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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
BEFORE THE SECRETARY OF THE COMMONWEALTH

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Department of State

Commonwealth of Pennsylvania,  
Bureau of Corporations and  
Charitable Organizations

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Docket No.: 0128-98-17

v.

File No.: 17-98-06646

Key Elements Group, LLC,  
Respondent

**CONSENT AGREEMENT AND ORDER**

The Commonwealth of Pennsylvania, Bureau of Corporations and Charitable Organizations ("Bureau"), by and through its undersigned prosecuting attorney, Michael J. Gennett and Key Elements Group, LLC. ("Respondent"), by and through its undersigned counsel, stipulate as follows in settlement of the above-captioned matter:

**JURISDICTION**

1. This matter is before the Secretary of the Commonwealth ("Secretary") pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, as amended ("Act"), 10 P.S. §§ 162.1 *et. seq.*

2. At all relevant and material times, Respondent acted as a professional solicitor as defined by the Act.

### **STIPULATED FACTS**

3. Respondent is a professional solicitor as defined by the Act.
4. At all relevant and material times, Respondent held a registration with the Bureau to provide professional solicitor services to charitable organizations within the Commonwealth of Pennsylvania under registration number 106177.
5. Respondent admits that the following allegations are true:
  - a. Respondent failed to first have two (2) contracts approved by the Bureau prior to providing solicitation services to two (2) charitable organizations in Pennsylvania.
  - b. Respondent failed to file a campaign financial report within ninety (90) days after the solicitation campaign had been completed for services provided to a charitable organization.

### **AGREED VIOLATIONS**

6. Respondent admits and agrees that by engaging in the aforementioned activities, Respondent committed violations of the Act as follows:
  - a. Respondent violated the Act at Section 15(a)(1), 10 P.S. § 162.15(a)(1), by and through § 162.9(e),(f) and (g) in that it engaged in professional solicitation services for two (2) different charitable organizations in Pennsylvania without first having the contracts approved by the Department.
  - b. Respondent violated the Act at Section 15(a)(1), 10 P.S. § 162.15(a)(1), by and through § 162.9(l) by failing to file a campaign financial report within ninety (90) days after the solicitation campaign had been completed for services provided to a charitable organization.

## **PROPOSED ORDER**

7. The participants, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:

a. Respondent violated the Act at Section 15(a)(1), 10 P.S. § 162.15(a)(1), by and through § 162.9(e),(f) and (g) in that it engaged in professional solicitation services for two (2) different charitable organizations in Pennsylvania without first having the contracts approved by the Department.

a. Respondent violated the Act at Section 15(a)(1), 10 P.S. § 162.15(a)(1), by and through § 162.9(l) by failing to file a campaign financial report within ninety (90) days after the solicitation campaign had been completed for services provided to a charitable organization.

## **ADMINISTRATIVE PENALTIES**

8. An **ADMINISTRATIVE FINE** of One Thousand Five Hundred Dollars (\$1,500.00) is levied upon Respondent. Respondent shall tender the full sum of One Thousand Five Hundred Dollars (\$1,500.00), with this executed Consent Agreement.

a. Payment shall be by **certified check, cashier's check, attorney's check, or U.S. Postal money order.**

b. The instrument of payment shall be **made payable to the "Commonwealth of Pennsylvania,"** and shall be valid for a period of at least one hundred eighty (180) days.

c. Respondent agrees that payment will be made by one of the methods indicated in subparagraph (a) above and that payment by uncertified personal check, corporate check or cash will not be accepted.

**CASE SETTLED AND DISCONTINUED**

9. This agreement resolves all claims by the Bureau against Respondent, specifically claims involving violations of the Act at Section 15(a)(1), 10 P.S. § 162.15(a)(1), by and through Section 162.9(e),(f) and (g), 10 P.S. § 162.9(e),(f),(g), and by and through Section 162.9(l), 10 P.S. § 162.9(l), pertaining to engaging in professional solicitation services for two (2) different charitable organizations in Pennsylvania without first having the contracts approved by the Department and by failing to file a campaign financial report within ninety (90) days after the solicitation campaign had been completed for services provided to a charitable organization. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

**ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING**

10. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

**AGREEMENT NOT BINDING ON OTHER PARTIES**

11. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative or governmental entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

**EFFECT OF SECRETARY'S REJECTION**

15. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

**ENTIRE AGREEMENT**

16. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.

**AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES**

17. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

**VERIFICATION OF FACTS AND STATEMENTS**

18. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.



Michael J. Gennett, Esquire  
Prosecuting Attorney  
Department of State



Key Elements Group, LLC  
Respondent  
By: Lynette Zimmerman  
Title: President and CEO

DATED: 12 SEP 2017

DATED: 9/6/17



Gabrielle J. Sellei, Esquire  
Attorney for Respondent

DATED: 8 September 2017



**IN THE MATTER OF  
Key Elements Group, LLC  
File No.:  
17-98-06646  
Docket No.: 0128 -98-17**

**ORDER**

**AND NOW**, this 18<sup>th</sup> day of September 2017, the foregoing Consent Agreement is hereby approved and the terms set forth in paragraph 7 are hereby adopted and incorporated herein as the Order of the Secretary of the Commonwealth, now issued in resolution of this matter.

**THIS ORDER** shall take effect immediately.

**BY ORDER:**

Handwritten signature of Pedro A. Cortés in black ink.

**Pedro A. Cortés  
Secretary of the Commonwealth**

For the Commonwealth:

Michael J. Gennett, Esquire  
306 North Office Building  
401 North Street  
Harrisburg, PA 17120

For Respondent:

Gabrielle J. Sellei, Esquire  
Attorney for Respondent  
339 Fisher Road  
Jenkintown, PA 19046