



Medical Cannabis
Dispensary Application

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Blüm SL

Blüm is a name that evokes thoughts of blossoming flowers, or an awakening. For many Bay Area medical cannabis patients, Blüm embodies a safe, supportive, and premier boutique provider of medical cannabis. Blüm Oakland has successfully cultivated a welcoming atmosphere through its patient-centric approach. Since its inception in 2012, Blüm Oakland has strived to be the gold standard for community-driven, safe medical cannabis access. Blüm Oakland's focus has been to become an integral part of the community fabric, rather than just being the largest, or most commercial enterprise. Blüm Oakland has successfully become a linchpin to the revitalization of a challenging crime-driven corner. Blüm Oakland has contributed to local community culture and aesthetics through its support of First Friday and other Bay Area nonprofits.

In four short years Blüm Oakland and its executive team have established a reputation that is recognized and respected by the medical cannabis community, the City of Oakland, and throughout the nation. Now that same executive leadership hopes to bring its patient-centered and community-focused boutique to San Leandro. The new entity San Leandro Community Collective, DBA Blüm San Leandro, hereafter referred to as "Blüm SL", is committed to being an excellent community partner by providing its patients with the highest quality medical cannabis, consistently and safely delivered at an affordable price in a secure environment.

Blüm SL will be a new community collective, established and led by the same executive team that made Blüm Oakland such a strong community partner and member of the cannabis community. From day one Blüm SL will benefit from the extensive experience and knowledge of Blüm Oakland's proven team of successful executives. Blüm Oakland's four years of experience and success as a leader in the medical cannabis field will be available to Blüm SL. Blüm SL will have its own San Leandro focused and connected advisory board. Advantageously, Blüm SL will be associated with Blüm Oakland and its publicly traded parent company Terra Tech Corp. (TRTC) and have access to their combined experience.

These professional associations will give Blüm SL access to working capital, state-of-the-art equipment, grow technology, human resources services, community partners, and industry expertise. Further benefits include SEC standard tracking and accountability to assure that Blüm SL will exceed the transparency and strict operating standards mandated by the City of San Leandro, its Mayor, and its Council.

If selected, Blüm SL will utilize its proven closed loop, vertically integrated, environmentally sound, operating structure with seed-to-sale inventory tracking system to provide transparency and efficiency in operations. This vertically integrated model allows production of high quality, effective, and safe medicine, while preventing diversion or leakage, and ensuring the safety of patients, staff, and community. These standards reinforce Blüm SL's commitment to improving patient quality of life and care overall.

Mission

Blüm SL will provide all eligible medical cannabis patients with safe, affordable, quality medicine in a nurturing, respectful, and supportive environment. Blüm SL looks forward to establishing roots and a favorable presence in and around the San Leandro neighborhood. This will be achieved by fostering and building strong, positive relationships with patients and the community, the City of San Leandro, and the State of California. Blüm SL will create a sustainable business with a locally directed focus upon positively contributing financially and aesthetically to the community. Blüm SL will continue to advocate for patient's rights and responsible public policy by promoting health and empowerment through access and knowledge.

FINANCE

BLUM SAN LEANDRO
Pro Forma Operating Budget

| | Fiscal Year 1 | Fiscal Year 2 | Fiscal Year 3 |
|---------------------------------|---------------------|--------------------|------------------|
| Revenue | \$ 2,600,000 | \$ 5,400,000 | \$ 7,300,000 |
| Cost of Goods Sold | <u>1,482,000</u> | <u>3,074,000</u> | <u>4,163,000</u> |
| Gross Margin | <u>1,118,000</u> | <u>2,326,000</u> | <u>3,137,000</u> |
| Operating Expenses | | | |
| Advertising and Promotion | 25,000 | 25,000 | 25,000 |
| Bank Service Charges | 7,800 | 16,200 | 21,900 |
| Charitable Contributions | 78,000 | 162,000 | 219,000 |
| Self Imposed Fee / Tax | 130,000 | 270,000 | 365,000 |
| Computer and Internet Expenses | 13,000 | 27,000 | 36,500 |
| Conferences and Training | 25,000 | 32,500 | 40,000 |
| Depreciation Expense | 150,000 | 160,000 | 170,000 |
| Insurance Expense | 36,000 | 39,000 | 42,000 |
| Miscellaneous expenses | 18,000 | 24,000 | 36,000 |
| Office Supplies | 50,000 | 55,000 | 60,000 |
| Payroll Expenses | 659,000 | 843,000 | 1,078,000 |
| Professional Fees: Accounting | 36,000 | 40,000 | 44,000 |
| Professional Fees: Legal | 12,000 | 15,000 | 18,000 |
| Rent | 240,000 | 244,800 | 249,696 |
| Repairs and Maintenance | 48,000 | 48,000 | 48,000 |
| Security Expense | 260,000 | 270,000 | 280,000 |
| Telephone | 1,200 | 1,500 | 1,800 |
| Utilities | <u>36,000</u> | <u>40,000</u> | <u>44,000</u> |
| Total Operating Expenses | <u>1,825,000</u> | <u>2,313,000</u> | <u>2,778,896</u> |
| Operatine Income (Loss) | (707,000) | 13,000 | 358,104 |
| Interest Expense | <u>90,000</u> | <u>120,000</u> | <u>100,000</u> |
| Income before taxes | (797,000) | (107,000) | 258,104 |
| Income Tax Expense (Benefit) | <u>(126,800)</u> | <u>(10,560)</u> | <u>160,000</u> |
| Net Income (Loss) | <u>\$ (670,200)</u> | <u>\$ (96,440)</u> | <u>\$ 98,104</u> |

Finance- A. Pro Forma and Operating Costs:

Three Year Pro Forma Operating Budget (See attached pro forma calculation and tax materials)

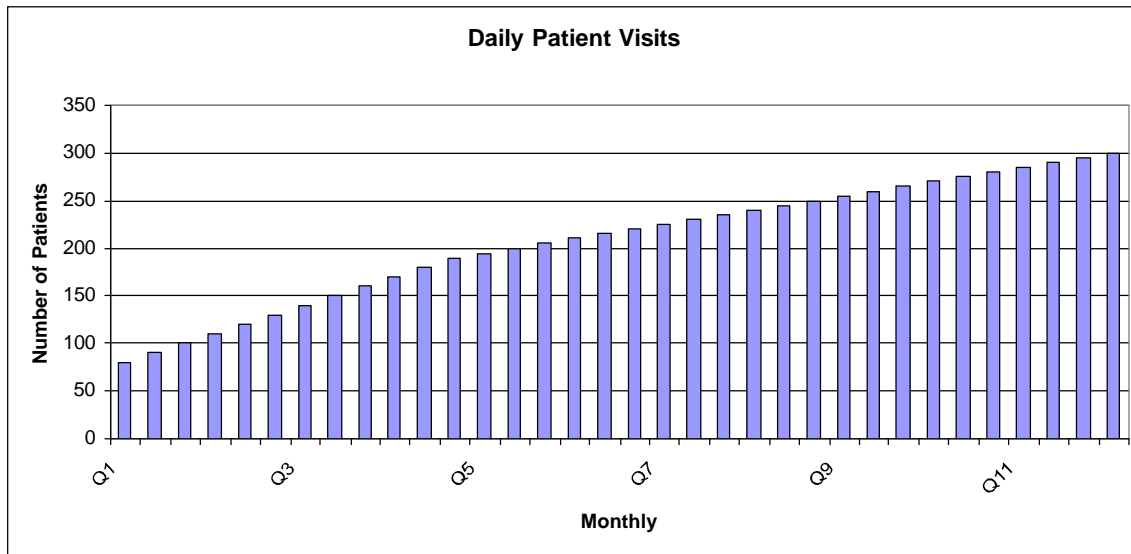
Blüm SL's three-year pro forma budget has been developed based upon actual operating cost figures generated by Blüm Oakland, which has been operating as a permitted medical cannabis dispensary for four years in Oakland, California. The experience, expertise and knowledge acquired from operating Blüm Oakland were utilized to project the detailed pro forma provided in the attached documents. Blüm Oakland's executive team experience will be extremely beneficial in developing a sustainable, non-profit enterprise that will serve the San Leandro patients and community. The assumptions of the pro forma financials conform to the medical cannabis laws and regulations of San Leandro and the State of California. These assumptions and financials also take into account Blüm SL's sharing the San Leandro market with Harborside Health Center.

Assumptions

Blüm SL's three year pro forma calculation methodologies benefit from Blüm Oakland's experience in planning, building, developing, opening, and successfully operating a respected and sustainable dispensary model. The Blüm Oakland team has the proven experience and know how to start a dispensary in San Leandro because we have done so successfully in Oakland, California and now in Las Vegas, Nevada as well. The submitted calculations for revenue and growth are based upon actual data and records collected from Blüm Oakland. Thus, Blüm SL can benefit with an existing patient base from which the San Leandro start-up can develop. Blüm SL expects to begin serving approximately 60 patient visits per day, increasing over the next three years to approximately 300 patient visits per day. These projections are based on current registered Blüm Oakland patients who live in San Leandro or nearby communities, and on the overall experience gained in operating Blüm Oakland. Blüm Oakland patients will be notified of the new San Leandro location, which may geographically better serve their needs. The data below represents the respective community where known patients reside and the number of such patients currently registered at Blüm Oakland.

| Community | Registered Patients |
|------------------|----------------------------|
| San Leandro | 1,554 |
| Castro Valley | 335 |
| San Lorenzo | 285 |
| Hayward | 1,925 |
| Fremont | 502 |
| Union City | 368 |
| Newark | 165 |
| Dublin | 223 |
| San Ramon | 235 |
| Total | 5,592 |

The monthly data used to generate the chart below shows the estimated number of patient visits that will occur daily over the first three years of operation in San Leandro.



Revenue - Blüm SL estimates the average, non-subsidized, patient will spend \$60 in the initial months of operation. Over time as the patient count grows, the average transaction should grow to approximately \$75 in the first two years of operation. Blüm SL will offer a wide selection of products in addition to those currently offered at the Blüm Oakland location. Blüm SL has access to over 372 local vendors who provide products. These products range from medicinal cannabis varieties, high and medium grade flowers, edibles, clones and concentrates for patients with compromised immune systems, and topical ointments that provide a range of relief. A more detailed list of products is available in the Financial Appendix.

Cost of Goods Sold - The selection of products that will be offered at Blüm SL will be similar to the selection at Blüm Oakland. It is expected that the cost of goods sold will average 57%, generating an average gross margin of 43%. This is based upon the expected product mix and experience attained from Blüm Oakland. The Blüm SL price point will remain competitive as the benefits of Blüm Oakland’s larger networks and associations for bulk purchasing come into play, to the benefit Blüm SL’s patients.

Advertising and Promotion – These costs include the printing and design cost incurred for welcome packages, education pamphlets, listing of products available, as well as generating and maintaining the website and local area advertising for the dispensary. At start-up Blüm SL will have an annual advertising and promotion budget of approximately \$25,000 a year for each of the three years of operation as detailed in the attached pro forma.

Bank Service Charges – These are costs incurred to process patient bank debit cards along with ACH fees and wire fees to pay various vendors. At start-up Blüm SL estimates annual bank service charges will be approximately \$7,800, increasing to \$21,900 a year, by year three of operations.

Charitable Contributions – Blüm SL will set aside a minimum of three percent (3%) of total revenues to be dispersed to local charities within the San Leandro community. Initially Blüm SL anticipates charitable contributions of \$78,000, increasing to \$219,000 a year, by year three of operations.

Self-Imposed Fee/ Tax – Blüm SL will donate five percent (5%) of total revenues for care packages and on-site services and community groups. At start of operation Blüm SL estimates that a 5% community benefit fund would generate \$130,000, increasing to \$365,000 a year, by year three of operations.

Computer and Internet Expenses – These expenses encompass licensing costs paid to third party software vendors to track and account for all acquired products, supplier information, and maintaining required local and State patient information. Blüm SL estimates that the annual start-up cost would be approximately \$13,000, increasing to \$36,500 by the third year for computer and internet expenses.

Conferences and Training – These are costs associated with continually educating staff so they may better serve the patient community. There are conferences throughout California where staff will be required to periodically further their education with respect to better serving Blüm SL's patients and community. Blüm SL will initially invest approximately \$25,000, increasing to \$40,000 annually by year three for training staff and leadership.

Depreciation Expense – These are allocated costs over the estimated useful life of an asset. The assets that will be depreciated are improvements to the facility, including furniture and fixtures, security equipment, and computers required for day-to-day operations. This depreciation and equipment replacement schedule will be estimated at \$150,000 in year one, increasing to \$170,000 annually in year three.

Insurance Expense – This is expense incurred and paid for property and casualty insurance, product liability and general liability insurance to cover Blüm SL operation. At start-up this expense is expected to be approximately \$36,000, increasing to \$42,000 annually by year three of operations.

Miscellaneous Expense – These are miscellaneous costs that arise in the course of business that do not currently have a specific category outlined in the projections. Submitted calculations include a miscellaneous expense line item at start-up of approximately \$18,000 and growing to \$36,000 by year three of operations. Through this contingency Blüm SL would be able to address any unexpected costs such as unforeseeable repair and alterations to the business.

Office Supplies – This includes office costs required to run the day-to-day operations of the dispensary, including but not limited to computers, printer ink, paper, labels, etc. At start-up office supplies are estimated to cost approximately \$50,000 and grow to \$60,000 by year three of operations.

Payroll Expenses – These are costs required to pay dispensary employees, including payroll taxes and workmen's compensation insurance healthcare insurance and 401k matching contributions. Blüm SL will pay above market living base wages, in addition to providing full health benefits (medical, dental and vision) and a 401k plan, with employer matching up to four percent (4%). Employees will receive continual education including on the job training as well as attending conferences to better enable them to serve Blüm SL's medical cannabis patients. At start-up Blüm SL expects payroll expenses to be approximately \$659,000, increasing to \$1,078,000 by year three of operations. This estimate is based on the payroll expense and operating experience at the start of the Blüm Oakland facility.

The estimated number of employees and compensation is based on the payroll expense and operating experience at the start of the Blüm Oakland facility. The tables below outline the number of employees, job titles and expected compensation which will be paid based on the employees currently employed at Blüm Oakland.

| |
|------------------------------|
| 1st Year of Operation |
|------------------------------|

| Job Description Title | Hourly Wage | Annual Salary | # of Employees |
|---------------------------------------|--------------------|----------------------|-----------------------|
| Executive Director | | 30,000 | 1 |
| Chief Operations Officer | | 30,000 | 1 |
| Head of Security | | 30,000 | 1 |
| Security Ambassador | | 40,000 | 1 |
| General Manager | \$ 30.00 | | 1 |
| Assistant Manager | \$ 22.00 | | 1 |
| Patient Intake Specialist | \$ 16.00 | | 1 |
| Product Specialist | \$ 16.00 | | 2 |
| Patient Programs Manager | \$ 25.00 | | 1 |
| Supply and Purchasing Manager | \$ 18.00 | | 1 |
| Inventory and Packaging Specialist | \$ 18.00 | | 1 |
| Test and Quality Assurance Specialist | \$ 18.00 | | 1 |
| Cash Clerk | \$ 18.00 | | 1 |
| | | | 14 |

| |
|------------------------------|
| 2nd Year of Operation |
|------------------------------|

| Job Description Title | Hourly Wage | Annual Salary | # of Employees |
|---------------------------------------|--------------------|----------------------|-----------------------|
| Executive Director | | 32,400 | 1 |
| Chief Operations Officer | | 32,400 | 1 |
| Head of Security | | 32,400 | 1 |
| Security Ambassador | | 43,200 | 1 |
| General Manager | \$ 32.00 | | 1 |
| Assistant Manager | \$ 24.00 | | 2 |
| Patient Intake Specialist | \$ 17.50 | | 1 |
| Product Specialist | \$ 17.50 | | 3 |
| Patient Programs Manager | \$ 27.00 | | 1 |
| Supply and Purchasing Manager | \$ 20.00 | | 1 |
| Inventory and Packaging Specialist | \$ 20.00 | | 2 |
| Test and Quality Assurance Specialist | \$ 20.00 | | 1 |
| Cash Clerk | \$ 20.00 | | 1 |
| | | | 17 |

| |
|------------------------------|
| 3rd Year of Operation |
|------------------------------|

| Job Description Title | Hourly Wage | Annual Salary | # of Employees |
|---------------------------------------|-------------|---------------|----------------|
| Executive Director | | 35,000 | 1 |
| Chief Operations Officer | | 35,000 | 1 |
| Head of Security | | 35,000 | 1 |
| Security Ambassador | | 46,600 | 1 |
| General Manager | \$ 34.00 | | 1 |
| Assistant Manager | \$ 25.00 | | 2 |
| Patient Intake Specialist | \$ 19.00 | | 2 |
| Product Specialist | \$ 19.00 | | 5 |
| Patient Programs Manager | \$ 30.00 | | 1 |
| Supply and Purchasing Manager | \$ 22.00 | | 2 |
| Inventory and Packaging Specialist | \$ 22.00 | | 2 |
| Test and Quality Assurance Specialist | \$ 22.00 | | 1 |
| Cash Clerk | \$ 22.00 | | 1 |
| | | | 21 |

Professional Fees: Accounting – These are the costs to be paid to outside independent Certified Public Accountants to audit the books and records of Blüm San Leandro. At start-up we expect that our professional services fees will be approximately \$36,000 and grow to \$44,000 by year three of operations.

Professional Fees: Legal – Legal costs incurred to advice and document the proper procedures in operating a medical cannabis dispensary. At start-up Blüm SL anticipates professional services fees will be approximately \$12,000, increasing to \$18,000 by year three of operations.

Rent Expense – These costs will be rent paid to the landlord for the dispensary location in San Leandro. Through a letter of interest Blüm SL has negotiated a competitive rent expense that at start-up will be \$240,000, and with modest annual increases will rise to \$249,696 by year three of operations.

Repairs and Maintenance – These are costs to maintain the facility, e.g., landscaping cost, janitorial costs, and garbage removal. At start-up Blüm SL will set aside approximately \$48,000 a year for each of the three years of operation.

Security Expense – This is the cost for third party security guards to be on site 24/7. During hours of operation a guard will be at each entrance where patients will have access to the dispensary. At start of operations Blüm SL anticipates these costs to be approximately \$260,000, increasing to \$280,000 by year three of operations.

Telephone Expense – This is the cost to have a Blüm SL business telephone, through which patients can contact the dispensary regarding any questions, and through which various vendors can contact Blüm SL regarding on-going business. At start-up Blüm SL estimates such expenses to be approximately \$1,200, increasing to \$1,800 by year three of operations.

Utilities – These are costs paid to the local utility company to provide electricity to power, heat, or cool the dispensary facility. At start-up Blüm SL estimates such expenses to be approximately \$36,000, increasing to \$44,000 by year three of operations.

Interest:

Terra Tech Corp has agreed to lend Blum SL up to \$4,000,000 for all startup expenses, including but not limited to building development, product acquisition and staffing. Any money lent to Blum San Leandro by Terra Tech Corp, if any, will be charged at an annual rate of 5% on the principal.

Benefits Packages:

Knowing that our employees are our greatest assets, Blum SL places a high value on the benefit package offered to the employees. With that in mind, Blum SL is working with Insperity to ensure that our employees have access to the best benefit options.

Blum SL is proud to extend the following benefits to our staff. This comprehensive benefits package incentivizes our staff to practice a healthy lifestyle, save towards their retirement, take care of their families and build a future.

Health Medical Plan

The company offers a variety of full coverage health benefits including PPO plans coverage options generally provide both in-network and out-of-network benefits. Allowing to see any licensed provider, but incentives are offered for using providers in network. HMO options are available for employees that prefer a lower out-of-pocket expenses with possibly lower deductibles as well. A wide variety of health plans are available with corporate contribution that will give all employees coverage to protect them and their families.

Dental Plan

This coverage option includes both in network dental professionals, as well as out of network providers depending on the insured's preference.

Vision Plan

This coverage option covers eye exams, and the purchase of lenses and frames, subject to certain time limits. This coverage option has a nationwide list of providers, both optometrists and ophthalmologists, and if those providers are seen there is usually no additional cost other than any applicable copayment. Any licensed provider may be seen.

Employee Assistance Program

Employee Assistance Program (EAP) is a counseling and consultation service. Services integrate elements of traditional employee assistance programs, work-life services and health information lines with a wealth of other resources. These services provide confidential support, counseling, customized resources and referrals, along with practical information on hundreds of work and home life topics, including substance abuse, marital problems, family troubles, stress and domestic violence, as well as health education and disease prevention.

Flexible Spending Account

The Health Care Flexible Spending Account Plan (Health Care FSA) allows employees to set aside a portion of current earnings on a pretax basis (if tax status qualifies) for reimbursement of qualifying health care expenses incurred during the year that are not otherwise covered by a health plan. Using pretax dollars to pay for expenses helps to reduce employee's taxable income.

Health Savings Account

HSAs are individually owned, tax-advantaged accounts that can be used to pay for current or future health care expenses. Like a retirement account, the funds can be kept as cash or invested into mutual funds. The account holder (i.e., the employee) can contribute to the account, as can any other person or entity, including the Blum SL.

HSAs have a triple tax advantage: Contributions made via payroll deduction are pre-tax if made through an employer-sponsored cafeteria plan, therefore reducing taxable income. Earnings to an HSA from interest and investments are tax-free. Distributions from an HSA to pay for qualified medical expenses are tax-free.

Wellness Initiative

The company is committed to improving the health of our employees. That's why we decided to use the recent Medical Loss Ratio rebate to launch a new wellness initiative focusing on a significant health problem for our employees including Zika Virus Infection and Prevention of Breast Cancer and Diabetes

Insurance- Basic Life and Accident

The Basic Term Life Insurance and Personal Accident Insurance (PAI; also known as AD&D) benefits insurer is Life Insurance Company of North America (Cigna). This coverage provides group personal accidental insurance (PAI) to those who are eligible. Basic PAI coverage provides benefits for total disability or death occurring within 365 days of a covered accident, or for the accidental loss of a limb or eyesight. (PAI coverage may also be known as Accidental Death and Dismemberment or "AD&D" coverage.) With basic PAI coverage, employees are covered on the job or off the job, at home or away from home.

Voluntary Benefits

For additional peace of mind and to provide an added level of protection for employees and their family when life's unexpected crises occur, the company offers the following voluntary (employee-paid) benefits

Voluntary Group Universal Life Insurance, Voluntary Personal Accident Insurance, Voluntary Long-Term Disability Insurance, Voluntary Short-Term Disability Insurance

Investment- 401(k) Retirement Savings

A 401(k) plan is the tax-qualified, defined-contribution pension account defined in subsection 401(k) of the Internal Revenue Code. [1] Under the plan, retirement savings contributions are provided (and sometimes proportionately matched) by an employer, deducted from the employee's paycheck before taxation (therefore tax-deferred until withdrawn after retirement or as otherwise permitted by applicable law), and limited to a maximum pre-tax annual contribution of \$18,000 (as of 2015). The company will offer this benefit and a matching benefit to help employees prepare for retirement.

529 College Savings Plan Information

A 529 plan is a tax-advantaged investment vehicle in the United States designed to encourage saving for the future higher education expenses of a designated beneficiary. 529 plans are named after section 529 of the Internal Revenue Code 26 U.S.C. § 529. While most plans allow investors from out of state, there can be significant state tax advantages and other benefits, such as matching grant and scholarship opportunities, protection from creditors and exemption from state financial aid calculations for investors who invest in 529 plans in their state of residence.

Additional Benefits:

Adoption Assistance Program

This program reimburses an eligible employee up to \$1,500 for qualified adoption expenses associated with the adoption of an eligible child, whether through private adoption or an adoption through a licensed adoption agency. The company intends that its Adoption Assistance Program qualify as a plan providing adoption assistance under Internal Revenue Code (IRC) Section 137 and that reimbursements made under the Adoption Assistance Program be eligible for exclusion from participating employees' income under IRC Section 137(a).

Commuter Benefits

The Commuter Benefits Program allows participants to save up to 40% on transportation costs by paying for mass transit and/or parking expenses with pretax dollars.

Workers' Compensation and Insurance:

The medical cannabis industry continues to face banking challenges. One consequence is that few Workers Compensation Insurance Carriers will provide coverage to the industry. As a result Blüm Oakland pays a slightly high premium rate for such coverage than would a similarly sized company in another industry.

Blum Oakland's present carrier is AIG, whose premium rate is about 6%. This rate is determined by multiplying the job description rate for each employee times the wage paid per employee. AIG determines the job description rate, which is approved by the State Insurance Commissioner. The calculated annual premium is then divided into twelve monthly payments.

The majority of Oakland Blüm's staff is considered low risk, as their duties do not require manual labor. When Oakland Blüm began operation four years ago, its initial Workers Compensation rate was about 9% however Blum Oakland's excellent low claim track record has resulted in a reduction of premium to the present approximately 6% figure.

Insurance:

At Blum Oakland, our insurance cost during year one was \$34,000. Since Blum San Leandro will operate a dispensary of similar composition we expect that the insurance cost to remain the same. Our pro forma has a \$2,000 margin incase adjustments are made by our Insurance provider. Blum San Leandro will carry the full coverage insurance general liability, property protection and product liability.

Taxes:

Salwa Ibrahim, the Executive Director for Blum SL serves as the Executive Director for Blum Oakland and Blum Las Vegas. Blum Oakland and Blum Las Vegas currently operate permitted dispensaries in their respective jurisdictions. To date the entities are current with their tax payments required by their local jurisdictions.

To date Blum Oakland has paid \$1,315,096.34 to the City of Oakland; by year-end the total amount paid will increase to \$1,945,357.08. In addition Blum Oakland has paid \$288,500.11 to the Franchise Tax Board, \$2,957,241.15 to the State Board of Equalization and \$1,253,104.21 to the IRS. Please see the supporting documents in the following pages.

Blum Las Vegas commenced operation on April 20, 2016 and has been operating for 30 days as of May 19, 2016. To date a tax payment has not been due to the City of Las Vegas or the State of Nevada. Our first tax payment is due on May 31st. Blum Las Vegas will pay all taxes owed on time following the respective local ordinance. The amount of said bill is unknown at this date as it will be directly contingent upon the gross sales receipts of the dispensary business operations from April 20th to May 20th. At which time our estimated revenue has us projecting a tax bill will due for \$4,000.00 Please see the following pages for our estimated tax payment calculation.

As noted above Blum SL will self-impose a 5% gross receipts fee in lieu of a local tax. Should the voters of San Leandro adopt a cannabis business gross receipts tax, Blum SL will comply with the any local San Leandro based cannabis business gross receipts tax.

OPERATING PLAN

2. Blüm SL Operations

Blüm SL will be a patient-focused boutique operation that enables patients to feel welcome, recognized, and respected as individuals. Blüm SL's dispensary staff will provide each patient with a personal touch and connection as a normal part of business operations. The following sections of this document summarize day-to-day operations policies that will be utilized by Blüm SL dispensary staff to ensure conformance with California law and Attorney General's Guidelines, as well as applicable local statutes and regulations. These applicable local statutes and regulations are outlined in San Leandro Municipal Code Chapter Title 4, Chapter 4-33, hereafter referred to as "SLMC Title 4, Chapter 4-33". Blüm SL will exceed bare compliance with the enumerated regulations to better mitigate potential adverse impacts of the dispensary on the quality of life, public health, safety and welfare of the San Leandro community.

2. A-Plan of Operation/Daily Activities

As discussed in prior RFP submission, Blüm SL is incorporated as a California not-for-profit C Corporation, pursuant to California medical cannabis Attorney General Guidelines issued in 2008, and as required by SL Municipal Code. Blüm SL, Blüm Oakland and Terra Tech Corp. (TRTC) are all compliant with the State Medical Marijuana Regulation and Safety Act (MMRSA) of 2015. It should be noted that MMRSA explicitly allows for-profit entities pursuant to new licensing provisions that extend right to acquire licenses to individuals, partnerships, corporations, business trusts, etc. (under the definition of "person" in AB266, 19300.5). Blüm SL will procure and conspicuously display within the dispensary all required permits including seller's permit from the State Board of Equalization, San Leandro's Business License issued by the City's Finance Department, and a copy of the Cannabis Dispensary Permit issued by the City to Blüm SL.

Blüm SL hours of operation shall be approved by the City of San Leandro before they are adopted. Proposed hours of operation are Monday - Saturday 10:00 AM–7:00 PM; and Sunday 11:00 AM–7:00 PM. Blüm SL will designate and provide a Community contact to the City of San Leandro, the Chief of Police and all neighbors located within fifty feet of the premises. Location and signage will be as required by SLMC code and as approved by the City of San Leandro. Blüm SL shall not hold or maintain a license from the State Department of Alcoholic Beverage Control to sell alcoholic beverages, or operate a business that sells alcoholic beverages. Blüm SL will not operate as a restaurant, cafe or lounge serving food or drinks for consumption on-site. Within the Dispensary dispensing and intake areas there shall be no seating area, tables, couches or chairs for the gathering or congregating of patients or primary caregivers except those necessary for the comfort and care of our patients and their caregivers. Our dispensary will have an attached area where group exercise, classes, and support groups will be conducted; please see Site Appendix for a sample schedule of events. There will be no medicating or eating allowed in the communal space.

Services and medicine will be offered primarily through a walk-in and delivery basis. Acquisition of product from patient vendors and from Blüm Oakland's cultivation facility will be conducted by appointment at the Blüm Oakland facility. Delivery will be consistent with and comply with the requirements of the MMRSA of 2015, and will occur only if expressly permitted by the City of San Leandro. Appointments will be required at Blüm Oakland for patient vendors to sell their bulk product to Blüm SL because established security and infrastructure for bulk product purchasing is already in place in Blüm Oakland. Advantageously, this procedure will reduce foot traffic related to bulk sales and the associated monetary exchange from occurring at the Blüm SL dispensary. There will be no on site manufacturing or baking of medicinal products, as all products sold will be pre-packaged and tested by the product vendor prior to acquisition by Blüm SL.

Patient Focused Intake

When a patient arrives at the Blüm SL facility they will be greeted by a Blüm SL security ambassador, whose presence is intended to enhance the community focused approach practiced. Blüm SL security ambassadors will politely engage and direct each patient to the patient intake and service center. The security ambassadors are trained to be discrete and vigilant, and in addition to being an extra set of eyes and ears in the neighborhood, they will contribute to a calming influence in and about the dispensary. In a polite and professional manner, the security ambassadors will require a valid government issued form of identification before admitting a patient into the facility. After such pre-screening and admission into the Blüm SL dispensary, established operating and verification procedures will assure compliance and

eligibility with all local and state regulations.

Patient Verification

Blüm SL's patient verification system is exemplified by compliance with compassion. After a patient has been ushered into the patient verification and intake area, the Blüm SL front desk manager shall verify patient status within the Blüm SL collective, and shall confirm that medical recommendations for the patient and any primary caregiver are valid and current. Only after these preliminary requirements are satisfied is the patient permitted to enter Blüm SL. More specifically, during initial intake, the front desk manager will review the California registry identification card for each patient and ask for a second photo identification document to verify patient identity.

Once verified, patients visiting for their first time will be required to review and execute a copy of the Blüm SL collective membership agreement, acknowledging that the patient understands and will comply with collective rules and regulations. Such regulations shall include without limitation prohibition of smoking, ingesting or otherwise consuming cannabis, and/or loitering or littering on or within 25' of the premises, including ancillary structures, parking areas or other immediately surrounding areas.

After all requisite membership forms are complete, a patient record is created within the Blüm SL patient management system, as prescribed by SLMC ordinance. Scanned images of patient paperwork, ID cards, and California registry identification card are made. These images are uploaded to the Blüm SL's secure computer system, and will be attached to the digital patient record. Upon return visits, the patient's California registry identification card barcode is scanned to retrieve the patient record. In this fashion, Blüm SL's SLMC compliant patient management system will provide fast and accurate patient check-in and history tracking, recommendations, and all paperwork required for legal compliance. A purchase history will be associated with the patient records and will be rapidly accessible in the Blüm SL computer system. Key information such as medical cannabis registry identification card expiration dates, purchase history, and recommendations will be tracked and can be accessed immediately. This management system will also ensure protection of Blüm SL patients' privileged and confidential information.

Blüm SL Products And Services

Blüm SL product inventory and variety will be sourced through Blüm's vertically integrated closed loop supply chain, as well as through reputable patient vendors, consistent with California State Attorney General Guidelines. Blüm SL shall only dispense, store, or transport cannabis in aggregate amounts relating to the number of qualified and verified patients and caregivers as required by SLMC Section 4-33-500 subsection (a)(6). Blüm SL patients will have access to the following premier Products and Services.

Products

Blüm SL's dedication to patient focused service delivery recognizes that different cannabis strains can provide different healing properties for a variety of ailments. As such, Blüm SL will provide a diverse selection of medicine to its patient members. Through its affiliated dispensary in Oakland, Blüm SL has access to over 372 local vendors who provide a broad variety of quality products. These products range from medicinal cannabis varieties, high and medium grade flowers, pills, edibles, clones and concentrates for patients with compromised immune systems and topical ointments that provide a range of relief. As inventory permits, Blüm SL will maintain a stock of twenty-five to fifty different strains of medical cannabis, including high CBD strains. Flowers will be dispensed in quantities ranging from a single gram to an ounce. Blüm SL inventory will include approximately 90 different edibles and ingestible concentrates. A more detailed list of products is available in the Financials Appendix.

Seed to Sale Implementation

Blüm SL will acquire and dispense medical cannabis via a seed to sale model, as part of a closed looped vertically integrated operating structure. A closed loop operating system means that Blüm SL can account for every step relating to how its products entered and left the dispensary. Blüm SL can provide information as to where and under what conditions a product was grown. This information includes the manufacturing, production, packing, and subsequent sale of the product to a patient, information literally encompassing seed-to-sale. Blüm SL's planned detailed system includes inventory control, testing, sanitary practices, packaging and labeling. All of these elements are key components of a closed loop operating system that helps ensure that the highest quality and safest medical cannabis available is provided by Blüm SL to its patients.

Vertical integration will ensure that Blüm SL obtains medical cannabis that complies with the State, Attorney General Guidelines, and with local rules and regulations. Further, vertical integration includes checks and balances designed to prevent diversion of cannabis to a non-patient. A representative sample of all cannabis acquired, regardless of source, is sent by Blüm SL to an independent reputable laboratory for analysis. Only cannabis in compliance with laboratory testing, as required by the State in the MMRSA shall be made available to patients. Blüm SL will require that any contracted laboratory conducts testing as required by the MMRSA, pursuant to Licensed Manufacturers and Licensed Laboratories Article 10 section 19342. Thus, testing requires that a Blüm SL contracted laboratory adopt “a standard operating procedure using methods consistent with general requirements for the competence of testing and calibration activities, including sampling, using standard methods established by the International Organization for Standardization, specifically ISO/IEC 17020 and ISO/IEC 17025 to test medical cannabis and medical cannabis products that are approved by an accrediting body that is a signatory to the International Laboratory Accreditation Cooperation Mutual Recognition Arrangement.”

Blüm SL Product Acquisition

Blüm SL’s closed-loop model provides for acquisition of medical cannabis flowers, extracts, edibles and clones in bulk from its affiliated Blüm Oakland dispensary. This procedure ensure that acquired resources were cultivated onsite and are safe products with assured quality that meets or exceeds standards required by the City of San Leandro. All cannabis grown at Blüm Oakland is inventoried, tagged, and tracked from seedling to sale, under the control and supervision of Blüm Oakland and/or Blüm SL until delivery to the patient. Blüm SL shall work closely with the City of San Leandro to ensure compliance with all City Regulations.

Additionally, Blüm SL will also have access to and acquire medicinal cannabis products from patient vendors who sell bulk product to Blüm Oakland. Among other advantages, a lower price point for patient’s results as bulk product acquisition is made for two dispensaries, and because of seed to sale integration procedures. Further, Blüm Oakland has a proven reputation for offering the highest quality medical cannabis products at the best prices. All bulk product acquired from Blüm Oakland will be securely transported to Blüm SL by a contracted armored car delivery service, to promote safety, and reduce risk of robbery or theft. Further detailed information regarding the transportation process is available upon request. All Blüm Oakland vendors must be qualified patients who fully comply with the City of San Leandro Ordinance and the Attorney General Guidelines, and all applicable State and local regulations. Vendors will be required to be registered members of Blüm SL who adhere to strict security protocols including providing information about their grow location, procedures, testing, and operations to ensure compliance with State and local laws. Vendors will be given a unique number to track the entirety of their product, and to track all collected monies due to the vendor. At year’s end, monies paid to vendors are traceable and reported under the vendor’s tax identification numbers.

Inventory Management

Blüm SL recognizes that it is essential to maintain accurate records and inventory tracking to ensure proper accounting and full legal compliance. After extensive experimentation and research Blüm SL selected MJ Freeway, a software tracking system that enables precise tracking, traceability, and transparency in inventory protocols, and was developed specifically for the needs of the medical cannabis industry. This system comprises three core modules covering patient management, inventory control, and point of sale. The MJ Freeway system is the most compatible point-of-sale platform with GAAP standard accounting and auditing.

Tracking

Blüm SL’s inventory systems will track products from arrival, into inventory, and at point of sale (POS), where it is debited from inventory and assigned at delivery to the purchasing patient. Upon receipt of completed laboratory test results verifying the relevant product sample is free of pesticides and/or contaminants, Blüm SL breaks product batches down into smaller retail quantities that are coded into the tracking system. The coding system assigns a unique barcode to each retail package that identifies the product variety, amount, and source. This enables each retail package to be associated with the larger bulk shipment that was received into inventory. The net weight of the individual packages must equal the size of the bulk product delivered to Blüm SL. A flash audit of the system will show arrival of the original batch shipment, packages currently in inventory, as well as product sales, including quantities per sale including the individual purchaser’s unique patient ID numbers. This enables Blüm SL to locate and track all products in the supply chain and to immediately identify the source of any unauthorized inventory

reduction or suspected diversion.

Transparency

Blüm SL's coded inventory system is fully integrated into the Blüm SL retail POS system, allowing for seamless communication between testing results, inventory, and sales. This provides an additional level of security, promoting and preserving patient safety, as well as ensuring inventory and financial integrity. Blüm SL can manage the entire supply chain and financial history from one interface, effectively reducing if not eliminating the risk of diversion and financial fraud.

Product Transportation Plan

Blüm SL has a transportation plan and protocols that describe policies and procedures for products in compliance with California State laws and regulations. City of San Leandro Ordinances do not address product delivery.

However, Blüm SL's delivery service will be consistent with State regulations that dictate the amounts that may be delivered to each patient and that prohibit delivery to areas that expressly forbid delivery. Blüm SL regulations will ensure that only an employee who possesses a current and valid California driver's license and has passed a background check, as required by SLMC Title 4, Chapter 4-33, may transport cannabis products on behalf of Blüm SL to and from its patients. Mobile identification card readers will be used to confirm identity of each authorized patient upon delivery. GPS tracking devices and remote locking devices will be deployed where possible to assure that the vehicle and cargo will be secured and locatable in the unlikely event of security concern.

Services

Blüm SL understands the value of offering different methods of healing to promote patient wellness. Towards that end Blüm SL will operate a learning and healing center staffed with highly trained, local health professionals who will offer a variety of services to help patients. Blüm SL will also promote healthy lifestyles for all patients and help patients manage chronic pain and/or other long-term or systemic conditions. Blüm SL will offer education relating to alternative medical services, including chiropractic and acupuncture, and will make referrals to local holistic medical providers. Consistent with the core values of Blüm SL, caring for patients in an integrated therapeutic capacity will help build patient loyalty and integrate Blüm SL into each patient's ongoing health management. Space permitting Blüm will have a separate communal space to host patient gathering, yoga classes, art classes, group therapy sessions, and other similar supportive services, at no cost. There will be no medicating or eating allowed in the communal space.

Resident Scientist Consultation

Blüm SL's in house scientist Anthony Fabrizio MS. will be available at no charge to support patient members who may wish to schedule one-on-one consultations. Mr. Fabrizio is well versed with the research on medical cannabis and its uses and efficacy, and is available to explain relevant research and test results in layman's terms to interested patients.

Alternative Care Assistance Program

Blüm SL is committed to subsidizing the cost of quality medical cannabis to qualified low-income patients, thus reducing disparities in access to treatment. Blüm SL will seek guidance from local health departments and the State Department of Health to determine the most appropriate approach to providing assistance to patients, including veterans, who cannot afford the full cost of medical cannabis.

Reading Library

Blüm SL will provide a library of educational literature including peer-reviewed medical and other scientific journal articles covering therapeutic advantages of cannabinoid-based treatments for a variety of illnesses.

2-B. Management Team

Blüm SL has a proven network of professional relationships that uniquely qualify it to provide premium quality, medicinal cannabis products to its patient base, efficiently and economically. Blüm SL's management team comprises individuals whose professional experience in developing successful companies has enabled them to become leaders in the medical cannabis industry. These individuals have demonstrated that their proven qualifications and experience in operating Blüm in Oakland, a world-class dispensary, make them the best candidates to successfully operate a dispensary in the City of San

Leandro. The caliber and accomplishments of Blüm's managing team and the excellent community service provided is reflected in the letters of recommendation from the Oakland City Administrator and the Mayor of Oakland.

Blüm SL's management approach to operating a dispensary is focused on patient care and positive contributions to the local community, attributes that are a direct reflection of the values, experience, and leadership of its management team. Such expertise includes: industry specific patient therapy, scientific research and development, familiarity with product cultivation, involvement in successful community and political awareness campaigns, and community engagement for positive change throughout the greater Bay Area. The Blüm SL team is ready and poised to deliver the highest quality of services to the citizens of San Leandro.

Executive Board

Ms. Salwa Ibrahim - Executive Director, San Leandro Community Collective. Ms. Ibrahim also serves as the Executive Director of Blüm Oakland, and Board Member of Blüm Reno, and Blüm Las Vegas. At Blüm SL, she will serve as head project manager overseeing design and construction of the dispensary site, chief strategist and spokesperson, government affairs liaison, and will oversee patient welfare and charitable giving. Ms. Ibrahim is the founder of IVXX a premier cannabis brand, and is Senior Vice President of the Cannabis Division of Terra Tech Corp., a pioneer in greenhouse farming and hydroponics technology.

Mr. Michael Glenn Yoell - Director of Security. Mr. Yoell is an honorably retired Lieutenant of Police with the Oakland Police Department, and is currently under contract with the San Leandro Police Department to perform background investigations. Mr. Yoell's career has included patrol work, criminal investigations, special operations, narcotics, special victims, and internal affairs sections work. He is the founder and co-owner of Core Security Solutions, INC., where he oversees the company's stringent internal and external security protocols.

Core Security Solutions, Inc. is currently under contract to patrol and secure the Bayfair Mall, the Oakland Army Base, as well as numerous other high value community sites. Mr. Yoell personally designed and oversaw the implementation of Blüm Oakland's industry leading security procedures, as well as procedures for Blüm Las Vegas. Mr. Yoell is an instrumental member of the Blüm SL team, and his excellent reputation and security expertise should ensure safe and secure operations in San Leandro.

Mr. Anthony Fabrizio - Chief Science Officer, Blüm SL and Terra Tech Corp. Mr. Fabrizio has a Master's Degree in Physical and Inorganic Chemistry and has conducted research and studies on the effects of cannabis with patients suffering from neurological diseases including ailments such as epilepsy. Mr. Fabrizio can meet with patients to help review their ailments and suggest different strains of medicinal cannabis that may offer relief. In addition, Mr. Fabrizio manages Blüm Oakland's extraction facility and creates concentrates for IVXX, as well as formulating products for patients with special needs.

Ms. Alicia Darrow - Chief Operating Officer, Blüm SL. Ms. Darrow has operated and managed medical cannabis dispensaries since early 2003. Her experience with dispensary management includes creating and implementing day-to-day operations and procedures, inventory tracking and auditing, and overseeing management and staff. Ms. Darrow has been personally responsible for the successful launch and management of six licensed dispensaries that have served tens of thousands of patients.

Corporate Partners

Terra Tech Corp. (TRTC) has successfully combined various technologies to create environmentally sustainable solutions for indoor and outdoor food cultivations and production, including commercial scale production of certified consumer grade herbs, vegetables and ornamentals. Terra Tech Corp. is active in ongoing agricultural research and development, and has long recognized that expanding urban and greenhouse agriculture is vital to feeding a growing populace in a sustainable manner.

Terra Tech Corp is an industry leader in developing and commercializing innovative technologies, and its core business aligns with the medical cannabis industry, especially mitigating environmental impact associated with production, and evolving innovative industry leading safety and sanitation standards. The working partnership between Blüm Oakland and Terra Tech Corp remains a prime example of synergy across industries.

Blüm SL Advisory Board

Mr. John Gooding has extensive experience helping businesses succeed, in California and throughout the country. Gooding's lifelong interests in business, education and public affairs have been recognized by Alameda County School Superintendent Sheila Jordan, who presented Mr. Gooding with the prestigious "Friend of Education" award. In 2009 the San Leandro Chamber named Mr. Gooding "Business Person of the Year" and in the spring of 2010, Mr. Gooding was honored along with Assemblywoman Nancy Skinner and Congresswoman Barbara Lee for "work in advancing social equality for all" the East Bay Stonewall Democratic Club. Mr. Gooding is currently President of the Emery Education Foundation, Former Chair of OakPAC, and Chair of Government Affairs for the San Leandro Chamber of Commerce. With his wealth of business experience, relationships and community service within San Leandro, Mr. Gooding is an invaluable addition to the Blüm SL organization.

Ms. Diana Souza - San Leandro City Council from 2007-2014. Ms. Souza has a long history of dedicated service to the City of San Leandro and its citizens. Her service has directly benefitted the overall quality of life in San Leandro. Ms. Souza's service to the community includes her having served on the San Leandro City Council, the San Leandro Chief's Advisory Board, San Leandro Recreation and Parks Commissioner, San Leandro Chamber of Commerce Executive Board, and San Lorenzo Unified School District Liaison Committee.

2. C Building Security Procedures Plan

Blüm Oakland has enjoyed four years of safe operations without incident. During this time, Michael Yoell and Core Security Solutions have maintained oversight of operational and security plans and procedures. Blüm Oakland's security protocols have evolved to ensure a safe and secure dispensary facility that provides security to its members and staff, protects human life and public safety, but does so transparently, while remaining responsive to the needs of the city and regional law enforcement. An efficient time-proven comprehensive security plan has evolved to continue fulfill these commitments. The Blüm SL security plan has been developed to benefit from these proven security measures. For example, access to the Blüm SL dispensary facility will be limited to employees, patients, and visitors approved under City regulations and those set forth by the City Municipal Code. The proposed Security Plan, described below, has been amended to ensure full compliance with regulations outlined in SLMC Title 4 Chapter 4-33. Blüm SL's safe operational practices and regular training will help ensure compliance with all guidelines and regulations.

General Security Policies

As discussed in the Blüm SL original submission the security plan includes measures to control ingress, egress and area specific access, perimeter security, and to provide product security. These plans include without limitation deterring and preventing unauthorized entrance into areas containing cannabis, and theft of cannabis. Blüm SL has a comprehensive risk, mitigation and response protocol, carefully developed to ensure that patients and staff thrive in a safe and secure environment. Facility protocols are constantly reevaluated and updated as necessary.

Security Infrastructure and policies

Blüm SL will install and maintain a state of the art security surveillance system to electronically monitor all areas and record the dispensary facility twenty-four hours a day, seven days per week. Monitored areas include cannabis dispensing and storage areas, all perimeter entry points, windows, areas adjacent to the property, any parking areas and all areas determined by the Chief of Police. Per SLMC Title 4 Chapter 4-33-500 subsection 16

(d) (1) & (2), the surveillance system will be of adequate quality, color, rendition, and resolution to identify any individual on the premises or its adjacent areas. The surveillance system will automatically archive all recordings onto a digital server for review by management, local law enforcement, the City of San Leandro staff, or any other State authorities for not less than 30 days. A state of the art cardkey system, programmed for specific staff access to authorized areas of the facility will be provided. Issuance of card keys to each staff person ensures electronic access only to authorized secure areas, while providing digital evidence of the card usage for future review. Immediate deactivation of the card keys is possible, when authorized by facility management. Established limited access areas will be accessible only to specifically authorized personnel, and all finished cannabis will be stored in a secure, locked device, display case,

cabinet, safe, vault or room within the enclosed, locked facility.

Blüm SL will be equipped with a centrally-monitored fire and burglar alarm system. The system will be provided by a company properly licensed by the State of California, Department of Consumer Affairs Bureau of Security and Investigative Services, in accordance with California Business & Professional Code 7590 et seq., and whose agents are properly licensed and registered under applicable laws. Authorized law enforcement will have access to the live feed at all times and in real time. Access granted to any other individuals will be approved and documented by the Blüm SL General Manager and Security Manager. Exterior premises will be secured and alarmed so as to prevent unauthorized entry, and will be equipped with latches that may be released quickly from the inside to allow exit in the event of an emergency. Commercial grade exterior lighting will provide adequate light on the exterior of the establishment to ensure proper video coverage of all persons and activities on the property. Security systems will also include an array of physical deterrents such as access controlled doors, fixed/remote panic switches, bulletproof glass check-in, walk-in vaults, and proper time-lock signage, and wherever possible 'trap door' systems will be utilized. Please see the Operating Plan Appendix for a detailed layout.

Security Personnel

During business hours there will be a security staff of not less than three uniformed, unarmed guards, and with training specific to the special needs of clients and staff. The security staff will carry a "Security Guard Card" at all times and shall not be equipped with firearms or Tasers. Security guards will practice non-confrontational, high profile techniques to deter robbery, theft, and disturbances. The security force will be trained in non-confrontational contacts and de-escalation techniques that utilize verbal communication. Such training will include limited physical force techniques in responding to clients and visitors to the facility. A cell phone or direct connect device will be provided to ensure constant communications between management, staff, and security staff personnel.

If security staff identifies a patient engaging in the unlawful resale of medicine, security staff are required to notify Blüm SL operating staff immediately. Upon receipt of such notification, Blüm SL operating staff will immediately cease providing medical cannabis products to the patient, and within 24 hours will report the incident details to the Chief of Police, the Alameda County of Public Health Department, and the physician who issued the medical recommendation to the patient. Blüm SL operating staff will maintain a record of all incidents where patients unlawfully provided or attempted to provide medicine to non-members.

Employee Policies and Training

Blüm SL has implemented employee policies and training that are fully compliant with local, state, and federally required employment practices. However, Blüm SL's success and longevity are directly tied to operating and maintaining a culture of safety and security for the community, its patients, and its employees. All staff will therefore be required to take leadership training because Blüm SL management believes the core of leadership is rooted in ethics and professionalism. Such training will encourage participants to engage in dialogue on ethics, values, principles, and how they relate to personal and professional integrity. Other leadership training concepts include suspension of assumptions, blame vs. accountability, and the power of choice. Blüm SL believes personal responsibility empowers staff to report suspicious or criminal activity and reinforces each employee's commitment to the safety and security of the dispensary.

All employees will receive comprehensive security training in accordance with Blüm SL's training plan, a copy of which detailed training plan is available upon request. Before commencing employment, mandatory employee training shall include without limitation: (1) The proper use of security measures and controls adopted by the medical cannabis establishment for prevention of diversion, theft or loss of cannabis; (2) Procedures and instructions for responding to an emergency; and (3) State and federal statutes and regulations regarding confidentiality of information related to the medical use of cannabis. Employees are required to immediately report any suspicious activity or security concerns to their supervisor as a condition of employment.

Transactional, visitor, third-party contractor, and delivery security

Though, the City of San Leandro's Ordinance does not address delivery, Blüm's delivery service will be consistent with State licensing requirements and regulations, which dictate amounts that may be delivered, as will be set by the bureau of MMRSA, to each patient and prohibit delivery to areas that expressly prohibit

delivery. Only employees, officials in the course of their duties, and approved/vetted outside vendors, contractors, and visitors are allowed access to the facility. Employees are required to display identification at all times while working.

Employees must immediately report a lost identification badge to their supervisor. Lost employee identification and/or access card will result in immediate deactivation of the lost card and issuance of a new identification and/or access card. All doors without biometric or electronic access control systems must be re-coded or re-keyed annually, as well as following any involuntary termination.

Transactional Security Policies

Maintaining fiscal integrity and discipline is paramount in the medical cannabis industry. A majority of transactions are still cash based, and a secure method of accounting for and securing the cash is imperative. Blüm SL will encourage use of credit and debit cards when possible in an effort to automate the process, and reduce and mitigate problems associated with cash, including theft and fraud. The entire transaction process occurs with Blüm SL's POS system, which ties directly into our inventory management systems, and is monitored by high definition cameras. When a transaction occurs, payment will be collected in the form of credit or debit card, or cash. The outgoing medication will be scanned and removed from the inventory system.

Blüm SL can undertake a flash audit at any time to reveal any discrepancies in payments or medication quantities. All cash drawers are reconciled after each shift and reconciliation is signed off by a dispensary manager, to enable Blüm SL to reconcile individual cash stations quickly and accurately. Any discrepancies will be identified at the close of a drawer or station and can further be reviewed by camera. Daily batch reports are created and reviewed by management. This series of checks and balances effectively mitigates risk of financial indiscretions that may otherwise occur at any level of the financial reporting process. A contracted armored car service will be provided as deemed appropriate and dedicated to delivering, receiving and securing facility proceeds, which may significantly reduce the risk of robbery and theft.

Patient/Transactional Security

Blüm SL has the experience, knowledge, and tools necessary to control sensitive, confidential patient information and employee records, and to maintain a unified, secure, HIPAA-compliant registry of its medical cannabis patients. The MJ Freeway software system provides the requisite fields and protections necessary to control security issues, to secure employee records, and to meet confidentiality requirements for patient records.

Pursuant to California Health and Safety Code Section 11362.7 et seq., Blüm SL shall maintain records of its patients on site using only the State of California Medical Cannabis Identification Card issued by the County or its designee, or a copy of the prescribing doctor's written recommendation, to further protect confidentiality of the cardholder.

The Blüm SL network will utilize a layered defense to protect patient information, and information systems containing patient data will be physically and logically segregated from POS systems and from website infrastructure. Internal and external digital firewalls will protect the internal network from external attacks directed against the website. All physical and system access to patient information will be logged and monitored on a regular schedule. Access control lists mapped to assigned job roles, combined with real-time alerts, will ensure immediate notification to management should there be an unauthorized attempt to access patient data.

Visitor Security

Visitors, including outside vendors and consultants are only allowed when escorted by a general manager, after proper clearance through Blüm SL protocol. Such visitors must obtain a visitor identification badge before entering a limited access area, and will be escorted at all times. The visitor identification badge must be visibly displayed at all times while the visitor is in any limited access area. All visitors must be logged in and out, and the log will be available for inspection by the City of San Leandro at all times. All visitor identification badges will be returned to Blüm SL upon exit.

Third Party Contractor Security, Requirements and Responsibilities

As with visitor protocol, third party contractors are only allowed when escorted by a general manager, after proper clearance through Blüm SL protocol. Such visitors must obtain a visitor identification badge before entering a limited access area, and will be escorted at all times. The visitor identification badge must be

visibly displayed at all times while the visitor is in any limited access area. All visitors and contractors must be logged in and out, and the log will be available for inspection by the City of San Leandro at all times. All visitor identification badges will be returned to Blüm SL upon exit.

Delivery Vehicle Security

Blüm procedures require the development of a Transportation Plan that describes policies and procedures for product delivery in compliance with California State laws and regulations. Only an employee who possesses a

current and valid California driver's license and has passed a background check, as required by SLMC Title 4, Chapter 4-33, may transport cannabis products on behalf of Blüm SL to and from its patients. Procedures will be implemented to ensure adequate verification of medical cannabis and cannabis products, loading areas, route planning, cargo theft prevention measures, two-way communication, and required transportation reporting. The transporting employee must carry a copy of the trip plan with the products being transported, and must obtain an original signature from the authorized recipient. Blüm SL will retain hard copies of delivery manifests for not less than one year and will make all copies available to the City of San Leandro upon request.

Mobile identification card readers will be used to confirm identity of each authorized patient upon delivery. GPS tracking devices and remote locking devices will be deployed where possible to assure that the vehicle and cargo will be secured and locatable in the unlikely event of security concern. Blüm SL staff will coordinate with local law enforcement and third-party security advisors to identify "security risk geographies" based upon local crime data. Blüm SL will plan delivery routes to avoid such potentially dangerous areas. In addition, any vehicle accidents, diversions, losses, or other reportable incidents that occur during transport will be reported to local law enforcement immediately.

2. D- Medical Marijuana Regulation and Safety Act (MMRSA)

Blüm SL is confident that its operations in Oakland and those proposed within the City of San Leandro will be fully compliant with the Medical Marijuana Regulation and Safety Act (MMRSA). MMRSA sets forth the regulatory framework that the State will require prior to a facility receiving a State license. Among the requirements are restrictions regarding how and where deliveries, as defined in MMRSA, can be made; security measures that deter and prevent theft of medical cannabis, or unauthorized entrance into areas containing medical cannabis or medical cannabis products. Security measures should include storing all medical cannabis and medical cannabis products in a secured and locked room, safe, or vault that prevents diversion, theft, and loss, except for limited amounts of medical cannabis used for display purposes, samples, or immediate sale. The State licensing authority and appropriate law enforcement authorities must be notified by the licensed dispensary within 24 hours after discovery of breaches of security, among other things.

All MMRSA requirements are met and in fact are exceeded by the security, operational, delivery, and transactional plans heretofore submitted by Blüm SL to the City of San Leandro for the City's Dispensary permit. Rather than restate the elements, Blüm SL refer to the sections above noted and those previously submitted during the first process initiated by the City of San Leandro, and incorporates the same herein by reference. The described Blüm SL security policies have measures in place designed to prevent diversion, fraud, theft, and loss. Blüm SL's POS and inventory systems are industry leading best practice applications that allow for the tracking of all products that enters the Blüm SL facility. As noted, Blüm SL's proven security plan ensures that only appropriate personnel have access to certain areas and that all other personnel, visitors, and contractors are restricted to areas on an as needed basis with escorts. Blüm SL is fully compliant with all MMRSA and insurance requirements. Such requirements include transportation of medical cannabis products in a secure device/safe/cage similar to those used by the DEA. Flash audits and reporting requirements will be met by Blüm SL, if issued the permit by the City of San Leandro.

With regards to its testing requirements, MMRSA requires that all testing be conducted by a facility that has been issued a type 8 license through the MMRSA bureau. Blüm Oakland currently contracts with a testing laboratory operating pursuant to conditions and licenses available. As no Type 8 licenses have been issued and will not be issued until 2017, Blüm SL can only commit to immediately entering into a contract with a laboratory that is issued a Type 8 license as soon as is possible/practical depending on when California begins to issue these licenses.

Until then, Blüm SL will require that any contracting laboratory will conduct their testing as required by the MMRSA, pursuant to Licensed Manufacturers and Licensed Laboratories Article 10 section 19342. This section requires that a laboratory adopt “a standard operating procedure using methods consistent with general requirements for the competence of testing and calibration activities, including sampling, using standard methods established by the International Organization for Standardization, specifically ISO/IEC 17020 and ISO/IEC 17025 to test medical cannabis and medical cannabis products that are approved by an accrediting body that is a signatory to the International Laboratory Accreditation Cooperation Mutual Recognition Arrangement.” Blüm SL has already commenced negotiating this requirement with Blüm Oakland contracted testing providers in expectation of meeting this State requirement.

2. E- Conflict with Federal Requirements

Blüm SL is not associated with a federally funded Federal Qualified Health Center. Thus no conflicts will exist between Blüm SL operations and federal funding requirements.

2. F- Mergers and Acquisitions

In January 2016 Blüm Oakland and Terra Tech Corp. publicly announced a merger of the two companies. For several years Terra Tech Corp and Blum Oakland had enjoyed a synergistic relationship, anchored by a shared executive leadership team. In 2015, the two companies began in earnest to work cooperatively to help streamline operations and improve focus on further research. The two companies also worked together on product development and market expansion, while improving service delivery to patient members. Near the end of 2015, the proposed merger was disclosed to the City of Oakland and to the Securities and Exchange Commission, and was approved by both.

To date, in the medical cannabis and technology sector, Terra Tech Corp., whose subsidiaries include Blüm Oakland, is the only publicly traded company. As a publicly traded company, Terra Tech. Corp. and Blüm Oakland must each comply with the reporting and audit requirements of publicly traded companies. For example each company must satisfy GAAP audit and reporting standards. Arguably making Blüm Oakland the most transparent medical cannabis dispensary in the country. Consequently shrinkage, loss, and diversion within Blüm Oakland is essentially zero. This makes transparency and auditing for the City of San Leandro virtually seamless. A substantial benefit of the merger is that individuals, whose sweat and intellect equity helped build Blüm Oakland from a start-up into the well-known, respected, efficient dispensary it is today, are now shareholders of Terra Tech Corp.

Advantageously, Blüm Oakland through its relationship with Terra Tech Corp. now has greater access to capital to invest in real estate, make interior and exterior improvements, promote personnel and HR services, and undertake further research and develop new technologies. These benefits will enable Blüm Oakland to provide even higher quality medical cannabis products safely and affordability to its patients.

The merger has no bearing on Blüm SL or its participation in San Leandro’s medical dispensary permitting process. Blüm SL remains a sovereign company that has no obligations to Terra Tech Corp. While Blum Oakland and Terra Tech Corp. share leadership with Blüm SL, they and Blüm SL are completely separate entities. However Blum SL through its affiliation with Blüm Oakland and Terra Tech Corp. will advantageously have access to all technologies and resources available to Terra Tech Corp. Blüm SL will also benefit from newer training and accounting procedures adopted by Terra Tech Corp.

SITING

3.Siting – Mulford Gardens

Blüm has identified a property at 1925-1927 Fairway Drive, San Leandro, hereinafter “Fairway” and executed a Letter of Intent and is in negotiations with the property owners to purchase the property. This property is located within the identified allowable area as proscribed by the SLMC 4-33-200 and The San Leandro Zoning Code (SLZC) 2-700 et seq. Fairway is located in an Industrial General District (IG) where Medical Cannabis Dispensary is a conditionally permitted use. Pursuant to SLZC IG 7-200 the Fairway address is not located within one thousand (1,000) feet of a public or private school, public library, youth center [serving youth ages eighteen (18) and under], parks and recreation facilities, facilities for religious worship and incidental religious education, or another dispensary; and is not within five hundred (500) feet from a residential zone. Fairway is located in the Mulford Gardens neighborhood of the City of San Leandro. Fairway is less than a half mile away from the Kaiser facility. Fairway is sufficiently buffered from both the Kaiser facility and any neighboring residents so as to reduce any potential nuisance activity, however unlikely that may be, from affecting the surrounding community. Fairway meets all applicable location requirements and is a suitable and ideal location for a dispensary.

Fairway is an approximately 13,300 square feet (sq ft) building of commercial space situated on ±0.77 acres. Blüm SL intends to utilize approximately 3,595 sq ft of the commercial space for its retail dispensary operations, and 1,363 sq ft of the commercial space for a communal service space, for a total utilized area of 4,954 sq ft. Communal space will be used for group exercise, classes, and support groups; please see Site Appendix for a sample schedule of events. There will be no medicating or eating allowed in the communal space. SLZC Article 17, Section 4-1704 “Off-Street Parking and Loading Spaces Requirements regarding a Medical Marijuana Dispensary” requires “1 space per 200 sq. ft. for retail sales and services; other use types per conditional use permit” is required at the facility. With 4,954 sq ft of commercial space Blüm SL will be required to maintain 24.77 parking spaces.

Fairway, which sits on 0.77 acres of overall property, will have more than enough space to provide the required 24.7 spaces, as well as parking for its employees. Please see the Siting Appendix for renderings and mock-ups of the exterior and interior improvements Blüm SL proposes.

The proposed work will bring the look and feel of the operation into conformance with a new brand design that is being implemented nationally at all Blüm facilities. These design elements are designed to give patients the feeling of security, ease, comfort, and professionalism the moment they walk into our dispensary. Blüm SL believes these elements will flow very well with the surrounding neighborhood and it is intended that the facility complement the neighboring Kaiser hospital.

3. B- Minimizing Negative Impacts

Community Respect

- Blüm SL is committed to being a good neighbor and respecting the rights of our community. As such, Blüm SL will comply with all local regulations as set forth in SLMC Chapter 4-33 to ensure that its operations minimize any nuisance and/or negative impacts on the surrounding community. The proposed site is located in the neighborhood of Mulford Gardens at 1925-1927 Fairway Drive. As mentioned above this site meets all distance and location requirements proscribed by the City of San Leandro. Blüm Oakland has a history of being an exceptional neighbor, working to improve any neighborhood of which it becomes a part, and Blüm SL looks forward to following that path. Over time, Blüm SL will develop area specific improvements and will reach out to neighboring businesses and associations with opportunities to partner with or discuss improvements Blüm SL will be proposing to the City of San Leandro for the neighborhood. In addition, Blüm SL will take the following steps to mitigate specific nuisance activity or behavior that the City of San Leandro believes may emanate from dispensaries:

- Safety Measures- As discussed in the security section earlier herein, and in the previous RFP submission, Blüm SL shall employ a full contingent of measures designed to protect its patients and employees and any breach of peace within the dispensary or any disturbance of public order or decorum.
- Increased vehicle and foot traffic- As noted in its Environmental Plan, Blüm SL shall encourage its employees and patients to carpool and/or take public transportation, whenever possible, to minimize neighborhood vehicle traffic. In addition, as noted above, security guards will be responsible for maintaining the peace and public order outside of the dispensary thereby mitigating any impact of increased foot traffic in the area.
- Noise Abatement – the Blüm SL dispensary shall be designed with sufficient sound baffling insulation so as to absorb noise that may be generated inside the dispensary. Sound baffling will be sufficient to assure that noise is not audible on the exterior of the premises, beyond that of normal commercial offices, or public rights-of-way, or any other building or other separate unit within the same building as the dispensary.
- Odor Control - The dispensary shall be designed to provide sufficient odor absorbing/scrubbing ventilation, using ozone filters and exhaust systems. Any odor generated inside the dispensary should not be detected outside the building, on adjacent properties or public rights-of-way, or within any other unit located within the same building if the dispensary only occupies a portion of a building.
- Waste Reduction Plan- As required by SLMC Chapter 4-33, Blüm SL shall provide litter removal services twice each operating day, on and in front of the premises and on public sidewalks within one hundred feet (100') of the dispensary. This litter will be recycled when possible to minimize impact on community landfills. In addition, as noted in its environmental plan, Blüm SL shall employ waste management programs to minimize waste production in all of its facilities.
- Water Conservation- As noted in its environmental plan, Blüm SL shall work with EBMUD to develop water conservation protocols that shall be followed by all employees throughout its facilities to ensure minimized water consumption. No cultivation will occur at Blüm SL. cultivation occurs at the Blüm Oakland facility, which utilizes Terra Tech's proprietary "drip" irrigation system, a system considered to be one of the most efficient water delivery systems in the industry. Blüm SL will also work with the City of San Leandro and EBMUD to ensure that drought resistant landscaping is utilized wherever possible.



▶ Kaiser Hospital San Leandro (0.15 mi)

▶ **NEARBY BUS STOPS AND ROUTES**

Merced St. and Fairway Dr. (0.06 mi)

Merced St. and Cedar (0.33 mi)

Merced St. and Railroad Crossing (0.16 mi)

Merced St. and W. Avenue 140th (0.19 mi)

Merced St. and Marina Blvd (0.39 mi)

Merced St. and Republic Ave (0.21 mi)

COMMUNITY BENEFITS

4. Community Benefits

As mentioned in the foreword to this submission, the Blüm Oakland dispensary has become a linchpin to the revitalization of a difficult crime driven corner in downtown Oakland. Further, Blüm Oakland has actively contributed to the aesthetics and community culture, and has successfully cultivated a welcoming atmosphere through its patient centric approach. Simply stated, Blüm Oakland is an exemplary citizen in downtown Oakland. Blüm SL will provide the City of San Leandro and its residents with benefits through a comprehensive set of strategic investments in the community and a collaborative approach with its City stakeholders. Blüm SL sees its community benefit responsibilities as a powerful mechanism for continuing its efforts in improving the political and economic realities of the San Francisco Bay Area, especially in the City of San Leandro. Through grants and technical assistance, Blüm SL will support local government, non-profit organizations, community groups, and medical cannabis patient communities in their work.

Fair Share Tax Contribution

Blüm SL understands that every resident of the City of San Leandro, even corporate citizens, bears a responsibility to fund essential City services, infrastructure, programs, and emergency services. For most industries the ability to pay their fair share is expected. Blüm SL does not shy away from this responsibility regardless of whether a relevant City tax has or has not been adopted. A relevant local tax has not been adopted in the City of San Leandro. Nonetheless Blüm SL will self-impose a five percent (5.0%) gross receipts fee that it will provide to the City's general fund. If and when the City of San Leandro adopts a relevant local medical cannabis tax, Blüm SL will comply with the adopted tax rate. However until such tax is imposed, Blüm SL commits to contributing to the City's general fund at the rate of 5%.

Community Benefits

Just as Blüm SL understands that corporate citizens bear a responsibility to contributing their fair share to the community, we also believe that corporate responsibility should include community giving and benefits. Towards that end, Blüm SL will have a community benefits grant program that will focus on providing grants to programs and institutions in which the City of San Leandro has already invested. In this manner Blüm SL can reinforce City programs that are focused on enhancing economic and neighborhood development, that generate revenue for public services, and improve the overall quality of life for its citizens.

Blüm SL will strive towards building new relationships and alliances, mobilizing labor and community-based organizations behind a broad-based economic development strategy. The strategy will prioritize creation of high-quality jobs and new career paths for low-income workers, promoting community wellness, supporting sustainable local food systems, reducing nutrition-related illnesses in San Leandro's low-income neighborhoods, and putting strong emphasis on environmental and economic sustainability.

Blüm SL looks forward to leveraging its not-for-profit status by helping fund local grassroots organizations whose work most closely aligns with our vision for the community. Blüm SL has identified seven program areas it plans to fund via grants in its first five years of operations. Each individual award will not exceed \$25,000 so that Blüm SL may impact as many program areas as possible. Blüm SL anticipates that grant amounts will increase in the second and subsequent years as we build long-term, sustainable partnerships with grantees. Blüm SL believes that the City of San Leandro will experience an appreciable reduction in crime and also a reduction in enforcement costs directly attributable to these philanthropic programs. Our commitment to San Leandro is so strong that we will be creating two new pilot programs, as described below designed to make a real impact in the community. Our areas of interest include:

Re-Entry Jobs & Job Training

Blüm SL is proud to support organizations and programs such as Dig Deep Farms, which provides comprehensive job and career training and job opportunities for local residents. Blüm SL is particularly interested in funding efforts to re-integrate the unemployed, as well as reformed ex-offenders back into the workforce. When appropriate, and if no disqualifying offenses for employment exist, Blüm SL looks forward to piloting a program that identifies workforce candidates for employment with Blüm SL. We believe that if more local businesses offered similar opportunities that cumulatively there would be a significant and measurable reduction in recidivism rates throughout the Bay Area.

Domestic Violence Prevention

Blüm SL remains committed to helping end the cycle of domestic abuse. Blüm SL will fund organizations in and around San Leandro that work to prevent domestic violence, and will offer recovery and support for those who have suffered abuse. Blüm SL is particularly interested in programs such as Building Futures for Women and Children of San Leandro and CALICO Center that help build youth leadership to combat teen violence in relationships and in those that provide entrepreneurial training and/or employment opportunities to victims of abuse. The goal is to reduce the percentage of San Leandro youth who are being intimidated, physically hurt, and/or emotionally abused at home or in the community.

Blüm SL's commitment to reducing the cycle of domestic violence extends beyond supporting these praiseworthy programs. Blüm SL plans to pilot a partnership with these organizations, where any adult victim of domestic abuse, who is also a medical cannabis patient can be offered an entry level position within the Blüm SL family, to help bring stability to their lives. Blüm SL recognizes that often an impediment to victims leaving their abuser is a sense that they cannot or will not be able to manage their lives without the abuser. By empowering victims with a measure of financial independence in the form of gainful employment, and by working with affiliated support programs Blüm SL hopes to impact at least some such victims. This pilot program will be crafted in partnership with local service providers so that privacy of the victim is protected, and employment coincides and complements support and intervention services provided by the non-profit.

Youth Development

Blüm SL is particularly interested in funding efforts in support of youth leadership and mentorship, particularly in areas of decision-making, financial and civic literacy, career choices, creativity, civic processes, and green employment. The goal is to develop youth with strong mentorship and support, youth who are grounded in their communities and will be equipped to lead San Leandro in the future. A final pilot program will be Blüm SL's leveraging its partnerships throughout the Bay area, to start an innovation and incubator space for San Leandro Youth. The goal of such a program would be to partner with existing programs and organizations that may exist in San Leandro, similar to those working at the Hive in Oakland, and other tech companies and trade organizations to a youth space in San Leandro. A specific aim would be helping to nurture and grow the interest of youth in San Leandro in tech or trade jobs. Blüm SL believes by funding and building such programs there will be opportunities to connect with youth who might otherwise not be exposed to the excitement and challenge of employment in these career sectors. Exemplary organizations that Blüm SL may fund outside of the hub include The Boys and Girls Club of San Leandro, Eden Youth Center and Family Center, FLEET.edu, George Mark Children's House and Keep Music Rockin' Foundation.

Youth development also includes funding and supporting healthy youth initiatives such as The Barbara Lee Health Center. Blüm SL will be investing in the future of San Leandro by supporting an organization such as the Barbara Lee Health Center. This organization offers a place for San Leandro Unified School District middle school and high school students to participate in academic, youth leadership, social, counseling and recreational activities, after school and during school breaks,.

Revitalizing San Leandro

Blüm SL seeks to help contribute to San Leandro's overall quality of life by funding community based organizations focused on San Leandro's arts and culture, Parks and Recreation Centers, libraries, improving public safety, making environmental and ecological improvements, and encouraging economic development. Exemplary organizations include the Friends of the San Leandro Creek and the San Leandro Police Officers Association. The goal is to help maintain San Leandro's status as a vibrant, multi-cultural center of the Bay Area. Blüm S would align its funding priorities and vision to those of San Leandro Arts Commission, which makes recommendations to the City Council regarding policies related to the development, promotion and placement of visual and performing arts.

Substance Abuse Education

Blüm SL promotes the safe use of medical cannabis by qualified patients while discouraging the misuse or abuse of harmful, addictive substances. Blüm SL is particularly interested in funding efforts for San Leandro-based organizations that provide cannabis-supportive, comprehensive education and/or rehabilitation for those that are at risk for substance misuse or abuse. The goal is to reduce the impacts of substance misuse or abuse on individuals as well as on their families and communities. Blüm SL would also like to work with and support efforts identified by the San Leandro Police Department as a priority.

Foreclosure Prevention, Housing Rehabilitations Programs & Homelessness

Blüm SL seeks to help organizations that provide victims and potential victims with legal and financial resources

to prevent foreclosure, or eviction due to foreclosure. Blüm understands that rapid re-housing, medical support/diagnosis, access to medicines, and other similar services are key to helping homeless transition back to a home. Towards that end Blüm will support several programs including the City's current Housing Rehabilitation Program, which provides minor home repair grants to assist eligible low income homeowners with improvements related to health/safety, exterior paint, accessibility, seismic strengthening, exterior clean-up and mobile home repairs. Another program of interest is April Showers, which program provides aid to the homeless, a problem that is impacting cities nationwide.

Blüm SL's goal is to improve the economic and social health of our entire community. Accordingly, one of the programs that eagerly be supported is the recently announced "San Leandro Homeless Compact". This is a partnership with Building Futures and Rental Housing Association, which will coordinate with landlords providing units to the chronically homeless. Funding and supporting such an innovative program is way Blüm SL can take pride in helping address the hard issue of chronic homelessness.

Funding Process

Blüm S's funding process entails establishing grant-making priorities; identifying and inviting proposals from the types of groups we want to help; reviewing and assessing proposal applications from prospective grantees; making grants; measuring the progress of each group; and adjusting our strategy and funding accordingly.

Grant Making Priorities

Blüm SL uses the following criteria to determine eligibility of grant program seekers:

- ✓ Grants will only be awarded to San Leandro-based organizations.
- ✓ Priority is given to organizations taking a systemic approach to social change, in ways that directly address issues in urban life.
- ✓ Organizations that have a multi-year strategic plan or demonstrate commitment to developing a multi-year strategic plan will be given priority.
- ✓ Organizations that are rooted and run by members of the community they serve, and who can demonstrate an investment in leadership development and/or career training for members of their community will receive priority.
- ✓ Organizations that demonstrate a history of successfully partnering with the City of San Leandro or other local government agencies will be given priority.
- ✓ Funding should contribute to organizational capacity building, job training, and/or local economic development.

Examples of capacity building include strategic planning, board development, evaluations, conflict resolution, facilities planning, financial management, fundraising planning, technology needs, leadership or management development, program design, marketing, succession planning, and staff training. Funding cannot be used for lobbying purposes or be used solely for research purposes. Blüm SL will not give out funds to religious groups or groups that do not comply with the City's non-discrimination and local preference policies.

Group Identification

After the first year of operation, the majority of Blüm SL's net income will be donated back to the community through grants issued in four phases at the end of each fiscal quarter. Blüm SL is most excited to work with local community groups that innovate and lead daily on improving the life of San Leandro residents, particularly youth. An area of focus will be developing a relationship with an organization like the Barbara Lee Health Center, which offers a place for San Leandro Unified School District middle school and high school students to participate in academic, youth leadership, social, counseling and recreational activities, after school and during school breaks.

Blüm SL intends to disperse funds to at least one organization from each of the following categories:

- Revitalizing San Leandro
- Community Food Systems
- Domestic Violence Prevention
- Re-entry Job Training
- Youth Development
- Foreclosure Prevention/Homelessness
- Cannabis-friendly Anti-Drug Abuse Education and Patient Advocacy Groups
- San Leandro Commission funding/grant programs
- Barbara Lee Center for Health & Wellness

Assess Applications

Upon issuance of a permit Blüm SL will develop a philanthropy advisory board, developed and managed by its advisory board or a third party entity, to assess all grant applications. Organizations seeking grants will be invited to respond to our Request for Proposal (RFP), which will be evaluated by an objective point process. Point categories include organizational overview, capacity building, local support and community leadership. Once Blüm SL identifies organizations that will be receiving funding, the level of funding for each group will be determined. The goal is to identify partners who can carry out and execute their goals and work within their budgets. Blüm SL will establish formal agreements with its grantees and will state the expected outcomes. Blüm SL grants will be awarded to small, local San Leandro-based organizations that in turn provide funding and support to those doing work in San Leandro. The belief is that by redistributing revenues to other non-profits, Blüm SL supports a wider range of expertise than our staff alone could provide, while building up competence among people in the field.

Progress Assessments

Every year, Blüm SL will require its grantees to carefully track and report on their work in the field. Internally, progress is assessed against goals through Blüm SL's annual update and planning process. Every three to five years, the overall philanthropic strategy and program is reviewed, with an eye to the extent to which key goals were accomplished. This process is more in-depth and thorough than the yearly progress assessments. This process includes Blüm SL's contacting and communicating with the people it intends to serve - our ultimate beneficiaries - to make sure Blüm SL investments are meeting their needs. Based on these reviews, adjustments and re-evaluations are considered, and funding and strategies may be altered as needed.

Community Benefits in other Jurisdictions

Blüm Oakland has gifted over \$147,000 to organizations throughout the Bay area. The community benefits program Blüm Oakland has established in Oakland is the underlying foundation of the Blüm SL grant program for the City of San Leandro. The application and selection program are the same as what was described above, and include what is set out below.

Assess Applications

Blüm Oakland has a philanthropy advisory board, developed and managed by the Oakland Advisory Board to assess all grant applications. Organizations seeking grants have to respond to our Request for Proposal (RFP), which will be evaluated by an objective point process. Point categories include organizational overview, capacity building, local support and community leadership. Once organizations are identified that will be receiving funding, Blüm Oakland determines the levels of funding for each group. A goal is to identify partners who can carry out and execute their goals and work within their budgets. Blüm Oakland then establishes formal agreements with its grantees and states its expected outcomes. Grants are awarded to small, local Oakland/Bay Area based organizations that in turn provide funding and support to those doing the work in Oakland/Bay Area. Our belief is that by redistributing revenues to other non-profits, Blüm SL can support a wider range of expertise than our staff alone can provide while enhancing competence among people in the field.

Annual Progress Assessments

Every year, Blüm SL requires its grantees to carefully track and report on their work in the field. Internally, Blüm SL assesses progress against goals through its annual update and planning process.

Measuring Progress toward Impact

Every three to five years, Blüm SL will review its overall philanthropic strategy and program and the extent to which key goals were accomplished. This process is more in-depth and thorough than the yearly progress assessments. Such review will include the following steps. Blüm SL will contact and communicate with the people we intend to serve - our ultimate beneficiaries - to make sure that Blüm SL's investments are meeting their needs. Based on these reviews, Blüm SL will consider adjusting and re-evaluating its funding and strategies as needed. Entities awarded Grants through Blüm Oakland include:

AIDS Project of the East Bay
AIDS Walk SF
American Cancer Society
American Heart Association
Americans for Safe Access
Art and Soul
Art Deco Society
Art Murmur

Assumption Catholic School (San Leandro) Boy
Scouts of America (Peralta District) Boys and Girls
Club of America
Building Futures CA
NORML
Chabot Space and Science Center Children's
Fairyland
Crucible

Cypress Mandela Training Center
Dig Deep Farms
Dream Catcher
East Oakland Boxing Association
Friends of Oakland Fox Theatre
Friends of Oakland Parks & Recreation

Friends of the San Leandro Creek
Leadership Programs
Lighthouse Charter School
Marijuana Policy Project
Mayor's Toy drive
Meet Uptown Oakland
Oakland Mural Projects
Oakland Ballet
Oakland Firefighters random acts
Oakland Pride
Oakland School for the Arts
Parents 4 Pot
Cherry Festival
San Leandro Boys and Girls Club
SL Education Foundation
St. Vincent De Paul
Umbrella Drive/ Liv Life's
Funerals and financial support for grieving locals
Wardrobe for Opportunity
Piedmont school district
Wheelchair foundation

REFERENCES

5. References

The following individuals know and have worked directly with members of the Blüm Oakland facility for more than five years. They can personally attest to the veracity, ethics, and professionalism of the Blüm executive team and affiliations.

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May 19, 2016

Hon. Mayor Cutter and Hon. Members of the San Leandro City Council
City of San Leandro
835 East 14th Street
San Leandro, CA 94577

Re: Medical Cannabis Dispensary License Application from Blüm

Dear Mayor Cutter and Honorable Members of the San Leandro City Council,

I am writing regarding the Blüm medical cannabis dispensary's application for a dispensary license in San Leandro.

My Office advises and works closely with the City Administrator, who is responsible for issuing permits and overseeing compliance with Oakland's medical cannabis regulatory scheme.

During the years that Blüm has operated in Oakland, we have seen no evidence of any problems with any facet of its operations, including compliance with state and local laws. In fact, all evidence indicates that Blüm has been a model medical cannabis dispensary, a safe and professional source of medicine for Oakland patients and a highly respected member of our business community.

As you may know, Blüm ranked the highest among all applicants during Oakland's 2011 Request for Permit Application process based on the strength of its application, its management team's professionalism, its conformance with Oakland's regulations and its commitment to safe distribution of medicine to patients.

I credit much of Blüm's success to its management team led by Board Chair Salwa Ibrahim. Ms. Ibrahim is a skilled leader and an experienced professional with a track record of integrity in the medical cannabis industry.

Hon. Mayor Cutter and Hon. Members of the San Leandro City Council

May 19, 2016

Re: Medical Cannabis Dispensary License Application from Blüm

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According to the Oakland Police Department and the City Administrator's Office, the dispensary's relationship with law enforcement and City staff has been positive and cooperative and its management team has demonstrated its ability to implement business plans and proposals and comply with state and local regulations.

Blüm has helped thousands of patients in Oakland and it has made positive contributions to our community and our economy. I hope it will have the opportunity to provide these important services in San Leandro.

Please do not hesitate to contact me if you have any questions or desire additional information.

Very truly yours,

A handwritten signature in black ink, appearing to read "Barbara J. Parker". The signature is written in a cursive style with a large, prominent initial "B".

BARBARA J. PARKER
Oakland City Attorney

FINANCE APPENDIX

FLOWERS

| NAME | TYPE | DESC | THC | CBD | CBN |
|------------------------|-------|-------------------------|-------|------|------|
| GDP | IND | NULL | 20.84 | 0.05 | 0.04 |
| Candy Wreck | SAT | A popular, work-read | 17.22 | 0.22 | 0.04 |
| Green Crack | SAT | For an alert, daytime | 18.6 | 0.5 | 0 |
| Platinum Cookies | I-HYB | Popular, toasty hybri | 23.7 | 0.6 | 0 |
| Cadillac Purple | IND | The chrome-plated ir | 18.9 | 0.56 | 0 |
| Original Chem Dog | HYB | A fruity hybrid, with t | 25.5 | 0.35 | 0.04 |
| Cookie Monster Special | HYB | Warm, just-baked fla | 18.4 | 0.4 | 0.1 |
| Girl Scout Cookies | I-HYB | A hybrid so good and | 20.8 | 0.5 | 0.1 |
| Pink Champagne | HYB | A hybrid so frosty tha | 18.78 | 0.28 | 0.12 |
| Platinum OG Kush | S-HYB | Popular, sativa-strong | 22.11 | 0.27 | 0.09 |
| Super Silver Haze | SAT | Pure sativa punch, a s | 19.5 | 0.07 | 0.35 |
| Platinum Pie | IND | A pure indica, platinu | 17.83 | 0.24 | 0.04 |
| Blue Dream | S-HYB | Blueberry (ind) x Silve | 16.7 | NULL | NULL |
| Larry OG | S-HYB | NULL | 19.03 | 0.03 | NULL |
| Cherry AK | SAT | Fruity, bagain sativa. | 16.3 | NULL | NULL |
| Cherry PIEapple | HYB | Fruity hybrid at an ea | 17.7 | NULL | 0 |
| Sour Diesel | SAT | Mellow, petrol, green | 17.2 | 0.3 | 0.1 |
| Original OG Kush | S-HYB | The hybrid that taugh | 19.1 | 0.2 | 0.1 |
| Pineapple Express | SAT | Tropical aromas mak | 17.89 | 0.24 | 0.07 |
| Silver Haze | SAT | A heady sativa. One c | 18.13 | 0.26 | 0.08 |
| Kosher Dawg | S-HYB | NULL | 22 | 0.05 | NULL |
| Urkle | IND | The deep purple Urkl | 14.02 | 0.1 | 0.1 |
| SG Blackwater OG | HYB | A fruity hybrid derive | 21.2 | 1.5 | 0 |
| Skywalker OG | HYB | Pungent, high-grade | 22.2 | 0.21 | 0.07 |
| Grape Ape | IND | Deep purple indica. | 18.9 | 0.04 | 0.08 |
| Sour OG | HYB | Sour Diesel x OG Kus | 17.1 | 0.3 | 0.3 |
| Jack Cleaner | SAT | Sativa-heavy hybrid. | 14.6 | 0.03 | NULL |
| Chem Dog | SAT | A famed strain that r | 19.5 | 0.3 | 0.2 |
| Dream Queen | SAT | Blue Dream x Space C | 18.5 | 0.05 | NULL |
| Granddaddy Special | IND | A nice bargain on a fa | 17.6 | 0.4 | 0.2 |
| Lil Bud Og | HYB | Smaller nuggets from th | NULL | 0.2 | 0.1 |
| Pineapple | SAT | A tropical hybrid with | 17.7 | 0.03 | NULL |
| OD Cookies | I-HYB | An outdoor deal. | 17.4 | 0.5 | 0.2 |
| Bubblegum Cookies | I-HYB | Sweet, aromatic cook | 21 | 0.2 | 0.09 |
| Jack Herrer | SAT | A classic, named for a | 19.4 | 0.4 | 0.3 |
| Durban Poison | SAT | Fresh and friendly. | 16.4 | 0.4 | 1.4 |
| Premium Jack | SAT | A new, high-end Jack | 22.4 | 0.01 | 0 |
| Bio Diesel | HYB | A petrol-rich hybrid b | 21.51 | 0.4 | 0.1 |
| Shake | HYB | Premium trim. | 15 | 0.4 | 0.2 |
| Titan OG Kush | S-HYB | NULL | 21 | NULL | NULL |
| King Henry OG | S-HYB | A organically grown s | 17 | 0.02 | 0.2 |
| Monster Minis | I-HYB | A really strong indica | 19.7 | 0.4 | 0.1 |
| Black Domina | IND | NULL | 23.92 | 0.08 | NULL |
| Pineapple | SAT | NULL | 17.55 | 0.06 | 0.01 |
| The White | HYB | Tasteful Heavy Head | 17.31 | 0.31 | 0.15 |
| Pink Cream Soda | SAT | A Unique Flavored Sa | 17.46 | 0.07 | 0.28 |
| Green Ribbon | SAT | High grade sativa | 22 | 0.2 | 0.1 |
| Alien Cough | HYB | stawberry x alien og | 21.2 | 0.22 | 0.04 |

| | | | | | |
|---|-------|------------------------|-------|------|------|
| Louie OG | HYB | OG KUSH | 17.2 | 0.3 | 0.1 |
| Amnesia | SAT | Heavy Sativa with a S | 18.9 | 0.2 | 0.1 |
| Granddaddy Kush | SAT | Master Kush back cro | 11.6 | 0.2 | 0.1 |
| Cookieland | I-HYB | | 19.9 | 0.02 | NULL |
| Original Thin Mint | HYB | A highly resinated ph | 21.4 | 0.4 | 0.1 |
| Afgooeey | I-HYB | Really Flavorful Hybr | 20.1 | 0.3 | 0 |
| 2nd Place 2014 Patient's Cup Private Rese | HYB | NULL | 23.61 | 0.3 | 0.1 |
| Durban Cheese | I-HYB | NULL | 17.5 | 0.3 | 0.87 |
| Presidential Purple | IND | Super Dark sweet pu | 17.5 | 0.01 | 0.2 |
| Hollywood Kush | I-HYB | NULL | 17.2 | 0.2 | 0.2 |
| OD Sour Diesel | SAT | Sativa,Very Euphoric, | 19.5 | 0.01 | NULL |
| Super Lemon Haze | SAT | NULL | 22.09 | 0.3 | 0.2 |
| Bubba Kush | I-HYB | NULL | 17.7 | 0.2 | 0.1 |
| Champagne | S-HYB | True 50/50. a Kush S | 16.2 | 0.6 | 0.1 |
| Amazon Og | HYB | | 18.2 | 0.2 | 0.4 |
| UK Cheese | I-HYB | Sativa dominant hybr | 15.8 | 0.3 | 0.6 |
| Platinum HeadBand | S-HYB | Hybrid Sativa Domina | 25.2 | 0.1 | 0.5 |
| Confidential Cheese | I-HYB | Hybrid Sativa Domina | 14.9 | 0.2 | 0.5 |
| OD OG Kush | S-HYB | NULL | 17.3 | 0.03 | NULL |
| Lil Bud Bomb | HYB | smaller nugS from TH | NULL | NULL | NULL |
| SG Blue Dream | S-HYB | Blueberry X Haze. Fu | 19.9 | 0.4 | 0.3 |
| Purple Kush | IND | | 19.1 | 0.8 | 0.1 |
| Trainwreck | SAT | NULL | 18.6 | 1 | 0.1 |
| Grapefruit Kush | SAT | NULL | 15.6 | 0.03 | NULL |
| Granddaddy Skywalker | I-HYB | NULL | 18 | 0.4 | 0.1 |
| Animal Cookies | I-HYB | GIRL SCOUT CUT | 21.7 | 0.5 | 0 |
| Chem 91 | SAT | Very Functionable Sa | 18.5 | 0.3 | 0 |
| Jolly Rancher Purple | IND | A True Purple Indica | 18.1 | 0.4 | NULL |
| Platinum Bubba Kush | IND | A very sweet, earthy | 21.1 | 0.03 | NULL |
| KEN'S KUSH | IND | Frosty Indica gives fu | 20.1 | 0.4 | 0.1 |
| Master OG Kush | IND | NULL | 20.5 | 0.03 | 0.1 |
| Sour Dawg | SAT | A potent heady Sativa | 22 | 0.3 | 0.1 |
| Dutchess | I-HYB | NULL | 17.9 | 0.3 | 0.1 |
| SG Blue Dream | S-HYB | NULL | 19.7 | 0.3 | 0.1 |
| Blackjack | S-HYB | NULL | 17.3 | NULL | NULL |
| Cookie Monster | I-HYB | NULL | 21.7 | 0.27 | 0.1 |
| San Fernando Valley OG | I-HYB | NULL | 20.43 | 0.2 | 0.07 |
| Lil Bud GDP | IND | GRAPE FLAVOR; RELA | 13.1 | 0.3 | 0.1 |
| Gods Gift | IND | NULL | 16.9 | 0.3 | 0.08 |
| Pluto OG | HYB | Phenotype of the Far | 19.3 | 0.02 | 0.1 |
| Headband | S-HYB | sativa dominant | 17.8 | 0.5 | 0 |
| Shark Byte | SAT | NULL | 23.01 | 0.08 | 0.3 |
| Red Congo | SAT | NULL | 24.45 | 0.08 | 0.1 |
| Diamond OG | HYB | NULL | 20.61 | 0.3 | 0.08 |
| Northern Lights | I-HYB | NULL | 22.08 | 0.17 | 0.09 |
| Grapefruit Kush | SAT | NULL | 15.6 | 0.03 | NULL |
| Nepalese | HYB | A landrace hybrid fro | 18.79 | 0.05 | NULL |
| Greenhouse Jack | SAT | NULL | 18.3 | 0.3 | 0.15 |
| SilverBack Gorilla | IND | NULL | 20.5 | 0.03 | NULL |
| Jack The Ripper | S-HYB | NULL | 21.3 | 0.2 | 0.1 |
| Jack Haze | S-HYB | NULL | 22.6 | 0.32 | 0.21 |
| Afwreck | S-HYB | Afghani X Trainwreck | 18.71 | 0.5 | 0.16 |
| Purple Alien | I-HYB | NULL | 17.3 | 0.3 | 0.1 |

| | | | | | |
|---------------------------|-------|-------------------------|-------|------|------|
| Lemon crush | S-HYB | NULL | 20.8 | 0.04 | 0.03 |
| Ghost Train | S-HYB | | 18.7 | 0.2 | 0.1 |
| Cookie FAM Sherbert | S-HYB | PLATINUM COOKIES | 22.9 | 0.4 | NULL |
| Maui Wowie | SAT | Original Hawaiian Sat | 19.4 | 0.04 | 0.09 |
| Training Day | HYB | NULL | 21.8 | 0.5 | NULL |
| Grapefruit Romulan | S-HYB | NULL | 16.6 | 0.03 | 0.09 |
| Cannatonic | SAT | Lower THC / Higher C | 4.8 | 11.2 | 0.1 |
| Lamb's Bread | SAT | NULL | 16.1 | 0.03 | NULL |
| OD BlackBerry | I-HYB | NULL | 15.6 | 0.03 | NULL |
| Berry White | HYB | Blueberry (ind) x Whi | 21 | 0.08 | NULL |
| AK-47 | SAT | NULL | 17.8 | 0.3 | NULL |
| OD Purple Diesel | I-HYB | NULL | 14.3 | 0.03 | NULL |
| Lil Nug Bubba Kush | I-HYB | NULL | 14.3 | 0.03 | NULL |
| OD Atomic Northern Lights | S-HYB | Stoney Head High | 18.8 | 0.03 | NULL |
| Cat Piss | S-HYB | NULL | 13.6 | 0.23 | 0.07 |
| CBD Cookies | I-HYB | Girl Scout Cookies x H | 4.4 | 6.9 | NULL |
| Master Yoda Kush | I-HYB | NULL | 24.3 | 0.31 | 0.21 |
| Mr. Nice | I-HYB | NULL | 17.1 | 0.9 | 0.18 |
| OD Candy Jack | SAT | NULL | 14.45 | 0.34 | 0.07 |
| OD Jack Frost | SAT | NULL | 12.5 | 0.1 | NULL |
| Flo | S-HYB | NULL | 17.1 | 0.02 | NULL |
| Harlequin | S-HYB | high in CBD | 4.8 | 9.3 | NULL |
| Hawaiian Skunk | SAT | NULL | 17.1 | 0.2 | 0.15 |
| Dynamite | I-HYB | A grapefruit variant, f | 21 | 0.1 | NULL |
| Diablo OG | S-HYB | Earhty Sour Flavor W | 18.2 | 0.2 | 0.08 |
| Super Sour Diesel | SAT | NULL | 20.61 | 0.03 | NULL |
| Romulan | I-HYB | NULL | 17.3 | 0.01 | NULL |
| Lil Bud Granddaddy | IND | GRAPE FLAVOR RELA | 13.1 | 0.3 | 0.1 |
| OD Lemon Haze | SAT | NULL | 15.9 | 0.01 | NULL |
| PrimeTime Purple | IND | NULL | 20.4 | 0.02 | NULL |
| Sugar Cookies | HYB | Original GSC X Bubba | 24 | 0.03 | 0.89 |
| Rascal OG | S-HYB | NULL | 19.74 | 0.05 | NULL |
| Candyland | I-HYB | NULL | 22 | 0.5 | 1.3 |
| Pink Lemonade | I-HYB | NULL | 18.9 | 0.04 | 0.08 |
| Maui Dream | SAT | Maui Wowie x Blue D | 18 | 0.01 | NULL |
| Platinum OG Cookies | I-HYB | NULL | 22.3 | 0.01 | NULL |
| Purple Dragon | IND | Frosty Purple Indica (| 20.1 | 0.02 | NULL |
| Durban Dream | S-HYB | NULL | 17 | 0.2 | NULL |
| Critical Mass | HYB | NULL | 21.7 | 0.06 | 0.02 |
| Strawberry Kush | S-HYB | NULL | 18.66 | NULL | NULL |
| Key Lime Pie | HYB | NULL | 16.7 | 0.2 | 0.1 |
| Gorilla Glue Special | HYB | NULL | 14.3 | 0.05 | NULL |
| Chem OG | SAT | NULL | 19.5 | 0.04 | NULL |
| Jay One | SAT | NULL | 17.6 | NULL | NULL |
| Princess Purple | IND | NULL | 20 | 0.2 | NULL |
| Dawg Walker | S-HYB | Unique Blend Of Che | 23.6 | 0.3 | 0.1 |
| Cheesial | S-HYB | NULL | 20.6 | 0.2 | NULL |
| Cadillac Cookies | I-HYB | NULL | 20.2 | 0.2 | NULL |
| Razz OG | HYB | NULL | 19.9 | 0.2 | NULL |
| Blue Candy | I-HYB | NULL | 22.1 | 0.2 | NULL |
| Platinum Pink Cream Soda | S-HYB | NULL | 17.5 | 0.1 | NULL |
| Phantom Cookies | HYB | A slightly sativa dom | 20.1 | 1.4 | 0 |
| OG Jack | SAT | OG Kush x Jack Herre | 17.2 | 0.9 | 0 |

| | | | | | |
|------------------------------------|-------|-----------------------|-------|------|------|
| Cherry Pie | HYB | Pineapple Express x C | 23.9 | 0.2 | 0.1 |
| Fire OG | I-HYB | OG kush crossed with | 15.44 | 0.04 | NULL |
| OD Cherry Pie | I-HYB | NULL | 22.3 | NULL | NULL |
| Fruit Punch | SAT | NULL | 22.6 | 0.2 | NULL |
| Elite OG | I-HYB | Pre-98 Bubba X OG K | 23.7 | 0.1 | NULL |
| Hawaiian Gold | SAT | NULL | 19.9 | 0.1 | NULL |
| Ambrosia | S-HYB | NULL | 16.7 | 0.1 | NULL |
| O.D Blueberry | HYB | NULL | 20.3 | 0.1 | NULL |
| Sour Dream | SAT | NULL | NULL | NULL | NULL |
| Jack Frost | SAT | NULL | 15.3 | 0.2 | NULL |
| Zeus OG | S-HYB | A unique Cross OF SF | 22.6 | NULL | NULL |
| Purple Punch | IND | NULL | 20 | NULL | NULL |
| Dread OG | S-HYB | NULL | NULL | NULL | NULL |
| Grease Monkey | S-HYB | NULL | NULL | NULL | NULL |
| Agent Orange | SAT | NULL | 17.1 | 0.5 | NULL |
| Kosher | S-HYB | NULL | 16.3 | 0.3 | NULL |
| Bubba Con | HYB | NULL | 18 | 0.05 | NULL |
| Sno-cap | HYB | NULL | 18.2 | 0.4 | NULL |
| Sensi Star | I-HYB | NULL | 21.6 | 0.4 | NULL |
| Alaskan Thunderfuck | SAT | NULL | 16 | NULL | NULL |
| SG Sour D | SAT | NULL | 17.6 | 0.1 | 0.3 |
| Passion Fruit | SAT | NULL | 20.6 | 0.1 | NULL |
| Blue cheese | I-HYB | NULL | 20.48 | NULL | NULL |
| Nevil's Wreck | S-HYB | NULL | 19.4 | 0.3 | NULL |
| DJ Short Blueberry | IND | NULL | 21.2 | 0.4 | 0.6 |
| Fortune Cookies | I-HYB | NULL | 16.7 | 0.03 | 0.05 |
| White Fire OG | S-HYB | NULL | 24.1 | 0.4 | NULL |
| 2nd Place 2014 Patients Cup Papaya | SAT | NULL | 17.5 | 1.3 | 0.06 |
| Sweet Dream | HYB | NULL | 18.2 | 0.2 | NULL |
| GrapeBerry Kush | HYB | NULL | 17.2 | 0.3 | NULL |
| Blueberry Cheesecake | HYB | NULL | 16.8 | 0.4 | 0.6 |
| Medusa | I-HYB | NULL | 20.1 | 0.3 | NULL |
| Jupiter OG | HYB | NULL | 21.4 | 0.4 | NULL |
| Candyland Minis Special | HYB | NULL | 21.8 | 0.03 | NULL |
| 3 Kings | I-HYB | NULL | 18.6 | NULL | NULL |
| SG OG Kush | HYB | NULL | 12.1 | NULL | NULL |
| Candy Lemon | S-HYB | NULL | 19.33 | 0.04 | NULL |
| Purple Haze | I-HYB | NULL | 19 | NULL | NULL |
| Ogre OG | IND | NULL | 26.3 | 0.7 | NULL |
| Sage 'n' Sour | S-HYB | NULL | 20.4 | 0.1 | NULL |
| Sun Grown Girl Scout Cookies | I-HYB | NULL | 19.2 | 0.1 | NULL |
| Great White | HYB | NULL | 20.52 | 0.03 | NULL |
| LSD Kush | SAT | NULL | 19.6 | 0.1 | NULL |
| Tangie | SAT | NULL | 17.3 | 0.5 | NULL |
| NYC Diesel | S-HYB | NULL | 25.2 | 0.2 | NULL |
| Cracker Jack | S-HYB | NULL | 21.6 | 0.3 | 0.3 |
| SG Silver Haze | SAT | NULL | 15.2 | 0.03 | 0.02 |
| SG Granddaddy | HYB | NULL | 17 | 0.1 | 0.1 |
| Lambs Breath | HYB | NULL | 18 | 0.4 | 0.1 |
| PennyWise *High CBD* | S-HYB | High CBD Strain | 6.3 | 7.9 | NULL |
| Gorilla Glue Special | S-HYB | NULL | 13.7 | NULL | NULL |
| Blue Louie | HYB | NULL | 20 | NULL | NULL |

| | | | | | |
|--------------------------|-------|------------------------|-------|------|------|
| BlueBerry Yum Yum | HYB | NULL | 16.34 | NULL | NULL |
| Mango Romulan | S-HYB | NULL | 16.6 | 0.03 | NULL |
| Citrus OG | S-HYB | NULL | 19.26 | NULL | NULL |
| Afpack | S-HYB | NULL | 17.51 | NULL | NULL |
| Sonoma OG | HYB | NULL | 17.6 | NULL | NULL |
| Pineapple Paradise | S-HYB | NULL | 19.75 | 0.02 | NULL |
| Gorilla Glue #4 | S-HYB | NULL | 16.76 | NULL | NULL |
| Private Reserve OG | S-HYB | NULL | 23.61 | 0.3 | NULL |
| Widow OG | HYB | NULL | 21.36 | 0.05 | NULL |
| Banana Kush | S-HYB | NULL | 21.22 | NULL | NULL |
| Super Sherbert | HYB | NULL | 22.6 | NULL | NULL |
| Berry White special | HYB | NULL | 12.04 | NULL | NULL |
| Blueberry Cookies | S-HYB | NULL | 17.76 | NULL | NULL |
| White Skunk | S-HYB | NULL | 17.84 | NULL | NULL |
| Thin Mint Cookies | I-HYB | NULL | 19.4 | 0.13 | 0.08 |
| Dutch Treat Minis | HYB | NULL | NULL | NULL | NULL |
| SFV OG Special | S-HYB | A Great Cut OF San F | 18.75 | 0.13 | 0.09 |
| Platinum Jack | SAT | NULL | 19.9 | NULL | NULL |
| Candy Jack | SAT | NULL | 22.7 | NULL | NULL |
| OG Kush | S-HYB | NULL | 17.8 | 0.01 | NULL |
| Inferno OG | I-HYB | NULL | 17.42 | 0.22 | NULL |
| Purple Champagne | HYB | Granddaddy (ind) x Pir | 15.31 | NULL | NULL |
| Sour Scout | HYB | NULL | 18.66 | 0.02 | NULL |
| Ghost OG | S-HYB | NULL | 16.8 | 0.01 | NULL |
| Lemon OG Kush | HYB | Lemon Skunk x OG #1 | 18.2 | NULL | NULL |
| \$10 SPECIAL | HYB | NULL | NULL | NULL | NULL |
| Mango Cheese | S-HYB | NULL | 21.2 | 0.42 | NULL |
| Genesis | HYB | NULL | 19.13 | 0.01 | 0.01 |
| Gorilla Grapes | IND | NULL | 16.4 | 0.41 | NULL |
| PLATINUM LEMON | SAT | NULL | 16.65 | 0.36 | NULL |
| Blue Diesel | S-HYB | NULL | 20.48 | NULL | NULL |
| Athena Kush | HYB | NULL | 16.98 | NULL | NULL |
| Mendo Breath | I-HYB | | 20.7 | NULL | NULL |
| Cookies FAM Bacio Gelato | HYB | NULL | 19.38 | 0.03 | NULL |
| SG Bubba | I-HYB | NULL | 22.34 | 0.05 | NULL |
| 707 Kush | S-HYB | NULL | 19.36 | 0.04 | NULL |
| King Louie OG | HYB | NULL | 18.79 | NULL | NULL |
| Charlie Sheen OG | HYB | NULL | 19.7 | 0.03 | 0.03 |

EDIBLES

| NAME | TYPE | DESC | THC | CBD | CBN |
|-----------------------|-------------------|-------------------|--------|------|------|
| Jolly Lolly / Slo Pop | Sat/Ind Lollipops | 45-55mg lollipop | 43.4 | 4.1 | 1.2 |
| Cheeky Monkey Str | Breath Strip | Medicated Min | 30 | 0.2 | 0.2 |
| Butter Bros. Vegan | Vegan | Soft, effective c | 70 | 5.3 | 1 |
| Sat/Ind Tincture | Gluten Free / Ve | Gluten, Vegan, | 128.1 | 1.6 | 0 |
| Bhang 1x Dark Cho | Indica Chocolate | Award-winning | 60 | NULL | NULL |
| Bhang 2x (Assorted | Hybrid Chocolate | Award-winning | 120 | NULL | NULL |
| Spray Away | Topical Spray | Topical spray | NULL | NULL | NULL |
| Vida's Hash Browni | Brownie | 80-100mg med | 191.7 | 2.6 | 13.1 |
| Gold Mist | Sub-lingual Spray | Sub-Lingual ora | 16.2 | NULL | NULL |
| Butter Bros. Streus | Struesel | The Butter Bros | 160 | NULL | 5.4 |
| Big Pete's 40 mg co | Sativa Cookie | 40mg Medicate | 59 | 0.59 | 0.32 |
| Chronic Tonic | Drink | Medicated can | 31.4 | 0 | 0 |
| Gold Caps-50mg | Capsule | 5 - 50mg capsu | 50 | NULL | NULL |
| Gold Caps-10mg | Capsule | 8 - 10mg capsu | NULL | NULL | NULL |
| Gummi Cares | Gummy | Medicated gum | 35 | NULL | NULL |
| HIFI Bars | Chocolate | 200mg chocola | 200 | NULL | NULL |
| HIFI Bites | Chocolate | 30mg medicate | 35 | 0.71 | 2.1 |
| Medibles | Rice Krispy | Medicated Rice | 220 | 0 | 1.2 |
| Morsel Single | Cake bites | 1 pack medicat | 81.5 | 2.3 | 2.1 |
| Kandy Care Cotton | Cotton Candy | Medicated cott | 51.2 | 0.09 | 0.09 |
| Reefers PB Cups | Chocolate | chocolate w/ p | 141.4 | 2.7 | 0 |
| Stroop Waffle 12 d | Waffle | Medicated waf | 45.1 | 0 | 0 |
| Stroop Waffle 4 do | Waffle | Medicated waf | 25.1 | 0 | 0 |
| Stroop Waffle 8 do | Waffle | Medicated waf | 32 | 0 | 0 |
| Tasteez Rice Krispy | Hybrid Rice Krisp | 100mg Medica | 109.6 | 1.9 | 5.9 |
| Whooopies Red V | Whoopie Pie | Two red velvet | 99.99 | 4.4 | 0 |
| Kiva - Blueberries | Chocolate Blueb | 120 mg THC | 120 | NULL | NULL |
| Butter Bros. Caram | Caramel | Medicated cara | NULL | NULL | NULL |
| Carrot-Hemp Chap | Chap Stick | THC infused ch | NULL | NULL | NULL |
| Sweet Relief 1 oz. | Topical Cream | Kief infused bo | NULL | NULL | NULL |
| Hybrid peanut butt | Peanut Butter Cu | Hybrid blend m | NULL | NULL | NULL |
| NEW! HALF CAKED | Butter | cooking butter | 999.99 | 24.2 | NULL |
| Whooopies Red V | Whoopie Pie | Two red velvet | NULL | NULL | NULL |
| Simpson Oil | Oil | 5 gram Simpson | 238.3 | 6.4 | 1.3 |
| Indica Lozenges | Indica Hard Cand | 70mg indica ha | 73.3 | 3.3 | 0 |
| Fathers Sugar Cook | Cookie | | 200 | NULL | NULL |
| Big Pete's Indica M | Indica Cookies | Medicated min | 120 | NULL | NULL |
| Korova 5 Dose Cool | Cookie | 250mg medicat | 250 | NULL | NULL |

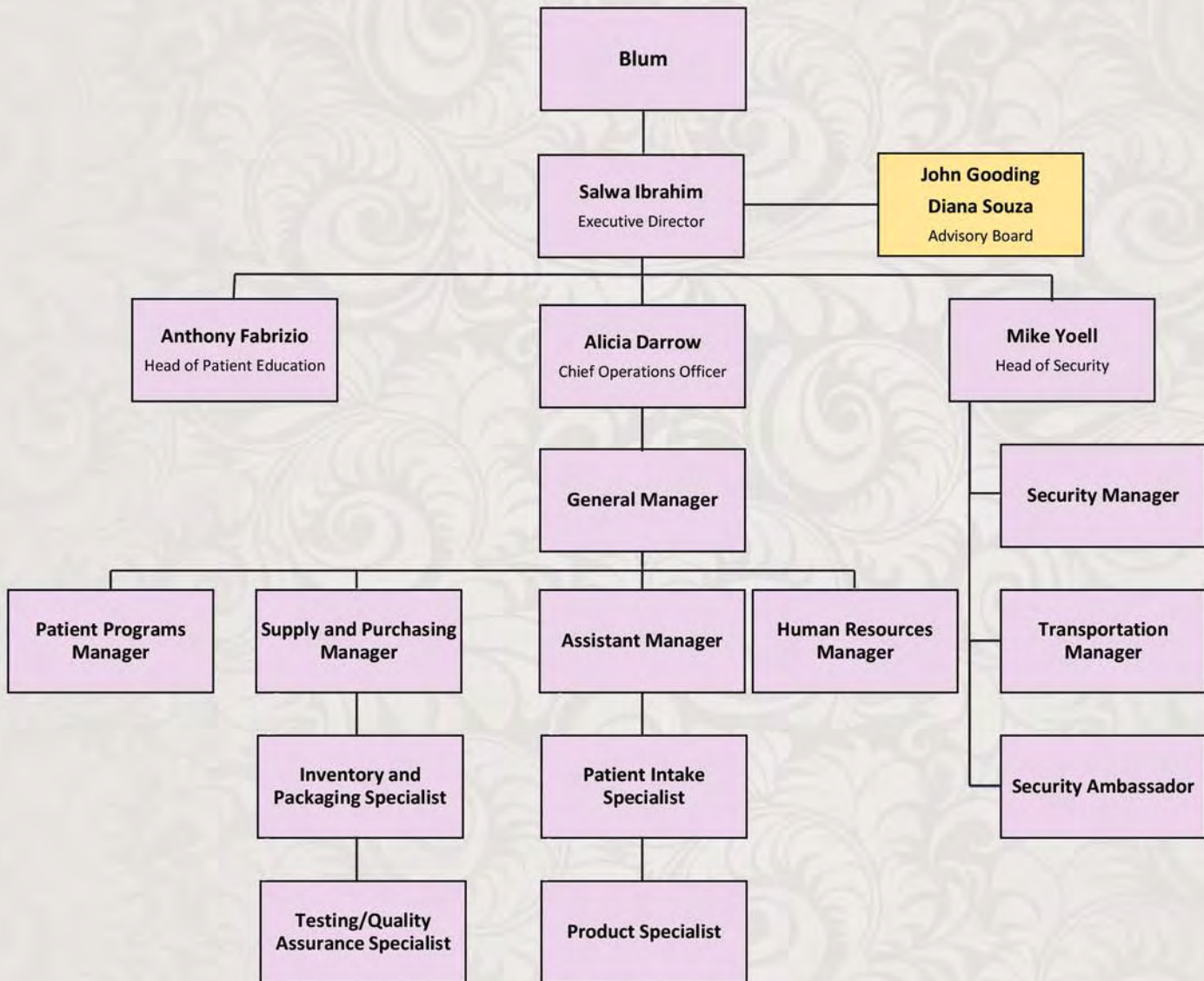
| | | | | | |
|----------------------|-------------------|-----------------|----------------|-------|------|
| Korova 20 Dose Bl | Brownie | 1000mg medicat | 999.99 | NULL | 18.4 |
| Bhang 50/50 CBD C | Award-Winning | 50/50 mix of TH | 60 | 60 | NULL |
| Vida's Oatmeal Rais | Cookie Bar | 50mg medicate | 50 | NULL | NULL |
| Simpson Oil - CBD R | Oil | 5 grams CBD in | 434.6 | 99.99 | 5.2 |
| Vida's Chocolate Ch | Cookie Bar | 50mg medicate | 50 | NULL | NULL |
| Canna-Butter | Butter | 340mg THC coc | 318 | NULL | NULL |
| Stroop Hemisphere | Chocolate Ganad | Medicated cho | 86.8 | 2.4 | 1.2 |
| Edipure Candies 10 | Gummies | | NULL | NULL | NULL |
| Bhang 2x Pretzel Ch | Hybrid Chocolate | Award-winning | 120 | NULL | NULL |
| Cheeky Monkey Str | Breath Strip | Medicated Min | NULL | NULL | NULL |
| Butter Bros. Caram | caramel | NULL | 162.5 | 3.9 | 0.98 |
| Bhang CBD 350mg | Breath Spray | cbd infused mi | 350 | 99.99 | NULL |
| Korova 10 Dose | Blonde Brownie | 500mg medicat | 500 | NULL | NULL |
| Big Pete's Sugar Fre | Sativa, Sugar Fre | Medicated 40m | 40 | NULL | NULL |
| Fathers Sugar Cook | Cookie | | 100 | NULL | NULL |
| Fathers Mini Sugar | Cookie | | 25 | NULL | NULL |
| Xternal Mud | Topical Body Ma | 4oz \Mud | \\" an easy-to | NULL | NULL |
| Xternal Balm | Topical Balm | THC infused ba | NULL | NULL | NULL |
| Xternal Rub | Topical Spray | 2oz topical spr | NULL | NULL | NULL |
| Xternal Cream | Topical Cream | 4oz \Cream.\"" | NULL | NULL | NULL |
| Sativa Lozenges | Sativa Lozenge | sativa lozenge | 70 | NULL | NULL |
| Emerald CBD 5pk C | Capsules | CBD infused ca | NULL | NULL | NULL |
| Cracker Janes Carar | Popcorn | Caramel Popco | NULL | NULL | NULL |
| Quad Strength IND | Hard Candy | 125mg hard ca | 135.4 | 3.1 | 0 |
| Xternal Soak (Small | Body Soak | \Soak\" bath gr | NULL | NULL | NULL |
| Medicated Brownie | Brownie | Medicated cho | NULL | NULL | NULL |
| Nternal Oral Elixir | Oral Elixir | cannabis infuse | 0.43 | NULL | NULL |
| Topical - LLG \The S | Topical Spray | | NULL | NULL | NULL |
| C.A.D. Pain Cream - | Topical | 2oz CBD Cream | 48.4 | NULL | 50 |
| Wonder CBD Tinctu | Tincture | cbd infused tin | 14 | 99.99 | NULL |
| Edipure Candies 25 | Gummies | | 226 | NULL | NULL |
| RSHO Blue Crude O | Oil | CBD Enriched C | 1.2 | 99.8 | 0.6 |
| RSHO Yellow Crude | Oil | | NULL | NULL | NULL |
| Trokie 60mg | Lozenges | 60mg Lozenge | 59.7 | 0.2 | 2.4 |
| Morsel's Black Man | Drink | A highly potent | 483.8 | NULL | NULL |
| Mary's Medicinal T | Topical | | NULL | NULL | NULL |
| Korova Vegan / Glu | Vegan & Gluten | Medicated coo | 487.4 | 17.4 | NULL |
| Clarified Confection | Butter | | 999.99 | NULL | NULL |
| Peppermint Patty 1 | Mint Chocolate | Peppermint pa | NULL | NULL | NULL |
| Bhang 3x Chocolate | Hybrid | Award-winning | 180 | NULL | NULL |
| Sensi Chew Asst Va | Gluten Free | chocolate carar | 100 | NULL | NULL |
| Gold Caps - 35mg | Capsule | thc capsules | 35 | NULL | NULL |
| Sensi Chew CBD | Gluten Free | chocolate carar | 102 | 42.4 | NULL |

| | | | | | |
|----------------------|-------------------|-----------------|--------|------|------|
| Bhang CBD 150mg | Breath Spray | | 150 | NULL | NULL |
| Sweet Relief 2oz. | Topical Cream | Kief infused bo | NULL | NULL | NULL |
| Cali Confections Ha | Hybrid Hard Can | Jolly Rancher 4 | 40 | NULL | NULL |
| Cali Confections Lo | Hybrid Lollipop | Medicated can | 60 | NULL | NULL |
| Cali Confections Ca | Lollipop | Medicated Awa | 120 | NULL | NULL |
| Jayden's Juice | CBD Tincture | 28:1 CBD Tinctu | 0.5 | 15 | NULL |
| Korova 3 Dose brov | Brownie | 150mg chocola | 150 | NULL | NULL |
| Peppermint Patty 6 | Mint Chocolate | | 60 | NULL | NULL |
| Ambrosia Creamery | Ice Cream | Great ice cream | NULL | NULL | NULL |
| House of Janes Bag | Drink | | 56 | 0.38 | NULL |
| House of Janes K-C | Drink | | NULL | NULL | NULL |
| Honey Stix | Honey | | NULL | NULL | NULL |
| Cali Gold Bars (Assc | Chocolate | | 250 | NULL | NULL |
| Cali Gold 125mg ch | Chocolate | | 125 | NULL | NULL |
| GoldCaps CBD 10m | CBD Capsules | 5 - 10mg CBD c | NULL | NULL | NULL |
| Hi Fi 100mg CBD Ba | CBD Chocolate | CBD infused ch | NULL | NULL | NULL |
| Vida Double Chocol | Chocolate | Delicious Choc | NULL | NULL | NULL |
| Vidas Smores | Hybrid Smores B | A summer class | 35 | NULL | NULL |
| LOL Taffy | Taffy | Cannabis Infuse | NULL | NULL | NULL |
| Stroop Canna Crisp | Crispy Snack | NULL | NULL | NULL | NULL |
| Stroop Canna Crisp | Crispy Snack | NULL | NULL | NULL | NULL |
| Oakor Low Dose St | Peppermint Brea | NULL | 46 | 0 | 4.9 |
| Oakor Hyb, Ind, Sat | Peppermint Brea | NULL | NULL | NULL | NULL |
| Oakor Ext Strength | Peppermint Brea | NULL | 0.43 | 80 | NULL |
| Bhang THC 300mg | Hybrid Breath Sp | 2.5mg (per spra | 300 | NULL | NULL |
| Vida Muddy Buddy | Chocolate cover | NULL | NULL | NULL | NULL |
| Vida Coconut Wht | 50mg Medicated | NULL | NULL | NULL | NULL |
| Jane's Brew Iced Te | 80mg medicated | NULL | NULL | NULL | NULL |
| Hemplief C02 Infus | 7ml of cold press | NULL | NULL | NULL | NULL |
| Gummi Cares CBD/ | CBD Gummy | NULL | 12.6 | 5.6 | 4.2 |
| Gummi Cares CBD | CBD Gummy | NULL | NULL | NULL | NULL |
| Hemplief C02 Infus | NULL | NULL | NULL | NULL | NULL |
| Kiva - Espresso Bea | Chocolate Espres | 120 mg THC | 120 | NULL | NULL |
| Jayden's Juice THC | Tincture | NULL | 570 | NULL | NULL |
| Bhang Medical Cho | Hybrid Chocolate | Valentine Day S | 240 | NULL | NULL |
| Gummi Cares CBD | Medicated Gum | NULL | NULL | NULL | NULL |
| Gold Caps THC 10m | Capsule | Capsules | NULL | NULL | NULL |
| Topical - LLG \The S | Topical Spray | NULL | NULL | NULL | NULL |
| Jane's Brew Boost | Infused Powder | NULL | 100 | NULL | NULL |
| Xternal Lip Balm | Topical Lip Balm | NULL | NULL | NULL | NULL |
| NEW! Half Caked C | Medicated, delic | NULL | 124.63 | 1.39 | 0.8 |
| NEW! Half Caked W | Medicated, red v | NULL | 127.86 | NULL | 1.1 |
| NEW! Half Caked P | Medicated pean | NULL | 156.03 | 0.87 | 0.9 |

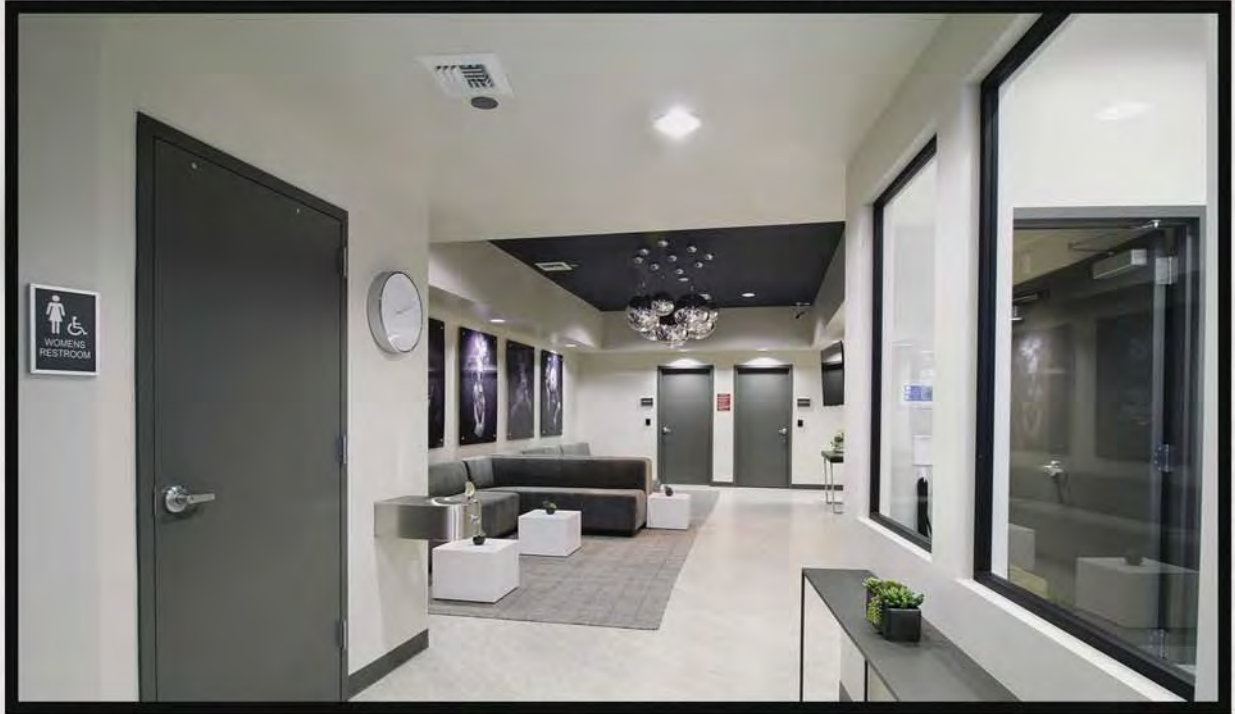
| | | | | | |
|---------------------|------------------|-----------------|--------|-------|-------|
| NEW! Half Caked C | Medicated, scrum | NULL | 105.96 | 0.76 | NULL |
| C.A.D. Pain Cream | Topical | 2 oz.of CBD | 12 | 99.99 | NULL |
| Blum Oil | Oil | Cannabis Infuse | NULL | NULL | NULL |
| Cann-Jerky | Beef Jerky | Cannabis Old F | NULL | NULL | NULL |
| Buddies Kitchen Ha | Chocolate Hazeln | 4 dose Chocola | NULL | NULL | NULL |
| Whoopi & Maya Ar | Bath Soak | PMS and Mens | 25 | NULL | NULL |
| NEW! Half Caked P | Medicated bana | NULL | 133.06 | NULL | NULL |
| Whoopi & Maya La | Bath Soak | PMS and Mens | 25 | NULL | NULL |
| Whoopi & Maya Ur | Bath Soak | PMS and Mens | 25 | NULL | NULL |
| Whoopi & Maya Sa | Medical Cannabi | PMS and Mens | 4 | 80 | NULL |
| Whoopi & Maya Sa | Medical Cannabi | PMS and Mens | 2 | 40 | NULL |
| Whoopi & Maya Sa | Medical Cannabi | PMS and Mens | 100 | NULL | NULL |
| Whoopi & Maya Sa | Medical Cannabi | PMS and Mens | 50 | NULL | NULL |
| Edible Ideas Peanu | Chocolate Medic | Mini chocolate | 20 | NULL | NULL |
| Buddies Kitchen: Pe | Chocolate peanu | NULL | NULL | NULL | NULL |
| Hemp H2O | Drink | NULL | NULL | NULL | NULL |
| NEW! Half Caked B | Butter | Make your own | NULL | 11.42 | 12.94 |
| Whoopi & Maya Re | Tincture | 1 oz. THC Herb | 100 | NULL | NULL |
| Whoopi & Maya Re | Tincture | 2 oz. THC Herb | 200 | NULL | NULL |
| Whoopi & Maya Ru | Topical Balm | 2oz. body for P | 25 | NULL | NULL |
| Care Mellow Medic | Sauce | 60 mg of medic | 60 | NULL | NULL |
| Chocolate Space Sa | Sauce | 60 mg of medic | 60 | NULL | NULL |
| Jayden's Juice CBD | CBD Tincture | 28:1 CBD Tinctu | NULL | 99.99 | NULL |
| C.A.D. Mini Pain Cr | Topical Cream | Mini topical CB | 16 | 30 | NULL |

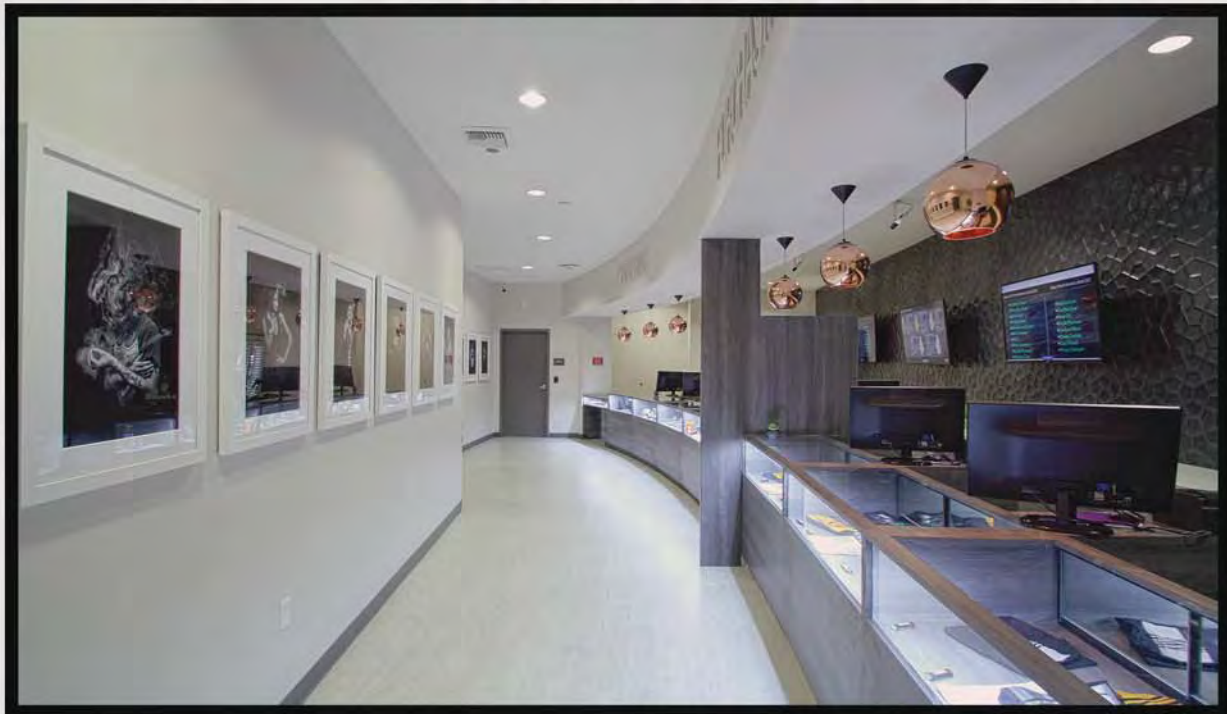
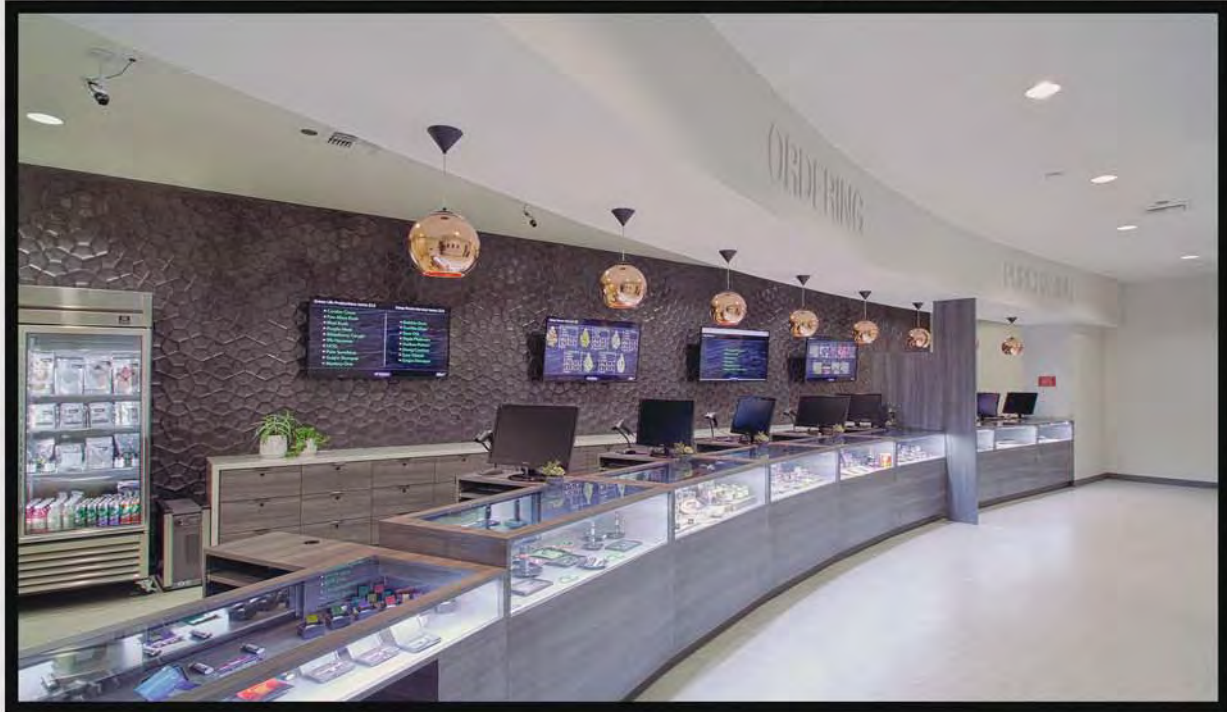
OPERATING PLAN APPENDIX

ORGANIZATIONAL CHART



SITING APPENDIX









BEFORE



AFTER



Sample Services Schedule

| | Sunday | Monday | Tuesday | Wednesday | Thursday | Friday | Saturday |
|---------|--------------------------|-----------------------|-------------------|----------------------------------|--------------------------|----------------------------------|---------------------|
| 10:00am | Yoga with Bre | Accupuncture | Yoga with Bre | | Massage Therapy | | |
| 11:00am | Yoga with Bre | Accupuncture | Yoga with Bre | Introduction to Herbology | Massage Therapy | Introduction to Chinese Medicine | Yoga with Bre |
| 12:00pm | Meditation for Beginners | Accupuncture | | Introduction to Herbology | Massage Therapy | Introduction to Chinese Medicine | Yoga with Bre |
| 1:00pm | Patient Group Therepy | Accupuncture | | Introduction to Herbology | Massage Therapy | Introduction to Chinese Medicine | |
| 2:00pm | | Accupuncture | Chriopractic Care | | Massage Therapy | | Healing through Art |
| 3:00pm | Healing through Art | Accupuncture | Chriopractic Care | Reiki | Massage Therapy | | |
| 4:00pm | | | Chriopractic Care | Reiki | | Healing through Art | |
| 5:00pm | | | | Reiki | | | |
| 6:00pm | Yoga with Bre | Patient Group Therepy | Yoga with Bre | Lecture on Cannabis and Epilepsy | Meditation for Beginners | Patient Group Therepy | Yoga with Bre |