

Herbal Agriculture LLC

Application question #73

Statement of Related Party Services

Name of entity: H2Gro LLC

Address of entity: 1430 Pletcher Road, Youngstown, NY 14174

Description of services: H2Gro LLC will lease real property including the 12.5 acre greenhouse to Herbal Agriculture LLC. This will also include Herbal Agriculture's right to use and possess all of the equipment present in the leased premises upon its designation as a Registered Organization pursuant to Article 33 of the Public Health Law. Herbal Agriculture shall use the lease premises to grow, process and distribute medical marihuana. The lease term will be for a seven (7) year period commencing on the date Herbal Agriculture is designated by the New York State Commissioner of Health as a Registered Organization. Upon the expiration of the lease in accordance with its term and conditions, Herbal Agriculture shall have an option to purchase H2Gro's fee interest in the leased premises and all equipment present for one dollar (\$1). During the term of the lease rent payable in advance in equal monthly installments will be \$207,500. Herbal Agriculture will pay for all property taxes and assessments, utilities, insurance and maintenance and repairs of building. A lease agreement has been drawn up between the two parties pending the status as a potential Registered Organization.

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF

H2O LLC

(Insert name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

Filed by: Devorsetz Stinziano Gilberti & Smith
(Name)

300 Linden Oaks, Ste 220
(Mailing address)

Rochester, NY 14625-2883
(City, State and Zip code)

cash ref # 421524BHU

2004 FEB -5 AM 10:34

FILED

NOTE: This form was prepared by the New York State Department of State for filing a certificate of amendment of a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only.)

1/c

STATE OF NEW YORK
DEPARTMENT OF STATE

FEB 05 2004

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New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF**

H2O LLC
(Insert name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: H2O LLC

If the name of the limited liability company has been changed, the name under which it was organized is: _____

SECOND: The date of filing of the articles of organization is: December 26, 2002

THIRD: (set forth each amendment in a separate paragraph providing the subject matter and full text of each amended provision) The amendment effected by this certificate of amendment is as follows:

Paragraph one of the Articles of Organization relating to the name
is hereby amended to read as follows: The name of the
Limited Liability Company shall read: H2GRO LLC

X/s/ Gary E. Smith
(Signature)

Gary E. Smith
(Type or print name)

Member
(Title or capacity of signer)

State of New York)
Department of State) **SS:**

I hereby certify, that H20 LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/26/2002, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

A Certificate of Amendment H20 LLC, changing its name to H2GRO LLC, was filed 02/05/2004.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of March
two thousand and four.*



200403250030 51

FILING RECEIPT

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ENTITY NAME: H2GRO LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC)
NAME

COUNTY: NIAG

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

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FILED:02/05/2004 DURATION:***** CASH#:040205000218 FILM #:040205000207

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEES		PAYMENTS	
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DEVORSETZ STINZIANO GILBERTI & SMITH 300 LINDEN OAKS, STE 220 ROCHESTER, NY 14625-2883	FILING TAX CERT COPIES HANDLING	60.00 0.00 0.00 10.00 25.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	0.00 0.00 0.00 95.00 0.00 0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **February 10, 2004**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed name of the Secretary of State.

Secretary of State

F030310000220

AFFIDAVIT OF PUBLICATION

OF

H2O LLC

030 45

Under Section 206 of the Limited Liability Company Law

Filed By: DEVORSETZ STINZIANO GILBERTI
& SMITH
SUITE 220
300 LINDEN OAKS
ROCHESTER, NY 14625-2883
Cust. Ref. #871714MPJ

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STATE OF NEW YORK
DEPARTMENT OF STATE

MAR 10 2003

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BY: OK

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STATE OF NEW YORK

NIAGARA COUNTY, } SS, _____

CSC 45

Amy M. Banks, of said county, being duly sworn, deposes and says that she is now and during the whole time hereinafter mentioned was the Legal Clerk of

The Niagara Gazette

A newspaper published in the County and State aforesaid, and that the annexed printed legal # 01500840 was printed and published in said paper at least once a week for six successive weeks, commencing on the 1st day of January and ending on the 1st day of February, 2003.

Amy M. Banks
Principal Clerk

Subscribed and sworn to me before this 1st day of February, 2003.

Teresa L. McCarthy
Notary Public

Expiration Date

Notice of Formation of H2O LLC. Arts. of Org. filed with Secy. of State of N.Y. (SSNY) on 12/26/02. Office location: Niagara County. SSNY designated as agent of LLC upon whom process against it may be served. SSNY shall mail copy of process to: 4746 Model City Rd., Model City, NY 14107. Purpose: any lawful activity.
#07500240P, Jan. 7, 14, 21, 28, Feb 4, 11, 2003

Teresa L. McCarthy
Notary Public, State of New York
No. 01MC4962698
Qualified in Niagara County
Commission Expires Feb 26, 2004

FILING RECEIPT

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ENTITY NAME: H20 LLC

DOCUMENT TYPE: AFFIDAVIT OF PUBLICATION (DOM LLC)

COUNTY: NIAG

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

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FILED:03/10/2003 DURATION:***** CASH#:030310000224 FILM #:030310000220

ADDRESS FOR PROCESS

REGISTERED AGENT



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& SMITH	TAX	0.00	CHECK	0.00
300 LINDEN OAKS STE 220	CERT	0.00	CHARGE	0.00
ROCHESTER, NY 14625-2883	COPIES	10.00	DRAWDOWN	35.00
	HANDLING	0.00	BILLED	0.00
			REFUND	0.00

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AFFIDAVIT OF PUBLICATION

OF

H2O LLC

Under Section 206 of the Limited Liability Company Law

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Filed By: DEVORSETZ STINZIANO GILBERTI
& SMITH
SUITE 220
300 LINDEN OAKS
ROCHESTER, NY 14625-2883
Cust. Ref. #871714MPJ

STATE OF NEW YORK
DEPARTMENT OF STATE

MAR 10 2003

DRAWDOWN

FILED
TAXS _____
BY: AK

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030310000219

F030310000215

STATE OF NEW YORK

CSC 45

NIAGARA COUNTY, } SS, _____

Amy M. Banks, of said county, being duly sworn, deposes and says that she is now and during the whole time hereinafter mentioned was the Legal Clerk of

The Lockport Union Sun and Journal

A newspaper published in the County and State aforesaid, and that the annexed printed legal # 04500995 was printed and published in said paper at least once a week for SIX successive weeks, commencing on the 6th day of January and ending on the 18th day of February, 2003.

Amy M. Banks
Principal Clerk

Subscribed and sworn to me before this 14th day of February, 2003.

Teresa L. McCarthy
Notary Public

Expiration Date

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Notice of Formation of H2O LLC. Arts. of Org. filed with Secy. of State of N.Y. (SSNY) on 12/26/02. Office location: Niagara County, SSNY designated as agent of LLC upon whom process against it may be served. SSNY shall mail copy of process to: 4746 Model City Rd., Model City, NY 14107. Purpose: any lawful activity. Legal# 04500995 Jan 6, 13, 20, 27 Feb 3, 10, 2003

T. L. McCarthy
Notary Public, State of New York
No. 01MC4962698
Qualified in Niagara County
Commission Expires Feb. 26, 2006

FILING RECEIPT

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ENTITY NAME: H20 LLC

DOCUMENT TYPE: AFFIDAVIT OF PUBLICATION (DOM LLC)

COUNTY: NIAG

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

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FILED:03/10/2003 DURATION:***** CASH#:030310000219 FILM #:030310000215

ADDRESS FOR PROCESS

REGISTERED AGENT



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FILER	FEE	AMOUNT	PAYMENT	AMOUNT
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	FILING	25.00	CASH	0.00
DEVORSETZ STINZIANO GILBERTI	TAX	0.00	CHECK	0.00
& SMITH	CERT	0.00	CHARGE	0.00
300 LINDEN OAKS STE 220	COPIES	10.00	DRAWDOWN	35.00
ROCHESTER, NY 14625-2883	HANDLING	0.00	BILLED	0.00
			REFUND	0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **March 11, 2003**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

F 021226000287

ARTICLES OF ORGANIZATION

OF

H2O LLC

Under Section 203 of the Limited Liability Company Law

Filer:

Devorsetz Stinziano Gilberti & Smith
Suite 220
300 Linden Oaks
Rochester, NY 14625-2883

Cust Ref# 871714MPJ

DRAWDOWN

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 26 2002

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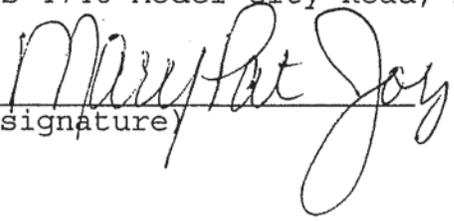
ARTICLES OF ORGANIZATION
OF
H2O LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is
H2O LLC

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

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is 4746 Model City Road, Model City, NY 14107.


(signature)

Mary Pat Joy, Organizer
(name and capacity of signer)

FILING RECEIPT

=====

ENTITY NAME: H20 LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: NIAG

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45 *

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FILED:12/26/2002 DURATION:***** CASH#:021226000304 FILM #:021226000287

ADDRESS FOR PROCESS

EXIST DATE

THE LLC
4746 MODEL CITY ROAD
MODEL CITY, NY 14107

12/26/2002

REGISTERED AGENT



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FILER	FEES	260.00	PAYMENTS	260.00
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DEVORSETZ STINZIANO ETAL	FILING	200.00	CASH	0.00
SUITE 220	TAX	0.00	CHECK	0.00
300 LINDEN OAKS	CERT	0.00	CHARGE	0.00
ROCHESTER, NY 14625-2883	COPIES	10.00	DRAWDOWN	260.00
	HANDLING	50.00	BILLED	0.00
			REFUND	0.00

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **DECEMBER 26, 2002**



A handwritten signature in black ink, appearing to read "R. M. A. S.", is written over the printed title.

Secretary of State

OPERATING AGREEMENT

H2GRO LLC

THIS OPERATING AGREEMENT is made as of the 24 day of March

2004, by and between

Gary E. Smith, with a mailing address of [REDACTED]

Lorie L. Washuta, with a mailing address at [REDACTED]

Richard H. Washuta, with a mailing address at [REDACTED]

Steve J. Washuta, with a mailing address at [REDACTED]

Sonya Washuta, with a mailing address at [REDACTED] and

Peter Zeliff, with a mailing address at [REDACTED]

(referred to, collectively, as "Members").

RECITALS:

- A. The Members desire to form a limited liability company to operate and develop certain real property, and to hold title to such property and to conduct such other activities as they may hereafter determine to conduct.
- B. The parties wish to set forth their understanding as to the limited liability company and the terms and conditions under which it exists.

PROVISIONS:

NOW, THEREFORE, it is hereby agreed as follows:

ARTICLE I
NAME, PURPOSE AND TERM

- 1.1 Name. The name of the limited liability company is H2GRO LLC (the "Company").
- 1.2 Purpose. The purpose of the Company is to acquire, own, hold or develop and operate hydroponic farming facilities and to sell hydroponically grown products.

- 1.3 Principal Office. The principal office of the Company shall be located at 4746 Model City Road, Model City, New York 14107, or at such other place as the Members may from time to time designate. In addition, the Company may maintain such other offices as the Members may deem advisable at any other place or places.
- 1.4 Term. The Company shall be formed on the date of the filing of the Articles of Organization by the Secretary of State of the State of New York and shall continue until all or substantially all of the assets of the Company have been disposed of or until the Company is dissolved in accordance with the provisions of this Operating Agreement or by the law.
- 1.5 Company Property. All property or assets contributed to the Company or acquired with Company funds shall be deemed Company property acquired or continued in the name of the Company.
- 1.6 Designated Agent for Service of Process. The Member designated as the agent to receive service of process on behalf of the Company through the office of the Secretary of State of the State of New York shall be Gary E. Smith.

ARTICLE II

MEMBERS' INTERESTS; INITIAL CAPITAL CONTRIBUTIONS

- 2.1 Membership Interest. The interest of each Member shall be divided into units as set forth on Schedule A. Each Member's share of the profits and losses of the Company and of the distributions to Members made by the Company shall equal a fraction, the numerator of which shall be the number of units held by that Member and the denominator shall be the total number of units held by all Members ("Member's interest"). A Member's vote on all matters requiring a vote of the Members of the Company shall be in proportion to such Member's interest in the Company as determined in Schedule A annexed hereto.
- 2.2 Initial Capital Contributions. The total initial capital contribution shall be as indicated below. Allocation of such initial capital contribution among the members shall be made pursuant to the membership percentage interests listed in Schedule A annexed hereto.
- 2.3 Capital Accounts. Separate capital accounts shall be established and maintained for each Member. The Members' initial capital accounts shall be the value of the capital contributed by them as set forth in Schedule A annexed hereto. The capital accounts shall be increased by the respective amounts of any additional capital contribution, net income from operations, and gains, and shall be decreased by net losses from operations or other uses and any actual distributions made pursuant to Article VII.
- 2.4 Withdrawal of Contributions. No Member shall have the right to withdraw any capital contribution or to demand or receive the return of his or her contributions, except as specifically provided in this Operating Agreement or as otherwise provided by Law.

2.5 Additional Assessments.

- (a) The Company may call for additional contributions to the capital of the Company for any purpose upon the “consent of the Members” (as defined in Section 8.1). Any assessments shall be apportioned among the Members according to their interests in the Company, unless they agree otherwise in a writing signed by the Members.
- (b) Contributions shall be due within thirty (30) days after a Member receives his or her respective written notice of the assessment. In the event that a Member defaults in the payment of an assessment, the Company shall have the right to recover the amount of the assessment from the defaulting Member, with interest at a rate equal to the interest rate charged by the Company’s regular bank as of the due date for the assessment.

ARTICLE III
MEETINGS

- 3.1 Annual Meetings. The Company may hold an annual meeting of the Members. The annual meeting of the Members shall be held, if at all, on or about December 15th of each year at 10:00 a.m. or on such other day and at such other hour as may be established by the Company. Such meetings shall be for the transaction of such business as may come before them.
- 3.2 Notice of Annual Meeting. Written notice of the place, date and hour of the annual meeting shall be given personally or by first class mail to each Member entitled to vote thereat, not less than ten (10) nor more than sixty (60) days prior to the meeting.
- 3.3 Special Meetings. Special meetings of the Members for any purpose or purposes unless otherwise prescribed by the statute or by the Articles of Organization, may be called by written request upon the written request by a majority of Members. Such request shall state the purpose or purposes of the proposed meeting.
- 3.4 Notice of Special Meeting. Written notice of a special meeting of the Members stating the place, date and hour of the meeting, the purpose or purposes for which the meeting is called, and by or at whose direction it is being issued, shall be given personally or by first class mail to each Member, not less than ten (10) nor more than sixty (60) days prior to the meeting.
- 3.5 Quorum. Members representing at least fifty percent of the Membership Interest entitled to vote thereat, present in person or by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at all meetings of the Members. If a quorum is not present or represented at any meeting of the Members, Members entitled to vote thereat in person or represented by proxy shall have power to adjourn the meeting from time to time, until a quorum is present or represented. At such adjourned meeting at which a

quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

- 3.6 Voting. At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by proxy. Each Member shall be entitled to vote in proportion to each Member's interest as specified in Schedule A annexed hereto. All elections shall be determined by a plurality vote, and, except as otherwise provided by law or the Articles of Organization, all other matters shall be determined by the Consent of the Members present or represented at such meeting and voting on such questions.
- 3.7 Proxies. Every proxy must be executed in writing by Members or by their attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except in those cases where an irrevocable proxy is permitted by law.
- 3.8 Consents. Whenever by any provision of law (or of the Articles of Organization or this Operating Agreement), the vote of the Members at a meeting thereof is required or permitted to be taken in connection with any Company action, the meeting and vote of Members may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such Company action being taken. However, this Section shall not be construed to alter or modify any provision of law or of the Articles of Organization or this Operating Agreement under which the written consent of the holders of less than all Membership interests is sufficient for Company action.

ARTICLE IV **MANAGEMENT**

- 4.1 Management. Except as otherwise provided, the management of the Company shall be vested in the Members of the Company.
- 4.2 Authority of Members. The Company shall be managed by the Members and the conduct of the Company's business shall be controlled and conducted by the Members in accordance with this Agreement. In addition to any right and powers conferred by law or other provisions of the Agreement, the Members shall have and may exercise on behalf of the Company all powers and rights necessary, proper, convenient or advisable to effectuate and carry out the purposes, business and objectives of the Company and to maximize Company profits. Such powers shall include, without limitation, the following:
- (a) To open accounts and deposit and maintain funds in the name of the Company in banks or savings and loan associations;
 - (b) To determine the appropriate accounting method or methods to be used by the Company;

- (c) To commence lawsuits and other proceedings;
- (d) To retain accountants, attorneys or other agents to act on behalf of the Company;
- (e) To execute, acknowledge and deliver any and all instruments to effectuate the foregoing, and to take all such action in connection therewith as the Managers deem necessary or appropriate.

4.3 Limitations on the Authority of Members. Notwithstanding the foregoing, the Members may not make any of the following management decisions without obtaining the consent of two-thirds in interest of the Members:

- (a) To acquire, sell, assign, or otherwise transfer any interest in property;
- (b) To create any indebtedness for borrowed money whether or not secured;
- (c) To make, execute or deliver on behalf of the Company any assignment for the benefit of creditors or any guarantee, indemnity bond or surety bond;
- (d) To obligate the Company or any Member as a surety, guarantor or accommodation party to any obligation;
- (e) To confess any judgment on behalf of the Company;
- (f) To do any act which makes it impossible to carry on the ordinary business of the Company;
- (g) To make any decisions regarding any employee;
- (h) To obligate the Company in any manner for a liability in excess of \$10,000.

4.4 Tax Matters Members. The Members shall serve as Tax Matters Members as such term is defined in Code Section 6231(a)(7).

4.5 Indemnification. The Company shall defend, indemnify and hold harmless each Member from and against any and all actual or alleged losses, claims, damages, liabilities, costs and/or expenses including attorneys fees ("Damages") arising out of or in connection with any action taken by a Member pursuant to authority granted or otherwise in connection with this Operating Agreement; provided, however, that no defense or indemnification shall be made to or on behalf of any Member if a judgment or final adjudication adverse to such Member establishes (a) that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated or (b) that the Member personally gained a financial profit or other advantage to which the Member was not entitled.

ARTICLE V
TAX YEAR, BOOKS AND RECORDS,
FINANCIAL STATEMENTS, AND BANK ACCOUNTS

- 5.1 Tax Year. The Company, for accounting and income tax purposes, will operate on a calendar year beginning on January 1st of each year and ending on December 31st of each year.
- 5.2 Books and Records. The Members shall keep, or cause to be kept, books of account in which shall be entered fully and accurately in all material respects the transactions of the Company at the principal office of the Company. All books and records and this Operating Agreement and the amendments thereto shall at all times be maintained at the principal office of the Company. Any Member has the right to review the books and records and to a private audit, provided that it will be made at the expense of the Member desiring it and at reasonable times after notice.
- 5.3 Bank Accounts. All funds of the Company will be deposited in such separate bank account or accounts with each of the Members designated as an authorized signatory.

ARTICLE VI
MEMBERS' SHARES OF PROFITS AND LOSSES

- 6.1 Allocation of Profits and Losses. Items of income, gain, profits, losses, deduction and credit of the Company shall be allocated according to the Members' interest in the Company.
- 6.2 Determination of Profit and Loss. Profits and losses will be determined in accordance with the accounting method followed by the Company for federal income tax purposes.

ARTICLE VII
DISTRIBUTIONS

- 7.1 Contingency Reserve. The Members shall establish a reserve or reserves for contingencies as part of the annual operating budget prepared by the Members, which operating budget shall be subject to the Consent of the Members.
- 7.2 Distributions to Members. The Company will distribute to the Members any or all cash in excess of reserves at such time as a majority of the Members may establish. The distributions of cash shall be made to the Members in the proportions in which they share profits and losses provided under Section 6.1.

ARTICLE VIII
RIGHTS, DUTIES AND OBLIGATIONS
OF THE MEMBERS

- 8.1 Consent of the Members. The term "Consent of the Members" is defined to mean the written consent of the Members owning two-thirds of the interests in the Company. Each of the Members shall execute any documents and do any acts as may be necessary to effectuate any decisions made pursuant to the Consent of the Members.

ARTICLE IX
TRANSFER OF MEMBERSHIP INTERESTS

- 9.1 Transfer or Assignability of Membership Interests by Members. No Member shall have the right to sell, pledge or otherwise transfer ("Dispose of") his or her interest in the Company except with the Consent of the Members. In the event of the death or permanent disability of a Member, the Company shall, at the request of the disabled Member or the deceased Member's estate, purchase that Member's interest for its fair market value within 6 months of the date of the Member's request.

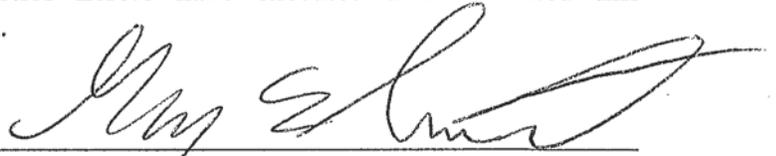
ARTICLE X
DISSOLUTION OF THE COMPANY

- 10.1 Dissolution of Company. The Company shall be dissolved upon the first occurrence of any of the following events:
- (a) December 31, 2060;
 - (b) Upon the Consent of the Members;
 - (c) The bankruptcy, death, dissolution, expulsion, incapacity or withdrawal of any Member unless within 180 days after such event the Company is continued by the vote of a majority in interest of all of the remaining Members;
 - (d) By operation of Law;
 - (e) Upon issuance of decree of dissolution pursuant to an application by or for a Member for judicial dissolution.
- 10.2 Winding Up of Company Affairs and Distribution of Assets. Upon dissolution of the Company, the business of the Company shall wind up and the assets of the business shall be used and distributed in the following order:
- (a) Payment of debts and liabilities to creditors, including Members who are creditors, to the extent permitted by law, other than liabilities for distributions to Members.
 - (b) Payment to Members or former Members in satisfaction of liabilities for distributions;
 - (c) Payment to the Members of the balance in each Member's capital account;
 - (d) Payment of any remaining assets to each Member in accordance with his or her Percentage Interest.

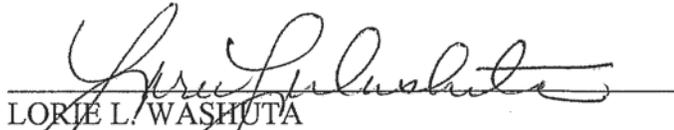
ARTICLE XI
MISCELLANEOUS PROVISIONS

- 11.1 Notices. Any notice, payment demand or communication required or permitted to be given by any provision of this Agreement shall be deemed to have been sufficiently given or served for all purposes if delivered personally to the Member or if sent by registered or certified mail, postage and charges prepaid, addressed to the address of each Member as it appears in the records of the Company.
- 11.2 Application of New York Law. This Operating Agreement and the application and interpretation thereof shall be governed exclusively by its terms and by the internal laws of New York.
- 11.3 Dispute Resolution. In the event of a dispute arising out of or relating to this Operating Agreement or in breach of this Agreement, the Members hereby agree to submit the dispute to binding arbitration.
- 11.4 Amendments to Operating Agreement. This Operating Agreement may not be amended, modified, altered or restated, except by a duly executed written agreement among Members holding at least two-thirds of the Membership Interest, and shall be legally binding on all Members at such time as it is duly executed by all of the Members.
- 11.5 Severability. Every provision of this Agreement is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity of the remainder of the terms or provisions within this Agreement.
- 11.6 Successors. Subject to the limits on transferability contained herein, each and all of the covenants, terms, provisions and agreements herein contained shall be binding upon and inure to the benefit of the successors, heirs and assigns, of the respective parties hereto.
- 11.7 Superseding Effect. This Agreement supersedes any and all prior negotiations and understandings of any kind, with respect to the subject matter hereof, and contains all of the terms and provisions of the Agreement between the parties hereto with respect to the subject matter hereof. There are no oral understandings, statements or stipulations bearing upon the effect of this Agreement which have not been incorporated herein.
- 11.8 Number and Gender. In interpreting this Agreement, the masculine gender includes the feminine, the feminine gender includes the masculine, the singular includes the plural, and the plural includes the singular whenever the context so requires.
- 11.9 Counterparts. This Operating Agreement may be executed in one or more counterparts, all of which shall be deemed to be one and the same agreement, and shall become a binding agreement when one or more counterparts have been signed by each of the parties and delivered to each of the other parties. Any signature delivered by a party by facsimile transmission shall be deemed to be an original signature.

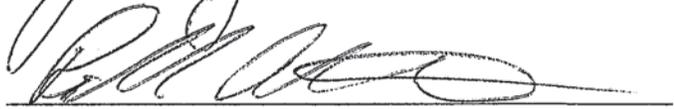
IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement the day and year first above written.



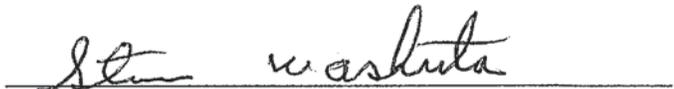
GARY E. SMITH



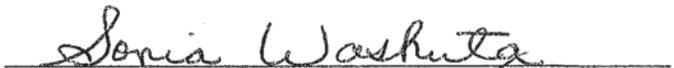
LORIE L. WASHUTA



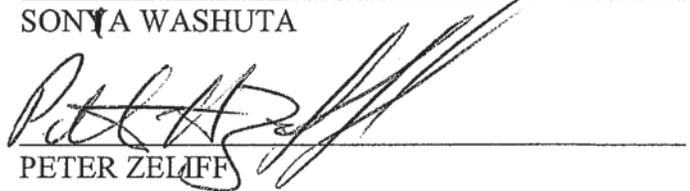
RICHARD H. WASHUTA



STEVE J. WASHUTA



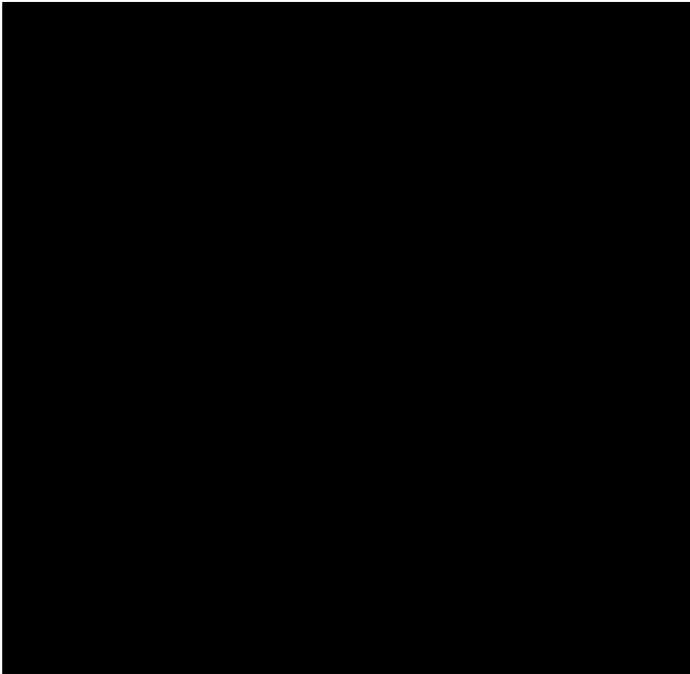
SONYA WASHUTA



PETER ZELIFF

SCHEDULE A

MEMBERSHIP INTERESTS

<u>Name</u>	<u>Address</u>	<u>Interest in the Company</u>	<u>Capital Contribution</u>
GARY E. SMITH			
LORIE L. WASHUTA			
RICHARD H. WASHUTA			
STEVE J. WASHUTA			
SONYA WASHUTA			
PETER ZELIFF			

WAIVER OF NOTICE OF THE FIRST MEETING OF MEMBERS

OF

H2GRO LLC

WE, the undersigned, being all of the members of the Company, hereby agree and consent that the annual meeting of the Company be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

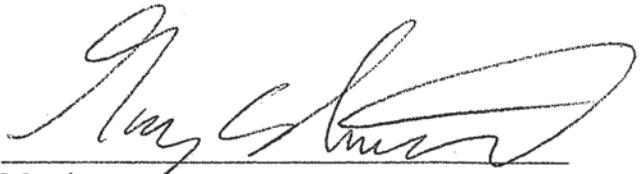
We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by any member present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 4746 Model City Road, Model City, NY 14107

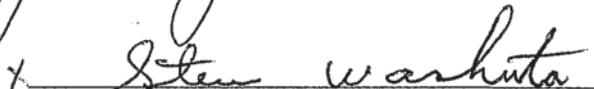
Date of Meeting: March 24, 2003

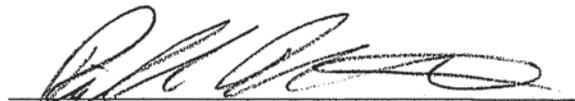
Time of Meeting: 10:00am

Dated: March 17, 2004

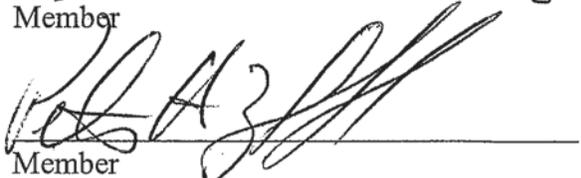

Member


Member

* 
Member


Member


Member


Member

MINUTES OF FIRST MEETING

OF

MEMBERS

OF

H2GRO LLC

The first meeting of the Members of the above-captioned Limited Liability Company was held on March 24, 2004, at 4746 Model City Rd, New York, at 10:00 a.m. Model City

There were present the following: Gary E. Smith
Lorie L. Washuta
Richard H. Washuta
Steve J. Washuta
Sonya Washuta
Peter Zeliff

being all the Members. The meeting was called to order by Richard H. Washuta it was moved, seconded and unanimously carried, that

Gary E. Smith act as Temporary Chairman, and that

Lorie L. Washuta act as Temporary Secretary.

The meeting was then proceeded to the election of Operating Managers. Upon nominations duly made and seconded,

the following were elected and qualified:

President :	<u>Gary E. Smith, P.E.</u>
Vice President :	<u>Richard Washuta</u>
Secretary :	<u>Lorie L. Washuta</u>
Treasurer :	<u>Peter Zeliff</u>

It was then moved, seconded and unanimously carried, that

Gary E. Smith serve as Chairman of the meeting and

Lorie L. Washuta serve as Secretary of the meeting.

Thereupon Gary E. Smith assumed the Chair, and Lorie L. Washuta assumed his/her duties as Secretary of the meeting.

The Secretary presented to the meeting:

- (1) Copy of the Articles of Organization.
- (2) Copy of the proposed Operating Agreement of the Company.

Upon motion duly made, seconded unanimously carried, it was

RESOLVED, that the Articles of Organization and the Operating Agreement be, and they hereby are, approved, ratified and adopted by the Members.

The Secretary submitted to the meeting a seal proposed for use as the Company seal. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the form of seal submitted to this meeting be, and it hereby is, approved and adopted as and for the Company seal of this Limited Liability Company, and that an impression thereof be made on the margin of these minutes.

There was presented to the meeting a specimen of a proposed certificate to represent the ownership of an interest in the company. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the specimen form of certificate which has been presented at this meeting be, and the same hereby is, approved and adopted as the certificate to represent the ownership of an interest in the Company; and it was further

RESOLVED, that the specimen certificate so presented to the meeting be annexed to the minutes thereof.

There was presented to the meeting a proposal to issue units of ownership in the Company. A discussion followed:

The banking arrangements of the Company were then discussed. After discussion, on motion duly made, seconded and carried, a proposed Secretarial Certificate to be furnished by the Secretary of the Company to was unanimously approved, and the resolutions set forth in such Secretarial Certificate were unanimously adopted. A conformed copy of such Secretarial Certificate was ordered annexed to the minutes of the meeting.

Herbal Agriculture LLC

Application question #74

Statement of Subsidiaries, Affiliates & Natural Persons

Name of affiliate entity: H2Gro LLC

Address of entity: 1430 Pletcher Road, Lewiston, NY 14107 (Greenhouse location)

Primary Activities: H2Gro LLC will lease real property including the 12.5 acre greenhouse to Herbal Agriculture LLC. This will also include Herbal Agriculture's right to use and possess all of the equipment present in the leased premises upon its designation as a Registered Organization pursuant to Article 33 of the Public Health Law. Herbal Agriculture shall use the leased premises to grow, process and distribute medical marijuana.

Attached is a copy of the operating agreement for H2Gro, LLC. The Agreement erroneously includes Steve Washuta, an original member of the LLC, who is deceased. The LLC is currently in process of amending its operating agreement to correctly reflect the current membership. A copy of the amended operating agreement will be provided to the Department of Health.

Name of affiliate entity: Lewiston Greenhouse LLC

Address of entity: 4746 Model City Road, Lewiston, NY 14107

Primary Activities: Lewiston Greenhouse LLC was organized in October, 2014, to market the H2Gro LLC Greenhouse facility to prospective tenants and/or to identify alternative uses for the facility and to conduct such other activities in order to identify new uses. This Company was therefore utilized to conduct most of the business transactions involved in the New York State Department of Health application process including consulting services relating to expert advice and application preparation. If Herbal Agriculture is designated as a Registered Organization this Company will dissolve with all business operations being processed through Herbal Agriculture.

Herbal Agriculture LLC does not have corporate subsidiaries or is not a subsidiary of another entity.

All of the owners, partners or members of Herbal Agriculture are natural persons.

STATE OF NEW YORK

DEPARTMENT OF STATE

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

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 2, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

FILING RECEIPT

ENTITY NAME: LEWISTON GREENHOUSE LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: NIAG

FILED:10/01/2014 DURATION:***** CASH#:141001000732 FILM #:141001000687
DOS ID:4644805

FILER:

EXIST DATE

LOUIS J. MICCA, ESQ.
30035 TACKET'S LANDING

10/01/2014

FAIRPORT, NY 14450

ADDRESS FOR PROCESS:

C/O GARY E SMITH
4746 MODEL CITY ROAD
MODEL CITY, NY 14107

REGISTERED AGENT:



The limited liability company is required to file a Biennial Statement with the Department of State every two years pursuant to Limited Liability Company Law Section 301. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45 *

FEEs	235.00
FILING	200.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	25.00

PAYMENTS	235.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	235.00
OPAL	0.00
REFUND	0.00

318815TRT

DOS-1025 (04/2007)

CSC 45
Drawdown

ARTICLES OF ORGANIZATION 141001000687
OF
LEWISTON GREENHOUSE LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is

LEWISTON GREENHOUSE LLC

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

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is

C/O GARY E SMITH
4746 MODEL CITY ROAD
MODEL CITY, NY 14107

FOURTH: The limited liability company is to be managed by (check appropriate box):

- 1 or more members
- A class or classes of members
- 1 or more managers
- A class or classes of managers

/s/ Gary E. Smith

(signature)

Gary E. Smith, Organizer
(name and title)

687

CSC 45
Drawdown

ARTICLES OF ORGANIZATION
OF
LEWISTON GREENHOUSE LLC

Under Section 203 of the Limited Liability Company Law

FILED
2014 OCT -1 PM 3:28

Filed by:

Louis J. Micca, Esq.
30035 Tacket's Landing
Fairport, NY 14450

Document Ref# 318815TRT

DRAWDOWN

Ice
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 01 2014
TAX \$ _____
BY: MBR

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732

**UNANIMOUS WRITTEN CONSENT
OF ALL OF THE MEMBERS
OF
LEWISTON GREENHOUSE LLC**

The undersigned, being all members of the above-referenced New York limited company (the "Company"), do hereby consent to the following resolutions without a meeting, pursuant to Section 708(b) of the New York Business Corporation Law:

RESOLVED, that the Company be, and hereby is, authorized to enter into an agreement to grant membership interests to Oakview Holdings LLC and Oakwalk Holdings, LLC, as provided in Schedule A of the Amended Operating Agreement.

RESOLVED, that the Company's Operating Agreement be, and hereby is, amended in the form annexed hereto and executed by all of the members of the Company this 1 day of June, 2015.

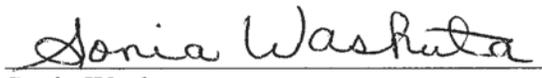
IN WITNESS WHEREOF, this Unanimous Consent has been executed with the intent that it be effective as of June 1, 2015



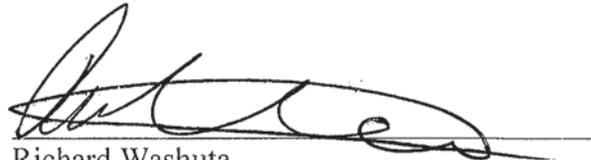
Lorie L. Washuta



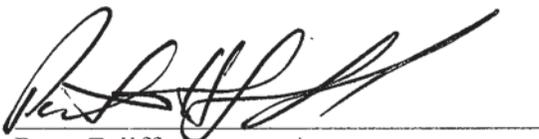
Gary E. Smith



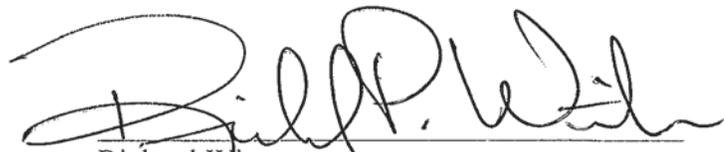
Sonia Washuta



Richard Washuta



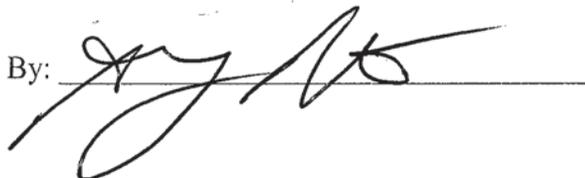
Peter Zelif

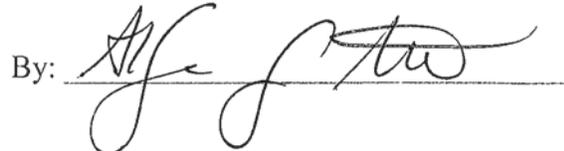


Richard Winter

Oakview Holdings LLC

Oakwalk Holdings LLC

By: 

By: 

AMENDED OPERATING AGREEMENT

LEWISTON GREENHOUSE LLC

THIS OPERATING AGREEMENT is made as of the 15th day of June, 2015, by and

between:

Gary E. Smith, with a mailing address of [REDACTED]

Lorie L. Washuta, with a mailing address at [REDACTED]

Richard Washuta, with a mailing address at [REDACTED]

Sonia Washuta, with a mailing address at [REDACTED]

Peter Zeliff, with a mailing address at [REDACTED]

Richard Winters, with a mailing address at [REDACTED]

Oakwalk Holdings LLC, with a mailing address of [REDACTED]

Oakview Holdings LLC, with a mailing address of [REDACTED]

[REDACTED] (referred to, collectively, as "Members").

RECITALS:

The Members desire to form a limited liability company to market a certain 12 acre greenhouse (the "Facility") located at 1430 Pletcher Road, Model City, New York, to prospective tenants and/or to identify alternative uses for the Facility and to conduct such other activities as they may hereafter determine to conduct in order to identify new uses and/or market the Facility to prospective tenants.

The parties wish to set forth their understanding as to the limited liability company and the terms and conditions under which it exists.

PROVISIONS:

NOW, THEREFORE, it is hereby agreed as follows:

ARTICLE I
NAME, PURPOSE AND TERM

- 1.1 Name. The name of the limited liability company is Lewiston Greenhouse LLC (the "Company").
- 1.2 Purpose. The purpose of the Company is to market the Facility to prospective tenants and/or to identify alternative uses for the facility and to conduct such other activities as they may hereafter determine to conduct in order to identify new uses and/or market the Facility to prospective tenants.
- 1.3 Principal Office. The principal office of the Company shall be located at 4746 Model City Road, Model City, New York 14107, or at such other place as the Members may from time to time designate. In addition, the Company may maintain such other offices as the Members may deem advisable at any other place or places.
- 1.4 Term. The Company shall be formed on the date of the filing of the Articles of Organization by the Secretary of State of the State of New York and shall continue until all or substantially all of the assets of the Company have been disposed of or until the Company is dissolved in accordance with the provisions of this Operating Agreement or by the law.
- 1.5 Company Property. All property or assets contributed to the Company or acquired with Company funds shall be deemed Company property acquired or continued in the name of the Company.
- 1.6 Designated Agent for Service of Process. The Member designated as the agent to receive service of process on behalf of the Company through the office of the Secretary of State of the State of New York shall be Gary E. Smith.

ARTICLE II
MEMBERS' INTERESTS; INITIAL CAPITAL CONTRIBUTIONS

- 2.1 Membership Interest. The interest of each Member shall be divided into units as set forth on Schedule A. Each Member's share of the profits and losses of the Company and of the distributions to Members made by the Company shall equal a fraction, the numerator of which shall be the number of units held by that Member and the denominator shall be the total number of units held by all Members ("Member's interest"). A Member's vote on all matters requiring a vote of the Members of the Company shall be in proportion to such Member's interest in the Company as determined in Schedule A annexed hereto.
- 2.2 Initial Capital Contributions. The total initial capital contribution shall be as indicated below. Allocation of such initial capital contribution among the members shall be made pursuant to the membership percentage interests listed in Schedule A annexed hereto.

- 2.3 Capital Accounts. Separate capital accounts shall be established and maintained for each Member. The Members' initial capital accounts shall be the value of the capital contributed by them as set forth in Schedule A annexed hereto. The capital accounts shall be increased by the respective amounts of any additional capital contribution, net income from operations, and gains, and shall be decreased by net losses from operations or other uses and any actual distributions made pursuant to Article VII.
- 2.4 Withdrawal of Contributions. No Member shall have the right to withdraw any capital contribution or to demand or receive the return of his or her contributions, except as specifically provided in this Operating Agreement or as otherwise provided by Law.
- 2.5 Additional Assessments.
- (a) The Company may call for additional contributions to the capital of the Company for any purpose upon the "consent of the Members" (as defined in Section 8.1). Any assessments shall be apportioned among the Members according to their interests in the Company, unless they agree otherwise in a writing signed by the Members.
 - (b) Contributions shall be due within thirty (30) days after a Member receives his or her respective written notice of the assessment. In the event that a Member defaults in the payment of an assessment, the Company shall have the right to recover the amount of the assessment from the defaulting Member, with interest at a rate equal to the interest rate charged by the Company's regular bank as of the due date for the assessment.

ARTICLE III **MEETINGS**

- 3.1 Annual Meetings. The Company may hold an annual meeting of the Members. The annual meeting of the Members shall be held, if at all, on or about December 15th of each year at 10:00 a.m. or on such other day and at such other hour as may be established by the Company. Such meetings shall be for the transaction of such business as may come before them.
- 3.2 Notice of Annual Meeting. Written notice of the place, date and hour of the annual meeting shall be given personally or by first class mail to each Member entitled to vote thereat, not less than ten (10) nor more than sixty (60) days prior to the meeting.
- 3.3 Special Meetings. Special meetings of the Members for any purpose or purposes unless otherwise prescribed by the statute or by the Articles of Organization, may be called by written request upon the written request by a majority of Members. Such request shall state the purpose or purposes of the proposed meeting.
- 3.4 Notice of Special Meeting. Written notice of a special meeting of the Members stating the place, date and hour of the meeting, the purpose or purposes for which the meeting is

called, and by or at whose direction it is being issued, shall be given personally or by first class mail to each Member, not less than ten (10) nor more than sixty (60) days prior to the meeting.

- 3.5 Quorum. Members representing at least fifty percent of the Membership Interest entitled to vote thereat, present in person or by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at all meetings of the Members. If a quorum is not present or represented at any meeting of the Members, Members entitled to vote thereat in person or represented by proxy shall have power to adjourn the meeting from time to time, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.
- 3.6 Voting. At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by proxy. Each Member shall be entitled to vote in proportion to each Member's interest as specified in Schedule A annexed hereto. All elections shall be determined by a plurality vote, and, except as otherwise provided by law or the Articles of Organization, all other matters shall be determined by the Consent of the Members present or represented at such meeting and voting on such questions.
- 3.7 Proxies. Every proxy must be executed in writing by Members or by their attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except in those cases where an irrevocable proxy is permitted by law.
- 3.8 Consents. Whenever by any provision of law (or of the Articles of Organization or this Operating Agreement), the vote of the Members at a meeting thereof is required or permitted to be taken in connection with any Company action, the meeting and vote of Members may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such Company action being taken. However, this Section shall not be construed to alter or modify any provision of law or of the Articles of Organization or this Operating Agreement under which the written consent of the holders of less than all Membership interests is sufficient for Company action.

ARTICLE IV MANAGEMENT

- 4.1 Management. Except as otherwise provided, the management of the Company shall be vested in the Members of the Company.
- 4.2 Authority of Members. The Company shall be managed by the Members and the conduct of the Company's business shall be controlled and conducted by the Members in accordance with this Agreement. In addition to any right and powers conferred by law or other

provisions of the Agreement, the Members shall have and may exercise on behalf of the Company all powers and rights necessary, proper, convenient or advisable to effectuate and carry out the purposes, business and objectives of the Company and to maximize Company profits. Such powers shall include, without limitation, the following:

- (a) To open accounts and deposit and maintain funds in the name of the Company in banks or savings and loan associations;
- (b) To determine the appropriate accounting method or methods to be used by the Company;
- (c) To commence lawsuits and other proceedings;
- (d) To retain accountants, attorneys or other agents to act on behalf of the Company;
- (e) To execute, acknowledge and deliver any and all instruments to effectuate the foregoing, and to take all such action in connection therewith as the Managers deem necessary or appropriate.

4.3 Limitations on the Authority of Members. Notwithstanding the foregoing, the Members may not make any of the following management decisions without obtaining the consent of two-thirds in interest of the Members:

- (a) To acquire, sell, assign, or otherwise transfer any interest in property;
- (b) To create any indebtedness for borrowed money whether or not secured;
- (c) To make, execute or deliver on behalf of the Company any assignment for the benefit of creditors or any guarantee, indemnity bond or surety bond;
- (d) To obligate the Company or any Member as a surety, guarantor or accommodation party to any obligation;
- (e) To confess any judgment on behalf of the Company;
- (f) To do any act which makes it impossible to carry on the ordinary business of the Company;
- (g) To make any decisions regarding any employee;
- (h) To obligate the Company in any manner for a liability in excess of \$10,000.

4.4 Tax Matters Members. The Members shall serve as Tax Matters Members as such term is defined in Code Section 6231(a)(7).

- 4.5 Indemnification. The Company shall defend, indemnify and hold harmless each Member from and against any and all actual or alleged losses, claims, damages, liabilities, costs and/or expenses including attorneys fees ("Damages") arising out of or in connection with any action taken by a Member pursuant to authority granted or otherwise in connection with this Operating Agreement; provided, however, that no defense or indemnification shall be made to or on behalf of any Member if a judgment or final adjudication adverse to such Member establishes (a) that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated or (b) that the Member personally gained a financial profit or other advantage to which the Member was not entitled.

ARTICLE V
TAX YEAR, BOOKS AND RECORDS,
FINANCIAL STATEMENTS, AND BANK ACCOUNTS

- 5.1 Tax Year. The Company, for accounting and income tax purposes, will operate on a calendar year beginning on January 1st of each year and ending on December 31st of each year.
- 5.2 Books and Records. The Members shall keep, or cause to be kept, books of account in which shall be entered fully and accurately in all material respects the transactions of the Company at the principal office of the Company. All books and records and this Operating Agreement and the amendments thereto shall at all times be maintained at the principal office of the Company. Any Member has the right to review the books and records and to a private audit, provided that it will be made at the expense of the Member desiring it and at reasonable times after notice.
- 5.3 Bank Accounts. All funds of the Company will be deposited in such separate bank account or accounts with each of the Members designated as an authorized signatory.

ARTICLE VI
MEMBERS' SHARES OF PROFITS AND LOSSES

- 6.1 Allocation of Profits and Losses. Items of income, gain, profits, losses, deduction and credit of the Company shall be allocated according to the Members' interest in the Company.
- 6.2 Determination of Profit and Loss. Profits and losses will be determined in accordance with the accounting method followed by the Company for federal income tax purposes.

ARTICLE VII
DISTRIBUTIONS

- 7.1 Contingency Reserve. The Members shall establish a reserve or reserves for contingencies as part of the annual operating budget prepared by the Members, which operating budget shall be subject to the Consent of the Members.
- 7.2 Distributions to Members. The Company will distribute to the Members any or all cash in excess of reserves at such time as a majority of the Members may establish. The distributions of cash shall be made to the Members in the proportions in which they share profits and losses provided under Section 6.1.

ARTICLE VIII
RIGHTS, DUTIES AND OBLIGATIONS
OF THE MEMBERS

- 8.1 Consent of the Members. The term "Consent of the Members" is defined to mean the written consent of the Members owning two-thirds of the interests in the Company. Each of the Members shall execute any documents and do any acts as may be necessary to effectuate any decisions made pursuant to the Consent of the Members.

ARTICLE IX
TRANSFER OF MEMBERSHIP INTERESTS

- 9.1 Transfer or Assignability of Membership Interests by Members. No Member shall have the right to sell, pledge or otherwise transfer ("Dispose of") his or her interest in the Company except with the Consent of the Members. In the event of the death or permanent disability of a Member, the Company shall, at the request of the disabled Member or the deceased Member's estate, purchase that Member's interest for its fair market value within 6 months of the date of the Member's request.

ARTICLE X
DISSOLUTION OF THE COMPANY

- 10.1 Dissolution of Company. The Company shall be dissolved upon the first occurrence of any of the following events:
- (a) December 31, 2060;
 - (b) Upon the Consent of the Members;
 - (c) The bankruptcy, death, dissolution, expulsion, incapacity or withdrawal of any Member unless within 180 days after such event the Company is continued by the vote of a majority in interest of all of the remaining Members;
 - (d) By operation of Law;
 - (e) Upon issuance of decree of dissolution pursuant to an application by or for a Member for judicial dissolution.
- 10.2 Winding Up of Company Affairs and Distribution of Assets. Upon dissolution of the Company, the business of the Company shall wind up and the assets of the business shall be used and distributed in the following order:
- (a) Payment of debts and liabilities to creditors, including Members who are creditors, to the extent permitted by law, other than liabilities for distributions to Members.
 - (b) Payment to Members or former Members in satisfaction of liabilities for distributions;
 - (c) Payment to the Members of the balance in each Member's capital account;

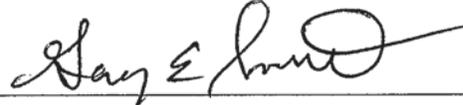
- (d) Payment of any remaining assets to each Member in accordance with his or her Percentage Interest.

ARTICLE XI
MISCELLANEOUS PROVISIONS

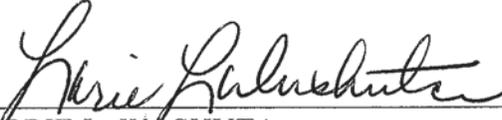
- 11.1 Notices. Any notice, payment demand or communication required or permitted to be given by any provision of this Agreement shall be deemed to have been sufficiently given or served for all purposes if delivered personally to the Member or if sent by registered or certified mail, postage and charges prepaid, addressed to the address of each Member as it appears in the records of the Company.
- 11.2 Application of New York Law. This Operating Agreement and the application and interpretation thereof shall be governed exclusively by its terms and by the internal laws of New York.
- 11.3 Dispute Resolution. In the event of a dispute arising out of or relating to this Operating Agreement or in breach of this Agreement, the Members hereby agree to submit the dispute to binding arbitration.
- 11.4 Amendments to Operating Agreement. This Operating Agreement may not be amended, modified, altered or restated, except by a duly executed written agreement among Members holding at least two-thirds of the Membership Interest, and shall be legally binding on all Members at such time as it is duly executed by all of the Members.
- 11.5 Severability. Every provision of this Agreement is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity of the remainder of the terms or provisions within this Agreement.
- 11.6 Successors. Subject to the limits on transferability contained herein, each and all of the covenants, terms, provisions and agreements herein contained shall be binding upon and inure to the benefit of the successors, heirs and assigns, of the respective parties hereto.
- 11.7 Superseding Effect. This Agreement supersedes any and all prior negotiations and understandings of any kind, with respect to the subject matter hereof, and contains all of the terms and provisions of the Agreement between the parties hereto with respect to the subject matter hereof. There are no oral understandings, statements or stipulations bearing upon the effect of this Agreement which have not been incorporated herein.
- 11.8 Number and Gender. In interpreting this Agreement, the masculine gender includes the feminine, the feminine gender includes the masculine, the singular includes the plural, and the plural includes the singular whenever the context so requires.
- 11.9 Counterparts. This Operating Agreement may be executed in one or more counterparts, all of which shall be deemed to be one and the same agreement, and shall become a binding agreement when one or more counterparts have been signed by each of the parties

and delivered to each of the other parties. Any signature delivered by a party by facsimile transmission shall be deemed to be an original signature.

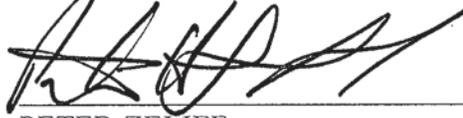
IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement the day and year first above written.



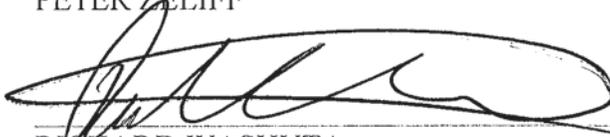
GARY E. SMITH



LORIE L. WASHUTA



PETER ZELIFF



RICHARD WASHUTA



SONIA WASHUTA

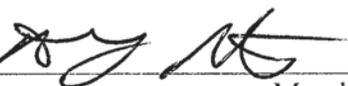


RICHARD WINTER

OAKWALK HOLDINGS LLC

By: 
ALFONSE J. MUTO, Member

OAKVIEW HOLDINGS LLC

By: 
ALFONSE MUTO, Member

SCHEDULE A

Names and Addresses	Capital Contribution	Ownership Interest	Voting Interest
A. <u>Members</u>			
<u>Founding Members:</u>			
Gary E. Smith [REDACTED]			
Lorie L. Washuta [REDACTED]			
Richard H. Washuta [REDACTED]			
Sonia Washuta [REDACTED]			
Peter Zeliff [REDACTED]			
Richard Winters 295 Main Street, Suite 214 Buffalo, NY 14203			
<u>Mutos:</u>			
Oakwalk Holdings LLC 305 Oak Street Lewiston, NY 14092	\$2.50	2.5%	2.5%
Oakview Holdings LLC 230 Berryman Drive Amherst, NY 14226	\$2.50	2.5%	2.5%
B. <u>Interest Holders</u>			
None			
Total	\$100.00	100%	100%

Herbal Agriculture LLC

Application question #76

Statement indicating anticipated source and use

**of funds for constructing, leasing, renting or purchasing
dispensary facilities.**

The anticipated sources and uses of funds to be used and required for the indicated dispensary locations will be as follows (all sites identified are conditional on being designated one of the NYSDOH Medical Marihuana licenses and approval of applicable State and local laws and regulations):

201 Wolf St. Syracuse, NY – This facility has a lease option in place that required a \$60,000 non-refundable deposit that was made and included in the detail of business transactions paid as part of the application process. This option will convert to a Lease if the applicant is designated as a Registered Organization. All build out including the uses of funds at this site that includes framing, electrical, plumbing, etc. to allow for compliance with NYSDOH rules and regulations will begin in August, 2015, and the sources of funds will be internally funded through the eight (8) Members of Herbal Agriculture LLC. See Appendix B section of application for this dispensary site timeline in completing build out preparing site for product delivery and sale of product to Certified Patients. Personal financial statements of these Members can be provided if required.

6 Main St. Tonawanda, NY – This facility has a Contract to purchase Real Property that required a deposit of \$25,000 and is included in the detail of business transactions paid as part of the application process. The closing of this purchase contract will take place in the County Clerk's office on August 15, 2015. All build out including the uses of funds at this site that includes framing, electrical, plumbing, etc. to allow for compliance with NYSDOH rules and regulations will begin in September, 2015, and the sources of funds will be internally funded through the eight (8) Members of Herbal Agriculture LLC. See Appendix B section of application for this dispensary site timeline in completing build out preparing site for product delivery and sale of product to Certified Patients. Personal financial statements of these Members can be provided if required.

1115 Conklin St. Conklin, NY – This facility has a lease option in place that required a \$4,200 deposit for first and last month's rent that was made and included in the detail of business transactions paid as part of the application process. This option will convert to a Lease if the applicant is designated as a Registered Organization. All build out including the uses of funds at this site that includes framing, electrical, plumbing, etc. to allow for compliance with NYSDOH rules and regulations will begin in September, 2015, and the sources of funds will be internally funded through the eight (8) Members of Herbal Agriculture LLC. See Appendix B section of application for this dispensary site timeline in completing build out preparing site for product delivery and sale of product to Certified Patients. Personal financial statements of these Members can be provided if required.

330 W. 38th St NY, NY – This facility has a lease option in place. This option will convert to a Lease if the applicant is designated as a Registered Organization. All build out including the uses of funds at this site

that includes framing, electrical, plumbing, etc. to allow for compliance with NYSDOH rules and regulations will begin in August, 2015, and the sources of funds will be internally funded through the eight (8) Members of Herbal Agriculture LLC. See Appendix B section of application for this dispensary site timeline in completing build out preparing site for product delivery and sale of product to Certified Patients. Personal financial statements of these Members can be provided if required.

Herbal Agriculture LLC

Attachment A

Application question #80

Identification of all Real Property, Buildings and Facilities

to be used in manufacturing and dispensing activities

Manufacturing Facility:

Property located at 1430 Pletcher Road, Lewiston NY, 14174, and will be leased through an affiliate company H2Gro LLC pending designation as Registered Organization.

Dispensary Locations:

1. Property located at 201 Wolf Street Syracuse NY, 13208, and has signed lease dated May 29, 2015.
2. Property located at 6 Main Street Tonawanda NY, 14150, and has a letter of intent to purchase the property dated May 29, 2015.
3. Property located at 1115 Conklin Rd. Conklin NY 13748, and has a signed lease dated June 2, 2015.
4. Property located at 330 W. 38th St. NY, NY 10018, and has a signed leased dated June 4, 2015.



HERBAL AGRICULTURE EQUIPMENT LISTS & ROOMS
Identification of Equipment to Be Used in the Manufacture, Processing and
Quality Assurance of Products plus Security and Day to Day Operations

LABORATORY & PACKING

List of equipment type, brief description of planned use, make and model of equipment that satisfies the requirements for planned use. Equipment of different models or of different manufactures may be substituted as long as they are of equivalent or superior functionality and meets the requirements of the planned use. Only equipment that potentially has direct impact on product quality, consistency, and purity, or impacts manufacture efficiency, or for meeting lab safety, or reporting and tracking of manufacturing and quality assurance are included in the list. Equipment may be eliminated in the final plan build-out if it is determined that a particular use is not required to assure quality of the final product to the required standard. List does not include description of software; critical software is described in a following section(s).

LAB & PACKING - See Drawing # 12-75 (Found in Appendix B)

1)	Mass Balance; General Industrial scale for heavy weight measurement: Mettler-Toledo BBA231 Industrial Bench Scale, or equivalent.
2)	Mass Balance; Precision analytical scale for laboratory measurements; Mettler-Toledo XPE1202S or equivalent.
3)	SFE System; Equipment optimized for supercritical CO2 extraction of cannabinoids from cannabis plant material: Waters Corporation SFE Bio-Botanical Extraction System for supercritical fluid extraction or equivalent.
4)	SFC System; fractionation and purification of individual cannabinoids from extracted product (THC and CBD) using supercritical CO2 preparative chromatography. Waters SFC350 Preparative System or equivalent.
5)	Refrigerator; For destearination of product: TemPure Scientific 25 cubic ft laboratory refrigerator 4°C hinged glass door or equivalent.
6)	Freezer; For storage of reference material: TemPure Scientific 30 cubic ft premier manual defrost lab freezer with solid swing door or equivalent.
7)	Centrifuge; for clarification of produce after destearination: Thermo Scientific Sorvall RC 12BR Plus large capacity centrifuge or equivalent.

This record should be deemed exempt from FOIL pursuant to Public Officers Law § 87 as it contains trade secrets or critical infrastructure information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security

8)	Centrifuge; general purpose bench top laboratory centrifuge: Thermo Scientific Heraeus Clinifuge Centrifuge or equivalent.
9)	Vacuum Evaporator; Vacuum distillation of the product for further purification: KNF Rotary Evaporator RC900 or equivalent.
10)	HPLC; high performance liquid chromatographic system for analysis of purity and content. Waters Corporation Alliance HPLC or equivalent.
11)	HPLC UV Detection; ultraviolet wavelength detector for HPLC for analyses based of UV detection methods. Waters 2489 or equivalent.
12)	HPLC FLD Detection; fluorescence detector for HPLC for analyses based on fluorescence detection; Waters 2475 or equivalent.
13)	Single Quadrupole Mass Spectrometer; general purpose mass spectrometric detector for HPLC for cannabinoid profile verification; Waters QDa or equivalent.
14)	Tandem Quadrupole Mass Spectrometer; high sensitivity mass spectrometric detector for HPLC for cannabinoid profile verification, stability studies, pesticide analysis; Waters Xevo TQD or equivalent.
15)	ICP-AES; Inductively-Coupled Plasma Atomic Emission Spectroscopy for analysis of metal contaminants in product; Perkin Elmer 8x00 ICP-OES Spectrophotometer or equivalent.
16)	ELISA Reader; for performing ELISA based analyses; Molecular Device EMax Plus Microplate Reader or equivalent.
17)	BioLumix; Instrument for rapid and automated microbiology analysis (microbiological enumeration); BioLumix Inc. Instrument or equivalent.
18)	pH meter; for general laboratory pH measurement needs; Thermo Scientific Orion Star A111 or equivalent.
19)	Computer Workstations; Computers used for data analysis, as process system controllers, or analytical instrument controllers; Various sources to meet specifications dictated by manufacture of software and instrumentation and 21 CFR part 11 compliance.
20)	Server; Computer server for general server uses: Print server, DHCP server, Database Management Systems, Laboratory Data Management Systems, Security systems, etc.; Various sources to meet specification dictated by manufacture of software and 21 CFR part 11 compliance.
21)	Dishwasher; laboratory grade glassware dishwasher and sanitizer; Labconco Freestanding Glassware Washer or equivalent.
22)	Ultrapure Water Generator; ultra-high purity water for formulation, cleaning, analytical, general laboratory needs; EMD Millipore Milli-Q Direct Water Purification System or equivalent.
23)	Glassware. Miscellaneous laboratory glassware and plastic-ware. Beakers, volumetric flasks, volumetric cylinders, boiling flasks, round bottom flasks, vials, test tubes, pipettes, Erlenmeyer flasks, petri dishes, eppendorf tubes, centrifuge tubes. Standard laboratory grades, various sources.
24)	Flammable Solvent Storage Cabinet; safe storage of flammables. Global Industrial Eagle Compact Flammable Cabinet - Manual Close Door, 4 Gallon or equivalent.
25)	Variable Volume Pipetters; for precision measurement of liquid volumes for analytical methodologies; Gilson Pipetman Starter Kit or equivalent.

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26)	Lab Benches; laboratory grade lab benches for general lab work. Global Industrial Lab Design Work Benches with steel cabinetry and epoxy countertops or equivalent.
27)	Storage Cabinets; laboratory grade storage cabinets with lockable doors; Global Industrial All-Welded Clear View Storage Cabinets or equivalent.
28)	Sample Vaults; secure storage of reference materials and product samples; ACS Catalog Narcotics Locking Cabinet, product code LS-3901MAW or equivalent
29)	Vacuum Oven (Quantity 1); Model SVAC2E
30)	Flammable Storage Cabinets (Quantity 2); Model H-1565S-Y
31)	6kg Scale (Quantity 1); For weighing of raw hemp, Model SWS-SW6000N
32)	OHAUS Scale (Quantity 1); For weighing batches, Model T71P
33)	Hot Plate (Quantity 1); Model HP72935-60
34)	Buchi 20L Rotary Evaporator (Quantity 3), Model R-220
35)	Buchi Recirculating Chiller (Quantity 3), Model F-125
36)	Welch Chemical Duty Vacuum Pump (Quantity 5), 2014
37)	Vacuum Chamber (Quantity 1), Custom
38)	5 gallon stainless steel pots with valve (Quantity 4)
39)	Air mixers (Quantity 2), Model GV151101
40)	Air Compressor (Quantity 1)
41)	20L reaction flask cork ring support (Quantity 2)
42)	5 gallon carboys (8), Model F107940050
43)	Golan 10 µm in-line filters, Model 40-375
44)	Leave-in thermometers – OXO, “Good Grips” (Quantity 3), Model 1158800V3
45)	Pyrex baking dishes (Quantity 12)
46)	Hot Gloves (Quantity 1)

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47)	Stainless steel food containers - 7L to 10L (Quantity 10)
48)	Large polycontainers; For spent plant material
49)	Timers with alarms (Quantity 4)
50)	30" x 70" Stainless Steel Tables (Quantity 4)
51)	25 µm and 73 µm mesh filter bags (Quantity 6)
52)	Vacuum rated tubing (vacuum lines) ¼" ID, 50 feet
53)	Vinyl hoses (coolant lines) 3/8", ½"
54)	1 to 5 mL sterile sampling syringes (Quantity 500)
55)	Silicone Spatulas
56)	Nitrile lab gloves (Quantity 1 Case)
57)	Flame Resistant Lab Coats (Quantity 2 per person), Model KNL2RB
58)	Lab glasses (Quantity 1 per person), Model EF8844B
59)	Fire extinguishers
60)	Ventilation Equipment (Venting IPA fumes)
61)	ProFiller 3700 Bench-Top Capsule Filling Systems (Quantity 8)

EXTRACTION ROOM - See Drawing # 12-75 (Found in Appendix B)

Twelve CO2 Extraction Machines	
1) Waters Technologies	SFE-2x5LF system
2) Waters Technologies	SFE-2x5LF system
3) Waters Technologies	SFE-2x5LF system
4) Waters Technologies	SFE-2x5LF system

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5) Waters Technologies	SFE-2x5LF system
6) Waters Technologies	SFE-2x5LF system
7) Waters Technologies	SFE-2x5LF system
8) Waters Technologies	SFE-2x5LF system
9) Waters Technologies	SFE-2x5LF system
10) Waters Technologies	SFE-2x5LF system
11) Waters Technologies	SFE-2x5LF system
12) Waters Technologies	SFE-2x5LF system

PLANT QUARRANTINE AREA - See Drawing # 12-75 (Found in Appendix B)

Racks	Carts
Shelving	

PROPOGATION TISSUE CULTURE AREA - See Drawing # 12-75 (Found in Appendix B)

Purair® Basic Ductless Fume Hoods	
Polystyrene, 50x9 mm Agar Petri Dishes Bulk	
Appendix A SOPs	
Reverse Osmosis Water	
STERILMATIC STM-E Analog Steam Sterilizer – Autoclave	
Glass ware and measuring devices	

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DRYER ROOMS (15 ROOMS) - See Drawing # 12-75 (Found in Appendix B)

Dry 1	TRiQ Vulcan 50 dryer
Dry 2	TRiQ Vulcan 50 dryer
Dry 3	TRiQ Vulcan 50 dryer
Dry 4	TRiQ Vulcan 50 dryer
Dry 5	TRiQ Vulcan 50 dryer
Dry 6	TRiQ Vulcan 50 dryer
Dry 7	TRiQ Vulcan 50 dryer
Dry 8	TRiQ Vulcan 50 dryer
Dry 9	TRiQ Vulcan 50 dryer
Dry 10	TRiQ Vulcan 50 dryer
Dry 11	TRiQ Vulcan 50 dryer
Dry 12	TRiQ Vulcan 50 dryer
Dry 13	TRiQ Vulcan 50 dryer
Dry 14	TRiQ Vulcan 50 dryer
Dry 15	TRiQ Vulcan 50 dryer

VAULT - See Drawing # 12-75 (Found in Appendix B)

Racks	
Shelving	
Carts	

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CUTTING - See Drawing # 12-75 (Found in Appendix B)

Forceps	
Scalpels	
Rooting Hormone Stim-Root #1	
BM24 Ellepot Trays	

HARDENING - See Drawing # 12-75 (Found in Appendix B)

LED lighting	
Racking System	
Irrigation System	
BM24 Ellepot Trays	

BOILER - See Drawing # 12-75 (Found in Appendix B)

C02 Economiser	Heating Supply Pumps & Valves
1 Heat Exchanger	Water Softener
2 Expansion Tanks	2 Heating Return Pumps
1 Gas back-up Boiler	2 Heating Return Pumps for Greenhouse
Switch Gear for back-up Generator	4 Heating Supply Pumps for Greenhouse
CO2 Pump (Vaporizer)	Transfer Pump to little Greenhouse
Irrigation Preheat Pump	Closed Loop Filling Pump (Fresh Water)
Packhouse Heating Pump	Corridor/Tank Room Pump
Loading Dock Pump	

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IRRIGATION - See Drawing # 12-75 (Found in Appendix B)

Hanna pH meter	2 "A" Tank Mixing Tanks
Hanna Ec Meter	2 "B" Mixing Tanks
Misting System	Main Filling System (Irrigation)
2 UV Sterilizers	2 Acid Tanks
3 Large Sand Filters	
3 Main Irrigation Systems	

TOOLS - See Drawing # 12-75 (Found in Appendix B)

Snips/Scissors for trimming	
Snips/Pruners for harvest	
Sterile single use gloves	
Disposable Booties	

TRASH - See Drawing # 12-75 (Found in Appendix B)

30 cy. Roll-off	

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MILLING - See Drawing # 12-75 (Found in Appendix B)

Miracle Mixer	
3.5 c.f. Stainless Steel Food Grade	

SOIL MIXING & DISINFECTING - See Drawing # 12-75 (Found in Appendix B)

Javo Bail Tipper	
Javo Potting Machine	
Javo Watering system	
Convevor	

POTTING ROOM - See Drawing # 12-75 (Found in Appendix B)

Dillen STD 4" containers bulk	Dilled STD 10" containers bulk
Premier Premium Hydroponic soil Media Bulk Bales	

WASHING ROOM - See Drawing # 12-75 (Found in Appendix B)

Container washer and sterilizer/dryer	

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SHIPPING & RECEIVING - See Drawing # 12-75 (Found in Appendix B)

Racking	

STORAGE - See Drawing # 12-75 (Found in Appendix B)

Eagle 45 gallon Pesticide Cabinet	

GREENHOUSE ROOM 1 - See Drawing # 11-67 (Found in Appendix B)

Not in use in Phase 1	
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GREENHOUSE ROOM 2 - See Drawing # 11-67 (Found in Appendix B)

Not in use in Phase 1	
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GREENHOUSE ROOM 3 - See Drawing # 11-67 (Found in Appendix B)

Forceps	LED Lighting
Scalpels	Rack System
Root Hormone Stim-Root 1	Irrigation System
BM24 Ellepot Trays	BM24 Ellepot Trays

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GREENHOUSE ROOM 4 - See Drawing # 11-67 (Found in Appendix B)

Not in use in Phase 1	

GREENHOUSE ROOM 5 - See Drawing # 11-67 (Found in Appendix B)

Dillen STD 4" containers	Dilled STD 10" Containers
Premier Premium Hydroponic Soil Media Bulk Bales	LED Lighting

GREENHOUSE ROOM 6 - See Drawing # 11-67 (Found in Appendix B)

Not in use in Phase 1	

GREENHOUSE ROOM 7 - See Drawing # 11-67 (Found in Appendix B)

Not in use in Phase 1	

GREENHOUSE ROOM 8 - See Drawing # 11-67 (Found in Appendix B)

RPC picking trays	
Stainless Steel Picking Carts	

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GREENHOUSE ROOM 9 - See Drawing # 11-67 (Found in Appendix B)

Not in use in Phase 1	

GREENHOUSE ROOM 10 - See Drawing # 11-67 (Found in Appendix B)

RPC picking trays	
Stainless steel picking carts	
Pesticide tank and Pump	
Pesticide Boom/nozzle applicator	

GREENHOUSE ROOM 11 - See Drawing # 11-67 (Found in Appendix B)

Mobile Tables for Vegetative Stage	

GREENHOUSE ROOM 12 - See Drawing # 11-67 (Found in Appendix B)

Flower Gutters	Stainless Steel Picking Carts
Picking Trays	Pesticide Boom/Nozzle Applicator

ADMIN OFFICES - See Drawing # 12-75 (Found in Appendix B)

4 Office Furniture Set-ups	Copiers
Computers	Filing Cabinets

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SECURITY DEVICES & PLACEMENTS

ACCESS CONTROL & HARDWARE	PLACEMENT
01 - ENTRY PROX READER WITH KEYPAD	RECEIVING EXIT PLETCHER ROAD
01 - EXIT PROX READER ONLY	RECEIVING EXIT PLETCHER ROAD
01 - STEEL DOOR CONTACT	RECEIVING EXIT PLETCHER ROAD
01 - DOOR HELD OPEN/FORCED OPEN PIEZO	RECEIVING EXIT PLETCHER ROAD
02 - ENTRY PROX READER WITH KEYPAD	RECEIVING/EMPLOYEE ENTRANCE PLETCHER ROAD
02 - EXIT PROX READER ONLY	RECEIVING/EMPLOYEE ENTRANCE PLETCHER ROAD
02 - STEEL DOOR CONTACT	RECEIVING/EMPLOYEE ENTRANCE PLETCHER ROAD
02 - DOOR HELD OPEN/FORCED OPEN PIEZO	RECEIVING/EMPLOYEE ENTRANCE PLETCHER ROAD
03 - ENTRY PROX READER WITH KEYPAD	SHIPPING ENTRANCE HAROLD ROAD
03 - EXIT PROX READER ONLY	SHIPPING ENTRANCE HAROLD ROAD
03 - STEEL DOOR CONTACT	SHIPPING ENTRANCE HAROLD ROAD
03 - DOOR HELD OPEN/FORCED OPEN PIEZO	SHIPPING ENTRANCE HAROLD ROAD
04 - ENTRY PROX READER WITH KEYPAD	MAIN GREENHOUSE HALLWAY AIRLOCK/MANTRAP
04 - EXIT PROX READER ONLY	MAIN GREENHOUSE HALLWAY AIRLOCK/MANTRAP
04 - STEEL DOOR CONTACT	MAIN GREENHOUSE HALLWAY AIRLOCK/MANTRAP
04 - DOOR HELD OPEN/FORCED OPEN PIEZO	MAIN GREENHOUSE HALLWAY AIRLOCK/MANTRAP

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ACCESS CONTROL & HARDWARE	PLACEMENT
05 - ENTRY PROX READER WITH KEYPAD	SOIL PREP STAFF ENTRANCE
05 - EXIT PROX READER ONLY	SOIL PREP STAFF ENTRANCE
05 - STEEL DOOR CONTACT	SOIL PREP STAFF ENTRANCE
05 - DOOR HELD OPEN/FORCED OPEN PIEZO	SOIL PREP STAFF ENTRANCE
06 - ENTRY PROX READER WITH KEYPAD	SOIL PREP CHANGE TO HALL ENTRANCE
06 - EXIT PROX READER ONLY	SOIL PREP CHANGE TO HALL ENTRANCE
06 - STEEL DOOR CONTACT	SOIL PREP CHANGE TO HALL ENTRANCE
06 - DOOR HELD OPEN/FORCED OPEN PIEZO	SOIL PREP CHANGE TO HALL ENTRANCE
07 - ENTRY PROX READER WITH KEYPAD	MOTHER/SEEDLING ENTRANCE
07 - EXIT PROX READER ONLY	MOTHER/SEEDLING ENTRANCE
07 - STEEL DOOR CONTACT	MOTHER/SEEDLING ENTRANCE
07 - DOOR HELD OPEN/FORCED OPEN PIEZO	MOTHER/SEEDLING ENTRANCE
08 - ENTRY PROX READER WITH KEYPAD	HALLWAY 1 DRYING
08 - EXIT PROX READER ONLY	HALLWAY 1 DRYING
08 - STEEL DOOR CONTACT	HALLWAY 1 DRYING
08 - DOOR HELD OPEN/FORCED OPEN PIEZO	HALLWAY 1 DRYING

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ACCESS CONTROL & HARDWARE	PLACEMENT
09 - ENTRY PROX READER WITH KEYPAD	HALLWAY 2 DRYING
09 - EXIT PROX READER ONLY	HALLWAY 2 DRYING
09 - STEEL DOOR CONTACT	HALLWAY 2 DRYING
09 - DOOR HELD OPEN/FORCED OPEN PIEZO	HALLWAY 2 DRYING
10 - ENTRY PROX READER WITH KEYPAD	PROCESSING STAFF ENTRANCE/MANTRAP
10 - EXIT PROX READER	PROCESSING STAFF ENTRANCE/MANTRAP
10 - STEEL DOOR CONTACT	PROCESSING STAFF ENTRANCE/MANTRAP
10 - DOOR HELD OPEN/FORCED OPEN PIEZO	PROCESSING STAFF ENTRANCE/MANTRAP
11 - ENTRY PROX READER WITH KEYPAD	PROCESSING STAFF ENTRANCE/MANTRAP TO STAFF LUNCH
11 - EXIT PROX READER ONLY	PROCESSING STAFF ENTRANCE/MANTRAP TO STAFF LUNCH
11 - STEEL DOOR CONTACT	PROCESSING STAFF ENTRANCE/MANTRAP TO STAFF LUNCH
11 - DOOR HELD OPEN/FORCED OPEN PIEZO	PROCESSING STAFF ENTRANCE/MANTRAP TO STAFF LUNCH
12 - ENTRY PROX READER WITH KEYPAD	COOL STORAGE ENTRANCE
12 - EXIT PROX READER ONLY	COOL STORAGE ENTRANCE
12 - STEEL DOOR CONTACT	COOL STORAGE ENTRANCE
12 - DOOR HELD OPEN/FORCED OPEN PIEZO	COOL STORAGE ENTRANCE

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ACCESS CONTROL & HARDWARE	PLACEMENT
13 - ENTRY PROX READER WITH KEYPAD	LAB TO HIGH SECURITY HALLWAY
13 - EXIT PROX READER ONLY	LAB TO HIGH SECURITY HALLWAY
13 - STEEL DOOR CONTACT	LAB TO HIGH SECURITY HALLWAY
13 - DOOR HELD OPEN/FORCED OPEN PIEZO	LAB TO HIGH SECURITY HALLWAY
14 - ENTRY PROX READER WITH KEYPAD	HIGH SECURITY HALLWAY TO VAULT MANTRAP
14 - EXIT PROX READER ONLY	HIGH SECURITY HALLWAY TO VAULT MANTRAP
14 - STEEL DOOR CONTACT	HIGH SECURITY HALLWAY TO VAULT MANTRAP
14 - DOOR HELD OPEN/FORCED OPEN PIEZO	HIGH SECURITY HALLWAY TO VAULT MANTRAP
15 - ENTRY PROX READER WITH KEYPAD	MANTRAP TO VAULT
15 - EXIT PROX READER ONLY	MANTRAP TO VAULT
15 - STEEL DOOR CONTACT	MANTRAP TO VAULT
15 - DOOR HELD OPEN/FORCED OPEN PIEZO	MANTRAP TO VAULT
16 - ENTRY PROX READER WITH KEYPAD	MANTRAP TO PRODUCT QUARANTINE
16 - EXIT PROX READER ONLY	MANTRAP TO PRODUCT QUARANTINE
16 - STEEL DOOR CONTACT	MANTRAP TO PRODUCT QUARANTINE
16 - DOOR HELD OPEN/FORCED OPEN PIEZO	MANTRAP TO PRODUCT QUARANTINE

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ACCESS CONTROL & HARDWARE	PLACEMENT
17 - ENTRY PROX READER WITH KEYPAD	MANTRAP TO PRODUCT SHIPPING CORRIDOR
17 - EXIT PROX READER ONLY	MANTRAP TO PRODUCT SHIPPING CORRIDOR
17 - STEEL DOOR CONTACT	MANTRAP TO PRODUCT SHIPPING CORRIDOR
17 - DOOR HELD OPEN/FORCED OPEN PIEZO	MANTRAP TO PRODUCT SHIPPING CORRIDOR
18 - ENTRY PROX READER WITH KEYPAD	HIGH SECURITY HALL TO PRODUCT SHIPPING CORRIDOR
18 - EXIT PROX READER ONLY	HIGH SECURITY HALL TO PRODUCT SHIPPING CORRIDOR
18 - STEEL DOOR CONTACT	HIGH SECURITY HALL TO PRODUCT SHIPPING CORRIDOR
18 - DOOR HELD OPEN/FORCED OPEN PIEZO	HIGH SECURITY HALL TO PRODUCT SHIPPING CORRIDOR
19 - ENTRY PROX READER WITH KEYPAD	SECURITY EXTERIOR ENTRANCE
19 - EXIT PROX READER ONLY	SECURITY EXTERIOR ENTRANCE
19 - STEEL DOOR CONTACT	SECURITY EXTERIOR ENTRANCE
19 - DOOR HELD OPEN/FORCED OPEN PIEZO	SECURITY EXTERIOR ENTRANCE

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ACCESS CONTROL & HARDWARE	PLACEMENT
CABINET ONE	
12 DOOR CABINET	Secure Server Room
2 DOOR ACCESS CONTROL UNIT	Secure Server Room
2 DOOR ACCESS CONTROL UNIT	Secure Server Room
4 DOOR EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
4 DOOR EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
TAMPER SWITCH	Secure Server Room
CABINET Two	
12 DOOR CABINET	Secure Server Room
2 DOOR ACCESS CONTROL UNIT	Secure Server Room
2 DOOR ACCESS CONTROL UNIT	Secure Server Room
4 DOOR EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
4 DOOR EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
TAMPER SWITCH	Secure Server Room

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ACCESS CONTROL & HARDWARE	PLACEMENT
CABINET THREE	
12 DOOR CABINET	Secure Server Room
2 DOOR ACCESS CONTROL UNIT	Secure Server Room
2 DOOR ACCESS CONTROL UNIT	Secure Server Room
4 DOOR EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
4 DOOR EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
TAMPER SWITCH	Secure Server Room
TWO DOOR ACCESS EXPANSION KIT	Secure Server Room
12V 7AH BATTERY	Secure Server Room
WIRE IN TRANSFORMER	Secure Server Room
TAMPER SWITCH	Secure Server Room

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DOOR & OVERHEAD DOOR CONTACTS	LOCATION
C1- Exterior Gate Contact	Northeast Receiving Exit
C2- Exterior Gate Contact	Northwest Employee/Receiving Entrance
C3- Exterior Gate Contact	East Product Shipping Entrance
C4- STEEL DOOR CONTACT	Emergency Exit Zone 1
C5- STEEL DOOR CONTACT	Emergency Exit Zone 1
C6- STEEL DOOR CONTACT	Emergency Exit Zone 2
C7- STEEL DOOR CONTACT	Emergency Exit Zone 2
C8- STEEL DOOR CONTACT	Emergency Exit Zone 3
C9- STEEL DOOR CONTACT	Emergency Exit Zone 3
C10- STEEL DOOR CONTACT	Emergency Exit Zone 4
C11- STEEL DOOR CONTACT	Emergency Exit Zone 4
C12- STEEL DOOR CONTACT	Emergency Exit Zone 5
C13- STEEL DOOR CONTACT	Emergency Exit Zone 5
C14- STEEL DOOR CONTACT	Emergency Exit Zone 6
C15- STEEL DOOR CONTACT	Emergency Exit Zone 6
C16- STEEL DOOR CONTACT	Emergency Exit Zone 7
C17- STEEL DOOR CONTACT	Emergency Exit Zone 7
C18- STEEL DOOR CONTACT	Emergency Exit Zone 8
C19- STEEL DOOR CONTACT	Emergency Exit Zone 8
C20- STEEL DOOR CONTACT	Emergency Exit Zone 9

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DOOR & OVERHEAD DOOR CONTACTS	LOCATION
C21- STEEL DOOR CONTACT	Emergency Exit Zone 9
C22- STEEL DOOR CONTACT	Emergency Exit Zone 10
C23- STEEL DOOR CONTACT	Emergency Exit Zone 10
C24- STEEL DOOR CONTACT	Emergency Exit Zone 11
C25- STEEL DOOR CONTACT	Emergency Exit Zone 11
C26- STEEL DOOR CONTACT	Emergency Exit Zone 12
C27- STEEL DOOR CONTACT	Emergency Exit Zone 12
C28- OVERHEAD DOOR CONTACT	Soil Delivery
C29- STEEL DOOR CONTACT	Soil Staff Entrance
C30- STEEL DOOR CONTACT	Drying Emergency Exit
C31- STEEL DOOR CONTACT	Drying Emergency Exit
C32- STEEL DOOR CONTACT	Processing Lunch Emergency Exit
C33- STEEL DOOR CONTACT	Processing Staff Entrance
C34- STEEL DOOR CONTACT	Processing Office Hall Emergency Exit
C35- STEEL DOOR CONTACT	Security Exterior Exit
C36- STEEL DOOR CONTACT	Security Interior Exit 1
C37- OVERHEAD DOOR CONTACT	High Security Hall, Northeast Corner
C38- OVERHEAD DOOR CONTACT	Product Shipping Corridor
C39- OVERHEAD DOOR CONTACT	Trash
C40- OVERHEAD DOOR CONTACT	Boiler

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DOOR & OVERHEAD DOOR CONTACTS	LOCATION
C41- OVERHEAD DOOR CONTACT	Boiler
C42- OVERHEAD DOOR CONTACT	Irrigation
C43- STEEL DOOR CONTACT	Plant Destruction
C44- STEEL DOOR CONTACT	Processing/Lunch Mantrap
C45- STEEL DOOR CONTACT	Processing/Office Mantrap
C46- STEEL DOOR CONTACT	Processing Office to Clean Area
C47- STEEL DOOR CONTACT	Security to Hallway
C48- STEEL DOOR CONTACT	Processing Change/Decon. to Processing
C49- STEEL DOOR CONTACT	Pot Sorting/Hallway to General Storage
C50- STEEL DOOR CONTACT	Cool Storage Entrance
C51- STEEL DOOR CONTACT	Cool Storage to Milling
C52- STEEL DOOR CONTACT	Milling to Extraction
C53- STEEL DOOR CONTACT	Lab & Packaging to High Security Hall
C54- STEEL DOOR CONTACT	High Security Hall to Mantrap
C55- STEEL DOOR CONTACT	Mantrap/Vault
C56- STEEL DOOR CONTACT	Mantrap to Quarantine
C57- STEEL DOOR CONTACT	Mantrap to Shipping Corridor
C58- STEEL DOOR CONTACT	High Security Hall to Product Shipping
C59- OVERHEAD DOOR CONTACT	Trash Interior
C60- STEEL DOOR CONTACT	Trash Man Door

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DOOR & OVERHEAD DOOR CONTACTS	LOCATION
C61- STEEL DOOR CONTACT	Boiler Interior
C62- STEEL DOOR CONTACT	Irrigation Interior
C63- STEEL DOOR CONTACT	Greenhouse Airlock
C64- STEEL DOOR CONTACT	Greenhouse Airlock
C65- STEEL DOOR CONTACT	Greenhouse Staff, Next to Custodian
C66- STEEL DOOR CONTACT	Greenhouse Airlock
C67- STEEL DOOR CONTACT	Potting Line
C68- STEEL DOOR CONTACT	Potting Line
C69- STEEL DOOR CONTACT	Drying Interior
C70- STEEL DOOR CONTACT	Drying Interior
C71- STEEL DOOR CONTACT	Zone 1 Entrance
C72- STEEL DOOR CONTACT	Zone 1
C73- STEEL DOOR CONTACT	Zone 2
C74- STEEL DOOR CONTACT	Zone 2
C75- STEEL DOOR CONTACT	Zone 3
C76- STEEL DOOR CONTACT	Zone 3
C77- STEEL DOOR CONTACT	Zone 4
C78- STEEL DOOR CONTACT	Zone 4
C79- STEEL DOOR CONTACT	Zone 5
C80- STEEL DOOR CONTACT	Zone 5

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DOOR & OVERHEAD DOOR CONTACTS	LOCATION
C81- STEEL DOOR CONTACT	Zone 6
C82- STEEL DOOR CONTACT	Zone 6
C83- STEEL DOOR CONTACT	Zone 7
C84- STEEL DOOR CONTACT	Zone 7
C85- STEEL DOOR CONTACT	Zone 8
C86- STEEL DOOR CONTACT	Zone 8
C86- STEEL DOOR CONTACT	Zone 9
C88- STEEL DOOR CONTACT	Zone 9
C89- STEEL DOOR CONTACT	Zone 10
C70- STEEL DOOR CONTACT	Zone 10
C71- STEEL DOOR CONTACT	Zone 11
C92- STEEL DOOR CONTACT	Zone 11
C93- STEEL DOOR CONTACT	Zone 12
C94- STEEL DOOR CONTACT	Zone 12

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EXTERIOR CAMERAS	PLACEMENTS
E1-1.3-3MP, IR, IP66, 8-32mm	Zone 1, NW Corner Looking South
E1A-1.3-3MP, IR, IP66, 8-32mm	Zone 1, NW Corner Looking East
E21.3-3MP, IR, IP66, 8-32mm	Zone 1, Midspan
E3-1.3-3MP, IR, IP66, 8-32mm	Zone 1, Midspan
E4-1.3-3MP, IR, IP66, 8-32mm	Zone1/3 North
E5-1.3-3MP, IR, IP66, 8-32mm	Zone 1/3 North
E6-1.3-3MP, IR, IP66, 8-32mm	Zone 1, Midspan West
E7-1.3-3MP, IR, IP66, 8-32mm	Zone 1, Midspan West
E8-1.3-3MP, IR, IP66, 8-32mm	Mid Point, Zone 1 / 2, West Wall
E9-1.3-3MP, IR, IP66, 8-32mm	Mid appoint, Zone 1 / 2, West Wall
E10-1.3-3MP, IR, IP66, 8-32mm	Zone 2, Midspan West
E11-1.3-3MP, IR, IP66, 8-32mm	Zone 2, Midspan West
E12-1.3-3MP, IR, IP66, 8-32mm	Zone 2, Southwest Corner Looking North
E12A-1.3-3MP, IR, IP66, 8-32mm	Zone 2, Southwest Corner Looking East
E13-1.3-3MP, IR, IP66, 8-32mm	Zone 2, Midspan South
E14-1.3-3MP, IR, IP66, 8-32mm	Zone 2, Midspan South
E15-1.3-3MP, IR, IP66, 8-32mm	Zone 2/4 South
E16-1.3-3MP, IR, IP66, 8-32mm	Zone 2/4 South
E17-1.3-3MP, IR, IP66, 8-32mm	Zone 3, Midspan North
E18-1.3-3MP, IR, IP66, 8-32mm	Zone 3, Midspan North
E19-1.3-3MP, IR, IP66, 8-32mm	Zone 3/5 North
E20-1.3-3MP, IR, IP66, 8-32mm	Zone 3/5 North

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EXTERIOR CAMERAS	PLACEMENTS
E21-1.3-3MP, IR, IP66, 8-32mm	Zone 4 Midspan South
E22-1.3-3MP, IR, IP66, 8-32mm	Zone 4 Midspan South
E23-1.3-3MP, IR, IP66, 8-32mm	Zone 4/6
E24-1.3-3MP, IR, IP66, 8-32mm	Zone 4/6
E25-1.3-3MP, IR, IP66, 8-32mm	Zone 5 Midspan North
E26-1.3-3MP, IR, IP66, 8-32mm	Zone 5 Midspan North
E27-1.3-3MP, IR, IP66, 8-32mm	Zone 5/7
E28-1.3-3MP, IR, IP66, 8-32mm	Zone 5/7
E29-1.3-3MP, IR, IP66, 8-32mm	Zone 6 Midspan South
E30-1.3-3MP, IR, IP66, 8-32mm	Zone 6 Midspan South
E31-1.3-3MP, IR, IP66, 8-32mm	Zone 6/8
E32-1.3-3MP, IR, IP66, 8-32mm	Zone 6/8
E33-1.3-3MP, IR, IP66, 8-32mm	Zone 7/9
E34-1.3-3MP, IR, IP66, 8-32mm	Zone 7/9
E35-1.3-3MP, IR, IP66, 8-32mm	Zone 8 Midspan South
E36-1.3-3MP, IR, IP66, 8-32mm	Zone 8 Midspan South
E37-1.3-3MP, IR, IP66, 8-32mm	Zone 8/10
E38-1.3-3MP, IR, IP66, 8-32mm	Zone 8/10
E39-1.3-3MP, IR, IP66, 8-32mm	Zone 9/11
E40-1.3-3MP, IR, IP66, 8-32mm	Zone 9/11

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EXTERIOR CAMERAS	PLACEMENTS
E41-1.3-3MP, IR, IP66, 8-32mm	Zone 10 Midspan South
E42-1.3-3MP, IR, IP66, 8-32mm	Zone 10 Midspan South
E43-1.3-3MP, IR, IP66, 8-32mm	Zone 10/12
E44-1.3-3MP, IR, IP66, 8-32mm	Zone 10/12
E45-1.3-3MP, IR, IP66, 8-32mm	Zone 11/Soil Delivery
E46-1.3-3MP, IR, IP66, 8-32mm	Zone 11/Soil Delivery ID Greenhouse Staff Looking East
E47-1.3-3MP, IR, IP66, 8-32mm	Zone 12 Midspan South
E48-1.3-3MP, IR, IP66, 8-32mm	Zone 12 Midspan South
E49-1.3-3MP, IR, IP66, 8-32mm	Zone 12 Southeast Corner Looking West
E50-1.3-3MP, IR, IP66, 8-32mm	Zone 12 Southeast Corner Looking North
E51-1.3-3MP, IR, IP66, 8-32mm	Denatured Waste Southeast Corner Looking West
E52-1.3-3MP, IR, IP66, 8-32mm	Denatured Waste Southeast Corner Looking North
E53-1.3-3MP, IR, IP66, 8-32mm	Irrigation Southeast Corner Looking North
E54-1.3-3MP, IR, IP66, 8-32mm	Boiler/Trash
E55-1.3-3MP, IR, IP66, 8-32mm	Boiler/Trash
E56-1.3-3MP, IR, IP66, 8-32mm	Product Shipping/Vault
E57-1.3-3MP, IR, IP66, 8-32mm	Product Shipping/Vault
E58-1.3-3MP, IR, IP66, 8-32mm	Security Northeast Corner Looking South
E59-1.3-3MP, IR, IP66, 8-32mm	Security Northeast Corner Looking West
E60-1.3-3MP, IR, IP66, 8-32mm	Process Staff Entrance, ID

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EXTERIOR CAMERAS	PLACEMENTS
E61-1.3-3MP, IR, IP66, 8-32mm	Process Lunch Northwest Corner Looking East
E62-1.3-3MP, IR, IP66, 8-32mm	Drying Northeast Corner Looking West
E63-1.3-3MP, IR, IP66, 8-32mm	Drying Northeast Corner Looking East
E64-1.3-3MP, IR, IP66, 8-32mm	Northwest Receiving Exit ID
E65-1.3-3MP, IR, IP66, 8-32mm	Northeast Receiving/Employee Entrance ID
E66-1.3-3MP, IR, IP66, 8-32mm	East Product Shipping Entrance ID

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INTERIOR CAMERAS	PLACEMENTS
C1-1.3-3MP, IR, IP66, 8-32mm	West End Main Hall Greenhouse
C2-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 1/3 Looking East
C3-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 1/3 Looking West
C4-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 3/5 Looking East
C5-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 3/5 looking West
C6-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 5/7 Looking East
C7-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 5/7 Looking West
C8-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 8/10 Looking East
C9-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 8/10 Looking West
C10-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 10/12 Looking East
C11-1.3-3MP, IR, IP66, 8-32mm	Main Hall Zone 10/12 Looking West
C12-1.3-3MP, IR, IP66, 8-32mm	Main Hall Airlock
C13-1.3-3MP, IR, IP66, 8-32mm	Zone 1 Southwest Corner
C14-1.3-3MP, IR, IP66, 8-32mm	Zone 1 Southeast Corner
C15-1.3-3MP, IR, IP66, 8-32mm	Zone 2 Northeast Corner
C16-1.3-3MP, IR, IP66, 8-32mm	Zone 2 Northwest Corner
C17-1.3-3MP, IR, IP66, 8-32mm	Zone 3 Southeast Corner
C18-1.3-3MP, IR, IP66, 8-32mm	Zone 3 Southwest Corner
C19-1.3-3MP, IR, IP66, 8-32mm	Zone 4 Northeast Corner
C20-1.3-3MP, IR, IP66, 8-32mm	Zone 4 Northwest Corner

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INTERIOR CAMERAS	PLACEMENTS
C21-1.3-3MP, IR, IP66, 8-32mm	Zone 5 Southeast Corner
C22-1.3-3MP, IR, IP66, 8-32mm	Zone 5 Southwest Corner
C23-1.3-3MP, IR, IP66, 8-32mm	Zone 6 Northeast Corner
C24-1.3-3MP, IR, IP66, 8-32mm	Zone 6 Northwest Corner
C25-1.3-3MP, IR, IP66, 8-32mm	Zone 7 Southeast Corner
C26-1.3-3MP, IR, IP66, 8-32mm	Zone 7 Southwest Corner
C27-1.3-3MP, IR, IP66, 8-32mm	Zone 8 Northeast Corner
C28-1.3-3MP, IR, IP66, 8-32mm	Zone 8 Northwest Corner
C29-1.3-3MP, IR, IP66, 8-32mm	Zone 9 Southeast Corner
C30-1.3-3MP, IR, IP66, 8-32mm	Zone 9 Southwest Corner
C31-1.3-3MP, IR, IP66, 8-32mm	Zone 10 Northeast Corner
C32-1.3-3MP, IR, IP66, 8-32mm	Zone 10 Northwest Corner
C33-1.3-3MP, IR, IP66, 8-32mm	Zone 11 Southeast Corner
C34-1.3-3MP, IR, IP66, 8-32mm	Zone 11 Southwest Corner
C35-1.3-3MP, IR, IP66, 8-32mm	Zone 12 Northeast Corner
C36-1.3-3MP, IR, IP66, 8-32mm	Zone 12 Northwest Corner
C37-1.3-3MP, IR, IP66, 8-32mm	Greenhouse Staff Entrance
C38-1.3-3MP, IR, IP66, 8-32mm	Mother/Seedlings
C39-1.3-3MP, IR, IP66, 8-32mm	Cuttings
C40-1.3-3MP, IR, IP66, 8-32mm	Staff Change Hall

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INTERIOR CAMERAS	PLACEMENTS
C41-1.3-3MP, IR, IP66, 8-32mm	Cart Sanitation to Hardening
C42-1.3-3MP, IR, IP66, 8-32mm	Kitchen/Hardening
C43-1.3-3MP, IR, IP66, 8-32mm	Main Hall to Pot Sorting
C44-1.3-3MP, IR, IP66, 8-32mm	Main Hall Mantrap/Airlock
C45-1.3-3MP, IR, IP66, 8-32mm	Drying Hall
C46-1.3-3MP, IR, IP66, 8-32mm	Dry 1
C47-1.3-3MP, IR, IP66, 8-32mm	Dry 2
C48-1.3-3MP, IR, IP66, 8-32mm	Dry 3
C49-1.3-3MP, IR, IP66, 8-32mm	Dry 4
C50-1.3-3MP, IR, IP66, 8-32mm	Dry 5
C51-1.3-3MP, IR, IP66, 8-32mm	Dry 6
C52-1.3-3MP, IR, IP66, 8-32mm	Dry 7
C53-1.3-3MP, IR, IP66, 8-32mm	Dry 8
C54-1.3-3MP, IR, IP66, 8-32mm	Dry 9
C55-1.3-3MP, IR, IP66, 8-32mm	Dry 10
C56-1.3-3MP, IR, IP66, 8-32mm	Dry 11
C57-1.3-3MP, IR, IP66, 8-32mm	Dry 12
C58-1.3-3MP, IR, IP66, 8-32mm	Dry 13
C59-1.3-3MP, IR, IP66, 8-32mm	Dry 14
C60-1.3-3MP, IR, IP66, 8-32mm	Dry 15

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INTERIOR CAMERAS	PLACEMENTS
C61-1.3-3MP, IR, IP66, 8-32mm	Dry Hall Southwest Entrance
C62-1.3-3MP, IR, IP66, 8-32mm	Dry Hall Southeast Entrance
C63-1.3-3MP, IR, IP66, 8-32mm	Processing Mantrap
C64-1.3-3MP, IR, IP66, 8-32mm	Processing Office
C65-1.3-3MP, IR, IP66, 8-32mm	Security
C66-1.3-3MP, IR, IP66, 8-32mm	Cool Storage
C67-1.3-3MP, IR, IP66, 8-32mm	Milling
C68-1.3-3MP, IR, IP66, 8-32mm	Extraction
C69-1.3-3MP, IR, IP66, 8-32mm	Extraction
C70-1.3-3MP, IR, IP66, 8-32mm	Extraction
C71-1.3-3MP, IR, IP66, 8-32mm	Extraction
C72-1.3-3MP, IR, IP66, 8-32mm	Lab & Packing
C73-1.3-3MP, IR, IP66, 8-32mm	Lab & Packing
C74-1.3-3MP, IR, IP66, 8-32mm	Lab & Packing
C75-1.3-3MP, IR, IP66, 8-32mm	Lab & Packing
C76-1.3-3MP, IR, IP66, 8-32mm	High Security Hall, Northeast Corner Looking East
C77-1.3-3MP, IR, IP66, 8-32mm	High Security Hall, Northeast Corner Looking South
C78-1.3-3MP, IR, IP66, 8-32mm	High Security Hall, South End looking North
C79-1.3-3MP, IR, IP66, 8-32mm	Vault Mantrap
C80-1.3-3MP, IR, IP66, 8-32mm	Vault

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INTERIOR CAMERAS	PLACEMENTS
C81-1.3-3MP, IR, IP66, 8-32mm	Vault
C82-1.3-3MP, IR, IP66, 8-32mm	Vault
C83-1.3-3MP, IR, IP66, 8-32mm	Vault
C84-1.3-3MP, IR, IP66, 8-32mm	Product Quarantine
C85-1.3-3MP, IR, IP66, 8-32mm	Shipping Office
C86-1.3-3MP, IR, IP66, 8-32mm	Product Shipping Corridor
C87-1.3-3MP, IR, IP66, 8-32mm	Product Shipping Corridor
C88-1.3-3MP, IR, IP66, 8-32mm	Pot Sorting Northeast Corner
C89-1.3-3MP, IR, IP66, 8-32mm	Denatured Waste
VIDEO RECORDING / SWITCHES	PLACEMENT
SIX 32 CHANNEL NVR, 16TB STORAGE	Security Room
FOUR-27" MONITORS	Security Room
UPS POWER SUPPLIES SIZED FOR SYSTEM	Security Room
16-24 PORT POE SWITCHES	Throughout Facility

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DEVICES	PLACEMENTS
PANIC BUTTONS - 40	Issued & returned every shift
128 Zone Security panels – 2	Secure Server Room, Office
Expanders - 30	Secure Server Room, Office
Repeaters	Located as Required
K1-Keypad: Partition Activation & Duress	Soil/Staff Entrance
K2- Keypad: Partition Activation & Duress	Soil/Staff Hall Entrance
K3- Keypad: Partition Activation & Duress	Mother/Clone Entrance
K4- Keypad: Partition Activation & Duress	Dry Hall Entrance
K5- Keypad: Partition Activation & Duress	Greenhouse Airlock
K6- Keypad: Partition Activation & Duress	Cool Storage
K7- Keypad: Partition Activation & Duress	Extraction
K8- Keypad: Partition Activation & Duress	Lab
K9- Keypad: Partition Activation & Duress	Vault
K10- Keypad: Partition Activation & Duress	Product Shipping Corridor
K11- Keypad: Partition Activation & Duress	Zone 1
K12- Keypad: Partition Activation & Duress	Zone 2
K13- Keypad: Partition Activation & Duress	Zone 3
K14- Keypad: Partition Activation & Duress	Zone 4
K15- Keypad: Partition Activation & Duress	Zone 5
K16- Keypad: Partition Activation & Duress	Zone 6

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DEVICES	PLACEMENT
K17- Keypad: Partition Activation & Duress	Zone 7
K18- Keypad: Partition Activation & Duress	Zone 8
K19- Keypad: Partition Activation & Duress	Zone 9
K20- Keypad: Partition Activation & Duress	Zone 10
K21- Keypad: Partition Activation & Duress	Zone 11
K22- Keypad: Partition Activation & Duress	Zone 12

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MOTION BEAMS & SEISMIC SENSORS	PLACEMENT
B1-EXTERIOR MOTION BEAM	Perimeter/Interior Fence, NW
B2- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, Receiving Exit
B3- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, North Fence
B4- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, North Fence
B5- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, North Fence
B6- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, North Fence
B7- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, East Fence, Northeast Corner
B8- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, East Fence, Shipping Entrance
B9- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, East Fence, Southeast Corner
B10- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, South Fence
B11- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, South Fence
B12- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, South Fence
B13- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, South Fence
B14- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, South Fence
B15- EXTERIOR MOTION BEAM	Perimeter/Interior Fence, West Fence
B17- INTERIOR MOTION BEAM	Zone 1, South Wall
B18- INTERIOR MOTION BEAM	Zone 2, North Wall
B19- INTERIOR MOTION BEAM	Zone 3, South Wall
B20- INTERIOR MOTION BEAM	Zone 4, North Wall

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MOTION BEAMS & SEISMIC SENSORS	PLACEMENT
B21- INTERIOR MOTION BEAM	Zone 5, South Wall
B22- INTERIOR MOTION BEAM	Zone 6, North Wall
B23- INTERIOR MOTION BEAM	Zone 7, South Wall
B24- INTERIOR MOTION BEAM	Zone 8, North Wall
B25- INTERIOR MOTION BEAM	Zone 9, South Wall
B26- INTERIOR MOTION BEAM	Zone 10, North Wall
B27- INTERIOR MOTION BEAM	Zone 11, South Wall
B28- INTERIOR MOTION BEAM	Zone 12, North Wall
S1- SEISMIC SENSOR	Vault
S2- SEISMIC SENSOR	Vault
S3- SEISMIC SENSOR	Vault
S4-SEISMIC SENSOR	Vault

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MOTION SENSORS	PLACEMENT
M1- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 1, NW Corner
M2- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 1, Mid West Wall
M3- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 1, Mid West Wall
M4- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 2, Mid West Wall
M5- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 2, Mid West Wall
M6- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 2, SE Corner
M7- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 1/3 Wall
M8- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 1/3 Wall
M9- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 2/4 Wall
M10- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 2/4 Wall
M11- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 3/5 Wall
M12- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 3/5 Wall
M13- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 4/6 Wall
M14- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 4/6 Wall
M15- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 5/7 Wall
M16- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 5/7 Wall
M17- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 6/8 Wall

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M18- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 6/8 Wall
M19- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 7/9 Wall
M20- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 7/9 Wall

MOTION SENSORS	PLACEMENT
M21- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 8/10 Wall
M22- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 8/10 Wall
M23- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 9/11 Wall
M24- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 9/11 Wall
M25- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 10/12 Wall
M26- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 10/12 Wall
M27- EXTERIOR LASER DETECTOR	Pole Mount, Greenhouse Perimeter, Zone 12, SE Corner
M30- INTERIOR MOTION SENSOR	Staff Entrance Hall, Soil, North End
M31- INTERIOR MOTION SENSOR	Staff Entrance Hall, East End
M32- INTERIOR MOTION SENSOR	Soil Delivery
M33- INTERIOR MOTION SENSOR	Soil Mix, NE Corner
M34- INTERIOR MOTION SENSOR	Soil Mix, SW Corner
M35- INTERIOR MOTION SENSOR	Potting Line, Northeast Corner
M36- INTERIOR MOTION SENSOR	Potting Line, Southwest Corner
M37- INTERIOR MOTION SENSOR	Mother/Seedlings, Northeast Corner

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M38- INTERIOR MOTION SENSOR	Mother Seedlings, Southwest Corner
M39- INTERIOR MOTION SENSOR, LONG RANGE	West Dry Hall, South End
M40- INTERIOR MOTION SENSOR, LONG RANGE	West Dry Hall, North End

MOTION SENSORS	PLACEMENT
M41- INTERIOR MOTION SENSOR	East Dry Hall, North End
M42- INTERIOR MOTION SENSOR	East Dry Hall, South End
M43- INTERIOR MOTION SENSOR, Long Range	Pot Sorting, NW Corner
M43A- INTERIOR MOTION SENSOR, Long Range	Pot Sorting, SE Corner
M44- INTERIOR MOTION SENSOR	Denatured Waste, NW Corner
M45- INTERIOR MOTION SENSOR	Denatured Waste, SE Corner
M46- INTERIOR MOTION SENSOR	Irrigation, NE Corner
M47- INTERIOR MOTION SENSOR	Boiler, NE Corner
M48- INTERIOR MOTION SENSOR	Trash, NE Corner
M49- INTERIOR MOTION SENSOR	Product Shipping Corridor, NE Corner
M50- INTERIOR MOTION SENSOR	High Security Mantrap
M51- INTERIOR MOTION SENSOR	Vault, NE Corner
M52- INTERIOR MOTION SENSOR	Vault, SW Corner
M53- INTERIOR MOTION SENSOR	Shipping Office
M54- INTERIOR MOTION SENSOR	Cool Storage
M55- INTERIOR MOTION SENSOR	Milling

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M56- INTERIOR MOTION SENSOR	Extraction, NE Corner
M57- INTERIOR MOTION SENSOR	Extraction, SW Corner
M58- INTERIOR MOTION SENSOR	Lab & Packing, NE Corner
M59- INTERIOR MOTION SENSOR	Lab & Packing, SW Corner
M60- INTERIOR MOTION SENSOR	High Security Hall, NE Corner
M61- INTERIOR MOTION SENSOR	Processing Staff Entrance Mantrap
M62- INTERIOR MOTION SENSOR	Processing Office, NE Corner
M63- INTERIOR MOTION SENSOR	Processing Office, SW Corner
M64- INTERIOR MOTION SENSOR	Security

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Transportation

2015 Freightliner	Metal Lock Box secured to floor
Sprinter Cargo Van equipped with GPS tracking and 2-way radio communication	I.D. Badges
Package will include front portion to exclude view into cargo	Product Manifest

Distribution

Manifest form from Grow to Dispensary	I.D. Badges

Sales

Tracking Software	Computer/Server
Security Equipment (See Attachment H)	Dosing & Administration Instructions
Warning Labels	Registry

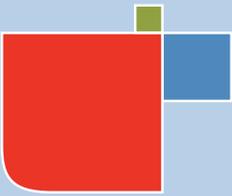
Dispensing Activities

Computer/Server	I.D. Badges
Security Equipment (See Attachment H)	Printers

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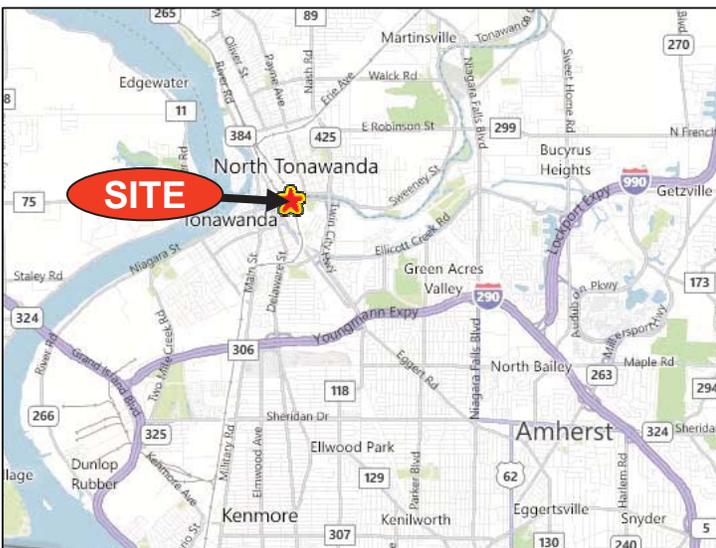


6 MAIN STREET

Tonawanda, NY
Northwest Corner Niagara Street

OFFICE / REDEVELOPMENT FOR SALE

9,210sf AVAILABLE



CITY OF TONAWANDA AREA REDEVELOPMENT OPPORTUNITY

BUILDING SIZE	9,210 ± Sq.Ft.
LOT SIZE	.87 ± Acres
ZONING	C2
PARKING	40 Spaces

- Former Bank Location Offering an Excellent Redevelopment Opportunity
- Two-Story Brick Structure with Full Basement
- Signalized Corner Location Offering Superb Visibility
- Easily Convertible to Many Different Uses
- Located in the Heart of the City of Tonawanda / North Tonawanda Canal Side Entertainment Area
- Excellent Demographics & Traffic Counts
- Easy Thruway & Expressway Access

DEMOGRAPHICS	1 Mile	3 Mile	5 Mile
Population	13,106	76,774	200,168
Avg. HH Income	\$49,788	\$61,052	\$61,478

TRAFFIC COUNTS

- 18,125 AADT on Main Street
- 7,700 AADT on Niagara Street

IDEAL FOR

- Bank
- Office Building
- Medical Building
- Credit Union
- Restaurant
- Entertainment Use

FOR MORE INFORMATION, PLEASE CONTACT:

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Attachment D – Operating Plan

Section 1 – Manufacturing

Manufacturing

Operating Plan

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Attachment D – Operating Plan

Section 2 – Transport and Distribution

Transport and Distribution

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Attachment D – Operating Plan

Section 3 – Dispensing and Sales

Dispensing and Sales

Operating Plan

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Attachment D – Operating Plan

Section 4 – Devices

Devices

Operating Plan

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Attachment D – Operating Plan

Section 5 – Security and Control

**Security and Control
Operating Plan**

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Attachment D – Operating Plan

Section 6 – Standard Operating Procedures



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

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Attachment D – Operating Plan

Section 6 – Standard Operating Procedures

- Please see separately bound Standard Operating Procedures Manual -



Table of Contents

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



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



Attachment D – Operating Plan

Section 7 – Quality Assurance Plans

Quality Assurance Plan

Operating Plan

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

Confidential

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Attachment D – Operating Plan

Section 8 – Returns, Complaints, Adverse Events
and Recalls

Returns, Complaints, Adverse Events and Recalls

Operating Plan

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Attachment D – Operating Plan

Section 9- Product Quality Assurance

Product Quality Assurance

Operating Plan

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Page 20



Attachment D – Operating Plan

Section 10- Recordkeeping

Recordkeeping

Operating Plan

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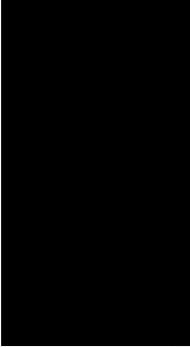
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Herbal Agriculture LLC

Attachment E

Question #84 - Identification of all those holding an interest or ownership in the applicant on the Applicant's submission date

<u>Member</u>	<u>% Interest</u>
Gary Smith	
Peter Zeliff	
Lorie Washuta	
Richard Washuta	
Sonia Washuta	
Rick Winter	
Alfonse Muto	
Alfonse Muto, Jr.	
	<u>100%</u>

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

HERBAL AGRICULTURE LLC

UNDER SECTION 211 OF THE LIMITED LIABILITY COMPANY LAW

Filed By:

COLLIGAN LAW L.L.P.
Attorneys at Law
12 Fountain Plaza, Suite 600
Buffalo, NY 14202
(716) 885-1150



**AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
HERBAL AGRICULTURE LLC**

UNDER SECTION 211 OF THE LIMITED LIABILITY COMPANY LAW

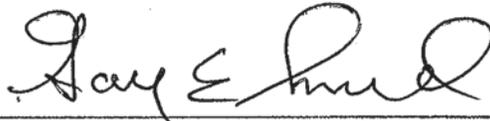
FIRST: The name of the limited liability company is Herbal Agriculture LLC.
The name under which the limited liability company was organized was Inland Port Associates LLC.

SECOND: The date of filing of the Articles of Organization was May 10, 2012.

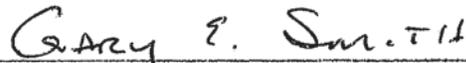
THIRD: The Articles of Organization are hereby amended to add two (2) additional paragraphs, numbered "4" and "5", to read as follows:

"4. The limited liability company shall be managed by one or more managers.

5. The limited liability company shall initially have a single class of members. Additional classes of members may be created from time to time in accordance with the provisions of the Operating Agreement, having such relative rights, powers, preferences and limitations as may from time to time be established pursuant to the Operating Agreement, including rights, powers, preferences, limitations and duties senior to existing classes of members."



Signature of a member or authorized representative of a member



Typed or printed name of signer

STATE OF NEW YORK

DEPARTMENT OF STATE

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



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 13, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

130510000 640

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

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF**

Inland Port Associates LLC

(Insert Name of Domestic Limited Liability Company)
Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

Inland Port Associates LLC

If the name of the limited liability company has been changed, the name under which it was organized is:

SECOND: The date of filing of the articles of organization is: 5/10/2012

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the limited liability company would read as follows: Paragraph *First* of the Articles of Organization relating to *the limited liability company name* is hereby amended to read as follows: *First: The name of the limited liability company is ... (new name) ...*)

Paragraph 1 of the Articles of Organization relating to

the name of the limited liability company

is hereby amended to read as follows:

First: The name of the limited liability company is: Herbal Agriculture LLC

130510000640

X /s/ Rich Palumbo

(Signature)

Rich Palumbo

(Type or print name)

Capacity of signer (Check appropriate box):

- Member
- Manager
- Authorized Person

RECEIVED
2013 MAY 10 PM 12:08

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF

Inland Port Associates LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

ICC

Filed by:

Delaney Corporate Services, Ltd

(Name)

99 Washington Ave, Ste 805A

(Mailing address)

Albany, NY 12210

(City, State and Zip code)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 10 2013

TAX \$

BY:

JCA

NOTE: This form was prepared by the New York State Department of State for filing a certificate of amendment of a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only.)

JCA

DRAWDOWN
DELANEY #30

691

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

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First: The name of the limited liability company is: Herbal Agriculture LLC

X _____
(Signature)

Rich Palumbo

(Type or print name)

Capacity of signer (Check appropriate box):

- Member
- Manager
- Authorized Person

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF

Inland Port Associates LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

Filed by: Delaney Corporate Services, Ltd

(Name)
99 Washington Ave, Ste 805A

(Mailing address)
Albany, NY 12210

(City, State and Zip code)

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(For office use only.)

FILING RECEIPT

=====

ENTITY NAME: HERBAL AGRICULTURE LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC)
NAME

COUNTY: MONR

=====

FILED:05/10/2013 DURATION:***** CASH#:130510000691 FILM #:130510000640

FILER:

DELANEY CORPORATE SERVICES, LTD.
99 WASHINGTON AVE, STE 805A

ALBANY, NY 12210

ADDRESS FOR PROCESS:

REGISTERED AGENT:



=====

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEEs	120.00

FILING	60.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	50.00

PAYMENTS	120.00

CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	120.00
OPAL	0.00
REFUND	0.00

=====

DOS-1025 (04/2007)

Richard A. Palumbo
Attorney and Counselor at Law

11 State Street
Pittsford, New York 14534
Telephone: (585) 899-6032
email: rpalumbo@bplaw.us.com

June 19, 2013

New York State Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza
99 Washington Avenue
Albany, New York 12231

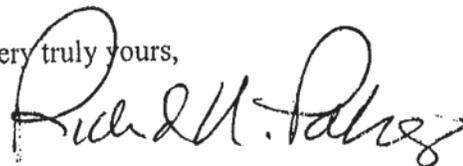
Re: Address Change of Herbal Agriculture LLC

Dear Sirs and Madames:

Enclosed with this letter is a completed form, prepared in accordance with Section 805-A of the Business Corporations Law, changing the post office address of Herbal Agriculture LLC, a New York limited liability company. I am also enclosing my law firm's check, in the amount of \$5.00 and payable to the Department of State, as the filing fee for this matter.

Please provide me with written confirmation regarding your receipt and acceptance of this notice. Thank you.

Very truly yours,



Richard A. Palumbo

cc: Brendan McCafferty

new address of the undersigned Agent. The undersigned Agent mailed a notice of the proposed change of address to the Domestic Corporation not less than thirty days prior to the date of delivery of this Certificate to the Department of State. The Domestic Corporation has not objected to the change of address effected hereby. The undersigned Agent is authorized by Business Corporation Law section 805-A(b) to sign and deliver this Certificate.

(Signature)

Richard A. Palumbo

(Type or Print Name of "Agent")

Richard A. Palumbo

If the "Agent" is not a natural person, type or print the name and title of person signing this Certificate on behalf of the "Agent"

CERTIFICATE OF CHANGE

OF

(Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

Filer's Name

Herbal Agriculture LLC

Address

4746 Model City Road

City, State and Zip Code

Lewiston, New York 14092

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of change to change the address of the agent for service of process of a domestic corporation. This form is designed to satisfy the minimum filing requirements pursuant to the Business Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$5 filing fee made payable to the "Department of State."



STATE OF NEW YORK
DEPARTMENT OF STATE
One Commerce Plaza, 99 Washington Avenue
ALBANY, NY 12231-0001

Andrew M. Cuomo
Governor

Cesar A. Peráles
Secretary of State

July 23, 2013

HERBAL AGRICULTURE LLC
4746 MODEL CITY ROAD
LEWISTON, NY 14092

RE: Change of HERBAL AGRICULTURE LLC

Dear Sir/Madam:

Thank you for your recent submission. The enclosed document(s) has been reviewed pursuant to the appropriate statutes. We regret we have not been able to file this document(s) and it is being returned to you for the following reasons:

Please note the incorrect form was submitted as this is not a corporation. A form you may wish to use is included.

The name of the entity must be set forth in the title clauses in those places marked with an *.

The certificate has been submitted without the appropriate fee which is \$30.00 and should be made payable to the Department of State.

The remittance submitted with the filing is also returned herewith.

You may wish to include a daytime telephone number with your re-submission to assist this office in processing your filing in a timely manner, should any further questions remain. The telephone number we may reach you at is (____)_____.

Please return a copy of this letter with your re-submission to facilitate the processing of your certificate(s).

Sincerely,

Megan
Division of Corporations
(518)473-0040

130722000140

OGDEN UT 84201-0034

In reply refer to: 0427678662
May 20, 2014 LTR 104C 0
201312 06
00000812
BODC: SB

HERBAL AGRICULTURE LLC
RICHARD A PALUMBO MBR
11 STATE ST
PITTSFORD NY 14534

Taxpayer Identification Number: [REDACTED]
Tax Period(s): Dec. 31, 2013

Form: 1065

Dear Taxpayer:

The information we received indicates you changed your address. However, we need further verification before we can make the address change to our records. Please complete a Form 8822-B, Change of Address - Business, and include your Employer Identification Number. For more information about this form, visit our website at www.irs.gov.

If you need forms, schedules or publications to respond to this letter, you can obtain them by visiting the IRS website at www.irs.gov or calling 1-800-TAX-FORM (1-800-829-3676).

If you have any questions, please call us toll free at 1-800-829-0115.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone Number () _____ Hours _____

Thank you for your cooperation.

OGDEN UT 84201-0034

037560.297683.71040.5106 1 AB 0.406 699




HERBAL AGRICULTURE LLC
RICHARD A PALUMBO MBR
11 STATE ST
PITTSFORD NY 14534

037560

CUT OUT AND RETURN THE VOUCHER AT THE BOTTOM OF THIS PAGE IF YOU ARE MAKING A PAYMENT,
EVEN IF YOU ALSO HAVE AN INQUIRY.

The IRS address must appear in the window.

BODCD-SB

0427678662

Use for payments

Letter Number: LTR0104C
Letter Date : 2014-05-20
Tax Period : 201312

INTERNAL REVENUE SERVICE

OGDEN UT 84201-0034



HERBAL AGRICULTURE LLC
RICHARD A PALUMBO MBR
11 STATE ST
PITTSFORD NY 14534

 PU INLA 06 2 201312 670 0000000000

 DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 06-05-2012

Employer Identification Number:
[REDACTED]

Form: SS-4

Number of this notice: CP 575 B

For assistance you may call us at:
1-800-829-4933

INLAND PORT ASSOCIATES LLC
RICHARD A PALUMBO MBR
11 STATE ST
PITTSFORD, NY 14534

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN [REDACTED]. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1065

04/15/2013

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

FILING RECEIPT

=====

ENTITY NAME: INLAND PORT ASSOCIATES LLC

DOCUMENT TYPE: CERTIFICATE OF PUBLICATION (DOM LLC)

COUNTY: MONR

=====

FILED:07/03/2012 DURATION:***** CASH#:120703000773 FILM #:120703000715

FILER:

LOUIS J. MICCA, ESQ.
11 STATE STREET

PITSFORD, NY 14534

ADDRESS FOR PROCESS:

REGISTERED AGENT:



=====

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs 110.00

FILING 50.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 110.00

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

STATE OF NEW YORK

DEPARTMENT OF STATE

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



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 5, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

120703000 715

CSC 45
DRAW DOWN

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF PUBLICATION
OF

INLAND PORT ASSOCIATES LLC

Under Section 206 of the Limited Liability Company Law

The undersigned is the Authorized Person of
INLAND PORT ASSOCIATES LLC

If the name of the limited liability company has changed, the
name under which it was formed is: .

The articles of organization were filed by the Department
of State on: 05/10/12.

The published notices described in the annexed affidavits
of publication contain all of the information required by
Section 206 Limited Liability Company Law.

The newspapers described in such affidavits of publication
satisfy the requirements set forth in the Limited Liability
Company Law and the designation made by the county clerk.

I certify the foregoing statements to be true under penalties
of perjury.

Dated: July 2, 2012

/s/ Richard A. Palumbo

Richard A. Palumbo

THE DAILY RECORD

1 of 1

WESTERN NEW YORK'S SOURCE FOR LAW, REAL ESTATE, FINANCE AND GENERAL INTELLIGENCE SINCE 1908

AFFIDAVIT OF PUBLICATION

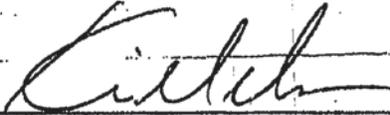
Under Section #206 of the Limited Liability Company Law

STATE OF NEW YORK

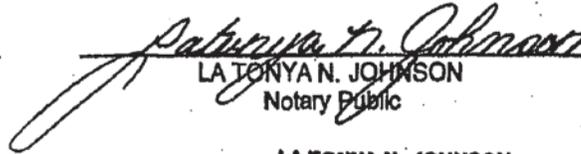
County of Monroe

The undersigned is the Publisher of The Daily Record, a daily newspaper published in Rochester, New York. A notice regarding INLAND PORT ASSOCIATES LLC was published in said paper once in each week for six successive weeks, commencing on 5/18/2012 and ending on 6/22/2012. The text of the notice as published in said paper is as set forth below, or in the annexed exhibit. This newspaper has been designated by the Clerk of Monroe County for this purpose.

Sworn to before me on this 22nd day of June, 2012



Kevin Momot
Publisher



LA TONYA N. JOHNSON
Notary Public

NOTICE OF FORMATION

Notice of Formation of INLAND PORT ASSOCIATES LLC. Arts. of Org. filed with Secy. of State of NY (SSNY) on 05/10/12. Office location: Monroe County. Princ. office of LLC: 11 State St., Pittsford, NY 14534. SSNY designated as agent of LLC upon whom process against it may be served. SSNY shall mail process to the LLC at the addr. of its princ. office. Purpose: Any lawful activity.
10080334 5-18-25; 6-1-8-15-22-6t

LA TONYA N. JOHNSON
NOTARY PUBLIC, State of New York
Reg. No. 01JO6200836
Qualified in Monroe County
Commission Expires February 9, 2013

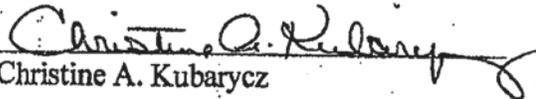


Affidavit of Publication

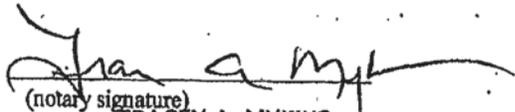
Under Section 206 of the Limited Liability Company Law

State of New York }
County of Monroe } ss.:

The undersigned is the publisher of City Newspaper, a weekly newspaper published in Rochester, New York. A notice regarding **INLAND PORT ASSOCIATES LLC** was published in said newspaper once in each week for 6 successive weeks, commencing on May 23rd, 2012 and ending on June 27th, 2012. The text of the notice as published in said newspaper is as set forth below, or in the annexed exhibit. This newspaper has been designated by the Clerk of Monroe County for this purpose.

By: 
Christine A. Kubarycz
Authorized designee of William Towler, Publisher of City Newspaper

Subscribed and sworn to before me,
this 27th day of June, 2012


(notary signature)
TRACEY A. MYKINS
NOTARY PUBLIC, STATE OF NEW YORK
#01MY5072810
QUALIFIED IN MONROE COUNTY
MY COMMISSION EXPIRES FEB. 10, 2015

(notary stamp)

[NOTICE]

Notice of Formation of
INLAND PORT
ASSOCIATES LLC. Arts.
of Org. filed with Secy. of
State of NY (SSNY) on
05/10/12. Office
location: Monroe County.
Princ. office of LLC: 11
State St., Pittsford, NY
14534. SSNY designated
as agent of LLC upon
whom process against it
may be served. SSNY
shall mail process to the
LLC at the addr. of its
princ. office. Purpose:
Any lawful activity.

120703000 715

CSC 45
DRAW DOWN

CERTIFICATE OF PUBLICATION
OF
INLAND PORT ASSOCIATES LLC

Under Section 206 of the Limited Liability Company Law

FILED
JUL 03 2012
PITTSFORD
FILED
JUL 03 2012
PITTSFORD
Filed by: Louis J. Micca, Esq.
11 State Street
Pittsford, NY 14534
Cust. Ref#198598SNE
DRAW DOWN

lec
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 03 2012
TAXS
MIC

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC- Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8086
850-558-1515 (Fax)

Matter# PER RICHARD PALUMBO
Project Id :

Order# 198598-20
Order Date 05/10/2012

Entity Name : INLAND PORT ASSOCIATES LLC

Jurisdiction : NY-Department of State

Request for : Publish

Result : Certificate of Publication Filed

Affidavit(s) File Date : 07/03/2012

Ordered by LOU MICCA, ESQ at LOUIS J. MICCA, ESQ.

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Marina Dunlap
mdunlap@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

FILING RECEIPT

ENTITY NAME: INLAND PORT ASSOCIATES LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: MONR

FILED: 05/10/2012 DURATION: ***** CASH#: 120510000896 FILM #: 120510000828

FILER:

EXIST DATE

LOUIS J. MICCA ESQ.
11 STATE STREET

05/10/2012

PITTSFORD, NY 14534

ADDRESS FOR PROCESS:

THE LLC
11 STATE STREET
PITTSFORD, NY 14534

REGISTERED AGENT:



SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45 *

FEES 260.00
FILING 200.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 260.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 260.00
OPAL 0.00
REFUND 0.00

198598SNE

DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

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



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 11, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CSC 45
DRAW DOWN

ARTICLES OF ORGANIZATION

20510000828

OF

INLAND PORT ASSOCIATES LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is

INLAND PORT ASSOCIATES LLC

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

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is

11 STATE STREET
PITTSFORD NY 14534

/s/ Steven Pastore

(signature)

Steven Pastore, Organizer
(name and title)

CSC 45
DRAW DOWN

120510000 828

ARTICLES OF ORGANIZATION
OF
INLAND PORT ASSOCIATES LLC

Under Section 203 of the Limited Liability Company Law

RECEIVED
2012 MAY 10 PM 1: 15

Filer:
Louis J. Micca, Esq.
11 State Street
Pittsford, NY 14534

Cust Ref# 198598SNE
DRAWDOWN

100
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 10 2012
TAX \$ 0
BY: [Signature]

FILED
2012 MAY 10 PM 3: 04

896

RE: INLAND PORT ASSOCIATES LLC

(a limited liability company formed under
the laws of the State of New York)

STATEMENT OF RESIGNATION AND CONCLUDED PARTICIPATION

Solely for your convenience and to expedite the filing of the formation document for the above named company, CSC or one of its affiliates has caused the said formation document to be signed by our employee(s). We and our employee(s) do not have, and have never had, any other connection with the said company. The conclusion of our participation in this said company's formation is effective at the moment of the said company's formation. In the event that our signing results in our being regarded as a member and/or manager of the said company, this statement constitutes the resignation of our said employee(s) from those capacities effective at the moment of said company's formation.

Dated: May 10, 2012

/S/ Steven Pastore
By: _____
Steven Pastore
Authorized Representative/
Authorized Person/Organizer

198598

STATE OF NEW YORK
DEPARTMENT OF STATE

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



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on May 11, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CSC 45
DRAW DOWN

ARTICLES OF ORGANIZATION

20510000828

OF

INLAND PORT ASSOCIATES LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is

INLAND PORT ASSOCIATES LLC

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

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is

11 STATE STREET
PITTSFORD NY 14534

/s/ Steven Pastore

(signature)

Steven Pastore, Organizer
(name and title)

120510000828

CSC 45
DRAW DOWN



120510000

ARTICLES OF ORGANIZATION
OF
INLAND PORT ASSOCIATES LLC

Under Section 203 of the Limited Liability Company Law

RECEIVED
2012 MAY 10 PM 1:53

Filer: Louis J. Micca, Esq.
11 State Street
Pittsford, NY 14534

Cust Ref# 198598SNE
DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 10 2012
TAX \$ 0
BY: *ea*

FILED
2012 MAY 10 PM 3:04

896

CSC 45
DRAW DOWN

120510000 828

ARTICLES OF ORGANIZATION
OF
INLAND PORT ASSOCIATES LLC

Under Section 203 of the Limited Liability Company Law

RECEIVED
2012 MAY 10 PM 1: 5

Filer: Louis J. Micca, Esq.
11 State Street
Pittsford, NY 14534

Cust Ref# 198598SNE

DRAWDOWN

100
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 10 2012
TAXS 0
BY: ea

2012 MAY 10 PM 3:04

FILED

896

CORPORATION SERVICE COMPANY
www.cscglobal.com

CSC- Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8086
850-558-1515 (Fax)

Matter# PER RICHARD PALUMBO
Project Id :

Order# 198598-5
Order Date 05/10/2012

Entity Name : INLAND PORT ASSOCIATES LLC
Jurisdiction : NY-Department of State
Request for : Incorporation/Formation Filing
File date : 05/10/2012
Result : Filed

Ordered by LOU MICCA, ESQ at LOUIS J. MICCA, ESQ.

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Carina Dunlap
dunlap@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

**AMENDED AND RESTATED
OPERATING AGREEMENT**

OF

HERBAL AGRICULTURE LLC

This Amended and Restated Operating Agreement is made this 1st day of June, 2015 by and among the undersigned.

WHEREAS, HERBAL AGRICUTURE LLC (the "Company") is a limited liability company formed and existing pursuant to the New York Limited Liability Company Law; and

WHEREAS, the Company is entering into an Agreement to Purchase and Sell Membership Interest (the "Purchase Agreement") with OAKVIEW HOLDINGS LLC, and OAKWALK HOLDINGS LLC of even date herewith pursuant to which they are investing in the Company and are being admitted to Membership in the Company; and

WHEREAS, the parties desire to establish their respective rights and obligations pursuant to the New York Limited Liability Company Law;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

**ARTICLE I
Definitions**

1.1 Definitions. Whenever used in this Agreement, the following terms shall have the meanings set forth in this Section 1.1:

(a) "Act" shall mean the New York Limited Liability Company Law, as amended and in effect from time to time.

(b) "Affiliate" of a Person shall mean any relative of such Person, or any Person that controls, is controlled by or is under common control with such Person, or an officer, director, partner or trustee (or relative of any thereof) of such Person. For purposes of this definition, (a) "control" shall mean the right or ability to elect the majority of the directors of a corporation or otherwise direct the management of a Person, and (b) "relative" shall mean any other individual to whom the individual in question is related by blood, marriage or adoption, not more remotely than as a first cousin.

(c) "Agreement" shall mean this Amended and Restated Operating Agreement together with all of the Exhibits hereto.

(d) "Articles of Organization" shall mean the Articles of Organization of the Company filed with the New York Department of State, as they may from time to time be amended.

(e) "Asset Value" of any property contributed to or on behalf of the Company by a Member shall mean the fair market value of such property as agreed to by the Members and listed on the books of the Company.

(f) "Available Cash" shall mean, with respect to the date as of which such calculation is being made, all cash held by the Company, less the amount of any reserves which the Managers determine to be necessary or appropriate.

(g) "Capital Account" shall mean the Capital Account maintained for a Member pursuant to this Agreement.

(h) "Capital Contribution" shall mean, with respect to any Member, the sum of (i) the cash, (ii) the cash equivalents and (iii) the Asset Value of property that such Member contributes to the Company pursuant to Sections 5.1 and 5.2 hereof.

(i) "Code" shall mean the Internal Revenue Code of 1986, as amended and in effect from time to time, as interpreted by the applicable regulations there under. Any reference herein to a specific section or sections of the Code shall be deemed to include a reference to any corresponding provision of future law.

(j) "Company" shall mean HERBAL AGRICULTURE LLC.

(k) "Distribution" shall mean any cash or other property distributed to a Member by the Company, whether from the operations of the Company or from capital, provided, however, that "Distribution" shall not be deemed to include any sums properly paid to a Member for services rendered to the Company, including, without limitation, any salary paid to a Member employed by the Company, or any patent licensing fees or royalties paid to Member owing a patent or patents used by the Company.

(l) "Fiscal Year" shall mean the fiscal year of the Company, as established by the Managers.

(m) "Founding Members" shall mean the individuals identified on Schedule A as Founding Members;

(n) "Interest Holder" shall mean any Person holding an Ownership Interest in the Company who has not been admitted as a Member with respect to such Ownership Interest. A Person may simultaneously be a Member with respect to an Ownership Interest and an Interest Holder with respect to a different Ownership Interest.

(o) "Manager" or "Managers" shall mean Gary E, Smith, Lorie Washuta, Peter Zelif and Alfonse Muto ("Sr."), or such successor Manager or Managers as are elected in accordance with this Agreement.

(p) "Member" shall mean each Person that executes a counterpart of this Agreement as a Member and each person that may hereafter become a party to this Agreement as a Member. "Member" shall not include any Person that ceases to be a Member with respect to an Ownership Interest in accordance with the terms of this Agreement, or any Person receiving an Ownership Interest as a transferee, unless such person is admitted as Member with respect to such Ownership Interest. A Person may simultaneously be a Member with respect to an Ownership Interest and an Interest Holder with respect to a different Ownership Interest. For all purposes, each Member, as defined herein, shall be deemed to be a "member" as such term is defined in the Act.

(q) "Mutos" shall collectively mean Alfonse Muto, Sr. and Alfonse J. Muto, Jr., and their respective Affiliates.

(r) "Net Income" shall mean, for any period, the excess, if any, of the Company's items of income and gain for such period over the Company's items of loss and deduction for such period. The items included in the calculation of Net Income shall be determined in accordance with federal income tax accounting principles, subject to the specific adjustments provided for in this Agreement.

(s) "Net Loss" shall mean, for any period, the excess, if any, of the Company's items of loss and deduction for such period over the Company's items of income and gain for such period. The items included in the calculation of Net Loss shall be determined in accordance with federal income tax accounting principles, subject to the specific adjustments provided for in this Agreement.

(t) "Ownership Interest" shall mean an ownership interest in the Company and includes any and all benefits to which the holder of such Ownership Interest may be entitled as provided in this Agreement, together with all obligations of such person to comply with the terms and provisions of this Agreement. The ownership of an Ownership Interest may be evidenced by such form of certificate as the Managers may adopt from time to time. If no such form of certificate is adopted by the Managers, the Ownership Interests shall be deemed to be uncertificated securities as defined in Section 8-102 of the New York Uniform Commercial Code.

(u) "Percentage Interest" shall mean, as to a Person owning an Ownership Interest, its interest in the Company expressed as a percentage of all of the Ownership Interests in the Company then outstanding.

(v) "Permitted Transfers" shall mean a transfer of an Ownership Interest that meets the requirements of Section 7.4 of this Agreement.

(w) "Person" shall mean any natural person or any corporation, governmental authority, limited liability company, partnership, trust, unincorporated association or other entity.

(x) "Registered Organization" shall mean a Registered Organization as defined in Article 33 of the New York Public Health Law and the regulations pursuant thereto.

(y) "Regulations" shall mean the Income Tax Regulations promulgated under the Code, as such regulations may be amended from time to time (including corresponding provisions of succeeding regulations).

(z) "Terminating Capital Transaction" shall mean any sale or other disposition of all or substantially all of the assets of the Company or a related series of transactions that, taken together, result in the sale or other disposition of all or substantially all of the assets of the Company.

(aa) "Voting Interests" shall mean as to a Person, its interest in the Company with respect to which it has been admitted as a Member, expressed as a percentage of all of the Ownership Interests with respect to which the holders are admitted as Members.

ARTICLE II Organization

2.1 Formation. The Company was formed pursuant to the Act by filing Articles of Organization with the New York Department of State on May 10, 2012 under the original name of Inland Port Associates, LLC.

2.2 Operating Agreement. This Agreement, including all of the Exhibits hereto, constitutes the "Operating Agreement" of the Company as such term is used in the Act, and, effective on the date hereof, amends, restates and supercedes all prior operating agreements of the Company in their entirety.

2.3 Purpose of the Company. The Company has been formed for the purpose of conducting any business for which a limited liability company may be formed under the Act, including, without limitation, the purchase, development, leasing and sale of real property. Without limiting the foregoing, the specific business that the Members intend the Company to conduct shall be grow, manufacture and sell medical marijuana.

2.4 Books and Records. The Managers shall keep or cause to be kept complete and accurate books and records of the Company as required under Section 1102 of the New York Limited Liability Company Law.

ARTICLE III Members

3.1 Members and Interest Holders. The names and addresses, Ownership Interests and Voting Interests of the current Members and Interest Holders, if any, of the Company are set forth in Exhibit A to this Agreement.

3.2 Additional Members.

(a) A Person may be admitted as a Member after the date of this Agreement upon a vote of the Members in accordance with Section 3.11 hereof. At the time of such vote, the Members shall also determine the Capital Contribution to be made by such Person the Ownership Interest to be issued to such Person, and the manner in which the existing Ownership Interests and Voting Interests will be adjusted upon the admission of such person as a Member.

(b) A Person receiving an Ownership Interest in a Permitted Transfer shall be admitted as a Member with respect to such transferred Ownership Interest without the necessity of an additional Capital Contribution.

(c) Notwithstanding the foregoing, except as otherwise expressly provided in this Agreement, no Person shall become a Member until such time as that Person has (i) executed and filed with the Company a written instrument satisfactory to the Managers agreeing to become a party to this Agreement and (ii) made the Capital Contribution, if any, determined by the Members in accordance with Section 3.2(a) (iii) given satisfactory proof of the New York State Department of Health acceptability for involvement in a Registered Organization.

(d) Upon the admission of an additional Member in accordance with this Section 3.2, and upon the making of any Capital Contributions, and issuance of Ownership Interests, if any, pursuant to Section 5.2, the Managers shall amend Exhibit A to reflect the admission of such additional Member.

3.3 Limitation of Liability. No Member or Interest Holder, solely by reason of being the owner of an Ownership Interest in the Company, shall be liable to the Company, any third party or to any other Member or Interest Holder for any loss or damage sustained by the Company, any third party or any Member or Interest Holder except as expressly required by a written agreement executed by the Member or Interest Holder sought to be held liable or as expressly required by the Act.

3.4 Meetings of Members.

(a) The Members shall meet at such times as meetings are called in accordance with this Agreement. The Company shall hold an annual meeting of its Members, on or before June 30th of each calendar year.

(b) Meetings of the Members, except as otherwise required by law, may be called to be held at the principal business office of the Company or elsewhere in Niagara County or Erie County, New York at any time by the Managers or by any two (2) Member entitled to vote at the meeting. Such call shall state the purpose or purposes of the proposed meeting. Unless all of the Members entitled to vote are present at the meeting in person and not by proxy, business transacted at a meeting of Members shall be confined to the objects stated in the call and matters germane thereto. Unless otherwise required by the Act, Ownership Interests held by Interest Holders shall not be entitled to vote at a meeting of the Members.

3.5 Notice of Members' Meetings. Written notice of every meeting of Members shall be given in the manner required by law not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at the meeting. If mailed, such notice is given when deposited in the United States Mail, with postage thereon prepaid, directed to the Member at the Member's address as it appears in the records of the Company, or if the Member shall have filed with the company a written request that notices to the Member be mailed to some other address, then directed to such other address. The notice shall state the purpose or purposes of the meeting, the place, date and hour of the meeting and, shall indicate that it is being issued by or at the direction of the Person or Persons calling the meeting. Unless otherwise required by the Act, Interest Holders shall not be entitled to notice of meetings of the Members.

3.6 Waiver of Notice. Notice of a meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting of the Members, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such Member.

3.7 Quorum. At every meeting of the Members, except as otherwise provided by law or this Agreement, a quorum must be present for the transaction of business and a quorum shall consist of the Members collectively holding a majority of the Voting Interests present either in person or by proxy. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

3.8 Adjournments. The Members who are present in person or by proxy at any meeting of Members, whether or not they constitute a quorum, shall have the power by affirmative vote of Members holding not less than a majority of the Voting Interests present to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting. Notice of an adjourned meeting need not be given if the time and place of the adjourned meeting are announced at the original meeting.

3.9 Proxies. At a meeting of the Members, an owner of a Ownership Interest entitled to vote may vote either in person or by written proxy signed by the owner or by a duly authorized attorney-in-fact and delivered to the Company. No proxy shall be valid after the

expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Person executing it or the Person's personal representatives, unless it is entitled "irrevocable proxy", in which event its revocability shall be determined by the law of the State of New York in effect at the time.

3.10 Meetings by Conference Telephone. Any one or more Persons may participate in a meeting of the Members by means of a conference telephone or similar communications equipment by means of which all persons participate in the meeting can hear each other. Participation by such means shall constitute presence in person at the meeting.

3.11 Action by Vote of the Members.

(a) Except as otherwise provided by this Section 3.11 of this Agreement, or required by the Act or the Articles of Organization, whenever the Members are required or permitted to vote or otherwise act, the affirmative vote of Members holding not less than a majority of all of the Voting Interests shall be required to carry such vote or authorize such act.

(b) Notwithstanding Section 3.11(a) above, the following actions shall require the affirmative vote of Members holding at least 80% of the Voting Interests prior to consummation by the Company:

(i) the merger, consolidation or combination of the Company with any other Person;

(ii) any Terminating Capital Transactions;

(iii) the approval of a voluntary additional Capital Contribution by a Member and the issuance of an additional Ownership Interest to such Member;

(iv) entering into any material financing, borrowing or lending transaction;

(v) sale or mortgage of any real property now or hereafter owned by the Company, including, without limitation, sale, lease or granting of any timber, mineral, easement or similar rights;

(vi) the making of a special Distribution to one or more Members pursuant to Section 5.4(a)(ii) of this Agreement;

(vii) the making of a special allocation of Net Income or Net Loss to one or more Members pursuant to Section 6.3(a)(ii) of this Agreement;

(viii) increasing or decreasing the number of Managers;

(ix) the voluntary dissolution of the Company; or

(x) the setting of the salary or other compensation; if any, to be paid to the Managers, for their role as Managers.

(c) Notwithstanding Sections 3.11(a) and (b), the following actions shall require the affirmative vote of Members holding a majority of the Voting Interests, excluding any Voting Interests held by the Member with respect to which such event has occurred:

(i) the dissolution of the Company within sixty (60) days following the bankruptcy, death, dissolution, expulsion, incapacity or withdrawal of any Member or the occurrence of any other event that terminates the continued membership of any Member as provided in Section 8.1(b);

(ii) the approval of a voluntary transfer of an Ownership Interest in accordance with Section 7.4(a); and

(iii) the expulsion of a Member as provided in Section 7.2.

(d) Notwithstanding Sections 3.11(a), 3.11(b) and 3.11(c), the unanimous affirmative vote of Members holding Voting Interests shall be required

(i) to amend this Agreement or the Articles of Organization,

(ii) for the admission of an additional Member, including the admission of an Interest Holder as a Member;

(e) Unless required by the Act, Ownership Interests held by an Interest Holder shall not be entitled to vote at a meeting of the Members and such Interest Holder shall not be entitled to notice of such meeting or to attend such meeting.

3.12 Action By Members Without a Meeting.

(a) Whenever Members are required or permitted to take an action by vote, such action may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members holding Voting Interests.

(b) Every written consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective to take the action referred to therein unless written consents signed by a sufficient number of Members to take the action are actually received by the Company. Delivery by hand, facsimile, overnight courier or by certified

or registered mail, return receipt requested, to the office of the Company, shall constitute actual receipt by the Company.

3.13 Voting Agreements. An agreement between two or more Members, if in writing and signed by the parties thereto, may provide that in exercising any voting rights, the Voting Interests held by them shall be voted as therein provided, or as they may agree, or as determined in accordance with a procedure agreed upon by them.

ARTICLE IV Management and Extraordinary Transactions

4.1 Management.

(a) The Company's business shall be managed by its Managers. All management decisions shall be determined by act of the Managers in accordance with the terms of this Agreement, and the Managers may designate one or more Members, Managers, employees or agents to carry out the management decisions made in accordance with this Agreement.

(b) Notwithstanding the foregoing, the Managers may not take any action listed in Section 3.11(b) or (c) without the approval of the Members in accordance with the provisions of such Sections.

(c) The Managers may, by majority vote of all of the Managers, appoint officers for the Company who shall have such duties and such authority as shall be assigned to them by the Managers from time to time. The officers, acting within the scope of their authority as established by the Managers, shall have the power to act on behalf of and bind the Company with respect to actions within the ordinary course of the Company's business.

4.2 Meetings of Managers. The Managers shall meet at such times as they deem appropriate for the management of the Company.

4.3 Method of Actions. Except as provided in Section 4.1(b) hereof, the Managers shall act by majority vote of all of the Managers then in office, and the vote or written consent of a majority of the Managers shall be the act of the Company.

4.4 Duty of Managers. Each Manager shall perform his or her duties as a Manager in good faith and with that degree of care which an ordinary prudent person in like position would use under similar circumstances. In performing his or her duties, a Manager shall be entitled to rely on information, opinions, reports and statements, including, without limitation, financial statements and other financial data, in each case prepared by any Person as to matters the Manager reasonably believes are within such Person's professional or expert competence.

4.5 Number, Tenure and Qualifications of Managers. The Company shall initially have four (4) Managers, each of whom shall serve until his resignation or removal by the Members. Members shall have the right to set the number of Managers from time to time by vote in accordance with Section 3.11(b). For so long as any of the Mutos are Members of the Company, the Mutos shall collectively have the right to appoint one (1) Manager of the Company. The remaining Managers shall be elected by the Members by vote in accordance with Section 3.11(a).

4.6 No Exclusive Duty to Company. The Managers shall not be required to manage the Company as their sole and exclusive function and they may have other business interests and may engage in other activities in addition to those relating to the Company, provided such other business interests and other activities do not directly compete with the business and activities of the Company. Neither the Company nor any Member shall have any right pursuant to this Agreement to share or participate in such other business interests or activities or to the income or proceeds derived therefrom. The Managers shall incur no liability to the Company or any Member as a result of engaging in any other business interests or activities.

4.7 Limitation of Liability. Except as otherwise required by the Act, no Manager shall be liable to the Company or any Member for any loss or damage sustained by the Company or any Member unless the Manager has failed to comply with Section 4.4 hereof with respect to the actions or occurrences giving rise to such loss or damage.

4.8 Indemnification. To the maximum extent permitted under the Act, the Company shall indemnify and hold harmless each Manager from and against all claims and demands unless the Manager has failed to comply with Section 4.4 hereof with respect to the actions or occurrences giving rise to such claims and demands.

4.9 Resignation. Any Manager may resign at any time on notice to the Company. The resignation of any Manager shall take effect upon receipt of such notice or at any later time specified in such notice. The resignation of a Manager who is also a Member shall not affect the Manager's rights as a Member and shall not constitute a withdrawal of a Member.

4.10 Salaries. The salaries and other compensation of the Managers shall be fixed from time to time by the vote of the Members in accordance with Section 3.11 hereof. No Manager shall be prevented from receiving such a salary or other compensation because such Manager is also a Member.

ARTICLE V
Capital Contributions, Allocations and Distributions

5.1 Initial Capital Contributions.

(a) As of the date hereof, the Members and Interest Holders have made or are making Capital Contributions in the amount set forth in Exhibit A to this Agreement in exchange for their respective Ownership Interests.

(b) Each Member and Interest Holder shall have an Ownership Interest in the amounts set forth for such Member in Exhibit A and shall have a Voting Interest in the Company as set forth in Exhibit A. Exhibit A shall be amended from time to time by the Managers to the extent necessary to accurately reflect redemptions, Capital Contributions, Permitted Transfers, the issuance of additional Ownership Interests, the admission of additional Members, or similar events having an effect on any item set forth therein. Except as set forth in this Article V, the Members and Interest Holders shall have no obligation to make any additional Capital Contributions to the Company.

5.2 Additional Capital Contributions.

(a) Subject to the approval of the Members in accordance with Section 3.11(b) hereof, any Member may make an additional Capital Contribution to the Company and be issued additional Ownership Interests in respect thereto. Unless otherwise approved by the Members in accordance with Section 3.11(b), the Ownership Interests of all Members and Interest Holders, existing immediately prior to the issuance of such additional Ownership Interest shall be diluted pro-rata upon the issuance of the additional Ownership Interest.

(b) The Founding Members have agreed to make additional Capital Contributions to the Company in the aggregate amount of \$4,176,033.00, bringing their total aggregate Capital Contribution to \$4,750,000.00. Such additional Capital Contribution shall be made prior to any Capital Call is made under Section 5(c) below. No additional Ownership Interest shall be issued with respect to the Capital Contribution required by this Section 5.2(b). In the event one or more of the Founding Members fail to make their proportionate share of the Capital Contribution required hereunder within five (5) days of having received written demand for such Capital Contribution from the Managers, one or more of the remaining Founding Members shall make the required Capital Contribution. If any Founding Member fails to pay its pro-rata portion of a Capital Contribution hereunder, the Ownership Interests and Voting Interest of the Founding Members shall be reallocated among the Founding Members to be in proportion to the aggregate total Capital Contribution made by each Founding Member.

(c) Simultaneously with the execution of this Agreement, the Mutos are placing \$500,000 in escrow with Colligan Law LLP. Provided the total Capital Contribution required by Section 5.2(b) has been made, should the business of the Company require additional capital, at any time or times prior to January 1, 2018, the Managers may make a call for Capital

Contributions under this Section 5.2(c), up to an aggregate maximum of \$10,000,000.00. Each such call shall be allocated among the Members such that the Mutos are making a Capital Contribution in an amount equal to five percent (5%) of the total Capital Contribution, and the Founding Members are collectively making 95% of the total Capital. The Mutos' portion of a Capital Contribution hereunder shall be paid out of the escrowed funds. With respect to each capital call hereunder, the Managers shall notify Colligan Law LLP in writing of the amount received from the Founding Members, and Colligan Law LLP shall within ten (10) business days thereafter release from escrow, the amount necessary so that ratio of the amount contributed by the Founding Members to the amount released from escrow is 95:5. Notwithstanding the foregoing, any amount remaining in escrow on January 1, 2018, shall be released to the Mutos by Colligan Law LLP. No additional Ownership Interests shall be issued with respect to Capital Contributions required by this Section 5.2(c). If any Founding Member fails to pay its pro-rata portion of a Capital Contribution hereunder, the Ownership Interests and Voting Interest of the Founding Members shall be reallocated among the Founding Members to be in proportion to the aggregate total Capital Contribution made by each Founding Member.

(d) The Mutos are hereby granted an option, exercisable at any time prior to March 31, 2016, to purchase an additional five percent (5%) Ownership Interest and to be admitted as Members with respect to such Ownership Interest, in exchange for an additional Capital Contribution in the amount of \$750,000. The Mutos may exercise this Option by providing written notice to the Managers, together with payment of the additional Capital Contribution. Upon such exercise, the Mutos' Ownership Interests and Voting Interest shall be increased by five percent (5%) to a total of ten percent (10%) (assuming no prior changes in their Ownership Interests) and the Ownership Interests and Voting Interests of the remaining Members and Interest Holders shall be diluted on a pro-rata basis. No Member or Manager vote shall be required to permit the exercise of the option, the making of the additional Capital Contribution, the issuance of additional Ownership Interests and Voting Interests, or the admission of the Mutos as Members with respect to such interests, in accordance with this Section 5.2(d). If the option granted by this Section 5.2(d) is exercised prior to a call under Section 5.2(c) above, then (i) the aggregate maximum call under Section 5.2(c) shall be reduced to \$9,250,000.00; and (ii) funds will be released from escrow in the ratio of 90:5 between the Founding Members' contribution and the released funds.

5.3 Loans by Members. Any Member may, but shall not be obligated to, loan or cause to be loaned to the Company such sums as the Managers deem appropriate and necessary for the conduct of the Company's business; provided, however, that such loan, and the terms and conditions thereof, is approved in advance by the Managers.

5.4 Distributions.

(a) Required Distributions. At least annually, the Managers shall determine the amount of Available Cash held by the Company and shall cause the Company to distribute such Available Cash in the following order and priority:

(i) Tax Distribution. First to Members and Interest Holders having received allocations of Net Income in the current or prior calendar years, prorata in proportion to the cumulative amount of such allocations, until each has received cumulative distributions of Available Cash hereunder (for all periods) in an amount equal to fifty percent (50%) of the cumulative amount of such allocations;

(ii) Special Distribution. Second, to any Members or Interest Holders receiving a special Distribution approved by the Members in accordance with Section 3.11(b) hereof; and

(iii) General Distribution. Thereafter, to the Members and Interest Holders in accordance with their respective Ownership Interests in the Company.

(b) Amounts Withheld. All amounts withheld pursuant to the Code or any provisions of any state or local tax law with respect to any allocation, payment or distribution to a holder of a Membership Interest shall be treated as amounts distributed to such Person pursuant to this Section 5.4 for all purposes under this Agreement.

(c) Distributions Upon Liquidation. Notwithstanding the remainder of this Section 5.4, proceeds from a Terminating Capital Transaction and any other cash received or reductions in reserves made after commencement of the liquidation of the Company shall be distributed in accordance with Article VIII.

ARTICLE VI
Taxes and Capital Accounts

6.1 Preparation of Tax Returns. The Managers shall arrange for the preparation and timely filing of all returns of Company income, gains, deductions, losses and other items required of the Company for federal and state income tax purposes and shall use all reasonable efforts to furnish, within ninety (90) days of the close of each taxable year, the tax information reasonably required by Members for federal and state income tax reporting purposes. Unless changed by vote of the Members, _____ shall be the "Tax Matters Partner" for the Company as used in the Code and Regulations and shall have the power to make tax elections and decisions on behalf of the Company.

6.2 Capital Accounts. The Company shall establish and maintain on its books a separate Capital Account for each Person holding an Ownership Interest in accordance with the following:

(a) Items Credited to Capital Accounts. The Company shall credit to each Person's Capital Account (i) such Person's total Capital Contributions; (ii) items of income or gain allocated to such Person under Section 6.3 of this Agreement; and (iii) the amount of any Company liabilities assumed by such Person or to which any Company property distributed to such Person is subject.

(b) Items Debited to Capital Accounts. The Company shall debit to each Person's Capital Account (i) the amount of any Distribution to such Person; (ii) items of expense or loss allocated to such Person under Section 6.3 of this Agreement; and (iii) the amount of any liabilities of such Person assumed by the Company or to which any property contributed to the Company by such Person is subject.

(c) Capital Accounts of Transferees. The Capital Account of any transferee of an Ownership Interest shall include the appropriate portion of the Capital Account of the Person from whom such Ownership Interest was transferred.

(d) No Interest. No interest shall be paid by the Company on balances in a Person's Capital Account.

(e) No Withdrawal. No Person shall be entitled to withdraw any part of his Capital Account or to receive any Distribution from the Company with respect to such Capital Account, except as expressly provided in this Agreement.

6.3 Allocations of Income and Loss. For each Company fiscal year, Net Income and Net Loss shall be allocated to the holders of Ownership Interests as follows:

(a) In General. Except as provided in Sections 6.3(b) and 6.3(c) below, Net Income and Net Loss shall be allocated to the holders of Ownership Interests as follows:

(i) Special Allocations. First, Net Income or Net Loss shall be allocated to any holders of Ownership Interests receiving a special allocation approved by the Members in accordance with Section 3.11(b) hereof; and

(ii) General Allocations. Thereafter, Net Income and Net Loss shall be allocated to the holders of Membership Units in proportion to their respective Ownership Interests.

(b) Tax Compliance Allocations. Notwithstanding any other provision of this Agreement, in order to comply with the Code and Regulations, the following allocations, together with any other allocations necessary to comply with the Code and Regulations shall be made for each fiscal year prior to the making of any other allocations under this Agreement and shall be made in the following order and priority:

(i) Minimum Gain Charge Back.

A. If there is a net decrease in “partnership minimum gain” during any fiscal year so that an allocation is required by Regulations Section 1.704-2(f), items of income and gain shall be allocated to the Persons holding Membership Interests in the manner and to the extent required by such Regulation. This provision is intended to be a minimum gain charge back within the meaning of Regulations Section 1.704-2(f) and shall be interpreted and applied consistently therewith.

B. If there is a net decrease in “partner nonrecourse debt minimum gain” during any fiscal year so that an allocation is required by Regulations Section 1.704-2(i)(4), items of income and gain shall be allocated in the manner and to the extent required by such Regulation.

(ii) Qualified Income Offset. In the event any Person holding an Ownership Interest receives any adjustment, allocation or distribution described in clauses (4), (5) or (6) of Regulation Section 1.704-1(b)(2)(ii)(d), items of Company income and gain shall be specially allocated to such Person in an amount and manner sufficient to eliminate, to the extent required by the Regulations, the deficit balance in such Person’s Capital Account as quickly as possible, provided that an allocation pursuant to this Section 6(b)(ii) shall be made only if and to the extent that a Person holding an Ownership Interests would have such deficit balance after all other allocations provided for in Section 6(a) and Section 6(b) have been tentatively made as if this Section 6(b)(ii) were not in this Agreement.

(iii) Member Nonrecourse Deduction. Any “partner nonrecourse deductions” shall be allocated to the Persons who bear the economic risk of loss with respect to the “partner nonrecourse liability” giving rise to such deduction within the meaning of Regulations Section 1.752-2.

(iv) Section 754 Adjustments. To the extent an adjustment to the basis of any Company asset pursuant to Section 734(b) of the Code is required pursuant to Regulations Section 1.704-1(b)(2)(iv)(m)(2) or with respect to a distribution to a Person holding an Ownership Interest in liquidation of such Person’s interest in the Company, pursuant to Regulations Section 1.704-1(b)(2)(iv)(m)(4) to be taken into account in determining Capital Accounts, the amount of such adjustment shall be treated as an item of gain (if the adjustment increases the basis of the asset) or loss (if the adjustment decreases such basis), and such gain or loss shall be allocated to the Persons holding Ownership Interests in accordance with their Percentage Interests in the Company, in the event Regulations Section 1.704-1(b)(2)(iv)(m)(2) applies, or to the Person to whom such distribution is made, in the event Regulations Section 1.704-1(b)(2)(iv)(m)(4) applies.

(c) Correcting Allocations. The allocations set forth in Section 6.3(b) are intended to comply with certain requirements of the Code and Regulations. It is the intent of the Members that such allocations be applied in a manner consistent with the Code and Regulations

and, to the maximum extent possible, that all such allocations shall be offset with other allocations under Section 6.3(b) or with correcting allocations of other items of Company income, gain, loss or deduction pursuant to this Section 6.3(c) so that after such offsetting allocations are made, each Person's Capital Account balance is, to the maximum extent possible, equal to the balance such Capital Account would have been if Sections 6.3(b) and 6.3(c) were not part of this Agreement. The Managers shall determine the amount of any correcting allocations under this Section 6.3(c). In making correcting allocations under this Section 6.3(c), consideration may be given to special allocations under Section 6.3(b) that are reasonably anticipated to be required in subsequent fiscal years.

ARTICLE VII

Transferability

7.1 General Prohibition on Transfers. Except as set forth in this Article VII, or otherwise expressly provided in this Agreement, no Member shall withdraw from membership in the Company, and no person shall give, sell, assign, pledge, hypothecate, exchange or otherwise transfer to another Person any Ownership Interest. Any attempted transfer of an Ownership Interest, other than in accordance with this Article VII, shall be void *ab initio* and of no effect.

7.2 Involuntary Withdrawal, Expulsion. A Member may not voluntarily withdraw from Membership in the Company. A Member shall be deemed to have involuntarily withdrawn upon such Member's death, bankruptcy, dissolution, incapacity, expulsion or other event that terminates the continued membership of a Member. A Member may be expelled from Membership upon a vote of the remaining Members in accordance with Section 3.11(c), but only if:

- (a) The Member materially breaches this Agreement and fails to cure the breach within a reasonable time after receiving notice of it;
- (b) The Member is convicted of a felony;
- (c) The Member engages in fraudulent or illegal actions relating to the business of the Company;
- (d) The Member engages in any activity which the Managers reasonably believe may jeopardize the Company's ability to become or continue as a Registered Organization; or
- (e) The Member is prohibited by applicable law from being a Member of a Registered Organization.

7.3 Effect of Withdrawal.

(a) If, upon a withdrawal of a Member, the remaining Members elect to dissolve the Company in accordance with Section 8.1(b) hereof, the amount distributed to each of the Persons owning Ownership Interests, including the amount distributed to the withdrawing Member shall be determined in accordance with Section 8.2 of this Agreement.

(b) If, upon the withdrawal of a Member, the Company is continued by the remaining Members, except as otherwise expressly provided in this Agreement, the withdrawing Member's Ownership Interest shall remain outstanding, and the holder thereof shall have the rights of an assignee of a membership interest under Section 603 of the Act and shall be deemed to be an Interest Holder, and not a Member, for purposes of this Agreement. The holder of the withdrawing Member's Ownership Interests shall not have any right to be admitted as a Member or to otherwise act as a Member of the Company, unless and until admitted in accordance with Section 3.2 of this Agreement, and for the purposes of any votes of the Members, such Ownership Interests shall be deemed not outstanding unless and until the holder is so admitted.

7.4 Permitted Transfers. A Person may only transfer their Ownership Interests if (a) such transfer is approved by the Members in accordance with Section 3.11(c); (b) such transfer is in accordance with the terms of the buy-sell provisions attached hereto as Exhibit B and incorporated herein by reference; or (c) such transfer is to an Affiliate of the transferring Person and such transfer is approved in writing by the Managers, in their sole discretion (each a "Permitted Transfer"). The Transferee of any Ownership Interest in a Permitted Transfer shall be admitted as a Member of the Company upon execution of a document, acceptable to the Managers, agreeing to be bound by the provisions of this Agreement as a Member with respect to the transferred Ownership Interest. Upon a transfer of an Ownership Interest in accordance with this Section 7.4, the Managers shall amend Exhibit A to reflect such transfer.

ARTICLE VIII
Dissolution

8.1 Dissolution.

(a) The Company shall be dissolved and its affairs shall be wound up upon the affirmative vote of the Members in accordance with Sections 3.11(b) or (c).

(b) In the event of the bankruptcy, death, dissolution, expulsion, incapacity or withdrawal of any Member or the occurrence of any other event that terminates the continued membership of any Member, the remaining Members shall have the right to continue the Company and the Company shall continue, unless within sixty (60) days after such event the remaining Members vote in accordance with Section 3.11(c) to dissolve the Company.

8.2 Winding Up and Liquidation.

(a) Upon the occurrence of an event set forth in Section 8.1(a) (a "Liquidating Event"), the Company shall continue solely for the purposes of winding up its affairs in an orderly manner, liquidating its assets, and satisfying the claims of its creditors and Members. No Member shall take any action that is inconsistent with, or not necessary to or appropriate for, the winding up of the Company's business and affairs. The Managers or, in the event there is no remaining Managers, any Person elected by a majority in interest of the Members (the Managers or such other Person being referred to herein as the "Liquidator"), shall be responsible for overseeing the winding up and dissolution of the Company and shall take full account of the Company's liabilities and property and the Company property shall be liquidated as promptly as is consistent with obtaining the fair value thereof, and the proceeds therefrom shall be applied and distributed in the following order:

(i) First, to the payment and discharge of all of the Company's debts and liabilities to its creditors;

(ii) Second, to Members and former Members in satisfaction of liabilities for distributions under Section 507 and 509 of the Act;

(iii) Third, to owners of Ownership Interests having positive Capital Account Balances, in accordance with their Capital Accounts, until such positive Capital Account balances are reduced to zero;

(iv) Fourth, if any owner of Ownership Interest has a negative Capital Account Balance, to the owners of Ownership Interests other than the Member or Members having the proportionately largest negative Capital Account Balance, in proportion to their Capital Account Balances, until the negative Capital Account Balances of all of the owners of Ownership Interests are in proportion to their respective Percentage Interests; and

(v) The balance, if any, to owners of Ownership Interests in accordance with their respective Percentage Interests.

(b) Notwithstanding the provisions of Section 8.2(a) hereof which require liquidation of the assets of the Company, but subject to the order of priorities set forth therein, if prior to or upon dissolution of the company the Liquidator determines that an immediate sale of part or all of the Company's assets would be impractical or would cause undue loss to the owners of Ownership Interests, the Liquidator may, in its sole and absolute discretion, defer for a reasonable time the liquidation of any assets except those necessary to satisfy liabilities of the Company (including those to Members as creditors) and/or distribute to the owners of Ownership Interests, in lieu of cash, as tenants in common and in accordance with the provisions of Section 8.2(a) hereof, undivided interests in such Company assets as the Liquidator deems not suitable for liquidation. Any such distributions in kind shall be made only if, in the good faith

judgment of the Liquidator, such distributions in kind are in the best interest of the Persons owning Ownership Interests, and shall be subject to such conditions relating to the disposition and management of such properties as the Liquidator deems reasonable and equitable and to any agreements governing the operation of such properties at such time. The Liquidator shall determine the fair market value of any property distributed in kind using such reasonable method of valuation as it may adopt.

(c) In the discretion of the Liquidator, a pro rata portion of the distributions that would otherwise be made to the Persons owning Ownership Interests pursuant to this Article VIII may be:

(i) distributed to a trust established for the benefit of the owners of Ownership Interests for the purposes of liquidating Company assets, collecting amounts owed to the Company, and paying any contingent or unforeseen liabilities or obligations of the Company or the owners of Ownership Interests arising out of or in connection with the Company. The assets of any such trust shall be distributed to the owners of Ownership Interests from time to time, in the reasonable discretion of the trustees, in the same proportions as the amount distributed to such trust by the Company would otherwise have been distributed to such Persons pursuant to this Agreement; or

(ii) withheld or escrowed to provide a reasonable reserve for Company liabilities (contingent or otherwise) and to reflect the unrealized portion of any installment obligations owed to the Company, provided that the balance of such withheld or escrowed amounts shall be distributed to the owners of Ownership Interests in the manner and order of priority set forth in Section 8.2(a) as soon as practicable.

8.3 Articles of Dissolution. Within ninety days following the dissolution and the commencement of winding up of the Company, or at any other time there are no Members, articles of dissolution shall be filed with the New York Department of State pursuant to the Act.

8.4 No obligation to Restore Deficit Capital Accounts. In the event the Company is liquidated within the meaning of Section 1.704-1(b)(2)(ii)(g) of the Regulations, distributions shall be made pursuant to this Article VIII to the owners of Ownership Interests who have positive Capital Accounts in compliance with Section 1.704(b)(2)(ii)(b)(2). If any owner of a Ownership Interest has a deficit Capital Account balance after giving effect to all contributions, distributions and allocations for all taxable years, including the year in which such liquidation occurs, such Person shall have no obligation to make any contribution to the capital of the Company with respect to such deficit, and such deficit shall not be considered a debt owed to the Company or to any other Person.

8.5 Deemed Distribution and Recontribution. Notwithstanding any other provision of this Article VIII, in the event the Company is considered liquidated within the meaning of Regulations Section 1.704-1(b)(2)(ii)(g), but no Liquidating Event has occurred, the Company's property shall not be liquidated, the Company's liabilities shall not be paid or discharged, and the

Company's affairs shall not be wound up. Instead, solely for federal and state income tax purposes and for purposes of maintaining Capital Accounts pursuant to this Agreement, the Company shall be deemed to have distributed the property in kind to the owners of Ownership Interests, who shall be deemed to have assumed and taken such property subject to all Company liabilities, all in accordance with their respective Capital Accounts. Immediately thereafter, such Persons shall be deemed to have recontributed the Company property in kind to the Company, which shall be deemed to have assumed and taken such property subject to all such liabilities.

ARTICLE IX General Provisions

9.1 Notice. Except as otherwise provided in this Agreement or required by law, any notice, demand or other communication required or permitted to be given pursuant to this Agreement shall have been sufficiently given for all purposes if (a) delivered personally to the Person or to an executive officer of the Person to whom such notice, demand or other communication is directed or (b) sent by first-class mail, postage prepaid, addressed to the Person at his, her or its address set forth in this Agreement. Except as otherwise provided in this Agreement, any such notice shall be deemed to be given when personally delivered, or three business days after it was mailed, if mailed.

9.2 Entire Agreement/Amendments. This Agreement and the Articles of Organization contain the entire agreement among the Members and Interest Holders with respect to the subject matter hereof. No amendment of this Agreement or the Articles of Organization shall be effective unless in writing and approved by the Members in accordance with Section 3.11 of this Agreement.

9.3 Waiver. No failure of a Manager, Member or Interest Holder to exercise, and no delay by a Manager, Member or Interest Holder in exercising, any right or remedy under this Agreement shall constitute a waiver of such right or remedy. No waiver by a Manager, Member or Interest Holder of any such right or remedy under this Agreement shall be effective unless made in a writing duly executed by such Person and specifically referring to each such right or remedy being waived.

9.4 Severability. If any of the terms of this Agreement are declared to be illegal or unenforceable by any court or tribunal of competent jurisdiction, such term or terms shall be null and void and shall be deemed deleted from this Agreement with respect to the jurisdiction of that court or tribunal, provided, however, that all the remaining terms hereof shall remain in full force and effect.

9.5 Binding Effect and Benefit. This Agreement shall be binding upon and inure to the benefit of all Managers, Members and Interest Holders, and each of the permitted successors and assignees of the Managers, Members and Interest Holders. No party may assign rights or delegate obligations hereunder except pursuant to the provisions hereof and any attempted

assignment or delegation other than pursuant to such provisions shall be void. Nothing in this Agreement is intended to benefit any person not a party hereto.

9.6 Dispute Resolution. In the event of a dispute arising out of or relating to this Operating Agreement or a breach of this Agreement, the Members and Interest Holders hereby agree to submit the dispute to binding arbitration conducted in accordance with the Commercial Arbitration Rules of the American Arbitration Association. Judgment upon the award rendered may be entered in any court of competent jurisdiction.

9.7 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

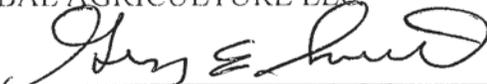
9.8 Governing Law. This Agreement shall be governed by, and interpreted and construed in accordance with the internal laws of the State of New York, without regard to principles of conflict of laws.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first stated above.

The Company:

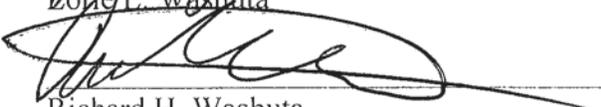
HERBAL AGRICULTURE LLC

By: 

Founding Members:


Gary E. Smith


Lorie L. Washuta


Richard H. Washuta

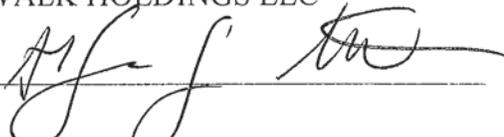

Sonia Washuta


Peter Zelif


Richard Winter

Mutos:

OAKWALK HOLDINGS LLC

By: 

OAKVIEW HOLDINGS LLC

By: 

EXHIBIT A

Names and Addresses	Capital Contribution	Ownership Interest	Voting Interest
------------------------	-------------------------	-----------------------	--------------------

A. Members

Founding Members:

Gary E. Smith

[Redacted]

Lorie L. Washuta

[Redacted]

Richard H. Washuta

[Redacted]

Sonya Washuta

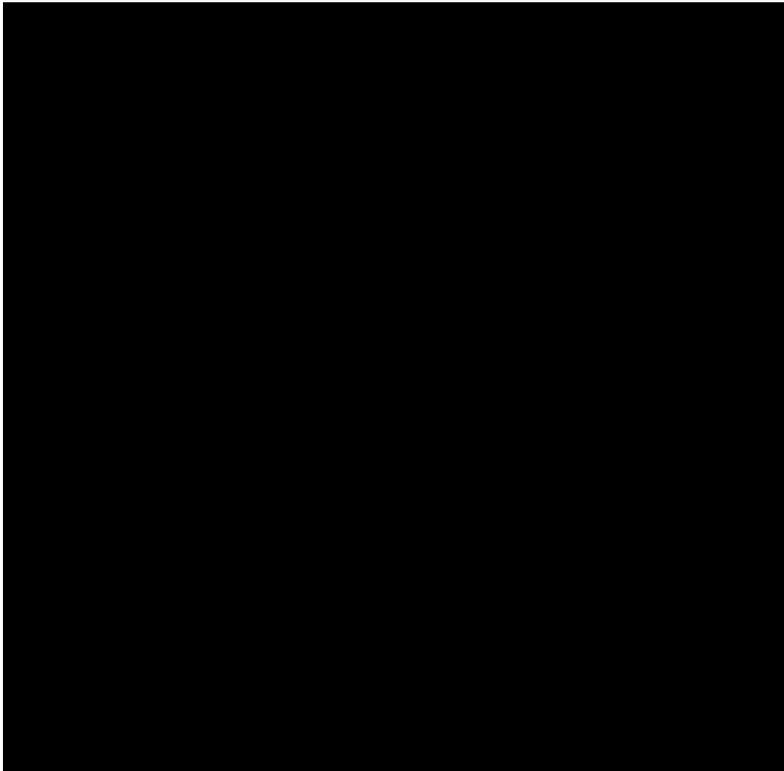
[Redacted]

Peter Zeliff

[Redacted]

Richard Winter

[Redacted]



Mutos:

Oakwalk Holdings LLC
305 Oak Street
Lewiston, NY 14092

\$125,000.00

2.5%

2.5%

Oakview Holdings LLC
230 Berryman Drive
Amherst, NY 14226

\$125,000.00

2.5%

2.5%

B. Interest Holders

None

Total	\$1,285,000.00	100%	100%
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EXHIBIT B

Buy-Sell Provisions

(a) Voluntary Sale. If any Member or Interest Holder shall desire to sell all or part of his or her Ownership Interest to a third party, he or she shall serve written notice upon the Company, and upon the non-transferring Members indicating that he or she has a bona fide offer from a third party, stating the portion of his or her Ownership Interest to be sold, the name and address of the person desiring to purchase such Ownership Interest, the sale price and terms of payment of such sale, and an offer to sell such Ownership Interest to the Company or to the non-transferring members at the same price and terms. For a period of thirty (30) days after such notice, the Company shall have an irrevocable option to purchase the entire Ownership Interest so offered. If the Company refuses or fails to exercise its option to purchase the Ownership Interest offered, for a period of thirty (30) days after such failure or refusal, all Members who wish to exercise such option shall have an irrevocable option to purchase the Ownership Interest so offered. Each Member that elects to exercise his or her option shall purchase a percentage of the Ownership Interest offered in the same ratio his or her current Ownership Interest bears to the interests of all electing Members. This option may be exercised in the aggregate only as to the entire Ownership Interest so offered. If the Members refuse or fail to exercise their options to purchase the Ownership Interest offered, the bona fide third party offer may be accepted, provided such sale is completed in accordance with the terms and conditions of the original offer within sixty (60) days following the termination of the non-transferring Members' options.

(b) Other Intervivos Transfers. In the event that any Member or Interest Holder shall desire, to dispose of all or part of his or her Ownership Interest other than by voluntary sale to a third party, or by Permitted Transfer, he or she shall serve written notice upon the Company and upon the non-Transferring Members indicating the manner in which he or she

intends, to dispose of his or her Ownership Interest, stating the portion of his or her Ownership Interest to be disposed of, the name and address of the person to which such interest will be transferred, if any, the method of completing such disposition, and an offer to sell such interest to the Company or to the non-transferring members for the Fair Market Value thereof, as determined in accordance with Paragraph (d) of this Exhibit B, and upon the payment terms provided for in Paragraph (e) of this Exhibit B. For a period of thirty (30) days after such notice, the Company shall have an irrevocable option to purchase the Ownership Interest so offered. If the Company refuses or fails to exercise its option to purchase the Ownership Interest, for a period of thirty (30) days after such failure or refusal, the non-transferring Members shall have an irrevocable option to purchase the Ownership Interest so offered. Each Member that elects to exercise his or her option shall purchase a percentage of the Ownership Interest offered in the same ratio his or her current Ownership Interest bears to the interests of all electing Members. This option may be exercised in the aggregate, only as to all of the Ownership Interest so offered. If the Company and non-transferring Members refuse or fail to exercise their options to purchase, the Ownership Interest so offered may be disposed of by the transferring Member or Interest Holder in accordance with his or her original stated intentions provided, however, that such disposition must be made within ninety (90) days following the termination of the non-transferring Members' options.

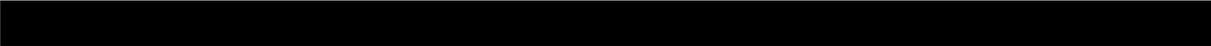
(c) Bankruptcy of a Member. In the event of the bankruptcy of a Member or Interest Holder, the Company shall have the option to purchase the Ownership Interest held by the bankrupt Member or Interest Holder at the time of its or his bankruptcy for the Fair Market Value thereof as of the date of bankruptcy, as the case may be, as determined in accordance with Paragraph (d) of this Exhibit B and upon the payment of the purchase price as set forth in Paragraph (e) of this Exhibit B. The representative of the bankrupt Member's or Interest Holder's estate shall give notice to the Company immediately following his or her appointment,

and the Company shall have thirty (30) days after receipt of notice to exercise its option. The option shall be exercisable by the Company delivering written notice of exercise to the representative of the bankrupt Member or Interest Holder. If the Company refuses or fails to exercise its option to purchase the Membership Interest, for a period of thirty (30) days after such failure or refusal, the other Members shall have an irrevocable option to purchase the Ownership Interest of the bankrupt Member or Interest Holder for the Fair Market value thereof as of the date of death or bankruptcy, as determined in accordance with Paragraph (d) and upon payment of the purchase price as set forth in Paragraph (e) of this Exhibit B. This option shall be exercisable by the Member delivering written notice of exercise to the representative of the bankrupt Member or Interest Holder. Each Member that elects to exercise its or his option may purchase a percentage of the Ownership Interest in the same ratio as its or his current Ownership Interest bears to the Ownership Interests of all electing Members. This option may be exercised in the aggregate only as to all of the Ownership Interest of the bankrupt Member or Interest Holder. If the Members and the Company refuse or fail to exercise their options to purchase, the Ownership Interest of the bankrupt Member or Interest Holder may be disposed of by operation of law, as the case may be.

(d) Determination of Fair Market Value. For transfers and dispositions of Ownership Interests made pursuant to Paragraphs (b) and (c) of this Exhibit B, the Fair Market Value shall be determined by a qualified appraiser selected by agreement of the Members and paid for by the transferring Member or his or her estate. The Fair Market Value so determined shall be binding on all of the parties to the transfer or disposition.

(e) Payment of Purchase Price. The purchase price to be paid for the Ownership Interest by the Company or the non-transferring Members, as the case may be, to the transferring Member, or his or her personal representative, as determined in accordance with Paragraph (d) hereof, shall be paid in accordance with this provision. There shall first be

credited against such purchase price the amount of any indebtedness due and payable to the Company, or the non-transferring Members, as the case may be, by the transferring Member or Interest Holder. The balance of such purchase price, if any, shall be paid in cash or, at the option of the Company or the non-transferring Members, by delivery of the Company's or the non-transferring Members' promissory note(s) ("Note"), which Note shall be delivered to the transferring Member or Interest Holder, or his or her personal representative, as the case may be, at the time of the purchase of the Membership Interest. Any Note made and delivered under this provision shall provide for the payment of the balance of the purchase price together with interest at the lowest fixed rate permissible under the Internal Revenue Code and regulations thereunder without the imputation of interest. The Note shall provide five (5) five equal annual installments of principal and interest, with the first installment to be due and payable (1) year from the date of delivery of the Note and each subsequent installment to be paid on the same day of each year thereafter until the Note is paid in full. The Note shall provide for the acceleration of the principal amount due, and any accrued interest thereon, in the event that any payment of interest or principal is not paid when due. The Note shall also provide for the unconditional right of the maker of the Note to prepay any additional portion or all of the unpaid principal balance at any time, with interest to be computed to the date of payment.





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: Herbal Agriculture LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Alfonse J. Muto
3. Title: VP-Manufacturing and Product
4. Briefly describe the role of this person or entity in the proposed registered organization:
Al will be on the consulting team overseeing product manufacturing and product development. He will work closely with cultivation, and extraction along with quality control developing product brands/strains.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[checked] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [checked] Yes [] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

CONFIDENTIAL DOCUMENT
This record should be deemed exempt from FOIL pursuant to Public Officers Law § 87 as it contains trade secrets or critical infrastructure information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security



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

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

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

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

10. Email: [Redacted]

11. Residence Address [Redacted]

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

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains two rows of education data: SUNY Geneseo and University at Buffalo School of Pharmacy and Pharmaceutical Sce.

CONFIDENTIAL DOCUMENT

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

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains two rows of pharmacy licenses and three empty rows.

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

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



Appendix A:

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



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

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a checkbox for 'Yes' and 'No'.

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



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

Form with two entries. Entry 1: From: June 2012, To: Present, Business Type: Professional Association, Office Held/Nature of Interest: Board Member, President. Entry 2: From: June 2014, To: Present, Business Type: Professional Association, Office Held/Nature of Interest: Board Member. Both entries include checkboxes for open, closed, and proposed status.

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



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

19. Affirmative Statement of Qualifications

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

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

Signature: [Handwritten Signature]

Date: 5/14/15

Notary Name: Karina Temis

Notary Registration Number: 01TE6303038

Notary (Notary Must Affix Stamp or Seal)
Karina A. Temis
Notary Public, State of New York
Qualified in Erie County

Date: 5/14/2015
[Handwritten Signature]



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

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

Form with fields for Business Name (Herbal Agriculture, LLC), Name (Alfonse Muto), Title (V.P. - Dispensing), role description, contact with medical marijuana (Yes), and management/ownership history (Yes).

CONFIDENTIAL DOCUMENT

This record should be deemed exempt from FOIL pursuant to Public Officers Law § 87 as it contains trade secrets or critical infrastructure information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security



Appendix A:

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

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

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

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

10. Email: [redacted]

11. Residence Address: [redacted]

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

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: University at Buffalo, Flint Street Buffalo, NY 14260, 9/1980, 5/1983, BS. Pharmacy, 9/1983.



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

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Pharmacist, 035511-1, The University of New York Education Department, 8/31/1983, 8/31/2016.

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

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



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

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

CONFIDENTIAL DOCUMENT

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

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

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

CONFIDENTIAL DOCUMENT

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Appendix A:

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

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

Form with fields: From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency.

CONFIDENTIAL DOCUMENT

This record should be deemed exempt from FOIL pursuant to Public Officers Law § 87 as it contains trade secrets or critical infrastructure information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security



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

19. Affirmative Statement of Qualifications

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

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

Signature: [Handwritten Signature] Date: 6/2/15

Notary Name: Monica Lynn Murphy Notary Registration Number: 01MU6276351

Notary (Notary Must Affix Stamp or Seal) Date: 6/2/2015



[Handwritten Signature]



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

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

1. Business Name: Herbal Agriculture LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Christopher Cummings 3. Title: Director of Security
4. Briefly describe the role of this person or entity in the proposed registered organization:
Chris will be responsible for all aspects of protecting the integrity and safety of the staff and the Medical Marijuana products produced and sold at both the Manufacturing Facility and Dispensary locations. He will also be integral in hiring and training the security guards.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[checked] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [checked] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.



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

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

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

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

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

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Erie County Community College, Buffalo, NY, Associates Degree - Criminal Justice, 1979.



Appendix A:

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

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

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The table contains 6 empty rows for data entry.

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

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



Appendix A:

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

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



Appendix A:

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

Form section 1: 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.

Form section 2: 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? [X] Yes [] No

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



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

Form with multiple sections for business information, including fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency. Includes checkboxes for open, closed, and proposed.



Appendix A:

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

19. Affirmative Statement of Qualifications

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

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

Signature: [Handwritten Signature] Date: 6/4/15

Notary Name: Maryann L. Koske Notary Registration Number: 07 KO 480 7165

Notary (Notary Must Affix Stamp or Seal) Date: 6/4/15
MARYANN L. KOSKE
Notary Public, State of New York
Qualified in Erie County
My Commission Expires June 30, 2018



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

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

1. Business Name: Herbal Agriculture, LLC.
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Gary E. Smith, P.E. 3. Title: Chief Operating Officer
4. Briefly describe the role of this person or entity in the proposed registered organization:
The C.O.O. oversees the day to day operations of the company, creates operation strategies and policies and oversees the management members.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[X] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

CONFIDENTIAL DOCUMENT

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

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

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

8. Phone: [redacted] 9. Fax: [redacted]
10. Email: [redacted]
11. Residence Address: [redacted]
12. City: [redacted] 13. State: [redacted] 14. ZIP Code: [redacted]
15. Formal Education
Institution Address Dates Attended Degree Received Date Received
University of Massachusetts Amherst, MA 9/1978 6/1981 B.S. in Civil Engineering June 1981
South Dakota School of Mines & Technology Rapid City, SD 9/1986 6//1989 M.S. Geotechnical Engineering June 1989

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

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Contains two rows of license data for Professional Engineering (P.E.).

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

C This record should be deemed exempt from FOIL pursuant to Public Officers Law § 87 as it contains trade secrets or critical infrastructure information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security



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

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.

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

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

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

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Appendix A:

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

Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.

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Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
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19. Affirmative Statement of Qualifications

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

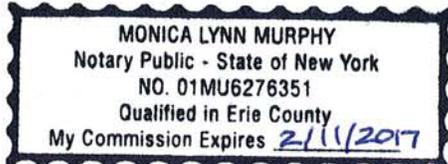
Redacted pursuant to N.Y. Public Officers Law, Art.6

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: 6/2/15

Notary Name: Monica Lynn Murphy Notary Registration Number: 01MU6276351

Notary (Notary Must Affix Stamp or Seal) Date: 6/2/2015



[Handwritten Signature]



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

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

Form with fields for: 1. Business Name: Herbal Agriculture, LLC. 2. Name: Lorie L. Washuta 3. Title: Member 4. Briefly describe the role of this person or entity in the proposed registered organization: Lorie is a managing member of Herbal Agriculture, LLC. 5. Will this person or entity come into contact with medical marijuana or medical marijuana products? 6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs?

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

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

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

8. Phone: 9. Fax: 10. Email: 11. Residence Address: 12. City: 13. State: 14. ZIP Code: 15. Formal Education table with columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Includes entries for SUNY College at Buffalo and Niagara County Community College.

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

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

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. The first row contains the word 'None'.

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

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, and Type of Business.

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

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



Appendix A:

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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.

In addition to over 30 years of managerial experience, Ms. Washuta has served her community in various capacities, most recently in the Advisory Council of Artpark in Lewiston, New York (2014-Present) and previously in Artpark's Board of Directors (1995-2014).

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: 6.2.2015

Notary Name: [Handwritten Name] Notary Registration Number: 02MC5006442

Notary (Notary Must Affix Stamp or Seal) Date: 6.2.2015

BRENDAN P McCAFFERTY
NOTARY PUBLIC, STATE OF NEW YORK
REGISTRATION No. 02MC5006442
QUALIFIED IN ERIE COUNTY
My Commission Expires August 17, 2015



Appendix A:

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

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

1. Business Name: Herbal Agriculture, LLC.
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Marc S. Gromis 3. Title: Gov. Regulatory Compliance Director
4. Briefly describe the role of this person or entity in the proposed registered organization:
I am a retired federal prosecutor with extensive experience with state and federal regulations. I will ensure that all
NYDOH regulations for medical marihuana are followed at the manufacturing facility and the dispensaries,
including the regulations for manufacturing, testing, labeling, packaging, security, surveillance, storage and
transport of product, disposal of unused or deficient products, and marketing and advertising. I will ensure that
all recordkeeping and reporting requirements at the manufacturing facility and dispensaries are followed and will
assist in addressing and reporting to the NYDOH any product returns, adverse effects, or complaints. My
academic and professional accomplishments and awards are set forth in my attached Curriculum Vitae.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[checked] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products,
shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the
procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal
history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using
the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or
greater interest in any other business which manufactured or distributed drugs? [] Yes [checked] 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.

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

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

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

8. Phone: [redacted] 9. Fax none

10. Email: [redacted]

11. Residence Address: [redacted]

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

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Rows include Brandeis University and St. John's University, School of Law.



Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners,
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16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Attorney, State of New York, Registration Number: 1932862, State of NY- Office of Court Administrator, P.O. Box 2806, Church St. Station, NY, NY 10008 212-428-2800, June 1984, Retired 6/2006.

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

Name of Employer: SUNY at Buffalo, School of Law

Type of Business: Law School

Street Address: John Lord O'Brian Hall

City: Buffalo State: NY Zip Code: 14260

Starting Date of Employment: 1/2011 Ending Date of Employment: [Redacted]

Name of Supervisor for Reference: [Redacted] Supervisor Phone Number: [Redacted]

Position/Responsibilities:
Adjunct Professor of Law, teaching White Collar Crime course.





Appendix A:

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

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

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

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



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Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.

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19. Affirmative Statement of Qualifications

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

As a federal prosecutor in Western New York for more than 15 years, I worked in conjunction with various New York State agencies such as the State's Attorney General's Office, and with investigators from the New York State Police on the WNY Telemarketing Task Force which I headed.

As an Assistant U.S. Attorney and then as Chief of the White Collar and General Crimes Division for the Western District of New York, I had managerial experience supervising the work of nine prosecutors and numerous investigators working with the Arson Task Force and the Telemarketing Task Force which I headed at various points of my career with the Department of Justice.

I also worked with numerous regulatory agencies and helped investigate whether businesses were in compliance with federal recordkeeping and other regulations.

I investigated and prosecuted cases for the U.S. Food and Drug Administration, including matters that involved mislabeled and unapproved medical devices and drugs. I also worked with other federal agencies with regulatory responsibilities such as the Environmental Protection Agency, the Treasury Department and the Department of Homeland Security.

Due to my experience with state and federal regulations and regulatory agencies, I have the experience required to understand and ensure compliance with the extensive regulations regarding manufacturing and dispensing medical marijuana.

The awards that I received as a federal prosecutor are set forth in my attached Curriculum Vitae.

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: Marc S. Gomis Date: 5/6/15

Notary Name: Donna J. Schofield Notary Registration Number: 01SC6024747

Notary (Notary Must Affix Stamp or Seal) Date: 5-6-15

DONNA J. SCHOFIELD
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN WYOMING
LIC. #01SC6024747
COMM. EXP. 5-17-2019

Curriculum Vitae

MARC GROMIS

LEGAL EDUCATION

St. John's University School of Law, Jamaica, New York
May 1983 Juris Doctor *cum laude*
Academic Ranking: No. 1 of 254 day students
Honors: Chief Justice of Moot Court- 1982-83
Full scholarship position for senior year involving
management of internal and national competitions.

UNDERGRADUATE EDUCATION

Brandeis University, Waltham, Massachusetts
May 1979 Graduate - Bachelor of Arts in Psychology
Honors: *Cum laude* graduate
Dean's List - six semesters

EMPLOYMENT

August 1983 to August 1985
Law Clerk to U.S. District Judge John T. Elfvin, WDNY

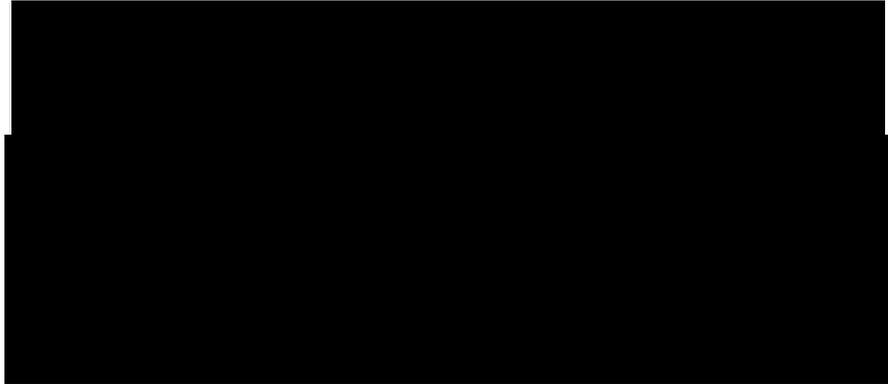


1987 to 2002 United States Department of Justice
Assistant U.S. Attorney, Western District of New York
Handled civil and criminal investigations, trials, and appeals.
Successfully prosecuted hundreds of white-collar and violent
criminal cases.

Chief of White Collar Crime Division December 2000 to July 2002
Supervised nine prosecutors and handled own case load.

Chief of Arson Task Force 1987 to 1994
Supervised investigations by federal and state agencies.
Obtained significant arson and bombing convictions.

Lead Prosecutor, Telemarketing Task Force 1994 to 1998
Managed multi-agency task force, tried cases, obtained more than
250 convictions and eliminated 90 different unlawful operations.



Spring 2011 to present – Adjunct Professor, School of Law, SUNY at Buffalo; White Collar Crime.

Honors:

September 1998- received Federal Law Enforcement Agency's National Prosecutorial Award for pursuing telemarketing cases.

November 1994 – Director's Award received from Attorney General Janet Reno for Superior Performance as an Assistant U.S. Attorney.

June 1992 and August 1990 – Special Achievement Awards for Sustained Superior Performance as an Assistant U.S. Attorney.

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



Appendix A:

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

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: Herbal Agriculture, LLC.
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Michael Jerla 3. Title: Director of Cultivating
4. Briefly describe the role of this person or entity in the proposed registered organization:
Over the past two years Mr. Jerla has gained practical experience growing cannabis working along side the staff in the Colorado operation specializing in a strain of high CBD and low THC cannabis called Charlotte's Web. He's trained to create new plants utilizing tissue culture, which aids in holding genetic structure to ensure consistent outcomes of production. His training allows him to oversee the vegetation, harvesting, drying and extracting cycles of marihuana. He will also be responsible for implementing organic crop protection utilizing special biological predatory insects to control pests instead of chemicals.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[X] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [X] No
If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

CONFIDENTIAL DOCUMENT

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

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

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

8. Phone
9. Fax
10. Email
11. Residence Address:
12. City
13. State
14. ZIP Code:
15. Formal Education
Table with columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Rows include Niagara County Community College, Suny Morrisville, University at Buffalo, Ithaca College, and Koppert Biological Systems.

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

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

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

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

Form with multiple sections for personal and professional information, including address, employment dates, supervisor details, and position responsibilities.

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

Form with multiple sections for business information, including: Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer, Type of Business, Street Address, City/State/Zip, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, 18. Offices Held or Ownership Interest in Other Businesses, List any affiliations you have been associated with in the past 10 years, Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries?, From/To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.



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

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

CONFIDENTIAL DOCUMENT

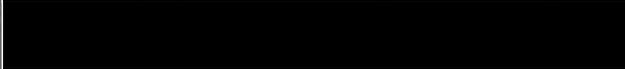
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Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

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



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

Signature: Michael Jerla Date: 6/2/15

Notary Name: Monica Lynn Murphy Notary Registration Number: 01MU6276351

Notary (Notary Must Affix Stamp or Seal) Date: 6/2/2015



Handwritten signature of the notary



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: Herbal Agriculture, LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Patrick Fish 3. Title: General Facility Manager
4. Briefly describe the role of this person or entity in the proposed registered organization:
With over 20 years greenhouse operations experience and more than 10 years Good Agricultural Practices (GAP) experience, Mr. Fish's responsibilities will include oversight of daily operations, maintenance and safety protocols at the manufacturing facility. He will work with the Head of Cultivation for optimal climate control, ventilation, pest control monitoring and administering food grade CO2. Responsibilities include oversight of Lab, Vegetative, Flowering and Drying (scheduling) to ensure compliance of GAP audit standards. Mr. Fish currently oversees daily operations and safety of a 12.5 acre hydroponic greenhouse with a staff of 33-35.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[checked] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [checked] 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.

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Appendix A:

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

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

Yes No

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

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

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

15. Formal Education Dates Attended Degree

Institution Address From To Degree Received Date Received

[Redacted Education Record]

Crop King 134 West Drive Lodi, OH 44254 2002 2002 Certificate- Grower Training 2002

[Empty Education Record Row]

[Empty Education Record Row]

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

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

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



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

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

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

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

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

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

19. Affirmative Statement of Qualifications

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



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

Signature: [Handwritten Signature]

Date: 6-2-2015

Notary Name: Monica Lynn Murphy

Notary Registration Number: 01MU6276351

Notary (Notary Must Affix Stamp or Seal)

Date: 6/2/2015



[Handwritten Signature]



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

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

1. Business Name: Herbal Agriculture LLC
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Peter Zeliff 3. Title: CEO
4. Briefly describe the role of this person or entity in the proposed registered organization:
Peter Zeliff will be responsible for operation initiatives, oversight of finances, compliance with record keeping and retention, and Federal and State regulation compliance.
5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
[checked] Yes [] No
Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."
6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? [] Yes [checked] 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.

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

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

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

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

10. Email: [Redacted]

11. Residence Address: [Redacted]

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

Table with 6 columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Row 1: Rochester Institute of Technology, [Redacted], 1980, 1987, BSEE, 1987.

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

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

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

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

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

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

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

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

Form with fields: From: 8/2014, To: present, Business Type: Energy Services, Name and Address of Business: TBC1 LLC, 901 E Byrd St, Suite 1500 Richmond Va 23219, Office Held/Nature of Interest: Board Member/ shareholder, checkboxes for open, closed, proposed.

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



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

Table with 3 rows: From: 6/2014, To: present, Business Type: MMJ; Name and Address of Business: Herbal Agriculture LLC, 4746 Model City Road, Model City, NY 14107; Office Held/Nature of Interest: shareholder, with checkboxes for open, closed, and proposed.

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

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Appendix A:

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Principal Stakeholders, Directors, and Members**
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Appendix A:
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Principal Stakeholders, Directors, and Members

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

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

Signature: [Handwritten Signature] Date: 6/3/15

Notary Name: Monica Lynn Murphy Notary Registration Number: 01MU6276351

Notary (Notary Must Affix Stamp or Seal) Date:



[Handwritten Signature]

6/3/2015



Appendix A:

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

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

1. Business Name: Herbal Agriculture, LLC.
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Richard H. Washuta 3. Title: Member
4. Briefly describe the role of this person or entity in the proposed registered organization:
Richard Washuta is a non-managing member of Herbal Agriculture, LLC. He has no role as manager with the
day to day operations of the LLC.
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
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Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners,
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7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
[] Yes [x] No
If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

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

10. Email: [redacted]

11. Residence Address: [redacted]

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

Table with 6 columns: Institution, Address, Dates Attended (From, To), Degree Received, Date Received. Row 1: Not Applicable. Rows 2-6: Empty.

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Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date.
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Form with multiple sections for personal and professional information, including fields for Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities.

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

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

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Appendix A:

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

Form with fields: From: 5/10/2013, To: Present, Business Type: Medical Marijuana, Name and Address of Business: Herbal Agriculture, LLC, 4746 Model City Rd. P.O. Box 209 Model City, NY 14107, Office Held/Nature of Interest: Member, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: NYS DOH Corning Tower Empire State Plaza Albany, NY 12237 (518) 402-0836

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



Appendix A:

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

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Appendix A:

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

Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.

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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.

Not applicable

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: 6.1.15

Notary Name: Brendan P. McCafferty

Notary Registration Number: 02MC5006442

Notary (Notary Must Affix Stamp or Seal)

Date: 6.1.15

BRENDAN P. McCAFFERTY
NOTARY PUBLIC, STATE OF NEW YORK
REGISTRATION No. 02MC5006442
QUALIFIED IN ERIE COUNTY
My Commission Expires August 17, 2015



Appendix A:

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

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

1. Business Name: Herbal Agriculture, LLC.
This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Richard P. Winter 3. Title: Member
4. Briefly describe the role of this person or entity in the proposed registered organization:
Mr. Winter's primary role will be Community Relations. He will work to facilitate communication between Herbal
Agriculture and the host communities in which the manufacturing facility and dispensaries are located. Mr.
Winter will also act as liason between Herbal Agriculture's Foundation and community organizations to identify
and assist certified patients who are experiencing difficulty obtaining medical marihuana due to financial
hardship. Mr. Winter will have no direct contact with medical marihuana.
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.

CONFIDENTIAL DOCUMENT

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information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security



Appendix A:

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

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

Yes No

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

8. Phone: 9. Fax:

10. Email:

11. Residence Address:

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

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Contains entries for Buffalo State College and Niagara County Community College.

CONFIDENTIAL DOCUMENT

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

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

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

CONFIDENTIAL DOCUMENT

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Appendix A:

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

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

CONFIDENTIAL DOCUMENT

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

Form with multiple sections for business information, including fields for Type of Business, Street Address, City, State, Zip Code, Starting/Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, and Position/Responsibilities. Includes a section for 'Reason For Departure' and a section for '18. Offices Held or Ownership Interest in Other Businesses' with a disclosure statement and a Yes/No checkbox.

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

CONFIDENTIAL DOCUMENT

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

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DOH-5145 (04/15)



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

Form with fields: From, To, Business Type, Name and Address of Business, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, proposed.

CONFIDENTIAL DOCUMENT

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

Form with fields: From: 2013, To: Present, Business Type: Consulting, Name and Address of Business: Herbal Agriculture, 1430 Pletcher Rd, Youngstown, NY 14174, Office Held/Nature of Interest: Partner, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: N/A

CONFIDENTIAL DOCUMENT

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

19. Affirmative Statement of Qualifications

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

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

Signature: [Handwritten Signature]

Date: 6/2/15

Notary Name: Monica Lynn Murphy

Notary Registration Number: 01MU6276351

Notary (Notary Must Affix Stamp or Seal)

Date: 6/2/2015



[Handwritten Signature]



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

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

Form containing questions 1 through 6 regarding business name, name, title, role, contact with medical marijuana, and previous business ownership.

CONFIDENTIAL DOCUMENT

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

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

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

8. Phone: [Redacted] 9. Fax: N/A

10. Email: [Redacted]

11. Residence Address [Redacted]

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

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Canisius College, 2001 Main Street. Buffalo NY 14208, 9/1981, 5/1985, BS-Accounting, 5/1985.



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

Table with 5 columns: Type of Professional License, License Number, Institution Granting License (Mailing Address, Phone, Email), Effective Date, Expiration Date. Row 1: Certified Public Accountancy License, 061205, New York State Education Department, Office of the Professions, Division of Professional Licensing Services, CPA Unit 89 Washington Avenue, Albany, New York 12224-1600, 5/1987, 5/2017 (Inactive). Rows 2-6 are empty.

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

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



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

Form with fields: Name of Employer, Type of Business, Street Address, City, State, Zip Code, Starting Date of Employment, Ending Date of Employment, Name of Supervisor for Reference, Supervisor Phone Number, Position/Responsibilities, Reason For Departure, Name of Employer.

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

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

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

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Appendix A:
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Form with fields for From, To, Business Type, Office Held/Nature of Interest, and Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable. Includes checkboxes for open, closed, and proposed.

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

19. Affirmative Statement of Qualifications

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

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

Signature: [Handwritten Signature]

Date: 6/2/2015

Notary Name: Monica Lynn Murphy

Notary Registration Number: 01MU0270351

Notary (Notary Must Affix Stamp or Seal)

Date: 6/2/2015



[Handwritten Signature]



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

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

1. Business Name: Herbal Agriculture, LLC. This is the name that was entered in Section A of the Application for Registration as a Registered Organization.
2. Name: Sonia Washuta 3. Title: Member
4. Briefly describe the role of this person or entity in the proposed registered organization: Sonia is a non-managing member of Herbal Agriculture, LLC. She has no involvement with the day to day operations of the LLC.
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.

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

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

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

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

10. Email [redacted]

11. Residence Address: [redacted]

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

15. Formal Education Dates Attended Degree

Table with 6 columns: Institution, Address, From, To, Degree Received, Date Received. Row 1: Not Applicable. Rows 2-6: Empty.

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

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.				
Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date
None				
17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.				
Name of Employer: Not applicable				
Type of Business:				
Street Address:				
City:		State:		Zip Code:
Starting Date of Employment:			Ending Date of Employment: Present	
Name of Supervisor for Reference: Not applicable			Supervisor Phone Number:	
Position/Responsibilities:				
Reason For Departure:				
Name of Employer:				
Type of Business:				

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

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

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

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Appendix A:

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

Form with fields: From: 5/10/2013, To: Present, Business Type: Medical Marijuana, Name and Address of Business: Herbal Agriculture, LLC, 4746 Model City Rd. P.O. Box 209 Model City, NY 14107, Office Held/Nature of Interest: Member, checkboxes for open, closed, proposed.

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

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Form with fields: From, To, Business Type, Office Held/Nature of Interest, Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable.

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19. Affirmative Statement of Qualifications

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

Not applicable

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: Sonia Washuta

Date: 6-1-2015

Notary Name: Brendan McCafferty

Notary Registration Number: 02MC5006442

Notary (Notary Must Affix Stamp or Seal)

Date: 6-1-2015

BRENDAN McCAFFERTY
NOTARY PUBLIC, STATE OF NEW YORK
REGISTRATION No. 02MC5006442
QUALIFIED IN ERIE COUNTY
My Commission Expires August 17, 2015

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: SMITH, GARY, EDWARD
Address: [REDACTED]

OCA:
Date Fingerprinted: 20150528

Fingerprint Center: L052
Agency: NYS Dept of Health Bur Narcotic Enforcement
Reason Fingerprinted:
CONTROLLED SUBSTANCE

Amount Paid: 84.95
Fee Paid By: US BANK EPAY APPROVED

Operator ID: 052001

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: SMITH, GARY, EDWARD
Address: [REDACTED]

OCA:
Date Fingerprinted: 20150528

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Amount Paid: 84.95
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Operator ID: 052001

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: HENNINGHAM, SCOTT, ALFRED
Address: [REDACTED]

OCA:
Date Fingerprinted: 20150528

Fingerprint Center: L052
Agency: NYS Dept of Health Bur Narcotic Enforcement
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New York State
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Applicant: HENNINGHAM, SCOTT, ALFRED
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Reason Fingerprinted:
CONTROLLED SUBSTANCE
Amount Paid: 84.95
Fee Paid By: US BANK EPAY APPROVED

Operator ID: 052001

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: ZELIFF, PETER, HERBERT

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150529

Fingerprint Center: L052

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPAY CONFIRM [REDACTED]

Operator ID: 052001

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: ZELIFF, PETER, HERBERT

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150529

Fingerprint Center: L052

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPAY CONFIRM [REDACTED]

Operator ID: 052001

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: GROMIS, MARC, STEVEN

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150522

Fingerprint Center: L021

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: [REDACTED]

Operator ID: 021007

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: GROMIS, MARC, STEVEN

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150522

Fingerprint Center: L021

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: [REDACTED]

Operator ID: 021007

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: MUTO, ALFONSE, J

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150523

Fingerprint Center: L088

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPAY

Operator ID: 088006

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: MUTO, ALFONSE, J

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150523

Fingerprint Center: L088

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPAY

Operator ID: 088006

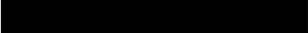
(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: MUTO, ALFONSE.

Address: 

OCA: 

Date Fingerprinted: 20150522

Fingerprint Center: L088

Agency: NYS Dept of Health Bur Narcotic Enforceme

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPAY

Operator ID: 088004

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: MUTO, ALFONSE.

Address: 

OCA: 

Date Fingerprinted: 20150522

Fingerprint Center: L088

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPAY

Operator ID: 088004

(Agency Copy)



**New York State
EasyPath Network**

Applicant: Michael Jerla

Address: [REDACTED]

UCN: [REDACTED]

Date/Time: 5/29/15

Fingerprint Center: Lockport

Agency: NYS Department of Health

Reason: _____

Fingerprinted: _____

Amount Paid: 84.95

Fee Paid By: Credit/Debit card Money Order
 Agency Acct Check

Operator ID: _____

(Agency Copy)



**New York State
EasyPath Network**

Applicant: Michael Jerla

Address: [REDACTED]

UCN: [REDACTED]

Date/Time: 5/29/15

Fingerprint Center: Lockport

Agency: NYS Department of Health

Reason: _____

Fingerprinted: _____

Amount Paid: 84.95

Fee Paid By: Credit/Debit card Money Order
 Agency Acct Check

Operator ID: _____

(Applicant Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: FISH, PATRICK, ANDREW

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150529

Fingerprint Center: L051

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPA [REDACTED]

Operator ID: 051001

(Agency Copy)

L-1 Enrollment Services

New York State
EasyPath Network

Applicant: FISH, PATRICK, ANDREW

Address: [REDACTED]

OCA: [REDACTED]

Date Fingerprinted: 20150529

Fingerprint Center: L051

Agency: NYS Dept of Health Bur Narcotic Enforcement

Reason Fingerprinted:

CONTROLLED SUBSTANCE

Amount Paid: 84.95

Fee Paid By: US BANK EPA [REDACTED]

Operator ID: 051001

(Agency Copy)

Local 338



RWDSU/UFCW

JOHN R. DURSO
President

JOSEPH FONTANO
Secretary-Treasurer

JACK CAFFEY JR.
Executive Vice President

DEBRA BOLLBACH
Recorder



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

June 1, 2015

Re: Labor Peace Agreement between Local 338, RWDSU/UFCW and Herbal Agriculture, LLC

Dear Commissioner Zucker,

Local 338, RWDSU/UFCW ("Local 338") is a labor organization, as defined in 29 U.S.C. § 402(i) and 29 U.S.C. § 152(5), representing close to 20,000 employees in New York State and its environs.

The enclosed document entitled, Neutrality Agreement, is intended in part to satisfy and comply with the requirement, under the New York Public Health Law, that an applicant (Herbal Agriculture, LLC) seeking a license to conduct business relating to the use of medical marijuana in New York State submit proof that it has entered into a labor peace agreement with a bona-fide labor organization that is actively engaged in representing or attempting to represent the applicant's employees. See Public Health Law §§ 3360(14), 3365(1)(III), 3365(3)(VII), 3365(6)(IV), and 3365(7).

The Neutrality Agreement contains explicit language which protects the State's proprietary interests by prohibiting Local 338 from engaging in picketing, work stoppages, boycotts, and any other economic interference with the business of an entity licensed to engage in the business relating to the use of medical marijuana in New York State.

Should any changes in the Neutrality Agreement be necessary for an applicant to comply with the Public Health Law, please feel free to communicate with us directly.

Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Joseph Fontano".

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

LABOR PEACE AGREEMENT
BY AND BETWEEN
HERBAL AGRICULTURE, LLC
AND
LOCAL 338, RWDSU/UFCW

By this Agreement dated June 1, 2015, Herbal Agriculture, LLC, (the "Employer") and Local 338, RWDSU/UFCW, 1505 Kellum Place, Mineola, New York (the "Union") hereby establish the following procedure to address the Union's efforts to organize employees in any existing or new facility owned or operated by the Employer for the production and/or distribution of medical marijuana pursuant to a license issued by the State of New York in which the employees are not represented by a labor organization ("Licensed Facility"):

1. The term, "employees," used herein shall include all regular, full time and part-time employees at a Licensed Facility, including, but not limited to, pharmacists, pharmacy technicians, dispensaries, consultants, drivers, growers, retail, manufacturers, trimmers, and anyone else performing work for or on behalf of the Employer at a Licensed Facility, and shall exclude only who are statutorily excluded by the National Labor Relations Act ("NLRA").

2. Within ten (10) days after receiving written notice of the Union's intent, the Employer agrees to furnish the Union with a complete list of employees in the shop designated in the notice, including job classifications, departments, street addresses, telephone numbers and e-mail addresses, if available. 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 at a Licensed Facility. 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 lawful union activities, including meeting with Union representatives or signing authorization cards. The Employer will promptly terminate any violation of this provision and immediately act to discourage any additional violation, including disciplining any manager' or supervisor - or terminating its relationship with any independent

contractor representative - who violates it. The Employer agrees to take prompt action to mitigate the effects of any violation, including informing employees of the Employer's position on organizing and the rights of employees to organize.

5. The Employer will permit Union representatives access to a Licensed Facility 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. 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.

7. 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.

8. If the Union provides evidence through a neutral party that a majority of employees at a Licensed Facility 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.

9. If the Employer voluntarily recognizes the Union as the bargaining representative for a unit of employees at a Licensed Facility or if the Union obtains a certification from the National Labor Relations Board for a unit, the parties agree to commence bargaining within 20 business days from the date the neutral verifies the Union's majority or the certification is issued. If they are unable to agree to a collective bargaining agreement after good faith bargaining for a reasonable time, the parties agree to submit all mandatory subjects that have not been resolved 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.

10. The parties agree to resolve any dispute over the interpretation of this Labor Peace 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 in writing within 20 days thereafter. The parties will equally share the arbitrator's fees and costs.

11. 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.

12. 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.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed this 1st day of June, 2015, by their duly authorized representatives.

LOCAL 338, RWSDIU/UCFW

By:

Date:

Name: Joseph Fontano

Title: Secretary-Treasurer

Witness:

HERBAL AGRICULTURE, LLC

By:

Date:

Name: Gary E. Smith

Title: COO

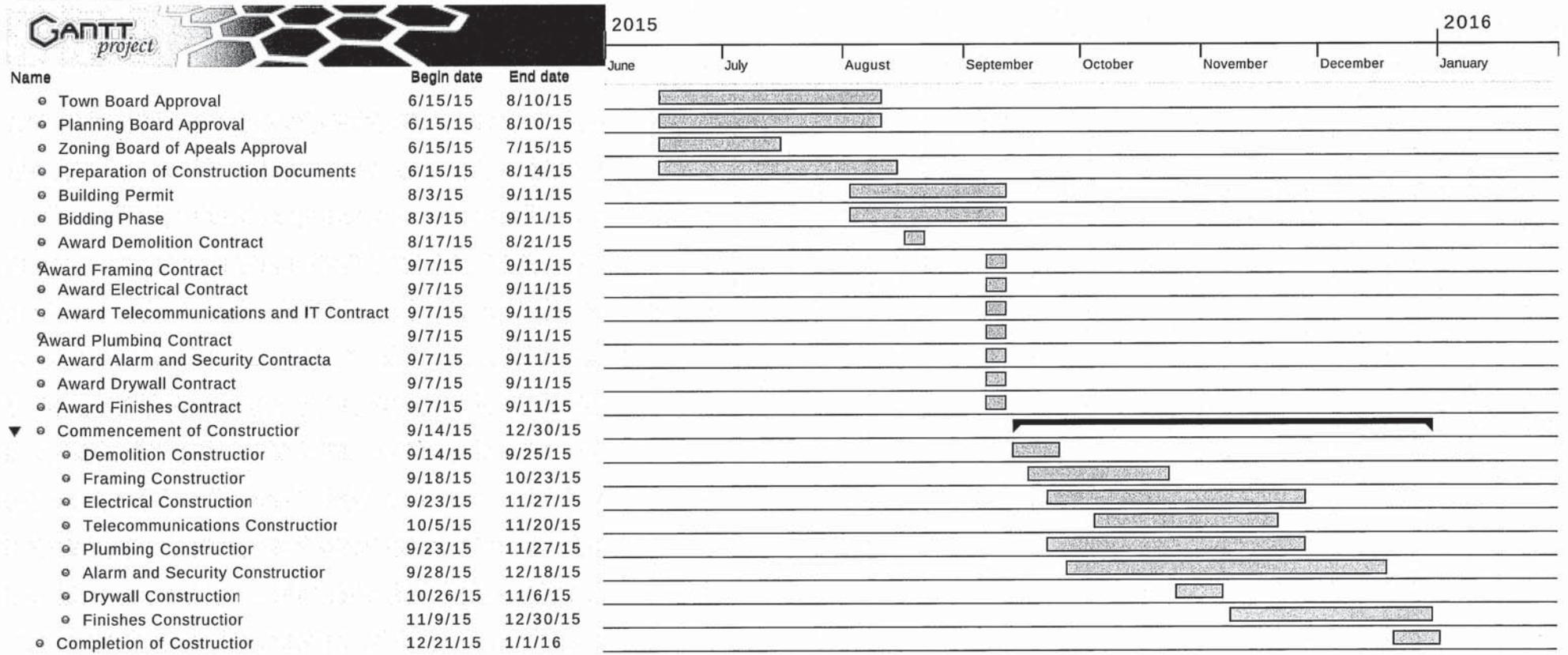
Witness:

Herbal Agriculture LLC and Lewiston Greenhouse LLC
Attachment G
Question #87 - Financial Statement of business transactions
connected with application

Vendor	Year Cost Incurred	Amount	Description of Service Performed
NYS Taxation and Finance	2014 and 2015	\$ 75.00	LLC Fees
Richard Palumbo, Esq.	2013-2015	\$ 64,895.00	Legal Consultant - Corporate documents; Corporate Contracts and Agreements
H2Gro LLC (prior to formation of Herbal Agriculture LLC)	2013-2015	\$ 45,773.63	Corporate travel
Zeliff Aviation LLC	2013	\$ 1,275.83	Corporate travel
Rick Winter, Member	2014	\$ 2,527.81	Consultant travel
Stanley Brothers Social Enterprises, Inc.	2014	\$ 150,000.00	License Agreement
Peter M. Vito & Associates	2014-2015	\$ 13,152.46	Members' background checks
TRiQ, Inc.	2014-2015	\$ 9,389.75	Consultant - Cannabis Growing
Larssen LTD.	2014-2015	\$ 23,932.60	Re-designing of current Greenhouse
Eagle Point Strategies	2014	\$ 3,330.00	Data research
First Niagara Bank (Lewiston Greenhouse LLC)	2014	\$ 283.39	Bank fees
PAPI LLC	2014-2015	\$ 203,000.00	Consultants - Application Process
CSC	2014-2015	\$ 1,250.32	Corporate filing fees
Jaeckle, Fleischmann & Mugel LLP	2014-2015	\$ 17,638.50	Legal Consultants - Labor Peace Agreement and Greenhouse Zoning review
Amigone Sanchez & Mattrey	2014	\$ 1,375.00	Legal Consultants - Review NYSDOH rules and regulations
FJ Sanzillo	2014	\$ 850.39	Consultant travel
The Niagara Falls Reporter	2014-2015	\$ 20,000.00	Community Support communications
Sunset Solutions LLC	2015	\$ 12,500.00	Consultant - Application Process
Gary Smith, Member	2015	\$ 3,820.62	Corporate travel
NYS JCOPE	2015	\$ 50.00	Reporting
CO Department of Revenue	2015	\$ 116.70	Data research
Zeliff Holdings LLC	2015	\$ 9,839.00	Consultant - Financial part of Application Process
Greenburg Traurig	2015	\$ 9,039.00	Legal Consultant - Application Process
HotHouse Inc.	2015	\$ 33,250.00	Growhouse consulting
Brian K. Wood	2015	\$ 60,000.00	Syracuse NY Lease deposit
C3 Labs LLC	2015	\$ 7,500.00	Laboratory testing
Narrow Gage Holdings	2015	\$ 20,000.00	Consultant - Cultivation
Canalside Development LLC	2015	\$ 25,000.00	Tonawanda NY purchase contract deposit
World Wide Agent Services Inc.	2015	\$ 40,000.00	Bond Premium
JC Gage LLC	2015	\$ 4,200.00	Conklin NY Lease deposit
National Grid	2015	\$ 10,000.00	Manufacturing (grow) facility utility upgrade engineering fees
NYS Department of Health	2015	\$ 210,000.00	Application and Registration Fee
Total costs through 6/5/2015		<u>\$ 1,004,065.00</u>	

This record should be deemed exempt from FOIL pursuant to Public Officers Law § 87 as it contains trade secrets or critical infrastructure information which, if released to the public, would result in substantial competitive harm to Herbal Agriculture or otherwise jeopardize security.

Gantt Chart





Appendix B: Architectural Program

A SEPARATE “APPENDIX B” SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION’S BUSINESS PLAN

COMPANY INFORMATION	
Business Name:	Herbal Agriculture, LLC
Facility Type:	Manufacturing Facility <input type="checkbox"/> Dispensing Facility <input checked="" type="checkbox"/>
Use and Occupancy Classification:	M
Building Construction Type and Classification:	III
Facility Address:	6 MAIN STREET TONAWANDA, NEW YORK
Primary Contact Telephone number:	
Primary Contact Fax number:	
PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:	
Applicant shall identify planning requirements, including but not limited to:	
<input checked="" type="checkbox"/>	TOWN BOARD APPROVAL
<input checked="" type="checkbox"/>	PLANNING BOARD APPROVAL
<input checked="" type="checkbox"/>	ZONING BOARD OF APPEALS APPROVAL
<input checked="" type="checkbox"/>	PREPARATION OF CONSTRUCTION DOCUMENTS
<input checked="" type="checkbox"/>	BUILDING PERMIT
<input checked="" type="checkbox"/>	BIDDING PHASE
<input checked="" type="checkbox"/>	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
<input checked="" type="checkbox"/>	COMMENCEMENT OF CONSTRUCTION
<input checked="" type="checkbox"/>	COMPLETION OF CONSTRUCTION



Appendix B – Architectural Program

Table with 2 columns: Compliance checkbox and Code description. Includes codes like 2010 BUILDING CODE OF NYS, 2010 FIRE CODE OF NYS, etc.



Appendix B – Architectural Program

<p>Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.</p>	<input type="checkbox"/> New Building <input type="checkbox"/> Repair <input type="checkbox"/> Alteration Level 1 <input checked="" type="checkbox"/> Alteration Level 2	<input checked="" type="checkbox"/> Alteration Level 3 <input checked="" type="checkbox"/> Change of Occupancy <input type="checkbox"/> Addition <input type="checkbox"/> Historic Building	<input checked="" type="checkbox"/> Demolition <input type="checkbox"/> Chapter 3. Prescriptive Compliance Method <input type="checkbox"/> Chapter 13. Performance Compliance Method
<p>Select Work Involved: Check all that apply.</p>	<input checked="" type="checkbox"/> General Construction <input type="checkbox"/> Roofing <input type="checkbox"/> Asbestos Abatement/Environmental <input type="checkbox"/> Fire Alarm	<input type="checkbox"/> Structural <input type="checkbox"/> Mechanical <input checked="" type="checkbox"/> Plumbing <input type="checkbox"/> Electrical	<input type="checkbox"/> Site Work <input type="checkbox"/> Sprinkler <input type="checkbox"/> Elevators <input type="checkbox"/> Other: _____

CODE COMPLIANCE REVIEW						
Applicant shall provide all applicable information in regards to the code topic and section listed below.						
1. Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code.						
2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: NA: Not Applicable, NR: Not Required, NP: Not Permitted						
3. Provide your facilities "Actual" value for each required standard as per applicable code section.						
No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
1	Use & Occupancy Classification	302.1 - 312		Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	B	M



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	NA	
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	NA	
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	NA	
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	12,500 SF PER STORY 4 STORIES 55'-0" HIGH	8,300 SF 1 STORY W/ PARTIAL 2ND 30'-0" HIGH
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	NA	
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	NA	
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	NA	
10	Construction Classification	602		Provide Construction Classification per each building included in Application.		IIIB
11	Fire Resistance Rating Req'm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	EXTERIOR BEARING WALLS: 2 HOURS	PER TABLE 720.1(2) WALL MATERIAL & THICKNESS EXCEEDS 2 HOUR RATING



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	EXTERIOR BEARING WALLS: 2 HOURS	PER TABLE 720.1(2) WALL MATERIAL & THICKNESS EXCEEDS 2 HOUR RATING
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	X<5'-0"	PARTY WALL BETWEEN 6 MAIN ST. & 2 MAIN ST.
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	3 HOUR PER TABLE 705.4	WALL CONSTRUCTION ASSUMED TO BE CODE COMPLIANT AT TIME OF CONSTRUCTION
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	NA	
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	NA	
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	NA	
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: <input type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	NR	NONE
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	NA	
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	NA	
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned)	NR	FIRE ALARM SYSTEM PROVIDED



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	NA	
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.		NONE
25	Exits	1001.1 & 2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.		SEE ADDITIONAL INFO ON ATTACHED SHEET AND BUILDING PLANS
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	30 SF/OCCUPANT FOR M ON GRADE FLOOR	277 OCCUPANTS
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	STAIRS: 0.3" PER OCC. OTHER: 0.2" PER OCC.	100" TOTAL EGRESS WIDTH
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	<49 OCC. AND 75 MAX. TRAVEL = 2 ACCESSIBLE EGRESS REQUIRED	1 ACCESSIBLE EGRESS 1 NON-ACCESSIBLE EGRESS



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.		34" CLEAR & 32" CLEAR
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.		SEE ADDITIONAL INFO ON ATTACHED SHEET AND BUILDING PLANS
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	SLOPE NOT STEEPER THAN 1:12	SIDEWALK RAMP 1:0.5" TO MAIN DOORS, 104" IN WIDTH
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	75' MAX.	
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	TWO EXITS REQUIRED MAX. 200' EXIT ACCESS TRAVEL DISTANCE	TWO EXITS PROVIDED
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	NA	
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	NA	
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	MIN. 2 EXITS MIN. 75' APART	2 EXITS, 132' APART
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.		SEE ADDITIONAL INFO ON ATTACHED SHEET
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	NA	
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	NA	
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.		SEE BUILDING PLAN
43	Accessibility	1101.1 - 1110 & ICC/A117.1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.		SEE BUILDING PLAN
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).		SEE ADDITIONAL INFO ON ATTACHED SHEET
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	NA	
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	1/500 WC, 1/750 LAV, 1/1000 FOUNTAIN, 1 S.S.	2 UNISEX WC, 2 LAVS, 1 S.S., SEE ADDT. INFO
48	Available Street Water Pressure			Provide the available street or well water pressure.		
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.		SEE SITE PLAN

Department of Health

Appendix B: Architectural Program
Additional Information

Part IV
Code Compliance Review

Medical Marijuana Program
Application for Registration as a Registered Organization

Herbal Agriculture, LLC
Tonawanda Dispensing Facility

<u>Section No.</u>	<u>Topic</u>	<u>Additional Information</u>
25	EXITS	EXIT DOORS SHALL BE MINIMUM 36" WIDE FOR SINGLE DOOR & DOUBLE DOOR MINIMUM OF 32" WIDE, 6'-8" HIGH, SWINGING IN DIRECTION SHOWN, ALUMINUM FRAME CONSTRUCTION.
32	COMMON PATH OF EGRESS TRAVEL	< 75' AT FIRST FLOOR. CURRENT CODE WOULD REQUIRE ADDITIONAL EGRESS PATH FROM BASEMENT IF BASEMENT IS TO BE USED. CURRENT BASEMENT USE AND LAYOUT ASSUMED IN COMPLIANCE WITH CODE AT TIME OF CERTIFICATE OF OCCUPANCY.
38	VERTICAL EXIT ENCLOSURE	STAIR FROM SECOND FLOOR MEETS 1 HOUR RATED ENCLOSURE FOR WALL CONSTRUCTION. CURRENT LAYOUT ASSUMED IN COMPLIANCE WITH CODE AT TIME OF CERTIFICATE OF OCCUPANCY. STAIRS FROM BASEMENT ARE NOT ENCLOSED, MODIFICATIONS TO BE MADE TO ENCLOSE STAIR.
43	ACCESSIBILITY	MAIN ENTRANCE IS ACCESSIBLE. REAR EXIT IS NOT ACCESSIBLE. BASEMENT AND PARTIAL SECOND FLOOR LEVEL ARE NOT ACCESSIBLE. ACCESSIBLE TOILET ROOMS WILL BE REQUIRED IF INTERIOR ALTERATIONS ARE PERFORMED.
44	ENERGY CONSERVATION	EXISTING BUILDING WITH UNKNOWN EXACT ENVELOPE CONSTRUCTION IN COMPLIANCE WITH BUILDING CODE AT THE TIME IT WAS CONSTRUCTED

ERIE COUNTY, NEW YORK	CITY OF TONAWANDA		Date	JUNE, 2015
TONAWANDA DISPENSING FACILITY - FIRST FL.	HERBAL AGRICULTURE, LLC COMPASSIONATE CARE ACT APPLICATION ASSISTANCE		Scale	AS SHOWN
			Figure Number	A-1
			Project Number	1777.001

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

TONAWANDA DISPENSING FACILITY - SECOND FL.

COMPASSIONATE CARE ACT APPLICATION ASSISTANCE



ate
JUNE, 2015

cale
AS SHOWN

figure Number

A-2

roject Number

1777.001

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

LOCATION: CITY OF TONAWANDA		SCALE:	
COUNTY OF ERIE, STATE OF NEW YORK		1" = 40'	
PART OF LOT 84		DRAWN BY:	
OF THE MILE RESERVE, NIAGARA RIVER RESERVATION		K. ARMSTRONG	
MAP COVER: 36.42		CHECKED BY:	Architecture. Engineering. Surveying. T 716.858.3333 F 716.858.3961 W foitalbert.com 763 Main Street Buffalo, New York 14203
SUBLOT(S): PART OF 8-14 BLOCK 4, AND PART OF		S. CARVER	
ABANDONED STATE PARCEL 397		RESURVEY:	Unauthorised alteration or addition to any survey, drawing, design, specification, plan or report is a violation of Section 7209, Provision 2 of the New York State Education Law. Only copies from the original of this survey map marked with an original of the land surveyor's embossed seal and signature shall be considered to be valid true copies.
REVISIONS: FEB 27, 2012: REVISED CERTIFICATION			
MAR. 13, 2013: CERTIFICATION AND LOT DIMENSIONS			
DATE: FEBRUARY 3, 2012	JOB No.: 11059.06	NO COR. MON. SET	Copyright Foit-Albert Associates, all rights reserved. No portion of this drawing may be reproduced, stored or transmitted by any means without prior written permission of the architect, engineer or surveyor.

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

NO ALTERATIONS PERMITTED HEREIN EXCEPT AS PERMITTED BY THE TONAWANDA COMMISSIONERS OF HEALTH AND WELFARE BY THE TONAWANDA CITY ENGINEER		COMPLETED CONSTRUCTION Significant Construction Changes Are Shown By: _____ Date: _____ Or: _____ Date: _____ REVISIONS		HERBAL AGRICULTURE, LLC COMPASSIONATE CARE ACT APPLICATION ASSISTANCE		CITY OF TONAWANDA	
Date: JUNE, 2015				DISPENSARY SITE PLAN TONAWANDA, NY		ERIE COUNTY, NEW YORK	
Scale: AS SHOWN							
Sheet Number: 1							
File Number: 1777.001							



Appendix B: Architectural Program

A SEPARATE “APPENDIX B” SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION’S BUSINESS PLAN

COMPANY INFORMATION	
Business Name:	
Facility Type:	<input type="checkbox"/> Manufacturing Facility <input type="checkbox"/> Dispensing Facility
Use and Occupancy Classification:	
Building Construction Type and Classification:	
Facility Address:	
Primary Contact Telephone number:	
Primary Contact Fax number:	
PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:	
Applicant shall identify planning requirements, including but not limited to:	
<input type="checkbox"/>	TOWN BOARD APPROVAL
<input type="checkbox"/>	PLANNING BOARD APPROVAL
<input type="checkbox"/>	ZONING BOARD OF APPEALS APPROVAL
<input type="checkbox"/>	PREPARATION OF CONSTRUCTION DOCUMENTS
<input type="checkbox"/>	BUILDING PERMIT
<input type="checkbox"/>	BIDDING PHASE
<input type="checkbox"/>	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
<input type="checkbox"/>	COMMENCEMENT OF CONSTRUCTION
<input type="checkbox"/>	COMPLETION OF CONSTRUCTION



Appendix B – Architectural Program

Table with 2 columns: checkbox and code description. Includes codes like 2010 BUILDING CODE OF NYS, 2010 FIRE CODE OF NYS, etc.



Appendix B – Architectural Program

<p>Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.</p>	<input type="checkbox"/> New Building <input type="checkbox"/> Repair <input type="checkbox"/> Alteration Level 1 <input type="checkbox"/> Alteration Level 2	<input type="checkbox"/> Alteration Level 3 <input type="checkbox"/> Change of Occupancy <input type="checkbox"/> Addition <input type="checkbox"/> Historic Building	<input type="checkbox"/> Demolition <input type="checkbox"/> Chapter 3. Prescriptive Compliance Method <input type="checkbox"/> Chapter 13. Performance Compliance Method
<p>Select Work Involved: Check all that apply.</p>	<input type="checkbox"/> General Construction <input type="checkbox"/> Roofing <input type="checkbox"/> Asbestos Abatement/Environmental <input type="checkbox"/> Fire Alarm	<input type="checkbox"/> Structural <input type="checkbox"/> Mechanical <input type="checkbox"/> Plumbing <input type="checkbox"/> Electrical	<input type="checkbox"/> Site Work <input type="checkbox"/> Sprinkler <input type="checkbox"/> Elevators <input type="checkbox"/> Other: _____

CODE COMPLIANCE REVIEW						
<p>Applicant shall provide all applicable information in regards to the code topic and section listed below.</p> <p>1. Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECC: Energy Conservation Code.</p> <p>2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: NA: Not Applicable, NR: Not Required, NP: Not Permitted</p> <p>3. Provide your facilities "Actual" value for each required standard as per applicable code section.</p>						
No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
1	Use & Occupancy Classification	302.1 - 312		Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.		
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.		
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.		
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).		
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).		
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).		
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).		
10	Construction Classification	602		Provide Construction Classification per each building included in Application.		
11	Fire Resistance Rating Req'm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).		
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.		
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.		
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.		
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.		
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.		
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: <input type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.		
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.		
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.		
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned)		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.		
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.		
25	Exits	1001.1 &2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.		
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.		
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans		
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.		
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.		
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.		
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.		
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.		
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.		



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).		
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.		
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.		
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.		
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.		
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.		



Appendix B – Architectural Program

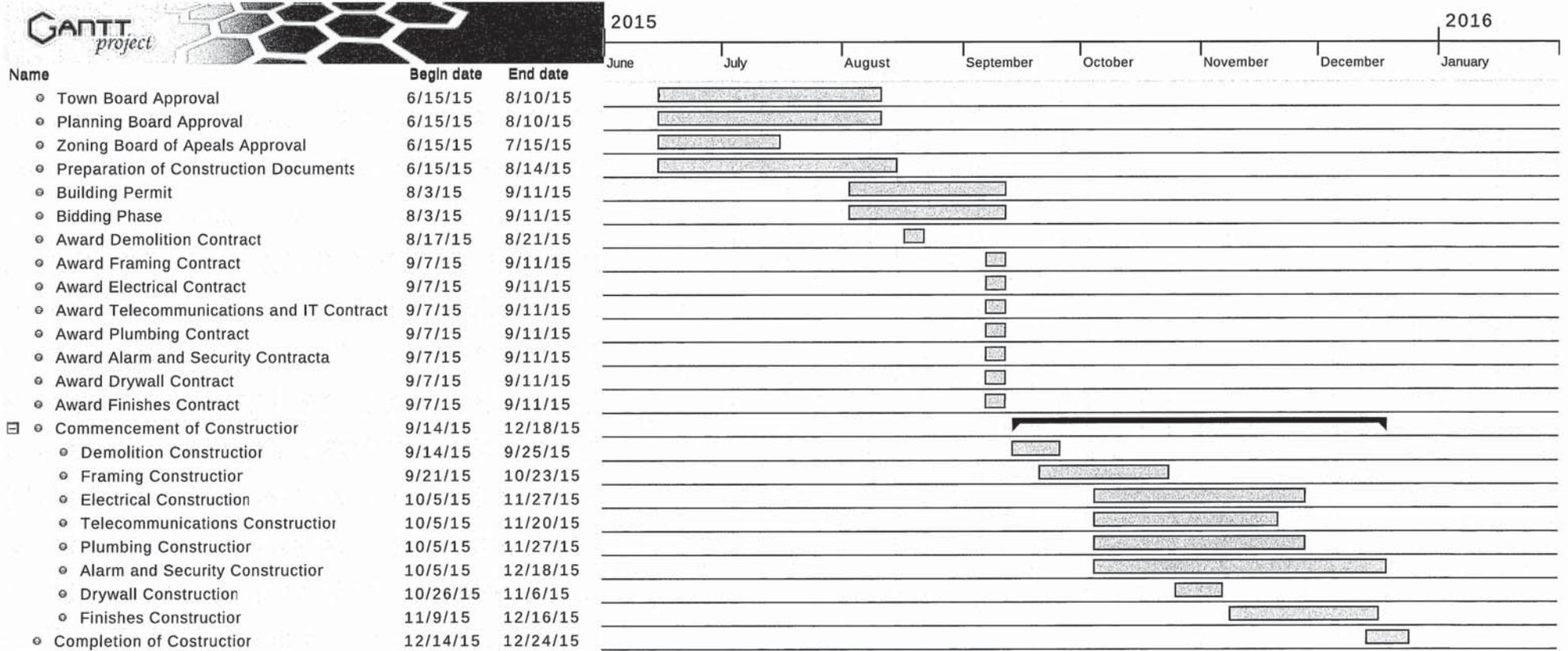
No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.		
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.		
43	Accessibility	1101.1 - 1110 & ICC/A117.1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.		
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).		
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.		
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.		



Appendix B – Architectural Program

Table with 7 columns: No., Topic, NYS Building Code Section, Other Code (as Stated Above) & Section, Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s), Required Code Value / Allowed Code Value, Facility's Actual Value. Rows include Plumbing Fixture Count, Available Street Water Pressure, and Fire Apparatus Access Road.

Gantt Chart



Department of Health

Appendix B: Architectural Program
Additional Information

Part IV
Code Compliance Review

Medical Marijuana Program
Application for Registration as a Registered Organization

Herbal Agriculture, LLC
Syracuse Dispensing Facility

<u>Section No.</u>	<u>Topic</u>	<u>Additional Information</u>
25	EXITS	EXIT DOORS SHALL BE MINIMUM 36" WIDE, 6'-8" HIGH, SWINGING IN DIRECTION SHOWN, ALUMINUM FRAME OR HOLLOW METAL CONSTRUCTION
32	COMMON PATH OF EGRESS TRAVEL	< 75' AT FIRST FLOOR, 101' FROM INACCESSIBLE BASEMENT. CURRENT CODE WOULD REQUIRE ADDITIONAL EGRESS PATH FROM BASEMENT. CURRENT BASEMENT USE AND LAYOUT ASSUMED IN COMPLIANCE WITH CODE AT TIME OF CERTIFICATE OF OCCUPANCY.
43	ACCESSIBILITY	MAIN ENTRANCE IS ACCESSIBLE. REAR EXIT IS NOT ACCESSIBLE. BASEMENT LEVEL IS NOT ACCESSIBLE. TOILET ROOMS ARE LOCATED ON THE NON-ACCESSIBLE BASEMENT LEVEL. AN ACCESSIBLE TOILET ROOM WOULD BE REQUIRED IF INTERIOR ALTERATIONS WERE PERFORMED.
44	ENERGY CONSERVATION	EXISTING BUILDING WITH UNKNOWN EXACT ENVELOPE CONSTRUCTION IN COMPLIANCE WITH BUILDING CODE AT THE TIME IT WAS CONSTRUCTED

CITY OF SYRACUSE
SYRACUSE DISPENSING FACILITY
COMPASSIONATE CARE ACT APPLICATION ASSISTANCE



Date: JUNE, 2015
Scale: AS SHOWN
Figure Number: A-1
Project Number: 1777.001

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

<p>STATE OF NEW YORK</p> <p>ORIGINAL COPIES OF THIS SURVEY MAP SIGNED AND SEALED IN RED INK.</p> <p>THE UNDERSIGNED SURVEYOR HEREBY CERTIFIES THAT THIS IS AN ACCURATE MAP OF AN ACTUAL SURVEY COMPLETED <u>3-4-00</u> SUBJECT TO ANY STATE OF FACTS AN ACCURATE AND UP TO DATE ABSTRACT OF TITLE WILL SHOW SINCE _____ DATED <u>3-4-00</u></p> <p>SIGNED _____</p> <p><small>"Unauthorized alterations or addition to a survey map bearing a licensed land surveyor's seal is a violation of section 7204, sub division 2, of the New York State Education Law." "Copies from the original of this survey map not marked with an original of the land surveyor's issued seal or his embossed seal shall not be considered to be a valid true copy."</small></p>	<p>MAP OF</p> <p>LOCATION SURVEY PART OF LOT 11 BLOCK 13 CITY OF SYRACUSE</p>
	<p>Part of Lot _____</p> <p>County of <u>ONONDAGA</u> Town of _____</p> <p>Scale of 1 inch = <u>20</u> Feet State of New York</p> <p>Date <u>MARCH 4, 2000</u></p> <p>George A. Venditti, Jr. LICENSED LAND SURVEYOR</p> <p>OSWEGO, NEW YORK 13126 Phone: 315-343-6200</p>

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

NO ALTERATION, REVISIONS, OR REVISIONS TO BE MADE TO THIS DRAWING WITHOUT THE WRITTEN CONSENT OF THE DESIGNER.		DATE: _____	
COMPLETED CONSTRUCTION Changes Are Shown		BY: _____	
REVISIONS		DATE: _____	
HERBAL AGRICULTURE, LLC COMPASSIONATE CARE ACT APPLICATION ASSISTANCE		CITY OF SYRACUSE	
DISPENSARY SITE PLAN SYRACUSE, NY		ONONDAGA COUNTY, NEW YORK	
			
Date	JUNE, 2015		
Scale	AS SHOWN		
Sheet Number	1		
File Number	1777.001		



Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION
Business Name: Herbal Agriculture, LLC
Facility Type: Manufacturing Facility [] Dispensing Facility [x]
Use and Occupancy Classification: M
Building Construction Type and Classification: IB MINIMUM
Facility Address: 330 West 38th Street, New York, New York 10018
Primary Contact Telephone number:
Primary Contact Fax number:
PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:
Applicant shall identify planning requirements, including but not limited to:
[x] TOWN BOARD APPROVAL
[x] PLANNING BOARD APPROVAL
[x] ZONING BOARD OF APPEALS APPROVAL
[x] PREPARATION OF CONSTRUCTION DOCUMENTS
[x] BUILDING PERMIT
[x] BIDDING PHASE
[x] CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
[x] COMMENCEMENT OF CONSTRUCTION
[x] COMPLETION OF CONSTRUCTION



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- Entrance and Exits
Public Parking Spaces on street
Staff Parking Spaces on street
Accessible Parking Spaces on street
Accessible Route(s)
Fire Lane and/or Fire Apparatus Road on street
Percentage of Green Space 0%
Location of Emergency Power Systems N/A
Loading & Unloading on street
Security Gates & Fences N/A

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
Natural Gas, Oil, Electric, Solar, Other
Engineering Systems:
Heating System: Type, Size, Efficiency, Ventilation Requirements
Cooling System: Type, Size, Efficiency, Ventilation Requirements
Ventilation & Humidification Systems: Type, Size, Efficiency, Ventilation Requirements
Electrical Distribution Available
Water Supply: Municipal Water Service X or Private Well Water
Sewage: Municipal Sewer System X or Private Septic System
Emergency Power System: Type, Size, Efficiency



Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)

CHECK ALL APPLICABLE CODES FOR THE FACILITY

Table with 2 columns: checkbox and code description. Includes codes like 2010 BUILDING CODE OF NYS, 2010 FIRE CODE OF NYS, 2010 PLUMBING CODE OF NYS, 2010 MECHANICAL CODE OF NYS, 2010 FUEL GAS CODE OF NYS, 2010 PROPERTY MAINTENANCE CODE OF NYS, 2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS, 2012 IECC COMMERCIAL PROVISIONS, 2010 EXISTING BUILDING CODE OF NYS, NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version), 2014 NY CITY CONSTRUCTION CODE, 2008 NY CITY CONSTRUCTION CODE, 1968 NY CITY CONSTRUCTION CODE, NFPA 101-06 LIFE SAFETY CODE, ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES, and OTHER.



Appendix B – Architectural Program

Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.	<input type="checkbox"/> New Building <input type="checkbox"/> Repair <input type="checkbox"/> Alteration Level 1 <input type="checkbox"/> Alteration Level 2	<input checked="" type="checkbox"/> Alteration Level 3 <input type="checkbox"/> Change of Occupancy <input type="checkbox"/> Addition <input type="checkbox"/> Historic Building	<input type="checkbox"/> Demolition <input type="checkbox"/> Chapter 3. Prescriptive Compliance Method <input type="checkbox"/> Chapter 13. Performance Compliance Method
	Select Work Involved: Check all that apply.	<input checked="" type="checkbox"/> General Construction <input type="checkbox"/> Roofing <input type="checkbox"/> Asbestos Abatement/Environmental <input type="checkbox"/> Fire Alarm	<input type="checkbox"/> Structural <input type="checkbox"/> Mechanical <input type="checkbox"/> Plumbing <input type="checkbox"/> Electrical

CODE COMPLIANCE REVIEW						
Applicant shall provide all applicable information in regards to the code topic and section listed below. 1. Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code. 2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: NA: Not Applicable, NR: Not Required, NP: Not Permitted 3. Provide your facilities "Actual" value for each required standard as per applicable code section.						
No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
1	Use & Occupancy Classification	302.1 - 312		Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.		M



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	NA	
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	NA	
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	NA	
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	UNLIMITED SF 11 STORIES 160'-0" HIGH	208,000 SF 10 STORIES 100'-0" HIGH
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).		B/R-2
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).		B/R-2
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).		
10	Construction Classification	602		Provide Construction Classification per each building included in Application.		IB
11	Fire Resistance Rating Req'm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	BEARING WALLS: 2 FLOOR: 2 HOURS ROOF: 1 HOUR	BEARING WALLS: 2 HOURS FLOOR: 2 HOURS ROOF: 1 HOUR



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	2 HOURS	2 HOURS
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	0	0
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	NA	
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	NA	
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	NA	
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	NA	
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: <input checked="" type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	REQUIRED	SPRINKLER SYSTEM INSTALLED
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	NR	
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	NR	
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input checked="" type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned)		FIRE ALARM INSTALLED



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	NA	
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.		PROVIDED
25	Exits	1001.1 & 2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.		SEE ADDITIONAL INFO ON ATTACHED SHEET
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	1,828 SF GROUND FLOOR, 30 SF EACH OCC	61
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	0.2" PER OCCUPANT	68.5" TOTAL 1.14 " PER OCCUPANT ⁺
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.		1 ACCESSIBLE EGRESS LOCATION



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.		SIDE-HINGED, 32" CLR.
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.		SEE BUILDING PLAN
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	NA	
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	75' MAX	97', MODIFICATIONS REQ'D DURING RENOVATIONS
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.		SEE BUILDING PLAN
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	NA	
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	NA	
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.		SEE BUILDING PLAN
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	STAIRWAY ENCLOSURE	SEE BUILDING PLAN
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	NA	
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	NA	
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.		SEE BUILDING PLAN
43	Accessibility	1101.1 - 1110 & ICC/A117.1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	REQUIRED ACCESSIBILITY	ACCESSIBLE ENTRANCE, TOILET ROOM ACCESSIBILITY UNKNOWN
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).		SEE ADDITIONAL INFO ON ATTACHED SHEET
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	NA	
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	1/500 WC, 1/750 LAV, 1/1000 FOUNTAIN, 1 S.S.	2 WC, 2 LAV
48	Available Street Water Pressure			Provide the available street or well water pressure.		60 PSI +/-
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.		SEE SITE PLAN

Department of Health

Appendix B: Architectural Program
Additional Information

Part IV
Code Compliance Review

Section No.

25

Topic

EXITS

Medical Marijuana Program

Application for Registration as a Registered Organization

Herbal Agriculture, LLC

Manhattan Dispensing Facility

Additional Information

EXIT DOORS SHALL BE MINIMUM 36" WIDE, 6'-8" HIGH, SWINGING IN
DIRECTION SHOWN, ALUMINUM FRAME OR HOLLOW METAL
CONSTRUCTION

44

ENERGY CONSERVATION

EXISTING BUILDING WITH UNKNOWN EXACT ENVELOPE CONSTRUCTION IN
COMPLIANCE WITH BUILDING CODE AT THE TIME IT WAS CONSTRUCTED

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

Date
JUNE, 2015

Scale
AS SHOWN

Figure Number
A-1

Project Number
1777.001



HERBAL AGRICULTURE, LLC
COMPASIONATE CARE ACT APPLICATION ASSISTANCE
MANHATTAN DISPENSING FACILITY

CITY OF NEW YORK

NEW YORK COUNTY, NEW YORK

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

LEGEND
<div style="display: flex; align-items: center; margin-bottom: 5px;"> <div style="width: 20px; border-bottom: 1px dashed black; margin-right: 5px;"></div> PROPERTY BOUNDARY </div> <div style="display: flex; align-items: center; margin-bottom: 5px;"> <div style="width: 20px; border-bottom: 1px solid black; margin-right: 5px;"></div> VEHICLE DIRECTION </div> <div style="display: flex; align-items: center; margin-bottom: 5px;"> <div style="width: 20px; border-bottom: 1px dashed black; margin-right: 5px;"></div> ACCESSIBLE ROUTE TO BUILDING </div>

- NOTES:
- 1) FIRE APPARATUS TO USE PUBLIC STREET TO ACCESS BUILDING.
 - 2) SITE IS SERVED BY PUBLIC WATER AND PUBLIC SANITARY SEWER.
 - 3) GAS, TELEPHONE, AND CATV/INTERNET SERVICE IS AVAILABLE TO THE BUILDING.

330 WEST 38TH STREET, MANHATTAN, NEW YORK 10018



NO ALTERATION PERMITTED
 HEREON EXCEPT AS PROVIDED
 UNDER SECTION 2309, NEW
 YORK STATE EDUCATION LAW.

COMPLETED CONSTRUCTION	
Significant Construction Changes Are Shown	
By _____ Date _____	Ck'd _____ Date _____
REVISIONS	

HERBAL AGRICULTURE, LLC
 COMPASSIONATE CARE ACT APPLICATION ASSISTANCE

DISPENSARY SITE PLAN MANHATTAN, NY

CITY OF NEW YORK
NEW YORK COUNTY, NEW YORK



Date	JUNE, 2015
Scale	AS SHOWN
Sheet Number	1
File Number	1777.001

Department of Health

Appendix B: Architectural Program
Additional Information

Part IV
Code Compliance Review

Section No.

25

Topic

EXITS

Medical Marijuana Program

Application for Registration as a Registered Organization

Herbal Agriculture, LLC

Manhattan Dispensing Facility

Additional Information

EXIT DOORS SHALL BE MINIMUM 36" WIDE, 6'-8" HIGH, SWINGING IN
DIRECTION SHOWN, ALUMINUM FRAME OR HOLLOW METAL
CONSTRUCTION

44

ENERGY CONSERVATION

EXISTING BUILDING WITH UNKNOWN EXACT ENVELOPE CONSTRUCTION IN
COMPLIANCE WITH BUILDING CODE AT THE TIME IT WAS CONSTRUCTED

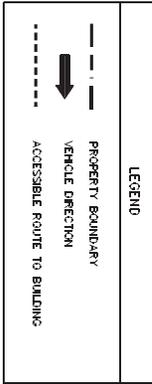
CITY OF NEW YORK
NEW YORK COUNTY, NEW YORK
HERBAL AGRICULTURE, LLC
COMPASSIONATE CARE ACT APPLICATION ASSISTANCE
MANHATTAN DISPENSING FACILITY



Date	JUNE, 2015
Scale	AS SHOWN
Figure Number	A-1
Project Number	1777.001

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

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



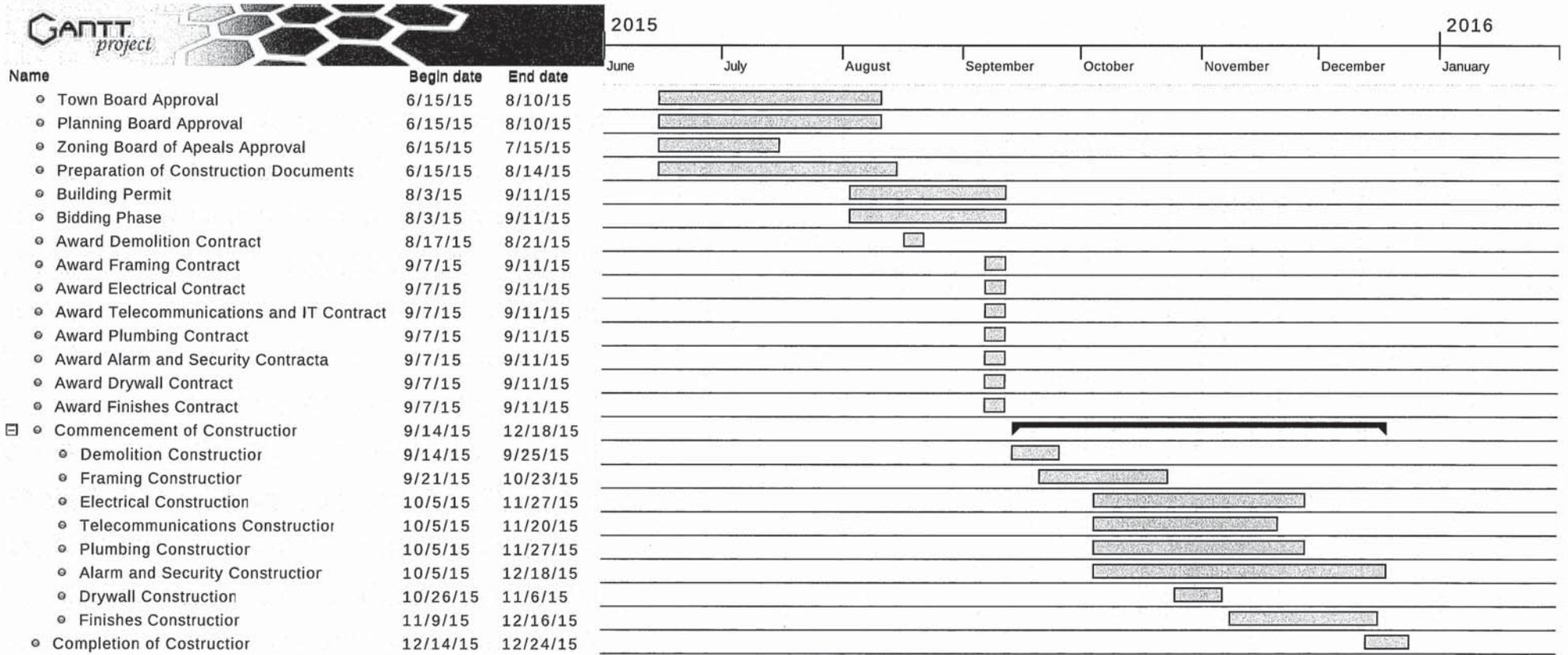
330 WEST 38TH STREET, MANHATTAN, NEW YORK 10018

- NOTES:
- 1) FIRE APPARATUS TO USE PUBLIC STREET TO ACCESS BUILDING.
 - 2) SITE IS SERVED BY PUBLIC WATER AND PUBLIC SANITARY SEWER.
 - 3) GAS, TELEPHONE, AND CATV/INTERNET SERVICE IS AVAILABLE TO THE BUILDING.



<p>NO ALTERATIONS PERMITTED. THESE PLANS AS PREPARED BY THE ARCHITECT ARE TO BE CONSIDERED AS THE BASIS FOR THE CONSTRUCTION OF THE WORK SHOWN THEREON.</p>	<p>COMPLETED CONSTRUCTION Changes Are Shown</p>	<p>By: _____ Date: _____ Ckd: _____ Date: _____</p>	<p>REVISIONS</p>																																			
<p>HERBAL AGRICULTURE, LLC COMPASSIONATE CARE ACT APPLICATION ASSISTANCE</p> <p>DISPENSARY SITE PLAN MANHATTAN, NY</p> <p>CITY OF NEW YORK NEW YORK COUNTY, NEW YORK</p>			<p>Date: JUNE, 2015 Scale: AS SHOWN Sheet Number: 1 File Number: 1777-001</p>																																			

Gantt Chart





Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION
Business Name: Herbal Agriculture, LLC
Facility Type: Manufacturing Facility [] Dispensing Facility [x]
Use and Occupancy Classification: M
Building Construction Type and Classification: IIIB
Facility Address: 1115 CONKLIN ROAD, CONKLIN NEW YORK, 13748
Primary Contact Telephone number:
Primary Contact Fax number:
PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:
Applicant shall identify planning requirements, including but not limited to:
TOWN BOARD APPROVAL [x]
PLANNING BOARD APPROVAL [x]
ZONING BOARD OF APPEALS APPROVAL [x]
PREPARATION OF CONSTRUCTION DOCUMENTS [x]
BUILDING PERMIT [x]
BIDDING PHASE [x]
CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply) [x]
COMMENCEMENT OF CONSTRUCTION [x]
COMPLETION OF CONSTRUCTION [x]



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- Entrance and Exits -SEE SITE PLAN
Public Parking Spaces -SEE SITE PLAN
Staff Parking Spaces -SEE SITE PLAN
Accessible Parking SpacesSEE SITE PLAN
Accessible Route(s) -SEE SITE PLAN
Fire Lane and/or Fire Apparatus Road -SEE SITE PLAN
Percentage of Green Space -5%
Location of Emergency Power Systems -N/A
Loading & Unloading -SEE SITE PLAN
Security Gates & Fences -N/A

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

- Energy Source:
Natural Gas, Oil, Electric, Solar, Other
Engineering Systems:
Heating System: Type ELEC, Size, Efficiency, Ventilation Requirements
Cooling System: Type GAS, Size 7.5 TON, Efficiency, Ventilation Requirements
Ventilation & Humidification Systems:
Type, Size, Efficiency, Ventilation Requirements
Electrical Distribution Available (1)200AMP 3P, (2)100 AMP 3
Water Supply: Municipal Water Service X or Private Well Water
Sewage: Municipal Sewer System X or Private Septic System
Emergency Power System:
Type, Size, Efficiency



Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)

CHECK ALL APPLICABLE CODES FOR THE FACILITY

Table with 2 columns: Checkmark and Code Description. Includes codes like 2010 BUILDING CODE OF NYS, 2010 FIRE CODE OF NYS, 2010 PLUMBING CODE OF NYS, 2010 MECHANICAL CODE OF NYS, 2010 FUEL GAS CODE OF NYS, 2010 PROPERTY MAINTENANCE CODE OF NYS, 2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS, 2012 IECC COMMERCIAL PROVISIONS, 2010 EXISTING BUILDING CODE OF NYS, NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version), 2014 NY CITY CONSTRUCTION CODE, 2008 NY CITY CONSTRUCTION CODE, 1968 NY CITY CONSTRUCTION CODE, NFPA 101-06 LIFE SAFETY CODE, ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES, and OTHER.



Appendix B – Architectural Program

<p>Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.</p>	<input type="checkbox"/> New Building <input type="checkbox"/> Repair <input type="checkbox"/> Alteration Level 1 <input type="checkbox"/> Alteration Level 2	<input checked="" type="checkbox"/> Alteration Level 3 <input checked="" type="checkbox"/> Change of Occupancy <input type="checkbox"/> Addition <input type="checkbox"/> Historic Building	<input type="checkbox"/> Demolition <input type="checkbox"/> Chapter 3. Prescriptive Compliance Method <input type="checkbox"/> Chapter 13. Performance Compliance Method
<p>Select Work Involved: Check all that apply.</p>	<input checked="" type="checkbox"/> General Construction <input type="checkbox"/> Roofing <input type="checkbox"/> Asbestos Abatement/Environmental <input type="checkbox"/> Fire Alarm	<input type="checkbox"/> Structural <input type="checkbox"/> Mechanical <input type="checkbox"/> Plumbing <input type="checkbox"/> Electrical	<input type="checkbox"/> Site Work <input type="checkbox"/> Sprinkler <input type="checkbox"/> Elevators <input type="checkbox"/> Other: _____

CODE COMPLIANCE REVIEW						
<p>Applicant shall provide all applicable information in regards to the code topic and section listed below.</p> <p>1. Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code.</p> <p>2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: NA: Not Applicable, NR: Not Required, NP: Not Permitted</p> <p>3. Provide your facilities "Actual" value for each required standard as per applicable code section.</p>						
No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
1	Use & Occupancy Classification	302.1 - 312		Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	EXISTING B (BANK) CHANGE TO M	M



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	NA	
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	NA	
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	NA	
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	12,500 SF 4 STORIES 55'-0" HIGH	9,736 SF 1 STORY 12'-0" HIGH
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	NA	
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	NA	
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	EXIST B/M SEPARATION = 2 HOURS	2 HOUR SEPARATION (CMU WALL) BETWEEN EXIST. STORE AND BANK
10	Construction Classification	602		Provide Construction Classification per each building included in Application.		IIIB
11	Fire Resistance Rating Req'm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.		EXTERIOR BEARING WALLS: 2 HOURS



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	NR	
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.		34'-0" TO NEAREST LOT LINE
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	NA	
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	2 HOURS B/M SEPARATION	2 HOURS B/M SEPARATION
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	NA	
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	NA	
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: <input type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	NR	NONE
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	NR	
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	NR	
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input type="checkbox"/> Hardwired (zoned)	REQUIRED IN AREAS WITH 500 OR MORE OCCUPANTS	NR



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	NR	NONE
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	NR	NONE
25	Exits	1001.1 & 2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.		SEE ADDITIONAL INFO ON ATTACHED SHEET
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	30 SF PER OCCUPANT FOR M ON GRADE FLOOR 592 SF PUBIC M	20 OCCUPANTS (PUBLIC M) 5 WORKERS 25 TOTAL DESIGN LOAD
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	OTHER: 0.2" PERR OCC	68.5" TOTAL (1.15" PER OCC) +
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	<49 OCC AND 75 MAX. TRAVEL = 1 ACCESSIBLE EGRESS ALLOWED	1 ACCESSIBLE EGRESS 1 NON-ACCESSIBLE EGRESS



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.		SIDE-HINGED, 32" CLR.
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.	NA	
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.		4'-9"W, 4-3/4" RISE, 5'-10"L, 35"H HANDRAIL
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	75' MAX	67'-5" FROM MOST REMOTE POINT TO ACCESSIBLE EGRESS
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.		SEE PLAN FOR EXIT DOOR LOCATIONS
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	NA	
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	NA	
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	ONE EXIT ALLOWED FROM FIRST FLOOR	2 EXITS
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	NA	
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	NA	
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.		4'-9"W, 4-3/4" RISE, 5'-10"L, 35"H HANDRAIL
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.		SEE PLAN FOR EXIT LOCATIONS
43	Accessibility	1101.1 - 1110 & ICC/A117.1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.		SEE ADDITIONAL INFO ON ATTACHED SHEET
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).		SEE ADDITIONAL INFO ON ATTACHED SHEET
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	NA	NONE
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	NA	



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	1/500WC, 1/750 LAV, 1/1000 FOUNTAIN, 1 S.S.	2 WC, 2 LAV, 1 SERVICE SINK
48	Available Street Water Pressure			Provide the available street or well water pressure.		60 PSI +/-
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.		SEE SITE PLAN

Department of Health

Appendix B: Architectural Program
Additional Information

Part IV
Code Compliance Review

Medical Marijuana Program
Application for Registration as a Registered Organization

Herbal Agriculture, LLC
Conklin Dispensing Facility

Section No.

Topic

Additional Information

25

EXITS

EXIT DOORS SHALL BE MINIMUM 36" WIDE, 6'-8" HIGH, SWINGING IN
DIRECTION SHOWN, ALUMINUM FRAME OR HOLLOW METAL
CONSTRUCTION

43

ACCESSIBILITY

MAIN ENTRANCE IS ACCESSIBLE. REAR EXIT IS NOT ACCESSIBLE. TOILET
ROOMS ARE NOT ACCESSIBLE, AND COULD REQUIRE ALTERATION

44

ENERGY CONSERVATION

EXISTING BUILDING WITH UNKNOWN EXACT ENVELOPE CONSTRUCTION IN
COMPLIANCE WITH BUILDING CODE AT THE TIME IT WAS CONSTRUCTED

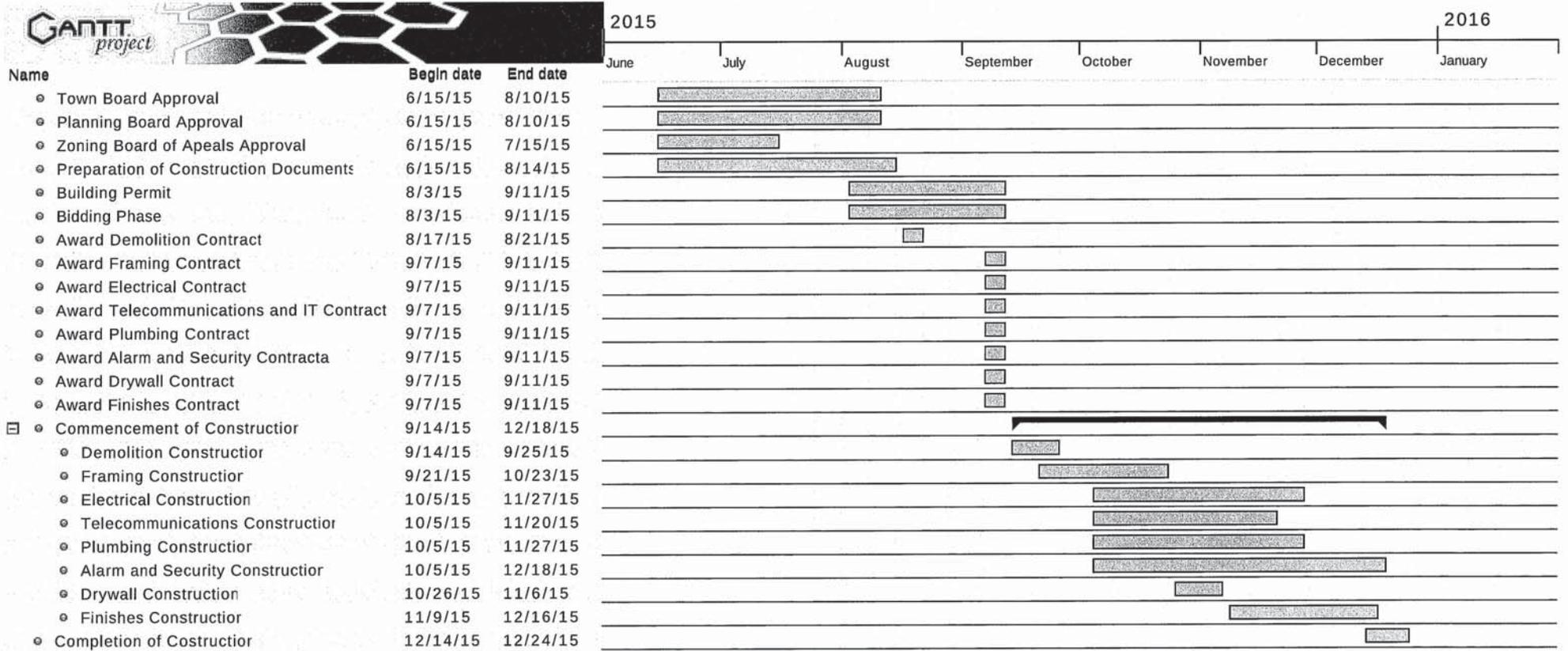
Redacted pursuant to N.Y. Public Officers Law, Art. 6

TOWN OF CONKLIN
CONKLIN DISPENSING FACILITY
HERBAL AGRICULTURE, LLC
COMPASSIONATE CARE ACT APPLICATION ASSISTANCE
BROOME COUNTY, NEW YORK



Date
JUNE, 2015
Scale
AS SHOWN
Figure Number
A-1
Project Number
1777.001

Gantt Chart



20' 0 20' 40' 60' 80' 100' 1/16" = 1'-0"

Gary E. Smith, P.E.
NYSPE License No. 066553



70 SW Century Dr #100
Bend, OR 97702
E-mail: CPeaker@TRQsystems.com
Phone: +1 541-223-2911
Fax: +1 541-223-5659

MODERN Herbal Agriculture, NY
1429 Painter Rd, Youngstown, NY 14174

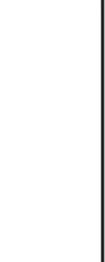
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Files 27141275.dwg 2714rvt.dwg	Date/rev. 14.10.31 a. b.	c. d. e. f.	Scale - D 1/16"=1'-0" Drawn: 05

27-14

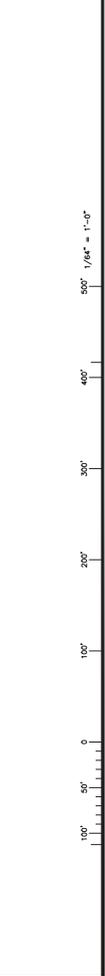


Drawings#	11-67
Scale	1/8" = 1'-0"
Sheet No.	11
Project Name	Overall Facility Plan
Client	NY State Office of General Services
Project No.	140902
Revision	1
Date	11/14/14
Drawn By	...
Checked By	...
Approved By	...

19-210 Company Dr #100
Carmel, NY 12148
E-mail: charles@tridynamics.com
Phone: +1 518 231 4499
Fax: ...



Gen. E. Smith, P.E.
NY State License No. 044531



<p>Project name:  MODERN Herbal Agriculture, NY 1430 Pletcher Rd, Youngstown, NY 14174</p>	<p>Project # 27-14</p>
<p>Title: 2015 Facility Flow Schedule</p>	<p>Drawing # 15-61</p>
<p>Files 27141561.dwg 2714ref.dwg -</p>	<p>Date/ rev, 15.05.19 a.- b.- c.- d.- e.- f.-</p>
<p>70 SW Century Dr #100 Bend, OR 97702 E-mail: CPacker@TRIOsystems.com Phone: +1 541-223-3911 Fax: +1 541-223-3659</p>	<p>Scale - A3 NTS Drawn DS</p>

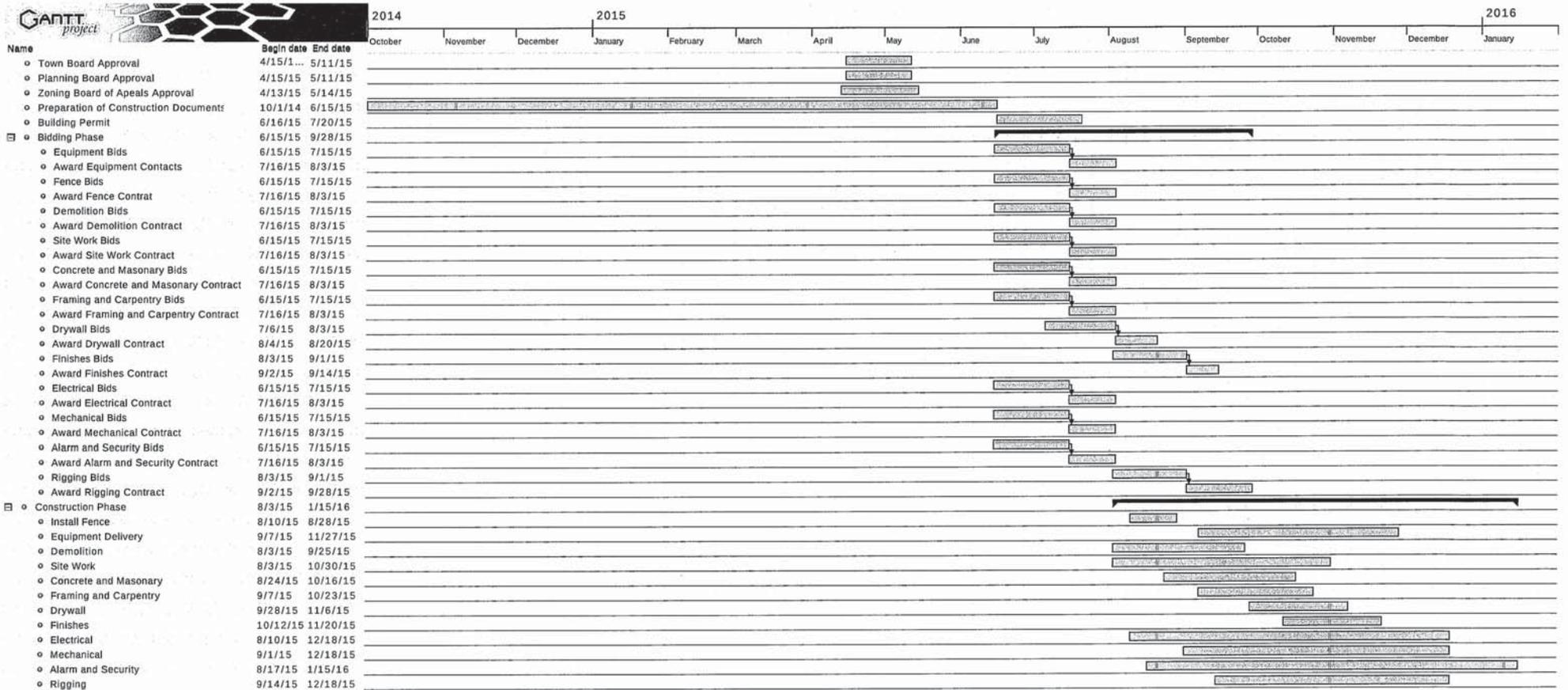


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Gary E. Smith, P.E.
 NYSPE Licence No. 066553

Greenhouse Build out

Gantt Chart





Appendix B: Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

COMPANY INFORMATION

Business Name: Herbal Agriculture, LLC

Facility Type: Manufacturing Facility [X] Dispensing Facility []

Use and Occupancy Classification: Agricultural Building

Building Construction Type and Classification: IIIB/VB

Facility Address: 1430 Pletcher Road
Youngstown, NY 14174

Primary Contact Telephone number:

Primary Contact Fax number:

PART I - ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:

Applicant shall identify planning requirements, including but not limited to:

- [X] TOWN BOARD APPROVAL
[X] PLANNING BOARD APPROVAL
[X] ZONING BOARD OF APPEALS APPROVAL
[X] PREPARATION OF CONSTRUCTION DOCUMENTS
[X] BUILDING PERMIT
[X] BIDDING PHASE
[X] CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
[X] COMMENCEMENT OF CONSTRUCTION
[X] COMPLETION OF CONSTRUCTION



Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

- Entrance and Exits
Public Parking Spaces
Staff Parking Spaces
Accessible Parking Spaces
Accessible Route(s)
Fire Lane and/or Fire Apparatus Road
Percentage of Green Space
Location of Emergency Power Systems
Loading & Unloading
Security Gates & Fences

PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

Energy Source:

- Natural Gas
Solar
Oil
Other
Electric
NATURAL GAS, HOT WATER AND ELECTRICITY FROM THE RENEWABLE POWER PLANT ACROSS THE STREET

Engineering Systems:

- Heating System: Type FORCED AIR IN OFFICE, Size, Efficiency, Ventilation Requirements
Cooling System: Type NONE, Size, Efficiency, Ventilation Requirements
Ventilation & Humidification Systems: Type, Size, Efficiency, Ventilation Requirements
Electrical Distribution Available 34.5 KV
Water Supply: Municipal Water Service X or Private Well Water
Sewage: Municipal Sewer System X or Private Septic System
Emergency Power System: Type GENERATOR, Size 250kw 480v 3p, Efficiency



Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)

CHECK ALL APPLICABLE CODES FOR THE FACILITY

checkbox with x

2010 BUILDING CODE OF NYS

Agricultural building, exempt
from building code, section 101.2

checkbox

2010 FIRE CODE OF NYS

checkbox

2010 PLUMBING CODE OF NYS

checkbox

2010 MECHANICAL CODE OF NYS

checkbox

2010 FUEL GAS CODE OF NYS

checkbox

2010 PROPERTY MAINTENANCE CODE OF NYS

checkbox

2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS

checkbox

2012 IECC COMMERCIAL PROVISIONS

checkbox

2010 EXISTING BUILDING CODE OF NYS

checkbox

NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)

checkbox

2014 NY CITY CONSTRUCTION CODE

checkbox

2008 NY CITY CONSTRUCTION CODE

checkbox

1968 NY CITY CONSTRUCTION CODE

checkbox

NFPA 101-06 LIFE SAFETY CODE

checkbox

ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES

checkbox

OTHER



Appendix B – Architectural Program

EXISTING BUILDING, PROPOSED TO BE ALTERED

Select Project

Type:
Check all that apply.
Refer to the Existing
Building Code for
definitions.

- New Building
- Repair
- Alteration Level 1
- Alteration Level 2

- Alteration Level 3
- Change of Occupancy
- Addition
- Historic Building

- Demolition
- Chapter 3. Prescriptive Compliance Method
- Chapter 13. Performance Compliance Method

Select Work

Involved:
Check all that apply.

- General Construction
- Roofing
- Asbestos
Abatement/Environmental
- Fire Alarm

- Structural
- Mechanical
- Plumbing
- Electrical

- Site Work
- Sprinkler
- Elevators
- Other: _____

CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

1. Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC: Fire Code, PC: Plumbing Code, MC: Mechanical Code, FGC: Fuel Gas Code, ECCC: Energy Conservation Code.**
2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA: Not Applicable, NR: Not Required, NP: Not Permitted**
3. Provide your facilities "Actual" value for each required standard as per applicable code section.

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³ EXISTING BUILDING VALUE (TYPICAL)
1	Use & Occupancy Classification	302.1 - 312		Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	SEE ADDITIONAL INFO ON ATTACHED SHEETS	AGRICULTURAL BUILDING EXEMPT TO BUILDING CODE, PER BC SECTION 1.1.2 EXCEPTION 2



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.		NO HIGH-PILED, RACK OR COMBUSTIBLE MATERIAL STORAGE
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	AGRICULTURAL BUILDING EXEMPT FROM BC REQUIREMENTS	FERTILIZER STORED IN SOUTHERN TANK ROOM, LIQUID CO2 STORED OUTSIDE IN AN APPROVED TANK
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.		2 TONS FERTILIZER IN LOC. SHOWN ON PLAN 8,000 GALLON CO2 TANK, OUTSIDE
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	SEE ADDITIONAL INFO ON ATTACHED SHEETS	590,414 SF 26'-0"H METAL BUILDING 20'-0"H GREENHOUSE
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	SEPARATION NOT REQUIRED IN AGRICULTURE BUILDING	BOILER ROOM, NO SEPARATION



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	SEE ADDITIONAL INFO ON ATTACHED SHEETS	AGRICULTURAL OCCUPANCY/ ACCESSORY B OCCUPANCY
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	SEE ADDITIONAL INFO ON ATTACHED SHEETS	AGRICULTURAL OCCUPANCY/ ACCESSORY B OCCUPANCY
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	SEE ADDITIONAL INFO ON ATTACHED SHEETS	AGRICULTURAL OCCUPANCY/ ACCESSORY B OCCUPANCY
10	Construction Classification	602		Provide Construction Classification per each building included in Application.	SEE ADDITIONAL INFO ON ATTACHED SHEETS	IIIB - METAL BUILDING VB - AGRICULTURAL GREENHOUSES
11	Fire Resistance Rating Req'm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	NR	NO FIRE RATED BUILDING ELEMENTS



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	NR	EXTERIOR WALLS ARE NOT FIRE RATED
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	NR	53'-9" TO NEAREST LOT LINE AT SOUTH SIDE
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	NR	NONE
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	NR, SEE ADDITIONAL INFO ON ATTACHED SHEETS	NONE, FIRE RATED DOORS PROVIDED BETWEEN EXISTING OFFICES AND GREENHOUSE AREA
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	NR	NONE
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	NR	NONE



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	NR	NA
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: <input type="checkbox"/> NFPA 13 <input type="checkbox"/> NFPA 13 R <input type="checkbox"/> NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	NR	NONE
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	NR	NONE
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	NR	NONE
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System <input type="checkbox"/> Addressable <input checked="" type="checkbox"/> Hardwired (zoned)	NR	FIRE ALARM/STROBES PROVIDED IN OFFICE AREAS



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	NR	NONE
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	NR	NONE
25	Exits	1001.1 & 2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.	SEE EXISTING & PROPOSED BUILDING PLAN. SEE ADDITIONAL INFO ON ATTACHED SHEETS	
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	NA	23 CROP WORKERS 5 MANAGERS
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	NR	3 EXISTING EGRESS DOORS @ 34.25" CLEAR = 102.75" TOTAL EGRESS WIDTH (3.67" PER OCCUPANT)
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	NR SEE ADDITIONAL INFO ON ATTACHED SHEETS	3 EXISTING EGRESS DOORS @ 34.25" CLEAR = 102.75" TOTAL EGRESS WIDTH (3.67" PER OCCUPANT)



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.		EGRESS DOORS ARE SIDE-HINGED SWINGING & PROVIDE >32" CLEAR
30	Interior Stairs	1009	OSHA 1910.2	Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.		EXISTING 10'-8" HIGH 36" WIDE STAIR FROM SHOP TO MEZZANINE STORAGE ABOVE SHOP, WOOD STAIR W/ 11" TREADS, MAX. 7" RISERS W/ GUARDRAIL ON OPEN SIDE
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	NA	NA
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	NR SEE ADDITIONAL INFO ON ATTACHED SHEETS	EGRESS AT WEST END OF GREENHOUSE, AT NORTH SIDE OF OFFICE, AT ORIGINAL GREENHOUSE MECH. ROOM & ORIGINAL GREENHOUSE EAST SIDE
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	NR	SEE EXISTING AND PROPOSED BUILDING PLANS
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	NR	NA



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	NR	NA
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	NR	NA
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.		2 EXITS REQ'D, MIN. SEE BUILDING PLANS FOR MORE INFO
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.		NA
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.		NA
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.		NA



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.		NA
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.	NR	SEE BUILDING PLANS FOR EXIT DISCHARGE
43	Accessibility	1101.1 - 1110 & ICC/A117.1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	AGRICULTURAL BUILDING EXEMPT FROM ACCESSIBILITY CHAPTER OF THE BUILDING CODE AND ICC/A117	MAIN ENTRANCE, OFFICE AREAS, WORK AREAS, LUNCH ROOM & TOILET ROOMS ARE ACCESSIBLE
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).		METAL BUILDING: 5" PSK FACED BATT = R-16 GREENHOUSE IS UNINSULATED
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.		EMERGENCY GENERATOR PROVIDED, SEE SITE PLAN
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	NR	NA



Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code ¹ (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value ² /Allowed Code Value	Facility's Actual Value ³
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).		UNISEX: 2 WC, 2 LAV'S (OFFICE AREA) MEN: 1 ADA WC, 1 WC, 1 URINAL TROUGH WOMEN: 1 ADA WC, 3 WC LAV'S: 10, WATER COOLER: 3 JANITOR'S SINK: 1 (OFFICE)
48	Available Street Water Pressure			Provide the available street or well water pressure.		AVAILABLE WATER PRESSURE: 60 PSI
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.		SEE SITE PLAN

Department of Health

Appendix B: Architectural Program
Additional Information

Part IV
Code Compliance Review

Medical Marijuana Program
Application for Registration as a Registered Organization

Herbal Agriculture, LLC
Manufacturing Facility

<u>Section No.</u>	<u>Topic</u>	<u>Additional Information</u>
1	USE & OCCUPANCY CLASSIFICATION	THE ENTIRE EXISTING BUILDING IS CLASSIFIED AS AN AGRICULTURAL BUILDING PER SECTION 1.1.2 OF THE BC, EXCEPTION 2, AND IS THEREFORE EXEMPT FROM THE BUILDING CODE. INTERIOR ALTERATIONS ARE PROPOSED TO THE FACILITY AS SHOWN ON THE PROPOSED PLANS. NEWLY CONSTRUCTED OFFICE AND PROCESS AREAS SHALL BE CLASSIFIED TO USE AS B OCCUPANCIES.
5	BUILDING AREA & HEIGHT	AGRICULTURAL BUILDING AREA & HEIGHT IS NOT LIMITED BY BC. TYPE VB B OCCUPANCY IS LIMITED TO 9,000 SF. PROPOSED B OCCUPANCY IS 4,849 SF.
7	MIXED OCCUPANCIES	AGRICULTURAL BUILDINGS ARE NOT CLASSIFIED UNDER ANY OCCUPANCY CLASSIFICATION IN BC CHAPTER 3 AND THEREFOR SEPARATION REQUIREMENTS ARE NOT ADDRESSED BY THE BUILDING CODE.
8	NONSEPARATED USES	AGRICULTURAL BUILDINGS ARE NOT CLASSIFIED UNDER ANY OCCUPANCY CLASSIFICATION IN BC CHAPTER 3 AND THEREFOR SEPARATION REQUIREMENTS ARE NOT ADDRESSED BY THE BUILDING CODE.
9	SEPARATED USES	AGRICULTURAL BUILDINGS ARE NOT CLASSIFIED UNDER ANY OCCUPANCY CLASSIFICATION IN BC CHAPTER 3 AND THEREFOR SEPARATION REQUIREMENTS ARE NOT ADDRESSED BY THE BUILDING CODE.
10	CONSTRUCTION CLASSIFICATION	VB - ACCESSORY B OCCUPANCIES
15	FIRE BARRIERS	AGRICULTURAL BUILDINGS ARE NOT CLASSIFIED UNDER ANY OCCUPANCY CLASSIFICATION IN BC CHAPTER 3 AND THEREFOR SEPARATION REQUIREMENTS ARE NOT ADDRESSED BY THE BUILDING CODE.
25	EXITS	EACH PROPOSED EXIT DOOR IS MIN. 36" WIDE, 6'-8" HIGH, SWING AS SHOWN ON PLAN, HOLLOW METAL CONSTRUCTION, 0 HOUR FIRE RATED WITH DOOR CLOSURES AT INTERFACES BETWEEN AGRICULTURAL AND BUISNESS AREAS.
28	ACCESSIBLE MEANS OF EGRESS	8 PROPOSED EGRESS DOORS @ 34.25" CLEAR = 274" TOTAL EGRESS WIDTH (9.79" PER OCCUPANT)
32	COMMON PATH OF EGRESS TRAVEL	AGRICULTURAL BUILDING IS EXEMPT FROM BC REQUIREMENTS. COMMON PATH OF TRAVEL FROM B OCCUPANCIES SHALL NOT EXCEED 75'-0", SEE PROPOSED PLANS

<p>FILE NAME: H:\Projects\SURVEY\B DATE/TIME: 4/30/2015 3:57:43 P USER: Scott Smith</p>	<p>FISHER ASSOCIATES, P.E., L.S., L.A., D.P.C.</p> <p>New York State Education Law Section 7209 states that it is a violation of the law for any person, firm or his or her agent, to use the name of a licensed professional engineer or land surveyor, to state on them in any way, if on them bearing the seal of an engineering or land surveyor, their title to the item by their seal, and their signature and the date of such signature, is not a specific description of the character.</p>		<p>FA PROJECT NO. 082008</p> <p>PROJECT MANAGER S. SMITH</p> <p>DRAWN BY M. MILLER</p> <p>SCALE 1"=200'</p> <p>ISSUE DATE 04/29/15</p>	 <p>FISHER ASSOCIATES WWW.FISHERASSOC.COM 135 Calkins Road, Rochester, NY 14623 Phone: 585-334-1310</p>	<p>FIGURE 1 H2GRO, LLC PLETCHER ROAD LOT 20, TOWNSHIP 14, RANGE 9, TOWN OF LEWISTON, NIAGARA COUNTY</p> <p>TITLE OF DRAWING BOUNDARY SURVEY</p>	<p>DRAWING NO. FA-1</p> <p>SHEET 1 OF 1</p>
---	---	---	---	--	--	---

CONFIDENTIAL DOCUMENT

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

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Attachment H – Question #89

Security Plan



Attachment H - Security

Equipment and Drawings



Security Plan

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

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

Herbal Agriculture LLC

Attachment J

Staffing Plan

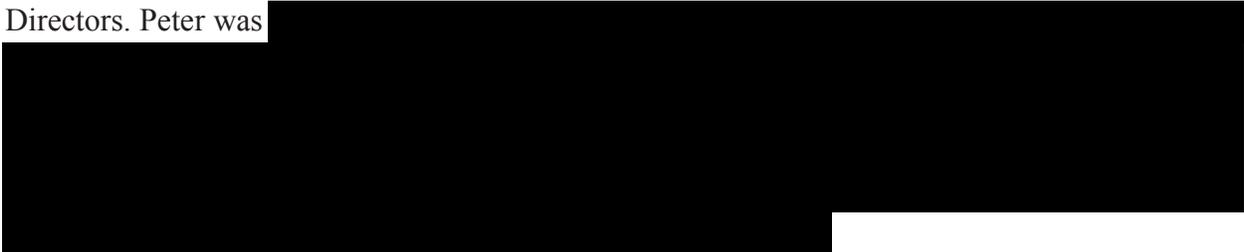
Herbal Agriculture has assembled a management team possessing all the necessary attributes to produce a quality, consistent product, with a strong focus on patient safety and program compliance. The professional experience of Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, and Directors are in Appendix A of this application, and will further detail the experience of the management team. Their professionalism and commitment to the long-term success of the medical marijuana program is evident in their long-standing professional experience and community involvement as residents of New York State. Also as part of our management team we have aligned ourselves with a consulting support team with extensive knowledge and experience in cultivating medical marijuana along with compliance experience in laboratory and recordkeeping policies and procedures.

Herbal Agriculture is an equal opportunity employer with a strong emphasis on hiring minorities, women and veterans. Having our manufacturing facility located in Niagara County, New York, continues to provide job opportunities in a region where the unemployment rate is 7.5%, higher than both the state rate of 5.8% and national rate of 5.5%.

Each employee of the Herbal Agriculture team will be trained and be required to understand the Standard Operating Procedures and NYSDOH rules and regulations applicable to their job responsibilities.

Chief Executive Officer

Peter Zelif, as the Chief Executive Officer will be responsible for operation initiatives, oversight of finances, compliance with record keeping and retention, and Federal and State regulation compliance. He will also be a Member of the Company and will hold a seat on the Board of Directors. Peter was 



Chief Operations Officer

Gary E. Smith, P.E. will oversee the day-to-day operations of the company and create operational strategies and policies as its Chief Operations Officer. He will have general charge, control and

supervision of the business and affairs of the company including overall compliance with the Operating Plan including the Standard Operating Procedure. As a Member of the Company, Gary will hold a seat on the Board of Directors. He has been [REDACTED]

Chief Medical Director

Laszlo L. Mechtler, MD will serve as Chief Medical Director for Herbal Agriculture. Dr. Mechtler currently [REDACTED]

[REDACTED] He is also a Professor of Neurology and Neuro-Oncology at the State University of New York at Buffalo.

In the role of Chief Medical Director, Dr. Mechtler will chair Herbal Agriculture's Medical Advisory Board. The Board will review clinical outcomes, develop and evaluate clinical research, communicate with clinical health care providers on behalf of Herbal Agriculture and provide strategic clinical advice. The Medical Advisory Board will also provide oversight of physician and patient education materials and product development. The Chief Medical Director will report directly to the Board of Directors.

Chief Financial Officer

Scott A. Henningham as Chief Financial Officer will be responsible for the company's finances, accounting records and tax reporting. He will be responsible for hiring personnel and overseeing the accounting department, which will include preparation of financial statements, projections, and cash management. Previously, Scott was [REDACTED]

[REDACTED]. He has a degree in Accounting from Canisius College and obtained his Certified Public Accounting License in 1987. He has also followed the rules and regulations attributable with the New York Independent System Operator and Federal Energy and Regulatory Commission as part of his employment with the renewable energy company.

Government Regulatory Compliance Director

Marc Gromis will be the Government Regulatory Compliance Director. As a federal prosecutor in Western New York for more than 15 years, Marc worked with various federal and New York State agencies such as the State's Attorney General's Office, and with investigators from the New York State Police. As Chief of the White Collar and General Crimes Division for the Western District of New York, Marc had managerial experience supervising the work of nine prosecutors and numerous investigators. Marc also investigated and prosecuted cases for the U.S. Food and Drug Administration, including matters that involved mislabeled and unapproved medical drugs and devices. He will report to the Chief Operating Officer and will be responsible for administering

and ensuring compliance of with NYSDOH regulations at the manufacturing facility and dispensaries. The scope of his oversight includes, but is not limited to: manufacturing, testing, labeling, packaging, security, surveillance, storage and transport of product, disposal of unused or deficient products, and marketing and advertising. Marc will also ensure that all recordkeeping and reporting requirements at the manufacturing facility and dispensaries are followed and will assist in addressing and reporting any product returns, adverse effects or complaints to the NYDOH.

President, New York Herbal Care Foundation

Lorie Washuta will serve as President of the New York Herbal Care Foundation and be directly involved in setting up and administering the not-for-profit's goals and objectives. She currently  and serves on its Board of Directors. She is currently active in community outreach and the Washuta family has always been philanthropic in the Western New York area. Lorie is also a Member of the Company and will hold a seat on the Company's Board of Directors.

Vice President of Community Relations

Rick Winter will serve as Vice President of Community Relations. He will be directly involved in outreach with host communities. Rick has over twenty years experience as a local business development consultant in Western New York. He is a Board Member of the Kaleida Health Foundation. Rick is also a Member of the Company and will hold a seat on the Board of Directors.

MANUFACTURING

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

Vice President of Manufacturing and Product Development

Alfonse Muto, Jr., the Vice President of Manufacturing and Product Development will be responsible for overseeing the manufacturing and product development policies and procedures.

He has over 10 years of experience in the field of compounding and manufacturing dosage forms such as liquids, capsules, and creams. Through his direction and expertise, [REDACTED]

[REDACTED] Additionally, Dr. Muto, through [REDACTED]

[REDACTED] has a thorough understanding of regulatory compliance to guidelines put forth by such agencies as

Food and Drug Administration and United States Pharmacopeia. Furthermore, Dr. Muto is well versed in conforming to current Good Manufacturing Processes, which is invaluable to the proper production of medical product. Alfonso will be responsible for overseeing an extraction and production team that will be directly involved in the production of the approved products.

Cultivating, Trimming, Harvesting, Processing

General Facility Manager

Patrick Fish will be responsible for the oversight of daily operations, maintenance and safety protocols at the manufacturing grow facility and oversight of the maintenance operations at the four dispensaries. He will work with the Director of Cultivation to realize optimal climate control, ventilation, pest control monitoring, irrigation and administering food grade CO2. He will be responsible for ensuring Good Agricultural Practices (GAP) are followed at the manufacturing facility. Pat is currently [REDACTED]

[REDACTED] He will also supervise the maintenance employees (2 FTE) who are responsible for day-to-day issues at the buildings and with equipment maintenance including making sure the facility is a clean and safe workplace. The General Facility Manager will report to the Government Regulatory Compliance Director.

Director of Cultivation

Michael Jerla will be responsible for overseeing the creation of new plants with seeds, clones and tissue culture, vegetation, flowering, harvesting, drying and extracting cycles. He is responsible for implementing organic crop protection utilizing special biological predatory insects to control pests instead of chemicals. Mike will also be responsible for following Good Agricultural Practices (GAP) in manufacturing at the facility. Mike has [REDACTED]

[REDACTED] His education background includes degrees in Ornamental Horticulture from Niagara County Community College, a degree in Environmental Studies and Physical Geography from the State University of New York at Buffalo with emphasis on soil sciences, a certificate in Entomology from Koppert Biological Systems in the Netherlands, and studies in Permaculture from Ithaca College. Over the past two years he has gained practical experience growing medical marijuana along-side staff in Colorado specializing in a non-psychoactive strain of high CBD/low THC medical marijuana called Charlotte's Web (See

Stanley Brothers Social Enterprises as part of the Consulting Team). The Director of Cultivation will report to the General Facility Manager.

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



Attachment K

Internet Service

Manufacturing Facility

1430 Pletcher Road Youngstown, NY 14174

NOTE: The address of the Herbal Agriculture manufacturing facility is located in the Town of Lewiston but has a Youngstown street address.

The current state of bandwidth provisioning at the H2Gro Facility.

Bandwidth comes in to the Modern Headquarters on two data pipes (for fault tolerance):

Time Warner Business Class Cable 15X2 Mbps

Time Warner Dedicated Fiber 20X20 Mbps

This bandwidth is routed through a SonicWALL NSA 3500 firewall (with a redundant failover device)

It is then transmitted to the Landfill Scale-house over a Radwin 2000 C-Series with IDU-C Interface Unit. This is a point to point Microwave pipe. This system provides 100 Mbps full duplex throughput.

The final hop is from the Landfill Scale-house tower to the H2Gro offices via an Alvarion IEEE 802.11b point to point wireless pipe. This system provides 5.5 Mbps full duplex throughput.

Herbal Agriculture will upgrade to a Dedicated-Internet Access (DIA) fiber-based service. Please refer to the Time Warner Cable Service Agreement attached for specifics.

Dispensary Facilities

See separate file for PDF copies of email confirmations from cable service availability in each of these locations:

Location #1 – 201 Wolf Street, Syracuse, NY

Location #2 – 6 Main Street, Tonawanda, NY

Location #3 – 1115 Conklin Rd., Conklin, NY

Location #4 – 330 W. 38th Street, NYC, NY

Fw: Time Warner Cable -Syracuse Location

Delete Reply Reply all Forward



TONY MANCUSO <tony@mancusorealty.com>

Mark as unread

Tue 6/2/2015 4:06 PM

Inbox

To: Scott Henningham;

To help protect your privacy, some content in this message has been blocked. To re-enable the blocked features, click here.

To always show content from this sender, click here.

Here's Syracuse

----- Original Message -----

From: Caudill, Tad

To: tony@mancusorealty.com

Sent: Tuesday, June 02, 2015 3:57 PM

Subject: Time Warner Cable -Syracuse Location

201 Wolf St. Syracuse NY 13208 is a serviceable location by Time Warner Cable. Install could be down in 4 to 6 business days.

Tad Caudill

Account Consultants

Time Warner Cable Business Class

(704) 931-8233 : office

(704) 945-5249 : fax

[business.twc.com]business.twc.com

cid:image001.jpg@01CDBE63
.84E21060

Register & Manage Your Account: [My Account](#)

Connect with TWCBC:

cid:ima

cid:image007.jpg@01CE935
2.684867A0

logo2

877 802 2220

Fw: Time Warner Cable confirm

[Delete](#) [Reply](#) [Reply all](#) [Forward](#)

TONY MANCUSO <tony@mancusorealty.com>

[Mark as unread](#)

Tue 6/2/2015 1:34 PM

To: Peter Zeliff [REDACTED] Gary Smith <garys@modern-corp.com>;
Scott Henningham;

To help protect your privacy, some content in this message has been blocked. To re-enable the blocked features, [click here](#).

To always show content from this sender, [click here](#).

Here's Time Warner ok for Tonawanda.

----- Original Message -----

From: [Caudill, Tad](#)

To: tony@mancusorealty.com

Sent: Tuesday, June 02, 2015 1:00 PM

Subject: Time Warner Cable confirm

6 Main St
Tonawanda, NY 14120

The above address has not had Time Warner Cable service in the past but is located in a Time Warner Area. This means that we will cover the cost of construction to bring the service to this address. It will take 4 to 6 weeks to complete the construction. If you have any questions or would like to talk prices please give me a call at (704) 931 8233

Tad Caudill

Account Consultants

Time Warner Cable Business Class

(704) 931-8233 : office

(704) 945-5249 : fax

[business.twc.com]business.twc.com

cid:image001.jpg@01CDBE63
.84E21060

Register & Manage Your Account: [My Account](#)

Connect with TWCBC:

cid:ima

cid:image007.jpg@01CE935
2.684867A0

Fw: Time Warner Cable

Delete Reply Reply all Forward



TONY MANCUSO <tony@mancusorealty.com>

Mark as unread

Tue 6/2/2015 4:05 PM

To: Scott Henningham;

To help protect your privacy, some content in this message has been blocked. To re-enable the blocked features, click here.

To always show content from this sender, click here.

Here's Binghamton

----- Original Message -----

From: Caudill, Tad

To: tony@mancusorealty.com

Sent: Tuesday, June 02, 2015 3:56 PM

Subject: Time Warner Cable

1115 Conklin Rd Conklin NY 13748 is a serviceable location by Time Warner Cable.

Tad Caudill

Account Consultants

Time Warner Cable Business Class

(704) 931-8233 : office

(704) 945-5249 : fax

[business.twc.com]business.twc.com

cid:image001.jpg@01CDBE63
.84E21060

Register & Manage Your Account: [My Account](#)

Connect with TWCBC:

cid:ima

cid:image007.jpg@01CE935
2.684867A0

logo2

For assistance with billing, service or technical support, please call 877-892-2220 so that we

Fw: 330 W. 38th St. NY, NY

Delete Reply Reply all Forward



TONY MANCUSO <tony@mancusorealty.com>

Mark as unread

Wed 6/3/2015 4:48 PM

To: Peter Zeliff Gary Smith <garys@modern-corp.com>;
 Scott Henningham;

Just in case this location comes into play, we are covered.

Tony

----- Original Message -----

From: Caudill, Tad

To: TONY MANCUSO

Sent: Wednesday, June 03, 2015 4:43 PM

Subject: RE: 330 W. 38th St. NY, NY

Location is serviceable by Time Warner Cable.

Tad Caudill

Time Warner Cable Business Class
(704) 931-8233 : office
(704) 945-5249 : fax
[business.twc.com]business.twc.com

Register & Manage Your Account: [My Account](#)

For assistance with billing, service or technical support, please call 877-892-2220 so that we may address your need immediately.

From: TONY MANCUSO [mailto:tony@mancusorealty.com]

Sent: Wednesday, June 03, 2015 4:42 PM

To: Caudill, Tad

Subject: 330 W. 38th St. NY, NY

Tad,

Do you cover 330 W 38 th St NY, NY? If so can you please send me a conformation of that?

Thank you for your help.

Tony

Anthony Mancuso, SIOB

Account Executive: Claire Brady
 Phone: 716-517-5987 ext:
 Cell Phone: 716-517-5987
 Fax:
 Email: claire.brady@twcable.com

Order # 5863519

Business Name			Herbal Agriculture, LLC	Customer Type:		
Federal Tax ID			Tax Exempt Status	Tax Exempt Certificate #		
Billing Address						
Attention To:			Account Number			
1430 Pletcher Rd Youngstown NY 14174						
Billing Contact			Billing Contact Phone	Billing Contact Email Address		
Kevin Doyle			(716) 405-1238	kevind@modern-corp.com		
Authorized Contact			Authorized Contact Phone	Authorized Contact Email Address		
Kevin Doyle			(716) 405-1238	kevind@modern-corp.com		
Technical Contact			Technical Contact Phone	Technical Contact Email Address		

Dedicated Internet, Metro Ethernet, and Private Line Service Order Information For 1430 Pletcher Rd Youngstown NY 14174			
Site Name	Address Location	Location Type	Bandwidth
	1430 Pletcher Rd Youngstown, NY 14174		

New and Revised Services and Monthly Charges At 1430 Pletcher Rd , Youngstown NY 14174

Description	Quantity	Sales Price	Monthly Recurring Total	Contract Term
5 Static IP	1	\$0.00	\$0.00	36 Months
Dedicated Internet Access 50M	1	\$1,600.00	\$1,600.00	36 Months
*Total			\$1,600.00	

*Prices do not include taxes and fees.

One Time fees At 1430 Pletcher Rd , Youngstown NY 14174

Description	Quantity	Sales Price	Total
Dedicated Access Account Setup Fee	1	\$500.00	\$500.00
Total			\$500.00

*Prices do not include taxes and fees.

Service Agreement



This Time Warner Cable Business Class Service Agreement ("**Service Agreement**") in addition to the Time Warner Cable Business Class Terms and Conditions ("**Terms and Conditions**") and any Time Warner Cable Business Class Service Orders (each, a "**Service Order**"), constitute the **Master Agreement** by and between customer identified below ("**Customer**") and Time Warner Cable ("**TWC**" or "**Operator**") and is effective as of the date last signed below.

Time Warner Cable Information

Time Warner Cable Enterprises LLC	
Street: 425 Michigan Ave	Contact: Claire Brady
City: Buffalo	Telephone: 716-517-5987
State: NY	Facsimile:
Zip Code: 14221	

Customer Information

Customer Name (Exact Legal Name): Herbal Agriculture, LLC			Federal ID No:	
Billing Address: 1430 Pletcher Rd	Suite:	City: Youngstown	State: NY	Zip Code: 14174
Billing Contact Name: Kevin Doyle	Phone: (716) 405-1238		E-mail: kevind@modern-corp.com	
Authorized Contact Name: Kevin Doyle	Phone: (716) 405-1238		E-mail: kevind@modern-corp.com	

Agreement

THIS SERVICE AGREEMENT HEREBY INCORPORATES BY REFERENCE THE TERMS AND CONDITIONS (AVAILABLE AT WWW.TWCBC.COM/LEGAL), A COPY OF WHICH WILL BE PROVIDED TO CUSTOMER UPON REQUEST. BY EXECUTING THIS SERVICE AGREEMENT BELOW, CUSTOMER ACKNOWLEDGES THAT: (1) CUSTOMER ACCEPTS AND AGREES TO BE BOUND BY THE TERMS AND CONDITIONS, INCLUDING SECTION 21 THEREOF, WHICH PROVIDES THAT THE PARTIES DESIRE TO RESOLVE DISPUTES RELATING TO THE TIME WARNER CABLE BUSINESS CLASS SERVICES AGREEMENT THROUGH ARBITRATION; AND (2) BY AGREEING TO ARBITRATION, CUSTOMER IS GIVING UP VARIOUS RIGHTS, INCLUDING THE RIGHT TO TRIAL BY JURY.

By signing and accepting below you are acknowledging that you have read and agree to the terms and conditions outlined in this document.

Electronic Signature Disclosure

Authorized Signature for Time Warner Cable Enterprises LLC	Authorized Signature for Customer
By:	By:
Name (printed):	Name (printed):
Title:	Title:
Date:	Date:

SERVICE-LEVEL AGREEMENT

DEDICATED INTERNET ACCESS

This document outlines the Service-Level Agreement ("SLA") for Dedicated Internet Access ("DIA") fiber-based service (the "Service"). Capitalized words used, but not defined herein, shall have the meanings given to them in the Time Warner Cable Business Class Service Agreement (including the terms and conditions, attachments, and Service Orders described therein, the "Agreement"). This SLA is a part of, and hereby incorporated by reference into, the Agreement. If any provision of this SLA and any provision of the Agreement are inconsistent or conflicting, the inconsistent or conflicting provision of this SLA shall control. This SLA document applies only to services provided over TWC's own network ("On-Net") and not to any portion that is provided by a third party. All SLA Targets in the table below are measured at the individual circuit or service level, and any applicable credits are issued only for the affected On-Net circuit or service (the "Affected Service").

I. SLA Targets for On-Net Services

SERVICE AVAILABILITY	MEAN TIME TO RESTORE ("MTTR")	LATENCY / FRAME DELAY (ROUNDTRIP)	JITTER / FRAME DELAY VARIATION	PACKET LOSS / FRAME LOSS
End to End: 99.99%	Priority 1 Outages within 4 hours	45ms	< 2ms	< 0.1%

II. Priority Classification

A "Service Disruption" is defined as an outage, disruption, or severe degradation, other than an Excluded Disruption, that interferes with the ability of a TWC network hub to: (i) transmit and receive network traffic on Customer's dedicated access port at the TWC network hub; and (ii) exchange network traffic with another TWC network hub. The Service Disruption period begins when Customer reports a Service Disruption using TWC's trouble ticketing system by contacting Customer Care, TWC acknowledges receipt of such trouble ticket, TWC validates that the Service is affected, and Customer releases the Service for testing. The Service Disruption ends when the Affected Service has been restored.

"Service Degradation" means a degradation of the Service that is not a Service Disruption or a result of an Excluded Disruption, such as failure of the Service to achieve the SLA Targets for Latency / Frame Delay, Jitter / Frame Delay Variation, or Packet / Frame Loss.

"Excluded Disruptions" means (i) planned outages, (ii) routine or urgent maintenance, (iii) time when TWC is unable to gain access to Customer's premises to troubleshoot, repair or replace equipment or the Service, (iv) service problems resulting from acts of omissions of Customer or Customer's representatives or agents, (v) Customer equipment failures, (vi) Customer is not prepared to release the Service for testing, and (vii) Force Majeure Events.

TWC will classify Service problems as follows:

PRIORITY	CRITERIA
Priority 1	A. Service Disruption resulting in a total loss of Service; or B. Service Degradation to the point that Customer is unable to use the Service and is prepared to release it for immediate testing (each a "Priority 1 Outage").
Priority 2	Service Degradation where Customer is able to use the Service and is not prepared to release it for immediate testing.
Priority 3	A. A service problem that does not impact the Service; or B. A single non-circuit specific quality of Service inquiry.

DEDICATED INTERNET ACCESS SERVICE-LEVEL AGREEMENT (CONT.)

III. Service Availability

"Service Availability" is calculated as the total number of minutes in a calendar month less the number of minutes that the On-Net Service is unavailable due to a Priority 1 Outage ("Downtime"), divided by the total number of minutes in a calendar month.

The following table contains examples of the percentage of Service Availability translated into minutes of Downtime for the 99.99% Service Availability Target:

PERCENTAGE BY DAYS PER MONTH	TOTAL MINUTES / MONTH	DOWNTIME MINUTES
99.99% for 31 Days	44,640	4.5
99.99% for 30 Days	43,200	4.3
99.99% for 29 Days	41,760	4.2
99.99% for 28 Days	40,320	4

IV. Mean Time to Restore ("MTTR")

The MTTR measurement for Priority 1 Outages is the average time to restore Priority 1 Outages during a calendar month calculated as the cumulative length of time it takes TWC to restore an On-Net Service following a Priority 1 Outage in a calendar month divided by the corresponding number of trouble tickets for Priority 1 Outages opened during the calendar month for the On-Net Service.

MTTR per calendar month is calculated as follows:

$$\text{MTTR} = \frac{\text{Cumulative length of time to restore Priority 1 Outage(s) per On-Net Service}}{\text{Total number of Priority 1 Outage trouble tickets per On-Net Service}}$$

V. Latency / Frame Delay

Latency or Frame Delay is the average roundtrip network delay, measured every 5 minutes during a calendar month, unless measurement is not possible as a result of an Excluded Disruption, to adequately determine a consistent average monthly performance level for frame delay for each On-Net Service. The roundtrip delay is expressed in milliseconds (ms). TWC measures frame delay on an end-to-end basis using a standard 64-byte ping from the Customer's dedicated access port at the Customer premises to the TWC Internet access router in a roundtrip fashion.

Latency is calculated as follows:

$$\text{Latency / Frame Delay} = \frac{\text{Sum of the roundtrip delay measurements for an On-Net Service}}{\text{Total \# of measurements for an On-Net Service}}$$

DEDICATED INTERNET ACCESS SERVICE-LEVEL AGREEMENT (CONT.)

VI. Packet Loss / Frame Loss Ratio

Packet Loss or Frame Loss Ratio is defined as the percentage of frames that are not successfully received compared to the total frames that are sent in a calendar month, except where any packet or frame loss is the result of an Excluded Disruption. The percentage calculation is based on frames that are transmitted from a network origination point and received at a network destination point (TWC network hub to TWC network hub).

Packet Loss / Frame Loss Ratio is calculated as follows:

$$\text{Packet Loss / Frame Loss (\%)} = 100 (\%) - \text{Frames Received}$$

VII. Jitter / Frame Delay Variation

Jitter or Frame Delay Variation is defined as the variation in delay for two consecutive frames that are transmitted (one way) from a network origination point and received at a network destination point (TWC network hub to TWC network hub). TWC measures a sample set of frames every 5 minutes during a calendar month, unless measurement is not possible as a result of an Excluded Disruption, and determines the average delay between consecutive frames within each sample set. The monthly Jitter / Frame Delay Variation is calculated as the average of all of the frame delay variation measurements during such calendar month and is expressed in milliseconds (ms).

$$\text{Jitter / Frame Delay Variation} = \frac{\text{Sum of the Frame Delay Variation measurements for an On-Net Service}}{\text{Total \# of measurements for an On-Net Service}}$$

VIII. Network Maintenance

Maintenance Notice:

Customer understands that from time to time TWC will perform network maintenance for network improvements and preventive maintenance. In some cases, TWC will need to perform urgent network maintenance, which will usually be conducted within the routine maintenance windows. TWC will use reasonable efforts to provide advance notice of the approximate time, duration, and reason for any urgent maintenance outside the routine maintenance windows.

Maintenance Windows:

Routine maintenance may be performed Monday – Friday 12 midnight – 3 a.m. Local Time.

DEDICATED INTERNET ACCESS SERVICE-LEVEL AGREEMENT (CONT.)

IX. Remedies

Service Credits:

If the actual performance of an On-Net Service during any calendar month is less than the SLA Targets, and Customer has complied with the requirements in this SLA, then Customer may request credit(s) equal to the percentage(s) of the monthly Service Charges for only the Affected Service as set forth in the table below. Any credits will be applied as an offset against any amounts due from Customer to TWC. All credits must be: (i) requested by the Customer within 30 days of a Service Disruption or Service Degradation by calling the Customer Care Center and opening a trouble ticket, and (ii) confirmed by TWCBC engineering support teams as associated with a trouble ticket and as failing to meet the applicable SLA Targets.

SERVICE AVAILABILITY	MEAN TIME TO RESTORE ("MTTR")		LATENCY / FRAME DELAY (ROUNDTRIP)	JITTER / FRAME DELAY VARIATION	PACKET LOSS / FRAME LOSS
30%	> 4 hours ≤ 7:59:59 hours	4%	5%	5%	5%
	> 8 hours	10%			

Except as set forth below, the credits described in this SLA shall constitute Customer's sole and exclusive remedy, and TWC's sole and exclusive liability, with respect to TWC's failure to meet any SLA Targets. All SLA Targets are monthly measurements and Customer may request only one credit per SLA Target per month up to a maximum of 40% of the monthly Service Charges for the Affected Service. Customer shall not be eligible for credits exceeding four (4) months of Customer's applicable monthly Service Charges during any calendar year.

Chronic Priority 1 Outages:

If Customer experiences and reports three (3) separate Priority 1 Outages where the Downtime exceeds four (4) hours during each Priority 1 Outage within three (3) consecutive calendar months, then Customer may terminate the Affected Service without charge or liability by providing at least thirty (30) days written notice to TWC; provided, however, that (i) Customer may only terminate the Affected Service; (ii) Customer must exercise its right to terminate the Affected Service by providing written notice to TWC within thirty (30) days after the event giving rise to Customer's termination right; (iii) Customer shall have paid TWC all amounts due at the time of such termination for all Services provided by TWC pursuant to the Agreement, and (iv) the foregoing termination right provides the sole and exclusive remedy of Customer and the sole and exclusive liability of TWC for chronic Priority 1 Outages and Customer shall not be eligible for any additional credits. Termination will be effective forty-five (45) days after TWC's receipt of such written notice of termination.

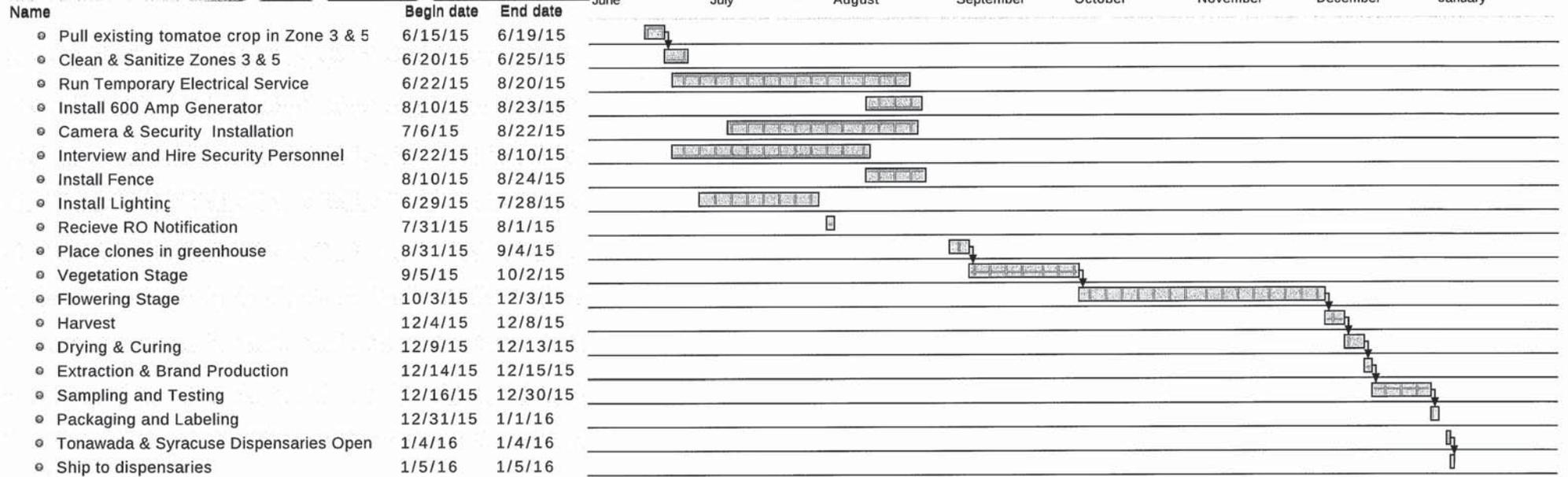
Early Propagation

Gantt Chart



2015

2016



Planting Batches After Early Propagation

Batch A1 2015
 17-Aug Tissue
 14-Sep 1st Table
 28-Sep 2nd Table
 12-Oct 3rd Table
26-Oct Flowering Room ①
 28-Dec **Harvest**
 4-Jan Clean out

Batch A2
 24-Aug Tissue
 21-Sep 1st Table
 5-Oct 2nd Table
 19-Oct 3rd Table
2-Nov Flowering Room ②
 4-Jan **Harvest**
 11-Jan Clean out

Batch A3
 31-Aug Tissue
 28-Sep 1st Table
 12-Oct 2nd Table
 26-Oct 3rd Table
9-Nov Flowering Room ③
 11-Jan **Harvest**
 18-Jan Clean out

Batch A4
 7-Sep Tissue
 5-Oct 1st Table
 19-Oct 2nd Table
 2-Nov 3rd Table
16-Nov Flowering Room ④
 18-Jan **Harvest**
 25-Jan Clean out

Batch A5
 14-Sep Tissue
 12-Oct 1st Table
 26-Oct 2nd Table
 9-Nov 3rd Table
23-Nov Flowering Room ⑤
 25-Jan **Harvest**
 1-Feb Clean out

Batch A6
 21-Sep Tissue
 19-Oct 1st Table
 2-Nov 2nd Table
 16-Nov 3rd Table
30-Nov Flowering Room ⑥
 1-Feb **Harvest**
 8-Feb Clean out

Batch A7
 28-Sep Tissue
 26-Oct 1st Table
 9-Nov 2nd Table
 23-Nov 3rd Table
7-Dec Flowering Room ⑦
 8-Feb **Harvest**
 15-Feb Clean out

Batch A8
 5-Oct Tissue
 2-Nov 1st Table
 16-Nov 2nd Table
 30-Nov 3rd Table
14-Dec Flowering Room ⑧
 15-Feb **Harvest**
 22-Feb Clean out

Batch A9
 12-Oct Tissue
 9-Nov 1st Table
 23-Nov 2nd Table
 7-Dec 3rd Table
21-Dec Flowering Room ⑨
 22-Feb **Harvest**
 29-Feb Clean out

Batch B1 2015
 2-Nov Tissue
 30-Nov 1st Table
 14-Dec 2nd Table
 28-Dec 3rd Table
11-Jan Flowering Room ①
 14-Mar **Harvest**
 21-Mar Clean out

Batch B2
 9-Nov Tissue
 7-Dec 1st Table
 21-Dec 2nd Table
 4-Jan 3rd Table
18-Jan Flowering Room ②
 21-Mar **Harvest**
 28-Mar Clean out

Batch B3
 16-Nov Tissue
 14-Dec 1st Table
 28-Dec 2nd Table
 11-Jan 3rd Table
25-Jan Flowering Room ③
 28-Mar **Harvest**
 4-Apr Clean out

Batch B4
 23-Nov Tissue
 21-Dec 1st Table
 4-Jan 2nd Table
 18-Jan 3rd Table
1-Feb Flowering Room ④
 4-Apr **Harvest**
 11-Apr Clean out

Batch B5
 30-Nov Tissue
 28-Dec 1st Table
 11-Jan 2nd Table
 25-Jan 3rd Table
8-Feb Flowering Room ⑤
 11-Apr **Harvest**
 18-Apr Clean out

Batch B6
 7-Dec Tissue
 4-Jan 1st Table
 18-Jan 2nd Table
 1-Feb 3rd Table
15-Feb Flowering Room ⑥
 18-Apr **Harvest**
 25-Apr Clean out

Batch B7
 14-Dec Tissue
 11-Jan 1st Table
 25-Jan 2nd Table
 8-Feb 3rd Table
22-Feb Flowering Room ⑦
 25-Apr **Harvest**
 2-May Clean out

Batch B8
 21-Dec Tissue
 18-Jan 1st Table
 1-Feb 2nd Table
 15-Feb 3rd Table
29-Feb Flowering Room ⑧
 2-May **Harvest**
 9-May Clean out

Batch B9
 28-Dec Tissue
 25-Jan 1st Table
 8-Feb 2nd Table
 22-Feb 3rd Table
7-Mar Flowering Room ⑨
 9-May **Harvest**
 16-May Clean out

Planting Batches After Early Propagation

Batch C1 2015

18-Jan Tissue
 15-Feb 1st Table
 29-Feb 2nd Table
 14-Mar 3rd Table
28-Mar Flowering Room ①
 30-May **Harvest**
 6-Jun Clean out

Batch C2

25-Jan Tissue
 22-Feb 1st Table
 7-Mar 2nd Table
 21-Mar 3rd Table
4-Apr Flowering Room ②
 6-Jun **Harvest**
 13-Jun Clean out

Batch C3

1-Feb Tissue
 29-Feb 1st Table
 14-Mar 2nd Table
 28-Mar 3rd Table
11-Apr Flowering Room ③
 13-Jun **Harvest**
 20-Jun Clean out

Batch C4

8-Feb Tissue
 7-Mar 1st Table
 21-Mar 2nd Table
 4-Apr 3rd Table
18-Apr Flowering Room ④
 20-Jun **Harvest**
 27-Jun Clean out

Batch C5

15-Feb Tissue
 14-Mar 1st Table
 28-Mar 2nd Table
 11-Apr 3rd Table
25-Apr Flowering Room ⑤
 27-Jun **Harvest**
 4-Jul Clean out

Batch C6

22-Feb Tissue
 21-Mar 1st Table
 4-Apr 2nd Table
 18-Apr 3rd Table
2-May Flowering Room ⑥
 4-Jul **Harvest**
 11-Jul Clean out

Batch C7

29-Feb Tissue
 28-Mar 1st Table
 11-Apr 2nd Table
 25-Apr 3rd Table
9-May Flowering Room ⑦
 11-Jul **Harvest**
 18-Jul Clean out

Batch C8

7-Mar Tissue
 4-Apr 1st Table
 18-Apr 2nd Table
 2-May 3rd Table
16-May Flowering Room ⑧
 18-Jul **Harvest**
 25-Jul Clean out

Batch C9

14-Mar Tissue
 11-Apr 1st Table
 25-Apr 2nd Table
 9-May 3rd Table
23-May Flowering Room ⑨
 25-Jul **Harvest**
 1-Aug Clean out

Batch D1 2016

4-Apr Tissue
 2-May 1st Table
 16-May 2nd Table
 30-May 3rd Table
13-Jun Flowering Room ①
 15-Aug **Harvest**
 22-Aug Clean out

Batch D2

11-Apr Tissue
 9-May 1st Table
 23-May 2nd Table
 6-Jun 3rd Table
20-Jun Flowering Room ②
 22-Aug **Harvest**
 29-Aug Clean out

Batch D3

18-Apr Tissue
 16-May 1st Table
 30-May 2nd Table
 13-Jun 3rd Table
27-Jun Flowering Room ③
 29-Aug **Harvest**
 5-Sep Clean out

Batch D4

25-Apr Tissue
 23-May 1st Table
 6-Jun 2nd Table
 20-Jun 3rd Table
4-Jul Flowering Room ④
 5-Sep **Harvest**
 12-Sep Clean out

Batch D5

2-May Tissue
 30-May 1st Table
 13-Jun 2nd Table
 27-Jun 3rd Table
11-Jul Flowering Room ⑤
 12-Sep **Harvest**
 19-Sep Clean out

Batch D6

9-May Tissue
 6-Jun 1st Table
 20-Jun 2nd Table
 4-Jul 3rd Table
18-Jul Flowering Room ⑥
 19-Sep **Harvest**
 26-Sep Clean out

Batch D7

16-May Tissue
 13-Jun 1st Table
 27-Jun 2nd Table
 11-Jul 3rd Table
25-Jul Flowering Room ⑦
 26-Sep **Harvest**
 3-Oct Clean out

Batch D8

23-May Tissue
 20-Jun 1st Table
 4-Jul 2nd Table
 18-Jul 3rd Table
1-Aug Flowering Room ⑧
 3-Oct **Harvest**
 10-Oct Clean out

Batch D9

30-May Tissue
 27-Jun 1st Table
 11-Jul 2nd Table
 25-Jul 3rd Table
8-Aug Flowering Room ⑨
 10-Oct **Harvest**
 17-Oct Clean out

Planting Batches After Early Propagation

Batch E1 2016
 20-Jun Tissue
 18-Jul 1st Table
 1-Aug 2nd Table
 15-Aug 3rd Table
29-Aug Flowering Room 1
31-Oct Harvest
 7-Nov Clean out

Batch E2
 27-Jun Tissue
 25-Jul 1st Table
 8-Aug 2nd Table
 22-Aug 3rd Table
5-Sep Flowering Room 2
7-Nov Harvest
 14-Nov Clean out

Batch E3
 4-Jul Tissue
 1-Aug 1st Table
 15-Aug 2nd Table
 29-Aug 3rd Table
12-Sep Flowering Room 3
14-Nov Harvest
 21-Nov Clean out

Batch E4
 11-Jul Tissue
 8-Aug 1st Table
 22-Aug 2nd Table
 5-Sep 3rd Table
19-Sep Flowering Room 4
21-Nov Harvest
 28-Nov Clean out

Batch E5
 18-Jul Tissue
 15-Aug 1st Table
 29-Aug 2nd Table
 12-Sep 3rd Table
26-Sep Flowering Room 5
28-Nov Harvest
 5-Dec Clean out

Batch E6
 25-Jul Tissue
 22-Aug 1st Table
 5-Sep 2nd Table
 19-Sep 3rd Table
3-Oct Flowering Room 5
5-Dec Harvest
 12-Dec Clean out

Batch E7
 1-Aug Tissue
 29-Aug 1st Table
 12-Sep 2nd Table
 26-Sep 3rd Table
10-Oct Flowering Room 7
12-Dec Harvest
 19-Dec Clean out

Batch E8
 8-Aug Tissue
 5-Sep 1st Table
 19-Sep 2nd Table
 3-Oct 3rd Table
17-Oct Flowering Room 8
19-Dec Harvest
 26-Dec Clean out

Batch E9
 15-Aug Tissue
 12-Sep 1st Table
 26-Sep 2nd Table
 10-Oct 3rd Table
24-Oct Flowering Room 9
26-Dec Harvest
 2-Jan Clean out

Batch F1 2016
 5-Sep Tissue
 3-Oct 1st Table
 17-Oct 2nd Table
 31-Oct 3rd Table
14-Nov Flowering Room 1
16-Jan Harvest
 23-Jan Clean out

Batch F2
 12-Sep Tissue
 10-Oct 1st Table
 24-Oct 2nd Table
 7-Nov 3rd Table
21-Nov Flowering Room 2
23-Jan Harvest
 30-Jan Clean out

Batch F3
 19-Sep Tissue
 17-Oct 1st Table
 31-Oct 2nd Table
 14-Nov 3rd Table
28-Nov Flowering Room 3
30-Jan Harvest
 6-Feb Clean out

Batch F4
 26-Sep Tissue
 24-Oct 1st Table
 7-Nov 2nd Table
 21-Nov 3rd Table
5-Dec Flowering Room 4
6-Feb Harvest
 13-Feb Clean out

Batch F5
 3-Oct Tissue
 31-Oct 1st Table
 14-Nov 2nd Table
 28-Nov 3rd Table
12-Dec Flowering Room 5
13-Feb Harvest
 20-Feb Clean out

Batch F6
 10-Oct Tissue
 7-Nov 1st Table
 21-Nov 2nd Table
 5-Dec 3rd Table
19-Dec Flowering Room 6
20-Feb Harvest
 27-Feb Clean out

Batch F7
 17-Oct Tissue
 14-Nov 1st Table
 28-Nov 2nd Table
 12-Dec 3rd Table
26-Dec Flowering Room 7
27-Feb Harvest 2017
 6-Mar Clean out

Batch F8
 24-Oct Tissue
 21-Nov 1st Table
 5-Dec 2nd Table
 19-Dec 3rd Table
2-Jan Flowering Room 8
6-Mar Harvest 2017
 13-Mar Clean out

Batch F9
 31-Oct Tissue
 28-Nov 1st Table
 12-Dec 2nd Table
 26-Dec 3rd Table
9-Jan Flowering Room 9
13-Mar Harvest 2017
 20-Mar Clean out

Planting Batches After Early Propagation

2016		
Batch G1	21-Nov Tissue 19-Dec 1st Table 2-Jan 2nd Table 16-Jan 3rd Table 30-Jan Flowering Room ① 3-Apr Harvest 10-Apr Clean out	Batch G6
Batch G2	28-Nov Tissue 26-Dec 1st Table 9-Jan 2nd Table 23-Jan 3rd Table 6-Feb Flowering Room ② 10-Apr Harvest 17-Apr Clean out	26-Dec Tissue 23-Jan 1st Table 6-Feb 2nd Table 20-Feb 3rd Table 6-Mar Flowering Room ⑥ 8-May Harvest 15-May Clean out
Batch G3	5-Dec Tissue 2-Jan 1st Table 16-Jan 2nd Table 30-Jan 3rd Table 13-Feb Flowering Room ③ 17-Apr Harvest 24-Apr Clean out	Batch G7
Batch G4	12-Dec Tissue 9-Jan 1st Table 23-Jan 2nd Table 6-Feb 3rd Table 20-Feb Flowering Room ④ 24-Apr Harvest 1-May Clean out	2-Jan Tissue 30-Jan 1st Table 13-Feb 2nd Table 27-Feb 3rd Table 13-Mar Flowering Room ⑦ 15-May Harvest 22-May Clean out
Batch G5	19-Dec Tissue 16-Jan 1st Table 30-Jan 2nd Table 13-Feb 3rd Table 27-Feb Flowering Room ⑤ 1-May Harvest 8-May Clean out	Batch G8
		9-Jan Tissue 6-Feb 1st Table 20-Feb 2nd Table 6-Mar 3rd Table 20-Mar Flowering Room ⑧ 22-May Harvest 29-May Clean out
		Batch G9
		16-Jan Tissue 13-Feb 1st Table 27-Feb 2nd Table 13-Mar 3rd Table 27-Mar Flowering Room ⑨ 29-May Harvest 5-Jun Clean out

2017

2017

2017

Attachment M

Herbal Agriculture

Compliance Plan Outline

As highlighted throughout this Application, Herbal Agriculture is committed to complying with all applicable New York State and local laws and regulations. The mission of Herbal Agriculture is to manufacture, cultivate, and dispense approved medical marijuana products to qualified patients within the state of New York, adhering to the highest quality standards as they pertain to products and services. Herbal Agriculture has put together a team of professional devoted to this mission.

Herbal Agriculture recognizes that a “Best Practice” commitment to compliance is required to succeed in this Medical Marijuana Program. This gold standard compliance commitment is reflected through a number of factors set forth herein, including the following compliance statement, detailed compliance outline, and the outstanding compliance professionals retained and under contract with Herbal Agriculture.

Herbal Agriculture retained Compliance Experts, LLC to create, implement and manage compliance in coordination with employees dedicated to compliant manufacturing and dispensing of medical marijuana. Mr. Barry Swartz and Mr. Robert Trusiak are the principals of Compliance Experts, LLC. Mr. Swartz has unequalled experience in health care practice management. Mr. Swartz was Founder & CEO, Practice Management Center (“PMC”). PMC developed into the largest privately owned medical billing and physician practice management company in NYS. Mr. Swartz also was Vice President, DeGraff Memorial Hospital and Associate Hospital Director – Children’s Hospital of Buffalo. The corporate background of Mr. Swartz includes his status as a member of the following Boards of Directors:

- Kaleida Health Foundation - Chairman
- Visiting Nurses Association - Vice Chairman
- Explore & More Children’s Museum
- Niagara Falls Bridge Commission – Former Chairman
- Niagara County IDA – Former Director
- DeGraff Memorial Hospital – Former Director

Mr. Trusiak possesses more than 20 years experience in health care enforcement and corporate compliance. Mr. Trusiak was the Chief Compliance Officer, Senior Associate General Counsel and HIPAA Privacy Officer for Kaleida Health from 2012-2015. Kaleida Health is a multi-system health care facility in Buffalo, New York with annual revenues of approximately \$1.5B. The compliance responsibilities involved leading compliance efforts for four hospitals, two skilled nursing facilities and the home health care division of Kaleida Health. Mr. Trusiak is also a former

Assistant United States Attorney, Chief, Affirmative Civil Enforcement Unit, Concentrating in Health Care Fraud and Abuse, Buffalo, New York. Mr. Trusiak was responsible for civil and criminal prosecution on behalf of the United States of America from 1992-2012 in the following areas of litigation: Affirmative Civil Enforcement involving health care fraud, criminal prosecution of health care fraud, Department of Defense fraud, HUD fraud, grant fraud, VA fraud, ERISA violations, IRS/Tax fraud, Securities fraud, Customs violations, USDA violations and all forms of procurement fraud. Mr. Trusiak is a nationally recognized expert in False Claims Act litigation. Responsible for criminal and civil resolutions exceeding a quarter of a billion dollars during his public service. Mr. Trusiak received National Awards for Superior Performance as an Assistant U.S. Attorney, including

- 2011 HHS OIG Commendation for Superior Performance
- 2009 HHS OIG Award for Excellence
- 2009 DOJ Director's Award for Superior Performance
- 2001 DOJ Director's Award for Superior Performance
- 2000 FBI Director's Award

Finally, Mr. Trusiak is a nationally recognized speaker and author on health care compliance and Adjunct Professor, University at Buffalo, teaching Health Care Fraud and Abuse.

COMPLIANCE STATEMENT

All partners, managers, employees and relevant workforce members must fulfill the compliance requirements of Herbal Agriculture (HA) with the objective of creating and sustaining an environment which promotes a culture of quality, transparency, and enforcement of DOH regulations for the manufacture and dispensing of medical marihuana (New York State Public Health Law, Title 10, Chapter XIII, Part 1004 and Article 33, Controlled Substances Act).

HA recognizes the imperative to assure full compliance with applicable New York State and Department of Health regulations in regard to all aspects of its operation. The Compliance Program addresses the applicable medical marihuana regulations, including the following areas of operations:

- 1. Medical marihuana manufacture**
- 2. Dispensing requirements**
- 3. Human resource requirements**
- 4. Advertising requirements**
- 5. Transportation requirements**
- 6. Security requirements—building and cybersecurity**
- 7. Patient confidentiality requirements**
- 8. Quality assurance requirements, and**
- 9. Disposal of medical marihuana requirements**
- 10. Department of Health reviews**

A full-time Chief Compliance Officer (CCO) has the responsibility for fulfilling the requirements of this Program. The CCO reports directly to the Board of Directors and will make a verbal report

at each Board meeting, in addition to submitting a written report of all compliance related activities. HA may engage additional compliance support, as needed.

COMPLIANCE OUTLINE

- Formation of a Compliance Committee – Chaired by Chief Compliance Officer Perform monthly audits of the operation to include, at a minimum, the following areas:
 - Policies and Procedures
 - ✓ Cultivation
 - ✓ Harvesting
 - ✓ Storage
 - ✓ Packaging, sealing, labeling
 - ✓ Transporting
 - ✓ Dispensing – onsite pharmacist
 - ✓ Returns
 - ✓ Testing
 - ✓ Incident reporting
 - Record-keeping/Documentation
 - ✓ Record retention & storage
 - ✓ Record production
 - ✓ Adverse events
 - Quality Assurance
 - ✓ Percentage of lots of each brand and form passing all required testing,
 - ✓ Percentage of lots failing contaminant testing,
 - ✓ Percentage of lots failing brand requirements,
 - ✓ All recalls of product lots and all adverse events reported
 - ✓ Laboratory testing results
 - Security
 - ✓ Prevent and detect diversion, theft, loss
 - ✓ Maintain active list of authorized personnel with access privileges
 - ✓ Transport in a locked, safe and secure compartment
 - Information Technology
 - ✓ HIPAA Compliant
 - ✓ Secure (SSL) encryption
 - Education and Training
 - ✓ Ongoing education and training to be provided and recorded
 - Human Resources
 - ✓ Senior staff person with a minimum of 1 year experience in GAP
 - ✓ Age 21 or older
 - ✓ Trained in sanitary conditions
 - ✓ Onsite pharmacist (Article 137 of Education Law)
 - ✓ No felony convictions of sale or possession of drugs, narcotics or controlled substances
- Identify Areas of High Risk

- Manufacturing
- Storage
- Transportation
- Sale
- Dispensing process and facilities
- Certified patient complaints
- Registered Practitioner Complaints

COMPLIANCE PLAN (To Be Finalized and Implemented)

COMPLIANCE PROGRAM REQUIRED ELEMENTS

FOR MEDICAL USE OF MARIHUANA

NYCRR Title 10, Chapter XIII, Part 1004

<u>Compliance Area</u>	Statutory or Regulatory Reference
<u>Compliance Elements from Application for initial registration as a registered organization</u>	
An operating plan that includes a detailed description of the applicant’s manufacturing processes, transporting, distributing, sale and dispensing policies or procedures. The operating plan shall also include;	§1004.5(b)(4)
A detailed description of any devices used with approved medical marihuana products to be offered or sold by the registered organization.	§1004.5(b)(4)(i)
Policies and procedures related to security and control measures that will be in place to prevent diversion, abuse, and other illegal or unauthorized conduct relating to medical marihuana and are consistent with provisions set forth in this part.	§1004.5(b)(4)(ii)
A standard operating procedure manual for all methods used from cultivation of the medical marihuana through packaging, sealing and labeling of each lot of medical marihuana product.	§1004.5(b)(4)(iii)
Quality assurance plans, including but not limited to plans to detect, identify and prevent dispensing errors.	§1004.5(b)(4)(iv)
Policies and procedures to document and investigate approved medical marihuana product returns, complaints and adverse events, and to provide for rapid voluntary or involuntary recalls of any lot of medical marihuana product.	§1004.5(b)(4)(v)

<u>Compliance Area</u>	Statutory or Regulatory Reference
A quality assurance program to track contamination incidents and document the investigated source of such incidents, and the appropriate corrective action(s) taken.	§1004.5(b)(4)(vi)
Detailed description of plans, procedures and systems adopted and maintained for tracking, record keeping, record retention and surveillance systems, relating to all medical marihuana at every stage including cultivating, possessing of marihuana, and manufacturing, delivery, transporting, distributing, sale and dispensing by the proposed registered organization	§1004.5(b)(4)(vii)
<u>Compliance Elements from Application for renewal of registration as registered organization</u>	
Every known complaint, charge or investigation, pending or concluded during the period of the registration, by any governmental or administrative agency with respect to each incident or alleged incidence involving the theft, loss, or possible diversion of medical marihuana manufactured, distributed, or dispensed by the registered organization	§1004.7(c)(2)(i)
Approved medical marihuana product shortages or wait lists occurring during the registration period.	§1004.7(c)(3)
Summary of quality assurance testing for all medical marihuana products produced in the prior year including, but not limited to: <ul style="list-style-type: none"> • the percentage of lots of each brand and form passing all required testing, • the percentage of lots failing contaminant testing, • the percentage of lots failing brand requirements, • all recalls of product lots and all adverse events reported 	§1004.7(c)(4)
<u>Compliance Elements from Registered Organizations; general requirements</u>	
A subset of each lot of medical marihuana product shall be retained by the registered organization to allow for testing in the future if requested by the department and shall be stored unopened as indicated on the label and in the original packaging. This subset of medical marihuana product must be readily identifiable as belonging to its specific lot. The quantity retained shall be a statistically representative number of samples to allow for complete testing of the product at least three times and shall be retained by the registered organization for at least two years following the date of expiration.	§1004.10(a)(4)
Policies and procedures to document and investigate complaints and adverse events.	§1004.10(a)(5)
Report adverse events to the department within 24 hours of their occurrence.	§1004.10(a)(5)

<u>Compliance Area</u>	Statutory or Regulatory Reference
Quarantine medical marihuana product and refrain from transporting or distributing such product, as directed by the Department of Health	§1004.10(a)(6)
Dispose of unusable medical marihuana in a manner consistent with the operating plan	§1004.10(a)(7)
Maintain records required by article 33 of the public health law and this part for a period of five (5) years and make such records available to the department upon request. Such records shall include:	§1004.10(a)(8)
documentation, including lot numbers where applicable, of all materials used in the manufacturing of the approved medical marihuana product to allow tracking of the materials including but not limited to soil, soil amendment, nutrients, hydroponic materials, fertilizers, growth promoters, pesticides, fungicides, and herbicides;	§1004.10(a)(8)(i)
cultivation, manufacturing, packaging and labeling production records; and	§1004.10(a)(8)(ii)
laboratory testing results.	§1004.10(a)(8)(iii)
<p><u>Compliance Elements for medical marihuana marketing and advertising by registered organizations.</u></p> <p>The significant attributes of the marketing and advertising prohibitions, which are numerous, include the following elements:</p> <ol style="list-style-type: none"> 1. The marketing and advertising prohibitions apply to the physical location and vehicles; 2. A single black and white sign with no illumination; and 3. The content of the advertising must be approved by the department. 	§1004.16
<p><u>Compliance Elements from Manufacturing requirements for approved medical marihuana products</u></p>	
Identify each lot of approved medical marihuana product with a lot unique identifier.	§1004.11(j)
Each approved medical marihuana product shall be affixed with a product label. Medical marihuana product labels shall be approved by the department prior to use. Each product label shall be applied at the manufacturing facility, be easily readable, firmly affixed and include the information recounted in the statutory subsection.	§1004.11(k)
Keep and maintain records documenting submission of medical marihuana products to approved laboratories as required herein, and the results of the laboratory testing.	§1004.11(l)(3)
<p>Each registered organization shall ensure the availability of at least a one year supply of any offered brand unless otherwise allowed by the department. <i>The regulatory comments expound on this requirement. The comments partly state as follows:</i></p> <p><i>“The regulations require the registered organization to demonstrate, through their standard operating procedures, that they are able to ensure availability of the</i></p>	§1004.11(c)(7)

<u>Compliance Area</u>	Statutory or Regulatory Reference
<i>brand for a one year time period. The regulation does not require physical availability of a one year supply of product.”</i>	
<u>Compliance Elements for dispensing facilities</u>	
Dispensing facilities shall not be open or in operation unless an individual with an active New York State pharmacist license is on the premises and directly supervising the activity within the facility. This is a pharmacist per site requirement and not one pharmacist for all dispensing sites.	§1004.12(a)
The dispensing facility shall maintain a visitor log, which shall include the name of the visitor, date, time and purpose of the visit.	§1004.12(g)(2)(i)
If an unforeseen circumstance requires the presence of a visitor and makes it impractical for the dispensing facility to obtain a waiver, the dispensing facility shall record in the visitor log, the name of the visitor, date, time, purpose of the visit and the facts upon which the access was granted.	§1004.12(g)(2)(ii)
<p>The dispensing facility shall affix to the approved medical marihuana product package a patient specific dispensing label approved by the department, that is easily readable, and firmly affixed and includes:</p> <ol style="list-style-type: none"> (1) the name and registry identification number of the certified patient and designated caregiver, if any; (2) the certifying practitioner’s name; (3) the dispensing facility name, address and phone number; (4) the dosing and administration instructions; (5) the quantity and date dispensed; and (6) Any recommendation or limitation by the practitioner as to the use of medical marihuana. 	§1004.12(h)
<u>Compliance Elements from Security requirements for manufacturing and dispensing facilities</u>	
<p>All facilities operated by a registered organization shall have a security system to prevent and detect diversion, theft or loss of marihuana and/or medical marihuana products, utilizing commercial grade equipment, which shall, at a minimum, include:</p> <ol style="list-style-type: none"> (1) a perimeter alarm; (2) motion detectors; (3) video cameras in all areas that may contain marihuana and at all points of entry and exit; (4) twenty-four hour recordings from all video cameras; shall be retained for at least 90 days; (5) a duress alarm; (6) a panic alarm; (7) a holdup alarm; 	§1004.13(a)

<u>Compliance Area</u>	Statutory or Regulatory Reference
<ul style="list-style-type: none"> (8) an automatic voice dialer; (9) a failure notification system that provides, within five minutes an audible, text or visual notification of any failure in the surveillance system; (10) the ability to immediately produce a clear color still photo (9600 dpi); (11) a date and time stamp embedded on all recordings; and (12) the ability to remain operational during a power outage. 	
Maintain all security system equipment and recordings in a secure location so as to prevent theft, loss, destruction or alterations.	§1004.13(b)
A back-up alarm system that shall detect unauthorized entry during times when no employees are present at the facility, <i>which shall not be the same company supplying the primary security system</i>	§1004.13(c)
A current list of authorized employees and service employees who have access to any surveillance room.	§1004.13(d)
Keep all on-site surveillance rooms locked and shall not use such rooms for any other function.	§1004.13(d)
Keep all security equipment in full operating order; test such equipment no less than monthly; maintain records of security tests for five years.	§1004.13(g)
Prior to transporting any approved medical marihuana product, complete a shipping manifest using a form determined by the department.	§1004.13(n)
Maintain all shipping manifests for a period of 5 years.	§1004.13(n)(2)
Only transport approved medical marihuana products from a manufacturing facility to dispensing facilities.	§1004.13(o)
The approved medical marihuana products must be transported in a locked, safe and secure storage compartment that is part of the vehicle transporting the marihuana; and in a storage compartment that is not visible from outside the vehicle. The security requirements also address transportation teams, communication during transport and uninterrupted transport from the manufacturing facility to the dispensing facility.	§1004.13(o)(1) §1004.13(o)(2)
<u>Compliance Human Resource Elements</u>	
A senior staff member with a minimum of one (1) year experience in good agricultural practices (GAP)	§1004.5(b)(18)(i)
A quality assurance officer who shall exercise oversight of the organization’s practices and procedures <i>and who has documented training and experience in quality assurance and quality control procedures.</i>	§1004.5(b)(18)(ii)
All staff be twenty-one (21) years of age or older.	§1004.5(b)(18)(iii)

<u>Compliance Area</u>	Statutory or Regulatory Reference
All staff involved in the manufacturing be trained in and conform to general sanitary practices.	§1004.5(b)(18)(iv)
Policies and procedures to ensure that the proposed registered organization shall not employ anyone who would come in contact with or handle medical marihuana who has been convicted of any felony of sale or possession of drugs, narcotics, or controlled substances.	§1004.5(b)(18)(v)
(For a dispensing facility) individual with an active New York State pharmacist license, as defined in Article one hundred and thirty seven of the Education Law	§1004.12(a)

<p><u>Compliance Elements for Patient Confidentiality</u></p> <p>No person, who has knowledge by virtue of his or her office of the identity of a particular patient or research subject, a manufacturing process, a trade secret or a formula shall disclose such knowledge, or any report or record thereof, except:</p> <ul style="list-style-type: none"> (a) to another person employed by the department, for purposes of executing provisions of this article; (b) pursuant to judicial subpoena or court order in a criminal investigation or proceeding; (c) to an agency, department of government, or official board authorized to regulate, license or otherwise supervise a person who is authorized by this article to deal in controlled substances, or in the course of any investigation or proceeding by or before such agency, department or board; (d) to a central registry established pursuant to this article; and (e) To a practitioner to inform him or her that a patient may be under treatment with a controlled substance by another practitioner. 	<p>NYS PHL §3371.1</p>
<p>Each incident or alleged incident involving the theft, loss, or possible diversion of controlled substances manufactured or distributed by the applicant.</p>	<p>NYS PHL §3315.2(b)(i)</p>
<p>Maintain records of all controlled substances manufactured, received, disposed of or distributed by them. The record shall show the date of receipt or delivery, the name and address, and registration number of the person from whom received or to whom distributed the kind and quantity of substance received and distributed, the kind and quantity of substance produced or removed from the process of manufacture and the date thereof.</p>	<p>NYS PHL §3322.1</p>
<p>Any person licensed under this title shall prepare and maintain a biennial report setting forth the current inventory of controlled substances, the quantities of controlled substances manufactured or distributed within the state during the period covered by the report and such other information as the commissioner shall be regulation prescribe. Maintaining for inspection a biennial inventory of controlled substances prepared and maintained in compliance with federal statutes and regulations shall be deemed in compliance with this section.</p>	<p>NYS PHL §3322.2</p>
<p>Any person licensed under this title shall forthwith notify the department of any incident involving the theft, loss or possible diversion of controlled substances manufactured or distributed by the licensee.</p>	<p>NYS PHL §3322.3</p>
<p>Persons licensed or certified pursuant to this article shall be under a continuing duty to promptly notify the department of:</p> <ul style="list-style-type: none"> 1. Each incident or alleged incident of theft, loss or possible diversion of controlled substances manufactured, ordered, distributed or possessed by such person; and 2. Any charge or proceeding brought in any court or before any governmental agency, state or federal, in which it is alleged that the licensee, its employees, subsidiaries, managing officers, or directors has failed to comply with the provisions of the federal controlled substances act or the laws of any state relating to controlled substances. 	<p>NYS PHL §3374</p>

NIAGARA COUNTY LEGISLATURE

FROM: Legislators Kathryn L. Lance and Clyde L. Burmaster DATE: 03/17/15 RESOLUTION # IL-042-15

APPROVED CO. ATTORNEY REVIEWED CO. MANAGER COMMITTEE ACTION LEGISLATIVE ACTION Approved: Ayes Abs. Noes 0 Rejected: Ayes Abs. Noes Referred:

Handwritten signatures and date 3/12/15

RESOLUTION IN SUPPORT OF GRANTING A LICENSE TO GROW MEDICAL MARIHUANA TO HERBAL AGRICULTURE, LLC OF LEWISTON, NEW YORK

WHEREAS, the use of medical marihuana has proven effective in treating symptoms of cancer, HIV, post-traumatic stress disorder, muscle spasms caused by multiple sclerosis, nausea from cancer chemotherapy, appetite and weight loss caused by chronic illness such as HIV, nerve pain, seizure disorders, and Crohn's disease, and

WHEREAS, twenty-three states and the District of Columbia currently have laws legalizing marihuana in some form, including New York's Compassionate Care Act, which Governor Andrew Cuomo signed into law on July 5, 2014, and

WHEREAS, New York's program allows marihuana to be administered to people with illnesses including epilepsy, multiple sclerosis, A.L.S., Parkinson's disease, Huntington's disease, neuropathies, spinal cord injuries, cancer and HIV/AIDS, with the state health department to decide within 18 months whether to add Alzheimer's, muscular dystrophy, dystonia, post-traumatic stress disorder and rheumatoid arthritis, with the addition of further conditions at the discretion of the Commissioner of Health, and

WHEREAS, the Compassionate Care Act requires the following indications for the prescription of medical marihuana in New York: a serious condition defined as: "having one of the following severe debilitating or life-threatening conditions: cancer, positive status for human immunodeficiency virus or acquired immune deficiency syndrome, amyotrophic lateral sclerosis, Parkinson's disease, multiple sclerosis, damage to the nervous tissue of the spinal cord with objective neurological indication or intractable spasticity, epilepsy, inflammatory bowel disease, neuropathies, Huntington's disease, or as added by the commissioner; and (ii) any of the following conditions where it is clinically associated with, or a complication of, a condition under this paragraph or its treatment: cachexia or wasting syndrome; severe or chronic pain; severe nausea; seizures; severe or persistent muscle spasms; or such conditions as are added by the commissioner," and

WHEREAS, the Compassionate Care Act establishes a stringent regulation regime requiring any medical marihuana grown in New York not exceed Department of Health-approved concentrations of cannabinoids like Tetrahydrocannabinol (THC), allowing manufacture and prescription of drugs derived from extracted cannabinoids, and not the administration of smokable marihuana, and

WHEREAS, any manufacturer seeking a license to farm medical marihuana in New York will have to meet a series of qualifications, under the direction of the New York State Department of Health and its commissioner, and must demonstrate facility security common to the pharmaceutical industry, and

WHEREAS, the law also stipulates that only five manufacturers will be licensed to grow medical marihuana, with each being allowed to run up to four dispensaries around the state, and that the growing of the medical marihuana must be done indoors, and

WHEREAS, in the Town of Lewiston in Niagara County, Herbal Agriculture, LLC is expected to submit an application to the state of New York to be granted the right to grow medical marihuana at their H2gro facility, a 12-acre greenhouse on Pletcher Road, and

WHEREAS, Herbal Agriculture, LLC holds the exclusive New York license for Charlotte's Web, a variety of the marihuana plant with an extremely low Tetrahydrocannabinol concentration measured at 0.3% THC, a THC level incapable of producing a psychoactive "high", and

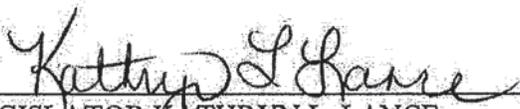
WHEREAS, the issue has bi-partisan support in Lewiston, with Supervisor Dennis Brochey and Town Council members Ron Winkley, Alphonso Bax, William Conrad, and Beth Ceretto all having expressed their support for the concept of medical marihuana, a significant point since support from local legislative bodies is a condition of the application process for companies that wish to grow medical marihuana in the state, and

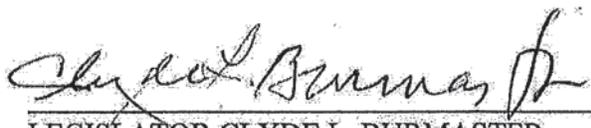
WHEREAS, the awarding of a license to grow medical marihuana to Herbal Agriculture, LLC will have significant economic development benefits to the county and its taxpayers, as counties where medical marihuana is grown in New York will receive 22.5 percent of the state's seven percent excise tax charged for medical marihuana, and

WHEREAS, this body also recognizes the benefits of medical marihuana for individuals suffering from the aforementioned diseases and/or ailments, now, therefore, be it

RESOLVED, that the Niagara County Legislature does hereby support the granting of a license to grow medical marihuana to Herbal Agriculture, LLC of Lewiston New York, with the stipulations put in place by the State of New York, and be it further

RESOLVED, that the County of Niagara shall forward copies of this Resolution to Governor Cuomo; Senator Robert G. Ort; Senate Temporary President and Majority Leader Dean G. Skelos; Member of the Assembly Jane L. Corwin; Member of the Assembly Ray Walter; Member of the Assembly John D. Ceretto; Member of the Assembly Robin Schimminger; Speaker of the Assembly Carl Heastie; U.S. Representative Chris Collins; Mr. Gary Smith and all others deemed necessary and proper.


LEGISLATOR KATHRYN L. LANCE


LEGISLATOR CLYDE L. BURMASTER

RESOLUTION IN SUPPORT OF GRANTING A LICENSE TO
GROW MEDICAL MARIJUANA TO LEWISTON GREENHOUSE, LLC
OF LEWISTON, NEW YORK

WHEREAS, the use of medical marijuana has proven effective in treating symptoms of cancer, HIV, post-traumatic stress disorder, muscle spasms caused by multiple sclerosis, nausea from cancer chemotherapy, or appetite and weight loss caused by chronic illness, such as HIV, or nerve pain, seizure disorders, Crohn's disease, and

WHEREAS, twenty-three states and the District of Columbia currently have laws legalizing marijuana in some form, including New York's Compassionate Care Act, which Governor Andrew Cuomo signed into law on July 5, 2014, and

WHEREAS, New York's program allows marijuana to be administered to people with illnesses including epilepsy, multiple sclerosis, A.L.S., Parkinson's disease, Huntington's disease, neuropathies, spinal cord injuries, cancer and HIV/AIDS, with the state health department to decide within 18 months whether to add Alzheimer's, muscular dystrophy, dystonia, post-traumatic stress disorder and rheumatoid arthritis, with other ailments includable as additional conditions at the discretion of the Commissioner at any time, and

WHEREAS, the Compassionate Care Act further states the following conditions make a patient eligible for medical marijuana in New York: a serious condition defined as: "having one of the following severe debilitating or life-threatening conditions: cancer, positive status for human immunodeficiency virus or acquired immune deficiency syndrome, amyotrophic lateral sclerosis, Parkinson's disease, multiple sclerosis, damage to the nervous tissue of the spinal cord with objective neurological indication or intractable spasticity, epilepsy, inflammatory bowel disease, neuropathies, Huntington's disease, or as added by the commissioner; and (ii) any of the following conditions where it is clinically associated with, or a complication of, a condition under this paragraph or its treatment: cachexia or wasting syndrome; severe or chronic pain; severe nausea; seizures; severe or persistent muscle spasms; or such conditions as are added by the commissioner, and

WHEREAS, any manufacturer seeking a license to grow the drug in New York will have to meet a series of qualifications, under the direction of the state's health department and its commissioner, and has to demonstrate it can maintain security, and

WHEREAS, the law also stipulates that only five manufacturers will be licensed to grow medical marijuana, with each being allowed to run up to four dispensaries around the state, and that the growing of the medical marijuana must be done indoors, and

WHEREAS, in the Town of Lewiston in Niagara County, Lewiston Greenhouse LLC is expected to submit an application to the state of New York to be granted the right to grow medical marijuana at their H2 GRO facility, a 12 acre greenhouse on Pletcher Road, and

WHEREAS, the issue has bi-partisan support in the Town of Lewiston and the Niagara County Legislature, a significant point since support from local legislative bodies is a condition of the application process for companies that wish to secure a license to grow medical marijuana in the state, and

WHEREAS, the awarding of a license to grow medical marijuana to Lewiston Greenhouse LLC will have significant economic development benefits to the county and its taxpayers, as counties wherein medical marijuana is grown will receive 22.5 percent of the state's seven percent excise tax charged on medical marijuana, and

WHEREAS, this body also recognizes the benefits of medical marijuana for individuals suffering from the aforementioned diseases and/or ailments, therefore be it

RESOLVED, that the Town of Lewiston does hereby support the granting of a license to grow medical marijuana to Lewiston Greenhouse LLC of Lewiston New York, with the stipulations put in place by the State of New York and those arising from all other applicable statutes, codes or ordinances.

The resolution was offered for adoption by Councilman Bax, Seconded by Conrad and carried 5-0.

May 11, 2015





Kaleida Health

Executive Offices

100 High Street
11 South
Buffalo, NY 14203

June 4, 2015

New York State Department of Health
Corning Tower
Empire State Plaza
Albany, NY 12237

Re: Herbal Agriculture

Kaleida Health is the largest healthcare provider and largest employer in Western New York, serving the areas' eight counties with state-of-the-art technology and comprehensive healthcare services.

Our expert, compassionate healthcare professionals are committed to providing the best possible outcomes and experiences for patients and visitors. More than 1 million sick or injured patients choose a Kaleida Health facility annually, including Buffalo General Medical Center/Gates Vascular Institute, Millard Fillmore Suburban Hospital, Degraff Memorial Hospital, and Women & Children's Hospital of Buffalo.

To that end, we are committed to working in partnership with a firm that is chosen to dispense medical marijuana in New York State so that we can ensure that our patients' have access to this therapy (as allowed by law) and that we are able to play a greater role in research that will advance the science of medical marijuana.

We have met with officials from Herbal Agriculture and we are impressed with the quality of the work they do and how their desire to do research on medical marijuana treatments aligns with Kaleida Health's mission to conduct medical research.

We would be interested in entering into a dialogue around working with this firm if they receive a license in New York.

If you have any questions or comments, please do not hesitate to contact me at (716) 859-8821.

Sincerely,

David P. Hughes, MD, MPH
Chief Medical Officer
Kaleida Health

CHAIRMAN
MENTAL HEALTH &
DEVELOPMENTAL DISABILITIES

COMMITTEE MEMBER
CITIES
CIVIL SERVICE AND PENSIONS
CORPORATIONS, AUTHORITIES
AND COMMISSIONS
ENVIRONMENTAL CONSERVATION
HIGHER EDUCATION
LOCAL GOVERNMENT
VETERANS, HOMELAND SECURITY
AND MILITARY AFFAIRS

THE SENATE
STATE OF NEW YORK



ROBERT G. ORTT
SENATOR, 62ND DISTRICT

ALBANY OFFICE:
ROOM 815
LEGISLATIVE OFFICE BUILDING
ALBANY, NEW YORK 12247
(518) 455-2024
FAX: (518) 426-6987

DISTRICT OFFICE:
175 WALNUT STREET, SUITE #6
LOCKPORT, NEW YORK 14094
(716) 434-0680
FAX: (716) 434-3297

May 6, 2015

Mr. Howard Zucker
Acting Commissioner, New York State Department of Health
Empire State Plaza
Albany, NY 12237

Dear Commissioner Zucker:

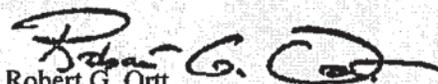
I write to you today to strongly support the application of Herbal Agriculture, LLC to become a Registered Organization licensed to manufacture and dispense medical marihuana under the NYS Compassionate Care Act.

Herbal Agriculture owns and operates a 12.5 acre state-of-the-art greenhouse facility located in Lewiston, New York in the 62nd Senate district I proudly represent. The greenhouse has the capacity to manufacture medical marihuana at a quantity level that will adequately address the projected statewide need for the nearly 20 million residents of New York State. The environmentally friendly facility, awarded twice in 2005 for innovative use of technology, is heated with waste heat produced from nearby co-generation engines. Therefore, no petroleum products are burned to produce heat needed for the greenhouse, significantly reducing the company's carbon footprint.

The greenhouse is owned and operated by longstanding New York State residents. Professionally they have a proven history as good corporate citizens with strong community involvement. I can attest to their professionalism and commitment to the long-term success of the medical marihuana program in New York State. I strongly support their efforts and believe that they will meet or exceed any regulations you have set for this program.

Please do not hesitate to contact me at (716) 434-0680 or (518) 455-2024 if you would like to discuss their application, or my support in further detail.

Faithfully yours,


Robert G. Ortt
State Senator, 62nd District



MICHAEL H. RANZENHOFER
SENATOR, 61ST DISTRICT

CHAIRMAN
COMMITTEE ON CORPORATIONS,
AUTHORITIES & COMMISSIONS

THE SENATE
STATE OF NEW YORK
ALBANY

PLEASE RESPOND TO:
8203 MAIN STREET
SUITE 4
WILLIAMSVILLE, NEW YORK 14221
17161 631-8695
15851 454-0322
17161 634-4321 FAX
LEGISLATIVE OFFICE BUILDING
ROOM 609
ALBANY, NEW YORK 12247
15181 455-3161
15181 426-6963 FAX
E-MAIL: RANZ@NYSenate.GOV

May 18, 2015

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

Dear Commissioner Zucker,

It is my understanding that Herbal Agriculture, LLC is trying to become one of the five licensed groups in New York to become a Registered Organization with the NYS Department of Health to manufacture and dispense medical marijuana to certified patients.

Herbal Agriculture currently owns and operates a state of the art, 12.5 acre greenhouse in Lewiston, New York. They are prepared to expand their operations immediately following the award of a Registered Organization. The facility is environmentally friendly and has the capacity to provide high quality grade medical marijuana in the timeframe outlined by the Department of Health. The close proximity to the Buffalo Niagara Medical Campus provides for a unique economic development opportunity for research and development related industries. This new industry sector will create jobs, expand the tax base and promote new start-up businesses.

As a New York State Senator, I fully support Herbal Agriculture, LLC's efforts to secure a license to become a Registered Organization to manufacture and dispense medical marijuana. If you have any questions, or would like to discuss this matter, please do not hesitate to contact me.

Very truly yours,

MICHAEL H. RANZENHOFER
State Senator-61st District

MHR/gno

THE ASSEMBLY
STATE OF NEW YORK
ALBANY

John Ceretto
Assemblyman 145th District



RANKING MINORITY MEMBER
Tourism, Parks, Arts, and Sports
Development

COMMITTEES
Cities
Education
Energy
Labor

June 4, 2015

The Honorable Andrew M. Cuomo
Governor of New York State
NYS Capitol Building, Executive Chamber
Albany, NY 12224

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

Dear Gov. Cuomo and Commissioner Zucker,

Two years ago we passed legislation that established a framework for allowing the growth and distribution of medical marijuana in the state. Under this tightly regulated program, the Department of Health is tasked with approving four applications for companies to produce medical marijuana. I write today in support of the application submitted by Modern Corporation in Lewiston.

Modern Corporation is a long-standing company in Niagara County and one of our region's top employers. The company has a sterling reputation in the community, being active in charitable initiatives and responsible stewards of the environment. If granted a license to produce medical marijuana, Modern Corporation would go above and beyond to follow every regulation and ensure security of the product.

When making a decision as important as granting licenses for the production of medical marijuana, we must make sure to get it right. I have full confidence that we cannot go wrong by granting a license to Modern Corporation, and believe the organization would become a standard bearer for everything positive about the medical marijuana legislation we passed. In addition, it would also demonstrate your continued commitment to economic development in Western New York.

If you have any questions about Modern Corporation, please reach out to me. I would be happy to facilitate the conversation that leads to the approval of this application.

Sincerely,

A handwritten signature in cursive script that reads "John D. Ceretto".

Assemblyman John Ceretto
800 Main Street, Suite 2C
Niagara Falls, NY 14301



THE ASSEMBLY
STATE OF NEW YORK
ALBANY

COMMITTEES
Health
Housing
Insurance
Ways and Means

RAYMOND W. WALTER
Assemblyman 146th District

RANKING MINORITY MEMBER
Economic Development, Job Creation,
Commerce and Industry Committee

May 26, 2015

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

Dear Commissioner Zucker:

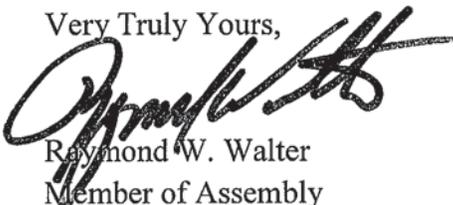
I would like to express my support for the application of Herbal Agriculture, LLC to become a Registered Organization licensed to operate under the Compassionate Care Act to manufacture and dispense medical marijuana.

Herbal Agriculture, LLC owns and operates a 12.5 acre state-of-the-art greenhouse facility in Lewiston, NY. As soon as they are designated as a Registered Organization, this business has the capability to grow and manufacture medical marijuana. The facility is environmentally friendly. Having been recognized twice for innovative use of technology, Herbal Agriculture has the capacity to produce this product in strict adherence to the Department of Health's guidelines and timeframe.

Herbal Agriculture's proximity to the Buffalo Niagara Medical Campus and Roswell Park Cancer Institute also provides a great advantage. Having these facilities close by allows for an opportunity for research and the development of related industries. The greater potential for secondary start-up businesses and the effect those will have on the tax base and employment opportunities should be strongly taken into consideration.

As a New York State Assemblyman, I fully support Herbal Agriculture, LLC's application to become a licensed Registered Organization to manufacture and dispense medical marijuana. If you have any questions or if I can further assist, please do not hesitate to contact me.

Very Truly Yours,



Raymond W. Walter
Member of Assembly



May 8, 2015

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

Dear Commissioner Zucker:

On behalf of the Niagara USA Chamber, I strongly support Herbal Agriculture, LLC's efforts to become a Registered Organization with NYS Department of Health to manufacture and dispense medical marihuana to certified patients.

Several of Herbal Agriculture's partners have been longstanding members of the Niagara USA Chamber. They have a proven track record of success and community involvement that has proved invaluable to Niagara County.

The Niagara USA Chamber supports Herbal Agriculture's efforts to bring a new industry to Niagara County that will create living wage employment opportunities and foster economic development in the medical marihuana industry. We look forward to working with Herbal Agriculture, LLC to support this initiative in our community.

Sincerely,

Deanna Brennen
President and CEO

Francine DelMonte



May 18, 2015

Mr. Howard Zucker
Acting Commissioner
NYS Department of Health
Corning Tower
Empire State Plaza
Albany, NY 12237

Dear Mr. Zucker:

I am writing as a resident of the town of Lewiston and former State Assembly representative to express my strong support for an application submitted by Herbal Agriculture of Lewiston for a license to manufacture medical marijuana.

I know Gary Smith, a co-owner of the company, well and have toured the present H2Gro site where the marijuana would be produced on numerous occasions. Tomatoes and marijuana are wholly different products but knowing the high standards currently employed by H2Gro to produce tomatoes, I have no doubts that Herbal Agriculture will meet and exceed the exacting conditions required by the state to safely grow medical quality marijuana.

Mr. Smith and his partners have done their due diligence on this issue going so far as to hold the license to Charlotte's Web, a cannabis strain often used for children suffering from epilepsy. The amount of work and knowledge they have accrued to pursue an application to the state as a grower of medical marijuana is stunning yet to the many people who know Mr. Smith and the Modern Corporation operations, it is not surprising they would be so thoroughly prepared. Their businesses are successful and well regarded in the community.

I am grateful that we have in Niagara County a business group willing to accept the challenge and the cost that goes with being a licensed medical marijuana provider. I join many people in believing that access to medical marijuana is long overdue and am confident the state will find Herbal Agriculture to be a model licensee for others to follow.

I appreciate the opportunity to support this application and urge your approval.

Thank you.

Sincerely,

Francine DelMonte

Francine DelMonte











Executive Summary

The mission of Herbal Agriculture is to manufacture, cultivate, and dispense approved medical marijuana products to certified patients within the state of New York, adhering to the highest quality standards as they pertain to products and services. The driving goal of the company is the relief of patients suffering from debilitating medical conditions whose symptoms may be alleviated through the use of approved medical marijuana products. This mission is ingrained in the company in a top down perspective, starting with the board of directors and executive management team, down through each individual employee, and is the primary force behind all decisions made in regards to the company's proceedings.

The company's vision is to establish and operate a comprehensive model that will operate as the premier example for the manufacture and delivery of medical marijuana within the State of New York. This vision will be achieved through the highest possible standards of professionalism, integrity, and ethics. The company's main focus will be on compassionate care for patients, while keeping a keen focus on public safety through comprehensive efforts aimed at deterrence of diversion and prevention of addiction. The company is committed to continuing and strengthening a strongly rooted relationship in its communities, already established through its management team's extensive business and personal experiences.

We believe the team we have assembled possesses the attributes to produce a quality, consistent product that will exceed the requirements for Registered Organizations under the NYS Compassionate Care Act.

With respect to manufacturing, Herbal Agriculture possesses a ready 550,000 square foot facility and infrastructure, currently responsible for annually growing over five million pounds of greenhouse agricultural produce. This in-place infrastructure, in use for more than 13 years, already is compliant with Good Agricultural Practices and has the ability to produce medical marihuana products that will meet or exceed all quality standards and NYSDOH expectations. In order to meet and exceed the regulatory criteria for growing medical marihuana, this already robust facility will be retrofitted with state of the art security and manufacturing equipment, making it a prime location for such an enterprise.

To exemplify its commitment to meeting the needs of certified patients under the Compassionate Care Act, Herbal Agriculture will begin to retrofit its facility this month. As of July 6, 2015, two acres of growing area will be ready for the production of medical marihuana. In addition, as of July 20, 2015, interviewing and hiring of security personnel will commence, and security lighting will be installed. This initiative, coupled with existent facilities and infrastructure, will put Herbal Agriculture at the forefront of preparedness statewide. Herbal Agriculture is committed to having produced and being ready to dispense medical marihuana as of January 5, 2016.

Our commitment to quality is paired with extensive knowledge of patient safety issues within the pharmacy field. In addition, Herbal Agriculture leadership is keenly aware of the importance of patient information privacy and clear and proper pharmacist/patient communication at the dispensaries.

In addition, Herbal Agriculture possesses an exclusive license to grow and dispense in New York State the internationally renowned medical marihuana strain, Charlotte's Web. As of January 2016, we will be able to provide needed relief for many certified patients, including pediatric, in the treatment of epilepsy and other debilitating conditions.

The following paragraphs set forth profiles of each member of the Executive Management Team, Medical Advisory Board and Consultant Support Teams. Together, these individuals present unparalleled experience and expertise in their fields and in managing successful companies in diverse and highly regulated industries. Many team members have known and worked with one another for years, resulting in an immediate cohesive strength as a profession and integrated working group.

Executive and Management Team

Peter Zeliff, Chief Executive Officer (CEO)

- [REDACTED]
- [REDACTED]
- Recognized leader in the field of renewable energy production.
- Developed technology that converts the energy in methane gas extracted from the nearby Modern Landfill, Inc. into electricity and heat.
- Recipient of the New York State Department of Environmental Conservation's Environmental Excellence Award and the Solid Waste Association of North America's Gold Landfill Gas Utilization Excellence Award.
- [REDACTED]
- [REDACTED]
- Board Member of Genesee Gateway Local Development Corp. (GGLDC)
- Board Member of Genesee County Economic Development Corp.(GCEDC)
- Serves as Chairman of the WNY Aviation Adventure Camp. A week long, overnight Aviation camp for 9-11 grade students who are interested in learning about careers in aviation.
- Board Member of Wings Flight of Hope, an organization that provides free air transportation for medical and humanitarian purposes.
- Volunteer Pilot for Wings Flight of Hope.
- Volunteer Pilot for Veterans of Airlift Command, providing free air transportation to post 9/11 combat wounded and their families for medical and other compassionate purposes as part of Wounded Warriors program
- Board Member of Aria Energy, LLC.
- Board Member of Turning Basin Capital

Gary E. Smith, P.E., the Chief Operating Officer ("COO")

- 40 years experience in the field of environmental waste management
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Gary E. Smith, P.E. (continued)

- [REDACTED]
- [REDACTED]
- Mr. Smith has over 13 years experience managing the greenhouse production.
- Current Member of the Board of Directors of the USA Niagara Development Corporation.

Laszlo L. Mechtler, MD, FAAN, Chief Medical Advisory Director

- [REDACTED]
- [REDACTED].
- Professor of Neurology and Neuro-Oncology at the State University of New York at Buffalo.
- [REDACTED]
- Board Certified in Neurology and Neuro-Oncology, UCNS certified in Headache Medicine and Neuroimaging.
- Specializes in treatment of headache and brain tumor patients.
- Chairperson, Herbal Agriculture's Medical Advisory Board.
- Top Doctor 2015, *U.S. News and World Report*.

Scott A. Henningham, Chief Financial Officer (CFO) & Treasurer

- [REDACTED]
- [REDACTED]
- Responsible for accounting, banking, and internal controls.
- Has an extensive background in banking relationships, insurance oversight, financial record preparation, and implementation of internal controls.
- Obtained CPA license in 1987.

Alfonse Muto, Sr. RPh, Vice President, Dispensing

- Over 30 years experience in the field of community pharmacy.
- [REDACTED]
- [REDACTED]
- National leader in the compounding pharmacy industry.
- [REDACTED]
- Mr. Muto has an extensive background in the nuances of dispensing of pharmaceutical product in the community setting, including regulations, procedures, and practices to ensure compassionate and comprehensive patient care.
- Provides expertise to Herbal Agriculture in the altering, procurement, and manipulation of drug products.
- Oversees a workforce of over 50 pharmaceutically related employees.

Alfonse J. Muto, Jr., Pharm. D., Vice President, Manufacturing and Product Development

- Over 10 years experience in the field of community pharmacy.
- [REDACTED]
- [REDACTED]
- Board member and President of the Pharmacists' Association of Western New York.
- Board member of Pharmacists' Society of the State of New York.
- [REDACTED].
- Experience at the community pharmacy level, including compounding pharmacy expertise, as well as his pharmacy regulatory involvement, Dr. Muto's background allows him a deep rooted knowledge of the practices of dispensing pharmaceutical product.
- Dr. Muto, through his ownership of a federally registered outsourcing manufacturing facility, has a thorough understanding of current Good Manufacturing Processes, which will be invaluable to the proper production of medical product.

Lorie L. Washuta, President of New York Herbal Care Foundation

- Over 30 years experience in the management of administrative operations, including Accounting, Finance and Human Resources,
- [REDACTED]
- [REDACTED]
- Ms. Washuta’s business experience provides her with a broad background in the industries of solid waste management and recycling, and agricultural production.
- [REDACTED]
- Member of the Board of Directors of Artpark (1995-2014).
- Current Member of the Advisory Council of Artpark.

Richard P. Winter, Vice President of Community Relations

- Over 20 years local business development consultant in Western New York.
- Board Member - Kaleida Health Foundation.
- Former Member - Niagara Falls Bridge Commission.
- Former Member - Niagara County Industrial Development Agency.
- [REDACTED]
- Former Director of North Tonawanda Community Education Committee.

Marc Gromis, Government Regulatory Compliance Director

- Former Chief of the White Collar and General Crimes Division of the United States Attorney’s Office for the Western District of New York.
- Served as a federal prosecutor for more than 15 years, during which time he had extensive dealings with and prosecuted cases for the U.S. Food and Drug Administration, the U.S. Environmental Protection Agency, and other federal regulatory agencies.
- Graduated number 1 of 254 students at St. John’s University School of Law, Jamaica, New York in May 1983.
- Served as confidential law clerk to U.S. District Judge John T. Elfvin, 1983-1985
- [REDACTED]
- Chief of White Collar Crime Division, U.S. Attorney, WDNY- December 2000 to July 2002 -- Supervised nine prosecutors and handled own caseload.
- Chief of Arson Task Force, U.S. Attorney, WDNY- 1987 to 1994 - Supervised investigations by federal and state agencies and obtained significant arson and bombing convictions.
- Lead Prosecutor, Telemarketing Task Force, U.S. Attorney, WDNY- 1994 to 1998 - Managed multi-agency task force, tried cases, obtained more than 250 convictions and eliminated 90 different unlawful operations.
- Adjunct Professor, School of Law, SUNY at Buffalo; Spring 2011 to present –teaching White Collar Crime course.
- Recipient, September 1998 - Federal Law Enforcement Agency’s National Prosecutorial Award for pursuing telemarketing cases.
- November 1994 – Director’s Award received from Attorney General Janet Reno for Superior Performance as an Assistant U.S. Attorney.
- June 1992 and August 1990 – Special Achievement Awards for Sustained Superior Performance as an Assistant U.S. Attorney.
- [REDACTED]
- [REDACTED]
- [REDACTED]

Christopher Cummings, Director of Security

- Retired New York State Police Major
- Mr. Cummings has designed and executed some of the most highly recognized security plans for many Western New York companies and public institutions.
- Served as the Troop “A” Commander in Batavia, New York, responsible for all uniform operations in the eight-county region of Western New York, directly managing 450 sworn and non-sworn members.
- As a member of the Internal Affairs Bureau, audited State Police operations to ensure proper adherence to policies and laws, identified problem areas, and recommended appropriate improvements.
- Recipient of 6 New York State Police Superintendent’s Commendations, including one for his supervision of law enforcement in response to the crash of Colgan Air Flight 3407.
- Former member of the New York State Executive Committee on Counter Terrorism, Region 15 Counter Terrorism Zone.
- Former Chairman, New York State Chiefs of Police and 2nd Vice President of the Western New York Chiefs of Police Association.
- Current Board Member of the Erie County Law Enforcement Foundation and an associate member of the Erie County Chiefs of Police and the NYS Association of Chiefs of Police.

Patrick Fish, General Facilities Manager

- Over 20 years experience in greenhouse operations.
- More than 10 years successful experience as authorized personnel for Good Agriculture Practices Audit (GAP) conducted by USDA and Good Manufacturing Practices (GMP) through PrimusLab.
- Responsible for ensuring Good Agricultural Practices (GAP) are followed at manufacturing facility.
- Currently oversees daily operations of 12 acre greenhouse that produces over 5 million pounds of tomatoes annually.

Michael Jerla, Director of Cultivating

- [REDACTED]
- Bachelor's degree in Environmental Studies and Physical Geography with emphasis on soil sciences from State University of New York at Buffalo.
- Associates degree in Ornamental Horticulture from Niagara County Community College.
- Studied greenhouse management at the State University of New York at Morrisville.
- Certificate in Entomology from Koppert Biological Systems in the Netherlands
- Permaculture studies at Ithaca College
- Gained practical experience during past two years growing medical marihuana along-side staff in Colorado specializing in a strain of high CBD/low THC called Charlotte's Web.
- [REDACTED]

Medical Advisory Board

Herbal Agriculture's Medical Advisory Board will review clinical outcomes, develop and evaluate clinical research, communicate with clinical health care providers on behalf of Herbal Agriculture and provide strategic clinical advice.

Joseph Fritz, PhD.

- [REDACTED]
- [REDACTED]
- Over 15 years experience in business and clinical management.
- 20 years experience project management and team leadership skills.

Francis Gengo, Pharm.D

- [REDACTED]
- Associate Professor of Pharmacy and Neurology and a Clinical Assistant Professor of Neurosurgery at the SUNY at Buffalo School of Medicine

Peter Kinkel, M.D.

- Specialist in Multiple Sclerosis
- Clinical Professor of Neurology, SUNY at Buffalo

Rosalba Mucciarella, M.D.

- Certified in Internal Medicine
- [REDACTED]

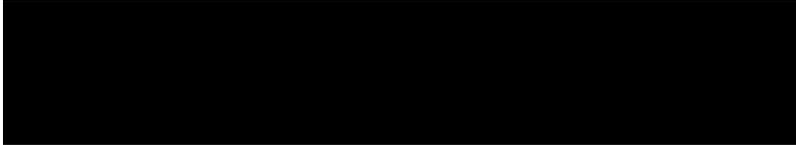
Richard Kaplan, M.D.

[REDACTED]

Jennifer McVige, M.D, M.A.

[REDACTED]

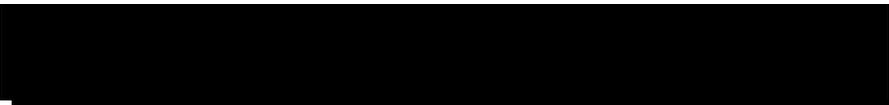
Elizabeth Smith, MS, CPNP, ANP



Horacio Capote, M.D.

- 
- 
- Clinical Assistant Professor at State University of New York at Buffalo School of Medicine.

Oscar de Leon-Casasola, M.D.

- Professor of Anesthesiology and Medicine at State University of New York at Buffalo School of Medicine.
- 
- 
- Authored 100 papers in major scientific journals
- Board certified in Anesthesia, Critical Care Medicine and Pain Management
- “Top Doctors in the United States”

Consultant Support Team - Compliance

Compliance Experts, LLC., Robert Trusiak, Principal

- 
- Former Assistant U.S. Attorney, Western District of New York, Chief, Affirmative Civil Enforcement Unit, concentrating in health care fraud and abuse.
- Will work with Government Regulatory Compliance Director to administer and ensure adherence to NYS regulations and Herbal Agriculture Standard Operating Procedures.
- Will perform monthly audits including recordkeeping, security, quality assurance, and dispensary requirements, participate in any NYSDOH audits, develop education programs to train personnel on compliance responsibilities, and regular compliance assessment of dispensary sites.

Consultant Support Team - Cultivating and Extracting

Stanley Brothers Social Enterprise

- Operating in the cannabis business in Colorado since 2009.
- Developed an internationally renowned high CBD non-psychoactive strain of medical marijuana known as “Charlotte’s Web.”
- Extensive knowledge in all aspects of growing medical marijuana plants from tissue culture to distribution.
- Currently developing processes and methods to grow and extract the constituents from the dried Charlotte’s Web plant to produce infusions, tinctures, capsules and other media to treat epilepsy and other medical conditions in children and adult populations.
- Dedicated to research, education and advocacy regarding the use of their products to treat people suffering from seizure disorders and certain other medical conditions that Herbal Agriculture can learn from and bring to the Certified Patients in the State of New York.
- [REDACTED]

TRiQ, Inc.

- [REDACTED] have been working closely with Herbal Agriculture in designing, planning, executing, controlling and monitoring our anticipated project towards providing the production of quality medical marijuana.
- Matthew Cohen has operated medical marijuana businesses in the State of California that span all of the seed to sale sectors, and has experience and knowledge in this industry that spans more than fifteen years.
- Luke Sirios specializes in large indoor marijuana production, integrated facility design, and production systems and operations. He also has expertise in plant nutrition, proper hydration and irrigation techniques.
- For more information go to: <http://www.triqsystems.com/>

C3 Labs LLC

- C3 Labs is dedicated to assisting the medical marijuana industry reach and maintain the highest level of safe and effective medical products.
- More than 12 years of hands-on analytical expertise working in the pharmaceutical industry with 7 years of expert consulting to the FDA, USDA and EPA as well as companies regulated by these agencies.
- C3 Labs is experienced in defining and setting up laboratories to ensure strict compliance with product specifications and safety, and analytical and preparative chemistry.
- Expertise in developing programs for deliverable “brands” that demonstrate a consistent cannabinoid profile for each product and process development, quality assurance protocols and Standard Operating Procedures for screening for potential contaminants.

Larssen Ltd

- Larssen group is a company of professional engineers specializing in technical consulting for the greenhouse industry.
- 19 years experience in constructing greenhouses worldwide, and capable and qualified to engineer all aspects of greenhouse expansion and renovation.
- Prepared Herbal Agriculture’s design to retro-fit the current greenhouse converting it to a facility that will effectively and efficiently produce, manufacture and distribute medical marijuana in accordance with the rules and regulations as set by the NYSDOH.
- For more information go to: <http://www.l-ge.com/index.php>

HotHouse Consulting

- This group has been working with Herbal Agriculture in a consulting role advising on growing medical marijuana products, staffing requirements based on anticipated production space, equipment requirement needs in growing and extracting medical marijuana, along with general oversight with policies and procedures over greenhouse management.
- Specializes in environmental computer control adjustments to optimize all tools and efficiencies within the system and crop including:
 - Labor, Biological Control (IPM), Good Agricultural Practices, climate control; environmental computer, plant disease control, plant nutrition and irrigation
- Provides comprehensive overview to maximize consistent outcomes.
- Specializing in marijuana and organic crops.
- For more information go to: <http://www.hothouseconsulting.com/home.html>

Herbal Agriculture Facility





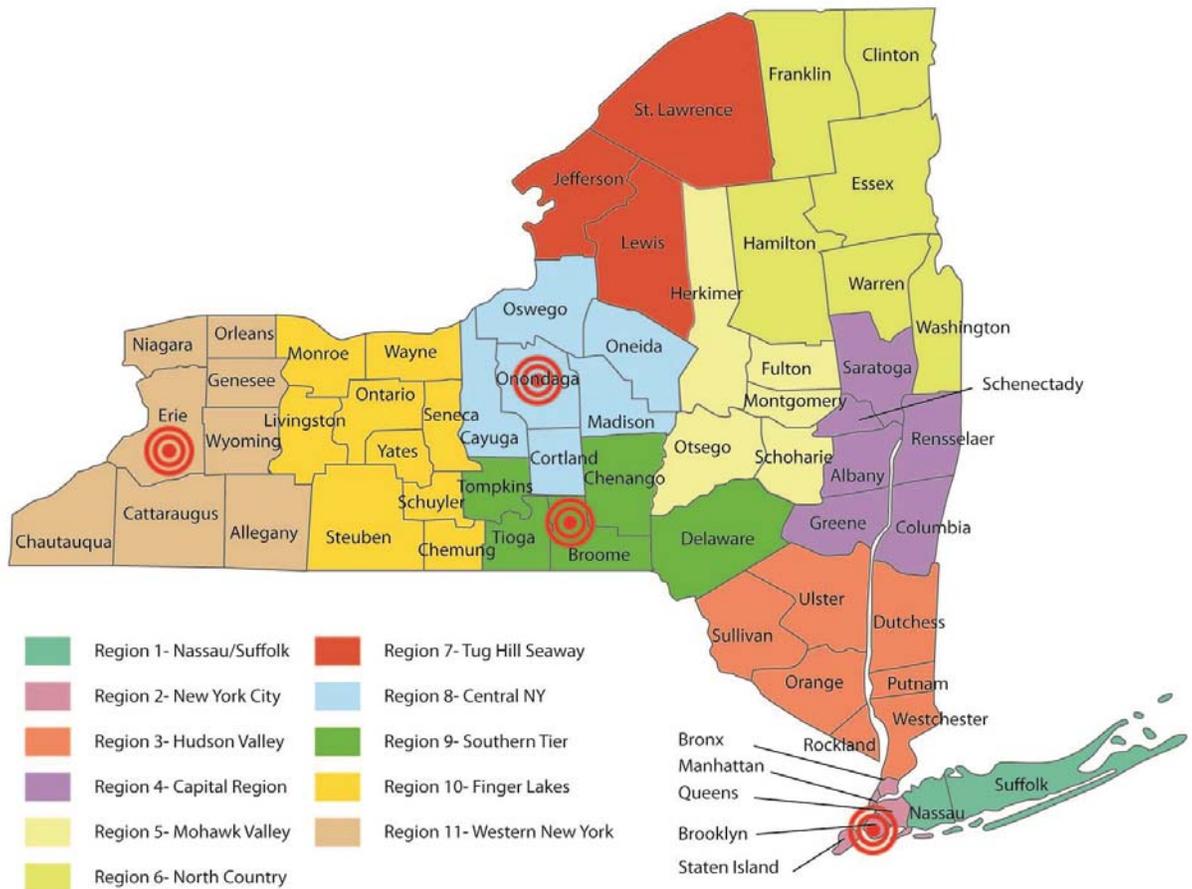
- 12 acre, state of the art greenhouse facility located in Lewiston, New York.
- Currently produces over 5 million pounds of tomatoes annually.
- No pesticides or herbicides used in the greenhouse. Instead, we use special biological predatory insects to control pests.
- Entire greenhouse environment is computer controlled, from temperature, the Co2 in the air, the nutrients each plant receives, and the pH level in the irrigation water.
- Greenhouse facility is production ready.
- Good Agricultural Practices (GAP) compliant.

Sustainable Energy

- Heat for the greenhouse is supplied through a partnership with Landfill Energy Systems, which converts the energy in methane gas extracted from the nearby Modern Landfill, Inc. into electricity and heat.
- By utilizing waste heat from the landfill gas to energy plants, carbon emissions are significantly reduced.
- This landfill gas to energy system was recognized for its innovative use of technology with two awards in 2005: the New York State Department of Environmental Conservation's Environmental Excellence Award and the Solid Waste Association of North America's Gold Landfill Gas Utilization Excellence Award.

Dispensaries

Dispensary locations are dispersed across New York State, in Tonawanda, Syracuse, Binghamton, and Manhattan, as outlined on the NYSDOH regional map below. Each location has been selected in accordance with NYSDOH regulations with an emphasis on community safety and accessibility for certified patients and caregivers.



Community Support

Herbal Agriculture looks forward to building upon already established relationships within its surrounding communities. The management team's members, through their respective companies, have built a foundation throughout the community over an extended period of time, which will allow it to work with local civic leaders to ensure a collaborative partnership exists, and that all concerns and needs of the community are met with acceptance and positivity. The company is mindful of its community impact from an involvement and charitable standpoint, and will work to support the community in any way that it can. It aims to be transparent in its mission and goals, and to ensure the operations of the business do not impact its surrounding locales from both a security and environmental safety aspect.

Herbal Agriculture, LLC has received site specific support resolutions and letters from the following governmental and community entities:

- Niagara County Legislature resolution supporting Herbal Agriculture's efforts to become a Registered Organization to grow medical marijuana at the Lewiston greenhouse site passed unanimously on March 17, 2015.
- Lewiston Town Board resolution supporting Herbal Agriculture's efforts to become a Registered Organization to grow medical marijuana at the Lewiston greenhouse site passed unanimously on May 11, 2015.
- Support letter from David P. Hughes, MD, MPH, Chief Medical Officer for Kaleida Health System
- Letters of support from NYS Senator Michael Ranzenhofer, NYS Senator Rob Ortt, NYS Assemblyman Ray Walters and NYS Assemblyman John Ceretto
- Support letter from Francine Delmonte, Chair of the USA Niagara Development Corp.
- Support letter from Deanna Brennan, President and CEO of Niagara USA Chamber

In closing, Herbal Agriculture, LLC, has assembled a team of professionals that will ensure a well-rounded model for the cultivation and dispensing of approved medical marijuana set upon the basis of professionalism, integrity, and the highest standards for quality of product and service. This team will strive to provide a consistent, high-quality medical marijuana product, with a strong emphasis on patient safety and transparency. The Executive and Management teams are comprised of long standing New York State residents with a long history of professional experience in highly regulated industries. Herbal Agriculture has spent the past two years seeking quality consultants with cannabis experience that provide continuous support to ensure the production of the highest quality medical marijuana to provide relief to certified patients under the New York Compassionate Care Act.



Section A: Business Entity Information

1. Business Name: Herbal Agriculture LLC
2. Organization Type (choose one): [X] For-profit [] Non-profit
3. Business Type (choose one): [] Corporation [] Sole Proprietorship [] Limited Partnership [] Other: [X] Limited Liability Company [] General Partnership
4. Phone: (716)754-8226 5. Fax: (716)754-9709 6. Email: garys@modern-corp.com
7. Business Address: 4746 Model City Rd
8. City: Model City 9. State: NY 10. ZIP Code: 14107
11. Mailing Address (if different than Business Address):
12. City: 13. State: 14. ZIP Code:

Section B: Primary Contact Information

15. Name: Gary Smith 16. Title: Chief Operating Officer
17. Phone: (716)807-6931 18. Fax: (716)754-9709 19. Email: garys@modern-corp.com
20. Mailing Address: 4746 Model City Rd
21. City: Model City 22. State: NY 23. ZIP Code: 14107

Section C: Proposed Manufacturing Facility Information

24. Proposed Facility Name: Herbal Agriculture, LLC
25. Proposed Facility Address: 1430 Pletcher Rd
26. City: Model City 27. State: NY 28. ZIP Code: 14174
29. County: Niagara
30. Property Status (choose one): [] Owned by the applicant [X] Leased by the applicant [] Other:
If you checked "Other" above, describe the property status in the field provided.
31. Proposed Hours of Operation:
Monday: 12am to 11:59pm Friday: 12am to 11:59pm
Tuesday: 12am to 11:59pm Saturday: 12am to 11:59pm
Wednesday: 12am to 11:59pm Sunday: 12am to 11:59pm
Thursday: 12am to 11:59pm

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



32. Proposed Facility Name:
33. Proposed Facility Address:
34. City: 35. State: NY 36. ZIP Code:
37. County: 38. Property Status (choose one):
39. Proposed Hours of Operation:
Section D: Proposed Dispensing Facility #1 Information
40. Proposed Facility Name: Herbal Agriculture
41. Proposed Facility Address: 201 Wolf Street
42. City: Syracuse 43. State: NY 44. ZIP Code: 13208
45. County: Onondaga 46. Property Status (choose one):
47. Proposed Hours of Operation:
Section E: Proposed Dispensing Facility #2 Information
48. Proposed Facility Name: Herbal Agriculture
49. Proposed Facility Address: 6 Main Street
50. City: Tonawanda 51. State: NY 52. ZIP Code: 14150
53. County: Erie 54. Property Status (choose one):



55. Proposed Hours of Operation:
Monday: 10am to 7pm Friday: 10am to 7pm
Tuesday: 10am to 7pm Saturday: 10am to 3pm
Wednesday: 10am to 7pm Sunday: to
Thursday: 10am to 7pm

Section F: Proposed Dispensing Facility #3 Information

56. Proposed Facility Name: Herbal Agriculture

57. Proposed Facility Address: 330 West 38th Street

58. City: New York

59. State: NY

60. ZIP Code: 10018

61. County:
New York

62. Property Status (choose one):

- Owned by the applicant
Leased by the applicant
Other:

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

63. Proposed Hours of Operation:
Monday: 10am to 7pm Friday: 10am to 7pm
Tuesday: 10am to 7pm Saturday: 10am to 3pm
Wednesday: 10am to 7pm Sunday: to
Thursday: 10am to 7pm

Section G: Proposed Dispensing Facility #4 Information

64. Proposed Facility Name: Herbal Agriculture

65. Proposed Facility Address: 1115 Conklin Road

66. City: Conklin

67. State: NY

68. ZIP Code: 13748

69. County:
Broome

70. Property Status (choose one):

- Owned by the applicant
Leased by the applicant
Other:

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

71. Proposed Hours of Operation:
Monday: 10am to 7pm Friday: 10am to 7pm
Tuesday: 10am to 7pm Saturday: 10am to 3pm
Wednesday: 10am to 7pm Sunday: to
Thursday: 10am to 7pm



Section H: Legal Disclosures

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

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

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

OR

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

Yes No

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

74.

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

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

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

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



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

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

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

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

Section I: Required Attachments

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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



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

Section J: Attestation and Signature

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

95. Signature:

[Handwritten signature]

96. Date Signed: June 4, 2015

97. Print Name: Gary Smith

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

Notary Name:

[Handwritten signature]

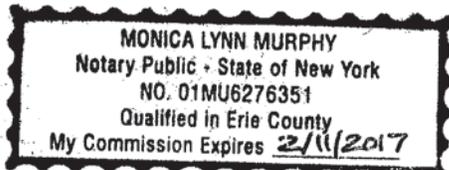
Notary Registration Number:

01MU6276351

Notary (Notary Must Affix Stamp or Seal)

Date:

6/4/2015





Executive Summary
