

HdL Companies

CITY OF PASADENA

Applicant Name: ARMPAS, Inc.

Reviewer: Billie-jo Naysmith

Date: 3/29/19

OVERALL SCORE	Maximum Points	Points Awarded	Percent Score
	1,575	1,403	89.08%

GENERAL COMMENTS
<p>These applicants consist of two existing regulated cannabis business owners that have partnered - Cookies Real Estate and Blaqstar. The applicants have been involved in over 50 licensed cannabis businesses, and the application included "CRFT Manufacturing, Inc + Cookies Licensing List" that confirmed over 50 temporary licenses have been issued. Most are cultivation licenses however, some manufacturing licenses and one retail storefront license exist as well. The Blaqstar applicants currently have ownership in three microbusinesses in Los Angeles. All three were issued temporary licenses on 12/24/18 under Blaqstar ownership. while the experience and knowledge were very apparent, the overall quality of the rest of the business plan was average at best.</p>

SECTION 1: QUALIFICATIONS OF OWNERS/ OPERATORS	750	705	94.00%
<p>Experience</p> <p>The applicants have been involved in over 50 licensed cannabis businesses, and the application included "CRFT Manufacturing, Inc + Cookies Licensing List" that confirmed over 50 temporary licenses have been issued. Most are cultivation licenses however, some manufacturing licenses and one retail storefront license exist as well. The Blaqstar applicants currently have ownership in three microbusinesses in Los Angeles. All three were issued temporary licenses on 12/24/18 under Blaqstar ownership.</p>			
<p>Cannabis Industry Knowledge</p> <p>All applicants in this ownership structure have a variety of cannabis business experience and knowledge, with over fifty licenses between the two partner businesses that form this application for ARMPAS, Inc.</p>			
<p>Ownership Team</p> <p>The ownership structure is such that Blaqstar owners will have the most hands-on impact for day to day operations, while the Cookies Real Estate owners will be the financial and legal counsel arms of the business. Blaqstar has a proved track record of operational success.</p>			

SECTION 2: BUSINESS PLAN	525	454	86.48%
<p><u>Standard Operating Procedures (SOP)</u> The SOPs provided included opening and closing procedures, quality control, retail standard procedures, purchasing and receiving inventory, environmentally friendly business procedures, Employee procedures (hiring, etc.), avoiding sexual harassment, and regulatory compliance.</p>			
<p><u>Financial Plan</u> The financial plan is very detailed and included a startup budget of approximately REDACTED a five year proforma and three years of projected financials.</p>			
<p><u>Funding/Proof of Capitalization</u> The proof of capitalization consisted of a letter from Gron Ventures' co-founder, Tom Linovitz. The letter advised the applicants have the full backing of Cannacraft and Gron Ventures operationally and financially. There was no indication of the amount in which Gron Ventures was pledging for the applicants.</p>			
<p><u>Records Software</u> BioTrack will be used for the business records. The SOP included procedures for records, inventory and sales.</p>			
<p><u>Track-and-Trace</u> Track and Trace SOPs included reporting procedures, loss of access, and system reconciliation.</p>			
<p><u>State Testing Requirements</u> A procedure titled, "SOP Ensuring Safe and Tested Products" was included in the above SOP subcategory.</p>			
<p><u>Employee Training</u> The applicants' proposed training is comprehensive, including day to day operations, daily purchase limits, consumption, and transportation of cannabis.</p>			

Customer Education

The applicants will educate customers about cannabis strain types, effects and uses of indica and sativa strains, choosing the best strain, and components of cannabis. The application included a visual representation of education material related to the difference between CBD and THC.

Marketing

High level of detail, multi-faceted marketing plan includes target market identification and several marketing channels.

Community Benefits

Will donate .5% of gross receipts, 60% of employees will be local, will donate to an attorney that assists in cannabis conviction overturns, work with non-profits, assist homeless, provide premium employee benefits.

SECTION 3: NEIGHBORHOOD COMPATIBILITY & ENHANCEMENT

150

118

78.67%

Exterior Design Concept

Very little information was included about this sub-category. The application indicated, "We will upgrade the finishes and hardware on the outside of the facility that we can modify under the codes and regulations to resemble a world-class nature retreat, impressive but not flashy." No visuals were provided.

Design Concept Integration

The application indicated the design will be within the guidelines of the city's policies, and any changes will be "harmonized to preserve Pasadena's historic character and environment". No visual representations were included.

Integration of Security Measures

The application stated "security measures will be designed and installed in a way that provides protection yet subtly blends into the building's façade and exterior features". The application identified security cameras, security guards, and limited access as the integration of security measures.

Air Quality/Odor Control

The applicants will utilize carbon filters and air purifiers to control and mitigate odors.

SECTION 4: SECURITY PLAN	150	126	84.00%
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Security Experience
 Armplex Security, Terry Blevins. Armplex prepared a very comprehensive security plan for the applicants, including delivery security procedures.

Background Checks
 The applicants will require all owners, managers, supervisors, employees, and volunteers to be subjected to a background check prior to employment.

Employee Safety Education
 The proposed training included burglary, robbery, medical emergencies, earthquake, fire, and power outages.

Employee Theft Reduction Measures
 The applicants will utilize "compartmentalization", or limiting employees' access to the areas necessary based on their job duties. This includes dual authentication, swipe card, and pin.

Cash Management Plan
 The applicants will attempt to minimize the amount of cash transactions. Vendor cash transactions will take place at another location, and the point of sale cash limits will be [REDACTED] [REDACTED]
 [REDACTED]

Product Access Protocols
 The applicants will implement the use of physical barriers (walls and doors)m electronic measures and employee procedures to separate the check-in area from the limited access areas.

Product Deliveries
 The applicants will ensure all products received are in compliance with track and trace procedures, [REDACTED]
 [REDACTED] Additionally [REDACTED]
 [REDACTED]
 The applicant did not include details regarding multi-control system implementation with the applicant.

Security Guards
 The applicants will employ [REDACTED] security guards during operating hours, and [REDACTED] during non-business hours. Duties of the security guards were included as well.

Video Camera Surveillance
 The video camera surveillance features described will meet state requirements; the plan also include areas to be monitored. A sample floor plan with cameras identified was included.

Armored Vehicle
 The applicants will contract with an armored car service to pick up cash twice per day.



January 31, 2019

Dear Elected & Appointed City of Pasadena Representatives,

It is with heartfelt appreciation and respect that our organization, **ARMPAS, Inc. dba Emerald Pharms Pasadena** submits this application for one of the few Commercial **Cannabis Retailer** permits available.

Our team knows the political courage and leadership it takes for a city to allow the cannabis licensing process to take place for the good of its citizenry, and we look forward to your decision regarding our application.

Emerald Pharms Pasadena is a combination of a local, highly educated Pasadena couple teaming up with several immensely talented, diverse, experienced, and extremely well-funded licensed cannabis companies, brands, and their legendary leaders, who themselves are backed by an even larger REDACTED dollar Southern California family office, to provide to Pasadena a best-in-class customer experience and community benefit plan.

Like its remarkable sister retailer up north in Hopland, Emerald Pharms Pasadena will be a destination retailer carrying the finest, proprietary products in the California market, the majority of which will be supplied by the forty-eight California cannabis license holding companies that comprise the Emerald Pharms network.

The Emerald Pharms companies include CannaCraft (Care By Design, AbsoluteExtracts, Satori Chocolates, Hi-Fi Hops) and Cookies (legendary flower strains and other products). The Emerald Pharms family of licensed cannabis businesses are invested in and dedicated to making Emerald Pharms Pasadena a success.

Additionally, we engaged Blaqstar, a group of cannabis professionals that hold multiple licenses, as co-owners and contracted with them to manage the day-to-day operations. Blaqstar's founder and leadership have enormous cannabis experience, as well as traditional business backgrounds including their years together in major consulting firms and running a government contractor construction firm. Blaqstar's standard operating procedures, already in use at the licensed retailer they manage (as well as the microbusinesses they own), will provide the City with tremendous transparency and comfort.



For the sake of its residents' safety, and to ensure a controlled roll out of the cannabis industry within its borders, Pasadena has devised a fair and comprehensive metric for scoring applications. We are confident that our team and our plan address the City's concerns and will achieve the City's goals related to rectifying some of the damage done by the "war on drugs" waged against our own citizens.

Our Impact on Pasadena

The **jobs created by Emerald Pharms Pasadena** are not traditional low-paying retail jobs. Emerald Pharms Pasadena will pay a living wage to its employees. More importantly, the employees are getting in on the ground floor of the cannabis economic explosion in one of its biggest companies. Emerald Pharms Pasadena's team members will be learning from and exposed to an extended family of Emerald Pharms leadership at all levels, from cultivation through consumer-packaged goods, making them eligible for advancement not only within our retailer to supervisor or management, but also within our family of companies which is expanding as fast and professionally as any firm in this industry.

We will create fourteen jobs when the store opens, and we anticipate hiring more employees as the business grows. We forecast that our operation will contribute over **REDACTED** over the first five years to help the City in sales and cannabis taxes. Most importantly, we will make a real difference in people's lives.

From a **societal** impact perspective, we are proud of the Community Benefit Plan we have developed, and the contributions we will make to the people and charities of Pasadena.

Emerald Pharms Pasadena expects to donate to Pasadena charities over **REDACTED** in the first five years. The charities identified so far include the Pasadena Senior Center and the Homeless Union Station. Emerald Pharms Pasadena is also committed to donating to youth charities. We had an agreement to donate to a Pasadena charity serving at-risk youths (with an emphasis on youths aging out of foster care or returning from juvenile detention), but the charity backed out days before this application was due out of fear of losing their federal funding. Emerald Pharms Pasadena will identify a replacement youth charity. All of these organizations have been personally and carefully selected due to their connection to Pasadena.

Emerald Pharms Pasadena will donate services in addition to money. Loyola Law School and Los Angeles Mayor Garcetti established a Collateral Consequences of Conviction Justice Project that provides expungement services for appropriate individuals to help them become self-sufficient. The Project recognizes that the consequences of a criminal conviction "last far longer than the years spent in prison and time spent under post-release supervision. In addition to those direct punishments, returning citizens are often denied licenses for many jobs, lose their right to vote, are separated from their families, denied driver's licenses and denied housing." The Project serves primarily Los Angeles residents, though it does offer representation to some non-Los Angeles residents. Emerald Pharms Pasadena co-owner Jeffrey Jensen reached an agreement with Loyola Law School whereby Emerald Pharms Pasadena will donate money and Mr. Jensen's attorney time to expand the coverage for Pasadena residents. Mr. Jensen will give priority to expunging cannabis convictions not covered by Health and Safety Code section 11361.9.

Emerald Pharms Pasadena majority owner Justyna Jensen will donate her accounting services to the Pasadena nonprofit Cancer Support Community. **REDACTED**



REDACTED

Mrs. Jensen is committed to providing services to cancer patients, and to making CBD available to the people with medical needs.

Our Retail Vision

A visit to an Emerald Pharms storefront is designed to be an experience unlike any other in cannabis. Thanks to our vertical seed-to-sale integration and our luxurious retail environment, reminiscent of a five-star retreat in nature, guests will feel right at home, comfortable to learn more about how cannabis may help them in their daily lives.

With our owners and their affiliates providing well over half of all the products we will sell to our customers, Emerald Pharms is more than a retailer. We are the physical nexus point of the vast array of amazing operations and brands that we call family to the people we serve in our Pasadena community.

Our Emerald Pharms Pasadena store will be designed, remodeled and operated in a manner that treats each of our neighbors that enters as if they are a guest of honor at our homes. Each inch of the store will be designed to make them feel safe, secure, comfortable and confident knowing that the Emerald Pharms Pasadena team will spend time necessary and have great resources available to educate them on our products and their wellness and recreational options.

Emerald Pharms Pasadena will be running a playbook that has been proven to work, tested for compliance by agencies and for quality by customers, and is being consistently improved by experts from multiple compliant, licensed operators and thought leaders to ensure that every time an adult opens the door to an Emerald Pharms storefront, they receive the finest experience imaginable.

Our Safety & Security Programs

Emerald Pharms Pasadena sought out and hired the same security firm that worked on many of the high-profile retailers that have been awarded state licenses in the Los Angeles area. They are experts in maintaining the tightest control of a potentially dangerous situation without sacrificing anything from the customer's perspective.

Our plan exceeds the strict requirements of local and state law for cannabis retailers. Most importantly, Emerald Pharms Pasadena's security program includes industry best practices that are designed to deter individuals, whether from the public or our own employee base, from even thinking of the trouble they may cause.

The limited amount of cash we anticipate receiving on a daily basis will be tightly monitored and secured far greater than a traditional retailer. Our inventory will be securely stored and only accessed under a very stringent set of procedures. Customers will feel safe in and around our location thanks to the security team members presence as well as our advanced surveillance system.

Emerald Pharms Pasadena is proud to stand for diversity, inclusion, experience and the highest quality and selection of tested and safe cannabis and cannabis products for the wide customer base that experts expect to turn to cannabis in the near future.



EMERALD
PHARMS

Prepared by:



Application Owner Submittal Forms



**City of Pasadena Commercial Cannabis
Business Screening**

ARMPAS, INC'S APPLICATION FOR CANNABIS RETAILER LICENSE CITY OF PASADENA

Application for Retailer



EMERALD
PHARMS

Justyna Jensen

Owner, CEO





www.cityofpasadena.net/marijuana-regulations

Applicant/Owner Information Form*

Commercial Cannabis Screening Application

*Portions of the information disclosed in this application is public information pursuant to the California Public Records Act.

INSTRUCTIONS: Complete the pertinent sections for each owner, applicant, entity owner and non-owner with financial interest in the business. A separate form is required for each individual.

- Type: Entity Owner (Complete Sections A and E)
 Owner (Complete Sections B, C, D and E)
 Applicant (Complete Sections B, C, D and E)
 Non-owner with financial interest (Complete Sections B and E)

SECTION A: ENTITY OWNERSHIP INFORMATION

An entity is anything other than an individual. If an entity is an owner of the commercial cannabis business pursuant to Business and Professions Code section 26001(a), you will need to complete the following information. Attach additional pages if needed.

Name of Entity: _____ Phone Number: _____
 Ownership %: _____ Organizational Structure: _____ Email: _____
 Authorized Agent: _____ Title: _____

List entity members below (attach additional sheets if necessary):

Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____

SECTION B: OWNER/NON-OWNER/APPLICANT INFORMATION

Pursuant to 16 CCR § 5023, an owner is defined as a person with an aggregate ownership interest of 20% or more, chief executive officer, member of the board of directors of a nonprofit, or an individual participating in the direction, control, or management of the applicant. All business owners must be listed, including the applicant.

Full Name: Jensen Justyna W Date of birth: REDACTED
Last First M.I.
 Mailing Address: REDACTED REDACTED
Street Address Apartment/Unit #
REDACTED California 91101
City State ZIP Code
 Phone: (310) 982-3170 Email: justyna@jensen2.com

Ownership % 51%

Title: CEO & CFO

Social Security No. **REDACTED**

Current Employer: _____

SECTION C: DECLARATIONS

- 1. Do you have an ownership or financial interest (as defined in Title 16 CCR 5003 and 5004) in a licensed cannabis business? If "yes", complete section C-1. YES NO
- 2. Have you ever been denied a permit or state license to engage in commercial cannabis activity, or had a permit or state license to engage in commercial cannabis activity suspended and not reinstated, or revoked, by any city, county, city and county, or any other state cannabis licensing authority? If "yes", complete section C-2. (PMC §5.78.100) YES NO
- 3. Have you ever been convicted of a crime? If "yes", complete section C-3. (HSC BPC §26057) YES NO
- 4. Have you owned or operated any cannabis-related business(es) in the City of Pasadena on or after December 14, 2017? If "yes", complete section C-4. (PMC §5.78.100) YES NO
- 5. Have you ever been notified that you were conducting commercial cannabis activity in non-compliance with City of Pasadena ordinances, codes, and requirements and failed to discontinue operating in a timely manner? (PMC §5.78.100) YES NO
- 6. Have you ever failed to pay federal, state, or local taxes and/or fees when notified by the appropriate agencies? (PMC §5.78.100) YES NO

Section C-1: Other Licensed Cannabis Businesses

Use additional sheets if necessary.

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Section C-2: Cannabis License(s) Suspended, Revoked or Denied

Use additional sheets if necessary.

License Authority : _____ License Type _____ Suspension or Revocation Date: _____
Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____
Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____
Details: _____

Section C-3: Criminal Violation(s)

Use additional sheets if necessary.

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Section C-4: Commercial Cannabis Operations in the City of Pasadena

Use additional sheets if necessary.

Business Name: _____	Business Address: _____
Dates of Operation: _____	Title: _____

Business Name: _____	Business Address: _____
Dates of Operation: _____	Title: _____

Business Name: _____	Business Address: _____
Dates of Operation: _____	Title: _____

SECTION D: REQUIRED DOCUMENTS

- Copy of a currently valid government-issued identification

SECTION E: AFFIRMATION & CONSENT

Under penalty of perjury, I hereby declare that the information contained within and submitted with the application is complete, true and accurate. I understand that misrepresentation of fact is cause for rejection of this screening application, denial of a license, or revocation of a license issued.

Signature:  Date: 1/28/2019

Printed Name: Justyna W. Jensen

Section D:
Government-Issued
Identification
Redacted



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Cookies Real Estate, LLC Entity Owner





www.cityofpasadena.net/marijuana-regulations

Applicant/Owner Information Form*

Commercial Cannabis Screening Application

**Portions of the information disclosed in this application is public information pursuant to the California Public Records Act.*

INSTRUCTIONS: Complete the pertinent sections for each owner, applicant, entity owner and non-owner with financial interest in the business. A separate form is required for each individual.

- Type:
- Entity Owner (Complete Sections A and E)
 - Owner (Complete Sections B, C, D and E)
 - Applicant (Complete Sections B, C, D and E)
 - Non-owner with financial interest (Complete Sections B and E)

SECTION A: ENTITY OWNERSHIP INFORMATION

An entity is anything other than an individual. If an entity is an owner of the commercial cannabis business pursuant to Business and Professions Code section 26001(a), you will need to complete the following information. Attach additional pages if needed.

Name of Entity: Cookies Real Estate, LLC Phone Number: 949-275-0748
 Ownership %: 43 Organizational Structure: Limited liability company Email: bj@cookiesre.com
 Authorized Agent: Brandon Johnson Title: President

List entity members below (attach additional sheets if necessary):

Name: <u>Brandon Johnson</u>	Title: <u>President</u>
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____

SECTION B: OWNER/NON-OWNER/APPLICANT INFORMATION

Pursuant to 16 CCR § 5023, an owner is defined as a person with an aggregate ownership interest of 20% or more, chief executive officer, member of the board of directors of a nonprofit, or an individual participating in the direction, control, or management of the applicant. All business owners must be listed, including the applicant.

Full Name: Johnson Brandon M Date of birth: REDACTED
Last First M.I.
 Mailing Address: REDACTED REDACTED
Street Address Apartment/Unit #
REDACTED REDACTED
City State ZIP Code
 Phone: 949-275-0748 Email: bj@cookiesre.com

Ownership % 43%

Title: President

Social Security No. **REDACTED**

Current Employer: Cookies Real Estate, LLC

SECTION C: DECLARATIONS

- 1. Do you have an ownership or financial interest (as defined in Title 16 CCR 5003 and 5004) in a licensed cannabis business? If "yes", complete section C-1. YES NO
- 2. Have you ever been denied a permit or state license to engage in commercial cannabis activity, or had a permit or state license to engage in commercial cannabis activity suspended and not reinstated, or revoked, by any city, county, city and county, or any other state cannabis licensing authority? If "yes", complete section C-2. (PMC §5.78.100) YES NO
- 3. Have you ever been convicted of a crime? If "yes", complete section C-3. (HSC BPC §26057) YES NO
- 4. Have you owned or operated any cannabis-related business(es) in the City of Pasadena on or after December 14, 2017? If "yes", complete section C-4. (PMC §5.78.100) YES NO
- 5. Have you ever been notified that you were conducting commercial cannabis activity in non-compliance with City of Pasadena ordinances, codes, and requirements and failed to discontinue operating in a timely manner? (PMC §5.78.100) YES NO
- 6. Have you ever failed to pay federal, state, or local taxes and/or fees when notified by the appropriate agencies? (PMC §5.78.100) YES NO

Section C-1: Other Licensed Cannabis Businesses

Use additional sheets if necessary.

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Section C-2: Cannabis License(s) Suspended, Revoked or Denied

Use additional sheets if necessary.

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

Section C-3: Criminal Violation(s)

Use additional sheets if necessary.

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
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Details: _____

Section C-4: Commercial Cannabis Operations in the City of Pasadena

Use additional sheets if necessary.

Business Name: _____	Business Address: _____
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SECTION D: REQUIRED DOCUMENTS

- Copy of a currently valid government-issued identification

SECTION E: AFFIRMATION & CONSENT

Under penalty of perjury, I hereby declare that the information contained within and submitted with the application is complete, true and accurate. I understand that misrepresentation of fact is cause for rejection of this screening application, denial of a license, or revocation of a license issued.

Signature:  Date: 1/31/19

Printed Name: Brandon Johnson

Section D:
Government-Issued
Identification
Redacted



www.cityofpasadena.net/marijuana-regulations

Applicant/Owner Information Form*
Commercial Cannabis Screening Application

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INSTRUCTIONS: Complete the pertinent sections for each owner, applicant, entity owner and non-owner with financial interest in the business. A separate form is required for each individual.

- Type: [x] Entity Owner (Complete Sections A and E)
[] Owner (Complete Sections B, C, D and E)
[] Applicant (Complete Sections B, C, D and E)
[] Non-owner with financial interest (Complete Sections B and E)

SECTION A: ENTITY OWNERSHIP INFORMATION

An entity is anything other than an individual. If an entity is an owner of the commercial cannabis business pursuant to Business and Professions Code section 26001(a), you will need to complete the following information. Attach additional pages if needed.

Name of Entity: Cookies Real Estate, LLC Phone Number: 949-275-0748
Ownership %: 43 Organizational Structure: Limited liability company Email: bjohnson@cookiesre.com
Authorized Agent: Brandon Johnson Title: President

List entity members below (attach additional sheets if necessary):

Table with 2 columns: Name, Title. Row 1: Brandon Johnson, President. Rows 2-10: Blank.

SECTION B: OWNER/NON-OWNER/APPLICANT INFORMATION

Pursuant to 16 CCR § 5023, an owner is defined as a person with an aggregate ownership interest of 20% or more, chief executive officer, member of the board of directors of a nonprofit, or an individual participating in the direction, control, or management of the applicant. All business owners must be listed, including the applicant.

Full Name: _____ Date of birth: _____
Mailing Address: _____
Phone: _____ Email: _____

Ownership % _____ Title: _____
 Social Security No. _____ Current Employer: _____

SECTION C: DECLARATIONS

1. Do you have an ownership or financial interest (as defined in Title 16 CCR 5003 and 5004) in a licensed cannabis business? If "yes", complete section C-1. YES NO
2. Have you ever been denied a permit or state license to engage in commercial cannabis activity, or had a permit or state license to engage in commercial cannabis activity suspended and not reinstated, or revoked, by any city, county, city and county, or any other state cannabis licensing authority? If "yes", complete section C-2. (PMC §5.78.100) YES NO
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Section C-1: Other Licensed Cannabis Businesses

Use additional sheets if necessary.

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Description of business: _____		
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Description of business: _____		
Agency: _____	License No. _____	Date Issued: _____
Description of business: _____		

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Details: _____		
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Section C-4: Commercial Cannabis Operations in the City of Pasadena

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Dates of Operation: _____	Title: _____

Business Name: _____	Business Address: _____
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SECTION D: REQUIRED DOCUMENTS

Copy of a currently valid government-issued identification

SECTION E: AFFIRMATION & CONSENT

Under penalty of perjury, I hereby declare that the information contained within and submitted with the application is complete, true and accurate. I understand that misrepresentation of fact is cause for rejection of this screening application, denial of a license, or revocation of a license issued.

Signature:  Date: 1/22/19

Printed Name: Brandon Johnson



EMERALD
PHARMS

Blaqstar

Consolidated Holdings, LLC

Owner and COO





www.cityofpasadena.net/marijuana-regulations

Applicant/Owner Information Form*

Commercial Cannabis Screening Application

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 Owner (Complete Sections B, C, D and E)
 Applicant (Complete Sections B, C, D and E)
 Non-owner with financial interest (Complete Sections B and E)

SECTION A: ENTITY OWNERSHIP INFORMATION

An entity is anything other than an individual. If an entity is an owner of the commercial cannabis business pursuant to Business and Professions Code section 26001(a), you will need to complete the following information. Attach additional pages if needed.

Name of Entity: Blaqstar Consolidated Holdings, LLC Phone Number: 323.491.3184
 Ownership %: 100% Organizational Structure: _____ Email: bryant@blaqstar.org
 Authorized Agent: Bryant T. Mitchell Title: Owner / CEO

List entity members below (attach additional sheets if necessary):

Name:	<u>Bryant T. Mitchell</u>	Title:	<u>Owner / CEO</u>
Name:	<u>Kevin S. Thibodeaux</u>	Title:	<u>COO</u>
Name:	_____	Title:	_____
Name:	_____	Title:	_____
Name:	_____	Title:	_____
Name:	_____	Title:	_____
Name:	_____	Title:	_____
Name:	_____	Title:	_____
Name:	_____	Title:	_____

SECTION B: OWNER/NON-OWNER/APPLICANT INFORMATION

Pursuant to 16 CCR § 5023, an owner is defined as a person with an aggregate ownership interest of 20% or more, chief executive officer, member of the board of directors of a nonprofit, or an individual participating in the direction, control, or management of the applicant. All business owners must be listed, including the applicant.

Full Name: Mitchell Bryant T. Date of birth: REDACTED
Last First M.I.

Mailing Address: REDACTED REDACTED
Street Address Apartment/Unit #

REDACTED REDACTED REDACTED
City State ZIP Code

Phone: 323-491-3184 Email: bryant@blaqstar.org

Ownership % 100%

Title: CEO

Social Security No. REDACTED

Current Employer: BAV

SECTION C: DECLARATIONS

- 1. Do you have an ownership or financial interest (as defined in Title 16 CCR 5003 and 5004) in a licensed cannabis business? If "yes", complete section C-1. YES NO
- 2. Have you ever been denied a permit or state license to engage in commercial cannabis activity, or had a permit or state license to engage in commercial cannabis activity suspended and not reinstated, or revoked, by any city, county, city and county, or any other state cannabis licensing authority? If "yes", complete section C-2. (PMC §5.78.100) YES NO
- 3. Have you ever been convicted of a crime? If "yes", complete section C-3. (HSC BPC §26057) YES NO
- 4. Have you owned or operated any cannabis-related business(es) in the City of Pasadena on or after December 14, 2017? If "yes", complete section C-4. (PMC §5.78.100) YES NO
- 5. Have you ever been notified that you were conducting commercial cannabis activity in non-compliance with City of Pasadena ordinances, codes, and requirements and failed to discontinue operating in a timely manner? (PMC §5.78.100) YES NO
- 6. Have you ever failed to pay federal, state, or local taxes and/or fees when notified by the appropriate agencies? (PMC §5.78.100) YES NO

Section C-1: Other Licensed Cannabis Businesses

Use additional sheets if necessary.

Agency: Bureau of Cannabis Control License No. C12-18-0000145-TEMP Date Issued: 12/24/2018
 Description of business: Blaqstar West Holdings, LLC a Commercial Cannabis Microbusiness based in Los Angeles, CA

Agency: Bureau of Cannabis Control License No. C12-18-0000159-TEMP Date Issued: 12/24/2018
 Description of business: Asterion Group LLC a Commercial Cannabis Microbusiness based in Los Angeles, CA

Agency: Bureau of Cannabis Control License No. C12-18-0000119-TEMP Date Issued: 12/24/2018
 Description of business: Verdegroupp Inc a Commercial Cannabis Micrbusiness based in Los Angeles, CA

Section C-2: Cannabis License(s) Suspended, Revoked or Denied

Use additional sheets if necessary. N/A

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

Section C-3: Criminal Violation(s)

Use additional sheets if necessary. N/A

Date of Conviction: _____ Code Section: _____ Felony or Misdemeanor? _____
Date of incarceration: _____ Date of Probation: _____ Date of Parole: _____

Details:

Date of Conviction: _____ Code Section: _____ Felony or Misdemeanor? _____
Date of incarceration: _____ Date of Probation: _____ Date of Parole: _____

Details:

Date of Conviction: _____ Code Section: _____ Felony or Misdemeanor? _____
Date of incarceration: _____ Date of Probation: _____ Date of Parole: _____

Details:

Section C-4: Commercial Cannabis Operations in the City of Pasadena

Use additional sheets if necessary. N/A

Business Name: _____ Business Address: _____
Dates of Operation: _____ Title: _____

Business Name: _____ Business Address: _____
Dates of Operation: _____ Title: _____

Business Name: _____ Business Address: _____
Dates of Operation: _____ Title: _____

SECTION D: REQUIRED DOCUMENTS

Copy of a currently valid government-issued identification

SECTION E: AFFIRMATION & CONSENT

Under penalty of perjury, I hereby declare that the information contained within and submitted with the application is complete, true and accurate. I understand that misrepresentation of fact is cause for rejection of this screening application, denial of a license, or revocation of a license issued.

Signature:  _____
Printed Name: **Bryant T. Mitchell** _____

Date: **01/24/2019** _____

Section D:
Government-Issued
Identification
Redacted

Attachment

Non-Owner with Financial Interest (Complete Section B & E)

Section B: Owner / Non-Owner / Applicant Information

Pursuant to 16 CCR 5023, an owner is defined as a person with an aggregate ownership interest of 20% or more, chief executive officer, member of the board of directors of a nonprofit, or an individual participating in the direction, control, or management of the applicant. All business owner must be listed, including the applicant.

Full Name: Kevin S. Thibodeaux

Date of Birth: REDACTED

Mailing Address: REDACTED

Phone: 832-722-7623

Email: kevin@blaqstar.org

Section E: Affirmation & Consent

Under penalty of perjury, I hereby declare that the information within and submitted with the application is complete, true and accurate. I understand that misrepresentation of fact is cause for rejection of this screening application, denial of a license, or revocation of a license issued.

Signature: 

Date: 01 / 27 / 2019

Printed Name: Kevin S. Thibodeaux

Section D:
Government-Issued
Identification
Redacted



EMERALD
PHARMS

Jeffrey Jensen

Presidential and General Counsel





www.cityofpasadena.net/marijuana-regulations

Applicant/Owner Information Form*

Commercial Cannabis Screening Application

*Portions of the information disclosed in this application is public information pursuant to the California Public Records Act.

INSTRUCTIONS: Complete the pertinent sections for each owner, applicant, entity owner and non-owner with financial interest in the business. A separate form is required for each individual.

- Type: Entity Owner (Complete Sections A and E)
- Owner (Complete Sections B, C, D and E)
- Applicant (Complete Sections B, C, D and E)
- Non-owner with financial interest (Complete Sections B and E)

SECTION A: ENTITY OWNERSHIP INFORMATION

An entity is anything other than an individual. If an entity is an owner of the commercial cannabis business pursuant to Business and Professions Code section 26001(a), you will need to complete the following information. Attach additional pages if needed.

Name of Entity: _____ Phone Number: _____

Ownership %: _____ Organizational Structure: _____ Email: _____

Authorized Agent: _____ Title: _____

List entity members below (attach additional sheets if necessary):

Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____
Name: _____	Title: _____

SECTION B: OWNER/NON-OWNER/APPLICANT INFORMATION

Pursuant to 16 CCR § 5023, an owner is defined as a person with an aggregate ownership interest of 20% or more, chief executive officer, member of the board of directors of a nonprofit, or an individual participating in the direction, control, or management of the applicant. All business owners must be listed, including the applicant.

Full Name: Jensen Jeffrey M Date of birth: **REDACTED**

Last First M.I.

Mailing Address: **REDACTED** **REDACTED**

Street Address Apartment/Unit #

REDACTED **REDACTED**

City State ZIP Code

Phone: (310) 729-7124 Email: jeff@jensen2.com

Ownership % 1%

Title: President & General Counsel

Social Security No. **REDACTED**

Current Employer: Freeman, Freeman & Smiley, LLP

SECTION C: DECLARATIONS

- 1. Do you have an ownership or financial interest (as defined in Title 16 CCR 5003 and 5004) in a licensed cannabis business? If "yes", complete section C-1. YES NO
- 2. Have you ever been denied a permit or state license to engage in commercial cannabis activity, or had a permit or state license to engage in commercial cannabis activity suspended and not reinstated, or revoked, by any city, county, city and county, or any other state cannabis licensing authority? If "yes", complete section C-2. (PMC §5.78.100) YES NO
- 3. Have you ever been convicted of a crime? If "yes", complete section C-3. (HSC BPC §26057) YES NO
- 4. Have you owned or operated any cannabis-related business(es) in the City of Pasadena on or after December 14, 2017? If "yes", complete section C-4. (PMC §5.78.100) YES NO
- 5. Have you ever been notified that you were conducting commercial cannabis activity in non-compliance with City of Pasadena ordinances, codes, and requirements and failed to discontinue operating in a timely manner? (PMC §5.78.100) YES NO
- 6. Have you ever failed to pay federal, state, or local taxes and/or fees when notified by the appropriate agencies? (PMC §5.78.100) YES NO

Section C-1: Other Licensed Cannabis Businesses

Use additional sheets if necessary.

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Agency: _____ License No. _____ Date Issued: _____
Description of business: _____

Section C-2: Cannabis License(s) Suspended, Revoked or Denied

Use additional sheets if necessary.

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

License Authority : _____ License Type _____ Suspension or Revocation Date: _____

Details: _____

Section C-3: Criminal Violation(s)

Use additional sheets if necessary.

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Date of Conviction: _____	Code Section: _____	Felony or Misdemeanor? _____
Date of incarceration: _____	Date of Probation: _____	Date of Parole: _____

Details: _____

Section C-4: Commercial Cannabis Operations in the City of Pasadena

Use additional sheets if necessary.

Business Name: _____	Business Address: _____
Dates of Operation: _____	Title: _____

Business Name: _____	Business Address: _____
Dates of Operation: _____	Title: _____

Business Name: _____	Business Address: _____
Dates of Operation: _____	Title: _____

SECTION D: REQUIRED DOCUMENTS

- Copy of a currently valid government-issued identification

SECTION E: AFFIRMATION & CONSENT

Under penalty of perjury, I hereby declare that the information contained within and submitted with the application is complete, true and accurate. I understand that misrepresentation of fact is cause for rejection of this screening application, denial of a license, or revocation of a license issued.

Signature: Jeffrey M. Jensen Date: 1/28/2019

Printed Name: Jeffrey M. Jensen

Section D:
Government-Issued
Identification
Redacted



EMERALD
PHARMS

Prepared by:



Business and Operations Plan



City of Pasadena Commercial Cannabis Business Screening

ARMPAS, INC'S APPLICATION FOR CANNABIS RETAILER LICENSE CITY OF PASADENA

Application for Retailer

Business and Operations Plan

Subsection 1: Qualifications of Owners/Operators

1-1 Owners' Knowledge or Expertise with Respect to the Cannabis Industry

ARMPAS, Inc. dba Emerald Pharms Pasadena is the retail extension of an all-star team with several layers of expertise within the licensed and compliant cannabis industry. Our leadership group, both those defined as owners and our much larger group of stakeholders and supporters, includes many of the absolute legends in the cannabis movement and industry.

The Emerald Pharms Pasadena ownership team represents the very best of the best and its racial and gender diversity ensures that our operation will serve as a role model for dispensaries not just in Pasadena but around the world. Our group as a whole, including its direct affiliate partners, is proud to state that we:

- Own, operate, manage, and license **more than 50 licensed cannabis operations in California**, including leading retailers, dispensaries, cultivation, manufacturing, and distribution companies throughout the state, including many in the Los Angeles area, and the top brands CannaCraft and Cookies.
- Have never operated a Dispensary that would be considered an illicit or unsanctioned by the laws of that time in Pasadena or elsewhere.
- **Feature diversity of ownership across** the racial and gender barriers that the cannabis industry is committed to rectifying.
- Are led by the vision, leadership and courage of a Pasadena professional couple who are well versed in the compliance and financial transparency that the City demands.
- Already have a solid balance sheet but also the financial backing of **REDACTED** cannabis venture firm to ensure that Emerald Pharms Pasadena will be able to execute the plans contained in this application.

We are confident that the information contained in this application and shared in the next phases of the City's consideration of the merits of our group will make it clear that our organization has the requisite experience, industry connections, and know-how to make the City of Pasadena comfortable and proud to award Emerald Pharms Pasadena one of its coveted retail Cannabis Business Permits.

1-2 The Emerald Pharms Pasadena Team's Experience

1-2.1 The Emerald Pharms Brand

The Emerald Pharms Pasadena concept is based on Emerald Pharms' retailer in the famous 12-acre EcoTerra complex in Hopland, California. EcoTerra is a solar-powered training, demonstration, and event center for sustainable living that receives more than 250,000 visitors annually.

Emerald Pharms is unlike any other dispensary in the world for many reasons, but the one that translates best and will create the biggest win for Pasadena is the chance to be taught by the Emerald Pharms leadership. Dennis Hunter and Ned Fussell, both living legends and pioneers within the cannabis world, and their partner, Bill Silver, PhD, the former Dean of the School of Business at Sonoma State University, have created one of the most dynamic and financially successful cannabis empires in the entire U.S. state-sanctioned market. Emerald Pharms has been their single retail extension until now and many consider it their gift to the world.



While Emerald Pharms cannot recreate this magical setting in our Pasadena location, we will draw motivation from its mission and commitment to wellness, transporting that sense of purpose and community into our Pasadena retail location. Emerald Pharms is proud to be “a different kind of cannabis dispensary,” and it has been written that, “The first time you visit Emerald Pharms, you might think you’re in an art gallery or a green technology wonderland rather than a dispensary.”

As a State of California retailer, license number A10-17-0000048, Emerald Pharms is a thought leader in how to properly integrate cannabis into a wholistic and healthy part of our daily lives. It is also vertically integrated with our supply chain in the CannaCraft and Cookies family of products.



The Emerald Pharms Pasadena team considers itself extraordinarily blessed to have the rare opportunity to carry on the Emerald Pharms legacy in Pasadena, as there has never before been another party given this opportunity to use the Emerald Pharms brand.

As you will read throughout, we have built from our experience in Hopland, and will create a safe, natural and educational experience for our clients, many of whom are scared and nervous about using cannabis as an alternative to other harmful medications. The Pasadena location will follow this blueprint in its design and bring the same level of compassionate service to our community at every turn.

1-2.2 In the Company of Giants

Emerald Pharms Pasadena will be the newest member of a royal family of cannabis that has no rivals, and the individuals who sit at the head of the table are giants in legal cannabis. The co-founders and CEO of CannaCraft family of brands are also the owners of the original Emerald Pharms, and they personally signed

off on our use of their sacred brand for the first time on any application because they knew that Pasadena was a special opportunity to expand their message.



Dennis Hunter

For more than three decades, Dennis Hunter has been an advocate and pioneer in the cannabis industry. His experience in large-scale cultivation and his innovative extraction and processing methods paved the way for the industry megacompany that he co-founded, CannaCraft, to be a world-class product line. In 2016, High Times awarded Dennis its “Lifetime Achievement Award” for his contributions to cannabis legalization, progress, and advocacy. He was also named one of the “100 Most Influential People in Cannabis,” along with notable fellow recipients U.S. Senators Cory Booker and Bernie Sanders.

In the last ten years, Ned Fussell has created one of the largest and most sophisticated cultivation networks in California. Ned’s expertise in growth operations, site evaluation, farm mapping, irrigation design, lighting design, soil fertility analysis, feed assessment and crop scheduling yields frequent and healthy cannabis harvests year around. The partnerships and relationships Ned established throughout California give CannaCraft a creative and forward-thinking edge, leading to collaborations like the Lagunitas Beer Co. SuperCritical and Hi-Fi Hops (non-alcoholic) partnership, and a partnership with Lagunitas and Heineken USA in addition to celebrity partnerships, and CannaCraft’s educational programs.



NedFusell



Bill Silver

Prior to joining the co-founders of Emerald Pharms and CannaCraft, Dr. Bill Silver served as the Dean of the School of Business at Sonoma State University for a decade. As the Dean, Bill led significant advancements for the school, establishing the Wine Business Institute as the global leader for wine business education and research, and spearheading innovations in the entrepreneurship and executive programs. Dr. Silver has also been an active member of the community, actively involved in various local economic development and agricultural advancement projects. Bill experience in the highly regulated and agriculturally based wine industry will serve the CannaCraft family very well as cannabis regulations mature along a path many believe will mirror alcohol.

1-2.3 CannaCraft

Founded in 2014, by the above-mentioned industry professionals and pioneers, CannaCraft is the largest cannabis manufacturer in California and one of, if not the, biggest in the world. They have grown from just 30 people four years ago to over 225 full-time employees today in their many facilities, plus many hundreds more in their vast network of investments and sister companies. As the owners of 48 State of California Licenses for operations including a massive cultivation footprint, complex manufacturing at all levels (including edibles), compliant statewide distribution, and an inspirational retailer, CannaCraft will be one of the most respected companies when cannabis is as common as wine, aspirin, and Ben Gay.

The CannaCraft family of products includes four of the leading brands spanning the great variety of cannabis products. Through their ownership share of the Cookies brand, they lead in the cannabis flower segment. In the healing CBD segment, their Care By Design line is a clear favorite. ABX, or AbsoluteXtracts, is a top selling brand for dosage-controlled cannabis products like oil cartridges, capsules, and gummies. Their luxurious and delicious Satori Chocolates line flies off the shelves of dispensaries around the state. As an

example of Emerald Pharms’ unyielding search for innovative ways to provide their customers with the benefits of cannabis, in a partnership with Lagunitas and Heineken USA, they have created Hi-Fi Hops, India pale ale-inspired nonalcoholic beverages infused with THC.

1-2.4 Impact on Pasadena

Emerald Pharms Pasadena will be not only a preferred retailer for CannaCraft and Cookies products, but also the “favorite child,” given access to the research, product development, and educational resources of the entire Emerald Pharms network of companies. As an Emerald Pharms “company store,” Emerald Pharms Pasadena will provide to Pasadena customers unprecedented access to the thoughts, insights, and knowledge of leaders of the cannabis world.

Emerald Pharms vetted many potential partners for its Pasadena retailer, and they chose the team reflected in this application based on their exemplary professionalism and commitment to safe retail. The entire Emerald Pharms network stands behind Emerald Pharms Pasadena and will ensure its success in every facet of the cannabis retail experience. **A list of all of CannaCraft’s licenses is attached as Exhibit 13 to this application.**

1-2.5 The Grøn Ventures Network

Grøn Ventures LLC is the primary financial backer of the Emerald Pharms and CannaCraft organizations, and it is offering unprecedented levels of funding assistance to Emerald Pharms Pasadena as well. Grøn Ventures is a REDACTED investment fund focused exclusively on cannabis businesses as part of an overall investment strategy for a REDACTED single-member family office in Southern California. Through Grøn Ventures and its portfolio companies, Emerald Pharms Pasadena has access to industry best practices for business management, financial management, product selection, customer experience, budtender and other employee training, customer education, marketing, interior design, security, and all other aspects of the cannabis business.

Grøn Ventures relies on Brandon Johnson and his Cookies Real Estate LLC organization, a 43% stakeholder in Emerald Pharms Pasadena, to select the most qualified partners to co-own and operate their retail footprint across every market that has the foresight to offer its residents access to safe, tested and taxed cannabis in a controlled, licensed environment. Along with Mr. Johnson, Grøn Ventures has developed a licensing model for its various branded retailers that is similar to the franchise model. Because Emerald Pharms Pasadena is an early licensee, and in a prime city, Grøn Ventures has committed to put the full weight of its empire behind our operation to make sure it is a success and a model for those that follow.

1-2.6 Blaqstar Consolidated Holdings, LLC

Blaqstar Consolidated Holdings, LLC (“Blaqstar”) is Emerald Pharms Pasadena’s co-owner and operations management firm. Blaqstar holds three California cannabis licenses. In addition, Blaqstar manages a licensed retailer under a management company contract located on Crenshaw Boulevard in Los Angeles.

Blaqstar approaches cannabis as a business, bringing considerable experience with data analysis, personnel management, and profitability growth practices. Blaqstar is the vision of Bryant Mitchell, realized only over ten years of blood, sweat and tears in the California medicinal cannabis market. REDACTED

REDACTED This was a defining moment for Bryant, and he began to delve into the world of medicinal Cannabis. After watching the market further develop to a point of legal participation, Bryant began getting directly involved via investments in the medical cannabis field. In 2013, he and several close friends took over a small dispensary in the Valley. For nearly a year Valleygreen was directly managed and operated by Bryant and these associates. Foot traffic increased from 21 patients a day to more than 60 patients a day with the average spend increasing from REDACTED dollars per person. Valleygreen closed in 2014 due to city ordinance Prop D.

The biggest challenge Bryant faced in his Valleygreen experience was the lack of consistency in product offerings and that not enough growers were cultivating clean cannabis. Bryant decided to fill this void and obtained a city permit and acquired property in East LA to establish a cultivator. After finding some success on the wholesale market, Bryant started to guide the company into more mainstream outlets and direct-to-patient opportunities. In 2015, Blaqstar entered into an agreement with a neighborhood coffee shop and started delivering cannabis direct to the medical patients who frequented the shop. This company, named Holysmokes, earned a five-star rating on Weedmaps, served an average of 19 patients a day with an average spend of [REDACTED], and had a customer return rate of 75%. Holysmokes sold mostly Blaqstar products. Mr. Mitchell voluntarily closed Holysmokes at the city's request due to legal concerns as the City of Los Angeles began defining regulations.

Blaqstar has cultivated out the same location for approximately six years, expanding from 1,800 square feet to 8,000 square feet. Blaqstar believes that healthy products come from healthy plants, so they operate an all-natural, chemical-free, and pesticide-free farm from seed to buyer. As an operations manager, Blaqstar manages a licensed retailer on Crenshaw Boulevard in Los Angeles. In addition, Blaqstar recently added two more licensed Microbusiness locations to its own portfolio. Blaqstar has established a reputation for professionalism and great products. In addition to the extensive line of Emerald Pharms, CannaCraft, Cookies, and Blaqstar products to which Emerald Pharms Pasadena will have preferred access, Blaqstar also has access to leading third-party products from the relationships it formed with cultivators, manufacturers, and distributors from running its other cannabis businesses.

1-2.7 The Blaqstar leaders are Bryant Mitchell and Kevin Thibodeaux:



Bryant T. Mitchell
CEO

Bryant Mitchell is Blaqstar's founder and CEO. Before entering the cannabis industry, he spent sixteen years in business consulting, project management, process design, and operations efficiency services for IBM Strategy, Deloitte Touche Tohmatsu Limited, and Accenture PLC. In those roles, he advised the world's largest companies, primarily in the oil and gas industry.

While working as a consultant, he founded as a passion project the Mosaic Bar & Lounge in Houston, Texas, where gained more than four years of compliant retail experience in a regulated industry. Mr. Mitchell holds an MBA from the University of Chicago Booth School of Business and a BA in business from Prairie View A&M University, a historically black university.

Kevin Thibodeaux is Blaqstar's Chief Operations Officer. During his time with Blaqstar, he has developed a deep understanding of the cannabis business and brought much of his traditional business experience to cannabis. He has more than 23 years of operational knowledge and experience spanning multiple industries. He founded and served as CEO of Kimrick Performance Group, LLC, a heavy civil construction firm specializing in infrastructure, flood control, and ecosystem restoration projects for U.S Army Corps of Engineers and the U.S. Department of Transportation. Before venturing into business

for himself, Mr. Thibodeaux spent nine years as a manager with Accenture PLC, a global business and technology firm, where he developed leadership and project management skills from projects in Europe, Africa, and Australia, and the Americas. Mr. Thibodeaux holds an MBA from the Duke University Fuqua School of Business and a BS in civil engineering from Prairie View A&M University.

Friends for over eighteen years when Kevin recruited Bryant into a leading consulting firm, Kevin resisted Bryant's many requests to join him in the cannabis industry until he was absolutely sure it was legal, safe and the right move for himself and family. Together they are making a real difference and are one of the leaders in the minority community which is attempting to reverse the course of the war on drugs' impact on the people of color in America and their adopted home region of Los Angeles.



Kevin Thibodeaux
COO

1-2.8 Cookies Real Estate, LLC

Cookies Real Estate ("CRE") owns 43% of Emerald Pharms Pasadena and is the main source of funding. CRE holds an intellectual property license from Emerald Pharms that entitles it to:

- Permit retailers to utilize its trademark brands to name its locations. Emerald Pharms Pasadena is the only applicant anywhere in the U.S. that has been granted the rights to this prestigious reputation at this time.
- Openly share all the proprietary best practices, SOPs, training and compliance technology that are in place within any of its network with its retail operations.
- Pass along preferred discounts, special and limited product offerings, and advance access to innovative technology, research and tools to help in delivery exceptional customer service.
- As a part of the Emerald Pharms, CannaCraft and Grøn Ventures family of companies, CRE is in the process of opening more than 20 retailers across the county with licenses approved at the time of this application. CRE intends to open as many as 100 by the end of 2020 in as many as 17 states.

Among other Intellectual Property rights, CRE will be contributing a license to use Emerald Pharms brand to Emerald Pharms Pasadena operation in exchange for a portion of its revenue and a commitment to carry its products. In addition, CRE is providing REDACTED of startup capital for Emerald Pharms Pasadena. This money covers Emerald Pharms Pasadena's projected startup costs, including a cash reserve.

Brandon Johnson is the founder and majority owner of Cookies Real Estate LLC. As mentioned above, his company has been tasked with developing a network of branded, commonly sourced and operated dispensaries bearing the names of their legendary brands. Emerald Pharms Pasadena will be a flagship version and example to all of what is possible when you combine passionate, talented local entrepreneurs and experienced cannabis professionals with a massive brand.

Mr. Johnson is a principal of a southern California based real estate development company and has been principally involved in REDACTED of mixed-use development projects throughout the greater Los Angeles area. He became involved in the cannabis business first as an investor and a real estate consultant for cannabis businesses. Today, he works closely with Grøn Ventures and its portfolio companies.

1-2.9 The Jensens

A Pasadena husband-and-wife team with substantial connections to the community assembled this all-star team of operators to bring high-quality, safe cannabis to Pasadena. Justyna Jensen is the majority owner and the CEO and CFO of Emerald Pharms Pasadena. Her husband, Jeffrey Jensen is a minority owner and will serve as President and General Counsel of Emerald Pharms Pasadena operation.

Justyna and Jeffrey Jensen live in Pasadena city council district seven. Their oldest child attends a public school in Pasadena and their youngest will next year. Mrs. Jensen volunteers at the school. They first moved to Pasadena after Mr. Jensen finished law school because he clerked for the U.S. Court of Appeals in the Richard H. Chambers Courthouse in Pasadena (the former Vista del Arroyo Hotel and Bungalows). They were married in the courthouse rotunda room. They are committed to reinvesting in Pasadena.

Justyna Jensen's path to business ownership was labored. Mrs. Jensen grew up in a farming village in Poland when the country was controlled by the Soviet Union. Like everyone in her village, Mrs. Jensen grew up without running water in her home, a telephone, a car, or other things American's take for granted. She became the first person in her family to go to college when she received a scholarship to a prestigious Polish university, and she earned a bachelor's degree in management and marketing. She then earned a master's degree in management of agriculture. Mrs. Jensen came to the U.S. in 2001 as part of a student exchange during her master's program. She returned to the U.S. permanently in 2002 and cleaned houses to pay for an MBA in finance from California State University, Long Beach. Through her MBA program, she began working as an accountant. Mrs. Jensen became a U.S. citizen in 2014.

Mrs. Jensen's work experience includes using GAAP accounting, preparing accounts receivable, accounts payable, reconciling accounts, and other accounting issues relevant to a cannabis retailer. In anticipation of opening a cannabis retailer, Mrs. Jensen educated herself on Section 280E of the Internal Revenue Code. She is familiar with the limits on deductions for cannabis businesses under federal tax law, and how California tax law differs from federal law in this regard.



REDACTED
Mrs. Jensen read about the benefits of CBD for cancer patients.
REDACTED
REDACTED
She is passionate about making CBD available to people suffering from health problems.

Jeffrey Jensen cares deeply about social justice. In 2002, he left a promising career in engineering to teach Math at a Title 1 public school in South Los Angeles for three years. During this time, he observed first-hand the disproportionate enforcement of drug laws against minority communities. He also saw the effect that incarcerating parents has on their children. Overhearing students talking, Mr. Jensen learned that even middle school students were able to obtain cannabis. Mr. Jensen is committed to ensuring that no minor obtains products from Emerald Pharms Pasadena.

Mr. Jensen graduated first-in-class, *summa cum laude* from Loyola Law School, where he served as the editor-in-chief of the Loyola of Los Angeles Law Review. He maintains active licenses to practice law in

California, New York, and Washington D.C. He holds a BS in mechanical engineering from the University of Colorado, Denver.

He has provided legal advice to a large Northern California licensed cannabis cultivator, and he has advised countless non-cannabis businesses. After Proposition 64 passed in 2016, Mr. Jensen began educating himself on federal and California cannabis laws and agency regulations. He has taken, and continues to take, continuing legal education classes on cannabis law and seminars on the cannabis business. He is a member of the Beverly Hills Bar Association Cannabis Committee and he belongs to the Southern California Cannabis Business Investment Group.

Mr. Jensen has extensive legal experience directly relatable to operating a cannabis retailer. He practices litigation, and he has significant labor and employment law experience, including representing employers of union and non-union employees in civil litigation and representing employers before the California Department of Industrial Relations/Division of Labor Standards Enforcement. He is familiar with employee rights under the Labor Code and wage orders, including requirements for wages and hours, meal periods, rest breaks, wage statements, potable water, and employee rights notices. He is familiar with labor peace agreements (applicable to cannabis businesses with twenty or more employees under California Business & Professions Code section 26051.5(a)).



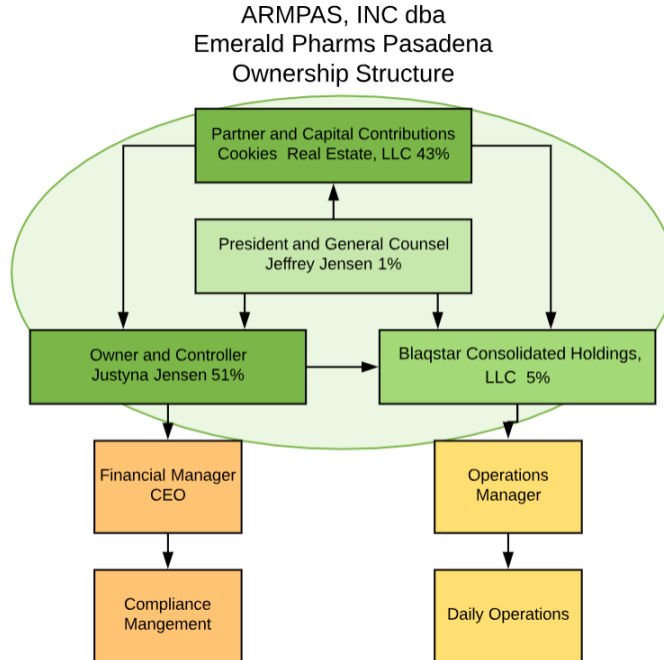
Mr. Jensen has experience working with companies in highly regulated industries and helping those companies remain compliant with applicable laws and agency regulations. He began his legal career as a corporate transactional lawyer. In that capacity, he spent more than a year on secondment to Credit Suisse in the legal and compliance department, working primarily on securities-backed loans. He worked for a large international law firm on public offerings (initial and subsequent), private placements, mergers and acquisitions, and revolving credit agreements. As a litigator, he has represented companies in SEC investigations, stock-drop lawsuits, and merger tax lawsuits. Mr. Jensen understand the importance of creating—and following—legally compliant standard operating procedures.

In addition to Emerald Pharms Pasadena, the Jensens have the rights to a 17,000 square foot building and a 13,000 square foot building in downtown Los Angeles’s green zone. They will submit applications for microbusinesses (retail (storefront and delivery) cultivation, manufacturing, and distribution) when phase 3 licensing opens.

1-3. Ownership Team

ARMPAS, INC dba Emerald Pharms Pasadena is a complex and professional organization with a diverse list of talents and roles. To better illustrate this, we have created an organizational chart that will show the Structure of Organization for ARMPAS, INC dba Emerald Pharms.

As can be seen from the chart below, our capital contributor Cookies Real Estate, LLC is a 43% Owner of the company. Owner and CEO Justyna Jensen will manage the financial interests of Emerald Pharms Pasadena as a 51% Owner of the company. Blaqstar Consolidated Holdings are 5% Owners who will work closely with Justyna Jensen as they support the management of daily operations. President and General Counsel Jeffrey Jensen is a 1% Owner of the company and will support all of the ownership roles with General Counsel advice and management oversight.



As is traditional within a franchise model, Emerald Pharms Pasadena will pay Cookies Real Estate LLC a license fee of 7 percent of revenue for the use of the Emerald Pharms and CannaCraft intellectual property. Additionally, as part of their management services contract, Blaqstar will receive an operator fee of 2.5 percent of revenue. Based on the parties’ ownership percentages and roles in the operation, each is an owner within the meaning of California Business and Professions Code section 26001. The organizational chart shows the structure of the financial operations and provides some detail regarding their role in Emerald Pharms Pasadena.

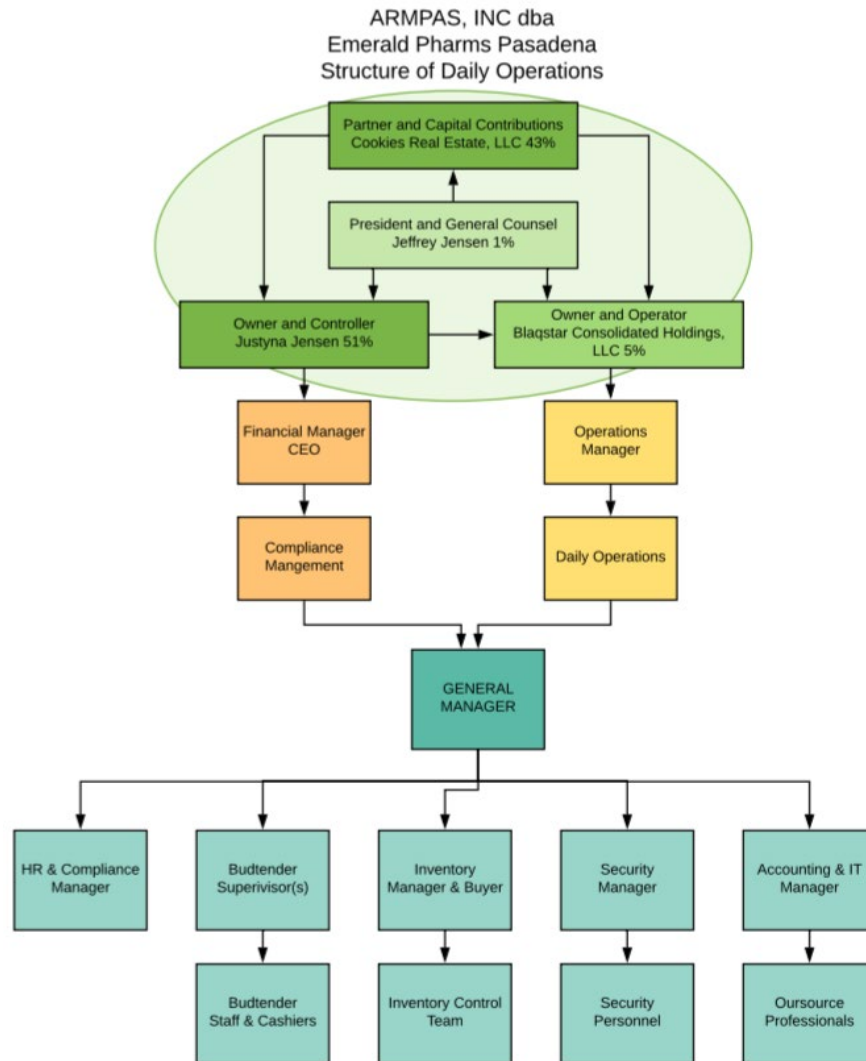
1-3.1 Day-to-Day Roles of the Owners

Emerald Pharms Pasadena’s ownership will play varying roles in the operation’s day-to-day business, working together and building off each other’s strengths to accomplish much more than they would be able to independently.

Justyna Jensen, CEO & CFO – Mrs. Jensen will primarily spend her days overseeing all financial matters for Emerald Pharms Pasadena, including the proper calculation and submission of cannabis taxes and sales tax. She will also be responsible for reconciling all the state excise taxes with our licensed distributor suppliers.

Justyna will be in charge of implementing our POS system, tying it to the Track and Trace system and our banking and cash management vendors. She will oversee audits on a regular basis to confirm the inventory counts are accurate and in sync with Track and Trace. As a Pasadena resident and mother in the community, Justyna will also play a role in communicating the value that our operation brings to the Pasadena community, removing the stigma over time of responsible cannabis use.

Brandon Johnson, is the founder and majority owner of Cookies Real Estate, LLC - Mr. Johnson’s role within Emerald Pharms Pasadena will be that of a facilitator of our overall company development and supplier network. Through Mr. Johnson’s relationship and license with Grøn Ventures and Emerald Pharms, he is the conduit between Emerald Pharms Pasadena and Grøn Ventures and Emerald Pharms, their portfolio companies, their collective experience, knowledge, historical data, and best practices. As the leader of a nationwide retailer expansion plan for Emerald Pharms, Mr. Johnson will be on top of retail trends from around the world and share them with the Emerald Pharms Pasadena team.



Blaqstar – The founders and leaders of Blaqstar, Bryant Mitchell and Kevin Thibodeaux, developed cannabis retailer standard operating procedures they are already using successfully at the licensed retailer they manage. They will personally oversee the hiring and development of the staff, mentor them, and train them in their best practices. Blaqstar team members will review a robust set of daily key performance indicators (“KPIs”) and real-time reports that will measure success, identify areas of improvements, and areas potential compliance issues.

Jeffrey Jensen, President & General Counsel – Mr. Jensen will serve Emerald Pharms Pasadena in two primary ways. First, he will ensure that our operation follows the letter of the California laws, Pasadena Municipal Code, and agency regulations covering not only cannabis, but all traditional areas of compliance. Second, he will manage the community involvement portions of our business plan, coordinating with the various groups we are committed to helping, facilitating and participating professionally on expungement cases and ensuring that Emerald Pharms Pasadena lives up to its promises to the City of Pasadena and its residents.

Together with our affiliate companies’ leadership, our owners will be very active and involved on a day-to-day basis, each with designated roles and an individual responsibility to the group, the City of Pasadena, the State of California and above all else, our customers to run a compliant, safe cannabis dispensary.

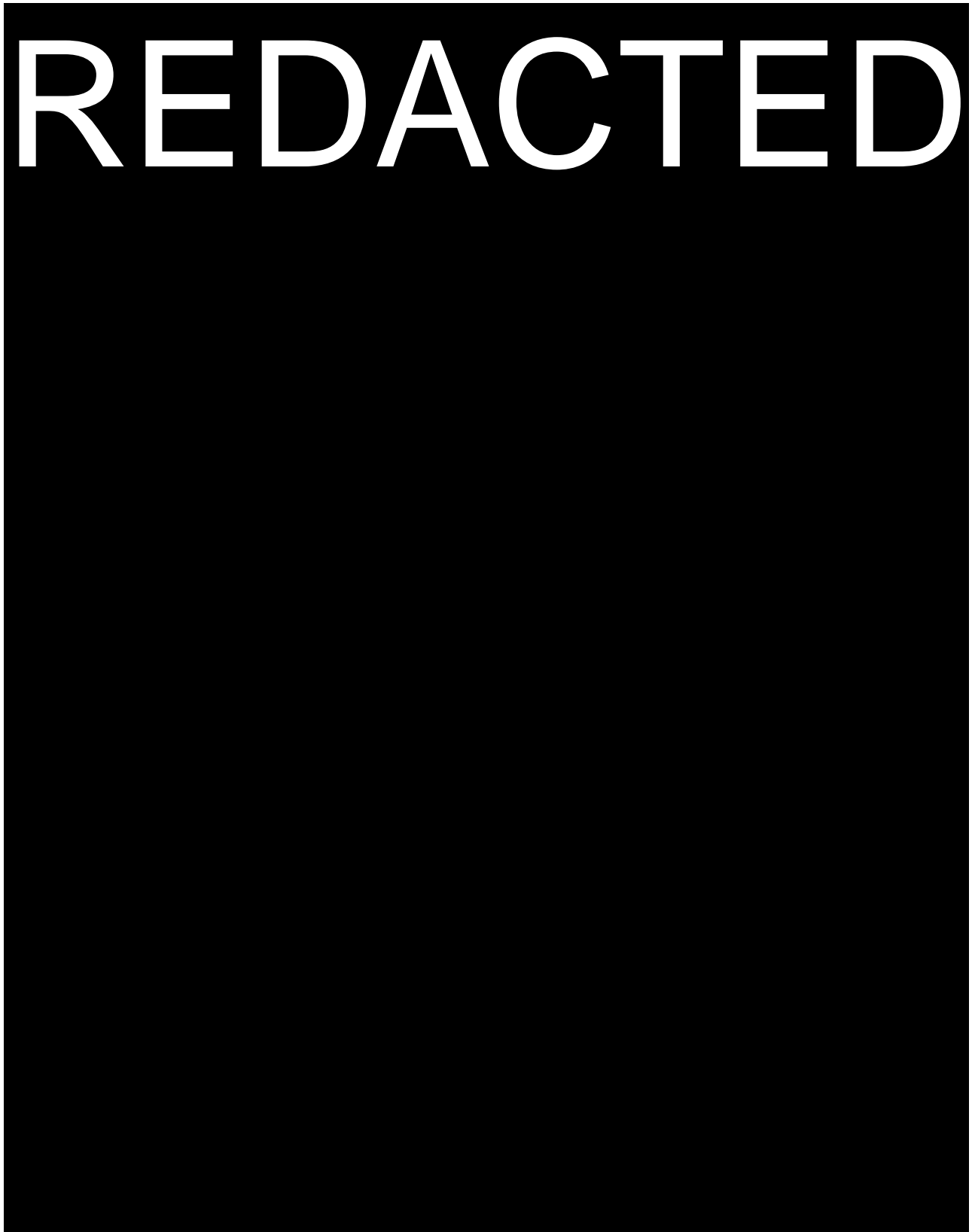
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Subsection 2A – Part A: Operations

2.2A-1 Description of Standard Operating Procedures



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Section 2: Business Plan

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Subsection 2B: Business and Operations Plan

Part B: Community Benefits

Objective

Emerald Coos Pasadena is proud to give back to the community by way of job creation, tax contributions and civic involvement. It is the Company's expectation that its activities will impact positively on the socioeconomic prospects of Pasadena, especially providing new empowerment opportunities for economically disadvantaged and underserved groups. The Company recognizes that listening to community concerns is central to developing and building trust. We will therefore seek to foster robust and cordial relationships with the various communities by listening to them, addressing their concerns and gaining their trust.

2B-1 Increased Community Safety and Job Creation

2B-1.1 Community Support and Outreach

Our Community Benefits Strategy objectives are:

- To establish a process by which the community, including its residents and businesses feel comfortable expressing themselves regarding Emerald Pharms Pasadena's operations;
- To educate the community about cannabis issues, developments and enhancements; and
- To ensure our approach reflects the community's needs.

As explained in greater detail below, Emerald Pharms Pasadena employees will donate their time to local causes as a part of their commitment to the company. In addition, the Emerald Pharms Pasadena CBS budget includes donations of 0.5% of gross receipts which in the first year of operation is projected to be REDACTED dollars. It will steadily increase in the following years to be REDACTED dollars which represents a 47% increase. In the following paragraphs, we will explain how the Company seeks to employ diverse strategies and approaches to help create and foster an inclusive process that benefits all.

2B-1.2 Job Creation and Generation of Tax Revenues

Emerald Pharms Pasadena's investment in Pasadena offers job creation and tax revenue generation opportunity to the residents and their local Governments. It is Company policy to employ at least 60 percent of its workforce from within the local communities. Emerald Pharms Pasadena will work closely with Pasadena Community Job Center to recruit our staff. In addition to the jobs created through the integration of our new business into the community, more new jobs will follow through the engagement of local companies as service and supply, and value chain partners in our business activities.

Locating our retail store in Pasadena presents its local Government with an additional revenue-generating opportunity through the licensing and taxation of our activities and other economic activities stemming from our investment entry.

2B-1.3 Community Benefit Share (CBS) Initiative

Our CBS initiative with the community and local Government will comprise the following:

Legal Services

Los Angeles Mayor Garcetti established at Loyola Law School, the *Collateral Consequences of Conviction* Justice Project. The project recognizes that the consequences of criminal convictions "last far longer than the years spent in prison and time spent under post-release supervision. In addition to those direct punishments, returning citizens are often denied employment for many jobs, as well as losing their voting rights. Many are also separated from families and loved ones, denied driving license privileges and

often, due to both stigma and internal regulations, they are also denied housing.” The project’s goal is to remove barriers to employment and increase self-sufficiency for formerly incarcerated individuals through all of the following:

- State licensing board discipline and revocation appeals;
- Proposition 47 outreach & petition filing;
- Expungement services under California Penal Code sections 1203.4 and 1203.4.

In addition to the above, Emerald Pharms Pasadena has reached an agreement with Loyola Law School whereby Emerald Pharms Pasadena will donate funding and Mr. Jensen’s attorney time to expand services to Pasadena residents.

Nonprofit Support

Mrs. Jensen will volunteer at the Pasadena charity Cancer Support Community by providing accounting and administrative services. Emerald Pharms Pasadena will also provide support to local Pasadena non-profit organizations in every possible way that could be advantageous to them. The Company will seek to help entrench and grow these coalitions to be more active and to become life transforming entities to the benefit of all.

Quality of Life of Local Area Residents

As a responsible Company, we also aim to contribute to the addition of value and quality of life to all residents of Pasadena. We will do so by contributing to the efforts of the local Government through improved accessibility by the citizenry to public green spaces and the development and sponsorship of recreational and after-school activities for children and youth.

Our plan for the betterment and improvement of the quality of life of all citizens within Pasadena also includes consideration for the community’s senior citizens through sponsorship and partnership with Pasadena Senior Center. The center provides an opportunity for our senior citizens to meet and interact with each other daily, reducing the time each must spend alone each day and providing healthy relationships that improve quality of life. The center provides amenities and games that keep our elderly engaged physically and mentally. The club will provide amenities such as interactive games, local entertainers, daily physical workouts and weekend dance sessions. Health monitoring with opportunities for preventative inputs for senior citizens, particularly those in the deprived areas and the financially challenged, will also be provided at the center.

In Support of Diversity and Cultural Heritage

Our Company recognizes that the diversity behind Emerald Pharms Pasadena may be advantageous to the varied communities. Our very own Mr. Mitchell is a board member of NDICA (National Diversity and Inclusion Cannabis Alliance) and holds an associate membership on the CMA (Cannabis Minority Alliance). With the spirit of support, we pledge to volunteer at cultural events and related activities that promote heritage, and diversity for unity and peace. Emerald Pharms Pasadena will be a member and volunteer to Pasadena Heritage, whose programs directly benefit the City of Pasadena and attract a broad regional audience. Pasadena Heritage holds more than 80 historic preservation easements (the largest easement program west of the Mississippi), and has a revolving Preservation Fund to assist with hands-on preservation projects. It is best known for the preservation of the Colorado Street Bridge and Old Pasadena, the commercially successful revitalization of the original downtown.

Community Beautification

The Company will also be involved in Community Beautification projects. Good physical condition of neighborhoods and business districts conveys dignified ownership and care while sending strong deterring signals to criminal elements. Beautification projects such as trash cleanup, landscape enhancements, and installation of gardens also serve as a focus for strengthening communal interaction. We will work with community groups, law enforcement, public works, or parks and recreation staff to clean up public areas and

abandoned lots. The project may reclaim a public space for neighborhood use, establish new green space, or mark neighborhood boundaries.

Preferred Employment for Veterans

The Company will, through Pasadena Community Job Center, actively seek to establish contacts with Veterans Groups and work closely with them towards the realization of our business and community enhancement goals, and their enhanced quality of life. Emerald Pharms Pasadena will carry out a “Recruitment and Training” program for veterans as a means of inducting them into our workforce. The Company will also seek and promote a healthy relationship with local veteran groups through provision of financial and food donations to support homeless veterans’ organizations and associations, enabling them to achieve their aims and objectives. As a matter of principle, our company will identify and work closely with veteran owned businesses in Pasadena.

Helping the Homeless

The ownership team has done a significant amount of research to make the Emerald Pharms Pasadena project the most eligible application the city can choose. We have noted in our research that Pasadena’s homeless rate is increasing steadily. In 2018, statistics showed that there were approximately 677 people experiencing homelessness in the city. That number is 18% more than in 2017, when the homeless toll reached 575, and 28% more than in 2016, when there were only 530 homeless on the streets. The increase in homeless has been evident to pedestrians who pass by them on corners and spy them resting on a stoop or against a building. Homeless are also seen in the local parks, creating encampments within the city, living in vehicles and finding shelter in other places not meant for human habitation. ¹ Emerald Pharms Pasadena recognizes that there are many elements that contribute to homelessness. Oftentimes homelessness is exacerbated by social and economic stressors that contribute to the challenges of getting off the streets. Emerald Pharms Pasadena is committed to helping where possible, with donations of food and volunteer time in the kitchens to prepare meals at Union Station Homeless Services and serve them with a smile.

2.B-1.4 Social Equity Hiring Practices

Diverse Employees

To match our team of local and minority business owners, Emerald Pharms Pasadena is committed to ensuring the employment of a diverse but unified workforce. The Company wishes to offer flexible employment options to parents or students of Pasadena City College, emphasizing part-time jobs that can accommodate a variety of challenging schedules. The goal of the company is to hire as much of its workforce from local Pasadena residents as possible.

Emerald Pharms Pasadena will be an equal opportunity employer and will provide equal employment opportunities without regard to race, color, sex (including breast feeding and pregnancy), gender identity, sexual orientation, religion, national origin, pregnancy, marital status, AIDS/HIV, genetic information, including family medical history, physical or mental disability, medical condition, political activities or affiliations, child or spousal support withholding, domestic violence, assault, or stalking victim status, lawful conduct occurring during nonworking hours away from the employer’s premises, military or veteran status, citizenship and/or immigration status, or any other protected class under federal, state, and local laws. This policy includes hiring, advancements, training, discipline, and all other terms and conditions of employment.

Disability and Other Accommodations

Emerald Pharms Pasadena is pleased to accommodate employees with disabilities. The Company will also accommodate employees’ religious beliefs and observances that require special holidays and/or time for religious practices.

¹ 2018 Homeless Count & Subpopulation Survey City of Pasadena

Employee Compensation Packages

Emerald Pharms Pasadena will pay employees well above the Pasadena minimum wage of \$12.00/hour established by Pasadena Municipal Code section 5.02.015 for companies with 25 or fewer employees. Emerald Pharms Pasadena will hire fourteen employees to open the store and anticipates hiring more employees as the business grows. The employees’ rates of pay will be:

Role	Anticipated Wage Scale
Managers (3)	REDACTED
Security Guards	REDACTED
Budtenders (4)	REDACTED
Delivery Drivers (2)	REDACTED
Inventory Specialist (1)	REDACTED
Receptionist (1)	REDACTED

All of Emerald Pharms Pasadena’s wages are subject to annual 3% cost of living increases. Employees may receive additional merit-based raises as determined by the management. In compliance with California Labor Code section 510, Emerald Pharms Pasadena will pay time-and-a-half to employees that work more than eight hours in one workday; more than 40 hours in one workweek; or who work a seventh consecutive day in one workweek. Emerald Pharms Pasadena will pay double time to employees that work more than twelve hours in one workday or work more than eight hours on the seventh consecutive day in one workweek.

Paid Sick Time Off

In accordance with California Labor Code sections 245 and 246, Emerald Pharms Pasadena will provide three paid sick days per year to all employees, whether-full time or part-time. Employees may carry over, up to 48 hours of sick pay to subsequent years. Employees cannot be discriminated or retaliated against for using accrued paid sick time. Employees of the Company will be provided 24 hours of accrued sick leave within 120 days of being hired, and within 120 days of the start of each calendar year thereafter. Employees will accrue paid sick days at the rate of not less than one hour per every 30 hours worked. Emerald Pharms Pasadena will provide employees with additional unpaid sick leave as needed.

Emerald Pharms Pasadena Will Contract with Diverse Vendors

Certified Public Accountant

Emerald Pharms Pasadena will hire Aviva Spectrum as its certified public accountant. Aviva Spectrum’s founder and CEO is Sonia Luna, a Latina member of the LGBTQ community. Aviva Spectrum won the award for “Best Accountant” at the California Cannabis Awards. Ms. Luna has more than 18 years of compliance, internal and external audit experience. She was appointed by SEC Chair Mary Jo White to the Advisory Committee on Smaller & Emerging Growth Companies in 2014. She is an elected member of the Board of Governors for the Institute of Internal Auditors and worked in Big 4 environments such as EY and Arthur Andersen. Aviva Spectrum is located in Los Angeles. More information about the company is available at <https://www.avivaspectrum.com/team>.

Security Contractor

Emerald Pharms Pasadena will hire Armaplex Security to provide security services. Armaplex Security has a Corporate Social Responsibility Program as part of its strategic business plan. The Corporate Social Responsibility program emphasizes diversity and equality by expanding opportunities for underrepresented minorities in leadership and executive roles within the Security Industry. Armaplex Security specializes in providing security for cannabis businesses. Its CEO is Terry Blevins, who was head of security for Apple-Beats by Dre and was the CSO for a large gold mining conglomerate. In addition to his private industry work, Mr. Blevins worked in local and federal law enforcement and served abroad for the U.S. Department of State

advising and teaching police and army officials in many countries. Armaplex Security is located in Culver City. More information is available at <https://armaplex.com/about/>.

Store Management & Cannabis Products

One of Emerald Pharms Pasadena's key suppliers of products and intellectual property will be the firm Blaqstar, an African American-owned management firm operated in nearby Los Angeles. Blaqstar has pledged to supply Emerald Pharms with their professional operations oversight which includes standards and procedures, extensive training and expert support of managers during day to day operations. In addition, Blaqstar will supply top quality cannabis products to the dispensary as a part of the terms of the partnership.

2B-1.5 Preventing Sexual Harassment, Discrimination and Violations of Labor Law

Emerald Pharms Pasadena will make it a clear part that its workplace will be free of harassment of any kind. Our team will not have to tolerate mistreatment, especially of a sexual, racial or otherwise discriminatory nature. This commitment to our team's safety will be made abundantly clear as part of each new employee's initial onboarding as well as their continuous and periodic staff training.

We will supply and visibly post a hotline number for all members to use to report any employee, no matter how much power they possess, and every matter will be handled with the utmost care and seriousness. The third-party provider will ensure that the employee's work status will not be negatively impacted as the situation is in the process of reaching resolution.

We hope that as a women and minority owned establishment, we may be held up as a shining example of what can be achieved when individuals are given a chance to be successfully and gainfully employed in a comfortable atmosphere without fear of unfair and illegal treatment.

2B-2. Community Involvement

2B-2.1 Community Organizations in Place to Benefit

Emerald Pharms Pasadena has already pledged to help a number of prominent and valuable service providers within our Pasadena community. As a part of our commitment to this task, we identified and secured the confidence of a Pasadena charity dedicated to helping at-risk local youth. Days before this application was due, the charity reversed its position and declined our money for fear of losing its federal funding. Despite this small setback, Emerald Pharms Pasadena will quickly identify additional local charities committed to services for youths in order to carry out our commitment. At our earliest opportunity, the Company will partner with the local youth organizations, with the goal of empowering young community members through our various programs. We hope to encourage the development of responsible family members and respectable citizens of the community, equipped with the right skills to enable them to make well-informed decisions and to secure for themselves a brighter future. The initiative will also utilize a variety of engagement strategies to assist at-risk youth in their personal development process and interpersonal relationships.

Emerald Pharms Pasadena intends to join forces with law enforcement and local health agencies, in education efforts that will reach local at-risk youth, teaching them about the negative legal and health implications of engaging in illicit drug use and abuse. The program will be mobilized so that it can be implemented within local schools and recreational/educational community centers. Our local outreach will seek innovative ways of implementing our "Stay Drug Free" and "Youth Empowerment" Programs. These programs engage youth in recreational and educational activities that occupy their time and attention, while at the same time, rewarding them with social and emotional benefits. We aim to involve families, local communities, businesses, educational institutions and the local law enforcement agencies in this youth life-skills development program. The Company will empower the youth academically through the provision of scholarships and career advice. The Company, in conjunction with other local businesses, will provide a

scholarship scheme for local youth and in particular to those from financially challenged families, minorities and immigrant backgrounds.

2B-3. Pasadena Partnerships

2B-3.1 Hiring Local is Great for Business and Our Pasadena

Emerald Pharms Pasadena is committed to utilizing the talents and resources available in our hometown whenever possible. Before we open our doors to the public, we anticipate investing around REDACTED in tenant improvements, custom cabinetry and interiors, rent and other related trades and professionals. We will look to our neighbors to fill these supplier roles, including giving them a last look at any competitive quotes to ensure the greatest chance of success. For those groups that do business with Emerald Pharms Pasadena, we expect that their work on our very noteworthy project will lead to other cannabis related projects thanks to the high profile of our establishment, and the expectant rapid expansion within the Cookie brand throughout Southern California and beyond.

A few service providers have been secured at this point that deserve special attention:

Architect and Designer

Emerald Pharms Pasadena will be design by Tyler Gonzalez Architects. Its principal and president Rob Tyler will assist Emerald Pharms Pasadena with its foray into the emerging legal cannabis industry. With over 32 years of professional experience, Mr. Tyler has been responsible for the design and construction oversight of over 300 projects including commercial/industrial buildings, mixed-use developments, and institutional projects, multi and single-family residences. Caltech Alfresco Café and Dining Hall was design by Tyler Gonzalez Architects. Tyler Gonzalez Architects is located in Pasadena. More information is available at <http://www.tgarchitects.net/index.html>.

Construction and Remodeling

Emerald Pharms Pasadena will hire Thomas Lake Builder, Inc to remodel our store. Thomas Lake Builder, Inc is fully licensed General Contractor, with over thirty years of building experience. Thomas Lake Builder is recognized for its ability to create heritage quality, seamless additions while remaining current with the latest in building materials, safety and technology. Its team is Building Performance Institute Certified, and trained in the nation's premier residential energy efficiency retrofit work. Thomas Lake Builder is located in Pasadena. More information is available at <http://thomaslakebuilder.com/>

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Business and Operations Plan

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Section 3: Neighborhood Compatibility and Enhancement

3.1. Exterior Design Concept

While we expect to be somewhat limited in the choices and features available for the exterior of our facility, we will work with the city to improve not only our premises, but also that of the surrounding area as much as possible. Our facility will be inspired by our Hopland parent retailer's natural, organic feel.



We will upgrade the finishes and hardware on the outside of the facility that we can modify under the codes and regulations to resemble a world-class nature retreat, impressive but not flashy. We would appreciate the opportunity to submit plans to the city that involve tasteful, natural landscaping, signage and lighting, all designed to make interested adults comfortable as they enter our business. Our entry way design will be very important to the overall feel of the store and to our guests' sense of safety and comfort. We will feature soft lights, natural tones and privacy for our guests as well as comply with the state laws prohibiting visible products from the street.

3.2. Design Concept Integration

3.2-1 Enhance the Surrounding Environment

The City's Comprehensive General Plan promotes architectural and design excellence in buildings, open space, and urban design. It also recognizes that preserving of Pasadena's character and scale, including its traditional urban design form and historic character shall be given the highest priority in consideration of future development. To achieve these goals, Emerald Pharms Pasadena's design will be consistent with the overall guidelines. Changes will be harmonized to preserve Pasadena's historic character and environment. Emerald Pharm Pasadena's facility will create a place amenable to our customers comfort and use. The store design will accommodate the intended use, and it should clearly communicate its access and use, including accessibility to disabled persons. Emerald Pharm Pasadena's facility design will incorporate the City's design guidelines and regulations, as well as all State regulations. It will meet the City of Pasadena Citywide Design Principles.

REDACTED



REDACTED

3.4. Air Quality/Odor Control

In accordance with Pasadena Cannabis Ordinance 5.78.170, Emerald Pharms Pasadena will install an odor absorbing ventilation and exhaust system to prevent the spread of odor outside of the business, anywhere on adjacent property or public rights-of-way, or within any other units located inside the same building as the cannabis business. Emerald Pharms Pasadena will regularly inspect and maintain its air filtration system and odor-control measures to ensure that the odor mitigation system remains functional.

Our delivery vehicles will be kept odor-free through our exclusive use of industry-leading packaging materials, which implement the use of air-tight, tamper-proof seals that prevent any odor leakage.

3.4-1 HEPA Filters

Emerald Pharms Pasadena will install High-Efficiency Particulate Air (HEPA) filters which provide a very high level of filtration efficiency for small and large particulate contaminants. These filters are widely applied to control airborne particulate levels. HEPA filters are even more efficient in removing particles that are smaller than 0.3 microns and larger than 0.3 microns. All mechanical air-handling units in the store will be outfitted with commercial HEPA filters. In addition to odor control, the filters will assist in mitigating environmental contaminants by catching airborne particulates, infectious agents, and pests, if present. HEPA filters will be added on the return side of all air-handling units serving the store. Filters will be replaced in accordance with manufacturer's recommendations. HEPA filtration is commonly used in hospitals, pharmaceuticals, manufacturing, food processing, and computer manufacturing facilities.

Active Carbon Filtration System

Carbon filtration is a type of filtration in which activated carbon (i.e., charcoal) is used to remove contaminants, impurities, and odors through the process of chemical adsorption. As odor-producing gases meet the activated carbon in the filter, they are adsorbed, trapped, and held in 179 million microscopic carbon pores. Emerald Pharms Pasadena will install active carbon filters at all air exhaust points from the store, ensuring that cannabis odor particles will be trapped before the air leaves the facility. For the proposed Facility, the configuration of the filtration system will be finalized during the building permit phase to allow for City input, thereby ensuring that the proper system is utilized. Active carbon filters were selected because of their improved ability to remove extremely small particulates (<.01 microns) like vapors and gases. They are well-known to be useful for safely removing odors. Activated carbon has numerous uses, often in water filtration, groundwater remediation, medical and agricultural purposes, and of course, air purification.

Molekule Air Purifiers

Emerald Pharms Pasadena will also use a new technology called Photo Electrochemical Oxidation (PECO) that is found inside of the Molekule air purifier. The Molekule device can completely remove gases like volatile organic compounds, but unlike a carbon filter, it destroys them. Thus, there is no risk of these gases being released back into the air because of filter saturation.

Independent laboratory tests were performed by the University of Minnesota Particle Calibration Laboratory of the Molekule air purifier. In one experiment, PECO was tested against a carbon filter. The carbon air filter was able to remove VOCs from the air through adsorption on the filter surface; however, once fresh

air was introduced into the chamber, the gases were released back into the air (this is called outgassing). In contrast, the Molekule technology was able to eliminate the VOCs from the air with no danger of outgassing.

Section 4: Security Plan



Terry Blevins
CEO & President
Valian Group LLC dba Armaplex Security
10100 Venice Blvd.
Culver City, CA 90232
January 25, 2019

Re Emerald Pharms Pasadena Security Consultant and Liaison

To the City of Pasadena:

Valian Group, Inc. dba Armaplex Security is a private patrol operator licensed by the California Bureau of Security and Investigative Services. Armaplex Security prepared the attached security plan for ARMPAS, Inc. dba Emerald Pharms Pasadena. Emerald Pharms Pasadena designated me as its primary security representative and liaison to the City of Pasadena. Under Pasadena Municipal Code section 5.78.160(B), I will be available to meet with the City Manager, the Pasadena Police Department, or their designees regarding any security related measures or operational issues.

I am the CEO of Armaplex Security, and I serve as the company's senior consultant. I co-founded the company when, as head of Security for Apple, Beats by Dre, I saw an opportunity to provide security for legal cannabis businesses. My work with Armaplex Security dovetailed with my work on cannabis legalization and my belief in the need for a safe and regulated cannabis industry.

My twenty years of experience in local and federal law enforcement taught me that the "war on drugs" failed, and victimized tens of thousands of Americans with its outdated and unfair policies. As a speaker for the Law Enforcement Action Partnership and an advocate for the legal cannabis industry, I am passionate about drug policy reform. Armaplex Security has seen that well-regulated cannabis businesses reduce crime, decrease the black market, and increase tax revenues. By reducing the black market, safe and compliant cannabis licensees contribute to public safety.

In addition to my experience in law enforcement, I worked with the U.S. Department of State in Afghanistan and Iraq as a Site Security Subject Matter Expert. After that, during my time as Chief Security Officer of a global mining conglomerate, I managed more than 500 people in seven countries and controlled a REDACTED budget. This experience managing a large corporate business unit, combined with expertise in security, uniquely qualifies me to advise cannabis businesses regarding their ongoing enterprise security. Not only do I understand the security and public safety implications, but I know how security can contribute to the business goals of an organization without placing undue burdens on the budget.

I hold a master's degree in security management and have had extensive training in conducting threat and risk assessments from both private industry and the federal government. I am considered a qualified physical security expert. I prepared numerous security plans that were submitted with cannabis business license applications. I have analyzed many cannabis businesses in California and other states, learning what

works and what does not, including industry best practices. I drew from those experiences to develop the security strategy for Emerald Pharms Pasadena.

Like other cannabis security consultants, I observe and advise these businesses regarding their security risk and how to be compliant. But in addition to understanding the theory, I manage the day-to-day operations of a security company with 95% of its activities focused on cannabis. This gives me a unique perspective to understand what does, and does not, work in a constantly changing regulatory and security risk environment such as cannabis.

I will continue to advise Emerald Pharms Pasadena on a long-term basis regarding their security operations and help to ensure ongoing compliance with the City of Pasadena and the California State requirements regarding cannabis security and related issues. This security plan will not only be used as part of the qualifying documents for license application submission but will serve as the overall policy guideline that directs the development and implementation of an ongoing security operations plan for Emerald Pharms Pasadena.

Sincerely,

A handwritten signature in black ink, appearing to read 'Terry Blevins', with a stylized flourish at the end.

Terry Blevins

Business and Operations Plan

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- Exhibit 2 – Five Year Financial Forecast
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- Exhibit 14 – Rendering
- Product Pages Exhibits (5)

Exhibit 1 - Proof of Funding

GRØN VENTURES

January 24, 2019

Cannabis License Selection Committee
City of Pasadena
100 Garfield Ave
Pasadena, CA 91101

RE: Emerald Pharms Pasadena Financial Qualifications

Cannabis License Selection Committee Members,

Grøn Ventures is a [REDACTED] investment vehicle exclusively focused on the cannabis industry and is the lead investor in Cannacraft and their house of brands (Care By Design, Absolute Extracts, Satori, Loud & Clear, Cookies, and Hi-Fi Hops). To date, we have invested over [REDACTED] into Cannacraft and their brands and are in process of creating the largest fully vertically integrated cannabis company in California. Further, as the cannabis affiliate of Toba Capital, [REDACTED] family office, we have significant means to ensure the ongoing funding of Cannacraft's retail dispensaries, Emerald Pharms.

Emerald Pharms Pasadena has the full backing of Cannacraft and Grøn Ventures both operationally and financially. Our internal, discretionary capital requires no approval or further commitment and we are unwavering in our support of Emerald Pharms' retail expansion.

We are fully committed to the necessary growth capital needed to fuel the expansion of Emerald Pharms nationwide, and there should be no financial concerns with regards to Emerald Pharms Pasadena's ability to execute and perform on their proposal as the capital and expertise is already in place. We look forward to opening a flagship location in Pasadena and delivering an exceptional customer and industry leading brand experience to the community in a socially responsible manner.

Should you have any questions, please do not hesitate to contact us.

Thank you,

Regards,



Tom Linovitz
Co-Founder

GRØN VENTURES

260 NEWPORT CENTER DRIVE, SUITE 100
NEWPORT BEACH, CA 92660

777 ALAMEDA STREET, FLOOR 2
Los Angeles, CA 90021

ARMPAS, INC'S APPLICATION FOR CANNABIS RETAILER LICENSE, CITY OF PASADENA

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Exhibit 4 - Organization of Owners

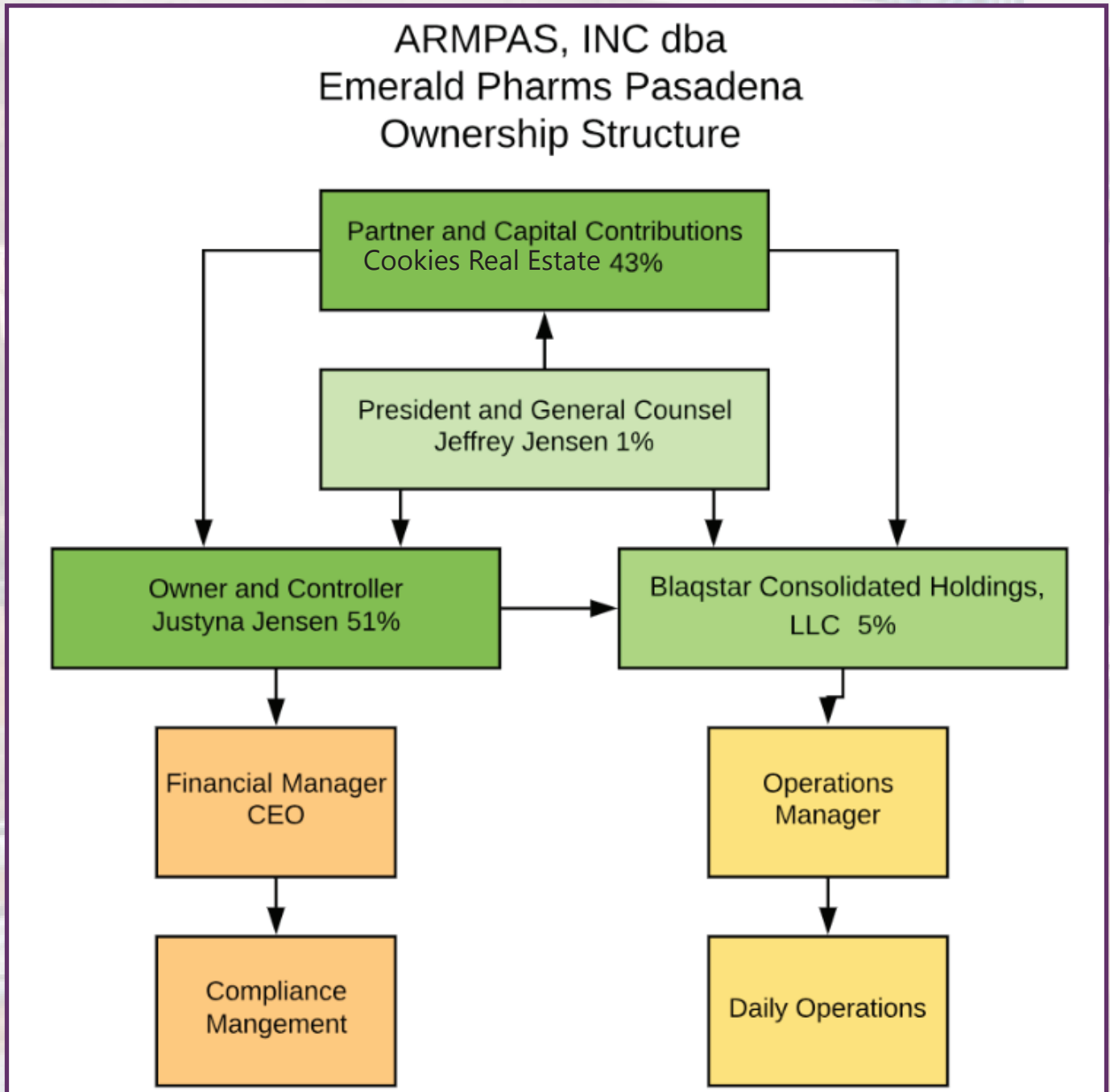


Exhibit 5 - Organization of Operations & Responsibility

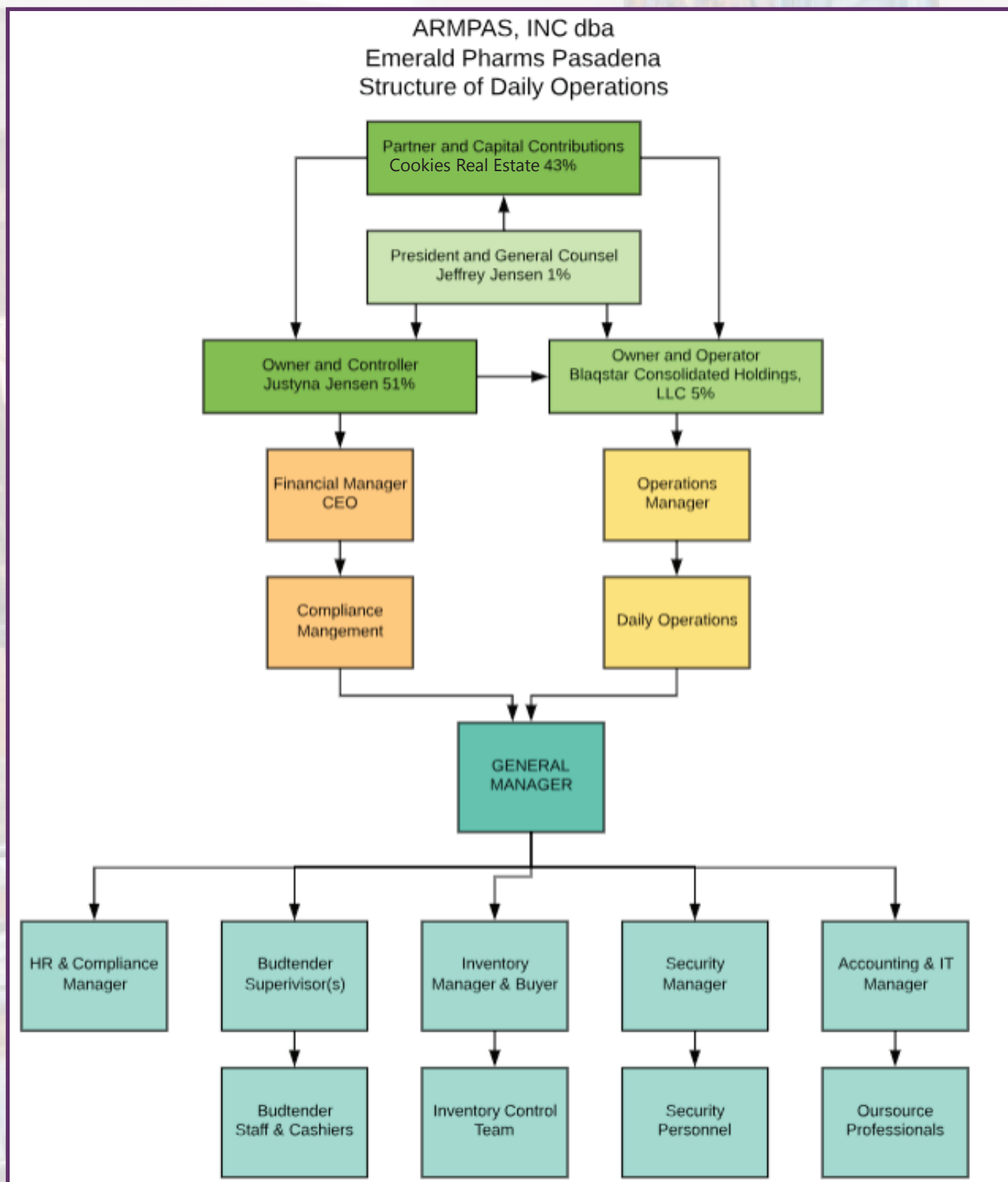


Exhibit 6 - Insurance Quote



January 28, 2019

ARMPAS, Inc.
Ms. Justyna Jensen
762 E. Colorado Blvd.
Pasadena, CA 91101

To: Justyna:

Thank you for your inquiry with regards to obtaining indication quotes for ARMPAS, Inc. Based upon the information I was provided, I was able to obtain the following pricing indications, which are non-binding:

General Liability - REDACTED based upon the REDACTED. REDACTED is usually used as a minimum premium)

Work Comp - Based upon payroll with an approximate rate of REDACTED of payroll (This can be higher with regards to the delivery and driving exposures). The average payroll I provided to the carrier was REDACTED, but I will need "true" payrolls from you.

Currently, indications are not available for the Auto or Property since we do not have enough information to provide our markets. Once you can obtain these, please forward and I will work with the markets to get these to you.

Just to reiterate, the indications above are just that, indications only, and not binding in any way. At this time, there is no coverage in place for any of the lines listed above.

Again, thank you for contacting us, and when you are ready to move forward with binding coverage, please feel free to contact our office. We will be more than happy to work with the markets to receive quotes that can be bound upon your authority.

Sincerely,

Wendy Cohl, CIC
Account Executive, Property & Casualty
818-456-5365
wendy@pcfoy.com

6200 Canoga Avenue Suite 325; Woodland Hills, CA 91367
818-703-8057 office • 818-703-0935 fax
License Number: 0803080

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PASADENA

Financially & Contractually Supported by
the Grøn Ventures LLC Family

CANNACRAFT

Holder of 48 CA State License - CRFT



#2 Best Selling CA
Brand 2018



#5 Best Selling CA
Brand & #3 CBD 2018



#2 Best Selling CA
Chocolate 2018



A Leading Cannabis Flower
Genetics Worldwide

FAST COMPANY

**How This African-American Pot
Grower is Mastering California's Green Revolution**

CAPITAL & MAIN

INVESTIGATING MONEY, POWER AND SOCIETY
**Golden State Green Rush: A
Grower's Story**



The Small Grower's Dilemma

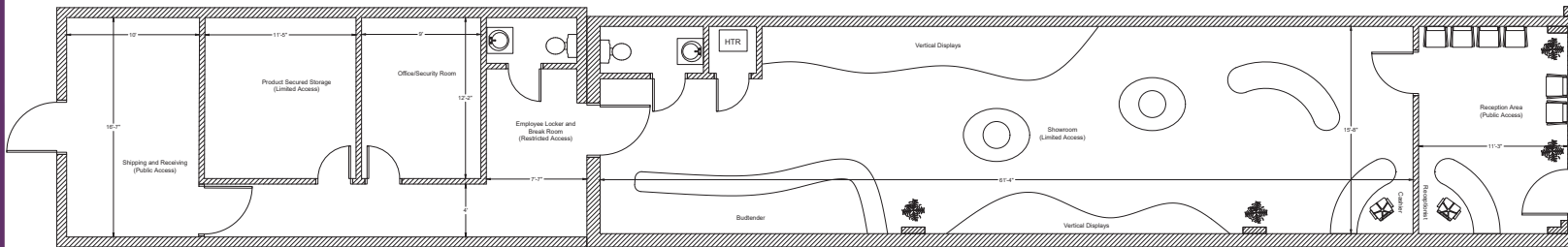


**Head Chef: Here's Why These Kitchens
Whizzes Grow Their Own Weed**



Best Concentrate Company

Exhibit 11 - Proposed Floor Plan



begreenlegal

Date: Jan 23, 2019

PROPOSED FLOOR PLAN

COOKIES PASADENA DISPENSARY
760 E. COLORADO BLVD., PASADENA, CA

• APN:

3.0



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Exhibit 13 - List of Licenses

CRFT Manufacturing, Inc + Cookies Licensing List			
License Number	Type of License	Date Issued	Issuing Agency
TML17-0000900	Temporary Cannabis Cultivation License	2/1/2018	CDFA
TML18-0002152	Temporary Cannabis Cultivation License	3/9/2018	CDFA
TML18-0002151	Temporary Cannabis Cultivation License	3/9/2018	CDFA
M13-18-0000025-TEMP	Temporary Distribution (13)	3/13/2018	BCC
CDPH-T00001132	Temporary manufacturing License - A+M	6/15/2018	CDPH
CDPH-T00000329	Temp Manufacturing	5/1/2018	CDPH
A11-18-0000166-TEMP	Temporary Distribution (11)	2/15/2018	BCC
A10-17-0000048-TEMP	Temporary Retail	1/1/2018	BCC
TML18-0005481	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005482	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005483	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005484	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005485	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005486	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005487	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005488	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005489	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005490	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005491	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005492	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005493	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005494	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005495	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005496	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005497	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005498	Temporary Cannabis Cultivation License	8/8/2018	CDFA
TML18-0005499	Temporary Processor	7/31/2018	CDFA
TML18-0005817	Temporary Nursery	8/27/2018	CDFA
TML18-0005500	Temporary Processor	7/31/2018	CDFA
TML18-0005501	Temporary Processor	7/31/2018	CDFA
TML18-0002730	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002731	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002732	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002733	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002734	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002735	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002736	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002737	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002738	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002739	Temporary Cannabis Cultivation License	3/26/2018	CDFA

TML18-0002740	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002741	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002742	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002743	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002744	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002745	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002746	Temporary Cannabis Cultivation License	3/26/2018	CDFA
TML18-0002761	Temporary Cannabis Cultivation License	3/24/2018	CDFA

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