queens College and the Brooklyn College of Pharmacy.

Margie Kuo
Vice President, Strategic Marketing
Adamas Pharmaceuticals, Inc.

Ms. Margie Kuo is an accomplished [REDACTED] with nearly twenty-five years of commercial and strategic leadership experience in [REDACTED] and [REDACTED]. She has extensive strategic planning and hands-on experience in [REDACTED], and in [REDACTED]. Margie is a [REDACTED] who has created [REDACTED], solved challenging business problems through innovative and unprecedented solutions, but is also a pragmatic leader who can make difficult decisions and move teams forward. She not only continues to be an active practitioner in the field, but for the past few years, has also been an [REDACTED], [REDACTED]. Margie brings to the organization a unique combination and balance of both strategic and tactical expertise, as well as vetted applied and academic approaches.

Presently, she is [REDACTED] responsible for [REDACTED] and [REDACTED]. Prior to this role, Margie was at [REDACTED] for nearly [REDACTED] years, where she was the [REDACTED] with [REDACTED] for [REDACTED] in a [REDACTED], [REDACTED], and for an [REDACTED] focused on [REDACTED] and [REDACTED]. Margie has in-depth, hands-on experience in patient and physician [REDACTED], [REDACTED]. During her time at [REDACTED] she was known for her disciplined approach to identifying [REDACTED] and [REDACTED], challenging conventional beliefs, and developing unprecedented solutions. Using the same approach through her [REDACTED], Margie has also helped other clients in therapeutic areas, including [REDACTED].

Margie practices what she teaches, and teaches what she practices. She has been an [REDACTED] for the past [REDACTED] teaching the program's [REDACTED]. Margie earned her bachelor's degree from Yale University, and an MBA in Marketing and Finance from the NYU Stern School of Business.

Lauren Handel, JD
Partner, Handel Food Law LLC

Lauren is the [REDACTED] of [REDACTED] where she [REDACTED] on [REDACTED] and all aspects of law [REDACTED], [REDACTED] and [REDACTED]. She also represents clients in [REDACTED].

Lauren previously was a [REDACTED] at [REDACTED] where her practice concentrated on [REDACTED], [REDACTED], as well as [REDACTED] and [REDACTED].

Lauren earned her bachelor's degree from the University of Maryland, her JD from Georgetown University Law Center; and an LL.M. in Agricultural and Food Law at the University of Arkansas, School of Law. She is admitted to practice in New York, New Jersey, Maryland, the U.S. Supreme Court, and the U.S. District Courts for the Southern and Eastern Districts of New York.

**Marianne Bays, PhD
Managing Director,
Mingleridge Business Resources LLC**

Marianne Bays, PhD is a medical cannabis industry business analyst and consultant. She has over twenty years of experience [REDACTED] with [REDACTED] on [REDACTED] with [REDACTED] and [REDACTED]. Since 2008, Ms. Bays has been studying the United States cannabis industry. She began as an advocate in New Jersey, evaluating and providing feedback to legislators considering pending legislation to legalize medicinal marijuana. Ms. Bays also testified at the New Jersey Department of Health and Senate Health Committee hearings on draft program regulations, particularly as they affected ability to build a medical cannabis industry in New Jersey. In January 2017, Marianne was appointed to the [REDACTED], a statewide industry trade association. Marianne is also an [REDACTED] to the [REDACTED] and [REDACTED].

Marianne's cannabis industry [REDACTED] experience has included [REDACTED], [REDACTED], [REDACTED] and [REDACTED] and [REDACTED] for [REDACTED], [REDACTED] and [REDACTED] projects in [REDACTED], so far: [REDACTED], [REDACTED]. She is also the [REDACTED] a real [REDACTED] on the [REDACTED]. In this role, she provides [REDACTED] to support [REDACTED].

Dr. Bays' previous experience includes Personnel Psychologist with the United States Office of Personnel Management, [REDACTED], [REDACTED], and [REDACTED], a [REDACTED] firm. During her career, Marianne has [REDACTED] with many [REDACTED] as well as [REDACTED].

Marianne earned her bachelor's degree and Master's degree at Montclair State College and her PhD in Business Organization and Policy Studies at the City University of New York.

Jennifer Grossman, JD
Founder/President of Farm Co New York

Jennifer Grossman is conservation consultant with twenty five years of [REDACTED] in [REDACTED]. [REDACTED] a [REDACTED] with the [REDACTED], she is forging [REDACTED] and [REDACTED] to support and expand the [REDACTED]. As [REDACTED], a [REDACTED], she creates [REDACTED] and [REDACTED] for her clients. Her initial project, [REDACTED], is now the premiere [REDACTED] in the [REDACTED] the [REDACTED] throughout the [REDACTED]

For eleven years, Jennifer was [REDACTED] for [REDACTED], where she oversaw a [REDACTED] and [REDACTED] more [REDACTED] 0 acres of [REDACTED] and [REDACTED] throughout [REDACTED] utilizing [REDACTED] and [REDACTED] partnerships with [REDACTED] and [REDACTED] and [REDACTED] with [REDACTED] and [REDACTED]. From [REDACTED] to [REDACTED] Jennifer was a [REDACTED] at the [REDACTED] for the [REDACTED], serving as [REDACTED] for the [REDACTED] and also [REDACTED] on [REDACTED] and [REDACTED].

Jennifer sits on the [REDACTED] of the [REDACTED], the [REDACTED], the [REDACTED], and is an [REDACTED] to the [REDACTED]. She earned her bachelor's degree at Binghamton University and her J.D. at Boston University School of Law.

IV. Strategic Partnerships and Staffing Plan

This Section includes an overview of our strategic partnerships and the staffing plan for Fiorello Pharmaceuticals employees who will be involved in activities related to the cultivation of marijuana, wholesaling, manufacturing and/or dispensing of approved medical marijuana product. Specifically, this staffing plan includes an overview of our phased hiring approach, staffing timelines, job descriptions, hiring requirements, training plans and organizational charts for Fiorello employees. Biographies for management are included in Section II – Management, Page 69.

The staffing plan has been developed with the goal of providing medical marijuana products to patients as soon as possible. It will ensure appropriate staffing and experience for the safe production, sanitation, and security and theft protection during all business hours. It maximizes quality, efficiency, and compliance with New York State law and rules. Further, it maximizes employee satisfaction by creating a secure, clean, welcoming environments.

Certain employees credentials are important to the Company’s achievement of the States and its quality standards. Liz Keyser (GAP) and Michelle Pfannenstiel (ASQ HAACCP) are included in the original application in Volume 7, Attachment J, Exhibit 4, Page 7.00077. They remain with the company.

Training logs are included in the Original Application in Volume 7, Attachment J, Exhibit 5, Page 7.00080 Please note that Fiorello will be utilizing the BioTrackTHC system, not MJ Freeway.

1. Strategic Partnerships.....Page 90

2. Staffing PlanPage 92

1. Strategic Partnerships

The Clinic: Seed-To-Sale Marijuana Industry Expertise

Fiorello’s strategic partner, The Clinic, opened its first medical marijuana dispensary and cultivation facility in November 2009. The Clinic now operates five dispensaries and three cultivation facilities in Colorado and has multiple medical marijuana facilities in both Nevada and Illinois. In over seven years of operations, The Clinic has operated in the industry’s most regulated market with ZERO compliance violations.

In May 2015, The Clinic was named by the Denver Business Journal as one of the top ten local businesses (over one hundred employees) in which to work. The Clinic helped establish best practices in the industry in Colorado and Fiorello intends to do the same in New York. Fiorello will implement some of The Clinic’s best practices while ensuring compliance with the Department of Health’s regulations. The Clinic contributed their expertise to Fiorello’s Staffing and Operating Plans and will advise and assist Fiorello to make sure the plans are properly implemented.

Fiorello’s and The Clinic’s relationship is unique because it is not a short-term consulting relationship. Rather, it is a long-term partnership based on equity in Fiorello. Like Fiorello, The Clinic is made up of owner operators who understand the value of long-term investments to ensure a steady supply of high quality product. Fiorello and The Clinic share the view that best in class Staffing and Operations are critical to long-term success.

Mingleridge Business Resources, LLC: Security/Organizational Development Expertise

Fiorello has also established an on-going relationship with Mingleridge Business Resources LLC, for business advisory services. Mingleridge Business Resources members’ expertise in cannabis business operations and regulations, organization and business management and security, give Fiorello the specialized cannabis business knowledge and resources needed to plan and execute its business strategy. Mingleridge Managing Director (Marianne Bays) and Senior Consultant (Larry Stanton) will serve on Fiorello’s Business Advisory Board and Mingleridge Business Resources LLC will have an equity relationship with Fiorello Pharmaceuticals.

Dr. Bays and Mr. Charnick (both principals in Mingleridge) and Mr. Stanton have extensive experience in the cannabis industry. Dr. Bays and Mr. Stanton biographies are included in Section 3. Mingleridge’s Managing Director Dave Charnick is a consultant with over twenty years of experience in the cannabis industry. He has expertise in cannabis cultivation, processing, business planning, operations, and extraction technology. He also has experience working with medical marijuana patients, acting as a patient advocate in the early days of legal medical marijuana in Colorado. His expertise and deep network of industry contacts strengthen the business plans of companies entering the industry.

Brett Miller: Sustainability and Architectural Advisor

██████████ is a full service ██████████ with experience across a broad range of projects types and sizes. Brett Miller founded ██████████ in ██████ after academic training at Harvard, Yale and Berkeley. Since then, Mr. Miller has achieved project success through design rigor, effective communication, and a focus on the details of program and construction. His award-winning work has been featured in local, regional, and national publications.

Since ██████ ██████████ has focused on the design of ██████████ and ██████████ ██████████. With expertise in building systems, ██████████ has been promoting innovation in the rapidly evolving technologies of ██████████. Through the refinement of the technical details associated with energy and water conservation, temperature and humidity control, mold and contaminant prevention, odor mitigation, and facility security, ██████████ is at the design forefront of the ██████████ industry.

In addition to ██████████, ██████████ has contributed to the design of facilities for ██████████. With ever changing techniques for ██████████ and ██████████ ██████████ maintains high standards for worker safety, process sanitation, and product integrity.

Based in ██████████ ██████████ has collaborated with the state's prominent growers in the design of major facilities. Over twenty-five marijuana-related projects have been completed, representing over 700,000 square feet of building area. With the expansion of medical marijuana beyond Colorado, Miller DesignWorks has brought the firm's expertise to other states, including Nevada, Massachusetts, and Illinois.

2. Staffing Plan

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

a. Phased Staffing Overview

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

b. Fiorello Pharmaceuticals Proposed Staffing Summary

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

c. Organizational Charts

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

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

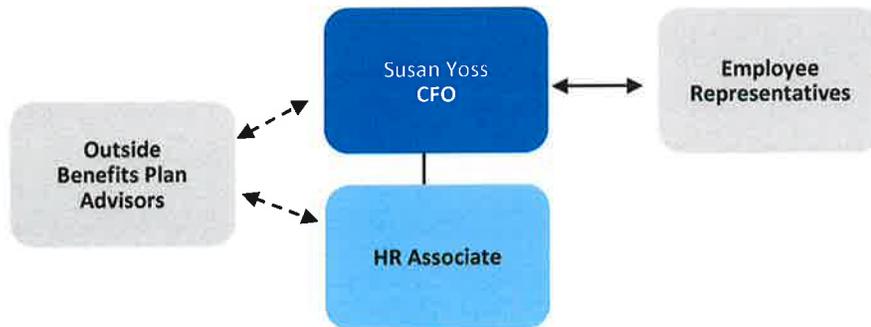
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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Accounting & Finance Organization



Human Resources Management Organization



d. Hiring Process

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e. Job Descriptions

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f. Staff Education, Training and Development Plan

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

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

g. Labor Peace Agreement



Local 338

RWDSU/UCFW

JOHN R. DURSO
President

JOSEPH FONTANO
Secretary-Treasurer

JACK CAFFEY JR.
Executive Vice President

Neil Gonzalvo
Assistant to the President

DEBRA BOLLBACH
Recorder

February 23, 2017

Howard Zucker
Commissioner
New York State Department of Health
Corning Tower
Empire State Plaza
Albany, New York 12237

Re: Labor Peace Agreement between Local 338, RWDSU/UCFW and Fiorello Pharmaceuticals, Inc.

Dear Commissioner Zucker,

Local 338, RWDSU/UCFW ("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.

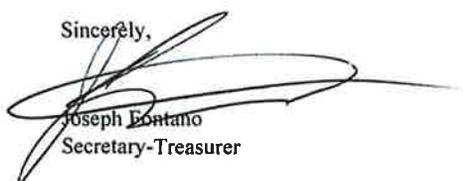
The enclosed document entitled, Neutrality Agreement, is intended in part to satisfy and comply with the requirement, under the New York Public Health Law, that an applicant (Fiorello Pharmaceuticals, Inc.) seeking a license to conduct business relating to the use of medical marijuana in New York State 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,



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
FIORIELLO PHARMACEUTICALS, INC.
AND
LOCAL 338, RWDSU/UFCW**

By this Agreement dated February 23, 2017, Fiorello Pharmaceuticals, Inc., 205 East 42nd Street -15th Fl. New York, NY 10017. (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, dispensary workers, consultants, drivers, growers, retail, manufacturers, trimmers, and anyone else performing work for or on behalf of the Employer, and shall exclude only those 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

Union: 
Employer: 

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 Agreement 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.

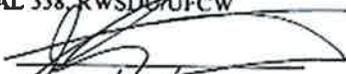
Union: 
Employer: 

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 23rd day of February 2017, by their duly authorized representatives.

LOCAL 338, RWSDU/UCW

By: 

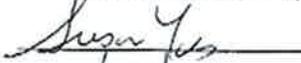
Date: 2/23/17

Name: Joseph Fontano

Title: Secretary-Treasurer

Witness: 

FIORIELLO PHARMACEUTICALS, INC.

By: 

Date: 2/24/17

Name: Susan Yoss

Title: Chief Executive Officer

Witness: 

V. Operating Plan

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

1. Production/Product Quality Assurance

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

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

b. Standard Operating Procedures (Original Application, Attachment D, Section 6)

Fiorello’s Standard Operating Procedures (SOPs) Manual contains procedures for the use of good agricultural practices (GAPs) and for conforming to the State’s applicable laws and regulations. Conformance with these SOPs will enable the Company to produce and dispense consistent and reproducible medical marijuana products such that, for each form of each brand produced, there is homogeneity, absence of contamination and consistent brand profile. Fiorello’s SOPs have been developed, in part, with input from our strategic partner, The Clinic, based on their tested, successful procedures for manufacturing high-quality, legally compliant medical marijuana products.

Our Standard Operating Procedures will continue to evolve in order to achieve best practices, optimal product safety, and cost containment. We will provide the Department with all cultivation and manufacturing process improvements we intend to implement.

Fiorello has also reviewed the Department’s proposed amendments with regard to product stability and shelf life. Fiorello’s SOPs will be modified to incorporate the amendments into its practices as they relate to final product testing, component testing, sampling, contaminant testing, disposal, stability, and return of product to Fiorello from laboratory testing..

c. Product Quality Assurance (Original Application, Attachment D, Section 9)

Fiorello’s Quality Assurance Program includes procedures for tracking contamination incidents, documenting the investigated source of such incidents, and the recording the corrective action(s) taken. Policies and guidelines on testing, and other quality assurance practices are also included. Fiorello’s Product Quality Assurance Program has been developed, in part, with input from our strategic partner, The Clinic, based on their tested, successful procedures for manufacturing high-quality, legally compliant medical marijuana products.

Fiorello’s Quality Assurance Operating Plan and policies will be updated, as needed, to clearly reflect the following amendments provided by the Department of Health.

Product Testing Program

Fiorello will assure that:

1. No immediate family members of a board member, officer, manager, owner, partner, principal stakeholder or member of a Fiorello shall have an interest or voting rights in the laboratory performing testing on Fiorello’s medical marijuana.
2. Final product testing sample requirements are clarified to meet the Department’s standards.
3. It is clear that Fiorello may test final products that have been packaged.
4. Our protocols reflect the requirement that sampling methodologies must be approved by the Department.

5. It is clear that the list of contaminants for which testing must occur conform to the State's requirements and that the Company's pesticide list includes herbicides and fungicides.
6. The Company's disposal requirements for laboratories are state of the art and conform to the State's new rules.
7. Fiorello's rules include stability testing guidance for open and unopened products.
8. There is a Company requirement for laboratories to return medical marijuana products deemed unsuitable for testing.

Product Labeling Program

The Company will clarify its labeling requirements to reflect new rules relating to stability studies

Receiving and Storage Program

The Company will use safes, vaults or other storage methods approved by the Department for medical marijuana products. Also, it will amend its procedures to reflect that it will not only transport approved medical marijuana products from a manufacturing facility to dispensing facilities but that it will also transport products to and from other Registered Organizations.

Rework and Refuse/Disposal Program

The Company will revise its procedures, as necessary, to reflect the Department's guidance on acceptable processes for disposing of medical marijuana products and by-products, and the maintenance of inventory records.

These procedures will include, but are not limited to, its pledge to dispose of any medical marijuana that is outdated, damaged, deteriorated, contaminated or otherwise deemed not appropriate for manufacturing or dispensing, or any plant-based waste created as a by-product of the manufacturing processes in accordance with all government laws and rules, and maintain compliant, specific inventory records. We will obtain Department approval of disposal methods and dispose of liquid and chemical waste in accordance with applicable federal, state and local laws and regulations. Records of all such operations will be available for inspection for at least five years.

2. Security

Fiorello recognizes that security is part of an overall risk management system, and that the first and foremost objective of a proper management system is to protect the public. Fiorello's original Security Operating Plans (Original Application, Attachment D, Sections 2 and 5 and Attachment H) did not require substantial update, as we believe our original plan already met or exceeded all original and amended security requirements. We have incorporated wholesaling and home delivery into our security protocols and have made some revisions to the staffing and infrastructure to accommodate a more phased in business model.

Fiorello Pharmaceuticals remains committed to use of security best practices and will continue to improve processes in-line with Department's amendments to ensure the security of Fiorello products, patients, and staff. Our Chief Security Officer, Larry Stanton, is an experienced security expert who brings extensive chemical and pharmaceutical security best practice knowledge to Fiorello.

Further, we will require as a condition for employment at Fiorello Pharmaceuticals that all personnel will go through comprehensive safety and security training to support our corporate commitment at the beginning of their tenure with our company and to adopt our corporate pledge:

At Fiorello Pharmaceuticals our first priority in every decision will be the safety of the public. We understand that our products and processes can do great good, but also require great care to ensure the safety and security of the public and the environment. Accordingly, we will remain ever vigilant, thinking "Safety and Security" at all times, and will immediately report any issue we see effecting either safety or security.

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3. Dispensary Operations

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

c. Quality Assurance Plan (Original Application, Attachment D Section 7)

Fiorello Pharmaceuticals' quality assurance plan for detection, identification, and prevention of medication errors has been carefully designed. Section 7, Attachment D of our Original Application provides specific guidance for dispensary use of a continuous quality improvement system to detect, document, evaluate, report, and prevent medication errors.

Fiorello's quality assurance system is amended to include the requirement that dispensing facility pharmacists or another designated individual consult the Prescription Monitoring Program (PMP) Registry prior to dispensing approved medical marijuana products. The consultation of the PMP will enable pharmacists to identify possible interactions between medical marijuana and the patient's existing drug regimen. Questions and concerns will be discussed with the patient, caregiver, and recommending practitioner.

4. Patient Safety

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

5. Record Keeping (Original Application, Attachment D, Section 10)

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VI. New Registration Activities

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VII. Cultivation/Manufacturing and Dispensary Facilities

This Section provides an overview of our Cultivation and Manufacturing Facility in Glenville, New York and our proposed dispensary deployment approach. We plan to continue to utilize the same cultivation and manufacturing facility that was included in our Original Application. We will initiate the build out of this facility post license for cultivation and manufacture of medical marijuana products sourced internally from our own grow, as well as from extract acquired on the wholesale market. The facility is located in the Glenville Business and Technology Park, Town of Glenville in Schenectady County. We have executed a Letter of Intent for this space conditioned on the award of a medical marijuana license which is included in 1(e) of this Section.

We plan to deploy two dispensaries located in the Downstate area (New York Metropolitan area) and two dispensaries located in Upstate area (north of Westchester County) which is consistent with our original application and recent guidance from the Department regarding proposed county dispensary locations. We are proposing to deploy dispensaries in New York County and Nassau County in the Downstate Area and Monroe County and Saratoga County in the Upstate Area. We have provided two alternative counties for each proposed county as outlined in 2(a) of this Section.

- 1. Glenville Cultivation and Manufacturing Facility.....Page 151
- 2. Dispensary Deployment.....Page 171
- 3. Facilities Construction Budget.....Page 178

1. Glenville Cultivation and Manufacturing Facility Overview

Cultivation Facility - Schenectady County, New York

Address: Building 201, A Street, Glenville Business and Technology Park, Town of Glenville, Village of Scotia, New York 12302

Building 201 offers 120,000 square feet of manufacturing/warehouse space. Located in the Research, Development and Technology district, this space is equipped with two, 10-ton cranes and includes high ceiling heights (18' clear low bay, 30' clear high bay), six dock doors, and five drive-in doors.

Description: Glenville Business & Technology Park is located in the Town of Glenville, Schenectady County, New York. Situated on 152 acres, the Park consists of eleven warehouse buildings totaling 1.25 million square feet of quality warehouse and manufacturing space.

The Glenville Business & Technology Park offers exceptional highway access; it is strategically located less than 1 1/2 miles from Exit 26 from the NYS Thruway.





a. Plan Overview

We have significantly revised the cultivation and manufacturing facility plan in our original application submission. The revisions reflect current patient demand, enhanced production efficiencies and the ability to acquire extract and finished medical marijuana product on the wholesale market.

Instead of immediately leasing the full 120,000 square feet of this manufacturing/warehouse space, we will lease 44,000 square feet for our initial cultivating and manufacturing facility. We have secured a Right of First Refusal on the additional approximately 76,000 square feet for future expansion.

Further, we have established a smaller footprint in each of the first three build-out phases. A higher proportion of space will be used for processing, to enable us to receive and distribute extract and finished medical marijuana products acquired on the wholesale market.

	Phase 1		Phase 2		Phase 3	
	Original	Current	Original	Current	Original	Current
Cultivation SF	19,750	9,700	30,220	19,000	48,287	27,800
Processing/Admin SF	10,764	10,800	10,764	12,700	12,780	16,200
Total SF	30,514	20,500	40,984	31,700	61,067	44,000

b. Facility Design

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



BUILDING PLAN
FEBRUARY 21, 2017



FIORIELLO PHARMACEUTICALS
201 A STREET - GLENVILLE, NEW YORK

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



IMPROVEMENT FLOOR PLAN

FEBRUARY 21, 2017



**FIORIELLO PHARMACEUTICALS
201 A STREET - GLENVILLE, NEW YORK**

c. Phased Build-Out Plan Details

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

Fiorello Cultivation and Manufacturing Facility Phasing Diagram

Phase 1

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



IMPROVEMENT FLOOR PLAN

FEBRUARY 21, 2017



**FIORIELLO PHARMACEUTICALS
201 A STREET - GLENVILLE, NEW YORK**

Phase 2

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



IMPROVEMENT FLOOR PLAN

FEBRUARY 21, 2017



FIORIELLO PHARMACEUTICALS
201 A STREET - GLENVILLE, NEW YORK

Phase 3

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



IMPROVEMENT FLOOR PLAN

FEBRUARY 21, 2017



FIORIELLO PHARMACEUTICALS
201 A STREET - GLENVILLE, NEW YORK

d. Construction Timing – Cultivation and Manufacturing Facility Architectural Program and Timeline

Given the award of a medical marijuana license on May 1, 2017, we plan to have our cultivation and manufacturing facility fully functional by the end of the year. We have developed an architectural build out program and construction timeline as outlined below. We have established a relatively conservative timeline to ensure that we will be able to hit key milestones. Since we are utilizing the same facility in our Original Application and have established a design drawing of the space, we believe that we may be able to complete the construction of our cultivation and manufacturing facility even sooner than anticipated on our current timetable.

We plan to initiate construction by September 1, 2017, and secure a temporary Certificate of Occupancy for cultivation in a limited area by early October. This will enable us to initiate, on a small scale, our cultivation plan as outlined in our Original Application. We also plan to secure an additional temporary Certificate of Occupancy for manufacturing by early November. Such a certificate will enable us to start to manufacture finished medical marijuana product in a limited area using extract acquired on the wholesale market.

Overview of architectural program and construction timeline

	April	May	June	July	August	September	October	November	December	January 2018
Design Development Drawings	[Blue bar from April to May]									
Construction Document Preparation	[Blue bar from May to July]									
Building Permit Review	[Blue bar from July to August]									
Building Permit Issuance	[Red star in August]									
Bidding Phase	[Blue bar from June to August]									
Contract Award Phase	[Blue bar from August to September]									
Commencement of Construction	[Red star in September]									
Construction Phase	[Blue bar from September to December]									
TCO for Cultivation	[Red star in October]									
TCO for Manufacturing/Distribution	[Red star in November]									
Certificate of Occupancy	[Red star in January 2018]									

e. Zoning Approval

Kevin Corcoran
Town Planner

Michael S. Burns
Planner I

Tel. (518) 688-1200, ext. 407
Fax (518) 384-0140

Town of Glenville
Economic Development & Planning Department
18 Glenridge Road
Glenville, NY 12302
www.townofglenville.org



Christopher A. Koetzle
Town Supervisor

James MacFarland
Deputy Town Supervisor
Council Members
Alan Boulant
James Martin
John C. Pytlovany
Gina M. Wierzbowski

February 22, 2017

Eric Sirota
Co-CEO
Fiorello Pharmaceuticals, Inc.
205 East 42nd Street, 15th Floor
New York, NY 10017

Dear Mr. Sirota:

The Town of Glenville recently became aware of Fiorello Pharmaceuticals Inc.'s ("Fiorello") newest proposal to occupy Building 201 of the Glenville Business and Technology Park ("Building 201"). This letter is being provided to you for inclusion in "Appendix B" of Fiorello's license application to the New York State Department of Health to become a Registered Organization under the State's Medical Marijuana Program.

It is our understanding that Fiorello expects to sign a multi-year lease with the Galesi Group, which will be conditioned upon Fiorello Pharmaceuticals being awarded a license by the New York State Department of Health. Upon licensure, Fiorello plans to use Building 201 to cultivate medical marijuana and to manufacture and ship marijuana-based pharmaceutical products throughout the State. It is understood that this business activity will be conducted under the strictest security conditions and that there will be no dispensing to patients on the property. The facility will be closed to the public at all times.

According to the Town of Glenville Zoning Map (most recent revision date: January 20, 2016), the Glenville Business and Technology Park, including Building 201, is that geographic area comprised of mostly warehousing, distribution and industrial uses formerly referred to as Corporations Park, the Scotia-Glenville Industrial Park, and the Navy Depot. The Park is that area zoned "Research/Development/Technology" (RDT), generally bound by Amsterdam Road (NYS Route 5) on the south/southwest, the rail line now or formerly owned by Pan Am Southern on the north, and Preddice Parkway and Access Boulevard on the east.

According to Section 270-20 of the Town of Glenville Zoning Code, the "Research, Development, and Technology District" was established to "...accommodate emerging technology firms, manufacturing, assembly, warehousing and similar uses in areas where industrial and warehousing uses have historically located, and where infrastructure is already in place to serve such uses. Additionally, this zoning district is designed to accommodate certain commercial uses that complement research, development, and technology-related uses." Land uses of relevance to this discussion specifically

Page 2
February 22, 2017
Mr. Eric Sirota

permitted within the RDT district include “enclosed manufacturing,” “enclosed warehousing and distribution facilities,” and “medical research facilities and institutions.”

It is our opinion, based on the representations made to date, that the intended use for Building 201 falls within the current permitted site plan review uses of our RDT zoning district. Fiorello will therefore *not* need to apply for any variances from our Zoning Board of Appeals nor a zoning amendment from the Glenville Town Board. And provided Fiorello does not expand the footprint of the building or the parking area to accommodate their operation at the Glenville Business & Technology Park, they will not need to undergo site plan review by the Town of Glenville Planning & Zoning Commission.

It should be noted that a building permit will be required for any work including, but not limited to, the construction, enlargement, alteration, improvement, removal, relocation or demolition of any building or structure or any portion thereof. Detailed submittal requirements for the permit application are listed in Section 101-4 of the Town Code. The permit application form is available on the Town’s website at www.townofglenville.org/Public_Documents/GlenvilleNY_Building/forms.

Please contact me at (518) 688-1200, ext. 407, or by e-mail at kcorcoran@townofglenville.org if I can be of any help.

Sincerely,



Kevin Corcoran
Town Planner

cc: Christopher A. Koetzle, Town Supervisor

f. Glenville Facility Letter of Intent

LETTER OF INTENT

Scotia Industrial Park, Inc. (as “Landlord”) and Fiorello Pharmaceuticals, Inc., a New York Corporation (as “Tenant”), are in the process of negotiating a lease for the Premises described below with certain contingencies. The parties have previously entered into a contingent lease for a larger space within the same building (described below) in connection with Tenant’s initial application to the State of New York to become a Registered Organization in the State’s medical marijuana program. The Department of Health has now requested that Tenant update its application so it may assess its readiness for a license in the expanded program. This term sheet builds on that prior relationship.

The parties have entered this non-binding letter of intent to set forth certain terms and conditions pursuant to which they may enter a new contingent lease. The terms of this document do not constitute a legally binding or enforceable offer, contract, lease, or a commitment to lease on the part of Landlord or Tenant. The parties will only be bound by a lease that embodies all of the terms and conditions and that is signed by both parties (“Lease”). Until that time, any party may, without liability, terminate its negotiations or alter the terms and conditions regarding the leasing of the Premises. The basic terms for a proposed contingent Lease may include:

Contingency / Condition to Effectiveness	The Lease shall become effective only in the event that, and on the date when: (1) the New York State Department of Health notifies Tenant that its application to operate a medical marijuana business as a Registered Organization, including the ability to manufacture and wholesale medical marijuana products, has been approved <i>and</i> (2) the Tenant receives all of the relevant state and local approvals to operate a Registered Organization at the leased premises (the “Effective Date”).
Premises	Approximately 44,000 square feet of warehouse and office space located at Building 201 A Street, Glenville, NY 12302 in the Glenville Business & Technology Park, together with rights to all easements and other rights that benefit the property (collectively the “Premises”).
Landlord’s Access and Use of Property	Landlord acknowledges that its access to the Premises may be limited by and subject to approval by the New York Department of Health.
Use of Premises	Tenant will use the Premises to cultivate marijuana, wholesale and manufacture medical marijuana products, store and ship products, and conduct other activities directly related to its business as a Registered Organization under New York’s medical marijuana program, all in accordance with New York law. Tenant is responsible for obtaining all required approvals at Tenant’s sole cost and expense.

<p>Rent</p>	<p>Base rent shall be as follows: Redacted pursuant to N.Y. Public Officers Law, Art. 6</p> <p>Rent shall be paid by check or wire transfer, pursuant to the Lease.</p>
<p>Security Deposit</p>	<p>When the lease becomes effective, Tenant will deposit two months' rent as security for the payment of rent and Tenant's other obligations.</p>
<p>Term; Renewal</p>	<p>The Lease term will commence on the Effective Date and continue for five years ("Initial Term"). The Lease will automatically renew for additional terms of five years (each a "Renewal Term") up to a maximum of five (5) Renewal Terms unless Tenant notifies Landlord of its intent not to renew the Lease at least 180 days before the expiration of the Initial Term or any Renewal Term.</p>
<p>Termination</p>	<p>Tenant may terminate the Lease before expiration of the Term with: (i) no less than 30 days prior written notice and (ii) a termination fee equal to six (6) month's rent plus the cost of any unamortized commissions.</p>
<p>Right of First Refusal</p>	<p>In the event that Landlord receives a bona fide offer to lease any available portion of Building 201, Tenant will have a right of first refusal to lease any adjacent space on the same terms as contained in the Lease.</p>
<p>Condition of Premises</p>	<p>Upon full execution and delivery of a Lease, at their cost Landlord will prepare the Premises for occupancy which shall include proper</p>

	operation of all building components and systems. Further, Landlord will complete the interior security wall located to delineate approximately 44K square foot line.
Maintenance and Repairs	Tenant will be responsible for all maintenance and repairs of the Premises in accordance with Landlord's standards pursuant to the Lease. Landlord will be responsible for maintenance of the exterior of the building, including the roof.
Alterations and Improvements	Tenant is permitted to make alterations and improvements to the Premises, upon prior consent by Landlord (which will not be unreasonably withheld), including but not limited to installation of external lighting. Landlord will provide reasonable assistance in developing site plans for the Premises and securing all licenses and approvals, including by securing written support, if possible, from contiguous property holders and relevant officials.
Utilities	Tenant will be responsible for the cost of all utility services to the Premises including without limitation all electricity, gas, water, sanitary sewer, garbage removal, telecommunications, internet, and other similar services. Landlord acknowledges the particular dependence of Tenant's business on an uninterrupted flow of energy and will not interfere with Tenant installing a back up source of energy such as a generator of sufficient size.
Insurance	Tenant shall take out and keep in force during the term of the Lease public liability and other insurance including contents insurance to cover the replacement value of damaged products, in companies acceptable to the Landlord to protect, against amongst other things, any liability to the public, whether to persons or property, incident to the use of said Premises or resulting from accident occurring in or about said Premises or the areas immediately adjacent thereto, which insurance shall be in an amount not less than [REDACTED] to indemnify against the claim of one person for personal injuries and not less than [REDACTED] to indemnify against the claim of two or more persons for personal injuries in any one occurrence and in an amount not less than [REDACTED] per occurrence to indemnify against a claim or claims for property damage. Tenant shall also take out and keep in force during the term of the Lease, at the Tenant's expense, New York State statutory worker's compensation insurance policy and employer liability and automobile liability policy in an amount not less than [REDACTED] combined limit. The Tenant shall cause every insurer to agree by endorsement upon the policy or policies issued by it, or by independent instrument furnished to the Landlord, that such insurer will give the Landlord ten (10) days' written notice at the address where rental is paid before the policies in question shall be altered

	<p>or canceled. Certified copies of said policies or certificates of insurance naming the Landlord and the Schenectady County Industrial Development Agency as additional insured by endorsement shall be furnished at the time of Lease inception. Said policies shall be renewed at the end of each policy period.</p>
<p>Representations and Warranties</p>	<p>The Parties represent and warrant that: (a) each has the right to enter into and perform its respective obligations under this Agreement; (b) the lease granted does not and will not violate any third party's rights, and are not subject to any liens or encumbrances on the Property that have not already been disclosed by the Landlord in writing.</p> <p>Each of the Parties further represents and warrants that: (a) its business operates in compliance with applicable State law; (b) it has not been found by any government authority or court to have violated any criminal or civil law or regulation; and (c) to the best of its knowledge, its shareholders, directors, officers, and management employees have not been convicted of any drug-related criminal offense or of a crime related to fraud or dishonesty.</p>
<p>Other Standard Terms</p>	<p>The Lease will contain other customary terms regarding default, non-disturbance, Landlord's and Tenant's representations and warranties, and other customary lease provisions, similar to those in our prior lease dated June 3, 2015</p>
<p>Required Acknowledgement</p>	<p>The Lease will include the following language, which is required by New York law: 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 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.</p>

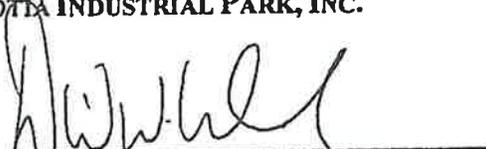
Landlord agrees to assist Tenant in its application to the State of New York to become a Registered Organization by working collaboratively with Tenant to obtain written local approvals and letters of support for the use of the Property by a Registered Organization.

Landlord and Tenant agree to use good-faith efforts to negotiate and execute a Lease with the contingency and other terms described above and to begin such negotiations within seven (7) calendar days after execution of this Letter of Intent.

IN WITNESS WHEREOF, the undersigned have executed this Letter of Intent as of February 22, 2017.

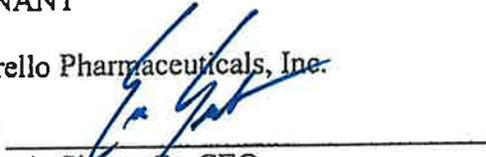
LANDLORD

SCOTTA INDUSTRIAL PARK, INC.

By: 
David W. Ahl, Vice President

TENANT

Fiorello Pharmaceuticals, Inc.

By: 
Eric Sirota, Co-CEO

g. Letters of Local Support – Town of Glenville

Christoper A. Koetzle
Glenville Town Supervisor

Tel. (518) 688-1200, ext.301
Fax: (518) 384-0140
ckoetzle@townofglenville.org

Town of Glenville

18 Glenridge Road
Glenville, NY 12302
www.townofglenville.org



James MacFarland
Deputy Town Supervisor

Council Members
Alan Boulant
James Martin
John C. Pytlovany
Gina M. Wierzbowski

February 15, 2017

Howard A. Zucker, M.D., J.D.
Commissioner
NYS Department of Health
Corning Tower, Empire State Plaza
Albany, New York 12237

Dear Commissioner Zucker:

The Town of Glenville fully supports the application by Fiorello Pharmaceuticals to operate a medical marijuana production facility at the Glenville Business and Technology Park if granted a license by the New York State Department of Health.

We have been working with this company for several years now and we are very impressed with their dedication to quality, integrity and community. Fiorello will be a positive force in the program, the Capital Region and the State.

The company will be leasing space in Building 201 at the business park. This space has been vacant for several years since Sealed Air ceased manufacturing packaging materials and laid off hundreds of workers. Fiorello will create new jobs that can be filled by our Town residents.

Further, Building 201 was originally part of the Scotia Navy Depot. The State's approval of a license for Fiorello will help put this facility back to use and support efforts to reuse former military installations which is consistent with state economic development efforts.

Fiorello will invest in the building creating additional local employment in construction and related trades.

We strongly encourage your support and approval of the license application submitted by Fiorello Pharmaceuticals.

Sincerely,

Christopher A. Koetzle, Town Supervisor

Letters of Local Support – Schenectady County



ANTHONY JASENSKI
CHAIR OF THE LEGISLATURE

Legislator, District 4
Rotterdam, Duaneburg,
Princetown

County of Schenectady
NEW YORK

SCHENECTADY COUNTY LEGISLATURE

County Office Building
620 State Street – 6th Floor
Schenectady, New York 12305
Tel: (518) 388-4280 Fax: (518) 388-4591
Website: www.schenectadycounty.com

February 21, 2017

Howard A. Zucker, M.D., J.D.
Commissioner
NYS Department of Health
Corning Tower, Empire State Plaza
Albany, New York 12237

Dear Commissioner Zucker:

Schenectady County fully supports the application by Fiorello Pharmaceuticals to develop a production facility for medical marijuana at the Glenville Business and Technology Park. We strongly encourage the approval of the license application submitted by this company to the NYS Department of Health.

Fiorello Pharmaceuticals has identified Building 201 at the Glenville Business and Technology Park for the production facility and has entered into a lease agreement pending approval of the license. This is an ideal use for a former Navy Depot building and our community looks forward to the jobs and economic activity that will be generated by this project.

Schenectady County lost 25,000 jobs at GE between 1974 and 2004. Since that time we have made economic development our top priority and we have successfully redeveloped downtown, a sixty-acre waterfront site and business parks like the facility that Fiorello plans to occupy. These efforts have helped Schenectady start to recover from the greatest single loss of manufacturing jobs experienced by any community in Upstate New York.

The opening of a new Fiorello Pharmaceuticals facility will continue the positive progress being made here in Schenectady County.

We are hopeful that the Department of Health will approve this license application.

Sincerely,


Anthony Jasenski
Chairman
Schenectady County Legislature

Letters of Local Support – Schenectady Metroplex Development Authority



433 State Street
Schenectady, NY 12305
(518) 377-1109
Fax: (518) 382-2575
email@scheneactadymetroplex.org
www.scheneactadymetroplex.org

Ray Gillen
Chair

Bradley G. Lewis
Vice Chair

Sharon A. Jordan
Secretary

Karen Zalewski-
Wildzunas
Treasurer

Nancy Casso

Robert J. Dieterich

Todd Edwards

Neil M. Golub

John Mallozzi

Robert J. Mantello

Paul Webster

February 21, 2017

Howard A. Zucker, M.D., J.D.
Commissioner
NYS Department of Health
Corning Tower, Empire State Plaza
Albany, New York 12237

Dear Commissioner Zucker:

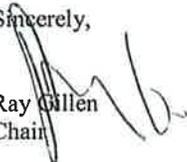
The Schenectady County Metroplex Development Authority is asking for your consideration of the license application submitted by Fiorello Pharmaceuticals.

If the license is granted, the company will establish a growing facility for medical marijuana at the Glenville Business and Technology Park in Schenectady County. We join with Schenectady County and the Town of Glenville to fully support this application.

We are impressed with the Fiorello team and their commitment to fully support the medical marijuana program established by the NYS Department of Health. This company will create much needed jobs at a secure location in a former Navy Depot building that is well suited to act as a growing facility.

We welcome Fiorello Pharmaceutcals to our community, and we are hopeful that you will approve their license application.

Sincerely,


Ray Gillen
Chair

2. Dispensary Deployment

We plan to deploy four dispensaries across New York State upon the award of a medical marijuana license to operate as a Registered Organization. In accordance with the guidance of the Department of Health, we will locate two dispensaries in the Downstate Area (New York City Metropolitan area) and two dispensaries in Upstate Area (North of Westchester County). These locations are consistent with the plan in our original application and with recent guidance from the Department regarding proposed county dispensary locations. Our preferred locations are not contiguous.

To select these location, Fiorello conducted a comprehensive analysis of the currently deployed dispensaries. We shared this analysis with the Department on our conference call in December 2016. Utilizing that analysis and balancing a number of factors, the Company has formulated its dispensary deployment proposal. Paramount among the decision points were the need for increased patient access and service, the availability of opportunities to collaborate with outstanding healthcare and educational institutions, and the financial viability of the Company.

a. Proposed County Locations

Based on our comprehensive assessment, we propose to locate Fiorello’s four dispensaries in the following counties and in the following order of preference:

Downstate Area:

- New York (Manhattan)
- Nassau

Upstate Area:

- Monroe
- Saratoga

The two proposed dispensary locations in the downstate area, New York and Nassau County. Each of these counties contain approximately one and a half million residents and collectively account for approximately fifteen percent of the State’s population. Monroe County in the upstate area has almost three-quarters of a million residents and with only one dispensary. Saratoga County has over 200,000 residents without any dispensary.

County	Population	Number of Current Dispensaries
New York	1,585,873	2
Nassau	1,339,532	1
Monroe	744,344	1
Saratoga	219,607	0
TOTAL	3,889,356	4

In addition to the substantial patient need in each of these counties, there are very significant healthcare and educational institutions in these locations. In healthcare, they include world class institutions such as Memorial Sloan Kettering Hospital, New York-Presbyterian/Weill Cornell Medical Center, NYU Langone Medical Center, and Northwell Health. Educational institutions include University of Rochester, Columbia University, New York University, and Long Island University. Their proximity will facilitate collaboration on research, educational outreach and the development of improved medical and teaching protocols. Advancing the science relating to the medical use of marijuana is important to us. Equally important is its effective communication to practitioners and patients.

Lastly, it is critical that Fiorello begin its operations in areas with a significant unmet need. The Company is built on a financially conservative model with a view toward long-term stability. Its economic plan is based on scaling to meet increased need over time. However, early connection with patients is important.

Fiorello has also connected with public officials and providers in a number of our proposed county locations. (See Section 2(b)).

In addition, in New York County, Fiorello has begun working with Jones Lang LaSalle Retail Services to identify suitable real estate for a dispensary location. We have been focusing our search on currently under-served areas of Manhattan, where the patient population does not yet have ready access to medical marijuana. We have identified properties that are compliant with medical marijuana program regulations for distance from schools, et al. and are owned by individuals who are open to considering a Fiorello dispensary.

Fiorello has also identified alternative county locations for each county proposed above, as requested by the Department. The table in the following page outlines our alternative county locations, in order of priority, for each proposed dispensary location by county.

FIORIELLO PHARMACEUTICALS

County	Priority	Population	Number of Current Dispensaries
New York	Proposed	1,585,873	2
Kings	Alternative 1	2,504,700	0
Queens	Alternative 2	2,230,722	1
Nassau	Proposed	1,339,532	1
Westchester	Alternative 1	949,113	2
Suffolk	Alternative 2	1,493,350	1
Monroe	Proposed	744,344	1
Erie	Alternative 1	919,040	2
Oneida	Alternative 2	234,878	0
Saratoga	Proposed	219,607	0
Dutchess	Alternative 1	297,488	0
Rockland	Alternative 2	311,687	0

The chart below summarizes our proposed dispensary locations, highlighting both the Downstate and Upstate Areas of New York.

Proposed Dispensary County Location	Downstate (New York Metropolitan Area)		Upstate (North of Westchester County)	
	New York County (Manhattan)	Nassau County	Monroe County	Saratoga County
Alternative #1	Kings County (Brooklyn)	Westchester County	Erie County	Dutchess County
Alternative #2	Queens County	Suffolk County	Oneida County	Rockland County

Greg Covey
Senior Vice President



Jones Lang LaSalle
330 Madison Avenue
New York, NY 10017
212-292-7590 Tel
917-575-0461 Mobile

February 27, 2017

To Whom It May Concern:

I am aware of Fiorello Pharmaceutical's application to receive a license in the State of New York's medical marijuana program. Fiorello is comprised of senior executives with excellent pharmaceutical experience and an appreciation for compliance, security and quality. They have a high degree of compassion for the patients they serve.

In New York County, Fiorello has begun working with Jones Lang LaSalle Retail Services to identify suitable real estate for dispensary location. We are focusing our search on currently underserved areas of Manhattan, where the patient population does not yet have ready access to medical marijuana. Six (6) properties have been identified in those areas, all of which are compliant with medical marijuana program regulations for distance from schools and churches and have landlords who are open to considering a Fiorello dispensary as a tenant in that space.

Our discussions are furthest along with one large property owner to lease several properties within its portfolio. That property owner is Thor Equities and the properties in discussion are in several areas that meet the above criteria including SoHo, Tribeca, Meatpacking, Flatiron, Midtown West, and the Upper East Side. The addresses of the properties are as follows: 452 West Broadway, 120 Greenwich Street, 446 West 14th Street, 139 5th Avenue, 218 West 57th Street, and 1231 Third Avenue.

Please feel free to contact us with any questions or learn about these discussions in greater detail.

Sincerely,

A handwritten signature in black ink, appearing to be "GC", written over a light blue horizontal line.

Greg Covey

Cc: Bob Gibson, JLL

Letters of Local Support – Nassau County



CHARLES D. LAVINE
Assemblyman 13th District
CHAIR
Ethics and Guidance Committee
CO-CHAIR
Legislative Ethics Commission

THE ASSEMBLY
STATE OF NEW YORK
ALBANY

COMMITTEES
Codes
Health
Higher Education
Insurance
Judiciary

February 21, 2017

Mr. Howard A. Zucker
Commissioner
New York State Department of Health
Corning Tower, Empire State Plaza
Albany, New York 12237

Dear Commissioner Zucker:

I was recently contacted by representatives of Fiorello Pharmaceuticals Inc. to discuss the company's request for licensure as a Registered Organization in New York State's medical marijuana program. Its objective in obtaining a license is for the purpose of opening a dispensary in Nassau County.

There are many residing within Nassau who suffer from conditions where traditional medicine has failed to alleviate extreme pain. Medical marijuana may be the only alternative for those who want a chance at a normal life and having access is vitally needed.

It is my understanding that Fiorello has an executive management team with decades of experience in pharmaceuticals and other related industries. I have received every assurance they will produce a high quality product operating in compliance with all federal and state regulations.

I appreciate your consideration of Fiorello's application.

Sincerely,

Charles D. Lavine
Member of Assembly

ALBANY OFFICE: Room 441, Legislative Office Building, Albany, New York 12248 • 518-455-5456, FAX: 518-455-5467
DISTRICT OFFICE: 1 School Street, Suite 303B, Glen Cove, New York 11542 • 516-676-0050, FAX: 516-676-0071
EMAIL: lavinec@assembly.state.ny.us

c. Construction Timing – Dispensary Architectural Program and Timeline

If Fiorello received a medical marijuana license on May 1, 2017, we plan to have all four dispensaries open by the end of 2017. On January 1, 2018, we plan to be able to provide patients with finished medical marijuana products from other Registered Organizations as well as Fiorello products produced from extract acquired on the wholesale market. We plan to have an initial supply of Fiorello medical marijuana products available to patients by February 1, 2018. These products will have been produced through our internal cultivation and manufacturing process. A general architectural program and construction timeline is outlined below. The actual program and construction timing will vary between locations given differences in local procedures and protocols.

	May	June	July	August	September	October	November	December	January 2018
Identify Locations and Secure Leases									
Design Development Drawings									
Construction Document Preparation									
Building Permit Review									
Building Permit Issuance						★			
Bidding Phase									
Contract Award Phase									
Commencement of Construction							★		
Construction Phase									
Certificate of Occupancy								★	
Product Availability									★

3. Facilities Construction Budget

Fiorello Cultivation and Manufacturing Facility

	Phase 1	Phase 2	Phase 3
Total SF	20,500	31,700	44,000
New SF Built	20,500	11,300	13,200
	Redacted pursuant to N.Y. Public Officers Law, Art. 6		
General Conditions			
Sitework			
Concrete			
Masonry			
Metals			
Carpentry			
Thermal and Moisture			
Doors and Windows			
Finishes			
Specialties			
Equipment			
Furnishings			
Office Supplies			
Lab Equipment			
Mechanical			
Electrical			
Site and Gen Costs			
Contingency			
TOTAL			

Fiorello Dispensary Facilities

Fiorello New York	
Dispensary Budget Consolidated	
Total SF	1,000
General Conditions	
Sitework	
Concrete	
Masonry	
Metals	
Carpentry	
Thermal and Moisture	
Doors and Windows	
Finishes	
Specialties	
Equipment	
Furnishings	
Office Supplies	
Mechanical	
Electrical	
Contingency	
Per Dispensary	
4 Dispensaries	

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

VIII. Financial Position and Source of Funds

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

FIORIELLO PHARMACEUTICALS, INC.

Financial Statements

December 31, 2016 and 2015

IX. Affidavits

This Section contains updated information relating to ownership and management information, organizational charts and Appendix A affidavits for all board members, officers, managers, owners, partners, principal stakeholders and members.

In accordance with the instructions provided by the Department of Health in a conference call toward the end of December, 2016, individuals who have continued with the Company have provided their information by certifying to its truthfulness and accuracy on an Affidavit Affirmation Form. The Form incorporates by reference all the statements in their original affidavit and notes material changes, if any.

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Marianne Bays, Business Consultant

Original Affidavit signed and notarized on May 28, 2015

Original Affidavit for Marianne Bays is found starting on page 1684 of Appendix A of the original submission package

Dear Sir or Madam: I am attaching my affidavit dated *May 28*, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature

Date

Marianne Bay

Feb 15, 2017

Notary Name

Notary Registration Number

M Batullo Jr

2/15/2017

Notary (Notary Must Affix Stamp or Seal)

Date



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Terrence Berland, Director Sonic Health

Original Affidavit signed and notarized on May 30, 2015

Original Affidavit for Terrence Berland is found starting on page 1697 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated 5/30, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:

Residence Address :

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

NO LICENSE REQUIRED ^{Office Held.} Board of Directors <input checked="" type="checkbox"/> open Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature	Date
<i>Seunacee Beland</i>	2/13/2017 ^{TRG}
Notary Name	Notary Registration Number
<i>Greem Kim Young</i>	01K16180545
Notary (Notary Must Affix Stamp or Seal)	Date 2/13/2017
<i>See attached</i>	

**NEW YORK ALL-PURPOSE ACKNOWLEDGMENT
REAL PROPERTY LAW §309-a**

State of New York

County of Westchester } ss.

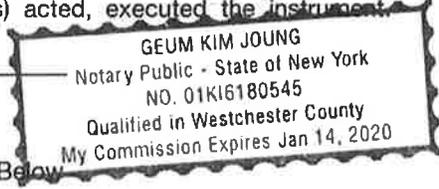
On the 13 day of February in the year 2017 before me,
Day Month Year

the undersigned personally appeared Terence P. Berland
Name of Signer

(and _____,) personally known to me or
Name of Additional Signer, if Any

proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature]
Signature of Notary Public
Notary Public — State of New York



Place Seal Below OR Complete Lines Below

Name of Notary

Name of County in Which Originally Qualified

Commission Expiration Date

Name of County in Which Certificate of Official Character Filed (if required)

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Dept. of Health / The State of NY / Medical Marijuana Program

Document Date: 2/13/2017 Number of Pages: 1 Page

Signer(s) Other Than Named Above: _____

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Susan E. Bryde, Investor

Original Affidavit signed and notarized on June 1, 2015

Original Affidavit for Susan E. Bryde is found starting on page 1704 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated June 11, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

I am the [redacted] and [redacted] of [redacted] founded in 2016 and still in existence. The business type is a consultancy. The address is [redacted]

Use sheet 2 if more space is needed. N/A

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

Signature _____ Date _____

Sam E. Byle

Feb 22, 2017

Notary Name _____ Notary Registration Number _____

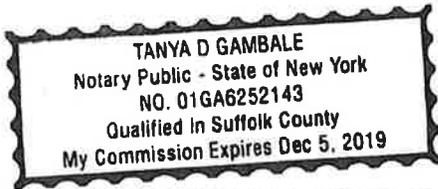
Tanya Gambale

01 GA 6252143

Notary (Notary Must Affix Stamp or Seal) _____ Date _____

Tanya Gambale

2/22/17



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Daniel Canarick, Investor

Original Affidavit signed and notarized on June 1, 2015

Original Affidavit for Daniel Canarick is found starting on page 1711 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

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

Use sheet 2 if more space is needed.

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

Signature _____ Date _____

 2/21/17

Notary Name _____ Notary Registration Number _____

Chris Ramirez 01RA6227971

Notary (Notary Must Affix Stamp or Seal) _____ Date _____

CHRIS RAMIREZ
NOTARY PUBLIC-STATE OF NEW YORK
No. 01RA6227971
Qualified in New York County
My Commission Expires September 07, 2018

2/21/17

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Jonathan Canarick, Managing Member

Original Affidavit signed and notarized on June 1, 2015

Original Affidavit for Jonathan Canarick is found starting on page 1725 of Appendix A of the original submission package

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input checked="" type="checkbox"/>	There are no material changes in such statements
<input type="checkbox"/>	The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature _____ Date _____

Elissa G. Harvey _____
2/15/17

Notary Name _____ Notary Registration Number _____

Elissa G. Harvey _____
2/15/17

Notary (Notary Must Affix Stamp or Seal) _____ Date _____

ELISSA G. HARVEY
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2017

Elissa G. Harvey

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Sandra Canarick, Member

Original Affidavit signed and notarized on May 29, 2015

Original Affidavit for Sandra Canarick is found starting on page 1741 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements

The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature

Date

Sandra L Canarick

February 18, 2017

Sandra L Canarick

Notary Name

Notary Registration Number

Keith F Dewhurst

FF146462

Notary (Notary Must Affix Stamp or Seal)

Date 2/20/17



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for David Charnick, Business Consultant

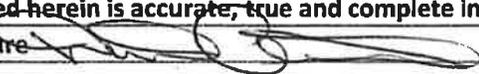
Original Affidavit signed and notarized on May 26, 2015

Original Affidavit for David Charnick is found starting on page 1748 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated Feb 15 ²⁰¹⁷~~2015~~, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input checked="" type="checkbox"/>	There are no material changes in such statements
<input type="checkbox"/>	The only material changes to such statements are:
Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature 	Date 2/15/17
	2/15/17
Notary Name	Notary Registration Number
Ann Michelle Buckley	20134020885
Notary (Notary Must Affix Stamp or Seal)	Date 2/15/17
<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"><p>ANN MICHELLE BUCKLEY NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20134020885 MY COMMISSION EXPIRES APRIL 3, 2017</p></div>	

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Emily Rachel Cohen, Member

Original Affidavit signed and notarized on June 2, 2015

Original Affidavit for Emily Rachel Cohen is found starting on page 1755 of Appendix A of the original submission package

Dear Sir or Madam: I am attaching my affidavit dated June 2nd, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:

My current residential address is: [REDACTED]

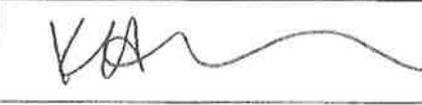
Use sheet 2 if more space is needed.

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

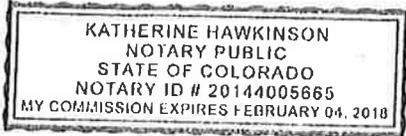
Signature	Date
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	2/7/17
-------------------------------------------------------------------------------------	--------

Notary Name	Notary Registration Number
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	20144005665
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Notary (Notary Must Affix Stamp or Seal)	Date
------------------------------------------	------

	2/7/17
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FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Joseph Cohen, Manager

Original Affidavit signed and notarized on May 29, 2015

Original Affidavit for Joseph Cohen is found starting on page 1762 of Appendix A of the original submission package

Dear Sir or Madam: I am attaching my affidavit dated May 29, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

- o Real Estate Brokers license expires 12/13/19
- o Marijuana license expires 12/21/17

Use sheet 2 if more space is needed.

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

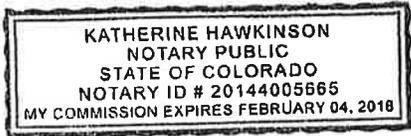
Signature _____ Date _____

J. M. L. _____ 2/7/17

Notary Name _____ Notary Registration Number _____

KH _____ 20144005665

Notary (Notary Must Affix Stamp or Seal) _____ Date _____



2/7/17

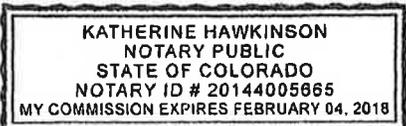
FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Ryan Michael Cook, Product Manager

Original Affidavit signed and notarized on June 2, 2015

Original Affidavit for Ryan Michael Cook is found starting on page 1774 of Appendix A of the original submission package

Dear Sir or Madam: I am attaching my affidavit dated June 2, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:
Title change at current position from [REDACTED] 2016.	
Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature	Date
	2/9/17
Notary Name	Notary Registration Number
	20144005665
Notary (Notary Must Affix Stamp or Seal)	Date
	2/9/17

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Jamie Fink, Member

Original Affidavit signed and notarized on June 3, 2015

Original Affidavit for Jamie Fink is found starting on page 1788 of Appendix A of the original submission package

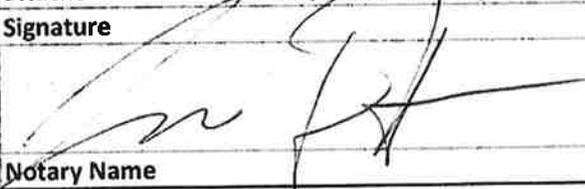
Dear Sir or Madam: I am attaching my affidavit dated 3 June, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements

The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature	Date
	2/14/2017
Notary Name	Notary Registration Number
BARBARA SADOCK	
Notary (Notary Must Affix Stamp or Seal)	Date
	2-14-2017





FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Jerome Fink, Investor

Original Affidavit signed and notarized on June 1, 2015

Original Affidavit for Jerome Fink is found starting on page 1796 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated *June 2*, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input checked="" type="checkbox"/>	There are no material changes in such statements
<input type="checkbox"/>	The only material changes to such statements are:
Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature	Date
<i>Jare</i>	<i>2/8/17</i>
Notary Name	Notary Registration Number
Notary (Notary Must Affix Stamp or Seal)	Date
<i>see attached</i>	

CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

1 _____

2 _____

3 _____

4 _____

5 _____

6 _____

Signature of Document Signer No. 1

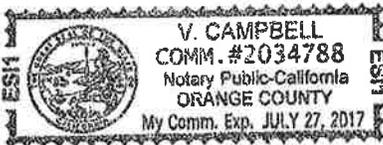
Signature of Document Signer No. 2 (if any)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Orange

Subscribed and sworn to (or affirmed) before me
on this 8th day of February, 2017,
by _____
Date Month Year

(1) Jerome A. Fink
(and (2) _____),
Name(s) of Signer(s)



proved to me on the basis of satisfactory evidence
to be the person(s) who appeared before me.

Signature J. Campbell
Signature of Notary Public

Seal
Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Affidavit - NY Medical Marijuana Program Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Georgie Giner, Investor

Original Affidavit signed and notarized on June 2, 2015

Original Affidavit for Georgie Giner is found starting on page 1804 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

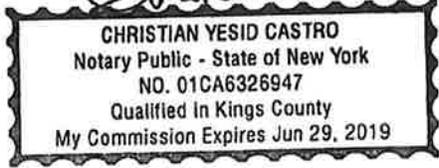
Dear Sir or Madam: I am attaching my affidavit dated 6/2/, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

Use sheet 2 if more space is needed.
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.

Signature	Date
<i>George P Giner</i>	<i>2/23/2017</i>
Notary Name	Notary Registration Number

<i>Christian V. Castro</i>	<i>01CA6326947</i>
Notary (Notary Must Affix Stamp or Seal)	Date

	<i>February 23rd 2017</i>
	

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Lauren Handel, Investor

Original Affidavit signed and notarized on May 30, 2015

Original Affidavit for Lauren Handel is found starting on page 1811 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated May 30, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements
 The only material changes to such statements are:

No. 4: I am no longer [redacted] I am a member of the Business Advisory Board and own common stock of Fiorello Pharmaceuticals.

No. 10: My current email address is [redacted]

No. 17: I am no longer a [redacted] of [redacted] That firm [redacted] 2016. At that time, I started [redacted] of which I am the [redacted] My business mailing address is [redacted] I continue to provide legal counsel to [redacted]

Use sheet 2 if more space is needed.

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

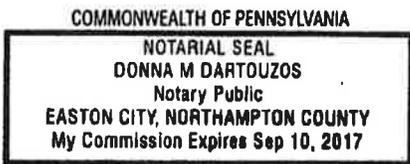
Signature Date

Sharon Arndel 2/22/17

Notary Name Notary Registration Number

Donna M Dartouzos 2/22/17

Notary (Notary Must Affix Stamp or Seal) Date



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Mark Hayden, Investor

Original Affidavit signed and notarized on May 29, 2015

Original Affidavit for Mark Hayden is found starting on page 1819 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements
 The only material changes to such statements are:

I have sold my interest in [REDACTED]

Use sheet 2 if more space is needed.

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

Signature MARK K. HAYDEN Date 2-15-2017

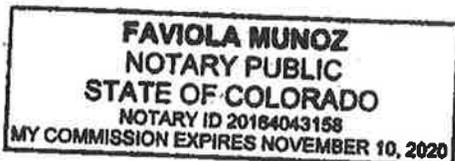


Notary Name _____ Notary Registration Number _____

Faviola Munoz

20164043158

Notary (Notary Must Affix Stamp or Seal) _____ Date 02/16/17



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Elizabeth Keyser, Director of Cultivation

Original Affidavit signed and notarized on May 29, 2015

Original Affidavit for Elizabeth Keyser is found starting on page 1836 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated May 29, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements
 The only material changes to such statements are:

- 10.
- 11.
- 12.
- 13.
- 14.
- 17.

Most recent employer:

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

Use sheet 2 if more space is needed.

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

Signature

Date



2/14/2017

Notary Name

Notary Registration Number

Richard A. Sawyer

Notary (Notary Must Affix Stamp or Seal)

Date 2/14/2017

RICHARD A. SAWYER
Notary Public, Maine
My Commission Expires August 11, 2021

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Neil Leibowitz, President & CMO

Original Affidavit signed and notarized on May 26, 2015

Original Affidavit for Neil Lebowitz is found starting on page 1843 of Appendix A of the original submission package

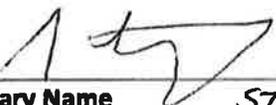
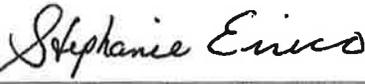
Dear Sir or Madam: I am attaching my affidavit dated May 26th, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:

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

Use sheet 2 if more space is needed.

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

Signature	Date
	2-13-17
Notary Name	Notary Registration Number
STEPHANIE ERRICO	01ER4753742
	
Notary (Notary Must Affix Stamp or Seal)	Date
	2-13-17

STEPHANIE ERRICO
Notary Public, State of New York
No. 01ER4753742
Qualified in New York County
Commission Expires Sept. 18, 2019

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Josh Malman, Master Grower

Original Affidavit signed and notarized on May 28, 2015

Original Affidavit for Josh Malman is found starting on page 1858 of Appendix A of the original submission package

Dear Sir or Madam: I am attaching my affidavit dated 5/28, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input checked="" type="checkbox"/>	There are no material changes in such statements
<input type="checkbox"/>	The only material changes to such statements are:

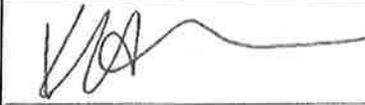
Use sheet 2 if more space is needed.

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

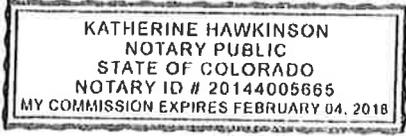
Signature Date

 2/7/17

Notary Name Notary Registration Number

 20144005665

Notary (Notary Must Affix Stamp or Seal) Date

	2/7/17
-------------------------------------------------------------------------------------	--------

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form is not Attached for Valery Mendelev, Investor

Mr. Mendelev [REDACTED]
[REDACTED]

We will provide this document at the earliest possible time.

Original Affidavit signed and notarized on May 27, 2015

Original Affidavit for Valery Mendelev is found starting on page 1865 of Appendix A of the original submission package

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Alexis Messinger, Investor

Original Affidavit signed and notarized on June 3, 2015

Original Affidavit for Alexis Messinger is found starting on page 1872 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input checked="" type="checkbox"/>	There are no material changes in such statements
<input type="checkbox"/>	The only material changes to such statements are:
Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	

Signature	Date
<i>deep menu</i>	2-21-2017
Notary Name	Notary Registration Number
BENNY LAKATOS <i>benny lakatos</i>	2106420
Notary (Notary Must Affix Stamp or Seal)	Date
	2/21/2017



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Lori Miele, Member

Original Affidavit signed and notarized on May 30, 2015

Original Affidavit for Lori Miele is found starting on page 1896 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements

The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature

Date

Lon Mole

2/15/2017

Notary Name

Notary Registration Number

Kenneth Alston

01AL6326383

Notary (Notary Must Affix Stamp or Seal)

Date

K Alston

2/15/2017

KENNETH R ALSTON JR
Notary Public - State of New York
NO. 01AL6326383
Qualified in Nassau County
My Commission Expires Jun 15, 2019

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Michele Pfannenstiel, Director of QA & Analytics

Original Affidavit signed and notarized on June 3, 2015

Original Affidavit for Michele Pfannenstiel is found starting on page 1918 of Appendix A of the original submission package

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Dave Pompei, Chief Dispensary Officer

Original Affidavit signed and notarized on May 13, 2015

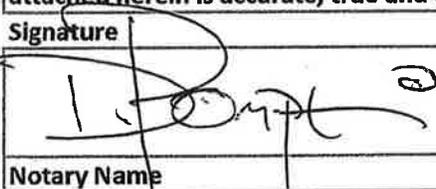
Original Affidavit for Dave Pompei is found starting on page 1925 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:
<p>15. Formal Education, addition to. Baruch College, Zicklin School of Business; 8/15-5/16; MS, Finance as of 5/16</p> <p>17. Employment history, addition Redacted pursuant to N.Y. Public Officers Law, Art. 6</p>	

Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature	Date
	21 Feb 2016
Notary Name	Notary Registration Number
Miran Kim	01K16268311
Notary (Notary Must Affix Stamp or Seal)	Date 2/21/2017
	

IORELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Elisha Rothman, Investor

Original Affidavit signed and notarized on June 11, 2015

Original Affidavit for Elisha Rothman is found in the supplement filing package submitted

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature _____ Date _____

[Handwritten Signature] _____ *2/7/17*

Notary Name _____ Notary Registration Number _____

Sarah Catanzano _____ *#FF127075*

Notary (Notary Must Affix Stamp or Seal) _____ Date *2/7/17*


Sarah Catanzano
COMMISSION # FF127075
EXPIRES: May 28, 2018
WWW.AARONNOTARY.COM
[Handwritten Signature]

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for David Scalzo, Director

Original Affidavit signed and notarized on May 29, 2015

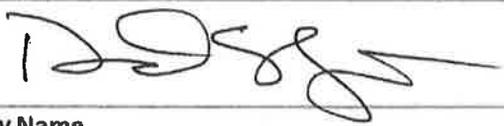
Original Affidavit for David Scalzo is found starting on page 1934 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated 5/29, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are: Redacted pursuant to N.Y. Public Officers Law, Art. 6

The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature	Date
	2/13/2017
Notary Name	Notary Registration Number
Geum Kim Young	01KI6180545
Notary (Notary Must Affix Stamp or Seal)	Date 2/13/2017
Fee attached	

**NEW YORK ALL-PURPOSE ACKNOWLEDGMENT
REAL PROPERTY LAW §309-a**

State of New York
County of Westchester } ss.

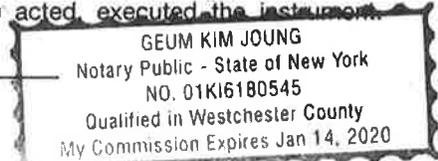
On the 13 day of February in the year 2017 before me,
Day Month Year

the undersigned personally appeared David Scalzo
Name of Signer

(and _____) personally known to me or
Name of Additional Signer, if Any

proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, ~~executed the instrument.~~

[Signature]
Signature of Notary Public
Notary Public — State of New York



Place Seal Below OR Complete Lines Below

Name of Notary

Name of County in Which Originally Qualified

Commission Expiration Date

Name of County in Which Certificate of Official Character Filed (if required)

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Dept of Health / The state of NY / Medical Marijuana program

Document Date: 2/13/2017 Number of Pages: #/page

Signer(s) Other Than Named Above: _____

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Evan Seidensten, Member

Original Affidavit signed and notarized on May 28, 2015

Original Affidavit for Evan Seidensten is found starting on page 1941 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

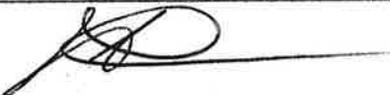
<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:

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

Use sheet 2 if more space is needed.

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

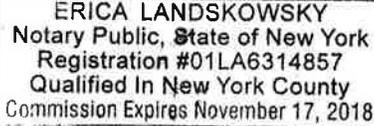
Signature _____ Date _____

 2/7/17

Notary Name _____ Notary Registration Number _____

ERICA LANDSKOWSKY 01LA6314857

Notary (Notary Must Affix Stamp or Seal) _____ Date _____

 02/07/2017


FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Daniel Mark Siegel, Director

Original Affidavit signed and notarized on June 1, 2015

Original Affidavit for Daniel Mark Siegel is found starting on page 1941 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated 6/1/2015, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit. JUNE 1,

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:
My Texas medical license has been renewed through 5/31/2018. Redacted pursuant to N.Y. Public Officers Law, Art. 6	

Use sheet 2 if more space is needed.

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

Signature

Date

DM

2/21/17

Notary Name

Notary Registration Number

Elizabeth R Evans

01EV6017874

Notary (Notary Must Affix Stamp or Seal)

Date 2/01/17

ELIZABETH R EVANS
Notary Public, State of New York
No. 01EV6017874
Qualified in Kings County
Commission Expires Dec. 21, 2018

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Eric Sirota, Co-CEO & COO

Original Affidavit signed and notarized on May 26, 2015

Original Affidavit for Eric Sirota is found starting on page 1959 of Appendix A of the original submission package

**Department of Health
The State of New York, Albany, NY**

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated May 26th , 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

I have assumed the role of Co-CEO and COO for Fiorello Pharmaceuticals, Inc.

I was elected to the Fiorello Board of Directors.
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Use sheet 2 if more space is needed.

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

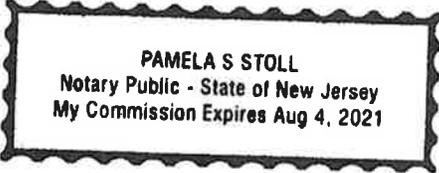
Signature _____ Date _____

[Handwritten Signature] *2/18/17*

Notary Name _____ Notary Registration Number _____

Pamela S. Stoll *2/18/17*

Notary (Notary Must Affix Stamp or Seal) _____ Date _____



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Lawrence Stanton, Chief Security Officer

Original Affidavit signed and notarized on May 16, 2015

Original Affidavit for Lawrence Stanton is found starting on page 1967 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated *MAY 16*, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature

Date

Alan Aquino

February 14, 2017

Notary Name

Notary Registration Number

Alan Aquino

7091204

Notary (Notary Must Affix Stamp or Seal)

Date

2/14/17



2/14/17

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Brian Stern, Member

Original Affidavit signed and notarized on May 28, 2015

Original Affidavit for Brian Stern is found starting on page 1974 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated *May 20*, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input type="checkbox"/>	There are no material changes in such statements
<input checked="" type="checkbox"/>	The only material changes to such statements are:

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

Use sheet 2 if more space is needed.

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

Signature

Date

B. Sr

2/13/17

Notary Name

Notary Registration Number

John Trani

02TR6219195

Notary (Notary Must Affix Stamp or Seal)

Date

John

2/13/17

JOHN MICHAEL TRANI
NOTARY PUBLIC STATE OF NEW YORK
KINGS COUNTY
LIC. #02TR6219195
COMM. EXP. *06/1*

IORELLO PHARMACEUTICALS

Affidavit Form Attached for Andrew Stone, Investor

Original Affidavit signed and notarized on February 18, 2017

New member joining existing investment 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: Fiorello Pharmaceuticals, Inc.
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Andrew D. Stone 3. Title: N/A
4. Briefly describe the role of this person or entity in the proposed registered organization:
Investor in Preferred Stock
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. Contains 3 rows of license data.

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 employment 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

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.

[Empty space for affirmative statement of qualifications]

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: 2/18/17

Notary Name: [Handwritten Signature] Notary Registration Number:

Notary (Notary Must Affix Stamp or Seal) Date: 2/18/17

SUSAN ANTONIOU
Notary Public, State of New York
No. 01an6078339
Qualified in Kings County
My Commission Expires Aug. 19, 2024

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for John Sullivan, Chief Technology Officer

Original Affidavit signed and notarized on May 22, 2015

Original Affidavit for John Sullivan is found starting on page 1981 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated MAY 22, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

<input checked="" type="checkbox"/>	There are no material changes in such statements
<input type="checkbox"/>	The only material changes to such statements are:
Use sheet 2 if more space is needed.	
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.	
Signature	Date
<u>JOHN A. SULLIVAN</u> 	<u>FEB 18, 2017</u>
Notary Name	Notary Registration Number
Notary (Notary Must Affix Stamp or Seal)	Date

**NEW YORK ALL-PURPOSE ACKNOWLEDGMENT
REAL PROPERTY LAW §309-a**

State of New York }
County of NEW YORK } ss.

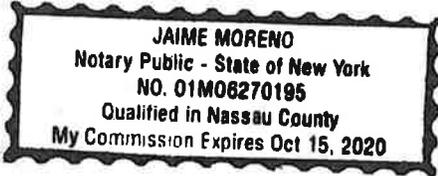
On the 15 day of FEBRUARY in the year 2017 before me,
the undersigned personally appeared JOHN A. SULLIVAN
Name of Signer

(and _____) personally known to me or
Name of Additional Signer, if Any

proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature]
Signature of Notary Public
Notary Public — State of New York

Place Seal Below OR Complete Lines Below



~~Name of Notary
Name of County In Which Originally Qualified
Commission Expiration Date
Name of County in Which Certificate of Official Character Filed (if required)~~

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: DEPT OF HEALTH . NY STATE / MEDICAL MARIJUANA PROGRAM
Document Date: FEBRUARY 15, 2017 Number of Pages: ONE
Signer(s) Other Than Named Above: NONE

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Judith Tytel, General Counsel and Chief Compliance Officer

Original Affidavit signed and notarized on May 18, 2015

Original Affidavit for Judith Tytel is found starting on page 1989 of Appendix A of the original submission package

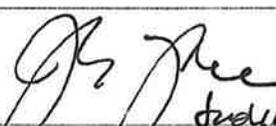
Department of Health
The State of New York
Albany, NY

Dear Sir or Madam: I am attaching my affidavit dated 5/18, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements.

The only material changes to such statements are:
Redacted pursuant to N.Y. Public Officers Law, Art. 6

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	Date
 Judith E. Tyler	February 15, 2017
Notary Name	Notary Registration Number
 Lisa Salovski	01SA6071691
Notary (Notary Must Affix Stamp or Seal)	Date
	2/15/17

Lisa Salovski
Notary Public State of New York
No. 01SA6071691
Qualified in Richmond County
Commission Expires August 28, 2018
2018

FIORELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Robert Verstandig, Head Grower

Original Affidavit signed and notarized on June 2, 2015

Original Affidavit for Robert Verstandig is found starting on page 1997 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

Licenses Held

	Licence #	NYS Dept.	Effective
- NYS Commercial Pesticide Applicator	C4666904	of Environmental Conservation	01/21/2017
- NYS Commercial Driver Licence class B	[REDACTED]	[REDACTED]	Expiration 01/21/2020

Employment [REDACTED]
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Use sheet 2 if more space is needed.
The undersigned certifies under penalty of perjury, that the information contained herein or attached herein is accurate, true and complete in all material respects.

Signature	Date
<i>Robert R. Verstantz</i>	2/14/17
Notary Name	Notary Registration Number
<i>Alysa Miller</i>	2/14/17
Notary (Notary Must Affix Stamp or Seal)	Date

ALYSIA D. MILLER
Notary Public, State of NY
No. 01MI6217955
Qualified in Rensselaer County
Commission Expires 2/22/18

Material changes to such statements continued:

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



FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for David Weston, Investor

Original Affidavit signed and notarized on June 1, 2015

Original Affidavit for David Weston is found starting on page 2005 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated _____, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

There are no material changes in such statements

The only material changes to such statements are:

Use sheet 2 if more space is needed.

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

Signature	Date
	2/13/2017
Notary Name	Notary Registration Number
Meghan M. McCloat	CT 171921
Notary (Notary Must Affix Stamp or Seal)	Date



MEGHAN M. MCCLOAT
NOTARY PUBLIC
MY COMMISSION EXPIRES 7/31/21

2/13/2017

FIORIELLO PHARMACEUTICALS

Affidavit Reaffirmation Form Attached for Susan Yoss, Co-CEO & CFO

Original Affidavit signed and notarized on May 30, 2015

Original Affidavit for Susan Yoss is found starting on page 2012 of Appendix A of the original submission package

Department of Health
The State of New York, Albany, NY

Medical Marijuana Program

Dear Sir or Madam: I am attaching my affidavit dated May 30, 2015, as an exhibit and incorporate by reference herein all the statements in such affidavit.

- There are no material changes in such statements
- The only material changes to such statements are:

I have assumed the role of Co-CEO and CFO for Fiorello Pharmaceuticals.

Use sheet 2 if more space is needed.

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

Signature _____ Date _____

Susan Y... _____
2/11/17

Notary Name _____ Notary Registration Number _____

Notary (Notary Must Affix Stamp or Seal) _____

Date _____

[Signature] _____
2/11/17

ALONA FAYE FRASIER
Notary Public - State of New York
NO. 01FR6205196
Qualified in Kings County
My Commission Expires May 4, 2017