

ATTACHMENT 5

SB Golden – 197 El Camino Real

Summary Table

Criteria #	Criteria	Response	Page #
1.1	Owner Qualifications – Existing/Opening Locations	10 nationwide (2 in California – San Francisco) / 3 in Illinois	1.1-2, 1.1-3
1.7	Applicant Projected Revenue (gross sales)	Projected Gross Sales Year 1: \$2.6 M*; Year 3: \$4.1 M* Projected Year 1 City Revenue from Applicant Projected Gross Sales: 6% cannabis tax: \$157,000* Share of sales tax: \$46,000*	1.2-5, 1.7-5
1.8	Hours of Operation	11am – 7pm (Sunday) 10am – 9pm (Mon – Sat)	1.8-1
1.9.1.d	Projected Customers per Day	150	1.9.1-4
1.9.1.e	Proposed Products (% of sales)	Flower (35%), Vape (21%), Edibles/Beverages (20%), Tinctures (7%), Pre-Rolls (7%)	1.9.1-6
1.9.1.f	Delivery Service	No	1.9.1-6
2.5	Projected Employees	8	2.5-1
2.6	Annual Voluntary Community Benefit	4% of profits to community groups (roughly equivalent to 2% gross sales) Year 1: \$55,000* (staff calculation based on projected profits) 8 hours paid community service per employee	2.6-1
5.1.2	Video Surveillance	Minimum 18 cameras	5.1.2-1**
5.4	On-Site Security	At least one on-site security guard at all times, with a second guard scheduled for peak hrs, days	5.4-1**
6.1	Building Size	1,575 s.f. one-story commercial building	6.1-1

* Figures are rounded

** Financial and security sections were redacted from the agenda materials. The material is available to City Council for review at City Hall.

REVIEW CRITERIA

1. BUSINESS PLAN



SB Golden, LLC
197 El Camino Real
San Bruno



1.1 OWNER QUALIFICATIONS

SB Golden, LLC has assembled a Team of All Stars to lead our San Bruno cannabis retail project. We are, above all, public servants and cannabis professionals. Between our six owners, we have:

- Two former Mayors of cities neighboring San Bruno—Mayor Joseph Goethals of San Mateo and Mayor Charles Stone of Belmont
- The former Chief of Staff to then-President of the San Francisco Board of Supervisors London Breed who now specializes in community and government relations for cannabis stores
- A career human resources executive with years of experience creating safe, union-friendly, uplifting cannabis retail workplaces
- A cultivation expert and dispensary owner who serves as President and co-founder of the San Francisco Cannabis Retailers Alliance trade group
- A practicing medical doctor who specializes in workplace safety and worker health (who has never made any patient recommendations for cannabis)

And, among many other achievements, we have:

- Served the San Mateo County and San Francisco communities, in numerous different capacities, for a combined total of over five decades
- Launched, built, and run over ten licensed cannabis dispensaries
- Consulted for another dozen licensed dispensaries plus multiple non-retail cannabis businesses
- Achieved perfect scores in every region of Illinois and won three licenses in perhaps the most competitive cannabis retail application evaluation in the country
- Won approval for the last medical cannabis dispensary in San Francisco *and* its first adult use Social Equity cannabis dispensary
- Developed multiple dispensaries and a cultivation facility under the “Project Cannabis” brand and then oversaw their successful sale to a publicly-traded cannabis company

We are proud of the team we have assembled, eager to work with the city of San Bruno, and excited to serve the community for years to come.

[Bios and Resumes Begin on Next Page]



William Conor Johnston (Conor)

- CEO and majority equity holder of SB Golden

Conor is a **San Francisco/Mill Valley native** and a graduate of St. Ignatius College Preparatory in San Francisco. He is a cannabis industry leader, entrepreneur, LGBTQ advocate, author, and policy, communications, and community relations expert with local and statewide experience. As a nonprofit leader, Conor has raised hundreds of thousands of dollars for local youth in need and LGBTQ causes.

After graduating from UCLA, Conor spent several years helping to build companies, creating consumer products, and running his own biofuel production company. He then served four years as policy advisor and **Chief of Staff** to then-President of the San Francisco Board of Supervisors **London Breed** and as a policy and strategy advisor to her successful 2018 campaign for Mayor. Conor helped create San Francisco's clean energy program, CleanPowerSF, which is serving nearly 400,000 customers and on pace to prevent almost 1 million tons of CO₂ emissions per year. He helped write and pass legislation to create more infill and affordable housing, improve public safety and transportation, protect small businesses, and enact the strongest Styrofoam ban in the country. He also devoted great effort to constituent services and community engagement.

Conor entered the cannabis industry as a compliance and community relations consultant after Proposition 64 passed in 2016, and has been a leading voice on local and statewide regulatory issues from the beginning. As a consultant, he has worked in almost every major market in California, helping clients from across the West Coast launch and operate: three manufacturing facilities, including one with an adjacent indoor cultivation; two distribution facilities; and seven dispensaries. As a partner/owner, Conor has **launched a charitable flower brand**, plus **two Social Equity dispensaries** in San Francisco with **three more opening shortly** in Illinois, after his team received perfect scores on their applications in every region of the state.

RESUME: JOHNSTON

725 Corbett Avenue #4
San Francisco, CA 94131

(415) 902-0307
conorj@otterbrands.com

WORK EXPERIENCE:

Consultant & Cannabis Retailer

2017-Present

- Co-own two Social Equity dispensaries in San Francisco, Harborside and Berner's on Haight, the 1st Equity store in the City and winner of Bay Area Reporter's "Best in the Bay" in its 1st year, plus three forthcoming Equity stores in Illinois.
- Consult for multiple cannabis companies in all industry verticals, advising clients on complex local and state regulations, identifying suitable locations to operate, managing permitting processes, working with neighbors and stakeholders, establishing permitted facilities, and growing their businesses.
- Consult for transportation & land use companies on strategy, growth, and government, community, and media relations.

President of the San Francisco Board of Supervisors, London Breed

2013-2017

Chief of Staff

- Top strategist, policy advisor, speechwriter. Played a key role in Sup. Breed becoming the 2nd-highest ranking official in the city, overseeing a (then) \$10.1B government with 31K employees. (Elected Supervisor 11/12, President 1/15)
- Helped write and pass: 3rd-in-the-country safe medicine disposal law, 1st-in-the-country law to protect nightlife venues, law prioritizing diverse neighborhood residents for affordable homes, planning codes to increase affordable housing, commercial land use regulations, strongest Styrofoam ban in the country, and an overhaul of city graffiti policies.
- Successfully fought for city's clean energy program. Wrote ballot measure to protect it, which passed 80% to 20%.
- Helped pass 4 budgets, serve 75K constituents, cut ambulance response times by 29%, and replace Muni transit fleet.
- Served as Board of Supervisors representative on San Francisco's State Legislation and Capital Planning Committees.



Cloud Telecomputers, LLC, San Francisco, CA

Vice President of Sales

2011

- Promoted to lead company's 1st product launch, of an Android-based IP phone, and create the sales department. Sold accounts in 10 countries and multiple channels: enterprise, reseller, end user.

Director of Operations

2009-2011

- Managed development and manufacturing of 1st-ever smart IP phone for business desks, with 725+ parts and \$280 Cost of Goods Sold, plus follow-on product via licensee, overseeing 3 manufacturers on 3 continents.
- Improved yield rate from 70% to 97.7% while surpassing all three production milestone dates set by CEO.

Toucan Global, LLC, San Francisco, CA

Director of Operations

2006-2008

- Managed all aspects of manufacturing and distribution for company's sole product, a VoIP intercom. Created the manufacturing, QA, fulfillment, and customer service systems; led a \$1MM department with 2 employees.
- Improved QA rate from under 50% to over 98% while lowering Cost of Goods Sold by more than 20%.

ENTREPRENEURIAL EXPERIENCE:

Otter Brands, LLC, San Francisco, CA

2008-2010

- Developed a brand of bottled water packaged in a biodegradable plastic bottle and produced locally.

Mt. Tam Biofuels, Mill Valley, CA

2006-2009

- Founded and sold biodiesel co-op. Recouped CAPEX in 18 months and profitably made 20K gallons of renewable fuel.

PUBLICATIONS:

San Francisco Examiner, *Columnist*

2016-2018

- Analyzed complex policies in 2nd-largest newspaper in San Francisco. Wrote their #1-trafficked article 8 times.

"Sales Reps Are Free", *Co-author*

2012

- Hired to ghostwrite a business advice book for VP and C-level readers on structuring companies to maximize sales.

LEADERSHIP/OTHER:

Equality California, *Advisory Board & Political Action Committee Member*

2019-Present

- Organize, fundraise, and review candidates for the preeminent state-level LGBTQ advocacy organization in the country.

California Nightlife Association, *Founding Board Member*

2017-Present

- Help lead trade organization advocating at state and local levels for live music, nightlife, and cannabis.

City Youth Now, *Board Member*

2014-2021

- Part of small team that revitalized local nonprofit supporting youth in foster care and juvenile justice. Raised \$200K+.

Alice B. Toklas LGBTQ Democratic Club, *Board Member*

2015-2019

London Breed for Mayor 2018, San Francisco, *Strategist, Chief Policy & Social Media Advisor*

2017-2018

- Supported Mayor Breed after the untimely passing of her predecessor; then helped lead her underdog campaign in a highly complex political environment, in which she became the city's 1st African American female Mayor.

London Breed for Supervisor 2012, San Francisco, *Strategist & Chief Policy Advisor*

2012

- Helped form and lead campaign, which won by 12%, the 1st time a challenger ever unseated an SF district supervisor.

Citizens for the Preservation of Bay2Breakers, San Francisco, *Founder & Co-Chair*

2009-2012

- Created 18K+ member 501(c)(3) that preserved the 111-year-old outdoor event while addressing community impacts.

Brazilian Jiu Jitsu, *Purple Belt*

EDUCATION: University of California, Los Angeles

College of Letters and Sciences, B.A. History with Minor in Political Science, 2004



President, Sigma Chi Fraternity; Award Winning Member, Speech and Debate Team

Joseph M. Goethals, JD, MPH

- Equity holder of SB Golden and Community Liaison

Joe is a lifelong resident of San Mateo, **former Mayor of the City of San Mateo**, and member of the City Council for 9 years. Joe was a **member of local law enforcement** as a prosecutor with the San Mateo County and Alameda County District Attorney offices. He was a member of the Peninsula Health Care District partnering with community nonprofits. He has been a **youth sports coach in San Mateo County for 25 years**. Joe and his wife are raising their three daughters in San Mateo County.

Joe knows San Mateo County, and San Bruno, as only a lifelong local can. As a former public servant and local mayor, and now owner of his own small firm, Joe knows the needs and concerns of the San Bruno community. He knows the challenges and the opportunities it faces. And Joe knows how to run a small business that will benefit the people he has served for over two decades.

RESUME: GOETHALS

joe@goethalslegal.com

(650) 218-4319

EXPERIENCE:

- | | |
|---|-------------------------------|
| City of San Mateo, Mayor & Councilmember | 2013-2022 (Mayor 2016 + 2020) |
| <ul style="list-style-type: none">• Received regional and statewide awards for sustainability and the 2017 Community Award from the Labor Council for raising the minimum wage• Member, City and County Association for Governments to Address Regional Traffic and Water Issues• Founding board member of Peninsula Clean Energy, landmark program reducing greenhouse gases on the Peninsula• President and Chair of the San Mateo Consolidated Fire Board | |
| Goethals Legal, PC, Founder/Owner, Trial Attorney | 2020-Present |
| <ul style="list-style-type: none">• Major Civil Litigation Practice including personal injury, torts, and contracts• Advice and Counsel on the Peninsula for Land Use and Government Operations Practice | |
| Peninsula Health Care District, Board of Directors | 2013 |
| <ul style="list-style-type: none">• Distribute community grants to local nonprofit partners• Develop community strategies for the growing needs for supplemental safety net services | |
| District Attorney's Office, San Mateo County, Deputy District Attorney | 2015-2020 |
| <ul style="list-style-type: none">• Felony trial attorney, sexual assault prosecutor and homicide division• Member of the Homicide Investigations Team and Multidisciplinary Advisory Board presenter | |
| District Attorney's Office, Alameda County, Deputy District Attorney | 2006-2015 |
| <ul style="list-style-type: none">• Felony trial attorney, successfully prosecuted 25 jury trials to verdict, including multiple homicides | |
| Law Clerk | 2003-2006 |
| <ul style="list-style-type: none">• District Attorney's Office, Santa Clara County• U.S. Attorney's Office, Northern District of California• CA Court of Appeal, First District, Judicial Extern, Justice Timothy A. Reardon | |
| URSA Institute/Polaris, Inc., San Francisco, Public Health Grant Director | 2000-2004 |



- Facilitated the Public Health Coalition on Secondhand Smoke Prevention with the San Mateo County Human Services Agency
- Presenter to the San Mateo County Board of Supervisors on the effects of secondhand smoke on vulnerable populations in 2005
- Conducted community advocacy and outreach to improve community health and children's health insurance coverage in East Palo Alto
- Project Manager for the Alameda County Low Income Health Insurance Program and \$5M ad campaign to increase health insurance optimization rates
- Presenter at the 2005 National Health Conference in Chicago on the efficacy of interventions in San Mateo and Alameda Counties

Genentech, Inc., South San Francisco, *Lab Assistant/ Technician*

1997

- Internship in Biotechnology, Research and Development, bacterial production of commercial insulin therapies

EDUCATION:

Santa Clara University School of Law, J.D.

2005

- Winner of the 2004 Honors Moot Court Competition Best Team Alan G. Martin Prize, 2004-2005; Honors Moot Court Board Member
- Recipient of the David Peterson Memorial Scholarship for Outstanding Performance in the Honors Moot Court Competition
- Coordinated educational collaboration with judges and attorneys as member of the Ingram American Inn of Court
- Oxford University, Magdalen College, summer law student, Public International Law; winner of the 2004 Gray's Inn Moot Court Best Team, London, UK

San Jose State University, M.P.H.

2002

- Delivered commencement keynote address for Master's Program, Department of Public Health, 2002
- Statistics research assistant and lab instructor
- American Public Health Association (APHA) Conference attendee, 2001

Santa Clara University, B.S., Combined Natural Sciences

1999

- Received the Richard J. Riordan Award and Scholarship for Outstanding Public Service, 1999
- Received the Santa Clara University Buck Bannan Scholarship Award for Outstanding Community Service and Community Spirit, 1998 and 1999
- Inducted into the Sigma Xi Scientific Research Honor Society for Microbiology Research in Dr. Craig Stephens' lab, 1998 and 1999
- Organic chemistry lab instructor, 1997 and 1998
- Santa Clara University baseball team, 1995-1996

St. Ignatius College Preparatory

1995

- Winner of Fathers' Club Award for Community Service
- Varsity athlete in football and baseball, winner of Keating Award
- Yearbook Editor-in-Chief

ACTIVITIES:

- Bloomberg Harvard City Leadership Initiative, class of 2020
- AYSO coach 2012-present; San Mateo Babe Ruth Board of Directors, member 2000-2004, manager 2000-2003
- Peninsula Health Care District Director, 2013
- San Mateo Public Works Commissioner, 2010-2013
- President of the Santa Clara University Alumni Association Board of Directors 2005-2006
- Member of the Santa Clara University Board of Regents, 2005-2006, organized and emceed the 125th Anniversary Celebration of the alumni association

PDF File #2
REVIEW CRITERIA 1.1

SB Golden, LLC
197 El Camino Real



- Emergency Medical Technician, certified in 1997; CPR/First Aid Instructor, 1997-2004; Co-founder of the SCU Emergency Medical Service, 1997



Charles P. Stone, Esq.

- **Equity holder of SB Golden and Community Liaison**

Charles is a lifelong resident of San Mateo County and the product of its public schools. He **lived in San Bruno for most of his childhood**, from 1980 to 1989. He attended Portola Elementary School and was a parishioner at St. Roberts, where his father served as Director of Music.

Charles currently lives in Belmont where he has raised his two daughters and has been very active in the local community. He has volunteered as a youth sports coach and official in multiple sports and served as a member of the SchoolForce (Belmont-Redwood Shores School District Foundation) board. Charles is **the former Mayor of the City of Belmont**, serving two terms on the City Council from 2013-2022, and as Mayor in 2017 and 2021. He has served as a member of multiple regional and county bodies including the San Mateo County Libraries Governing Board from 2013 to 2022, serving as Chair from 2018 to 2020, and the San Mateo County Transit District Board of Directors, serving as Chair in 2018 and 2021. Charles has also volunteered his time as a coach for the Carlmont High School Mock Trial Team since 2018.

Charles has worked as a **local attorney in San Mateo County for the past 20 years**. Like his law partner, Joe Goethals, Charles understands the needs and concerns of the San Bruno community as a former public servant and local mayor, small businessperson, and local. Charles is committed to making SB Golden a valued, beneficial part of his childhood hometown.

RESUME: STONE

charles@goethalslegal.com

(650) 394-7390

COMMUNITY SERVICE:

- City of Belmont, Mayor & Councilmember** 2013-2022 (Mayor 2017 + 2021, Vice-Mayor 2016 + 2020)
- Created annual Belmont Community Service Award.
 - Spearheaded initiative to create a downtown plan that increased allowable density in downtown Belmont and along El Camino Real/Old County Road.
 - Co-Authored 2017 Belmont Civil Rights Resolution.
 - Led Minimum Wage subcommittee which resulted in successful implementation of minimum wage ordinance in Belmont. Belmont currently has the highest minimum wage in San Mateo County.
 - Successfully pushed for police officer-worn cameras in 2014, one of the first cities in the county to do so.
 - Adopted 2017 General Plan update.
 - Created #DineBelmont campaign to support local restaurants.
 - Infrastructure committee member, 2014-2015. Led to placement of Measure I, a 1/2 cent sales tax for infrastructure improvements, on the 2016 ballot, which passed and Belmont now has millions of dollars more to improve roads.
 - Created Mayors Small Business Spotlight social media campaign to support local businesses during the pandemic.
 - Have helped recruit and campaign for every successful candidate for council in Belmont since 2013.
 - Have vigorously supported the first Asian-American woman and first Asian-American man, first African-American person/woman, and second Asian-American woman to serve on the Belmont City Council.
 - Have successfully recruited and supported the first and second Indian-American candidates for Belmont Redwood Shores School District Board of Trustees, both of whom are women.
 - Supported and helped pass Belmont Transportation Occupancy Tax increase in 2018.
 - Represented Belmont on the working group that led to the San Mateo Consolidated Fire Department.



Regional/Sub-Regional Committees & Boards

- San Mateo County Transit District Board of Directors, 2015-2022, Chair, 2018 + 2021
- Peninsula Corridor Joint Powers Board of Directors (Caltrain), 2018-2022
- SMC Library JPA Governing Board, 2014-2022, Chair, 2019-2021
- Belmont representative on PCE Governing Board, 2016-2019
- Belmont San Carlos Fire Board member, 2014-2019
- Belmont representative on ReThink Waste (South Bayside Waste Management Authority), 2014-2018
- CalMod Local Policy Maker Group, 2014-2018
- CCA working group, which led to creation of Peninsula Clean Energy, 2015
- San Mateo Consolidated Fire Board alternate, 2019-2022
- San Mateo County Democratic Central Committee alternate, 2014-present

Community Involvement

- Chamber San Mateo County Board member, 2023-present
- Belmont Redwood Shores Rotary, 2017-present
- M&M Youth Sports basketball coach, 2011-2017
- Belmont Redwood Shores Youth Softball League coach and umpire, 2010-2017
- Belmont Redwood Shores AYSO coach and referee, 2008-2014
- SchoolForce (Belmont-Redwood Shores School District Education Foundation) Board, 2011-2013

PROFESSIONAL EXPERIENCE:

Goethals Legal, PC, Partner, Burlingame, CA

2023-Present

Responsible for day-to-day management of litigation files from intake through resolution, with a focus on transparent client communications and economically rational outcomes.

Areas of Expertise: General liability, construction defect (representing developers, general contractors, and subcontractors), landlord/tenant, toxic exposure, recreational purveyor liability, property damage, personal property loss, real property loss, bodily injury, sexual abuse, subrogation, and professional liability.

Law Office of Katherine R. Moore, P.C., Of Counsel, Redwood City, CA

2018-2023

Responsible for day-to-day management of litigation files from intake through resolution. Case load evenly divided between Plaintiff and Defense work.

Achievements:

- Consistently exceeded billing expectations.
- Prepared over 300 litigation budgets.
- Performed 150+ depositions.
- Drafted successful dispositive motions in bodily injury and construction defect cases.
- Consistently strengthened existing client relationships and broadened client base.

Charles P. Stone, Esq., Owner, Belmont, CA

2011-2022

Owned and operated solo practitioner firm focusing on civil litigation, pre-litigation counseling, and contract services.

Roger, Scott, & Helmer, LLP, Senior Associate, Redwood City, CA

2004-2011

Handled all aspects of cases from client intake through resolution at busy litigation firm.

San Mateo/Santa Clara County District Attorney, Certified Law Clerk/Intern, Redwood City/ San Jose, CA

2001

First chair on successful bench trial. Drafted oppositions to and presented in-court arguments regarding various motions, hearings, and Habeas Order to show cause. Performed legal research and drafted research memoranda.



Lee Ann Bengé, SPHR, SHRM-SCP

- Secretary/Treasurer and equity holder of SB Golden and HR Director

Originally from Dallas, TX, Lee Ann has close to **thirty years of senior, broad-level human resources experience** that has taken her from New Orleans to New York City, eventually landing in California in 2018. Throughout her career, Lee Ann has played a crucial role in numerous start-up and growth-focused companies across multiple sectors, including luxury automotive, hospitality, customer service, and more recently, cannabis.

Lee Ann has a successful track record providing human resources strategies and initiatives, supporting both union and non-union workers. Lee Ann is known for her **unique ability to make employees feel like family**, as evidenced by her continued, multi-year relationships with colleagues, mentors, and mentees.

As a life-long sufferer of migraine and cluster headaches, Lee Ann was drawn to cannabis as a patient and then as a professional. She researched various companies and immediately recognized a common oversight: companies in this space were too often lacking the proper human resources and payroll structures to support their growing employee base. She created "hr420" and began her own human resources consultancy for cannabis businesses. Lee Ann soon found MM Acquisition Company, a.k.a. "Project Cannabis", a vertically-integrated cannabis company looking for exactly her skillset, and she started work the very next day. Her experience as a senior business executive and her strengths in culture-building, processes, and strategy allowed her to make swift and significant contributions to Project Cannabis. Lee Ann's enthusiasm for people and cannabis allow her to quickly gain the respect of staff at all levels and **she will ensure SB Golden sets the standard for employee training, benefits, support, and culture.**

RESUME: BENGE

2225 N Harwood St. #918
Dallas, TX 75201

(214) 886-1226
leeann.benge@mmac-ca.com

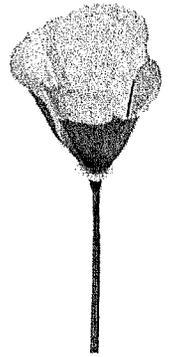
WORK EXPERIENCE:

Project Equity Illinois, Inc., Owner's Representative & Project Manager 2021-Present

- Representing the financial partner of the business, which is opening three dispensaries in Illinois, responsible for oversight of all transactions, including real estate purchases/leases, construction/design, permitting, security, budgeting, accounting management, hiring, training, compensation, risk management, benefits, and payroll.
- Directly responsible for commercial insurance, facility security (technical and physical), government and community engagement, and landlord relationships.
- Implementing all HR policies and systems, including training modules. Ensuring all three stores meet or exceed their signed union Labor Peace Agreements.

MM Acquisition Co., LLC, Chief Operating Officer 2019-Present

- Responsible for all commercial and health/welfare insurance policies, including General Liability, Property, Workmen's Comp, Health. Achieved \$250K annual savings.
- Managed and tactically executed HRIS conversion within six weeks, as a department of one.
- Within six months, reduced employee turnover by 32% annualized through development and implementation of new management training and new interview processes, team building, and cultural engagement initiatives.
- Brought the company into compliance with state wage and hour laws, reducing exposure to wage claims.
- Reduced executive recruitment expenses by over \$50K using creative direct recruitment strategies.
- Reduced legal expenses through direct handling of wrongful termination and wage/hour claims.



- Responsible for investor communications and other transactional requirements, working as liaison with Canadian investment firms and agents, during acquisition of MMAC's California assets by a publicly-traded Canadian company.

AutoLive, LLC/OnSite Fleet, LLC, Partner/Sr. Vice President, People Operations 2016-2018

- Recruited by a former colleague to partner in the redevelopment and relaunch of an existing SaaS start-up, AutoLive, LLC.
- Continued to a separate venture, OnSite Fleet, a private fleet management start-up, working through the RFP process, which resulted in the award of Nissan's North America contract with approximately three hundred employees across five states. Developed and led the transition plan for those employees.
- Responsible for implementation and successful execution of operational processes, full cycle HR/HRIS.

HRI Lodging/MetWest Terra Hospitality, Vice President of Human Resources 2013-2015

- Recruited to establish HR function for newly established hospitality division of HRI Properties.
- Responsible for development, implementation, and management of all HR initiatives to a portfolio of nineteen branded and luxury boutique hotel properties across the US.
- Managed day-to-day HR operations with responsibility for strategic HR planning and execution, compensation, risk management, health and retirement benefit plans, employee relations, recognition, talent acquisition and development, payroll oversight, and government compliance.
- Developed and deployed HR processes, policies, and procedures. Oversaw all litigation matters.

Highgate Holdings – Dallas, TX, Vice President of Human Resources 2017-2019

Noble/Interstate Management Group, Vice President of Human Resources 2009-2012

EDUCATION & AFFILIATIONS:

Education/Training: San Jacinto College; University of Dallas HR Professional Development Programs; Great Manager Program, Gallup University; Disney University Leadership Programs; numerous courses through HRIC/SHRM both completed and on-going

Systems: HRIS (ADP, Ceridian, Paylocity, Paycom, Paychex, Workday, Oracle)

Memberships: Society for Human Resources Management, SHRM-SCP; Human Resources Certification Institute, SPHR, CA Employment Law Certification (in process); Advisory Board Member, CAP Child Abuse Prevention Center



John Delaplane (Johnny)

- Equity holder of SB Golden

Johnny is an entrepreneur, cannabis **cultivation expert, co-owner of multiple cannabis dispensaries** including two in San Francisco, father, and medical cannabis patient. He is **president and co-founder of the San Francisco Cannabis Retailers Alliance**, a local trade organization with over a dozen active members, and is regarded as a cannabis thought leader working at the local, state, and national levels to create cannabis policy that uplifts communities.

Johnny grew up in Rockford, IL, a city that has been devastated by the opioid crisis. He lost two dear friends to opioid overdoses, and truly appreciates the harm reduction that cannabis can provide. He is, in fact, a daily medical cannabis patient himself, relying on a medical tincture to control symptoms from Crohn's disease. With the help of cannabis, Johnny has achieved a complete remission of his Crohn's symptoms, making a profound impact on his quality of life.

Like so many others, Johnny was arrested for Unlawful Possession of Cannabis in his youth. His probation mandated drug testing, and he was forced to either discontinue his medical use or leave his home state of Illinois. Johnny came to California as a de facto cannabis refugees in 2002. For two decades, he has **worked to create a robust, legal, safe, and community-oriented cannabis marketplace in the Bay Area**. SB Golden is proud to have Johnny on our "team of all stars".

RESUME: DELAPLANE

1453 Fulton Street
San Francisco, CA 94117

(415) 713-4319
johnny@access-sf.org

Mr. Delaplane has a deep understanding of the cannabis market, with nearly 20 years of experience ranging from retail, cultivation, license applications, M&A, compliance, policy and political advocacy. Johnny has bought and sold retail assets, managed successful license applications, and forged partnerships with some of the strongest brands in the industry. He has closed transactions with some of the biggest names in cannabis including Cookies, Connected, Columbia Care, and Harborside. Consistency and honesty throughout his career has allowed Johnny to build valuable relationships in both the public and private sector, which he brings to bear in all his endeavors.

EXECUTIVE:

Cookies Retail/TRP, Corporate Development

2021-Present

- Managed new license applications and won licenses in emerging markets including Arizona and California
- Sourced and evaluated new M&A opportunities and led company divestments
- Negotiated and closed deals ranging from brand partnerships to asset purchases and sales

Equinox Botanicals, Inc., CEO/Executive Chairman/Co-founder

2016-Present

- Raised seed investment to develop cannabis retail assets
- Led permitting, development, and successful sale of four cannabis retail dispensaries in San Francisco
- Organized and led application/development team currently standing up three dispensaries in Illinois
- Moved from CEO to Executive Chairman to focus on corporate development at TRP

Equinox B Limited Partners, LLC, Manager

2020-Present

- Managed investment fund spin-off of Equinox Botanicals, Inc. including investments in both cannabis and crypto



CANNABIS RETAIL DEVELOPMENT:

2018-Present

Project Equity Illinois, Inc.

- Built and led team that won three dispensary licenses in Bloomington, Peoria, and East St Louis BLS Regions of Illinois
- Secured \$5M line of credit at 8% for construction and launch of stores

Project Cannabis Dispensary, San Francisco

- Secured final medical cannabis dispensary permit in San Francisco under sunseting medical laws prior to moratorium; subsequently acquired by Columbia Care

Berner's on Haight Social Equity Dispensary, San Francisco

- Secured 1st social equity cannabis dispensary permit in San Francisco under new Article 16 adult use social equity cannabis regulations
- Negotiated licensing partnership with Cookies brand, retaining 100% equity for future exit
- Paid back entire \$1.2M startup loan in first 9 months of operations

FGW Haight Inc., dba Harborside SF Social Equity Dispensary, San Francisco

- Led sale of asset and all negotiations with Harborside, Inc. (HBOR.CN)
- Successfully navigated San Francisco social equity policies in relation to Canadian and US securities requirements

Vis Valley Partners, LLC, future Social Equity Dispensary, San Francisco

- Secured CUP on appeal at San Francisco Board of Supervisors after extensive advocacy and despite vocal opposition and successfully sold asset in a declining SF market

ADVOCACY & POLICY:

2012-Present

San Francisco Cannabis Retailers Alliance, *President and Co-founder*

San Francisco Chamber of Commerce Cannabis Working Group, *Co-chair*

- Collaborated and advised on policy in with San Francisco Board of Supervisors and Office of Cannabis, as well as California Department of Cannabis Control and Governor Newsom's Office
- Successfully lobbied for multiple regulatory changes alongside industry leaders like: the United Cannabis Business Association, Long Beach Collective Association, Santa Ana Cannabis Association, Origins Council, Mendocino Cannabis Alliance, and many other trade organizations

CULTIVATION:

2004-2016

Fog City Medical Cannabis Collective, *Co-founder*

- California Proposition 215-Compliant Collective
- Cultivated and distributed medical cannabis to hundreds of terminally-ill patients
- Managed all aspects of collective operations including cultivation, accounting, personnel, real estate, compliance

EDUCATION:

University of Illinois at Urbana-Champaign

Bachelor of Science, Major in Advertising, Minor in Classical Civilizations, 2001



Dr. Nima Alipour, DO, MBA

- **Equity holder of SB Golden & Medical Advisor**

Dr. Alipour has never, does not, and will not make patient recommendations for cannabis or even discuss cannabis with patients (re: Municipal Code 4.70.060).

As both a doctor and owner of multiple businesses (with the multiple degrees to prove it), Dr. Alipour always puts people first, knowing that a company cannot do well unless it first ensures its people are doing well—physically, emotionally, and professionally. His practice of medicine is dedicated to one simple goal: creating safer, better workplaces and healthier, happier workers. Dr. Alipour helps patients recover from workplace injuries but also works with employers to prevent such injuries from ever occurring. He is board certified in Occupational, Preventive, and Environmental Medicine and operates occupational health clinics and a mental health clinic in California. SB Golden is grateful to have Dr. Alipour on our team, not to advise on cannabis products, but to help us put people first: our staff, our customers, and our community.

RESUME: ALIPOUR

Newport Beach, CA

Nima.alipour@hybridhealthsystem.com

Board certified in Occupational, Preventive, and Environmental Medicine, Dr Alipour is the corporate medical advisor for several of the largest employers in Southern California. He has advised local clinics looking to optimize their management of workplace injuries and employee health, consistently demonstrated a pattern of improved patient outcomes, shortened case duration, and reduced case cost. Recently, his emphasis has been prevention of injury and illness, and developing efficient return-to-work protocols customized to each client. In addition to workplace wellness and corporate advisory, Dr. Alipour owns and operates two urgent care/occupational health clinics in Orange County and a Mental health clinic in San Luis Obispo.

PROFESSIONAL EXPERIENCE:

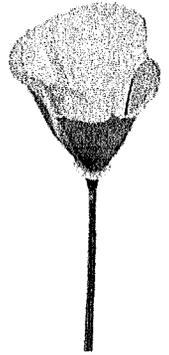
Hybrid Health System, Chief Medical Officer/Founder 2021 - Present
With six clinics and growing, the Hybrid Health ecosystem has integrated Occupational Health, Urgent Care, Behavioral Health, and Workplace Wellness in a number of innovative ways.

Alipour Medical Corp. (AMC), Founder/CEO 2019 - Present
Dr. Alipour founded AMC as a response to requests for Occupational and Preventive health consulting and injury management. As of January 2021, AMC has merged with Total Insurance Solutions, and TeleMed Solutions to form Hybrid Health System. HHS is a network of occupational and immediate care clinics strategically located in regions based on patients and client needs as well as detailed claims data.

Newport Urgent Care | Occupational Health | Wellness Clinic

Managing Physician - Occupational Medicine, Injury Management, and Workplace Wellness 2019 – 2021
As a frontline physician specialist at Newport & Brea Urgent Care and Occupational Health Centers, Dr Alipour provides oversight to over 200 injured employees per month. In addition to personally evaluating and treating injured workers in clinic, Dr. Alipour partnered with clinic owner and orthopedic surgeon Dr. Bruce Albert to roll out TeleMedicine for virtual visits for injured workers. Our center specializes in outcome-driven occupational medicine services, with close care coordination, and frequent communication with employers, insurers, and third-party administrators.

WorkCare, Inc., Occupational Physician (Telehealth) 2018 - Present
Work alongside an occupational health team of nurses, physician specialists, and employers to assess employees after workplace injuries. Effective and immediate involvement of an experienced occupational health team provides oversight, valuable clinical advice, and close monitoring to help injured workers remain functional at work while maximizing success



of conservative treatment plans. When needed, we assist with coordinating clinic visits and provide occupational health nurse and occupational physician specialist oversight.

CureMetrix, Advisory Consultant

2016 - Present

Delivering CAD that Works®, CureMetrix is a global leader in artificial intelligence (AI) for medical imaging, committed to the advancement of technology that improves cancer survival rates worldwide. CureMetrix supports the radiologist to dramatically improve the accuracy of detection and classification of anomalies in mammography.

EDUCATION:

- **University of Pennsylvania School of Medicine**
Fellowship, Preventive, Occupational, and Environmental Residency, 2017
- **University of California, Irvine - The Paul Merage School of Business**
MBA, Healthcare Executive, 2013
The Executive MBA program is made up of individuals in pharmaceutical, medical device, managed care, insurance, healthcare management, and healthcare policy industries, and teaches the economic, political, and social dynamics that are reshaping the global health care industry.
- **Touro University Nevada**
Doctor of Osteopathy, 2009
- **University of California, Los Angeles**
B.S., Psychobiology, 2003
- **University of Cambridge**
Pembroke College, 2001

LICENSES & CERTIFICATIONS:

- **CPR/ACLS/PALS**
- **California Physicians and Surgeons Medical License** - Medical Board Of California
- **American Osteopathic College of Occupational and Preventive Medicine** – Board Certified
- **X-Ray Supervisor And Operator Certificate/Permit** - CA Department of Public Health
- **Board Certified Occupational, Environmental, and Preventive Medicine** - American Osteopathic Board of Preventive Medicine
- **COVID-19 Contact Tracing** - Coursera Cert

HONORS & AWARDS:

- **1st Place Campus Wide Division: 2012 UCI Paul Merage Business Plan Competition**
Dr. Alipour and his team made UCI business school history by being the first Healthcare Executive MBA team to become finalists, and go on to win the all-campus business plan competition.



1.2 BUDGETS for CONSTRUCTION & OPERATION

(We are interpreting this subsection 1.2 of the COOP application to focus more on start-up, construction, and launch costs. Our subsection 1.7, pro forma and budget, provides detailed projections of income statements, cash flow, foot traffic, compensation expense, and other operation expenses over a five-year period. We are reproducing some but, in the interest of avoiding repetition, not all of those projections here, and focusing more on construction and 1st quarter launch costs here.)

Our ownership team is very experienced funding, building, and launching cannabis dispensaries, in the Bay Area and, in fact, around the US. Collectively, we have launched and built over ten licensed cannabis dispensaries, including three next to San Bruno in San Francisco, and several more throughout California. We have consulted for at least another dozen more dispensaries, primarily in the Bay Area. And we are currently in the process of building and launching three dispensaries simultaneously in Illinois. We also built the first adult-use Social Equity dispensary in San Francisco, Berner's on Haight, which is now one of the highest-grossing stores in the city.

Our construction budgets are based on real bids we have received and real construction we have undertaken in this market. Our operational budgets are based on our real experience running dispensaries in this market plus hundreds of hours building and refining the financial models and researching the San Bruno market. And we continually update all these models to reflect the real-world conditions we are seeing at our stores. Our intent is to produce the most accurate and reliable projections for build-out and operations. This is critical not just for us as business owners, but to assure city officials we have the capacity to build a top-notch store that will meet your expectations for job creation, tax revenue, and economic growth.

[Budgets Begin on Next Page]



Application, Construction, & Q1 Operations Budget

Category	Sub-Category	Itemized	Budget
Application Period	Real Estate	Rent	\$11,500
Application Period	Real Estate	Deposit ¹	
Application Period	Real Estate	Utilities ²	
Application Period	Application	City Fee	
Application Period	Architecture	Site Plans	
Application Period	Contingency	5%	
Subtotal-Already Paid/Funded:			
Construction	Real Estate	Rent + Utilities	\$11,500
Construction	Startup Capital Improvements	Tenant Improvements	
Construction	Soft Costs	Consulting	
Construction	Soft Costs	Legal ³	
Construction	Soft Costs	Design & Printing	
Construction	Soft Costs	Travel	
Construction	Soft Costs	Food & Entertainment	
Construction	Soft Costs	Insurance	
Construction	Equipment/Machinery	Computer / Servers	
Construction	Equipment/Machinery	Surveillance System	
Construction	Equipment/Machinery	Furniture & Displays	
Construction	Equipment/Machinery	Office Furniture, Desks, Shelving	
Construction	Equipment/Machinery	Other Electronics	
Construction	Equipment/Machinery	Alarm System	
Construction	Equipment/Machinery	Signage	
Construction	Exterior Improvements	Sidewalk	
Construction	Exterior Improvements	Landscaping	
Construction	Exterior Improvements	Parking Lot	
Construction	Contingency	12.50%	
Construction Subtotal			
Launch + Operation	3 Months of COGS		
Launch + Operation	3 Months of OpEx		
Q1 Launch Subtotal			
Grand Total-New Funds			

¹ Fully refundable

² Building is unoccupied during application phase.

³ SB Golden ownership team includes two lawyers so these would be hard costs only.



Full Tenant Improvements Budget

Item/Work	Cost
Selective Demolition	
Concrete/ Masonry	
Shoring	
Sawcutting	
Misc Metals	
Casework - Allowance	
Doors/Frames/Hardware	
Window Film	
Drywall/ACT	
Ceramic Tile	
Polish Concrete	
Painting	
ADA Signage	
FECs	
Bathroom Accessories	
Appliances	
Lockers	
Window Film	
Plumbing	
HVAC	
Electrical	
Fire Alarm	
Precon and Design Fees	
OFCI Installation	
Roofing Allowance	
BUILDING SUBTOTAL	
General Conditions	
GL Insurance	
Overhead and Profit	
Contingency	
TOTAL BID	



Tenant Improvement Construction Schedule

Note: certain items, e.g. city review, occur in parallel with others. Also, given recent supply chain issues, procuring certain items, such as vault doors, can actually take longer than the construction itself, so the 53 days of construction happens while awaiting those final items.

Phase	Work Description	Time
Pre-Construction & Owner Procurement		60 Days
	PCM+D Design Contract	5
	MEP Design Contract	1
	75% MEP Design	21
	Owner Comments/Review	5
	100% CD's	5
	Bids/Pricing Due to Owner	15
	Owner Pricing Review	4
	Execute Contract	4
	3-Week Review-City	21
Procurement		80 Days
	Issue Subcontracts	10
	Long Lead Time Items	70
(Construction-concurrent with procurement)		(53 Days)
	Mobilization/Interior Demo	10
	Sawcut/Underground MEP	5
	Exterior Window Infills	5
	Interior Structural Foundations/Structural Framing	5
	Framing	5
	MEP Rough In	15
	Drywall Hanging	5
	Drywall Finishing	5
	Paint	5
	ACT/Ceilings	5
	Concrete Polishing	5
	Door and Hardware Install	5
	MEP Trim Out	5
	Toilet Accessories	1
	Casework	5
	OFCI Equipment/Vendor Trim Out	5
	HVAC Startup & TAB	1
	Final Inspections/Substantial Completion	5
	40 Punch List	5



Operational Budget Projections

Again, please see subsection 1.7 for more budget models, including quarterly projections of all expenses for the first five years of operations.

Income Statement	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue	2,623,438	3,435,563	3,526,813	3,558,750	4,092,563
Cost of Goods Sold (COGS)					
Gross Profit					
Expenses					
Salaries and Benefits					
Sales & Marketing					
Investments in People & Community					
All Other Rent and Overhead					
Depreciation & Amortization					
Interest					
Total Expenses					
Earnings Before Tax					
Taxes					
Net Earnings					

Balance Sheet	
Assets	
Cash	
Accounts Receivable	
Inventory	
Property & Equipment	
Total Assets	
Liabilities	
Accounts Payable	
Debt	
Total Liabilities	
Shareholder's Equity	
Equity Capital	
Retained Earnings	
Shareholder's Equity	
Total Liabilities & Shareholder's Equity	



Investments in People	
Base Salaries	
Multiplier	
Internal Education & Training	
Investment as a % of Employee Base Salaries	

Operating Expenses	
Professional Services - Accounting/Legal	
Sales & Marketing	
Rent & Utilities	
Security & Insurance	
Travel, Meals & Entertainment	
Shipping & Postage	
Office Expense - Other	
City & State Licenses	
Dues & Subscriptions	
Consulting Services - IT & Other	
Insurance	
Internal Education & Training	
Bank Fees	

Cash Flow Statement	
Operating Cash Flow	
Net Earnings	
Plus: Depreciation & Amortization	
Less: Changes in Working Capital	
Cash from Operations	
Financing Cash Flow	
Issuance (repayment) of debt	
Issuance (repayment) of equity	
Cash from Financing	
Net Increase (decrease) in Cash	
Opening Cash Balance	
Closing Cash Balance	



Ratios	Year 1	Year 2	Year 3	Year 4	Year 5
Cost of Goods Sold (COGS) - % of Revenue	48%	48%	48%	48%	48%
Salaries and Benefits - % of Revenue	14%	14%	14%	15%	15%
Sales & Marketing - % of Revenue	1%	1%	1%	1%	1%
Investments in People/Comm. - % of Revenue	1%	1%	1%	1%	1%
All Other Rent and Overhead - % of Revenue	10%	9%	10%	11%	8%
Depreciation & Amortization - % of Revenue	0%	0%	0%	0%	0%
Interest - % of Revenue	0%	0%	0%	0%	0%
Taxes - % of Revenue	21%	21%	21%	21%	20%
Gross Profit - % of Revenue	52%	52%	52%	52%	52%
EBT - % of Revenue	26%	28%	26%	26%	27%
Net Earnings - % of Revenue	6%	7%	5%	5%	7%

Operational Budgets Summary

Our five-year budgets use conservative projections based on these key assumptions:

- The number of daily transactions and average transaction value will roughly equal what we are seeing in our own, and competing, stores in San Francisco, where the average annual revenue is \$3.9M.⁴
- We pay all of our staff living wages and Invest in People with health insurance as well as training, education, and volunteer opportunities.
- Our product mix and percent of sales by category (flower, vape, edibles, etc.) will reflect trends in the broader California market, with flower, for example, remaining the leader.
- Sales margins will be maintained between 50-60% of the wholesale price of goods across categories.
- State and local cannabis taxes are approximated to a certain degree as both are gross taxes paid by the consumer. Strictly speaking, they do not impact our financials, except insofar as customers spend less because of them. We try to account for this, knowing it is an uncertain variable.
- We will not need to take on debt to launch the store (thankfully).
- While we certainly hope and anticipate the California cannabis market will improve over the coming five years, our models—and store’s success—do not depend on it.

Cannabis retail ultimately comes down to a handful of numbers: how many transactions you do per day times the average value of each transaction minus your cost of goods and overhead. The first two numbers, the revenue side, are relatively consistent in a given market, though customer service, staff training and satisfaction, strength of brand, product offerings, advertisement, etc. all influence them. The challenge in this business is maintaining excellence in all of those areas while controlling costs, a balance we have spent years mastering.

⁴ <https://sfcontroller.org/sites/default/files/Documents/Budget/2022%20Cannabis%20Review%20FINAL.pdf>



1.3 PROOF of CAPITALIZATION

As a new legal entity in the licensed cannabis industry, SB Golden, LLC is still in the process of establishing a bank account, which remains a complex and difficult task given the continued lack of federal cannabis banking reform. The company's startup capital is currently held by its affiliated entity, Otter Brands, LLC.

Between our six owners, and the various industry relationships we have developed over the years, we have multiple potential means of financing our San Bruno dispensary launch. For example, with one of our stores in San Francisco, well after we received land use approval from the city, we reached a previously-unexpected branding deal with a large cannabis cultivation company and it then financed the store's launch. With our three Illinois stores that are currently in construction, we are paying launch and build-out costs ourselves. The point is, we try to remain flexible about funding options, as dispensary projects take considerable time to develop and different funding opportunities abound along the way.

As a matter of business practice—especially in the cannabis industry—we also find it disadvantageous to hold large amounts of liquid capital in the bank. We prefer to leverage capital for growth and sell equity in our companies to finance build-out costs, or borrow to cover the costs and repay that from store operations.

All that being said, our current plan, which again is subject to modification, is to self-fund the approximately [REDACTED] projected cost of our San Bruno build-out and launch (see subsection 1.2 for details on projected costs). We do not intend to take on outside investors at this time. Under this plan, our minority owner Dr. Nima Alipour and his father, Dr. Massoud Alipour, will provide a significant portion of launch costs. Statements demonstrating their current liquid holdings and capacity to provide funding are included herein. Their capital contribution would inure to Dr. Nima Alipour, increasing his equity share in the company and reducing the other partners' proportionally.

The remaining five partners would then fund their pro rate share of the launch costs based on the new cap table, post-funding from Drs. Alipour. William Johnston would still be responsible for the lion's share of the remaining funds, as the largest equity holder. Information about his liquid holdings in other cannabis stock, from the partial sale of one of his San Francisco stores for [REDACTED] is attached.

If SB Golden is selected by the City to receive a Commercial Cannabis Operator Permit and Conditional Use Permit, our ownership team will provide the requisite funding, whatever the specific mechanism(s), as we have with our seven previous dispensaries and the three currently under construction.

Enclosed are:

1. Redacted banks statement for Otter Brands, LLC, an entity managed by SB Golden's majority owner, William C. Johnston, which currently holds SB Golden's startup capital
2. Incorporation documents for Otter Brands, LLC showing William C. Johnston is the manager
3. Ameritrade statement from Dr. Moussad Alipour
4. Bank statement for Dr. Nima Alipour's company, Central Coast Behavioral Health Clinic



5. California Secretary of State records indicating Dr. Nima Alipour is the controlling manager of Central Coast Behavioral Health Clinic
6. Press release announcing partial sale of William Johnston et al's San Francisco dispensary to Harborside, a publicly traded cannabis company, at a [REDACTED] valuation
7. William Johnston/Otter Brands' initial stock holdings via remuneration by Harborside. These are Multiple Voting Shares equal to 100 times their stated value.

Statement for Otter Brands, LLC, which is solely managed by SB Golden's majority owner, William Johnston, and which holds SB Golden's startup capital, pending new banking setup.

Business Adv Fundamentals - 1547

Summary

Available balance (as of today): [REDACTED]
 What does this include?
 Account balance history »

Features

Payroll services: **Enroll**
 Account management: **Enroll**
 Balance Connect® for overdraft protection: **Off | Enroll**
[More features »](#)

Services

Lock/unlock ATM/debit card
Scan checks to deposit
Order checks/deposit slips
[More services »](#)

- Activity
- Statements & Documents
- Information & Services

All Transactions | [View Spending & Budgeting](#)

Enter keyword, amount or mm/dd/yyyy [More options](#)

Newest | Next | Previous | Oldest

Show deals: On | Download | [Print this view](#)

Date ↓	Description	Type	Status	Amount	Available Balance
06/28/2023	[REDACTED]	↔	C	[REDACTED]	[REDACTED]
06/28/2023	[REDACTED]	→	C	[REDACTED]	[REDACTED]
06/27/2023	Zelle Transfer	↔	C	[REDACTED]	[REDACTED]
06/27/2023	[REDACTED]	→	C	[REDACTED]	[REDACTED]
06/27/2023	[REDACTED]	↔	C	[REDACTED]	[REDACTED]
06/26/2023	[REDACTED]	→	C	[REDACTED]	[REDACTED]
06/23/2023	CA DEBIT CARD *5698	→	C	[REDACTED]	[REDACTED]
06/22/2023	[REDACTED]	→	C	[REDACTED]	[REDACTED]
06/21/2023	[REDACTED]	→	C	[REDACTED]	[REDACTED]
<div style="border: 1px solid #ccc; padding: 5px; margin: 5px 0;"> + Add this deal Earn 10% cash back on your Lyft purchase! </div>					
06/21/2023	RAFAEL CA DEBIT CARD *5698	→	C	[REDACTED]	[REDACTED]

This account receives Business Advantage Relationship Rewards



[My summary](#)

Simplify your business

Combine banking and payments into one seamless experience.

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Cash Back Deals

Cash back deals on top of rewards you already earn.

[See how deals work](#)

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10%

norton

Subscription Only

10%



BA20230109605



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
LIMITED LIABILITY COMPANY

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 653-3516

For Office Use Only

-FILED-

File No.: BA20230109605

Date Filed: 1/19/2023

B1423-8681 01/19/2023 6:15 PM Received by California Secretary of State

Entity Details	
Limited Liability Company Name	OTTER BRANDS, LLC
Entity No.	201710210140
Formed In	CALIFORNIA
Street Address of Principal Office of LLC	
Principal Address	725 CORBETT, #4 SAN FRANCISCO, CA 94131
Mailing Address of LLC	
Mailing Address	725 CORBETT, #4 SAN FRANCISCO, CA 94131
Attention	
Street Address of California Office of LLC	
Street Address of California Office	725 CORBETT, #4 SAN FRANCISCO, CA 94131
Manager(s) or Member(s)	
Manager or Member Name	Manager or Member Address
William Conor Johnston	725 Corbett Ave, #4 San Francisco, CA 94131
Agent for Service of Process	
Agent Name	DOUGLAS EVANS
Agent Address	554 MARIN AVE MILL VALLEY, CA 94941
Type of Business	
Type of Business	retail
Email Notifications	
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.
Chief Executive Officer (CEO)	
CEO Name	CEO Address
None Entered	
Labor Judgment	
No Manager or Member, as further defined by California Corporations Code section 17702.09(a)(8), has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal is pending, for the violation of any wage order or provision of the Labor Code.	

Electronic Signature

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

William Conor Johnston

Signature

01/19/2023

Date

B1423-8682 01/19/2023 6:15 PM Received by California Secretary of State



**Secretary of State
Articles of Organization
Limited Liability Company (LLC)**

LLC-1

201710210140

FILED *ms*
Secretary of State
State of California

APR 03 2017

IMPORTANT — Read Instructions before completing this form.

Filing Fee - \$70.00

Copy Fees - First plain copy free; Additional copies: First page \$1.00 & .50 for each attachment page; Certification Fee - \$5.00

Important! LLCs may have to pay an annual minimum \$800 tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

IPC This Space For Office Use Only

1. Limited Liability Company Name (See Instructions – Must contain an LLC ending such as LLC or L.L.C. "LLC" will be added, if not included.)

Otter Brands, LLC

2. Business Addresses

a. Initial Street Address of Designated Office In California - Do not list a P.O. Box	City (no abbreviations)	State	Zip Code
19600 Fairchild, Suite 350	Irvine	CA	92612
b. Initial Mailing Address of LLC, If different than Item 2a	City (no abbreviations)	State	Zip Code

3. Agent for Service of Process

Item 3a and 3b: If naming an **Individual**, the agent must reside in California and Item 3a and 3b must be completed with the agent's name and complete California street address.

Item 3c: If naming a California Registered **Corporate Agent**, a current agent registration certificate must be on file with the California Secretary of State and Item 3c must be completed (leave Item 3a-3b blank).

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
Robert		Abiri	
b. Street Address (if agent is not a corporation) - Do not list a P.O. Box	City (no abbreviations)	State	Zip Code
19600 Fairchild, Suite 350	Irvine	CA	92612
c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete item 3a or 3b			

4. Management (Select only one box)

The LLC will be managed by:



One Manager



More than One Manager



All LLC Member(s)

5. Purpose Statement (Do not alter Purpose Statement)

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

6. The Information contained herein, including in any attachments, is true and correct.

William Connor Johnston
Organizer sign here

William Connor Johnston

Print your name here



Statement Reporting Period:
05/01/23 - 05/31/23

800-523-2835
TD AMERITRADE
DIVISION OF TD AMERITRADE INC
PO BOX 2209
OMAHA, NE 68103-2209
TD Ameritrade Clearing, Inc., Member SIPC

Statement for Account # [REDACTED] 007
MASSOUD ALIPOUR & NASSRIN ALIPOUR
[REDACTED]
CORONA DEL MAR, CA 92625

Investment	Portfolio Summary				Estimated Income	Estimated Yield	Portfolio Allocation
	Current Value	Prior Value	Period Change	% Change			
Cash	[REDACTED]						<p>IDA 11.0%</p> <p>Stocks 89.0%</p>
Insr Dep Acct (IDA)							
Money Market							
Short Balance							
Stocks							
Short Stocks							
Fixed Income							
Options							
Short Options							
Mutual Funds							
Other							
Total							
Margin Equity							

D20-20221020244

x8743 - Just updated

Available ⓘ

- ☰ Transactions >
- ↻ Transfer >
- ↓ Deposit checks >
- 💰 Send money with Zelle® >
- 📄 Documents >
- ⚠ Alert preferences >
- ⚙ Settings >
- 💬 Attach to a conversation >

Details

Account numbers

Account number [REDACTED]

Routing number [REDACTED]

Account information

Owner Central Coast Behavioral Healt...

Date opened 01/18/2022

Activity [REDACTED]



CENTRAL COAST BEHAVIORAL HEALTH INC. (3479932)



Request Certificate

Initial Filing Date	06/12/2012
Status	Active
Standing - SOS	Good
Standing - FTB	Good
Standing - Agent	Good
Standing - VCFCF	Good
Formed In	CALIFORNIA
Entity Type	Stock Corporation - CA - General
Principal Address	536 CAMINO MERCADO ARROYO GRANDE, CA 93420
Mailing Address	PO BOX 26218 AUSTIN, TX 78755
! Statement of Info Due Date	06/30/2023
Agent	Individual NIMA ALIPOUR 536 CAMINO MERCADO ARROYO GRANDE, CA 93420



View History



Request Access

Home / Retail

Harborside acquires San Francisco social equity marijuana retailer



By MJBizDaily Staff

October 20, 2020 - Updated December 17, 2021

SHARE



Don't miss the opportunity to connect with 30,000 cannabis business leaders and entrepreneurs at MJBizCon 2023! Dare to join us? [Buy your ticket today.](#)

(This story has been updated with a new quote from San Francisco Cannabis Retailers Alliance [President Johnny Delaplane.](#))

Oakland, California-based Harborside said it [acquired a majority stake in FGW Haight](#), a company that in June was awarded a conditional-use permit for a retail marijuana shop in San Francisco.

Under the terms of the deal, Harborside will [receive 50.1% equity](#) in the company in a [combined cash and stock transaction totaling \\$2.1 million, with \\$1.2 million in cash](#) and the rest to be paid in stock. The deal is expected to close by the end of the month.

ODYSSEY TRUST COMPANYInquiries: www.odysseycontact.com

P: 587.885.0960

www.odysseytrust.com**HARBORSIDE INC.
MULTIPLE VOTING SHARES**

ISIN: [REDACTED]

TRADING SYMBOL: **HARBOR-MULTI****OTTER BRANDS LLC**725 CORBETT AVE APT 4
SAN FRANCISCO CA 94131-1359
UNITED STATES

Holder Account Number:

[REDACTED]

Registration:

OTTER BRANDS LLC

Direct Registration (DRS) - Transaction Confirmation**ACCOUNT BALANCE as of:****UNRESTRICTED DRS SECURITIES**

0.00

RESTRICTED DRS SECURITIES

[REDACTED]

TOTAL DRS BALANCE

[REDACTED]

ACCOUNT ACTIVITY:

<u>DATE</u>	<u>TRANSACTION</u>	<u>CHANGE</u>		<u>RESTRICTION CODE</u>
12/18/2020	Beginning Balance	[REDACTED]		
12/18/2020	Deposit		RDRS	HBOR-1933, UNLESS-19APR21(2)
12/18/2020	Deposit		RDRS	HBOR-1933, UNLESS-19APR21(2), HBO
12/18/2020	Closing Balance			

Restriction(s) if applicable:

HBOR-1933

"THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR UNDER ANY STATE SECURITIES LAWS, AND THE SECURITIES REPRESENTED HEREBY MAY BE OFFERED, SOLD OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY, ONLY (A) TO HARBORSIDE INC. (THE "CORPORATION"), (B) OUTSIDE THE UNITED STATES IN ACCORDANCE WITH RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE LOCAL LAWS AND REGULATIONS, (C) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY (I) RULE 144 OR (II) 144A UNDER THE U.S. SECURITIES ACT, IF AVAILABLE, AND IN COMPLIANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS, (D) IN COMPLIANCE WITH ANOTHER EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS, OR (E) UNDER AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT PROVIDED THAT IN THE CASE OF TRANSFERS PURSUANT TO (C)(1) OR (D) ABOVE, A LEGAL OPINION REASONABLY SATISFACTORY TO THE CORPORATION MUST FIRST BE PROVIDED TO THE TRANSFER AGENT FOR THE CORPORATION TO THE EFFECT THAT SUCH TRANSFER IS EXEMPT FROM REGISTRATION UNDER THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. HEDGING TRANSACTIONS INVOLVING THE SECURITIES ARE PROHIBITED EXCEPT IN COMPLIANCE WITH THE U.S. SECURITIES ACT. DELIVERY OF THIS CERTIFICATE MAY NOT CONSTITUTE "GOOD DELIVERY" IN SETTLEMENT OF TRANSACTIONS ON STOCK EXCHANGES IN CANADA."

UNLESS-19APR21(2)

"UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE APRIL 19, 2021."

HBOR-AGMNT

"PURSUANT TO THE TERMS OF THE ESCROW AGREEMENT (THE "ESCROW AGREEMENT") ENTERED INTO AMONG AIRD & BERLIS LLP, HARBORSIDE INC., HAIGHT ACQUISITION CORPORATION, EQUINOX B LIMITED PARTNERS, LLC, OTTER BRANDS, LLC, MARTI LEANN BRASS AND MATHEW T. HENRI, THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY, UNTIL AIRD & BERLIS LLP, IN ITS CAPACITY AS ESCROW AGENT (AS DEFINED IN THE ESCROW AGREEMENT), PROVIDES ODYSSEY TRUST COMPANY WITH WRITTEN CONFIRMATION THAT THE RELEASE CONDITIONS SET OUT IN THE ESCROW AGREEMENT HAVE BEEN SATISFIED."

**For all security or account related inquiries and access to our Securityholder Online Tools,
please visit www.odysseycontact.com and submit your request.**

IMPORTANT INFORMATION - RETAIN FOR YOUR RECORDS

This confirmation is the securityholder's record of a recent DRS security transaction affecting the above referenced account on the books of the Issuer. It reflects the registered securityholder's DRS book-entry holdings at the time of issuance. It is neither a negotiable instrument nor a security, and delivery of this confirmation does not of itself confer any rights on the recipient. It should be kept with the registered securityholder's important documents as a record of ownership of these securities. No action is required. See the attached page for more information on DRS and how to transfer or deposit DRS securities or convert existing physical securities certificates to DRS. This statement is for information purposes only. In certain cases there may be restrictions that apply to your securities in addition to those seen above. Odyssey Trust Company is not responsible for any sale of securities where restrictions apply. Please contact the Issuer for a full copy of the rights, privileges, restrictions and conditions which may be attached to the securities class represented by this confirmation.

Please see important **PRIVACY NOTICE** over the page.



1.4 PROOF OF CORPORATION STATUS

SB Golden, LLC is an active, registered Limited Liability Company with the California Secretary of State. Enclosed are SB Golden's:

1. Articles of Organization, dated 1.19.23
2. Statement of Information, dated 1.31.23

SB Golden has also received a Federal Employer Identification Number (FEIN), as listed in the next subsection, 1.5.

[Corporate Documents on Following Pages]



202354514130



STATE OF CALIFORNIA
Office of the Secretary of State
ARTICLES OF ORGANIZATION
CA LIMITED LIABILITY COMPANY
 California Secretary of State
 1500 11th Street
 Sacramento, California 95814
 (916) 653-3516

For Office Use Only
-FILED-
 File No.: 202354514130
 Date Filed: 1/19/2023

B1423-8938 01/19/2023 6:33 PM Received by California Secretary of State

Limited Liability Company Name	
Limited Liability Company Name	SB Golden, LLC
Initial Street Address of Principal Office of LLC	
Principal Address	725 CORBETT AVE STE. 4 SAN FRANCISCO, CA 94131
Initial Mailing Address of LLC	
Mailing Address	725 CORBETT AVE STE 4 SAN FRANCISCO, CA 94131
Attention	William Conor Johnston
Agent for Service of Process	
Agent Name	Douglas Evans
Agent Address	530 DIVISADERO ST. STE. 226 SAN FRANCISCO, CA 94117
Purpose Statement	
The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.	
Management Structure	
The LLC will be managed by	One Manager
Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.	
Electronic Signature	
<input checked="" type="checkbox"/> By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.	
<u>William C Johnston</u>	<u>01/19/2023</u>
Organizer Signature	Date



BA20230174557



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
LIMITED LIABILITY COMPANY

California Secretary of State
 1500 11th Street
 Sacramento, California 95814
 (916) 653-3516

For Office Use Only
-FILED-
 File No.: BA20230174557
 Date Filed: 1/31/2023

B1458-3736 01/31/2023 10:59 AM Received by California Secretary of State

Entity Details							
Limited Liability Company Name	SB Golden, LLC						
Entity No.	202354514130						
Formed In	CALIFORNIA						
Street Address of Principal Office of LLC							
Principal Address	725 CORBETT AVE STE. 4 SAN FRANCISCO, CA 94131						
Mailing Address of LLC							
Mailing Address	725 CORBETT AVE STE 4 SAN FRANCISCO, CA 94131						
Attention	William Conor Johnston						
Street Address of California Office of LLC							
Street Address of California Office	725 CORBETT AVE STE 4 SAN FRANCISCO, CA 94131						
Manager(s) or Member(s)							
<table border="1"> <thead> <tr> <th>Manager or Member Name</th> <th>Manager or Member Address</th> </tr> </thead> <tbody> <tr> <td>+ William C Johnston</td> <td>725 CORBETT AVE STE. 4 SAN FRANCISCO, CA 94131</td> </tr> <tr> <td>+ John Delaplane</td> <td>530 DIVISADERO ST STE 226 SAN FRANCISCO, CA 94117</td> </tr> </tbody> </table>		Manager or Member Name	Manager or Member Address	+ William C Johnston	725 CORBETT AVE STE. 4 SAN FRANCISCO, CA 94131	+ John Delaplane	530 DIVISADERO ST STE 226 SAN FRANCISCO, CA 94117
Manager or Member Name	Manager or Member Address						
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Agent for Service of Process							
Agent Name	Douglas Evans						
Agent Address	530 DIVISADERO ST STE 226 SAN FRANCISCO, CA 94117						
Type of Business							
Type of Business	retail						
Email Notifications							
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.						
Chief Executive Officer (CEO)							
<table border="1"> <thead> <tr> <th>CEO Name</th> <th>CEO Address</th> </tr> </thead> <tbody> <tr> <td>+ William Conor Johnston</td> <td>725 CORBETT AVE APT 4 SAN FRANCISCO, CA 94131</td> </tr> </tbody> </table>		CEO Name	CEO Address	+ William Conor Johnston	725 CORBETT AVE APT 4 SAN FRANCISCO, CA 94131		
CEO Name	CEO Address						
+ William Conor Johnston	725 CORBETT AVE APT 4 SAN FRANCISCO, CA 94131						
Labor Judgment							
No Manager or Member, as further defined by California Corporations Code section 17702.09(a)(8), has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal is pending, for the violation of any wage order or provision of the Labor Code.							



1.5 TAX COMPLIANCE

SB Golden, LLC is a newly created entity specifically for our San Bruno retail project. Nonetheless we have received a **Federal Tax Identification Number:** [REDACTED]

Additionally, we have filed for, received from the CDTFA, and are enclosing herein our:

1. Seller's Permit, and
2. Cannabis Retailer Excise Tax Permit

[Tax Permits on Following Pages]

DISPLAY THIS PERMIT CONSPICUOUSLY AT THE PLACE OF BUSINESS FOR WHICH IT IS ISSUED

CALIFORNIA DEPARTMENT OF TAX AND FEE ADMINISTRATION
SELLER'S PERMIT



PERMIT NUMBER

237178656 - 00001

SB GOLDEN, LLC
 197 EL CAMINO REAL
 SAN BRUNO CA 94066-5426

START DATE:
 January 20, 2023

IS HEREBY AUTHORIZED PURSUANT TO SALES AND USE TAX
 LAW TO ENGAGE IN THE BUSINESS OF SELLING TANGIBLE
 PERSONAL PROPERTY AT THE ABOVE LOCATION.

THIS PERMIT IS NOT VALID AT ANY OTHER ADDRESS.

YOU ARE REQUIRED TO OBEY ALL FEDERAL AND
 STATE LAWS THAT REGULATE OR CONTROL
 YOUR BUSINESS. THIS PERMIT DOES NOT ALLOW
 YOU TO DO OTHERWISE.

PLEASE RETAIN THIS DOCUMENT FOR YOUR
 RECORDS.

THIS PERMIT IS VALID UNTIL REVOKED OR CANCELED AND IS NOT TRANSFERABLE.
 FOR GENERAL TAX QUESTIONS, PLEASE CALL OUR CUSTOMER SERVICE CENTER AT 1-800-400-7115 (CRS:711).
 FOR INFORMATION ON YOUR RIGHTS, CONTACT THE TAXPAYERS' RIGHTS ADVOCATE OFFICE AT 1-888-324-2798.

CDTFA-442-R REV. 20 (2-22)

A MESSAGE TO OUR PERMIT HOLDER

As a permittee, you have certain rights and responsibilities under the Sales and Use Tax Law. For assistance, we offer the following resources:

- Our website at www.cdtfa.ca.gov.
- Our toll-free Customer Service Center at 1-800-400-7115 (CRS:711). Customer service representatives are available Monday through Friday from 7:30 a.m. to 5:00 p.m. (Pacific time), except state holidays.

As a permittee, you are expected to maintain the normal books and records of a prudent businessperson. You are required to maintain these books and records for no less than four years, and make them available for inspection by a California Department of Tax and Fee Administration (CDTFA) representative when requested. You are also required to know and charge the correct sales or use tax rate, including any local and district taxes.

You must notify us if you are buying, selling, adding a location, or discontinuing your business; adding or dropping a partner, officer, or member; or when you are moving any or all of your business locations. This permit is valid only for the owner specified on the permit. A person who obtains a permit and ceases to do business, or never commenced business, shall surrender their permit by immediately notifying CDTFA in writing at this address: California Department of Tax and Fee Administration, Field Operations Division, P.O. Box 942879, Sacramento, CA 94279-0047. You may also surrender the permit to a CDTFA representative.

If you would like to know more about your rights as a taxpayer, or if you are unable to resolve an issue with CDTFA, please contact the Taxpayers' Rights Advocate Office for help by calling 1-888-324-2798 or by faxing 1-916-323-3319.

As authorized by law, information provided by an applicant for a permit may be disclosed to other government agencies.

CALIFORNIA DEPARTMENT OF TAX AND FEE ADMINISTRATION

CANNABIS RETAILER EXCISE TAX PERMIT

PERMIT NUMBER

220401440-00001

SB GOLDEN, LLC
 197 EL CAMINO REAL
 SAN BRUNO CA 94066-5426

THIS PERMIT HAS BEEN ISSUED TO YOU UNDER
 SECTION 34014 OF THE CALIFORNIA REVENUE
 AND TAXATION CODE.

PLEASE RETAIN THIS DOCUMENT FOR YOUR
 RECORDS.

THIS PERMIT IS VALID UNTIL REVOKED OR CANCELED AND IS NOT TRANSFERABLE.
 FOR GENERAL TAX QUESTIONS, PLEASE CALL OUR CUSTOMER SERVICE CENTER AT 1-800-400-7115 (CRS:711).
 FOR INFORMATION ON YOUR RIGHTS, CONTACT THE TAXPAYERS' RIGHTS ADVOCATE OFFICE AT 1-888-324-2798.

CDTFA-442-CRE (8-22)

A MESSAGE TO OUR PERMIT HOLDER

As a permittee, you have certain rights and responsibilities under the Cannabis Tax Law. For assistance, we offer the following resources:

- Our website at www.cdtfa.ca.gov.
- Our toll-free Customer Service Center at 1-800-400-7115 (CRS:711). Customer service representatives are available Monday through Friday from 7:30 a.m. to 5:00 p.m. (Pacific time), except state holidays.

As a permittee, you are expected to maintain the normal books and records of a prudent businessperson. You are required to maintain these books and records for no less than four years, and make them available for inspection by a California Department of Tax and Fee Administration (CDTFA) representative when requested.

You must notify us if you are buying, selling, or discontinuing your business; adding or dropping a partner, officer, or member; or when you are moving. This permit is valid only for the owner specified on the permit. A person who obtains a permit and ceases to do business or never commenced business, shall surrender their permit by immediately notifying the CDTFA in writing at this address: California Department of Tax and Fee Administration, Business Tax and Fee Division, P.O. Box 942879, Sacramento, CA 94279-0088. You may also surrender the permit to a CDTFA representative.

If you would like to know more about your rights as a taxpayer, or if you are unable to resolve an issue with CDTFA, please contact the Taxpayers' Rights Advocate Office for help by calling 1-888-324-2798 or by faxing 1-916-323-3319.

As authorized by law, information provided by an applicant for a permit may be disclosed to other government agencies.



1.6 PROOF OF INSURANCE

As evidenced on the following page, SB Golden has signed a Letter of Intent with Risk Strategies Company to purchase insurance (pursuant to San Bruno Municipal Code 12.300.130). The policy will include commercial coverage for property, product, and liability at a minimum of \$1,000,000 per Occurrence and a minimum \$2,000,000 Aggregate Limit, and will name the owner of our property as additionally insured.

Risk Strategies bills itself as “the 9th largest privately held insurance broker in the US with over 30 specialty practices.” Their website is: <https://www.risk-strategies.com/about/>.

Our ownership team has direct and positive experience working with Risk Strategies, as they are also insuring our three forthcoming affiliate cannabis dispensaries in Illinois.

[Letter of Intent on Next Page]



Letter of Intent

1/30/2023

To City of San Bruno:

This letter is on behalf of SB Golden, LLC who intends to purchase, and Risk Strategies Company intends to provide, commercial insurance for property, product, and liability at a minimum of \$1,000,000 coverage per Occurrence with a \$2,000,000 Aggregate Limit, and name J Cleaners, LLC, the owner of the property at 197 El Camino Real, San Bruno as additionally insured. This policy will be retained and enacted if/when SB Golden is selected by the City of San Bruno for a Commercial Cannabis Operator Permit. The coverage will be in place prior to SB Golden opening for business or whenever the City will require it. The policy will meet all requirements of the City of San Bruno and state of California, including the regulations of the Department of Cannabis Control. Our website can be found at www.risk-strategies.com for your review.

Thank you,

Alex Buschmann

Alex Buschmann

National Cannabis Practice Leader

abuschmann@risk-strategies.com

954-651-4428 (Cell)

3696 N Federal Hwy, Suite 202, Fort Lauderdale, FL, 33308.

A handwritten signature in blue ink, appearing to read "Conor Johnston", with a stylized flourish at the end.

Conor Johnston

CEO, SB Golden, LLC

415-902-0307



1.7 PRO FORMA and FIVE-YEAR BUDGET

Our financial models are built both on our research and on our experience in cannabis retail in the immediate area. Collectively, our ownership team has launched, built, and run over ten licensed cannabis dispensaries, including three right up the road from San Bruno in San Francisco, and several more throughout California. And we have consulted for at least another dozen more dispensaries, primarily in the Bay Area. We operate the first adult-use Social Equity dispensary in San Francisco, Berner's on Haight, which is one of the highest-grossing stores in the city. On the research side, well before we signed a lease in San Bruno, we thoroughly analyzed the local market to understand how a dispensary here will perform.

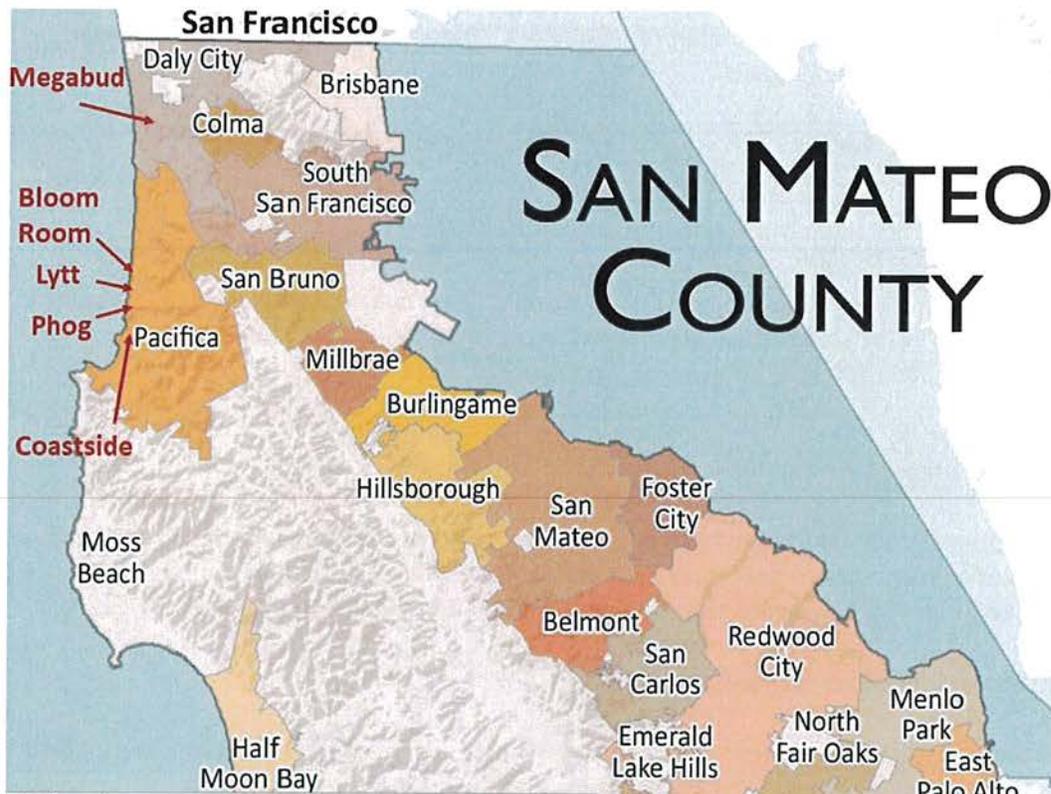
We have spent hundreds of hours building our financial models and continually update them to reflect the real-world conditions we are seeing at the stores we already run in the area. Our intent is to produce the most accurate and reliable projections for how SB Golden's dispensary will operate in San Bruno. We understand the importance of accurate models, not just for our use as business owners, but to provide city officials reasonable expectations regarding job creation, tax revenue, and economic growth. As such, we think it is important to first detail the analysis and assumptions underpinning our models.

Local Market Analysis

We began our market analysis by looking at the consumer fundamentals and cannabis market in San Mateo County broadly. The county is, of course, densely populated along its eastern edge and quite wealthy, with median household incomes higher even than many of its Bay Area neighbors. More noteworthy for our purposes was that the county's legal cannabis market is significantly underserved, with, as of Q1 of 2023, a complete lack of operating dispensaries outside its northwest edge of Pacifica and Daly City. And this is not going to change soon—there are not a slew of other stores in construction. Most of the other cities still have cannabis business bans in their municipal codes.

[See Map on Next Page¹]

¹ Map is a product of SB Golden research from multiple sources including cities' municipal codes, US Census data, etc.



City (N to S)	Population	HH Income	Sq. Miles	Cannabis Retail
Daly City	105,000	\$105,000	8	Yes, 1
Brisbane	4,700	\$115,000	2.6	Delivery
Colma	1,500	\$119,000	2	No
South San Francisco	66,000	\$113,000	10	Delivery
San Bruno	45,000	\$118,000	6	--
Pacifica	39,000	\$139,000	12.5	Yes, 4
Millbrae	23,000	\$141,000	3	No
Burlingame	30,000	\$150,000	5.5	No
Hillsborough (town)	12,000	\$250,000	6	No
San Mateo	105,000	\$134,000	15	No
Foster City	34,000	\$174,000	4	No
Belmont	27,000	\$178,000	4.6	No
Redwood City	84,000	\$134,000	34	Yes
San Carlos	30,000	\$205,000	5.5	As micro
Half Moon Bay	13,000	\$137,000	6.5	No
Menlo Park	36,000	\$180,000	10	No
East Palo Alto	30,000	\$96,000	2.5	No
Atherton	7,000	\$250,000	6	No
Woodside (town)	6,000	\$250,000	12	No
Portola Valley (town)	4,700	\$235,000	11	No
Unincorporated	63,000	\$137,000	621	No

San Bruno is likely the “first mover” in terms of permitting a dispensary along the 101 and 280 corridors in San Mateo County. The fact that City Council has decided to only permit one dispensary means that store will have a local market population of about 43,000². And it will be only the sixth or seventh licensed dispensary in the entire county, which has a population of about 750,000. These are highly favorable ratios for a dispensary.

² Market evaluations typically use overall populations rather than the population over 18 or 21, as the data is consistent and more readily available and some jurisdictions allow patients 18+ to purchase while others, like San Bruno, do not.



For context, we evaluate the approximate number of people per licensed dispensary for neighboring jurisdictions and several mature state markets.³

Jurisdiction	1 Dispensary Per
San Bruno	43,000 people
Tracy, CA	19,000 people
Washington state	16,000 people
Sacramento, CA	13,000 people
Pacifica, CA	9,000 people
San Francisco, CA	8,000 people
Alaska	7,800 people
Colorado	7,000 people
Montana, Oregon, Oklahoma	6,000 people

Thus, a licensed dispensary in San Bruno has both a first mover advantage in the eastern core of the county and an addressable market much larger than what most competing dispensaries enjoy. Of course, these solid fundamentals are in addition to the adjacent airport that sees about 25 million passengers each year.

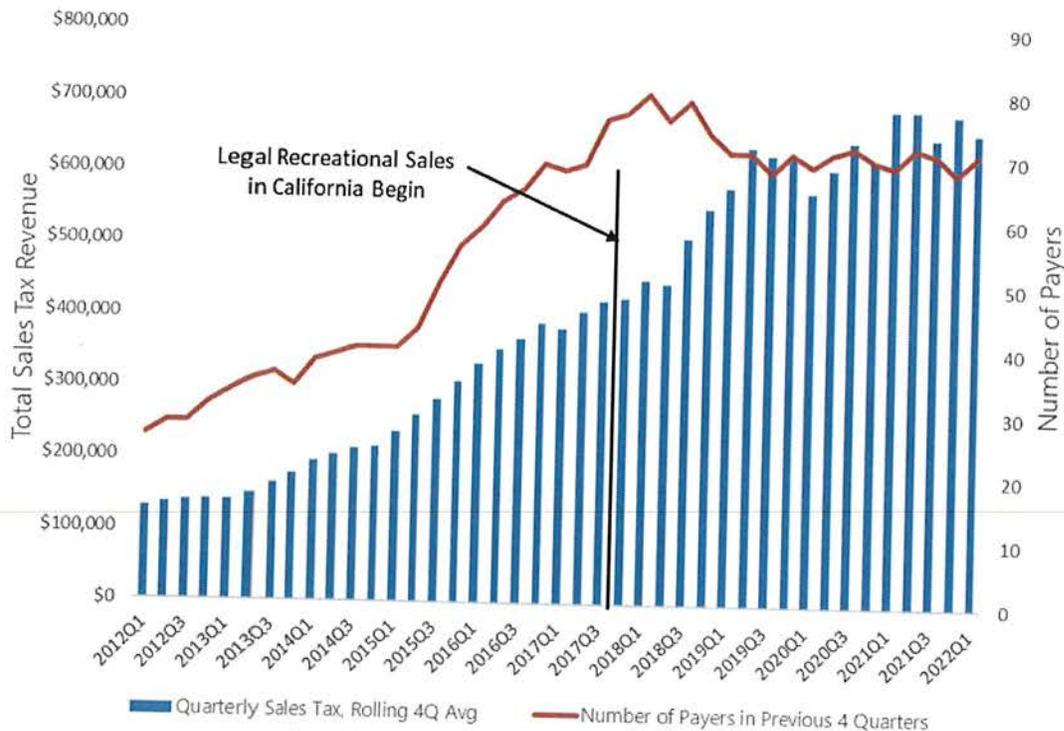
Downward Cannabis Market Trends

While the local market fundamentals are very strong in San Bruno in terms of income, population, existing dispensaries, etc., the cannabis market itself in the Bay Area and throughout California is, frankly, a calamity. Total retail cannabis sales in California dropped about 8% in 2022, the first decline since becoming legal in 2018. In San Francisco, legal cannabis sales went down about 12% from \$260 million in 2021 to \$229 million in 2022.⁴ San Francisco's cannabis retail tax collections are likewise dropping, even as more stores open for business (see chart on next page).

At our own stores, we have seen about a 60% drop in revenue from 2020 peaks. The total number of customer visits per day are down, and the amount each customer spends is way down. The primary driver of this decline is simple: California's illicit cannabis market is beating its regulated one. The illicit market is about twice as big, largely because its prices are about half as much.

³ Derived from various sources, primarily CA DCC <https://search.cannabis.ca.gov/results?licenseType=Commercial%20-%20Retailer> and <https://www.marijuanaventure.com/the-most-dispensaries-per-capita-in-the-u-s/>

⁴ <https://www.axios.com/local/san-francisco/2023/03/01/sluggish-cannabis-sales-california>



San Francisco's retail cannabis sales tax collections, 2021-2022⁵

Financial Model Summary

We prefer to build five-year models as they provide a clearer sense of maturity after build-out and opening than shorter models. Our five-year financial plan uses conservative projections based on these key assumptions:

- The number of daily transactions and average transaction value will roughly equal what we are seeing in our own and competing stores in San Francisco, where the average annual revenue is \$3.9M.⁶
- Our product mix and percent of sales by category (flower, vape, edibles, etc.) will reflect trends in the broader California market, with flower, for example, remaining the leader.
- Sales margins will be maintained between 50-60% of the wholesale price of goods across categories.
- State and local cannabis taxes are approximated to a certain degree as both are gross taxes paid by the consumer. Strictly speaking, they do not impact our financials, except insofar as customers spend less because of them. We try to account for this, knowing it is an uncertain variable.
- We pay all of our staff living wages and Invest in People with health insurance as well as training, education, and volunteer opportunities.
- We will not need to take on debt to launch the store (thankfully).
- While we certainly hope and anticipate the California cannabis market will improve over the coming five years, our models—and store's success—do not depend on it.

⁵ <https://sfcontroller.org/sites/default/files/Documents/Budget/2022%20Cannabis%20Review%20FINAL.pdf>

⁶ Ditto



Cannabis retail ultimately comes down to a handful of numbers: how many transactions you do per day times the average value of each transaction minus your cost of goods and overhead. The first two numbers, the revenue side, are relatively consistent in a given market, though customer service, staff training and satisfaction, strength of brand, product offerings, advertisement, etc. all influence them. The challenge in this business is maintaining excellence in all of those areas while controlling costs, a balance we have spent years mastering.

Yearly Models

Income Statement	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue	2,623,438	3,435,563	3,526,813	3,558,750	4,092,563
Cost of Goods Sold (COGS)					
Gross Profit					
Expenses					
Salaries and Benefits					
Sales & Marketing					
Investments in People & Community					
All Other Rent and Overhead					
Depreciation & Amortization					
Interest					
Total Expenses					
Earnings Before Tax					
Taxes					
Net Earnings					

Balance Sheet	
Assets	
Cash	
Accounts Receivable	
Inventory	
Property & Equipment	
Total Assets	
Liabilities	
Accounts Payable	
Debt	
Total Liabilities	
Shareholder's Equity	
Equity Capital	
Retained Earnings	
Shareholder's Equity	
Total Liabilities & Shareholder's Equity	



Cash Flow Statement		
Operating Cash Flow		
Net Earnings		
Plus: Depreciation & Amortization		
Less: Changes in Working Capital		
Cash from Operations		
Financing Cash Flow		
Issuance (repayment) of debt		
Issuance (repayment) of equity		
Cash from Financing		
Net Increase (decrease) in Cash		
Opening Cash Balance		
Closing Cash Balance		

Foot Traffic, Product and Taxes	Year 1	Year 2	Year 3	Year 4	Year 5
Daily Foot Traffic by Quarter (People / Day)	150	150	150	150	173
Average Transaction Size	\$62	\$64	\$65	\$65	\$65

Flower - 35% of Rev	
Extracts - 4% of Rev	
Cartridges/Vape - 21% of Rev	
Edibles/Beverages - 20% of Rev	
Tinctures - 7% of Rev	
Pre-Rolls - 7% of Rev	
Topicals - 4% of Rev	
Accessories/Devices - 2% of Rev	
Federal Taxes - 30%	
State Taxes - Mixed Rates	
City Tax Impact on Spending - 1%	
Total Taxes	



Investments in People	
	Base Salaries
	Multiplier
	Internal Education & Training
	Investment as a % of Employee Base Salaries

Operating Expenses	
	Professional Services - Accounting/Legal
	Sales & Marketing
	Rent & Utilities
	Security & Insurance
	Travel, Meals & Entertainment
	Shipping & Postage
	Office Expense - Other
	City & State Licenses
	Dues & Subscriptions
	Consulting Services - IT & Other
	Insurance
	Internal Education & Training
	Bank Fees

Ratios	Year 1	Year 2	Year 3	Year 4	Year 5
Cost of Goods Sold (COGS) - % of Revenue	48%	48%	48%	48%	48%
Salaries and Benefits - % of Revenue	14%	14%	14%	15%	15%
Sales & Marketing - % of Revenue	1%	1%	1%	1%	1%
Investments in People/Comm. - % of Revenue	1%	1%	1%	1%	1%
All Other Rent and Overhead - % of Revenue	10%	9%	10%	11%	8%
Depreciation & Amortization - % of Revenue	0%	0%	0%	0%	0%
Interest - % of Revenue	0%	0%	0%	0%	0%
Taxes - % of Revenue	21%	21%	21%	21%	20%
Gross Profit - % of Revenue	52%	52%	52%	52%	52%
EBT - % of Revenue	26%	28%	26%	26%	27%
Net Earnings - % of Revenue	6%	7%	5%	5%	7%



Selected Quarterly Models

Income Statement	
Revenue	
Cost of Goods Sold (COGS)	
Gross Profit	
Expenses	
Salaries and Benefits	
Sales & Marketing	
Investments in People & Communi	
All Other Rent and Overhead	
Depreciation & Amortization	
Interest	
Total Expenses	
Earnings Before Tax	
Taxes	
Net Earnings	

Balance Sheet	
Assets	
Cash	
Accounts Receivable	
Inventory	
Property & Equipment	
Total Assets	
Liabilities	
Accounts Payable	
Debt	
Total Liabilities	
Shareholder's Equity	
Equity Capital	
Retained Earnings	
Shareholder's Equity	
Total Liabilities & SHR's Equity	



Cash Flow Statement	
Operating Cash Flow	
Net Earnings	
Plus: Depreciation & Amortization	
Less: Changes in Working Capital	
Cash From Operations	
Investing Cash Flow	
Investments in Property & Equipment	
Cash from Investing	
Financing Cash Flow	
Issuance (repayment) of debt	
Issuance (repayment) of equity	
Cash from Financing	
Net Increase (decrease) in Cash	
Opening Cash Balance	
Closing Cash Balance	

Operating Expenses	
Professional Services - Accounting/Legal	
Sales & Marketing	
Rent & Utilities	
Security & Insurance	
Travel, Meals & Entertainment	
Shipping & Postage	
Office Expense - Other	
City & State Licenses	
Dues & Subscriptions	
Consulting Services - IT & Other	
Insurance	
Internal Education & Training	
Bank Fees	



1.8 HOURS of OPERATION, OPENING & CLOSING

Hours of Operation

As retail operators, SB Golden tries to keep our hours of operation flexible so adjustments can be made based on community feedback, customer volume, staff availability, events, etc. California Department of Cannabis Control regulation §15403 limits dispensary hours of operation to 6 AM to 10 PM seven days per week, but we will not operate nearly that early or until 10 PM.

We are happy to incorporate feedback from the city and/or community about our operating hours. Barring such input to the contrary, we anticipate our San Bruno store hours will mirror our San Francisco hours: Sunday 11 AM to 7 PM and Monday - Saturday 10 AM to 9 PM. This allows us to run only one full shift on Sunday and provide staff more weekend time off, and it affords relatively early closing throughout the week, to mitigate any community impact.

As required, our hours will be posted alongside our dispensing license in a conspicuous location where it will be accessible to customers.

Opening Procedures

- **Enter safely.** At the beginning of each shift, the security guard must inspect the exterior of the business for forcible entry and survey the premises before admitting anyone inside
- Check to make sure closing tasks were completed from night before
- Ensure registers are in tills
- Music on at a lower volume
- Wipe down shelves and flower display
- Wipe down and unlock fridge
- Check with Manager for promotions of the day
- Bring backstock from inventory room
- Check to see if we have delivery orders for the day
- Ensure all staff members are wearing badges
- Check and restock shopping bags
- Check and restock debit receipt paper
- Ensure security guard has walkie talkie, registers, inventory room and manager office
- Check break schedule for the day
- Make a list of products to restock
- Organize drawers



- Wipe down shelves
- Wipe down flower display
- Wipe down ATM and debit machines
- Check microwave and dump out food
- Make a list of products to restock
- Organize drawers
- Turn off lights

4. **Leave Safely.** At closing, the security guard must survey the outside premises for someone hiding in the facility, near the building entrance, or parking lot and shall be positioned outside the exit door with a clear and unobstructed view of the parking lot, until all employees have left the premises.



1.9 DAY-TO-DAY OPERATIONS

Fundamentally, our dispensary day-to-day operations start with the opening procedures we have outline in the previous subsection, end with the closing procedures, and in between are punctuated by typical retail activity: greeting customers, taking their orders, fulfilling those orders, restocking, collecting payment, managing cash and receipts, receiving inventory from suppliers, etc. The main difference between our dispensaries and any other retail store is the security. Unlike another store, we check everyone's identification before they can enter—everyone, even our owners. And, of course, everything is monitored on cameras; the products are in air-tight, child-resistant packages; there are guards on site; and most doors are only accessible to staff with security badges/codes.

Aside from those differences, though, our dispensaries look and feel like any other nice store in a commercial setting—because they are. We source products from suppliers and sell it to customers safely and with a smile.

1.9.1.a Customer Check-In

Public access into the dispensary will open into a small, contained lobby/reception area from which no further uncontrolled access is permitted, pursuant to Section 15-100(c)(1) of the San Bruno Municipal Code. There, security or our staff will check the customer's government identification to confirm they are 21 or over. (California and many localities permit qualified medical patients between the age of 18 and 21 to enter, but San Bruno does not.) Once the customer's ID is confirmed, the guard or staff will "buzz them in" to the retail floor, or unlock the interior lobby door.

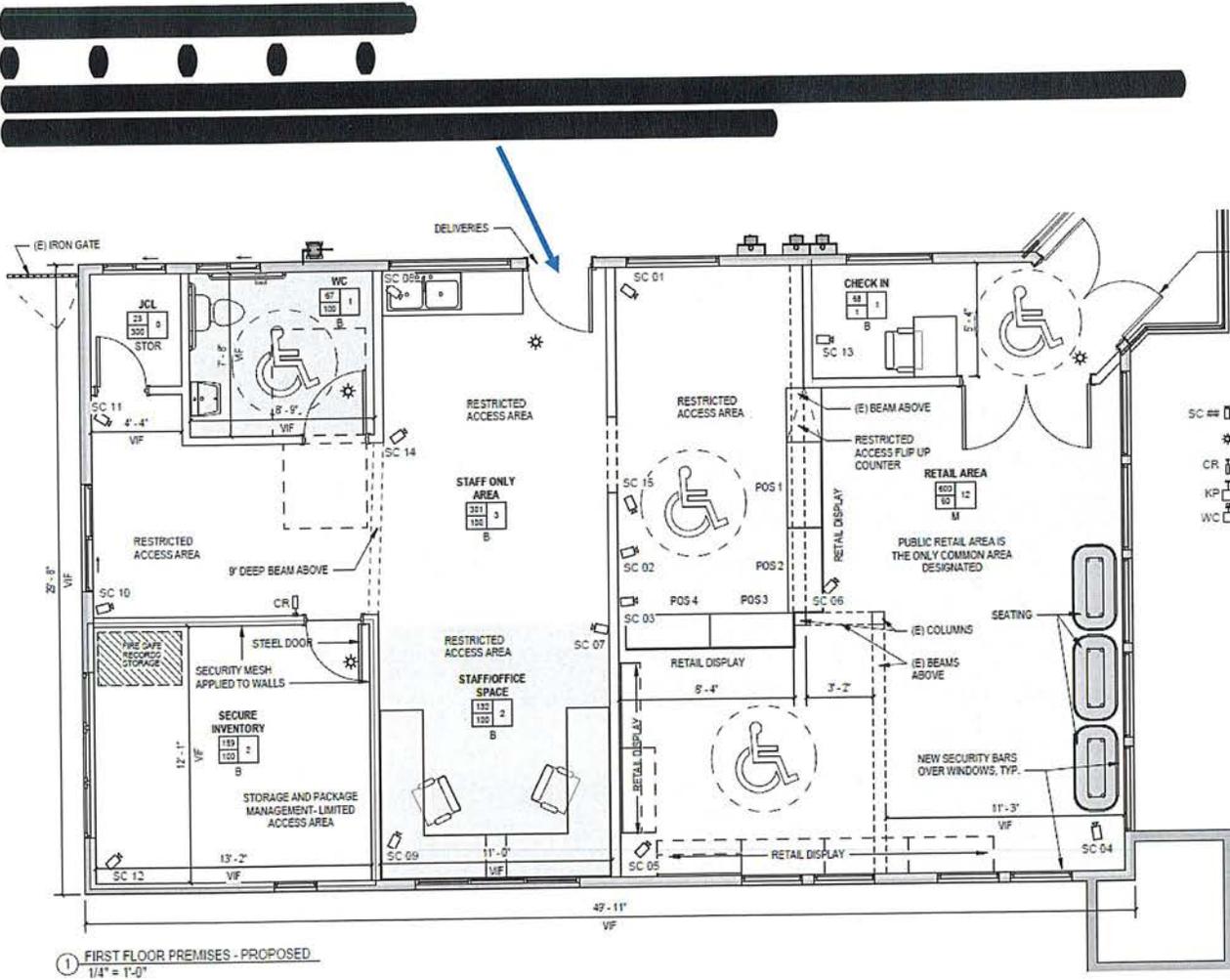
Customers may need to wait in waiting area/lobby if the budtender or manager determines that there are too many customers on the retail floor. There will be seating in the lobby area and various media to enjoy. The customer will not be able to see into the retail area from the lobby area as there will be a locked door and windowless walls on the retail side of the room.

Depending on customer volume, a budtender in the lobby area may check the customer in to our PoS system, or a budtender on the retail floor will after the customer enters there. At this stage, the budtender determines in the PoS system if the customer has been to our dispensary before, what they have previously purchased, etc. This is typically done using a tablet that they carry. If the person is not in our system, the budtender may ask the customer if they would like to be entered and provide contact information.

1.9.1.b Location & Procedures for Deliveries

Scheduling Deliveries

[REDACTED]



1.9.1.c Point-of-Sale System & Locations

For inventory management, SB Golden will, barring an unforeseen change between now and opening, use the point-of-sale system Treez. Treez is a fully integrated seed-to-sale point of sale (POS), inventory control, and customer management system. This software is specifically designed to serve regulated dispensaries in multiple states. Using this system allows a dispensary to track the chain of custody and real-time whereabouts of cannabis from the point that it is received until it is sold to a customer, destroyed, or returned to the original vendor. We will maintain copies of the policies and procedures relating to the Treez system and will provide copies to regulators upon request.

Treez builds specific audit and manager-only functions into its software that provide protection against potential theft and diversion that could otherwise be facilitated by tampering with the electronic inventory records kept by the POS system.

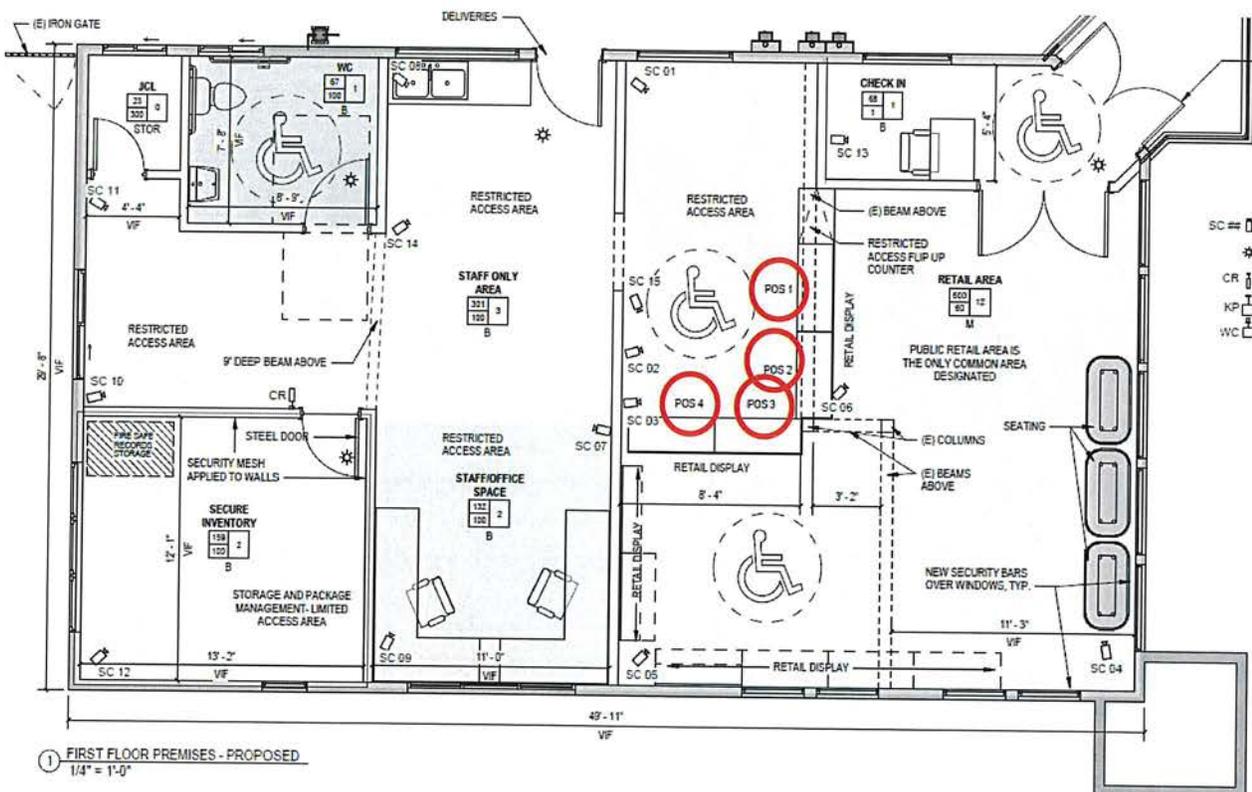
From an inventory control perspective, Treez supports:

- Tracking of every product in every inventory location e.g., vault, inventory room, display case, etc.



- Daily beginning and ending inventory
- Tracking receipt of all cannabis products from suppliers
- Processing tasks and data corresponding to each inventory item
- Labeling
- Sales
- Adjustments
- Conducting audits
- Disposal of unusable cannabis, including the reason for disposal, form of unusable cannabis, amounts/weights, confirmation that the cannabis was rendered unusable before disposal, date of disposal, method of disposal, etc.
- Maintaining records indefinitely or as required by applicable law

We will have four POS locations, circled in the floor plan below. As mentioned above, budtenders also carry electronic tablets on which they can initiate—but not accept payment for or complete—customer orders.

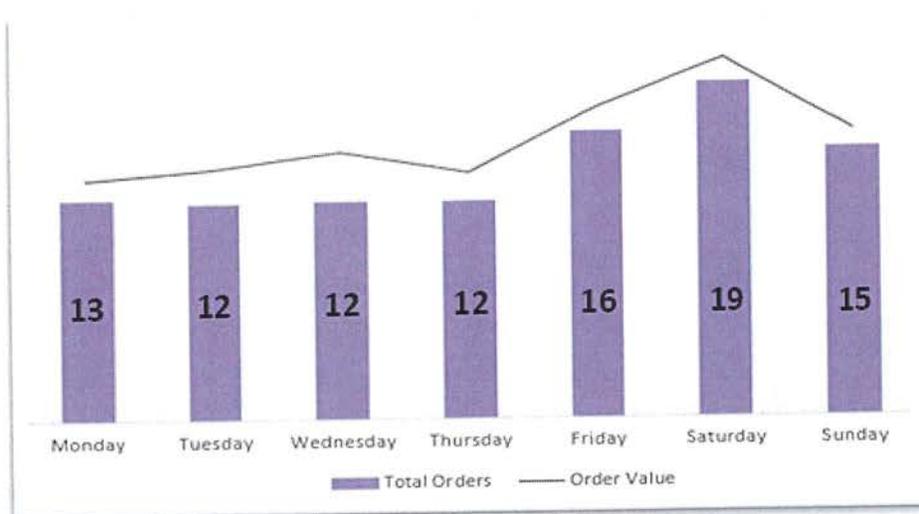


1.9.1.d Daily & Hourly Customers

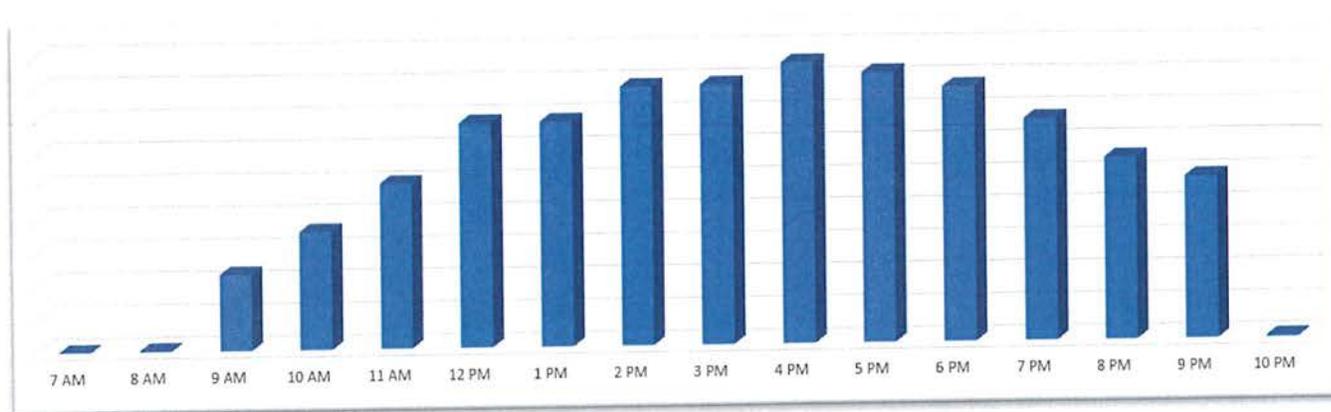
We anticipate, and our financial models assume, we will conduct about 150 transactions per day. This is based on our current experience at our dispensaries in San Francisco. Customer volume at all our current dispensaries is well distributed both by the time of day and the day of the week. Cannabis sales do have some



seasonality, with summer being peak, but in general customer volume is consistent. The graphs below show example sales volumes from one of our existing stores.



Sales are relatively consistent by day of the week, with an incremental but far from exponential increase on Fridays and Saturdays.



Likewise, sales are relatively consistent throughout the business day with a slow progression toward peak volume in the late afternoon.

- Our dispensary is typically open 11 hours per day, which means with 150 transactions per day, it will do about 14 transactions per hour. (Customers often arrive together but make separate purchases, so 14 transactions may only be 9 parties/cars.)
- On average, each customer visit is under 10 minutes, from the time they approach the front door to the time they leave the premises with their purchase. 1/6th of an hour.
- Thus, at any given time, we have about two parties in the store (or two cars needing parking):
 $14 \text{ transactions/hour} * (10 \text{ minutes}/60 \text{ minutes}) = 2.3 \text{ transactions in progress at any time.}$



1.9.1.e Product Lines & Percentages

We work hard to provide a broad range of brands, price points, and potencies in each product category. We aim to offer multiple SKUs in each category. Ultimately, customers tell us what they want in the store, both with their dollars but also quite literally by telling our staff what they are looking for or would like us to carry (or sometimes not carry).

Flower certainly remains the dominant product category for now, but vapes and edibles continue to grab market share. See below for our anticipated product mix, which is based on our sales experiences in neighboring San Francisco. We provide more detail in subsection 1.7.

Foot Traffic, Product and Taxes	Year 1	Year 2	Year 3	Year 4	Year 5
Daily Foot Traffic by Quarter (People / Day)	150	150	150	150	173
Average Transaction Size	\$62	\$64	\$65	\$65	\$65

Flower - 35% of Rev	
Extracts - 4% of Rev	
Cartridges/Vape - 21% of Rev	
Edibles/Beverages - 20% of Rev	
Tinctures - 7% of Rev	
Pre-Rolls - 7% of Rev	
Topicals - 4% of Rev	
Accessories/Devices - 2% of Rev	
Federal Taxes - 30%	
State Taxes - Mixed Rates	
City Tax Impact on Spending - 1%	
Total Taxes	

1.9.1.f Delivery Procedures

We do not conduct delivery at our other dispensaries and do not intend to do so here.

REVIEW CRITERIA
2. LABOR AND COMMUNITY
BENEFITS PLAN



SB Golden, LLC
197 El Camino Real
San Bruno



2.1 OFFERING LIVING WAGES

Is the CCOP holder committed to offering employees a living wage?

ASOLUTLEY, 100%.

Our store cannot succeed if our staff are not healthy, satisfied, and able to live near their work. We are, after all, in the retail business. Our staff is not remote—they are in the store interacting with customers every day. It is essential for them, for our customer experience, and for our business that staff be able to live and thrive in the area where they work.

“Living Wage” means the amount of money a person needs to earn to meet a minimum standard of living. In practice, that amount varies, based on factors like location, inflation, cost of living, etc. SB Golden wants to ensure we are paying a living wage in the given market where we will operate.

A group called The Yes on California Living Wage Act, or the Working Hero Action for the Living Wage Act PAC, has qualified an initiative for California’s November 2024 ballot that would increase the minimum wage statewide to \$18 per hour in 2026 and by CPI thereafter.¹

But San Mateo County has a higher cost of living than other parts of the state. Accordingly, we look to the local experts. The County Board of Supervisors convened a Living Wage Working Group to research living wage calculations and options, including 12 nonprofit county contractors, one for-profit contractor, and a representative of the San Mateo Labor Council. The resulting Living Wage Ordinance sets a minimum wage that county contractors working under county contracts are required to pay their employees. As of 2023, that amount is \$19.26.²

Whether we use the statewide proposal of \$18/hour by 2026 or the county contractor requirement of \$19.26/hour now, **SB Golden pays ALL OF ITS STAFF a living wage.** Our financial models (in subsections 1.2 and 1.7 herein) assume a minimum \$20/hour base pay with most fulltime employees earning salaries over \$50,000.

Of note, we are close to signing a **Labor Peace Agreement with a major union**, with whom we have active LPAs in place at our San Francisco stores.

¹ [https://ballotpedia.org/California \\$18 Minimum Wage Initiative \(2024\)](https://ballotpedia.org/California_$18_Minimum_Wage_Initiative_(2024))

² <https://www.smcgov.org/hr/san-mateo-countys-living-wage-ordinance-lwo>



2.2 EMPLOYEE BENEFITS

SB Golden prides ourselves on how we treat our staff. Their happiness and health is essential to our customers' experience and to our success as a business. Of note, we are close to signing a **Labor Peace Agreement with a major union**, with whom we have active LPAs in place at our San Francisco stores.

We provide the following benefits:

Compensation & Health:

1. We pay every one of our employees a living wage.
 - Our financial models (in subsections 1.2 and 1.7 herein) assume a minimum \$20/hour base pay with most fulltime employees earning salaries over \$50,000.
2. Salaried employees receive health, vision, and dental insurance.
3. So a working mother can care for a sick child and families can be together, we provide each fulltime employee:
 - Nine days of paid sick leave each year
 - Six paid holidays each year
4. We do not rely on "gig workers" or contractors bereft of workplace benefits. About 80% of our positions are fulltime with benefits.

Community Building:

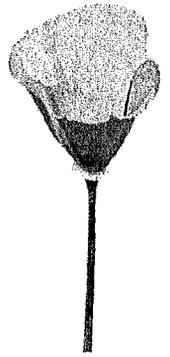
5. We provide each fulltime employee a paid day per calendar year to volunteer at the local nonprofit organization of their choice.
6. We match each of our fulltime employees' donation to a qualified local charity of their choice for up to \$1,000 per employee per year.
7. We provide extensive employee discounts, and invitations to events, concerts, festivals, and much more.

Training & Leadership Development:

8. We train all our employees to become cannabis experts who can advance into any other area of the cannabis—or retail—industries. Our new employee training program and ongoing education is very robust, starting with an intensive multi-day training that includes observation, immersion, and examination.
9. We **encourage our employees to develop their own cannabis brands** and will provide them shelf space and promotion.



- At one of our stores in San Francisco, a brand created by our long-time lead budtender is actually a top seller, selling out every time he makes it.
10. We reimburse employees for the cost of additional training that relates to their knowledge or skill for their position.
 11. If an employee or successful applicant has a past cannabis offense that could hold their career back, we provide legal aid and walk them through the expungement process.



2.3 CONTINUING EDUCATION & TRAINING

(We interpret the City's phrase "compensation to and opportunities for continuing education" to be in reference to compensation for education, not employee compensation broadly. If the city is in fact asking about employee compensation, we can provide a general response, recognizing that such information is typically regarded as confidential, for our sake and our staff's. All our salaried employees make over \$50,000. A general manager will typically have a salary of \$80,000 with additional performance incentives. Lead budtenders, inventory control specialists, and other senior staff earn somewhere between those two figures.)

As mentioned in Subsection 2.2 above, our new employee training program and ongoing education are very robust. Training begins with an intensive multi-day orientation that includes observation, immersion, and examination. Our training content includes video modules, written material, and one-on-one teaching not only with our senior staff but with third-party brand and cultivator representatives as well. This allows staff to learn about products directly from the people who make them. Our goal is train all our employees to become cannabis experts who can advance into any other area of the cannabis or retail industries.

To avoid inundating the reader with information, we are presenting only a sampling of our training content herein. The truth is, our staff probably do not need additional cannabis training beyond what we provide; they could probably teach others. But **we DO offer and reimburse employees for the cost of additional training** if they would like it.

And we take a more expansive view of training and development, helping staff to build their own companies and launch their own cannabis products if they want, as multiple employees at our San Francisco store have done quite successfully. We help them develop the products, connect them with resources they may need like a distributor or designer, and then promote their products and provide them shelf space in our stores.

We are not simply training people for the job they have now. We are training them to become leaders in this industry, or whichever one they choose next.

Staff Training & Education Overview

All our staff are trained, tested, and drilled in the fundamentals; no part of the operation is left to chance. This ensures smooth, compliant operations, excellent customer service, and stout security for the benefit of customers, staff, vendors, and the surrounding community.

Our new hire orientation and ongoing staff training include:

- State and local regulations, laws, and rules that must be followed
 - ID verification/sales to minors
 - Quantity limitation on sales per person
 - Compliance with all inventory tracking regulations
 - Product requirements, e.g. packaging and labeling
 - Safe storage of cannabis
 - Regulatory and legal updates
- Security protocols/maintaining a safe operation



- Security and surveillance systems, including locks, panic buttons, ID cards, etc.
- Role of our security team
- Diversion prevention
- Health and safety standards
- Emergency preparedness plan
- Cash handling protocols
- Fire prevention
- Power outages
- Impaired Purchasers

- Customer service
 - Friendliness first and foremost
 - Greet with a smile
 - Ask questions
 - Privacy
 - Discounts, pricing, sales techniques
 - Communication with customer
 - Dealing with complaints

- Advising purchasers on the safe and proper use of cannabis
 - Safety concerns of cannabis use
 - Do not give medical advice
 - Dosage—Start Small
 - Onset time and duration of effects of products
 - Driving under the influence
 - Varieties of cannabis strains
 - Types of cannabis products
 - Methods of ingesting cannabis
 - Effects and uses of specific products

- General product knowledge
 - Where and when grown
 - The cultivator, brand, etc.
 - New offerings

- Healthy workplace
 - Communication with fellow employees
 - Non-discrimination
 - Sexual harassment prevention training (typically provided by a third party)

- Good Neighbor Policy for our neighbors & community
- Point of Sales (POS) system operation
- Track and Trace/state inventory system (METRC)
- Standard operating procedures
- Preparing for a regulatory inspection or law enforcement interaction



Our training formats vary depending on topic and include step-by-step in-person guidance, desk work, and role-playing drills to illustrate common scenarios. For example, we will have a manager act as an impaired customer to give our staff a chance to learn how to best handle that situation. Staff are tested randomly on all of these topics on ongoing basis, and if there are any changes or updates to this content, we re-train according.

We maintain records of all training provided in our files, readily available for inspection by regulators.

Expectations of Management

We also let staff what they can expect of us and what we expect of the managers who represent us. We will:

- Communicate clear expectations
- Deliver regular and relevant job feedback to all staff
- Evaluate performance fairly
- Deliver incentives in a fair and consistent manner
- Provide work schedules with as much advance notice as possible
- Maintain a positive, supportive work environment
- Strictly follow behavior and harassment policies
- Take prompt action to address questions, concerns, or complaints regarding work conditions, discrimination, or any other matter

Onboard Training Schedule

Our new employee training program is an intensive, seven-day process which includes ongoing observation, immersion, and examination.

1. Day One: Observation of the general operations of dispensary, close interaction with the designated New Employee Trainer, and a step-by-step walk through of the store's opening, retail sales, and closing procedures, and specific regulatory training from our Director of Security, along with designated time to review the company's employee handbook.
2. Day Two: Training on the more nuanced details, including placement of cannabis displays, customer service, sales tactics, and purchaser retention.
3. Day Three: Detailed training on the point-of-sale system and the state's track and trace system.
4. Day Four: Introduction to the catalog of products and strains for sale at the dispensary, details on what differentiates products and strains, the specific uses of each product, hints and mnemonic devices to encourage familiarity and memorization of all SKUs, and introduction to proper inventory handling and tracking procedures.
5. Day Five: A written examination on the prior days' knowledge, including procedures of the dispensary, identification and description of products and strains and each product's



specific uses, identification of different packaging requirements, and understanding of cannabis dispensary regulations. Re-tests are allowed on either Day Six or Day Seven.

6. Day Six: Work one-on-one with customers under the supervision of the New Employee Trainer. Day Six requires either a video conference or in-person meeting with dispensary manager to recap the training week. Day Six also includes instruction regarding regulatory inspection preparedness and interaction with law enforcement.
7. Day Seven: Employee is allowed to work unsupervised if New Employee Trainer feels employee is prepared. The employee prepares a report summarizing the week of training and requesting any areas of continuing education. The employee is elevated from training status and given notice of their future sixty-day review date.

Training Content Examples

To briefly demonstrate the breadth of training material we provide our staff, below we present the table of contents from our employee handbook and two example paragraphs therefrom.

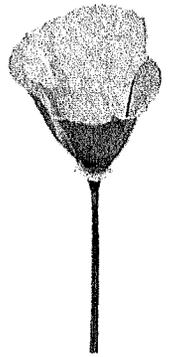
EXAMPLE PARAGRAPHS

Cannabis is a dioecious herbaceous annual that typically grows to a height of 8-12 feet, but can grow as high as 20 feet. When grown outdoors, the plant has flowers that bloom from late summer to mid-fall. Cannabis plants usually have one of two types of flowers, male or female, and some plants have both. Male flowers grow in elongated clusters along the leaves and turn yellow and die after blossoming. Female flowers grow in spike-like clusters and remain dark green for a month after blossoming.

Cannabinoids are a class of diverse chemical compounds that act on cannabinoid receptors in the brain. These receptor proteins include the endocannabinoids (produced naturally in the body by humans and animals), the phyto cannabinoids (found in cannabis and some other plants), and synthetic cannabinoids (manufactured chemically).

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2.4 LOCALLY MANAGED ENTERPRISE

SB Golden's owners are San Mateo and San Francisco locals with an unmatched record of local public service and job creation. We are committed to serving the San Bruno community, just as we have served the San Mateo County and San Francisco communities, in numerous different capacities, for a combined total of over five decades. We are confident no other cannabis ownership team could match our record of local public service or community connections.

Among our team we have:

- Two former Mayors of cities neighboring San Bruno—Mayor Joseph Goethals of San Mateo and Mayor Charles Stone of Belmont
- The former Chief of Staff to then-President of the San Francisco Board of Supervisors, and now Mayor, London Breed
- The president and co-founder of the San Francisco Cannabis Retailers Alliance trade group

Professionally, we currently:

- Own and operate a law firm, the Law Office of Joe Goethals, just south of San Bruno, in Burlingame
- Own and operate two social equity cannabis dispensaries in San Francisco, in addition to the two others we previously launched and ran there and six we consulted for

Owner Joe Goethals

- Lifelong resident of San Mateo
- Former Mayor of the City of San Mateo
- Former prosecutor with the San Mateo County and Alameda County District Attorney offices
- Member of the Peninsula Health Care District Board of Directors, partnering with community nonprofits
- San Mateo Public Works Commissioner
- Youth sports coach in San Mateo County for 25 years
 - AYSO coach 2012-present
 - San Mateo Babe Ruth Board of Directors, member 2000-2004, manager 2000-2003
- Graduate of Santa Clara University (B.S.) and Santa Clara University School of Law
- Former President of the Santa Clara University Alumni Association Board of Directors and former member of the Board of Regents
- Raising three daughters in San Mateo County with his wife

Owner Charles Stone

- Lifelong resident of San Mateo County and the product of its public schools
- Former Mayor of the City of Belmont
- Lived in San Bruno for most of his childhood
- Attended Portola Elementary School
- Was a parishioner at St. Roberts, where his father served as Director of Music
- Serves as Chamber San Mateo County Board member



- Serves as San Mateo County Democratic Central Committee alternate
- Volunteers for Belmont Redwood Shores Rotary
- Previously served as:
 - Chair of the San Mateo County Transit District Board of Directors
 - Member of the Peninsula Corridor Joint Powers Board of Directors (Caltrain)
 - Chair of the SMC Library JPA Governing Board
 - Member of the Belmont San Carlos Fire Board
 - Belmont representative on ReThink Waste (South Bayside Waste Management Authority)
 - CalMod Local Policy Maker Group
 - CCA working group, which led to creation of Peninsula Clean Energy
 - SchoolForce (Belmont-Redwood Shores School District Education Foundation) Board
 - San Mateo Consolidated Fire Board alternate
- Youth sports service includes:
 - M&M Youth Sports basketball coach
 - Belmont Redwood Shores Youth Softball League coach and umpire
 - Belmont Redwood Shores AYSO coach and referee
- Currently lives in Belmont where he is raising his two daughters

Owner Conor Johnston

- Born and lives in San Francisco
- Graduate of St. Ignatius College Preparatory
- Former Chief of Staff to then-President of the SF Board of Supervisors London Breed
 - Helped create San Francisco's clean energy program, CleanPowerSF, which is serving nearly 400,000 customers and creating cleaner air for the entire Bay Area
 - Passed the strongest local Styrofoam ban in the country and a medicine return law, keeping tons of pollutants out of the Bay
- Launched a charitable cannabis flower brand in San Francisco
- Former columnist for the San Francisco Examiner
- Advisory Board & Political Action Committee Member of Equality California, the largest state LGBTQ advocacy nonprofit in the country
- Founding Board Member of the California Nightlife Association, a statewide nonprofit advocating for small music venues and entertainment businesses
- Former board member of City Youth Now, a nonprofit supporting youth in foster care and the juvenile justice system
- Founder & Co-Chair of the nonprofit that preserved San Francisco's century-old Bay to Breakers race

Owner John Delaplaine

- Lives in San Francisco
- Has started and run five different small businesses in San Francisco
- President and co-founder of the SF Cannabis Retailers Alliance, a local trade organization with over a dozen active members
- Co-chair of the San Francisco Chamber of Commerce Cannabis Working Group
- Cofounder of the Fog City Medical Cannabis Collective, which provided medical cannabis to hundreds of terminally-ill patients



Local Hire, Service, & Equity Share

In addition to our owners' connections to the community, it is our policy to hire locally whenever possible. We advertise our job listings via every nonprofit and local government program we can, such as San Francisco's First Source Hiring Program. Ideally our budtenders, floor managers, and general manager will all be San Bruno residents.

We provide each fulltime employee a paid day per calendar year to volunteer at the local nonprofit organization of their choice. And we match each of our fulltime employees' donation to a qualified local charity of their choice for up to \$1,000 per employee per year.

And we hold one full percent of equity in our company to provide to staff who live in the community, creating additional local owners.

Sourcing in San Bruno

Whenever possible, we will source our business needs, whether cannabis or otherwise, from within San Bruno. We will seek to hire local contractors for our retail build out, hire local marketers, source packaging, supplies, and business services in the community, and work closely with the local cannabis distributor the city intends to license. We always aim to multiply our economic impact within the area we serve.

We are proud of the team we have assembled, eager to work with the city of San Bruno, and excited to serve the community for years to come.



2.5 EMPLOYEES, TITLES, & RESPONSIBILITIES

Based on the number of daily customers we project for this location, we anticipate launching with eight employees. This number is very much subject to change based on need after the store opens. But with the current plan, the titles and employees per title will be as follows:

Title	Number
General Manager	1
Inventory Control Specialist & Purchaser	1
Lead Budtender/Floor Manager	1
Fulltime Budtender (Retail Associate)	4
Parttime Budtender (Retail Associate)	1
Total Staff:	8

The various jobs' responsibilities are as follows:

General Manager (GM)

The General Manager is responsible for managing all day-to-day operations of the dispensary in accordance with state and local regulations and the standards set by the company. The GM is responsible for ensuring a consistently excellent customer experience, the profitability of the dispensary, and the success of its staff. The GM seeks to maximize revenues while minimizing costs, and ensures that promotions are accurate and products meet or exceed company standards. The GM oversees staff training, manages all positions in the dispensary, and provides support to all positions, including such varied tasks as scheduling, training, policy and procedure updates, industry news, and product pricing. The GM is responsible for ordering and receiving of all inventory and products, arranging deliveries, maintaining compliance, upholding the store's Good Neighbor Policy, and keeping the entire premises clean, safe, and professional. General Manager qualifications include possessing two years' experience managing a retail store and four years' experience in cannabis retail.

Inventory Control Specialist & Purchaser

Because cannabis is such a highly regulated industry, inventory control plays a significant role to ensure our retail operations are always in compliance. Our Inventory Control Specialist maintains a strong grip on inventory through daily, monthly, and yearly audits and reconciliations. Product in store needs to be reconciled daily to ensure that there are no discrepancies or potential diversion, and that all sales, receipts, returns and disposals are properly documented and reported to the appropriate state agency. The Specialist assures that all products are unexpired and meet the store's objectives for quality, safety, regulatory, and customer expectations. This person also assists the GM with implementing and updating training programs and SOPs. Inventory Control Specialist qualifications include knowledge of cannabis genetics and various products found in regulated cannabis markets, as well as one year experience in logistics, shipping, or cannabis inventory management.

We combine the inventory control role with purchasing so that one individual is overseeing product from the time we order it from a supplier to the time it leaves in a customer's bag. In collaboration with the GM, the Purchaser responsible for procurement, purchasing, sourcing, and/or supply chain management. They drive both operational and cost efficiencies and seek to keep Cost of Goods Sold below 50% of revenue across product categories. They will evaluate product and optimize strategies, supplier relations, and promotions. This position is dynamic as products and companies in the industry are constantly changing. Purchase



Manager qualifications include showing knowledge of cannabis genetics and various products found in regulated cannabis markets, as well as one year experience working in a retail cannabis dispensary.

Budtenders

Budtenders are in many ways the most important position in the dispensary. They are the eyes, ears, and heart of the store. They greet and communicate with customers and work to guide them into making the appropriate purchase depending on their needs. Budtenders advise customers on suitable cannabis products based on their needs, preferences, budgets, and reactions to different strains of cannabis and types of cannabis products. Budtender duties include processing customer payments using the dispensary's Point of Sale (POS) system, ensuring that the sales floor is adequately stocked and that the dispensary is clean and well-organized at all times.

Since San Bruno Municipal Code requires a waiting area before customers may enter the retail floor, we will often have one budtender posted in the waiting room/vestibule. (When needed, security can handle this task allowing the budtender to return to the retail floor.) This person, along with security, will be the first one that customers interact with when they come to the store. They are responsible for managing the flow of people coming into the dispensary and checking them in. All customers that enter the store must be 21 or older and must provide a verified government ID to be granted access. The waiting area budtender will communicate via radio to update security, managers, and budtenders about customer flow in real time.

The Lead Budtender is typically the most experienced budtender. They are like a Sergeant in the army: they work with management to oversee frontline staff. The Lead Budtender will assist the GM with scheduling, provide insight to the purchaser about what is or is not selling well and what customers are requesting, help train budtenders and improve their customer service and sales techniques, resolve issues on the floor, such as a complicated transaction or return, and oversee the budtenders on the floor.

Budtender qualifications include a great attitude and friendliness, showing knowledge of cannabis genetics and various products found in regulated cannabis markets, and preferably customer service experience.

Security

Licensed, professional security guards are hired from third-party providers who specialize in such work and are not employees of the dispensary. Their role is critically important though. Guards provide a visual deterrent to prevent crime—not just at the store but throughout the immediate vicinity. They protect customers and staff, check identification, maintain the safety of the premises, enforce company policies, prevent double parking and consumption of cannabis on or near the premises, and alert first responders of an emergency.



2.6 COMMUNITY BENEFITS

Our owners are local public servants, professionally and personally. We view business as a means to (hopefully) do well doing good.

As mentioned in other subsections herein, SB Golden:

- Provides each fulltime employee a paid day per calendar year to volunteer at the local nonprofit organization of their choice.
- Matches each of our fulltime employees' donation to a qualified local charity of their choice for up to \$1,000 per employee per year.
- Holds one full percent of equity in our company to provide to staff who live in the community

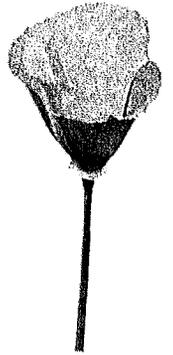
In addition, as we have at our other cannabis dispensaries, **for the life of our store we will donate 4% of profits to San Bruno** youth sports programs, the San Bruno Education Foundation, the San Bruno Community Foundation, and/or, other groups that serve the people of San Bruno, as requested by the community and city. We are happy to make this commitment part of our conditional approval by the city.

REVIEW CRITERIA

3. NEIGHBORHOOD COMPATIBILITY PLAN



SB Golden, LLC
197 El Camino Real
San Bruno



3.1 RESPONDING TO COMPLAINTS

To explain how we will address complaints, we must first explain how we approach community relations and how our neighbors' concerns and wellbeing influence our operations.

We Set the Bar for Community Relations

Our ownership team has earned community support for our dispensaries in some of the most complicated and engaged political environments in the country. When our second San Francisco store went before the Planning Commission for approval, we received over 900 letters of support from neighbors, merchants, and community groups. Only one neighbor emailed to express opposition to the project. We met with the neighbor, addressed his concerns, and he withdrew his opposition.

We had dedicated the preceding six months to community engagement, walking the commercial corridors to introduce ourselves to every merchant and answer their questions, presenting at the meetings of every neighborhood and merchant association in the area, hosting multiple community meetings at our location, meeting with the area's police Captain and elected city representative, connecting with local nonprofits and schools to offer our support and answer any questions, and updating community members frequently via email. By the time we arrived at the Planning Commission, we were joined by dozens of community members who took the time to come offer their support.

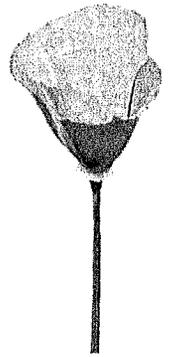
One Commissioner said our outreach and application, "set the bar for how dispensaries should do this." Another said, "other dispensary applicants may want to hire this team as consultants" for their own community engagement.

With another of our San Francisco dispensaries, in a very racially and economically diverse neighborhood, our team provided ownership in the dispensary to leaders in the community. This was before the law required it, before the city had even considered a social equity program. We then worked closely with those leaders to design multilingual, culturally-competent outreach and local hire programs that to ensure the dispensary would truly serve everyone in the community. Our efforts helped lead to the creation of a citywide social equity advocacy group and influenced the subsequent drafting of the city's successful social equity legislation—a process with which we were also directly involved.

Our favorite outreach success story, though, happened with a couple months before one of our stores went up for a vote. At one of our first community meetings on site, a woman arrived appearing visibly angry. She was a neighboring merchant, she said, who had been on the corridor for years and was adamantly opposed to a cannabis dispensary. She worried our store would bring crime and problems to her block and hurt her business. Our partner gave her his cell phone number on the spot, in front of everyone. He told her, "I will personally make sure that our dispensary makes this block safer, and if there is ever any problem, you can call me anytime." She was a bit relieved but still against our proposal. So the next day our partner went to her store to meet with her personally. We still do not know what he said, but by the end of their meeting, she not only offered her support for our dispensary, she asked him out on a date!

In This Business to Benefit the Community

Our team is made up of public servants, nonprofit board members, issue advocates, and a doctor. We have decades of professional experience in constituent services, advocacy, and community engagement. We came from the community and we want to benefit the community. Each of us entered the cannabis industry because we sincerely believe it is an opportunity to make a difference: to create opportunity for those who have been



left out for too long; to serve people looking for safe, accessible products; to bolster neighborhood retail that is suffering; and to help define the nascent legal cannabis industry as a responsible community member.

When the partners for one of our San Francisco dispensaries (a slightly different team than this one) first sat down to discuss that project, we all agreed that we did not want to do it unless it benefitted the community. This team feels exactly the same way.

Our plan for community engagement is memorialized in Our Good Neighbor Policy.

Good Neighbor Policy

With our store on Haight St. in San Francisco, we were perhaps the first dispensary in the state to commit to a detailed Good Neighbor Policy (GNP) with the community before we were even licensed. Our GNP is a clear list of promises, a pledge, that we develop in consultation with the community over several months.

In that instance, we presented a draft of the GNP early in our outreach process and then revised and added to it as neighbors, merchants, neighborhood groups, and other stakeholders weighed in. The final GNP frames the standards by which our dispensary will act for as long as we are privileged serve the community. It is the baseline; we intend to do even more, even better. And we agreed to make the GNP a condition of our license, because we intend to follow every word of it.

Building on that experience, we are herein proposing our draft Good Neighbor Policy for our San Bruno dispensary. We will finalize this in close consultation with the community and city officials, and we will gladly make either the draft or the final version a condition of our license. We have never and will never reduce any of these commitments; we will only expand and refine them as both the project and our conversations with neighbors progress. We print the GNP and make it available to our neighbors, both to solicit their feedback and so they know the commitments we are making to them. We want to be a close, contributing part of the community, and we are proud to put our commitments in writing.

Our draft Good Neighbor Policy:

Contact & Communication

1. We will always have a fulltime community relations and emergency contact who resides in the community and whose email and phone number will be available to all businesses and residences within the area of our dispensary and city officials, should they ever have any concerns related to our operations. This person is typically our General Manager.
2. Our owners and managers will always make ourselves available to any city/police staff, neighbors, or community groups who wish to discuss any issues related to our dispensary's operations.

Public Safety

3. Our dispensary will make the neighborhood safer.



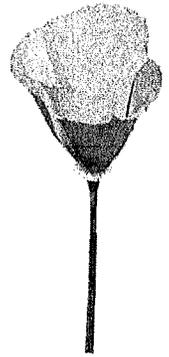
- Our uniformed and licensed professional security personnel will be on site and will be instructed to monitor our entire property AND the surrounding area and serve as a noticeable deterrent to any crime.¹
 - Our security cameras will be both inside and outside our dispensary and the footage will be available to police to assist in investigations, if for example a car is broken into across the street from our store. Police will even be able to view the footage remotely in real time.
 - If needed to improve nighttime safety, we will provide exterior lighting for the street and sidewalk areas and adjacent street parking spaces, without disrupting residential neighbors.
 - Our dispensary's operation will discourage the sales of unregulated, untested street cannabis.
4. Youth will have absolutely no access to the products we sell.
- We will check the identification of everyone who seeks to enter our store and never admit someone under 21.
 - We will post clear notices that no one underage is permitted to enter.
 - Access to our retail area will be strictly controlled. Even from the waiting area in our dispensary, people will not be able to see into the retail area. Customers will only be "buzzed in" through the locked door by our staff after their ID is confirmed.
 - If we ever witness or have reason to believe a customer has provided cannabis to youth, we will report the matter to police and permanently ban the customer.

Product & Operational Safety

5. All cash and inventory will be securely stored in safes inside our vault and we only keep a minimal amount of inventory on the retail floor. Most items are simply empty packaging for display.
6. Every cannabis product we sell will be independently tested for safety, taxed, and tracked from the moment it is made or grown until it is in our customer's possession.
7. Every cannabis product we sell will be in sealed, odor-proof, child-resistant packaging.
8. Every cannabis product we sell will be labeled with accurate information about its contents, test results, use-by date, warnings about the presence of cannabis, and any other state-required information.
9. The "back of house" area of our facility will be a locked restricted access area, with access strictly controlled, limited to staff and necessary service providers who are 21 years or older. Non-staff visitors' names will be logged and they will be escorted by staff or security at all times.
10. We will clearly post all notices required by local and state law and regulations.

A Good Neighbor

¹ Research consistently shows that cannabis dispensaries reduce neighborhood crime, e.g.:
https://drive.google.com/file/d/1osj59y1stEz_vwsxV_O8_3s6rRC9wMLS/view



11. We will not allow cannabis consumption on our premises or anywhere nearby.
 - We will have clear notices indicating this policy.
12. We will prohibit loitering on our property and within at least 50' of the premises.
13. We will keep our store, property, and neighborhood clean.
 - Our employees will perform a daily cleanup of the sidewalk, vicinity, and parking lots to ensure a litter-free zone.
14. We will direct our customers to respect the neighborhood and not litter or block driveways.
15. We will prohibit double parking outside the store and ensure customers, contractors, and staff do not obstruct transportation.
16. We will listen to neighborhood feedback regarding our operating hours and will never operate outside of 6am- 10pm or the hours specified in our license.
17. No cannabis or cannabis graphics will be visible from the exterior of the property.
18. Our exterior signage will be tasteful and subtle.
19. We will carefully follow all local and state laws regarding advertising and not display anything that is appealing to minors or within 1000' feet of a school or youth facility, or make any misleading or medical claims.
20. We have a thorough air treatment system and Odor Management Plan and will not emit any detectable odors outside of our facility.
21. We will hold our suppliers and contractors to the same high standards of cleanliness and neighborliness that we follow ourselves.

Community Connection

22. We will create an inviting, safe dispensary that will be part of the community.
23. In keeping with our Community Benefits Plan, we will always seek to hire from, and do business within, the San Bruno community.
 - We will provide dedicated shelf space for locally-produced cannabis goods.
24. Our dispensary will always live up to—if not exceed—our Community Benefits Plan (4% of profits back to San Bruno causes).



The Short Answer

The short answer to your question is: we proactively address complaints related to noise, light, odor, litter, traffic, and parking by:

1. Undertaking consistent, almost ubiquitous, meetings with community members throughout our approval, construction, launch, and operation.
2. Preempting complaints and concerns by baking Good Neighbor practices into all our operations and the design of our store.
3. Sharing our draft Good Neighbor Policy with all stakeholders and revising it based on their feedback.
4. Strictly enforcing our GNP with customers, vendors, contractors, and staff.
5. And having a fulltime community relations and emergency contact who lives in the community and whose email and phone number is available to everyone within the area of our dispensary and city officials, should they ever have any concerns related to our operations, and who is empowered to resolve issues and makes changes to our policies to prevent them from reoccurring.



3.2 AVOID A NUISANCE

The answer to this question is wrapped into our answer in the previous subsection, 3.1, regarding addressing complaints. We encourage to read that. Rather than repeat that answer in its entirety, we are including the most relevant portion: our Good Neighbor Policy (GNP).

The GNP is where our plan for community engagement and our strategies to avoid impacts on our neighbors and the community are memorialized.

Good Neighbor Policy

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2. Our owners and managers will always make ourselves available to any city/police staff, neighbors, or community groups who wish to discuss any issues related to our dispensary's operations.

Public Safety

3. Our dispensary will make the neighborhood safer.



- Our uniformed and licensed professional security personnel will be on site and will be instructed to monitor our entire property AND the surrounding area and serve as a noticeable deterrent to any crime.¹
 - Our security cameras will be both inside and outside our dispensary and the footage will be available to police to assist in investigations, if for example a car is broken into across the street from our store. Police will even be able to view the footage remotely in real time.
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Product & Operational Safety

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10. We will clearly post all notices required by local and state law and regulations.

¹ Research consistently shows that cannabis dispensaries reduce neighborhood crime, e.g.:
https://drive.google.com/file/d/1osj59y1stEz_vwsxV_O8_3s6rRC9wMLS/view



A Good Neighbor

11. We will not allow cannabis consumption on our premises or anywhere nearby.
 - We will have clear notices indicating this policy.
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13. We will keep our store, property, and neighborhood clean.
 - Our employees will perform a daily cleanup of the sidewalk, vicinity, and parking lots to ensure a litter-free zone.
14. We will direct our customers to respect the neighborhood and not litter or block driveways.
15. We will prohibit double parking outside the store and ensure customers, contractors, and staff do not obstruct transportation.
16. We will listen to neighborhood feedback regarding our operating hours and will never operate outside of 6am- 10pm or the hours specified in our license.
17. No cannabis or cannabis graphics will be visible from the exterior of the property.
18. Our exterior signage will be tasteful and subtle.
19. We will carefully follow all local and state laws regarding advertising and not display anything that is appealing to minors or within 1000' feet of a school or youth facility, or make any misleading or medical claims.
20. We have a thorough air treatment system and Odor Management Plan and will not emit any detectable odors outside of our facility.
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24. Our dispensary will always live up to—if not exceed—our Community Benefits Plan (4% of profits back to San Bruno causes).



Avoiding Community Impacts

We get to work avoid impacts on our neighbors and the surrounding community long before our stores ever open for business. Then we:

1. Undertake consistent, almost ubiquitous, meetings with community members throughout our approval, construction, launch, and operation.
2. Prevent complaints and concerns by baking Good Neighbor practices into all our operations and the design of our store.
3. Share our draft Good Neighbor Policy with all stakeholders and revising it based on their feedback.
4. Strictly enforce our GNP with customers, vendors, contractors, and staff.
5. Have a fulltime community relations and emergency contact who lives in the community and whose email and phone number is available to everyone within the area of our dispensary and city officials, should they ever have any concerns related to our operations, and who is empowered to resolve issues and makes changes to our policies to prevent them from reoccurring.



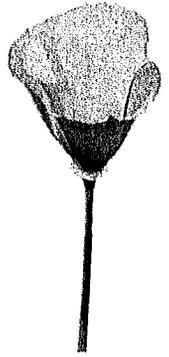
3.3 ODOR MITIGATION PRACTICES

The most important, most effective odor mitigation practice is to prevent the emission of cannabis odors in the first place.

This is actually quite easy for a dispensary. Odor mitigation is a major undertaking for cultivators, especially outdoor cultivators, and for manufacturers and potentially distributors, but it is almost a non-issue for retailers. Why? Because we almost never have cannabis exposed to the ambient air.

- All cannabis product arrives at, stays in, and leaves our premises completely sealed in air-tight, tamper-evident packaging. This is a requirement of California Department of Cannabis Control (DCC) regulations.
- We have zero on-site consumption.
- We do not keep cannabis flowers in open containers, like medical dispensaries often did with glass bakery jars. DCC regulations prohibit this.
- We do not open packages to show the cannabis to customers; under DCC regulations, doing so would require us to then destroy the product.
- Customers are instructed to not open their purchases in or immediately near the store or consume cannabis close to the exterior of the premises, and all employees, especially security guards, are trained to enforce this policy.
- Staff is not allowed to use cannabis in the break room or anywhere on or near the premises.
- Neither customers nor staff are allowed to consume cannabis in their car in our parking lot. And doing so in a public parking spot is actually illegal. Again, all employees, especially security guards, are trained to enforce this policy.

There are a small number of fairly rare circumstances where cannabis may be exposed to the air. We will detail those and our practices to address them in the next subsection.



3.4 POTENTIAL ODOR SOURCES & MITIGATION

Again, the most important, most effective odor mitigation practice is to prevent the emission of cannabis odors in the first place. Our stores do this very well, but there are a small number of fairly rare circumstances where cannabis may be exposed to the air. This is what they are and how we address them.

- 1) If a customer is making a return and does not bring the cannabis back in its original sealed packaging.
 - The customer need the original packaging in order to make the return so security or the lead budtender on duty would instruct them to return with the product sealed in that packaging.
 - If that is not feasible, we would provide an air-tight bag.
- 2) If a brand representative or vendor is showing a product sample to our manager for consideration.
 - This does occur and is helpful for our managers to evaluate product. It transpires in the controlled environment of our restricted access office area, and it is quick and low impact.
 - The air will be processed and scrubbed by our odor management system.
- 3) If a package is damaged or punctured.
 - We immediately put it in a sealed container awaiting destruction per our destruction plan.
- 4) If cannabis needs to be destroyed pursuant to our product destruction plan.
 - As detailed in our destruction plan in subsection 3.7, during destruction cannabis is moved from a sealed container to the medium, such as coffee grounds, that will render it unusable and odor-free.
- 5) If someone violates our policies about not opening packages or consuming cannabis anywhere on or near the premises.
 - Of course it is possible someone could violate the odor control/safety policies detailed in the previous subsection.
 - If a customer does so, for example by smoking cannabis near the premises, security will address the issue immediately.
 - If a staff member does so, the General Manager will deal with it immediately.
 - If the situation is egregious, we may ban the customer from the store or terminate the employee.



3.5 ODOR CONTROL EQUIPMENT

Again, the most important, most effective odor mitigation practice is to prevent the emission of cannabis odors in the first place. **Though our operations hardly ever emit odor, we install and maintain a robust odor management air system just to be sure.**

To further ensure our neighbors and passers-by are not impacted by the odor of cannabis, and for the health and benefit of all employees and customers, as a redundancy measure, we implement the following Odor Management Plan (“OMP”) at all our stores.

The goals of our OMP are to:

- 1) eliminate any odor of cannabis outside the premises
- 2) prevent the emission of any odor of cannabis from the premises;
- 3) maintain clean air within the premises; and
- 4) provide excellent indoor air quality for the health and wellness of all employees and customers.

Our OMP was informed by OSHA Publication 3430, *Indoor Air Quality in Commercial and Institutional Buildings*.¹ The plan relies on engineering controls as the primary control method for air quality and odor control.

- We completely renovate our building using best green building practices to minimize the creation of new sources of indoor air pollutants.
- We then install MERV8 Carbon filters on the HVAC air handling systems and top-of-line sealings and insulation in all interior and exterior doors and windows to prevent air leakage as part of our initial tenant improvements.
- We instruct staff to always keep internal and external doors closed and to rely on the HVAC system not an open window, not only for security but for effective odor management as well.

Efficient ventilation, proper filtration, and preventative design form the cornerstones of our OMP. This plan is currently in use in all of our facilities. We are happy to report that neither local authorities nor neighbors have ever complained about cannabis odors at any of our stores, or even at the cultivation center our partner Lee Ann Bengé previously oversaw, all of which are located in dense, urban areas. Two of our stores have residential tenants living directly above them in the same building!

We are committed to providing state-of-the-art air quality and odor control systems. As new technologies and solutions are constantly evolving, we will periodically audit our OMP and make any necessary adjustments, including adding additional systems or upgrading current systems, to ensure we are operating with zero odor emissions and providing the highest indoor air quality possible for our employees and customers.

¹ <https://www.osha.gov/Publications/3430indoor-air-quality-sm.pdf>



3.6 SYSTEM MAINTENANCE

(We interpret this subsection to be about maintenance of the odor control system.)

Our maintenance team services all of the systems on the premises, security, HVAC, etc., regularly and periodically tests the air for particulates and makes any required adjustments. Air filters are replaced at every scheduled maintenance or per manufacturer's specifications, whichever is sooner. All equipment we install is in brand-new condition, covered by manufacturer warranties, and will be installed prior to the opening of the dispensary.

Passive odor control devices like door and window seals are regularly checked for efficacy and replaced as needed. Our maintenance team can even perform a vacuum test of the whole premises to identify and fix leaks in the systems.

We are committed to providing state-of-the-art air quality and odor control systems. As new technologies and solutions are constantly evolving, we periodically audit our Odor Management Plan and make any necessary adjustments, including adding additional systems or upgrading current systems, to ensure we are operating with zero odor emissions and providing the highest indoor air quality possible for our employees and customers.



3.7 WASTE MANAGEMENT

Our Company has an impeccable track record of safely operating state-legal, track-and-trace compliant cannabis businesses over the past seven years. Appropriate waste management is an important part of our operational safety. In accordance with Department of Cannabis Control (DCC) regulations, to prevent diversion, and to ensure the safest possible environment for our staff, customers, and community, we have developed and implemented detailed SOPs for managing the different types of cannabis waste our stores may encounter.

Recalls of Cannabis Products

Any cannabis products that have been flagged for recall, quarantine, or destruction must immediately be taken out of circulation and handled in accordance with DCC regulations and our SOPs to ensure both public safety and compliant operations.

In the event of any mandatory or voluntary recall by the DCC, a cultivator, manufacturer, distributor, our store itself, or any other entity, the following actions will be taken to remove any defective or potentially defective cannabis products from the market:

- 1) The recalled products will be searched for in the POS system and a report will be generated showing storage location, e.g. inventory vault, and the total number of all recalled products.
- 2) Recalled products will be gathered from all storage areas by our Inventory Control Specialist and reconciled against the report.
 - If the report does not match the number of products exactly, a further search and inventory audit will be required until all recalled products are accounted for.
 - The Inventory Control Specialist will reconcile the recalled product report with the physical inventory count by performing the following:
 - Physically recount the inventory collected to ensure the count is correct.
 - Review the Z-Out report for each cash register – any overage/underage that approximates the value of the inventory discrepancy may explain the difference.
 - In the event of overage/underage, the staff member responsible for that drawer must be interviewed. Errors will result in additional training or appropriate disciplinary action.
 - If all of the cash drawers balance, the Inventory Control Specialist will check the daily stock sheet, a physical sheet used to track inventory items moved from the vault, and make sure that it matches the amount reflected in the POS as having been moved.
 - Take a look in the carts or crates used to transport cannabis products from the vault to the inventory shelves to confirm that nothing was left there.
 - The next step, if needed, would be to conduct a physical count of the recalled item in question in the vault and compare the counted amount to the Inventory Vault Report, which is run once a week, but can be run at any point when there is a discrepancy in the Inventory Shelf Report. A discrepancy here could explain the difference.

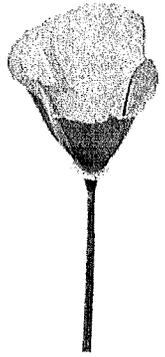


- 3) If the correct number of recalled products still cannot be accounted for the Inventory Manager will file the appropriate forms with the DCC and local regulators.
- 4) Once all recalled products are accounted for, they will be labeled with the date quarantined and stored in our vault in a separate locked cage specifically designated for quarantined product which shall be labeled: "FOR DESTRUCTION ONLY — NOT FOR SALE".
- 5) The General Manager will post a Recall Notice in the retail area of the dispensary. The Recall Notice at a minimum will have:
 - A picture of the recalled product
 - The brand name and product type of the recalled product, e.g. Brand XYZ Vape Cartridge
 - Any other relevant information that will help customers, vendors, staff, and regulators easily identify the recalled product.
 - Any available information on the reason for the product recall.
 - The policy for returning the recalled product.
- 6) The General Manager will send a Recall Notice via email and/or text message to all customers who have provided their contact information to us.
- 7) The General Manager will send a Recall Notice via email to the cultivator and/or manufacturer that manufactured the recalled cannabis and the distributor that distributed it to inform them of the recall.
- 8) Within 24 hours of first discovering the recall, the General Manager will also send a Recall Notice to the DCC informing them that the dispensary has recalled a cannabis product and taken the appropriate steps to protect public safety along with the notification of both the manufacturer and any potential purchasers.
- 9) Within seven days, recalled products will be disposed of in accordance with regulations using methods outlined below.

Customer Returns

If a customer wishes to return an item, the store may or may not issue a refund at the discretion of the manager. Any refunded product will either be rendered unusable according the methods outlined herein or returned to the appropriate vendor for a credit; it cannot and will not be resold, per DCC regulations. Damaged, deteriorated, contaminated product, or product that cannot be returned for credit shall be considered waste.

All returns will be weighed (as needed), recorded, and entered into the inventory system prior to destruction or return to vendor.



Quarantine of Cannabis Products

Quarantined products will be stored in a separate locked cage in our vault.

- 1) Containers and packaging storing cannabis, whether flower or infused cannabis products, that have been recalled, tampered with, or opened shall be labeled with the date of the quarantine and separated from other cannabis products until they are destroyed in accordance with regulations and our SOPs.
- 2) Outdated, damaged, deteriorated, misbranded, or adulterated cannabis, whether flower or infused cannabis products, shall be segregated from other cannabis in the aforementioned cage and destroyed and disposed of in accordance with regulations and our SOPs.
- 3) Quarantined cannabis, whether flower or infused cannabis products, that has been recalled, tampered with, or damaged shall not be stored at the premises for more than one week.

Regarding outdated/expired products, monthly, we review soon-to-be expired products (coming due the following month) and will discount such products for quick sale. If the products do not sell at the discounted prices, they will be offered at further reduced prices to employees. If those products can still not be sold, they will be provided to employees for a \$0.01 and sales tax will be charged on the last offered discounted price at the point of sale prior to expiration.

Destruction of Cannabis and Cannabis Infused Products

Public safety must be considered over profits. Any finished cannabis flower, extracts, infusions, edibles, or any other cannabis products that do not meet standards for health, quality, freshness, labeling, testing, or viability will be segregated in the quarantine area following the steps outlined above and then destroyed. This includes any products that may be recalled, damaged, expired, or are otherwise substandard. Only a limited number of authorized staff is permitted to destroy cannabis products as described below.

Disposal Steps, to be initiated by the General Manager or, as Inventory Control Specialist as designated by the GM:

- 1) GM shall be responsible for inspecting any potential recalled, outdated, damaged, misbranded, adulterated, or otherwise unusable cannabis products.
- 2) The product will be segregated from the dispensary's cannabis inventory in the quarantine cage within our vault and recorded in the POS system as damaged, recalled, or otherwise, upon destruction. The cultivator, manufacturer, and/or distributor where the cannabis originated shall be notified of the damaged or recalled product as necessary.
- 3) The GM shall initiate a credit request to the source vendor in the event a credit is warranted, or request a replacement or credit for recalled or damaged products.
- 4) If the dispensary initiates the destruction of any recalled, opened, tampered, expired, or otherwise unusable cannabis, the GM shall assure the cannabis is rendered unusable.



- 5) The GM will dispose of the destroyed cannabis products into its locked waste receptacle in accordance with DCC standards.
- Cannabis and cannabis-infused products will be destroyed by rendering it unusable.
 - Plant waste such as flower can be ground to render it unusable.
 - The allowable method to render non-plant waste, such as infused products, unusable is to place it in a plastic bag and smash the contents using a mallet until the infused products reach a fine consistency.
 - The next step is incorporating the cannabis waste with other ground materials so the resulting mixture is at least 50% non-cannabis waste by volume.
 - Materials used to grind with cannabis may be compostable mixed waste or non-compostable mixed waste. Our company typically uses cat litter, cross-shredded paper, food waste, or coffee grinds for its waste product to mix with cannabis flower, and cat litter for mixing with infused products.
 - Certain cannabis products, specifically gummy products and transdermal patches, will require specialized methods to render them unusable prior to disposal.
 - Cannabis Infused Gummy Products marked for destruction will be disposed in the following manner:
 - The gummy package will be opened and the contents emptied into a disposable dish, bowl, or other microwave-safe container.
 - We will place a microwave in the destruction area on camera at the time of the destruction.
 - The container with the gummy cannabis products will be microwaved for a short time until the gummies have fully liquified.
 - We then mix in cat litter to the liquified contents of the container making the cannabis unusable.
 - The entire container and mixing utensil will then be disposed of in the same manner as other cannabis waste as described herein.
 - Cannabis Infused Transdermal Patches marked for destruction will be disposed in the following manner:
 - The transdermal patch package will be opened and the contents emptied into a disposable dish, bowl, or other container with the medicated side of the patch facing up.
 - We will then pour cat litter over the entire surface of the patch making the cannabis unusable.
 - The entire container and mixing utensil will then be disposed of in the same manner as other cannabis waste as described herein.



- Once the cannabis waste is properly mixed with approved materials and rendered unusable, it may be provided to a permitted solid waste facility/hauler for final disposal.
 - Non-compostable mixed waste will be disposed in a landfill or by another disposal method.

Tracking of Waste Disposal/Destruction

All waste and unusable cannabis product shall be weighed before destruction and recorded in the inventory system as destroyed following destruction of product. Only specifically authorized personnel, typically the General Manager and Inventory Control Specialist, under password protected log-ins, will have security clearance to enter the inventory control system to destroy product.

Destruction shall be conducted under video surveillance in plain site without the backs of personnel to the camera. Waste disposal records will include the following information:

- Description and weight of the products destroyed, including the quantity, strain, and other varietal information as applicable for flower, the product type and variety of infused cannabis products for other cannabis products,
- Batch number
- Reason for the cannabis being disposed
- The method of disposal
- The name, address, and telephone number of the disposal company
- The date and time of disposal

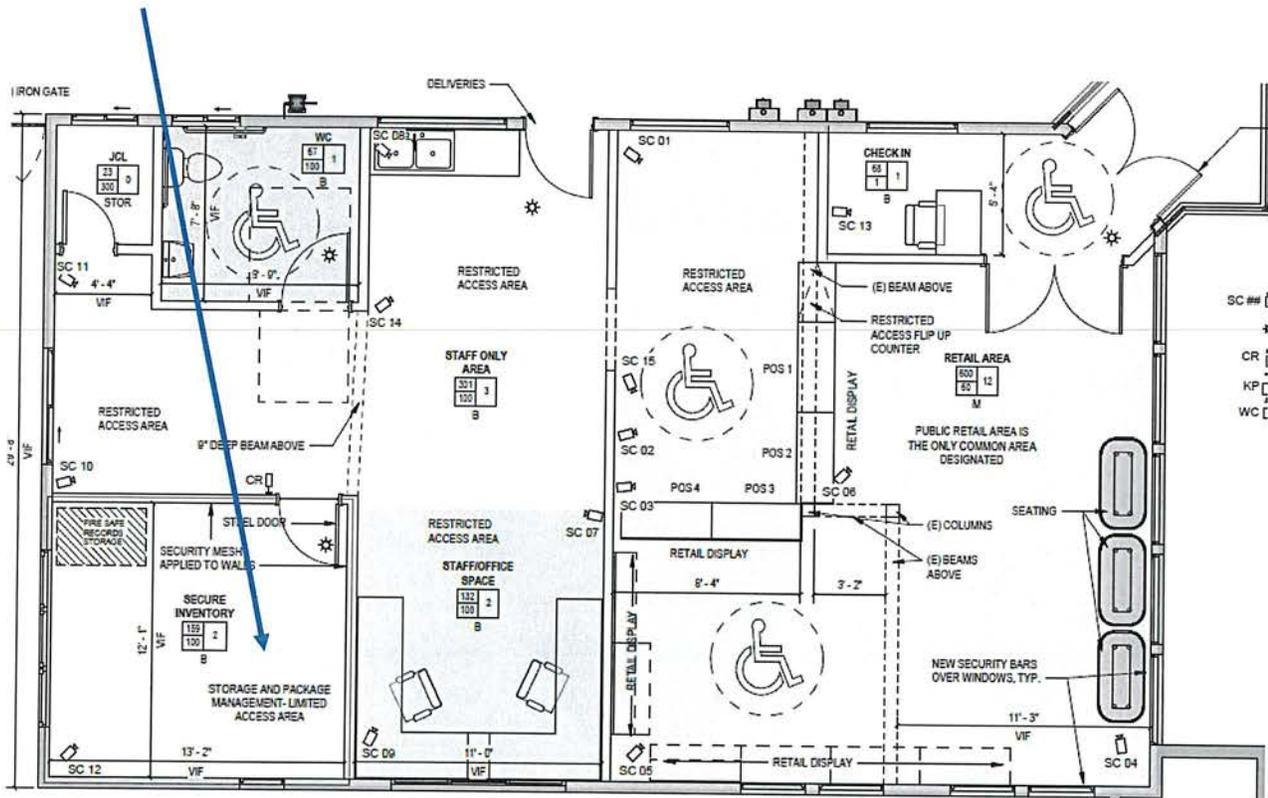
Waste disposal records will be readily available for inspection by regulators.

[Site Plan Begins on Next Page]



Location of Quarantine and Destruction

Please see our site plan for 197 El Camino below, with an arrow indicating the secure room where quarantined product will be stored in a cage and where cannabis waste will be rendered unusable.



REVIEW CRITERIA

4. SAFETY and HAZARDOUS MATERIALS PLAN



SB Golden, LLC
197 El Camino Real
San Bruno



4.1 SAFETY PLAN

Introduction

Cannabis dispensaries do present security challenges, owing to the high volume of cash transactions, the high value and physically small inventory, and other factors. SB Golden addresses all of these issues in great detail in our Security Plan. But in terms of basic life-safety issues like fire and hazardous materials, cannabis dispensaries are not much different from another retail store, whether it is selling T-shirts or groceries.

Unlike cannabis manufacturers, we do not have any heavy equipment. We are not using any volatile chemicals like ethanol, butane, propane, hexane, or petroleum ether, or pressurizing gases like carbon dioxide. We do not even cook anything, except staff using the microwave in the break room.

Unlike cannabis cultivators, we do not consume a large amount of electricity. Our equipment is not generating large amounts of heat. We have no fertilizers. And we do not emit odors.

No one is allowed to consume cannabis on our dispensaries' premises. There is no smoking, of cannabis or tobacco. We do not even open the packaging for the products we sell, except in rare circumstances.

And because of our security protocols, our dispensaries are equipped with extensive resources to help in the event of a life-safety issue: alarms that trigger a private company and/or local police, cameras and monitors to see if something has happened, fire-proof commercial metal doors, etc. Our dispensaries are naturally quite safe. We have crafted our Safety Plan, in consultation with safety professionals, to make them even safer.

Responsible City Partner

We have a very strong track record of safely operating state-legal, track and trace (METRC) compliant cannabis retail businesses over the past seven years. Security and safety are the cornerstones of all our operations. We look forward to working with San Bruno's City Manager, Police Chief, and designated city officials to ensure safety and compliance at our dispensary.

The General Manager (GM) of our dispensary shall serve as our designated safety representative/liason to the City and will maintain, and be knowledgeable of, all our standard operating procedures and plans, inclusive of this Safety Plan, which shall be maintained on site. The GM's phone number and email will be made available to all city officials and neighbors and nearby merchants. And the GM will be available to meet with the City Manager or other city officials regarding any safety measures and/or operational issues anytime.

The General Manager or a designated subordinate Manager on duty will be responsible for the direction and management of all dispensary employees during business hours. The names and contact information for all management staff will also be provided to city officials.

Our Safety Plan will be made available for inspection by city officials upon request to inspect or audit the effectiveness of the Plan or any other security requirements anytime. Pursuant to 12.300.100 of the San Bruno Municipal Code, we will notify the City Manager within 24 hours after discovering any of the following:

- Diversion, theft, loss, or any criminal activity involving the dispensary.



- The loss or unauthorized alteration of records related to cannabis, customers or employees, or agents of the dispensary.
- Any other breach of security.

We look forward to working with the city closely on safety measures both prior to opening business operations and for as long as we serve the San Bruno community.

All our stores have already fully integrated and field tested our Safety Plan into their workflow and processes at our dispensary locations in California and are in the process of doing so at our three new locations in Illinois. Our Plan assures that security risks are minimized, any potential safety issues are addressed immediately, and ongoing training is conducted. Our compliance team will ensure ongoing compliance with local and state safety requirements. And management conducts an annual Safety Plan and systems audit at each location.

Professional Safety Consultants

Our owners' emphasis on operational safety is an integral part of the success of our retail dispensaries. Over multiple years, we have engaged a team of experts to create, implement, and refine our Safety and Security Plans. The primary consulting contributor, though, is **Security and Investigation Specialists**, a licensed security contractor and private investigation firm based in Illinois, who has helped draft and prepare this Safety Plan. Security Enforcement Alliance, a full-service security company based in California that contracts with our San Francisco stores, has provided additional input and refinements. Their website is <https://securityea.webs.com>. And **Fire Department Captain Mathew Fluke**, based in San Francisco, has reviewed and refined our Safety Plan further. Below are Security and Investigation Specialists' license certificates and Captain Fluke's resume.





Consultant Captain Mathew Fluke

Safety, Hazardous Material, & Security Consultant for SB Golden, LLC

(Note on Captain Fluke's Employment: He is an active duty Captain in the fire department of one of San Bruno's neighboring cities. He is subject to certain restrictions on the use of the department's name for non-official purposes. These rules generally do not preclude someone from stating their own employment history, but in an abundance of caution, we are anonymizing the name of the department as "Local Fire Department". We are also redacting certain personal contact information of his, in keeping with public safety practices.)

Captain Fluke has nearly **25 years of emergency medical services experience**, as an EMT and Paramedic for American Medical Response (AMR) in Contra Costa, then a paramedic for the Local Fire Department since 2006, an emergency medicine college instructor, and Fire Department Rescue Captain. Capt. Fluke is SB Golden's Health & Safety Lead and has been **instrumental in developing our Safety and Hazardous Materials Plan and our Security Plan.**

As a member of the Local Fire Department's inaugural EMS academy class in 2006, Capt. Fluke has had the honor of participating in the growth of the Department's EMS station, team, and success. He helped develop the Department's Quick Response Vehicle program (QRV), in which a senior paramedic arrives on scene in a passenger vehicle, assesses the situation, and triages care and resources accordingly. Considered a national model, the QRV program has enabled the Department to improve response times and patient care.

Born in Oregon, Capt. Fluke grew up in Southern Marin County and has lived in San Francisco for nearly 20 years. He is a classically trained chef who worked as the Executive Chef of the Marin Brewing Company from its opening in 1989 until he transitioned to emergency medicine in 1999.

CAPTAIN MATHEW FLUKE

San Francisco Resident

mpfluke@gmail.com

EMERGENCY MEDICINE:

Local Fire Department

<i>Rescue Captain</i>	2016-Present
<i>Paramedic Preceptor</i>	2010-2019
<i>Paramedic Field Training Officer</i>	2008-2019
<i>Paramedic</i>	2006-2019

City College of San Francisco

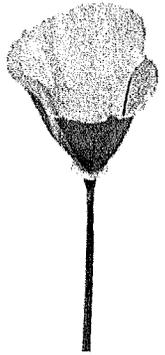
<i>CPR Instructor</i>	2015-Present
<i>Emergency Medicine Instructor</i>	2010-Present

American Medical Response Contra Costa County

<i>Paramedic Supervisor</i>	2004-2006
<i>Lead Counselor, Traumatic Stress Debriefings</i>	2004-2006
<i>Paramedic</i>	2002-2004
<i>Emergency Medical Technician</i>	1999-2002

EMS CERTIFICATIONS:

- Community Paramedicine 2020-Present
- CPR Instructor 2015-Present



- EMS Skills Proctor 2010-Present
- Pediatric Advanced Life Support 2002-Present
- Advanced Life Support 2002-Present
- Paramedicine 2002-Present
- CPR 1999-Present

STATE FIRE MARSHAL CERTIFICATIONS:

- Incident Command Systems, Introduction (ICS-100) 2017
- Incident Command Systems, Basic (ICS-200) 2017
- Incident Command Systems, National (ICS-700) 2017

COMMUNITY INVOLVEMENT:

Burning Man Festival, *First Responder* 2008, 2017, 2018, 2019, 2022

- Assess, treat, and document the ill and injured

Marin Suicide Prevention Hotline, *Counselor* 1990-1993

- Answer hotline and provide assistance and information to callers

EDUCATION:

Associate of Arts, College of Marin, 2007
Paramedicine, Northern California Training Institute, 2002
Culinary Arts, California Culinary Academy, 1994

[Safety Plan Continues on Next Page]



Policy & Procedures Manual

Title	Date	Section	Page
Injury and Illness Prevention Program-Appendix B Safety Action Plan	11.01.22	312.1	2 of 2

Instructions: On a monthly basis, Human Resources will work with each department manager to conduct a hazard assessment to discover which safety policies/programs are needed and/or need revision:

- Workplace Safety
- Employee Accidents
- Operation of Company Vehicles
- Robbery/Theft
- Fire Safety
- Substance Abuse Policy
- Workplace Violence Policy

Policy & Procedures Manual

Title	Date	Section	Page
Workplace Safety	11.01.22	310	1 of 1

PURPOSE:

To provide a clean, safe and healthy work environment for all employees; to ensure compliance with OSHA and Cal/OSHA.

POLICY:

SB Golden is dedicated to providing a safe and healthy workplace and promoting safe and efficient operations. All employees are expected to conduct themselves in a safe manner and to use good judgment and common sense in matters of safety. Employees are required to observe all safety rules posted within the Company and follow all OSHA and state safety regulations. Each employee is responsible for keeping their assigned work area clean and safe and must report any potential safety hazards to their immediate supervisor.

All employees are required to follow safety policies and procedures as issued by the Company, including but not limited to, the following:

- 1) Report unsafe conditions to your supervisor as soon as possible.
- 2) Any accident or injury, no matter how minor, must be reported to your supervisor and Human Resources at once. Minor injuries, scratches, cuts or wounds should be given immediate first aid treatment.
- 3) Use necessary safety equipment as required based on the tasks performed.
- 4) Do not engage in horseplay.
- 5) Do not operate machinery if you are not an authorized operator.
- 6) Clean up all fluid spills immediately.
- 7) Keep walkways and work areas clear.
- 8) Become familiar with the First Aid stations located throughout the work/office area.
- 9) Attend all employee safety meetings and required safety training.
- 10) When lifting, use the approved lifting technique, i.e., bend your knees, grasp the load firmly, then raise the load, keeping your back as straight as possible. Get help for heavy loads.



Policy & Procedures Manual

Title	Date	Section	Page
Employee Accidents	11.01.22	311	1 of 2

PURPOSE:

To ensure that all employee accidents are documented in compliance with OSHA and Cal/OSHA regulations. To effectively monitor work related injuries to prevent their re-occurrence and eliminate any potential safety hazards.

POLICY:

Any employee involved in an accident or injured while at work must notify his/her Supervisor and Human Resources immediately, no matter how minor the injury appears to be (including any disease exposure). For an injury due to an accident or for a known exposure to an occupational disease, verbal notice must be provided by the end of the work shift for the date of injury.

Employees who are injured must complete the "Employee" section of the Workers' Compensation Claim form (DWC 1) and submit it to their immediate supervisor. The supervisor will complete the "Employer" section of the form and provide a copy to the injured employee and Human Resources within one working day. Human Resources will obtain written statements from any witnesses to the accident and include with the accident reports. Each of these reports must be completed and submitted to Human Resources immediately after the accident or as close thereto as reasonably possible.

Human Resources will report the accident to the Company's workers compensation insurance provider not later than three days from the accident date. The report to the insurance company must be accurate and comprehensive; all data fields must be completed on the initial report.

An employee involved in a work-related accident will be tested for alcohol, drugs and controlled substances as part of initial treatment by a physician. In the event an employee is involved in a work-related accident that does not require treatment by a physician, the employee may be required to provide a breath alcohol, urine and/or blood specimen to be tested for the use of alcohol, drugs and/or controlled substances as soon as possible, but not later than 3 (three) hours after the accident. A seriously injured employee who is unable to provide a specimen at the time of the accident shall provide the necessary authorization for obtaining hospital reports and other documents needed to determine whether alcohol, drugs, or any other controlled substances were present in his/her system.

In the event an employee suffers a work-related injury that requires time off from work (as designated in writing by a physician), the employee will be placed on Family Medical Leave (if eligible) effective the first day of missed work. All subsequent absences related to the work injury shall be documented as FMLA leave and subject to the provisions of the Family Medical Leave Act.

Employee's must follow the attendance reporting procedures for any absences due to work-related injuries. It is the employee's responsibility to provide Doctor's notices documenting the period of absence required as a result of the injury. Employee's must return to work as designated by their Physician and are expected to perform their job duties within the constraints of any Doctor ordered work restrictions.



Policy & Procedures Manual

Title	Date	Section	Page
COVID19 – Health and Safety Standards	05.01.20	316	1

PURPOSE:

To establish mandatory precautionary measures for all employees in order to minimize exposure to the Covid19 virus and maximize safety of the workplace environment.

POLICY:

The following precautionary measures are mandatory for all employees at all locations:

- Regular and thorough washing of hands with soap and water or provided alcohol-based sanitizer
- Wearing provided gloves and facemasks at all times while in and around the facility
- Working within the established social distancing protocols as marked and communicated
- Avoid touching eyes, nose and mouth; avoid personal contact/touching
- When coughing or sneezing, cover mouth and nose with flexed elbow or tissue
- Following established limits on the number of customers allowed in the store
- Ensuring that all customers wear a face covering while inside the facility
- Stay home and self-isolate if experiencing symptoms (fever, cough, difficulty breathing); notify management and Human Resources
- Performing established disinfecting/cleaning procedures on an hourly basis at a minimum, to ensure cleanliness of "high-touch" surfaces

Additionally, all employees will be required to submit to a temperature check upon reporting to work, using a non-invasive forehead laser scan thermometer. Any employee who has a temperature of 100 degrees or higher shall be sent home. Any employee who refuses to submit to a temperature scan will not be permitted to work. All temperature scans shall be conducted by a supervisor or manager.

EMPLOYEE ACKNOWLEDGEMENT:

I acknowledge receipt of the Company's COVID19 Health and Safety Standards policy. I have read and understand the policy, and I agree to adhere to its terms. I understand that violation of this policy will result in disciplinary action, up to and including termination of employment.

Employee Signature

Print Name

Date



4.1.1 Hazardous Materials

We do not use any hazardous materials as part of our project operations. As mentioned above, we do not manufacture anything; we do not grow anything; we do not generally even open the products that we sell. The only solvents or chemicals we keep on-hand are standard household cleaners, and we strive to buy plant-based, biodegradable, benign cleaning products whenever possible, such as those by Seventh Generation.¹

We do, nonetheless, provide staff training in the Employee Handbook regarding safe storage of such materials, just in case any were to be in the store—and to emphasize that we fundamentally do not want them in the store.

Flammable Liquids and Vapors

Flammable liquids are at risk of igniting instantly when they come into contact with a spark or naked flame. Vapors are also equally dangerous as they risk exploding with devastating consequences. To reduce the risk of a fire from liquids or vapors, always ensure that containers of flammable liquids and solvents are properly sealed, and in the event of any spillage, they are cleaned up immediately. Company policy is to avoid ever purchasing, accepting, or maintaining flammable liquids on site. All cleaning products shall be non-flammable.

4.1.2 Incident Reporting

Our accident and incident reporting manual is copied above as an image. The full text of that document is as follows:

PURPOSE:

To ensure that all employee accidents are documented in compliance with OSHA and Cal/OSHA regulations. To effectively monitor work related injuries to prevent their re-occurrence and eliminate any potential safety hazards.

POLICY:

Any employee involved in an accident or injured while at work must notify his/her Supervisor and Human Resources immediately, no matter how minor the injury appears to be (including any disease exposure). For an injury due to an accident or for a known exposure to an occupational disease, verbal notice must be provided by the end of the work shift for the date of injury.

Employees who are injured must complete the “Employee” section of the Workers’ Compensation Claim form (DWC 1) and submit it to their immediate supervisor as soon as they are able. The supervisor will complete the “Employer” section of the form and provide a copy to the injured employee and Human Resources within one working day. Human Resources will obtain written statements from any witnesses to the accident and include with the accident reports. Each of these reports must be completed and submitted to Human Resources immediately after the accident or as close thereto as reasonably possible.

¹ https://www.seventhgeneration.com/household-cleaners?types=221&gclid=CjwKCAjw-vmkBhBMEiwAlrMeF-pXBI_HcpJt5CKMhBfDTUzNjUDECPijydkqVR9H9aAG3hJQk3e48hoCAaAQAvD_BwE&gclidsrc=aw.ds#product--listing



Human Resources will report the accident to the Company's workers compensation insurance provider not later than three days from the accident date. The report to the insurance company must be accurate and comprehensive; all data fields must be completed on the initial report.

An employee involved in a work-related accident will be tested for alcohol, drugs, and controlled substances as part of initial treatment by a physician. In the event an employee is involved in a work-related accident that does not require treatment by a physician, the employee may be required to provide a breath alcohol, urine, and/or blood specimen to be tested for the use of alcohol, drugs, and/or controlled substances as soon as possible, but not later than 3 (three) hours after the accident. A seriously injured employee who is unable to provide a specimen at the time of the accident shall provide the necessary authorization for obtaining hospital reports and other documents needed to determine whether alcohol, drugs, or any other controlled substances were present in his/her system.

In the event an employee suffers a work-related injury that requires time off from work (as designated in writing by a physician), the employee will be placed on Family Medical Leave (if eligible) effective the first day of missed work. All subsequent absences related to the work injury shall be documented as FMLA leave and subject to the provisions of the Family Medical Leave Act.

Employees must follow the attendance reporting procedures for any absences due to work-related injuries. It is the employee's responsibility to provide Doctor's notices documenting the period of absence required as a result of the injury. Employees must return to work as designated by their Physician and are expected to perform their job duties within the constraints of any Doctor ordered work restrictions.

PROCEDURE:

- When an employee is injured on the job, he/she must report it immediately to their supervisor/manager.
- If medical care is urgently needed, the employee should be directed to the appropriate health facility.
- At the earliest opportunity, the Employee must complete the Workers' Compensation Claim Form (DWC1).
- Manager forwards completed DWC1 to Human Resources by end of day.
- Human Resources completes the Employer's Report of Occupational Injury/Illness (Form 5010) and notifies carrier of claim. HR will create a file to include all completed forms, documentation of claim notification and complete OSHA Form 301. (Note: HR is responsible for posting the OSHA log at each location for the period February 1st through April 30th).

4.1.3 Evacuation Routes

We review emergency preparedness with all our employees and security staff during initial training and on a recurring basis. This training includes safety topics that at a minimum include:

- Shelter in Place
- Flood
- Fire
- Emergency Supplies



- Continuity Plan
- Securing Cannabis Products in the Event of an Emergency
- Evacuation

We also perform regular drills on these topics to “Practice the Plan” so all staff are properly prepared in the event of emergencies or natural disasters.

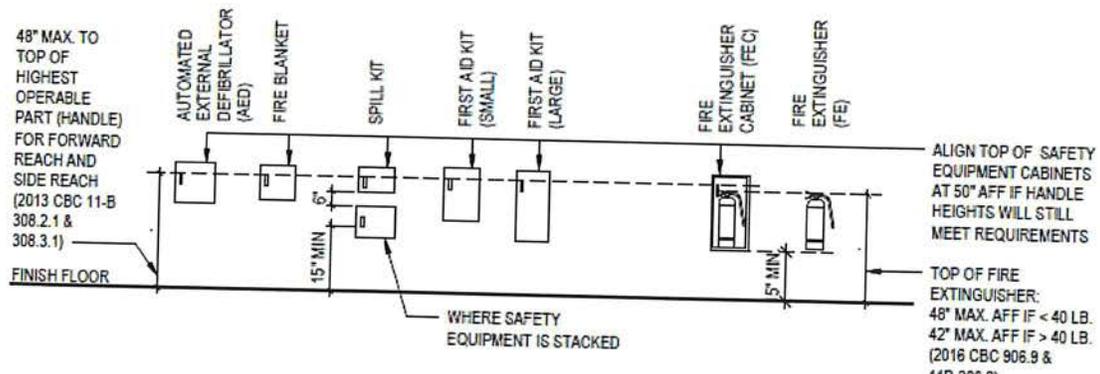
Staff will be instructed to commit evacuation routes to memory. Evacuation route maps will be posted in each work area. The following information will be marked on evacuation maps:

- Emergency exits
- Primary and secondary evacuation routes
- Locations of fire extinguishers
- Location and Assembly points

Fortunately, 197 El Camino is a single-story, free-standing building of about 1,600 square foot on a level lot with paved exterior surfaces and ample visibility on all sides, so evacuation should be quite straightforward.

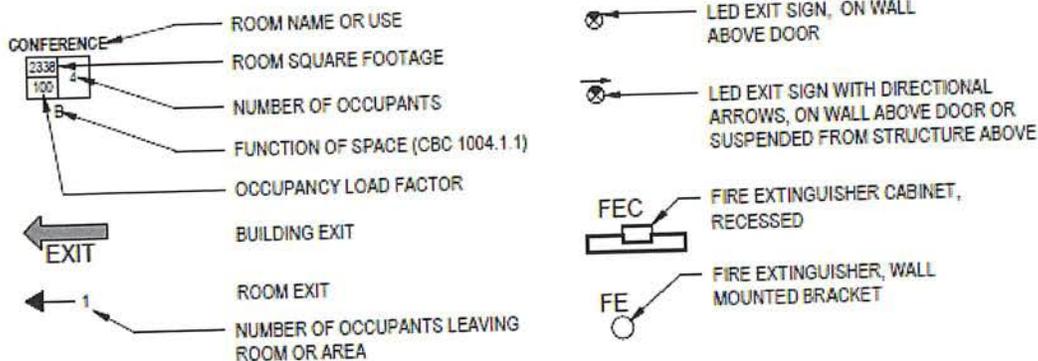
4.1.4 Fire Extinguishers

Fire extinguishers are not labeled on our site plan yet, as that level of details occurs with more detailed engineering plans later in the development process. (We are happy to update the city if requested.) Cal OSHA regulation governing fire extinguishers stipulates that: “employers should ensure there are approved extinguishers in areas that the employees can easily access. These extinguishers, for instance, should be placed near the exits to reduce the risk that people will be trapped by fire inside the building.” We also ensure extinguishers are placed in compliance applicable laws regarding height, accessibility, etc., as shown in the diagrams from another store of ours below.





CODE COMPLIANCE PLAN LEGEND



We adopt the “more is more” approach to fire extinguishers and fire safety equipment. We plan to have at least one extinguisher in the lobby room, the break room, and inventory safe room, and likely two on the retail floor.

4.1.5 Training for Emergencies

All our employees are trained on how to prevent, identify, and address hazards as they arise in the workplace, including storage of waste or combustible material, blocking fire exits, overloading power sockets, and proper operation of fire doors. All employees are required to memorize location of all fire extinguishers and evacuation routes. And management conducts a variety of drills to ensure that all employees understand how to respond to various emergencies or threats at the dispensary. These include: fire drills, open product handling, extreme weather, armed robbery, and burglary discovery drill. Employees undergo security and situational awareness training. As part of standard hiring protocol, each employee will learn what action to take (or not take) during an emergency, what to look for, and very importantly measures to potentially prevent emergencies in the first place.

Here is an examples of content in these training modules:

Robbery Prevention Training

- Robberies most often occur at opening and closing times. Be especially vigilant on arrival and departure.
- Report any suspicious activity.
- Never handle product or currency in uncontrolled areas.
- Maintain natural surveillance at all times; keep areas clear of obstructions.
- Keep doors locked at all times, even if only stepping away momentarily.
- Maintain lighting, alarm and surveillance systems.

During a robbery

- Remain calm to reduce the likelihood of violence.
- Do not resist or attack the robber; additional provocation can increase danger.
- Cooperate, but avoid giving assistance or offering more than is demanded.
- Activate the panic button alarm if this can be accomplished safely, in secret.
- If ungloved, watch the robber’s hands and make mental note of what is touched.



- Be systematic in mentally documenting the robber's description head to toe.
- Try to be aware of unique characteristics like tattoos, scars, height, weight, voice, etc. for a police report.
- If a weapon is present, briefly study its description, then focus on the robber.
- If safe to do so, monitor the robber's departure (direction, vehicle, accomplices).

After a robbery

- Notify local Police Department immediately by calling 911.
- Lock the doors. Do not let anyone into the crime scene until police arrive.
- Don't talk to others about what just happened. Keep observations unique and pure.
- While awaiting police, make notes while your memory is fresh: clothing, weapon, etc.
- Do not disrupt the crime scene. Leave everything as it was.

The manager on duty or security is responsible for activating a facility lock down in the event of a non-fire emergency. They are required to perform the following:

- Immediate notification of emergency services by calling 911
- Immediate notification of other onsite security personnel
- Verification that all exterior doors are closed and locked
- Arming of the perimeter alarm zone (arm-stay) to cause activation upon a breach
- Immediate directive to all persons on premises to shelter in place and remain inside
- No persons will be permitted to open any door until police have arrived or the unusual occurrence has been otherwise eliminated.
- If any significant theft or loss of cannabis is discovered all product and cash will be immediately moved to vault and secured by a manager until situation is resolved

In the event of a fire, management, security, and staff are instructed to attempt to suppress the fire with the on-site extinguishers if it is safe to do so, alert emergency services, evacuate the building as quickly and safely as possible (checking doors for heat and smoke before opening), then account for all staff and customers outside and await Fire Department personnel.

REVIEW CRITERIA
5. SECURITY PLAN

**Pages Redacted
and not included**



SB Golden, LLC
197 El Camino Real
San Bruno

REVIEW CRITERIA

6. LOCATION AND SITE PLANS



SB Golden, LLC
197 El Camino Real
San Bruno



6.1 DESCRIPTION of LOCATION

SB Golden proposes to operate its CCOP at 197 El Camino Real. The official description of this property, per our lease with the owner and Assessor records, is:

The property located at 197 El Camino Real, San Bruno, California 94066 in the county of San Mateo together with any and all other improvements located upon such real estate including but not limited to a single-story building of approximately one thousand five hundred and seventy-five (1,575) square feet of leasable space, the parking lot with approximately four (4) off-street spaces, landscaped areas excluding the rear yard and sidewalk thereto, and any sidewalks and other so-called common areas as may be located thereupon. The APN is 020416690. The legal definition is: LOTS 1 & 2 BLOCK 12 LESS PTN TO HWY SAN BRUNO PARK 4TH ADD RSM B/1

The building's owners, our landlords, previously operated the building as dry cleaner, the signs for which remain outside. The dry cleaner closed with the last few years. We believe it has served various temporary uses since then. Structurally, both the interior and exterior remain in good condition with no visible damage or excessive wear.

There are cell service antennae on the roof via a lease with the landlord to which we are not party.

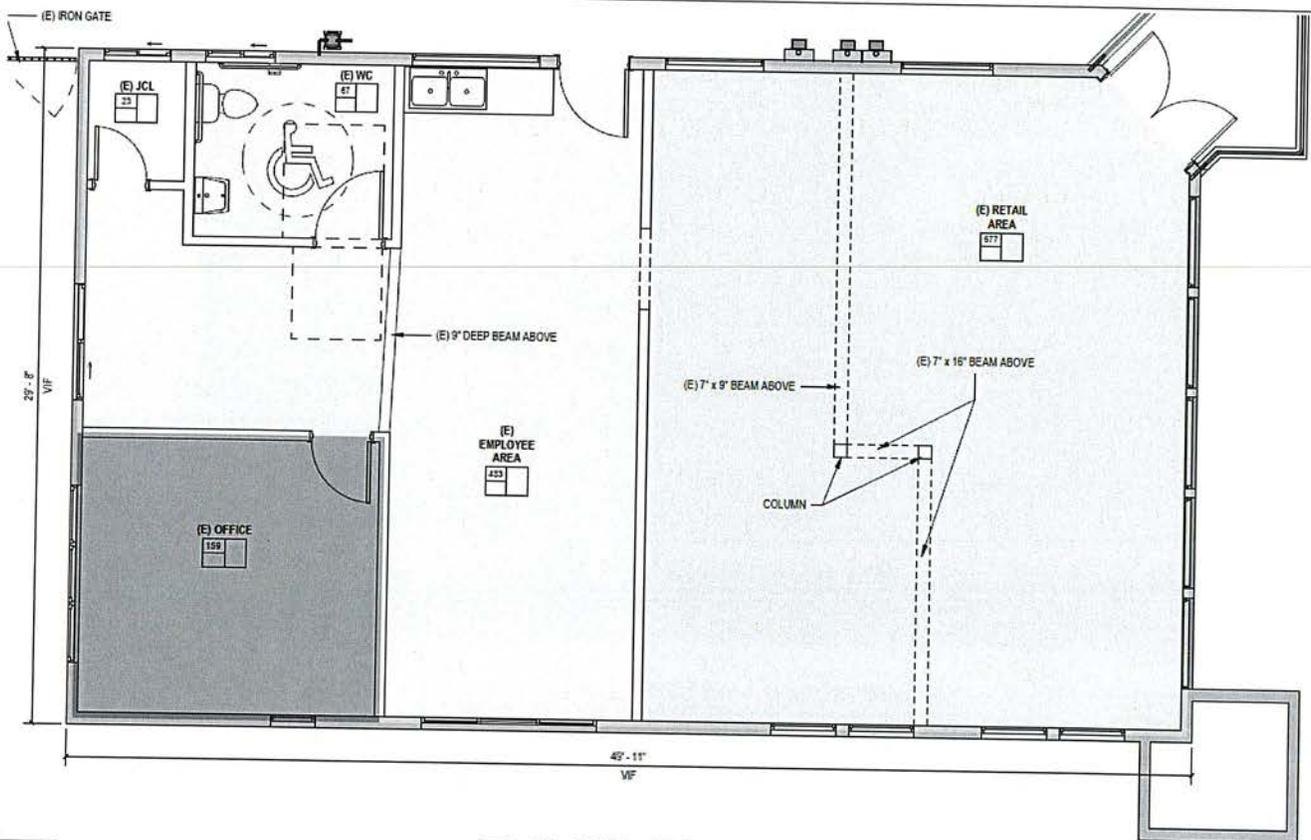
The site has excellent visibility and accessibility by car and on foot. It has its own off-street parking. It has a wheelchair ramp to the main public entrance. In our judgement as very experienced retailers, this is an ideal location for a retail cannabis dispensary.

The existing floor plan is shown on the next page.

[Existing Floor Plan on Next Page]



Existing Floor Plan



 **PENCIL BOX ARCHITECTS, INC.**
237 CLARA STREET, SAN FRANCISCO, CA 94107
WWW.PENCILBOXARCHITECTS.COM
TELEPHONE: 415.699.5953

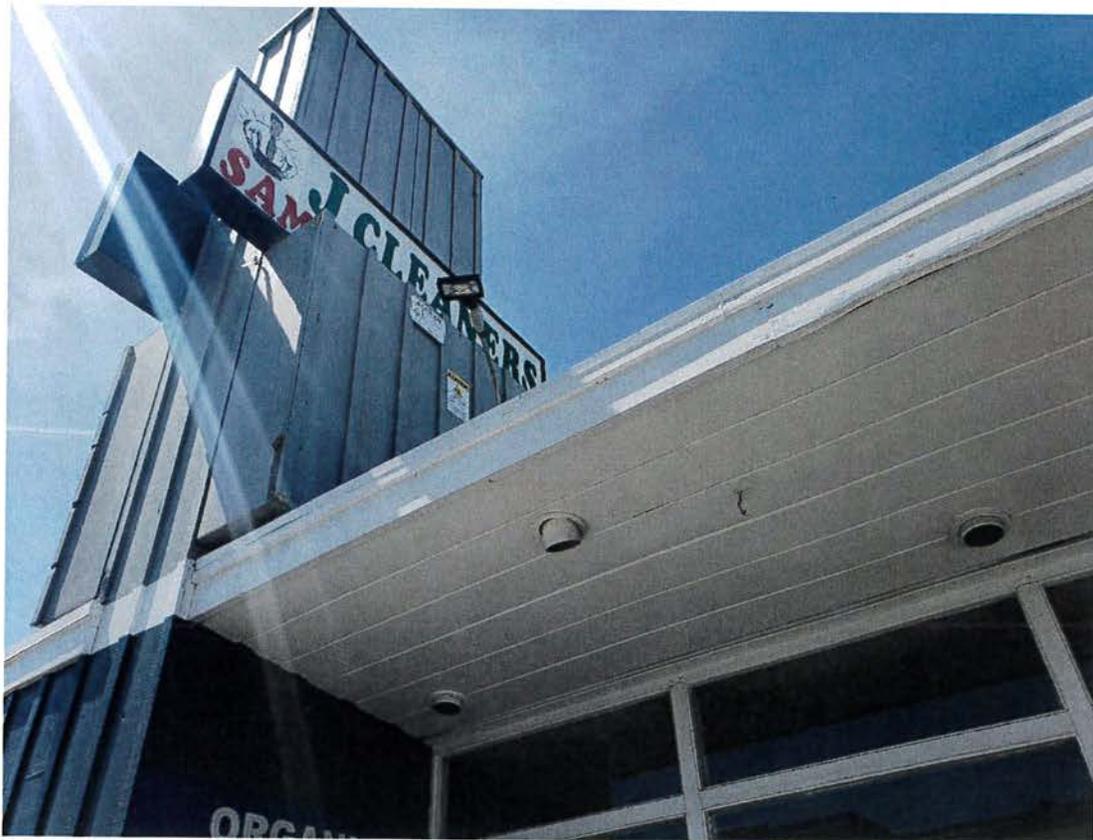
FLOOR PLAN EXISTING
CONDITIONAL USE APPLICATION
197 EL CAMINO REAL, SAN BRUNO, CA

CU
M/



6.2 PHOTOGRAPHS of LOCATION

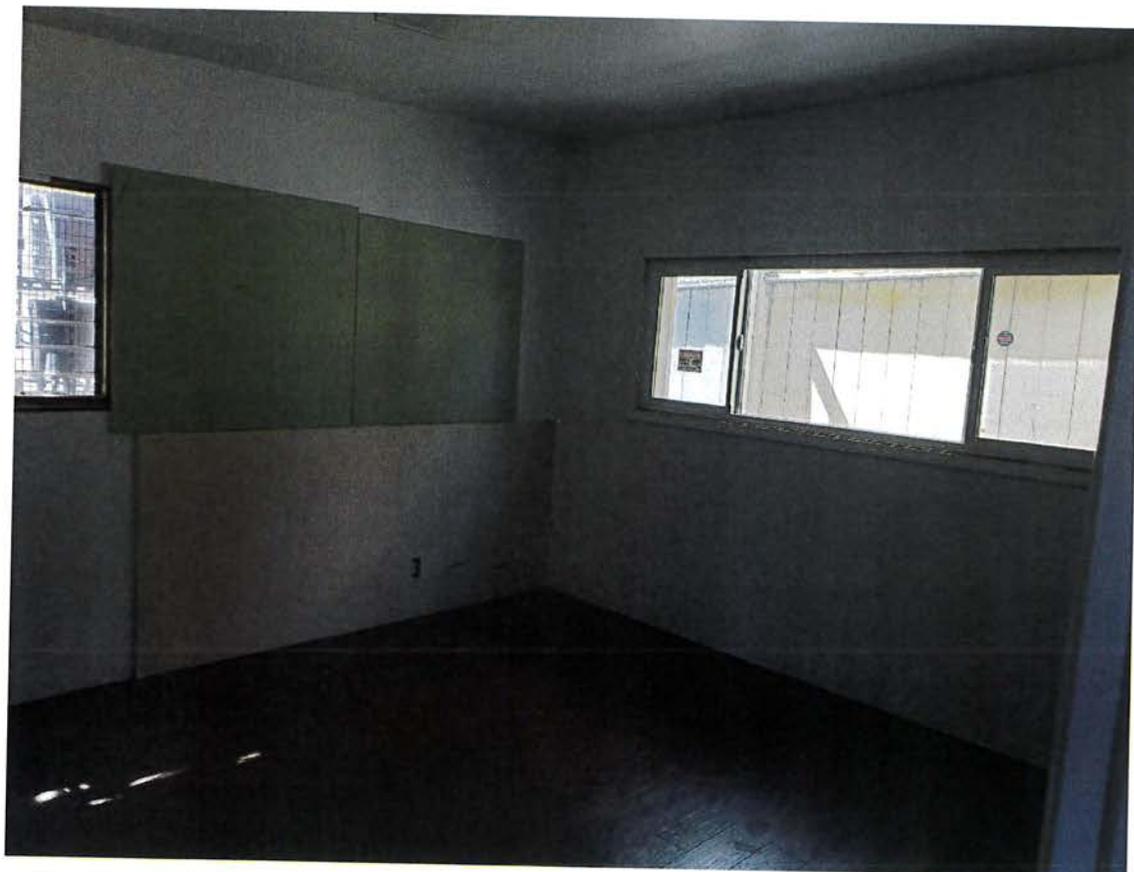


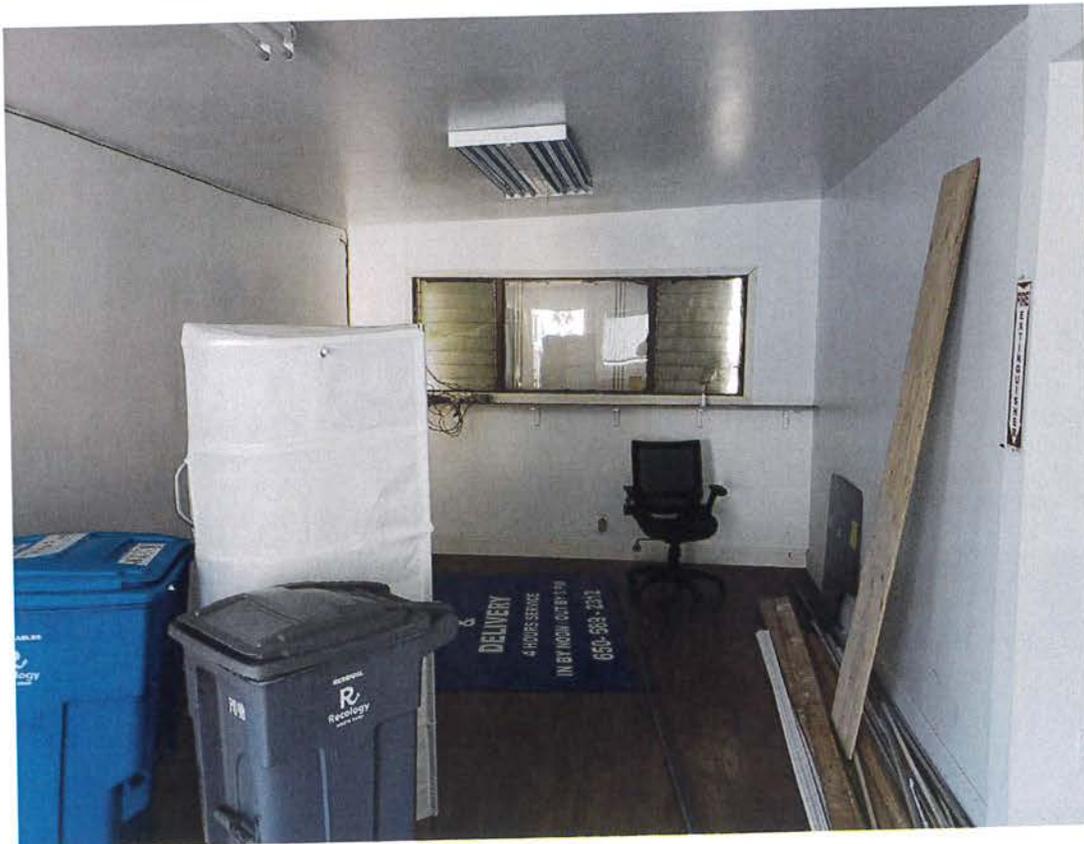




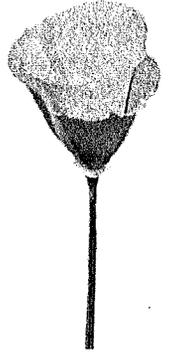












6.3/6.3.1.A SITE PLANS

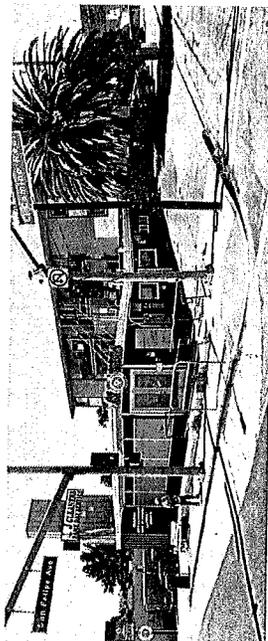
Our site plans for 197 El Camino Real were created by Kyle Brunel of Pencil Box Architects in San Francisco. Kyle is an expert in cannabis dispensary design and their associated regulatory and operational needs, having designed dozens of dispensaries over the years, including about ten for our ownership team (and yet more for our consulting clients). She is available to address any question city staff may have or to provide a site visit at any point.

Please note that the plot plan is 1/8" in order to fit on the specified 11" x 17" sheet. The premises diagram is 1/4" (sheet CUA-05) as specified. They are intended to be used together but need to be shown in two different scales due to the stated limit of the paper size.

[Site Plans Begin on Next Page]

197 EL CAMINO REAL CANNABIS RETAIL CONDITIONAL USE APPLICATION

STREET VIEW



CONDITIONAL USE PERMIT APPLICATION PROJECT DESCRIPTION:
CHANGE OF USE FROM DRY CLEANING TO CANNABIS RETAIL
CONDITIONAL USE APPLICATION FOR CANNABIS RETAIL

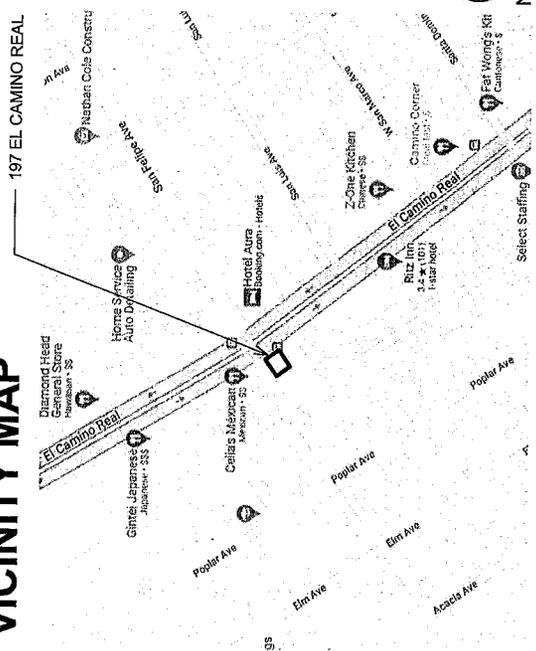
PROJECT LOCATION PROPOSED:
197 EL CAMINO REAL, SAN BRUNO, CA

ASSESSORS PARCEL NUMBER:
020 416 690

SHEET LIST

- CUA-00 PROJECT DATA COVER SHEET
- CUA-01 PLOT PLAN EXISTING
- CUA-02 PLOT PLAN NEW
- CUA-03 ASSESSOR'S MAP
- CUA-04 FLOOR PLAN EXISTING
- CUA-05 PREMISES DIAGRAM

VICINITY MAP



ZONING:
MXR (NAMED, CONTROLS VARY)
MULTI USE - RESIDENTIAL FOCUS

OCCUPANCY GROUP:
EXISTING B + M
PROPOSED B + M - BUSINESS + MERCANTILE MEDICAL + ADULT
USE STOREFRONT CANNABIS RETAIL

CONSTRUCTION TYPE:
EXISTING - VB
PROPOSED - VB

SPRINKLERS:
EXISTING - NO
PROPOSED - NO (NO CHANGE)

AREA OF BUILDING:
+/- 1,575 SF

NUMBER OF FLOORS:
EXISTING - 1
PROPOSED - 1 (NO CHANGE)

PROJECT DIRECTORY

BUILDING OWNER:
NAME: JASON LUK
ADDRESS: 197 EL CAMINO REAL
SAN BRUNO, CA 94066
415-297-6328

TENANT:
SB GOLDEN, LLC
725 CORBETT #4
SAN FRANCISCO, CA 94131

ARCHITECT:
KYLE BRUNEL AIA
PENCIL BOX ARCHITECTS, INC.
237 CLARA STREET
SAN FRANCISCO, CA 94107
415-699-5953

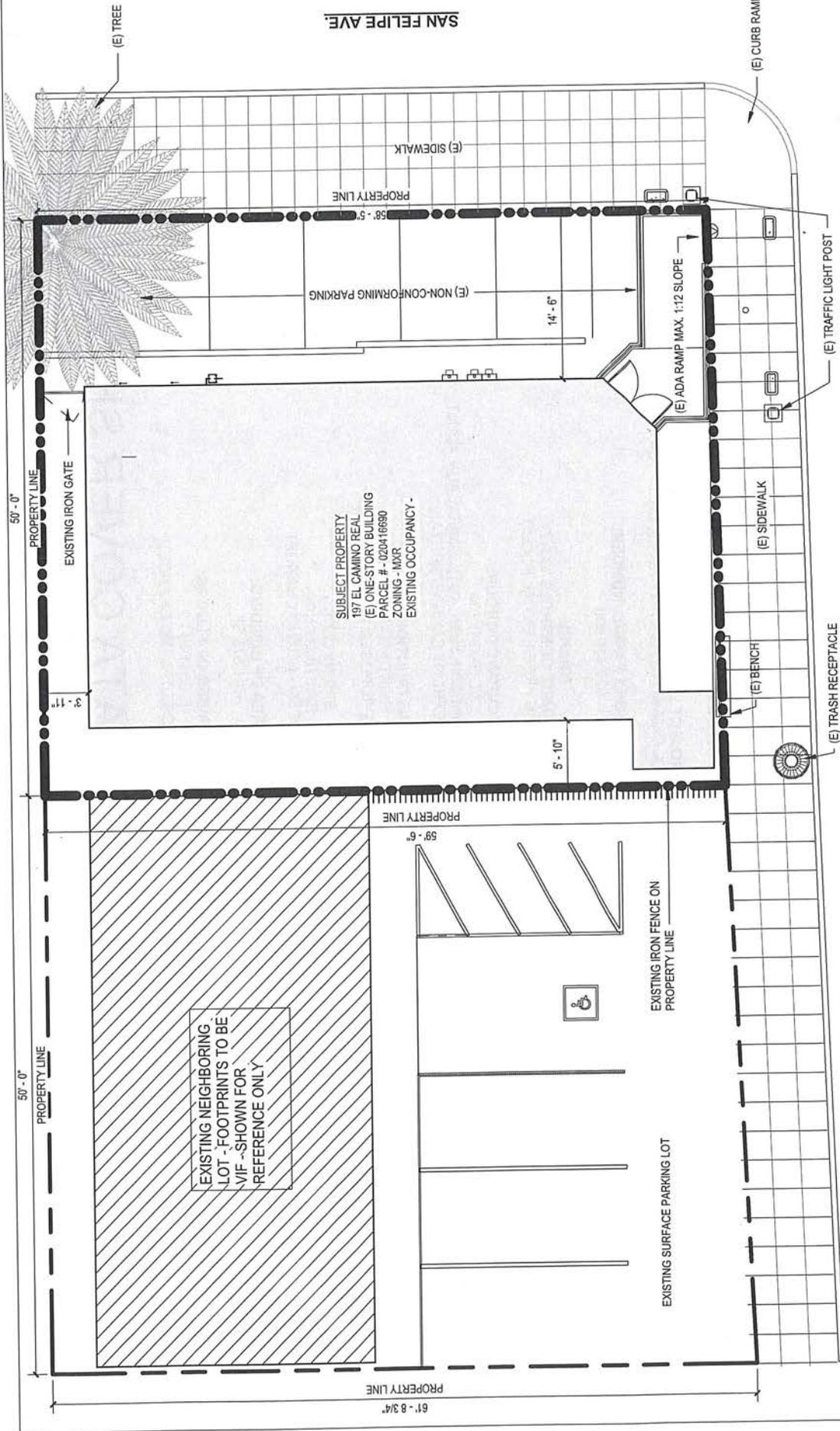
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TELEPHONE: 415.699.5953

PROJECT DATA COVER SHEET

CONDITIONAL USE APPLICATION
197 EL CAMINO REAL, SAN BRUNO, CA

CUA-00
MARCH 3, 2023

RC 6.3



SUBJECT PROPERTY
 197 EL CAMINO REAL
 (E) ONE-STORY BUILDING
 PARCEL # - 020416690
 ZONING - MXR
 EXISTING OCCUPANCY -

EXISTING NEIGHBORING LOT - FOOTPRINTS TO BE VIF - SHOWN FOR REFERENCE ONLY

1/8" = 1'-0"

CUA-01

MARCH 3, 2023

PLOT PLAN EXISTING

CONDITIONAL USE APPLICATION

197 EL CAMINO REAL, SAN BRUNO, CA

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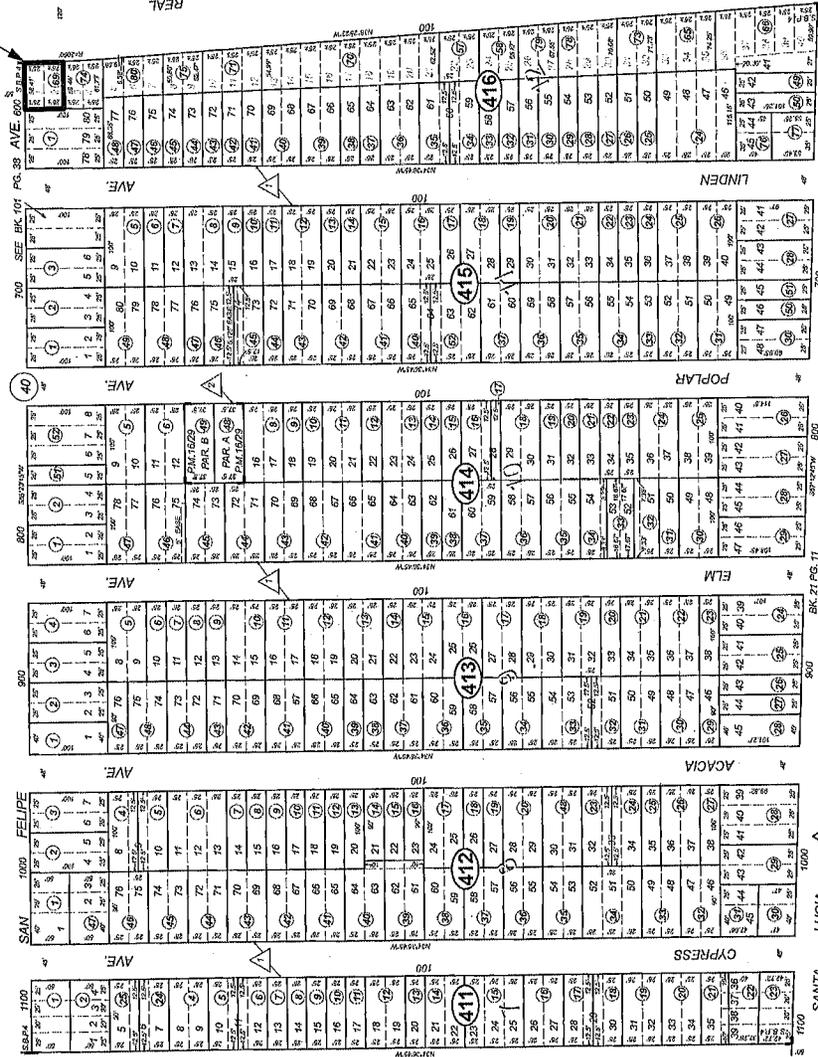
187 EL CAMINO REAL, SAN BRUNO

20-41

1" = 100'



BK-21
16



5181978

ASSessor's MAP COUNTY OF SAN MATEO, CALIF.

PARCEL MAP 1623

SANTA LUCIA

35

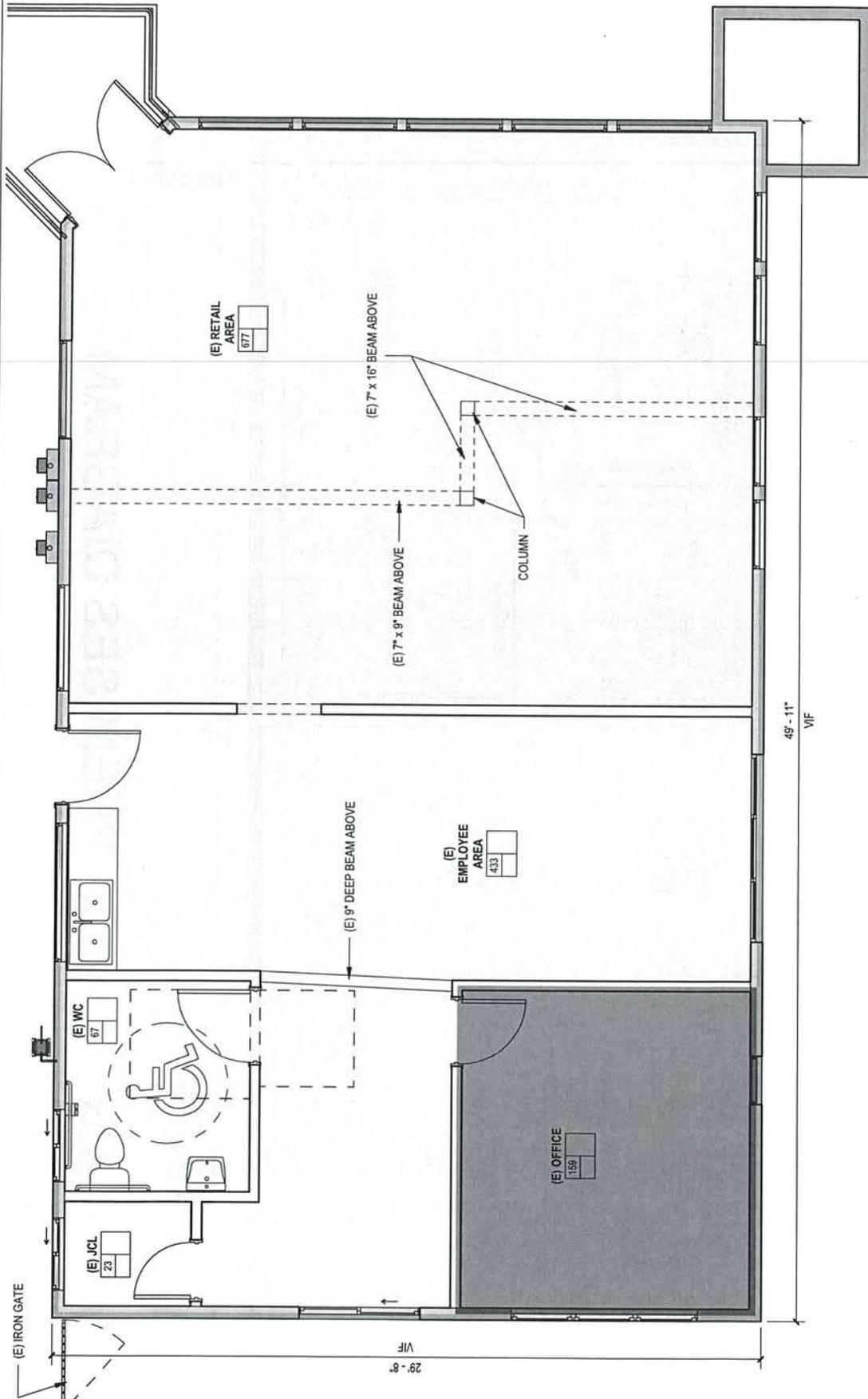


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ASSESSOR'S MAP
CONDITIONAL USE APPLICATION
197 EL CAMINO REAL, SAN BRUNO, CA

CUA-03
 MARCH 3, 2023

RC 6.3



1/4" = 1'-0"

CUA-04

MARCH 3, 2023

FLOOR PLAN EXISTING

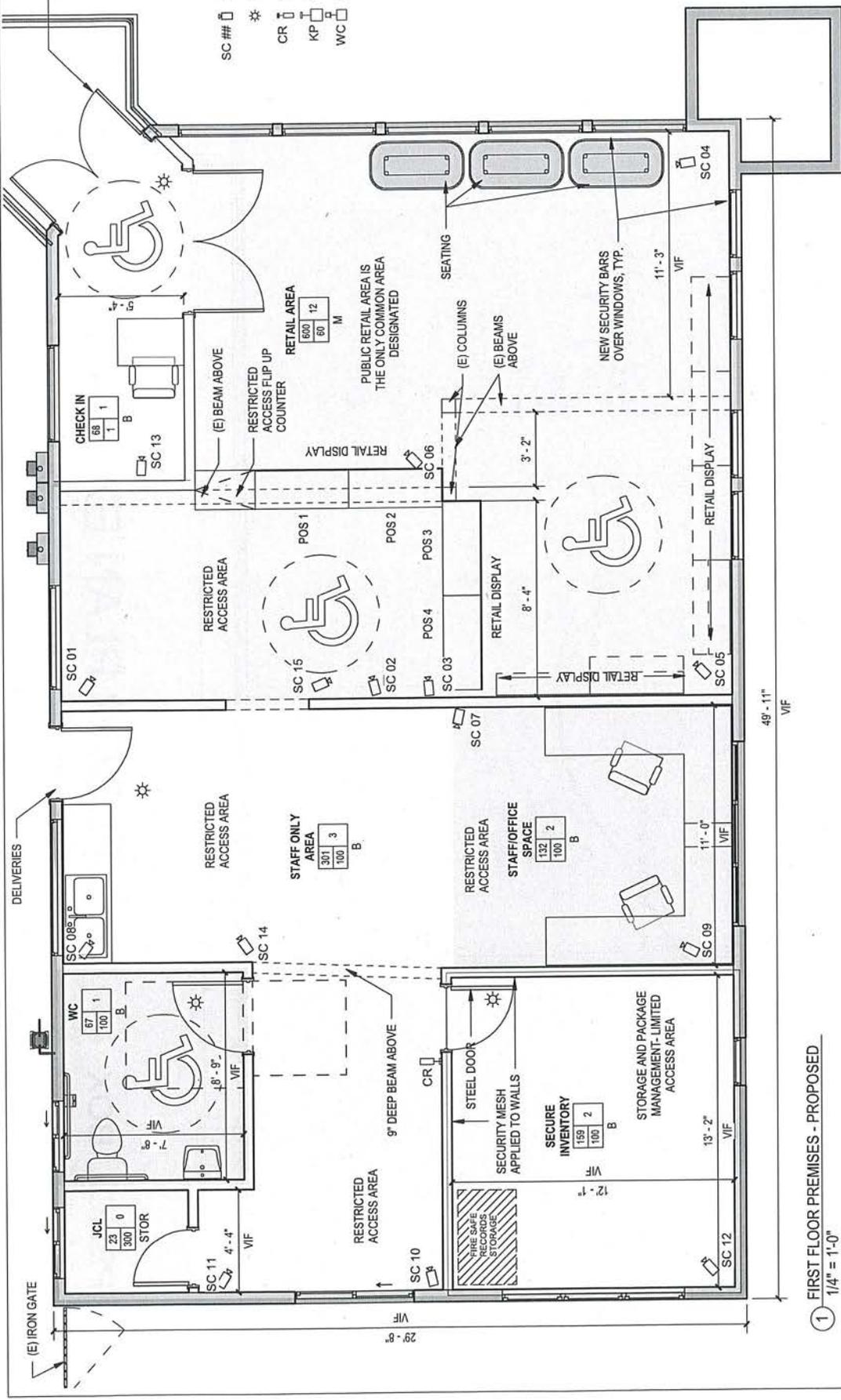
CONDITIONAL USE APPLICATION
197 EL CAMINO REAL, SAN BRUNO, CA

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RC 6.3



As indicated
CUA-05
 MARCH 3, 2023

PREMISES DIAGRAM
 CONDITIONAL USE APPLICATION
 197 EL CAMINO REAL, SAN BRUNO, CA

1 FIRST FLOOR PREMISES - PROPOSED
 1/4" = 1'-0"

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