

PLANNING AND DEVELOPMENT SERVICES STAFF REPORT

For Planning Commission Meeting of May 4, 2021

**SUBJECT: 336 South Ashley Street Designated Marijuana Consumption Facility
Special Exception Use with Site Plan for Planning Commission
Approval**

File No. SEU21-001

PROPOSED CITY PLANNING COMMISSION MOTION

The Ann Arbor City Planning Commission, after hearing all interested persons and reviewing all relevant information, including an accompanying site plan, finds the petition substantially meet the standards in Chapter 55 (Unified Development Code), Section 5.29.5.D (Special Exceptions) and Section 5.16.3.G (Marijuana Facility), and therefore approves the 336 South Ashley Street Special Exception Use for Designated Marijuana Consumption Facility. This approval is based on the following findings:

1. The proposed use will be consistent with the D2 (Downtown Interface) District, which provides for residential, office, and commercial uses, including special exceptions for designated marijuana consumption facilities.
2. The proposed use will not adversely impact traffic, pedestrians, bicyclists, circulation, or road intersections based on the location. South Ashley Street provides access to the site, and the proposed use is consistent with other surrounding uses' traffic impact.
3. A site plan documenting the existing and proposed conditions of the site has been submitted as part of this application.
4. Through documentation submitted by the petitioner regarding waste disposal, inventory tracking, security, and other methods of operation of the facility, the designated marijuana consumption facility will be operated in a manner that will not have an adverse impact on the neighboring properties or area, and will not have a detrimental impact on natural features.

This Special Exception Use approval is based on the following conditions:

1. The petitioner obtaining and maintaining both a State of Michigan Marijuana License and a City of Ann Arbor Marijuana Permit, and providing documentation to Planning Services within three years of the City Planning Commission approval date of this petition.
2. The petitioner operating a marijuana business at this address within three years of the City Planning Commission approval date of this petition.

3. The designated marijuana consumption facility may only be used by customers and their guests of the provisioning center/retail at 338 South Ashley Street.

And that the Ann Arbor Planning Commission approves the attached Site Plan which demonstrates compliance with the applicable Special Exception Use standards as no development which would otherwise require site plan approval has been proposed.

SUMMARY:

A request for special exception use approval for a designated marijuana consumption facility at 336 South Ashley Street. The site is adjacent to an approved marijuana provisioning center/retailer (338 South Ashley Street, *Liberty Retail and Provision Center*) and proposes that consumption facility patrons purchase marijuana products from the adjacent *Liberty Retail and Provisioning Center* and make reservations. It will be the first consumption facility in the City and State.

STAFF RECOMMENDATION:

Staff recommends that the special exception use be **approved with conditions** subject to Planning Commission consideration because the proposed special exception use is of such location, size and character as to be compatible with the zoning district in which the site is situated; and the location and size of the proposed use, its nature and intensity, the site layout and access, and effect of the proposed use on public services would not be hazardous or inconvenient to the neighborhood nor unduly conflict with the normal traffic of the neighborhood.

LOCATION:

This site is located on the west side of South Ashley Street, between West William Street and West Liberty Street. Downtown Development Authority area, Ward 5.

DESCRIPTION OF PETITION:

The applicant seeks special exception use approval to operate a designated marijuana consumption facility in an existing building in the D2 (Downtown Interface) district. Designated marijuana consumption facilities are permitted with special exception use approval in the D2 district as provided in Table 5.15-1 of Section 5.15 of the Unified Development Code and subject to the use specific standards provided in Section 5.16.3.G.

The 3,300-square foot site contains a 1,321- square foot, two-story building originally a single-family home and now in commercial use. The proposed consumption facility would occupy the entire building.

Significant site improvements are not proposed. The existing building will be renovated to accommodate the consumption facility, fixed bicycle hoops will be installed in front of the site, and an accessible entrance ramp will be constructed at the rear of the building.

Future plans include enclosing the covered front porch, which currently requires a site plan for City Council Approval application.

The site is too small to require storm water management, and is exempt from off-street parking requirements for the normal FAR standard.

All required procedures and required materials have been followed or provided. For example, a citizen participation meeting held was held on October 6, 2020 and a report included in the submittal materials.

SPECIAL EXCEPTION USE STANDARDS:

The Planning Commission, in arriving at its decision relative to any application for a special exception, must apply the general criteria for approval provided in Section 5.29.5.D of the UDC, summarized and analyzed below.

- (a) Master Plan: (The [City Master Plan](#) includes 8 elements, adopted individually between 2009 and 2017, and together by resolution in 2015.) Together, the City Master Plan elements seek to guide the City towards sustainability, conservation, and increasing livability, affordability, transportation choices, and dense, mixed uses on vibrant, active, friendly streets. Recommendations specific to the site include the future land use recommendations in the [Downtown Plan](#) for downtown interface zoning designation and active streetlevel uses, which have been satisfied.
- (b) Compatibility with the general vicinity: The use is similar to other downtown retail establishments in its hours of operation and general activities. The existing development is well within the normal FAR limit, off-street parking requirements have been assumed by the on-street parking spaces and parking structures open to the public for the benefit of all downtown developments.
- (c) Consistent with the neighborhood and not detrimental: The intensity and character of the consumption facility are compatible with downtown activities.
- (d) Parking: The site is in a parking-exempt area for developments at or below the normal FAR maximum. In those cases, off-street parking requirements are assumed by the on-street spaces and parking structures open to the public for the benefit of all downtown developments. The proposed use includes providing new bicycle parking spaces.
- (e) Pedestrian Safety: Public sidewalks, in good condition, are present along South Ashley Street as well as throughout downtown. The lack of a driveway at this location improves pedestrian safety in the immediate vicinity.
- (f) Vehicular movement and traffic: Designated marijuana consumption facilities are too new to have a robust body of trip generation data. It is logical that consumption facilities would have similar vehicle trip generation as a downtown bar or restaurant. However, the proposed consumption facility is intended to

serve accessory to the adjacent approved marijuana provisioning center/retailer and not generate any additional trips or traffic. For either reason, the proposed consumption facility is consistent with general commercial uses found in D2 district and will have a neutral affect on vehicular movements and traffic patterns downtown.

(g) Natural Features: There are no natural features on this site.

In addition to the general special exception use standards noted above, some additional information is required per Section 5.16.3.G for several specific kinds of marijuana facilities that require special exception use approval. That information, listed below, is not required for designated marijuana consumption facilities but has been provided by the applicant and is attached.

- 1) Description of delivery procedures, storage, and floor plan.
- 2) Description of safety and security procedures.
- 3) Description of odor-containment method.
- 4) Description of waste disposal.
- 5) Statement of days and hours of operation.

STAFF COMMENTS:

Planning – The operations plan provided by the applicant very well describes and addresses any concerns regarding procedures, safety, odor-containment, safety, waste disposal and so forth. An additional, shorter letter has been provided by the applicant highlighting key bits of information that staff found particularly helpful, and the Planning Commission may also. Some of the most helpful details are:

- Consumption facility patrons must purchase marijuana products from the adjacent Liberty Retail and Provisioning Center. Their receipt entitled use of the consumption facility. Additional guests must pay a cover fee and be accompanied by the purchaser. “Walk-in” are not permitted.
- Sessions at the consumption facility are expected to be about 45 minutes.
- Procedures for on-site storage of marijuana products are established but hardly necessary as none will be sold or stored at the consumption facility. Any need for waste disposal will be handled by the adjacent provisioning center/retailer.
- Odor control will be handled by a “comprehensive three-pronged approach, including structural improvements [such as injected foam insulation in the walls], precisely controlling and monitoring air flow within the space, and utilizing a specialized industrial air filtration system for the entire building.”
- Hours of operation are expected to be noon to 8:00pm daily with the last reservation accepted at 7:15pm.

Transportation Engineer – The trip generation estimation for this site is conditionally approved, subject to the consumption facility being accessory to the adjacent provisioning center/retailer, as indicated by the applicant's agent in a letter dated April 29, 2021.

Prepared by Alexis DiLeo, City Planner
Reviewed by Brett Lenart, Planning Manager

Attachments: Zoning/Parcel Maps
Aerial Photo
[SEU Petition Application](#)
[SEU Application Attachments](#)
[Site Plan, including Floor Plan](#)




c: Applicant – Nathan Podrid, GS Ashley LLC, 338 S. Ashley St. Ann Arbor, MI 48104 (nate.podrid@holisticindustries.com)
Applicant's Agent – Steve Estey, Dykema Gossett PLLC, 39577 Woodward Ave., Suite 300, Bloomfield Hills, MI 48304 (sestey@dykema.com)
Property Owner – Benjamin A. Curtis, A&B LLC, 103 E. Liberty St. Suite #207, Ann Arbor, MI 48103 (ben@a2curtis.com)
City Attorney's Office
Systems Planning
File No. SEU21-001

Google streetview (image capture: November 2020), 336 South Ashley Street (pink building):



336 S Ashley St



-  Railroads
-  Huron River
-  Tax Parcels



City of Ann Arbor 

Map date: 7/28/2020
Any aerial imagery is circa 2018 unless otherwise noted
Terms of use: www.a2gov.org/terms

336 S Ashley St



Zoning Districts

- Township Islands
- City Zoning Districts
- Railroads
- Huron River
- Tax Parcels



Map date: 7/28/2020
 Any aerial imagery is circa 2018 unless otherwise noted
 Terms of use: www.a2gov.org/terms

**Liberty Designated Marijuana
Consumption Facility Petition
Information Packet**



City of Ann Arbor

PLANNING & DEVELOPMENT SERVICES — PLANNING DIVISION

301 East Huron Street | P.O. Box 8647 | Ann Arbor, Michigan 48107-8647
p. 734.794.6265 | f. 734.994.8312 | planning@a2gov.org

Checklist of Required Information for Special Exception Uses (No new development proposed)

Complete this checklist for special exception use petitions where no new development is proposed. This checklist is based on the requirements established in the Land Development Regulations (as referenced by Chapter 57, Subdivision and Land Use Control Ordinance) and Chapter 55 Zoning. References are provided whenever possible for the section of code that deals with a particular item. When in doubt, please refer to the Land Development Regulations directly for required information, or the section of code for standards and regulations. Links are provided at www.a2gov.org/development.

To use the checklist, write "YES" for provided information, or "NA" if you feel that the required information is not applicable to the proposed project, which will be confirmed by planning staff during the pre-submittal meeting.

Schedule a pre-submittal meeting by calling planning staff at (734) 794-6265 at least two weeks prior to the submittal deadline. The pre-submittal meeting should be held no later than the Tuesday before a submittal deadline. **Bring a completed checklist and a copy of the proposed site plan to your pre-submittal meeting.**

Petition Name: Liberty Designated Marijuana Consumption Facility

Petitioner: GS Ashley, LLC d/b/a Liberty Cannabis **Pre-submittal Meeting Date:** 12/3/2020

Special Characteristics (check all that apply):

- Site in floodplain or floodway
- Site in historic district? Requires approval by the Historic District Commission?
- Proposed plan has received a Certificate of Appropriateness from HDC, date: _____
- Site has a variance, granted on: _____
- Previous site plan, approval date: _____
- Other (annexation petition, rezoning petition, PUD existing or petition, etc.) Describe: _____

SEU Required Information Checklist

COVER SHEET	Sheet No.
General Project Information – Land Development Regulations 1:3(1) and (2)	
Name, location and type of project – <i>type is usually SEU for City Planning Commission</i> [LDR 1:3(5)]	A-100
Petitioner and agent information (name, address, phone, email) [LDR 1:3(5)(b)]	A-100
Statement of interest in land [LDR 1:3(5)(g)]	A-200
Vicinity map, north arrow, scale [LDR 1:3(5)(i)]	A-100 & A-201
Legal description of site [LDR 1:4(1)]	A-200
Sealed survey of site by registered professional [LDR 1:4(1)]	A-200
Sheet index (on cover sheet)	A-100
Date of plan set – <i>all plan set sheets need the same date</i>	12/22/2020
Required Statements – Land Development Regulations 1:3(1) and (2)	
Development Program – <i>proposed land use, preliminary phasing and cost</i> [LDR 1:3(1)]	A-200
Community Analysis – <i>impact on public schools; impact on surrounding development; impact on air and water quality, and natural features; impact on historic sites or structures</i> [LDR 1:3(2)]	A-200
General Description of Natural Features – <i>woodlands, wetlands, landmark trees, watercourses, steep slopes, floodplains, and/or endangered species habitat</i> [LDR 1:3(3)(c)]	A-200
Natural Features Statement of Impact – [see Ch 57 5:126 and LDR 1:4(21)]	A-200
Traffic Impact - <i>number of peak hour trips per Trip Generation Manual, 10th Edition, based on Land Use 882-Marijuana Dispensary</i> [Attachment D of LDR]	A-200
Statement of impact on historic sites or structure	n/a
EXISTING CONDITIONS – Land Development Regulations 1:3(3)	
ALTA Land Survey	ALT-1.0
Buildings and other site improvements	A-200
Accurate location and description of all natural features [LDR 1:4(19)]	n/a
Easements	n/a
SITE PLAN	
Dimensional Layout Plan	
Existing and proposed lot lines	A-200
Minimum required front, side and rear yards (i.e. setback lines)	A-200
Existing and proposed building footprints	A-200
Parking spaces, aisles and driveways, with dimensions [see Chapter 59 Off-Street Parking]	n/a
Sidewalks and pathways	A-200
Curb cuts, drive approaches and curb radii dimensions [see Chapter 47 Streets]	A-200
Natural features open space buffer – <i>for wetlands and watercourses</i> [see Zoning Ordinance 5:51]	n/a
Trash enclosure location and dimensions [see Chapter 26 Solid Waste]	n/a
Standard sidewalk repair and maintenance note per Ch 49, Section 4:58 [see footnote pg. 3]	n/a

SITE PLAN (Continued)	Sheet No.
Comparison Chart of Existing, Proposed and Required Conditions	
Zoning classification(s)	A-200
Lot area	A-200
Floor area (FAR) and/or density	A-200
Open space	A-200
Setbacks – front, side and rear	A-200
Height	A-200
Off-street vehicle parking, including accessible and barrier free [see Ch. 59 Off-Street Parking]	n/a
Bicycle parking, including class [see Chapter 59 Off-Street Parking]	A-200
Notation of planned project modification requests, variances granted or proposed	

CITIZEN PARTICIPATION REQUIREMENTS	Provided
<p>All special exception use petitions are required to involve citizen participation in some manner – Some site plan petitions must involve citizens before the petition is submitted, while other site plan petitions must involve citizens right after the petition is submitted. Make sure to read and understand the Citizen Participation Ordinance Guides, available at www.a2gov.org/development.</p> <p>If you are unsure of which requirements are applicable, please call a planner well in advance of your anticipated submittal or ask at your pre-submittal meeting. [see Ch 57 Subdivision and Land Use 5:122(2) and 5:135]</p>	Yes

Standard sidewalk repair and maintenance note per Chapter 47, Section 4:58 of City Code: *All sidewalks are to be kept and maintained in good repair by the owner of the land adjacent to and abutting the same. Prior to the issuance of the final Certificate of Occupancy for this site, all existing sidewalks in need of repair must be repaired in accordance with city standards.*



City of Ann Arbor

PLANNING & DEVELOPMENT SERVICES — PLANNING DIVISION

301 East Huron Street | P.O. Box 8647 | Ann Arbor, Michigan 48107-8647
 p. 734.794.6265 | f. 734.994.8312 | planning@a2gov.org

Petition Submittal Materials

The following list summarizes the submittal materials for new petitions. All applicable materials must be provided at the time of submittal to form a complete petition application. If you are not sure what materials are applicable to your petition, consult with planning staff at your pre-submittal meeting. Check the petition review calendar at www.a2gov.org/development for submittal deadlines.

Provided?	SEU Petition Materials
Y	Petition Application Form
Y	Special Exception Use Petition (<i>must be notarized</i>)
Y	Operations Statement
Y	Safety and Security Plan
Y	Description of methods to contain odors
Y	Waste disposal plan
Y	Statement of days and hours of operations
Y	Two complete sets of plan drawings
Y	Completed <i>Checklist of Required Information for Special Exception Uses</i>
Y, See Lease	Signed authorization letter from property owner, if different than petitioner
Y	PDF copy of ALL materials listed above on a jump drive or disc
Y	Fees (Check to <i>City of Ann Arbor</i> or Credit Card Authorization)

Provided?	To be submitted at least 7 days before CPC meeting
Y	Citizen Participation Report (refer to CPO Guide for requirements)

SEU Fees Due With Petition: \$1,748



City of Ann Arbor

PLANNING & DEVELOPMENT SERVICES — PLANNING SERVICES

100 North Fifth Avenue | P.O. Box 8647 | Ann Arbor, Michigan 48107-8647

p. 734.794.6265 | f. 734.994.8312 | planning@a2gov.org

APPLICATION FOR SPECIAL EXCEPTION USE

See www.a2gov.org/planning/petitions for submittal requirements.

TO: Ann Arbor City Planning Commission

We, the undersigned, respectfully petition the City Planning Commission to approve this special exception use request as it relates to the property hereinafter described.

A. Legal Description

(Give or attach legal description and include address of property)

Legal description included on Sheet A-200 of attached site plan.

B. Petitioner Information

The petitioner(s) requesting the special exception use are: *(List petitioners' name; address; telephone number; and interest in the land; i.e., owner, land contract, option to purchase, etc.)*

GS Ashley, LLC d/b/a Liberty Cannabis

c/o Steve Estey, Esq.

338 South Ashley, Ann Arbor, MI 48104

SEstey@dykema.com

erick@onetwotreeholding.com

Also interested in the petition are: *(List others with legal or equitable interest)*

Owner of Property:

A&B LLC

103 E. Liberty Street, Suite #207

Ann Arbor, MI 48104

C. Use Request

The applicant requests special exception use approval to permit the following use(s): *(state intended use)*

Designated Marijuana Consumption Facility

D. Specific Standards

The proposed use is allowed in accordance with the Schedule of Use Regulations, Chapter 55 (Zoning Ordinance), Section _____, Paragraph _____. Specify how the project meets all standards cited. Add attachment if necessary.

Chapter 5.29.5 and 5.16.3.G.7.b. See attached zoning support letter.

E. General Standards

The proposed use or uses shall be of such location, size and character as to be compatible with the appropriate and orderly development of the zoning district and adjacent zoning districts in which the site is situated. Please explain how and to what extent the following standards are met by the proposal:

- 1. Will be consistent with the general objectives of the City Master Plan.

See attached zoning support letter.

- 2. Will be designed, constructed, operated and maintained in a manner that is compatible with the existing and planned character of the general vicinity.

See attached zoning support letter.

- 3. Will be consistent with the general character of the neighborhood considering population density, design, scale and bulk; and the intensity and character of activity.

See attached zoning support letter.

- 4. Will not be detrimental to the use, peaceful enjoyment, economic value or development of neighboring property, or the neighborhood area in general.

See attached zoning support letter.

- 5. Will not have a detrimental effect on the natural environment.

See attached zoning support letter.

The location and size of the proposed use or uses, the nature and intensity of the principal use and all accessory uses, the site layout and its relation to streets giving access to it, shall be such that traffic to and from the use or uses, the assembly of persons in connection therewith, and the effect of the proposed use on public services and facilities, will not be hazardous or inconvenient to the neighborhood nor unduly conflict with the normal traffic of the neighborhood. Please explain how and to what extent the following standards are met by the proposal:

6. The location of and access to off-street parking and the safe provision for pedestrian traffic.

See attached zoning support letter.

7. The relationship of the proposed use to main traffic thoroughfares and to streets and road intersections.

See attached zoning support letter.

8. Vehicular turning movements in relationship to traffic flow routes.

See attached zoning support letter.

9. The intensity and character of traffic and parking conditions on the site and in the general area.

See attached zoning support letter.

10. The requirements for additional public services and facilities which will be created by the proposed use will not be detrimental to the social and economic welfare of the community.

See attached zoning support letter.

F. Variance Information

In addition to the granting of the special exception use, the following variances from City regulations will be requested:


n/a

Attached is a site plan of the property proposed for special exception use approval, showing the

boundaries of the property, the buildings, vehicular use areas, and all requirements set forth in Chapter 57 (Subdivision and Land Use Controls).

The undersigned states he/she is interested in the property as aforesaid and that the foregoing statements are true and correct to the best of his/her knowledge and belief.

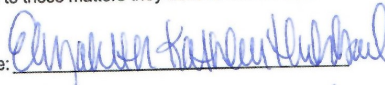
Dated: 1-25-2021

Signature: 
ERICK MOIR, Manager
GS Ashley LLC dba Liberty Cambria
338 S. Ashley St Ann Arbor 48104
(Print name and address of petitioner)

STATE OF MICHIGAN

COUNTY OF WASHTENAW

On this 25th day of January, 192021, before me personally appeared the above named petitioner(s), who being duly sworn, say that they have read the foregoing petition and by them signed, and know the contents thereof, and that the same is true of their knowledge, except as to the matter therein stated to be upon their information and belief, and as to those matters they believe it to be true.

Signature: 

Elizabeth Kaitleen Hubbard

My Commission Expires: 1/29/2025

Elizabeth Kaitleen Hubbard
Notary Public of Michigan
Macomb County
Expires 01/29/2025
Acting in the County of Macomb





PETITION APPLICATION

City of Ann Arbor Planning Services City Hall: 301 E Huron Street Ann Arbor, MI 48107-8647
 Phone: 734-794-6265 Fax: 734-794-8460 Email: planning@a2gov.org

PROJECT INFORMATION			
PROJECT NAME: Liberty Designated Marijuana Consumption Facility			
PROJECT TYPE: (SELECT ALL THAT APPLY)			
<input type="checkbox"/> Site Plan for City Council Approval	<input type="checkbox"/> Planned Project Modification	<input type="checkbox"/> Annexation	
<input type="checkbox"/> Site Plan for Planning Commission Approval	<input checked="" type="checkbox"/> Special Exception Use	<input type="checkbox"/> Rezoning	
<input type="checkbox"/> Site Plan for Administrative Amendment	<input type="checkbox"/> Land Division	<input type="checkbox"/> Other _____	
<input type="checkbox"/> Planned Unit Development Site Plan	<input type="checkbox"/> Land Transfer		
PROJECT ADDRESS: 336 S. Ashley	CITY: Ann Arbor	State: MI	ZIP: 48104
PARCEL ZONING: D-2	PARCEL SIZE: 3,300 sq. ft.	NUMBER OF PROPOSED RESIDENTIAL UNITS: 0	
SQUARE FOOTAGE OF PROPOSED CONSTRUCTION: Only interior modifications and enclosing front porch to existing 1,321 sq. ft. building			
DESCRIPTION OF PROPOSED PROJECT: Designated Marijuana Consumption Facility			
PROJECT PRE-SUBMISSION MEETING DATE: 12/3/2020		PRE-SUBMISSION MEETING PLANNER NAME: Alexis DiLeo	
PROPERTY OWNER INFORMATION			
PROPERTY OWNER A&B LLC			
PHONE: 734-846-9434		EMAIL: ben@a2curtis.com	
ADDRESS: 103 E. Liberty Street, Suite #207			
PETITIONER INFORMATION		PETITIONER'S AGENT INFORMATION	
NAME: GS Ashley, LLC d/b/a Liberty Cannabis		NAME: Steve Estey, Esq.	
PHONE: 248-203-0538		CONTACT PERSON: Steve Estey, Esq.	
EMAIL: erick@onetwotreeholding.com		PHONE: 248-203-0538	
ADDRESS: 338 South Ashley, Ann Arbor, MI 48104		EMAIL: SEstey@dykema.com	
INTEREST IN PROPERTY: Lessee		ADDRESS: 39577 Woodward Avenue, Suite 300 Bloomfield Hills, Michigan 48304	

8-9-2018 v2

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Zoning Support Letter

Section 1



Dykema Gossett PLLC
39577 Woodward Avenue
Suite 300
Bloomfield Hills, MI 48304
WWW.DYKEMA.COM
Tel: (248) 203-0700
Fax: (248) 203-0763
Stephen R. Estey
Direct Dial: (248) 203-0538
Direct Fax: (855) 232-1793
Email: SEstey@dykema.com

January 22, 2021

City of Ann Arbor
Attn: Planning Department
Larcom City Hall
Second Floor
301 E. Huron St.
Ann Arbor, MI 48104

Re: *Special Exception Use Request - Designated Marijuana Consumption Facility - 336 S. Ashley, Ann Arbor, MI*

Dear Members of the Planning Commission:

We represent GS Ashley, LLC d/b/a Liberty Cannabis (“Liberty”) with respect to the above referenced matter. Liberty is seeking special exception use approval to operate a Designated Marijuana Consumption Facility (“Center”) located at 336 S. Ashley, Ann Arbor, MI (“Property”). The existing Property is owned by Liberty and is located in the D-2 – Downtown Interface District. This Center will be located directly adjacent to Liberty’s existing Marijuana Provisioning and Retail Center at 338 S. Ashley, Ann Arbor. The land located across the street is zoned D-1 and consists of a parking lot owned by the City.

Enclosed with this correspondence are the following:

1. Completed Signed Application for Special Exception Use;
2. Community Support Letters;
3. Citizen Meeting Report;
4. Two complete sets of plan drawings
5. Operations Statement;

California | Illinois | Michigan | Minnesota | Texas | Washington, D.C.

4826-9792-9938.3



City of Ann Arbor
c/o Planning Department/Planning Commission
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6. Detailed Safety and Security Plan;
7. Odor Control Plan;
8. Green Waste Plan;
9. Training & Education Plan; and
10. Good Neighbor Policy.

In addition to the foregoing attachments, set forth below is a description of the criteria of Chapter 5.29.5 and 5.16.3.G.7.b. of the City of Ann Arbor (“Ordinance”) and a response as to how Liberty has met each of the respective requirements under the Ordinance. We respectfully ask that the Application be considered by the Planning Commission at the next first available date.

I. INTRODUCTION

As reflected in the attached materials, the only proposed change to the exterior of the Property will be enclosing the front porch. The interior will require some modifications to existing conditions in order to facilitate the designated marijuana consumption facility operations in accordance with the City’s Ordinance and State law.

The proposed Center will be designed and constructed to meet all applicable governmental and industry safety standards. Specifically, Liberty will comply with all City and State laws governing operation of the Center.

Liberty has paid special attention to the ongoing Covid-19 pandemic and will operate the Center with highest regard for the safety of its employees and customers. Liberty has operated its neighboring provisioning and retail center through the ongoing pandemic and understands what it takes to run a safe and successful business during this unprecedented time. Our facilities enforce strict social distancing measures, require the wearing of masks by all customers and staff, and carry out enhanced cleaning and sanitation protocols that meet or exceed all local and state requirements. The proposed Center is prepared to maintain all such Covid-related safety measures, and to implement new policies in response to new developments and government mandates, for as long as the public health emergency continues.

Additionally, Liberty’s response to the crisis has gone beyond being just a business owner and has included utilizing vendor networks to purchase and donate more than 6,500 KN95 Certified Masks. Our processing labs worked overtime to secure the raw ingredients necessary to make hand sanitizer and produced quantities that met the needs of Liberty’s 350+ employees and thousands of customers. As news stories of hand sanitizer shortages emerged around the country



City of Ann Arbor
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increased, Liberty donated more than a hundred gallons to the municipalities, first responders and homeless shelters most in need.

II. ORDINANCE ANALYSIS

Below is an analysis of each of the applicable criteria under the Ordinance with respect to the Application:

5.29.5 - Special Exception Use:

A. Application

All applications for Special Exception Uses shall be in writing, signed and filed with the Planning & Development Services Unit (PDSU) and shall contain the following:

1. The Applicant's name, address and interest in the application as well as the name, address and interest of every person having a legal or equitable interest in the land covered by the application.
2. A description of the proposed Special Exception Use sought.
3. A site plan that meets the requirements of Section 5.29.6. *If no Development is proposed, the Planning Manager may waive inapplicable sections of the required site plan information except for the cover, existing conditions and dimensional site plan sheets.*
4. Supporting statements, evidence, data, information and exhibits that address those standards and requirements for assessing Special Exception Use permit applications outlined in Section 5.29.5D below.

RESPONSE: See narrative *infra* and attached Application, Application Checklist and supporting materials provided herewith.

Section 5.29.5.D. Criteria for Approval

The Planning Commission, in arriving at its decision relative to any application for a special exception, shall apply the following criteria and, if the decision is to approve or approve with conditions, shall make a finding that these criteria have been substantially met.

1. The proposed use(s) shall be of such location, size and character as to be compatible with the appropriate and orderly Development of the zoning district and adjacent zoning districts in which the Site is situated. In applying this standard, the Planning Commission shall consider whether the proposed use:
 - a. Will be consistent with the general objectives of the City Master Plan.

RESPONSE: The Property is currently located in the D-2 – Downtown Interface District. The Master Plan establishes that this area shall remain within the Downtown Interface District. The Master Plan contemplates a number of uses including a mixture of residential, civic, institutional, office, lodging, commercial, warehouse and some industrial uses with certain commercial uses, parking structures and some industrial uses allowed in certain situations with special exception use approval. The Master Plan was adopted before the recent amendments to the Ordinance which now allow designated marijuana consumption facilities as a Special Exception Use, however, both the Master Plan and the current D-2 District uses contemplate and include uses similar to that proposed, including commercial, medical office and medical laboratory. As such, the proposed Center is consistent with the general objectives of the Master Plan.

- b. Will be designed, constructed, operated and maintained in a manner that is compatible with the existing and planned character of the general vicinity.

RESPONSE: The Property is currently located in the D-2 – Downtown Interface District. The downtown districts are intended to allow a mixture of land uses, dense urban development, pedestrian orientation, unique residential opportunities, and a compatible and attractive mix of historic and contemporary building design. This District permits a variety of uses, including medical offices and laboratories, retail sales, restaurants, bars, hotels, multi-family dwellings, among other uses. In addition, the City recently amended its Ordinance to allow Designated Marijuana Consumption Facilities as a Special Exception Use. Across the street is a parking lot owned by the City in the D-1 District and further along Ashley Street to the North are various different retail and restaurant businesses, including, but not limited to, Kosmo’s BopShop, Fleetwood Diner, and the Grotto – Watering Hole. All of these businesses are more intense uses than the proposed Center and have hours of operation that exceed those proposed at the Center. The Center will have shorter hours of operation than the existing Provisioning and Retail Center that has successfully operated for many years on Ashley Street. The Center will therefore be compatible with the existing and planned character of the general vicinity.

- c. Will be consistent with the general character of the neighborhood considering population density, design, scale and bulk; and the intensity and character of activity.

RESPONSE: The D-2 District provides for a number of land uses. Uses include medical laboratories, medical office facilities, retail sales, restaurants, bars etc. Designated Marijuana Consumption Facilities are permitted as a special exception use. This proposal would meet this standard by providing a use that is permitted within the provisions of the district and is harmonious with the neighboring Provisioning and Adult Use Retail Center. Across the street is a parking lot owned by the City in the D-1 District and further along Ashley are various different retail and restaurant businesses, including, but not limited to, Kosmo's BopShop, Fleetwood Diner, and the Grotto – Watering Hole. All of these businesses are more intense uses than the proposed Center and have hours of operation that exceed those proposed at the Center. To that end, the Center will have a less intense use and character than existing businesses in the neighborhood. Therefore, the Center is consistent with the general character of the neighborhood and will be less intense than other neighboring businesses.

- d. Will not be detrimental to the use, peaceful enjoyment, economic value or Development of neighboring property, or the neighborhood area in general.

RESPONSE: Again, the proposed uses will not have a negative impact on neighboring properties. Additionally, neighboring properties should not see any diminishing value. The proposed Center will improve the building on the property by enclosing the front porch, and repairing and replacing the siding and windows. The proposed exterior improvements will match the aesthetics of the neighboring provisioning and retail center. The Center will be cohesive with the surrounding neighborhood and marijuana businesses. Liberty has plans to work with the City in order to improve the City-owned lot directly to the south of the neighboring provisioning and retail center. All of the proposed improvements to the Property and operation at the Property will add to the aesthetics of the street and surrounding area.

- e. Will not have a detrimental effect on the natural environment.

RESPONSE: The existing structure will not be altered by approval of this request. Approval will not adversely increase the risk to the natural environment. The use will not result in any pollution or other environmental impacts.

- 2. The location and size of the proposed use(s), the nature and intensity of the Principal Use and all Accessory Uses, the Site layout and its relation to streets giving access to

it, shall be such that traffic to and from the use(s), the assembly of Persons in connection with the use(s), and the effect of the proposed use(s) on public services and facilities, will not be Hazardous or inconvenient to the neighborhood nor unduly conflict with the normal traffic of the neighborhood. In applying this standard, the Planning Commission shall consider, at a minimum:

- a. The location of and access to off-street parking and the safe provision for pedestrian traffic.

RESPONSE: The Designated Consumption Lounge Facility will be utilized by the customers of the neighboring Provisioning and Adult Use Center. Therefore, approval of this request will not create additional traffic congestion or obstruct access to adjacent properties. Additionally, the Center will have a reservation system that allows only 8 people per hour, which will regulate the flow of pedestrian traffic and will ensure that there is not a big surge in traffic (or the need for parking) at any given time.

- b. The relationship of the proposed use to main traffic thoroughfares and to streets and road intersections.

RESPONSE: Again, nothing will change in this regard. See above.

- c. Vehicular turning movements in relationship to traffic flow routes.

RESPONSE: No site changes are being made which would affect turning in relation to traffic flow. See above.

- d. The intensity and character of traffic and parking conditions on the Site, and in the general area.

RESPONSE: No structural changes are being made and the operations are not anticipated to generate more traffic. See above.

- e. The requirements for additional public services and facilities that will be created by the proposed use will not be detrimental to the social and economic welfare of the community.

RESPONSE: Utilities and public service will not be impacted by this approval.

3. The standards of density and required Open Spaces for the proposed use shall be at least equal to those required by this chapter in the zoning district in which the proposed use is to be located, unless a variance is granted pursuant to Section 5.29.12.



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RESPONSE: This requirement is met.

In addition to the criteria listed above, the zoning ordinance section on special exception uses for medical marijuana 5.16.3.G.7.b requires the following information:

Additional Information For Medical Marijuana Provisioning Centers, Marijuana Retailers, Marijuana Growers, Marijuana Microbusinesses, and Marijuana Processors, Marijuana-Infused Product Processors

- a. How deliveries are handled, methods of storage, a business floor plan, or other pertinent information.

RESPONSE: Not applicable. However, Liberty is providing this information. See attached plans.

- b. A detailed safety and security plan that addresses marijuana, customers, employees, and neighboring residents, offices, or businesses.

RESPONSE: Not applicable. However, Liberty is providing this information. See attached plans.

- c. A description of methods to be used to contain all odors within the building.

RESPONSE: Not applicable. However, Liberty is providing this information. See attached plans.

- d. A waste disposal plan specific to marijuana, marijuana Plant waste, and marijuana-infused products.

RESPONSE: Not applicable. However, Liberty is providing this information. See attached plans.

- e. Days and hours of operation.

RESPONSE: Not applicable. However, Liberty is providing this information. See attached plans.

Marijuana Plan Information

Required information for site plans that require only the cover, existing conditions and dimensional site plan sheets:

A. Cover Sheet – The following general project information should be provided on the cover sheet of the plan set and all subsequent sheets as appropriate.

1. Project name, address or location, and type of site plan.
2. Applicant and agent information, including name, address and contact information. If the Applicant is not the owner of the land, a letter of authorization to proceed with the application must be provided by the land owner.
3. Statement of interest in the land, including conditions for sale or purchases of parcels such as deed restrictions, reservation of land for other uses, or other conditions which may have bearing on the total land Development.
4. Vicinity Map: For Area Plans, a vicinity map of all property within 250 feet of the Development. For Site Plans, a vicinity map identifying the location of Site within the City, including nearest major roads and significant features such as schools, shopping centers and parks.
5. North indicator (pointing up or to the left) and drawing scale in bar graph form.
6. Legal description of the Site, including total acreage of the parcel(s) and total acreage of public or private roads contained in the legal description.
7. Sheet index and date of plan set.
8. Required Statements - A brief written statement addressing the following concerns:
 - a) Identification of associated applications such as annexation petition, rezoning petition, PUD Zoning District petition, Special Exception Use petition, planned project modification request, landscape modification request, or variance application. Identification of special circumstances associated with the application that require additional procedures or specific approvals such as Natural Features buffer area disturbance, Wetland Use Permit, brownfield application, historic district designation, or previously granted variances. History of previous site plan approvals.

RESPONSE: See Attached Plans.

- b) Proposed development program, including proposed land use, improvements, Floor Area or number of Dwelling Units and bedrooms, access and



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circulation, off-street parking, preliminary construction phasing and estimated construction costs.

RESPONSE: See Attached Application and Plan.

- c) Community Analysis
 - i) Impact of proposed Development on public schools.
 - ii) Relationship of intended use to neighboring uses.
 - iii) Impact of adjacent uses on proposed development.
 - iv) Impact of proposed Development on the air and water quality, and on existing Natural Features of the Site and neighboring Sites.
 - v) Impact of the proposed use on historic Sites or structures which are located within a historic district or listed on the National Register of Historic Places.
 - vi) Traffic Statement: The number of vehicle trips per unit per peak hour and supporting documentation from the ITE Manual.
 - vii) Public Sidewalk Maintenance Statement
 - viii) Additional information for Site Plans: Natural Features General Descriptions and Impacts: A brief summary of the Natural Features (Woodlands, Wetlands, water courses, Landmark Trees, Steep Slopes and Endangered Species Habitat) found on the Site. A detailed report of the quality, character and health of all existing Natural Features, and identification of all proposed impacts to them.

RESPONSE: See Attached Application and Plan. None of the above will be negatively impacted. In addition, see supporting documentation attached to Application materials.

- i. Comparison Chart of Requirements and Existing and Proposed Conditions
 - i) Zoning Classification.
 - ii) Lot Area.
 - iii) Floor Area and Floor Area Ratio (FAR), or Density.
 - iv) Open Space and Active Open Space.
 - v) Required Setbacks and Yards (front, side and rear).
 - vi) Height and stories.
 - vii) Off-street vehicle parking, including accessible and barrier free spaces.
 - viii) Bicycle parking, including class.
 - ix) Notation of variances granted or proposed, planned project modifications approved or proposed.

RESPONSE: See Attached Plan.

- B. Existing Conditions Plan – Drawings and written descriptions of the existing conditions of the Site must be included on the plans, including the following:
1. ALTA Land Survey.
 2. Existing and proposed contours extending 50 feet beyond the Site at a minimum interval of two feet.
 3. If new City public sanitary sewer, water mains, Storm Water Management System, or streets are proposed in conjunction with a site plan, the plans must be referenced to the Ann Arbor Geodetic Reference System.
 4. Exception: Where there are no existing public utilities on the Site, the Planning Manager may waive the requirements of Section 5.29.8.C.1 and Section 5.29.8.C.2 to provide an ALTA Land Survey and minimum two foot contours for an Area Plan, Site Plan for Administrative Approval, or Site Plan for Special Exception Use, or when the combination of existing conditions and proposed Development are so minor that preparing an ALTA Land Survey and minimum two foot interval contours would be a significant financial hardship to the Applicant. In those cases, a site analysis, prepared by a professional land surveyor and showing the following, must be provided:
 - a. Existing land use and activity on the Site.
 - b. Location and use of all existing Structures on the Site.
 - c. Existing and proposed vehicular, pedestrian and bicycle ways and access points.
 - d. Utility availability and proposed connections together with all existing Public Rights-of-Way and public and private easements.
 - e. Existing landscaping, fences and retaining walls.

RESPONSE: The requirement for an ALTA Land Survey has been waived by Planning Staff. See instead attached Dimensional Plan.

- D. Dimensional Layout Plan – Drawings and written descriptions of the proposed Development must be provided on the plans, demonstrating compliance with all

applicable Development standards such as building area, height and placement, off-street parking, streets and access, including the following:

1. Existing and proposed Lot lines.
2. Minimum and maximum Required Setback Lines, including Established Front Building Line and required increases to the normal minimum side and rear setbacks, if applicable; existing and proposed Front, Side and Rear Yards.
3. Existing and proposed Buildings.
4. Vehicle Parking Spaces, aisles and Driveways. Identify any “no parking” areas or fire lanes and indicate any proposed signage.
5. Bicycle parking, including detail of facilities.
6. Curb Cuts, drive Approaches and curb radii dimensions, including all Curb Cuts on the opposite side of the street from the Site. Dimension of all Fire Department access roads or lanes, if applicable, including width at hydrant, dead end lengths, turn-around location, turning radii, etc.
7. Solid waste enclosure, including dimensioned detail.
8. Open Space and Active Open Space.
9. Natural features buffer.
10. Conflicting land use buffer.
11. Perspective sketch of building showing Streetwall Height and Offset, if applicable.

RESPONSE: See Attached.

III. CONCLUSION

In conclusion, Liberty respectfully requests that the foregoing materials be considered by the Planning Commission and that the Center be approved at this Property and granted a Special Exception Permit in accordance with the requirements of the Ordinance.

The proposed use complies with both the Master Plan and the Ordinance and represents a special exception use under the current D-2 District. There are no intended effects of this request



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that should negatively impact the existing building and surrounding community. This request should also not impact the traffic of the site or cause congestion as it is not expected to generate additional traffic. All activities will be conducted in accordance with the City's Ordinance and State Law.

On behalf of Liberty, we thank you in advance for your timely attention to this Application and look forward to working with the City throughout the zoning process.

Sincerely,

DYKEMA GOSSETT PLLC

A handwritten signature in blue ink, appearing to read "Stephen R. Estey". The signature is stylized and includes a long horizontal stroke extending to the right.

Stephen R. Estey

Enc.

Community Support Letters

Section 2

Dear Ann Arbor Planning Commission,

My name is Vid Martin. I own and live at 332 S Ashley St. As the immediate neighbor to the planned consumption lounge I initially had reservations about the project. I worried the new attraction would increase loitering. However, I was assured that there will be ample space inside of the consumption lounge waiting area to deter gatherings of people outside. They also shared their plans to operate on a reservation only system so to keep from overcrowding at any time inside or out. They have been responsive in the past to concerns with being proactive to address possible noise and parking issues, and I am able to contact them if new issues arise. They informed me that if people violate their rules they have set protocol to deal with situation and they will not be allowed to back to their shops in the future.

They have been good neighbors for several years and I am interested at what this new lounge can bring to the area. Another concern that was addressed during our conversation was odor control I had about the smell of marijuana on the street. They have been open to share all of their plans and seems they are going above and beyond what's necessary for mitigating odor or smoke leaks. Over four years there have been few issues and when there was a concern they were available and attentive to quickly dealing with it.

Sincerely,

A handwritten signature in black ink that reads "Vid Martin". The signature is written in a cursive style with a large initial "V".

Vid Martin
332 Ashley St
Ann Arbor, MI
48104



Colliers International
1955 Pauline Blvd., Ste: 400
Ann Arbor, Michigan 48103

December 19, 2020

To: Planning Commission

Re: Marijuana Consumption Center

Raised in Ann Arbor with beginnings in retail distribution, I have been dedicated to the area's business real estate and community. With over 30 years in the industry, I have become the leading agent in commercial transactions – leases, developments, business placements, purchases, and more – in Washtenaw County. To date, our team is responsible for nearly 70% of all commercial real estate deals in Washtenaw County.

I am writing this letter in support for a marijuana consumption center to be located at 336 S. Ashley street, Ann Arbor, MI 48104. This is an ideally located property in the commercially zoned business district of Ashley street for a consumption center. The center will add to the variety of businesses and will help with adding foot traffic to the region, which will continue to stimulate the economic growth of Ashley street and the surrounding downtown area.

Please contact me if for any questions,

Sincerely,

A handwritten signature in blue ink, appearing to read "Jim Chaconas".

Jim Chaconas
Colliers International
Senior Vice President Ann Arbor
734-994-3100

2Mission Design and Development
116 W. Washington Street
Ann Arbor, Michigan 48104

December 18, 2020

To: The Planning Commission

Re: Marijuana Consumption Center

For more than 20 years, 2mission's principals have taken on complex real estate projects and developed a portfolio of award-winning properties. We have watched many positive changes occur in Ann Arbor's downtown business district.

We are writing this letter in support of a marijuana consumption center to be located at 336 S. Ashley street, Ann Arbor, MI 48104. We support most local businesses and believe this ideally located consumption center will certainly draw more foot traffic to the downtown area which will help to continue in the economic growth of Ashley and the surrounding downtown streets.

Please contact us if there are any questions,

Sincerely,



Jon Carlson
2Mission
Owner



Varsity Barber Shop
105 E. Liberty Street
Ann Arbor, Michigan 48104

December 16, 2020

To: The Planning Commission

Re: THC Consumption Center

The Varsity Barber Shop has been operating in its current downtown location for the past 100 years. As a third-generation barber, I have had the pleasure to server the Ann Arbor community for the past 15 years.

Our clientele consists of a broad spectrum of all people in the downtown area, both Ann Arborites and commuters; businesspeople and owners, and we have come to know many of our repeat customers very well over the years. The conversation of consumption centers have been discussed often and openly between our staff and customers, and we have come to the consensus that there is practically a unanimous belief that there is a great amount of support and a need for a marijuana consumption center in downtown Ann Arbor.

We support new small businesses who are making the investment in Ann Arbor, and we are writing this letter to support the proposal of the marijuana consumption center to be located at 336 S. Ashley street. We believe the Liberty consumption center will be a wonderful addition for both the citizens and the business community alike.

Please contact us if there are any questions,

Thank you,

A handwritten signature in black ink that reads "Mike Bigelow".

Mike Bigelow
Varsity Barber Shop
Owner

A handwritten signature in black ink that reads "Tony".

Tony

A handwritten signature in black ink that reads "Bryan".

Bryan

Re: Liberty Consumption Lounge At 336 Ashely St
December 2, 2020

A representative from Liberty reached out to us and explained their intent to open a consumption lounge on Ashley St. I operate the Mobile Gas Station and Main St Convenience at Main and Williams. I think bringing more people and traffic benefits the neighborhood and us as a neighboring business. From what I have seen, they have been safe and responsible in running their current business, and I believe that pattern will carry into this new endeavor.

Regards,

A handwritten signature in cursive script, appearing to read "Jordan White".

U-Mich Properties
Bartholomew Fisher
321 S. Main St. #300
Ann Arbor, Michigan 48104
December 22, 2020

To: Planning Commission

Re: Support for a Marijuana Consumption Center on Ashley Street

I am writing in support of a marijuana consumption center to be located at 334-336 S. Ashley street, Ann Arbor, MI 48104.

I have owned and operated student housing and placement for University of Michigan students for the past 25 years. I thoroughly understand the needs, wants and concerns as well as the problems of having student housing. There is an undeniable economic impact of students' buying power in our downtown retail district, benefiting all of Ann Arbor. Our lease does not allow for consumption in our residential buildings, but those stipulations are not always adhered to; and mostly because there is nowhere else to go. I have come to know that there is certainly a need and want for establishing a safe, clean and well-ventilated consumption center. And, quite frankly, there should have been one in Ann Arbor a long time ago!

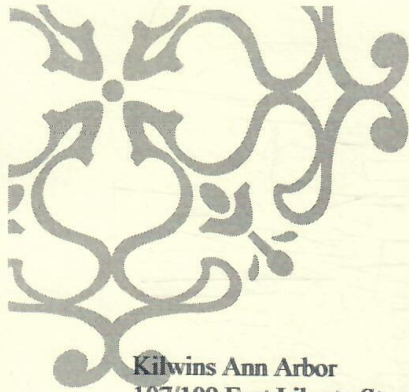
I am a fierce supporter of existing local businesses in the downtown area and am certainly a supporter of this new consumption center. I think the planning commission should support this, and any new business in their effort to invest in this incredible city! The new consumption center, next to the provisioning center, is ideally located on Ashley street, and will certainly infuse more interest and generate for local foot traffic to the downtown area.

Please contact me for any question.

Sincerely,



Bart Fisher
Umich Properties
Owner



Kilwins®

"Sweet in every Sense since 1947"



December 16, 2020

Kilwins Ann Arbor
107/109 East Liberty Street
Ann Arbor, Michigan 48104

To: The Planning Commission

Re: Marijuana Consumption Center

Our family owned retail and commercial businesses have been operating in downtown Ann Arbor for the past 40 years. We have watched many changes occur in the business district, especially over the last decade.

I am writing this letter in support of a Marijuana Consumption Center located at 336 S. Ashley street, Ann Arbor, MI 48104.

It is my belief that this group of entrepreneurs, who have been part of this Ashley Street revival, will continue to be respectful, conscientious members of the business community. They will strive to continue growth of both Ashley Street and the surrounding area. This Consumption Center will continue to positively affect the surrounding businesses by keeping consumers in the downtown area that wish to continue to shop, eat, and enjoy what Downtown Ann Arbor has to offer.

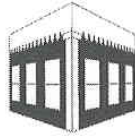
Please contact us if there are any questions,

Thank you,

Chera Tramontin
Kilwins Ann Arbor
734-769-7759
Owner

Kilwins Ann Arbor
107-109 E. Liberty St., Ann Arbor, MI 48104
734-769-7759 AnnArbor@Kilwins.com
An independently owned and operated franchise of Kilwins Chocolates Franchise, Inc.





THE
ANN ARBOR CLUB

December 7, 2020

TO: The Planning Commission

RE: Consumption Center

I am writing this letter in support of a consumption center located at 336 S. Ashley street.

Over the last 10 years, I have watched many great improvements occur to the properties in the commercially zoned area of the 300 block of Ashley street. I believe this group of young entrepreneurs who have been a part of this Ashley revival will continue to be respectful, conscientious members of the business community and will strive to further the growth of this area. I have had the pleasure of working with them over the years and I've always admired their tireless work ethic, dedication to their projects and overall love for the downtown area.

Not only is this consumption center ideally located for this type of business, but the addition will create other positive benefits to the surrounding establishments located on Ashley and it's adjacent streets. Supporting such projects will inspire future entrepreneurs to help attract more positive businesses like this which will generate a healthy, diverse and more vibrant downtown for our great residents and proud business owners.

Sincerely,

David Smith
President

The Ann Arbor Club
103 East Liberty Street
Suite 300
Ann Arbor, Michigan 48104

Liberty Consumption
12/6/20

To Whom it May Concern:

I am Don Kwon, the owner of Kosmo's Bop Shop on Ashley - down the block from Liberty Dispensary. Their general manager reached out to us and explained their intent to open a new consumption lounge in the next door space. I support this endeavor. I think the area will benefit from a wider variety of business and it's encouraging to see investments in nearby businesses during these turbulent times. After discussing their plans for the space I feel they will be responsible and limit any potential nuisance to the neighborhood. With foot traffic at a record low this new business has potential to reinvigorate the area and bring people to this part of downtown. In the past they have supported Kosmo's and we have discussed partnering more in the future. I look forward to welcoming this new project to the neighborhood.

Don Kwon
Owner, Kosmo's Bop Shop

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

December 17, 2020

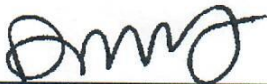
To: The Planning Commission

Re: 336 S. Ashley Street Marijuana Consumption Center

I am writing in support of a marijuana consumption center located at 336 S. Ashley street, Ann Arbor, MI 48104.

Babs Underground is a bar located at 213 S. Ashley and we have been in business in the Ashley district since 2004. We support new and existing local businesses in the downtown area and are supportive of new businesses investing in this beautiful city, especially in uncertain times. The new consumption center is located on one of Ashley Street's commercially underdeveloped blocks and will bring in foot traffic and interest to the Ashley district.

Sincerely,



Devon Bartelme
Babs Underground
734-218-0830



**Cherry Republic
223 S. Main Street
Ann Arbor, Michigan 48104**

To: The Planning Commission

Re: Liberty Consumption Center

On behalf of Cherry Republic, our corporate offices and local office, we support of a marijuana consumption center to be located at 334-336 S. Ashley street, Ann Arbor, MI 48104.

Cherry Republic has had the pleasure of serving the residents and visitors of Ann Arbor for the last 10 years. There is nothing like the energy of a college town, and our Ann Arbor store is living proof!

We support new and existing local businesses in the downtown area and am excited for this new business to invest into this beautiful city. The new Liberty consumption center will be in a perfect location on one of Ashley street's prime business district blocks, and will certainly bring in more out-of-town and local foot traffic to the entire downtown area. We are happy to have the Liberty group as neighbors.

Please call with any questions, and please come in and visit us!

Thank you,

Bob Sutherland
President

Rita Jourdan
Ann Arbor Store Manager
734-585-5231

Cherry Republic

Citizen Participation Report

Section 3

Public Participation Meeting Summary
for Ann Arbor Safe Consumption Space at 336 S Ashley
October 6, 2020 at 5 PM EST
Via Zoom

I. Participants:

- 5 Liberty Representatives

Liberty Representatives:	Rabbi James Kahn	- Director of Community Outreach
	Sarah Stretchberry	- Vice President of New Markets
	Vince Canales	- Director of Security
	Nate Podrid	- Director of Midwest Expansion
	Bartek Kupczyk	- Michigan Retail Director

- Postcard mailers were sent to 1,350 recipients notifying them of the meeting. Liberty did not receive any response to these postcards.
- 8 Members of the public participated.

Members of the Public who attended:

- Shari Kennett;
- RT Paullin - rtpslk@me.com;
- Greg Copp;
- Laura Denton;
- Crump;
- Brian Denton;
- Ken Land - Landkk@comcast.net; and
- Viknesh.

II. Outreach Prior to Meeting:

- Liberty Retail's General Manager personally reached out to numerous neighbors prior to the zoom public participation meeting to discuss the project and get some initial feedback.
- Liberty's GM spoke with a diverse group of residential and commercial neighbors at the following addresses: 201, 212 and 214 Williams St; 300, 308, 324, 332, 342 & 344 S Ashley St; and 402 S Main St.
- Responses from members of the community ranged from indifference to excited. There were no outright negative views on the project, though some expressed potential concerns with loitering

and to a lesser extent, odor. Liberty's GM assured them we were producing comprehensive and detailed plans to mitigate these specific issues and gave a brief overview of the plans. Discussed plans to continue the conversations and reached back out to offer finished plans and to answer questions or continue discussion.

- After initial contact and follow-ups, several of the contacted neighbors opted to give us letters of support, which are included as part of Liberty's application packet. These include the residential neighbors directly adjacent to the proposed consumption establishment and several nearby businesses.

III. Concerns from Participants:

- Primary concern expressed by the participants is that the proposed facility offers no benefit to the immediate neighborhood. Specific concerns are as follows:
 - More policing required than other marijuana facility uses;
 - Concerns on smell and smoke to the neighboring properties;
 - Concerns on more 'users' around and loitering after leaving our area
- Secondary concern was of public safety. Specific concerns are as follows
 - People driving away from the facility under the influence; and
 - The proposed facility will attract crime due to it being a cash business.

IV. Liberty's Strategies to Address Participant Concerns:

- Benefits to neighborhood
 - Liberty plans to micro target programs that benefit the surrounding neighborhood. Liberty plans on following up with and receiving future input from participants on specific programming.
 - There is a common misconception that designated consumption lounges require more policing than other facilities Liberty will continue to emphasize that there are no added security measures or personnel needed for the consumption lounge use. Liberty will operate a fully compliant and secure facility according to all state and local laws. Liberty has a history of exemplary compliance with the City of Ann Arbor and State of Michigan owning and operating marijuana facilities.
 - Liberty will include in its Special Use Exception Application specific details for odor/smoke abatement. [Per discussion with Nate we may include an odor plan as appendix to the report]
 - Liberty's security plan addresses loitering. Additionally, loitering has not been a problem with its neighboring provisioning and retail center. Liberty's facility will have a reservation system and staff will have specific training protocols that will help to prevent loitering.
- Public Safety
 - Liberty will have highly trained staff, work protocols, and will encourage driver services (Taxi,

Uber, Lyft) in order to address customers driving away from the facility under the influence.

- The proposed facility will not attract crime because unlike a provisioning or retail center this is not an all cash business and does not store marijuana on site. This is further evidenced by the fact that Liberty does not need to add additional security for this intended use compared to other marijuana facilities.

V. Communication with Participants Following Meeting:

- Liberty representatives reached out to participants who left their contact information multiple times by email to follow up. Liberty's goal was to share the detailed plans for odor control engineering and our revised Good Neighbor Policy that had been requested at the meeting. After not hearing back, we sent the plans and encouraged people to reach back out to discuss, but never received a response.
- One participant and immediate neighbor replied to our emails. He was appreciative of the detailed information on odor control. After some email correspondence, a zoom meeting was held on 12/14/20 between the participant and Liberty Director of Outreach, Rabbi James Kahn.
- Topics included;
 - Concern that Liberty was being deceptive with the language used around the marijuana business. Mr. Kahn consented that the language was not straightforward but assured him that these were terms used by the State and City ordinance and not Liberty's choice of terms as a purposeful attempt to deceive anybody.
 - Other issues outlined in sec VI were discussed, and there was some understanding and recognition that the existing cannabis business had not had the negative effects he is concerned of.
 - There was recognition of a shared concern with mistreatment of the empty city owned lot at 340 S Ashley by dog owners and others. Liberty plans to work with the city to develop a plan to steward this site. These goals are discussed further in application Sec: 10: Good Neighbor Plan.

VI. Other Communication with Community Members Following Meeting:

- We have had communication with several other local businesses and neighbors who have all been supportive and have opted to give us letters of support, which are included as part of Liberty's application packet.
- Liberty Chief Security Officer, Vince Canales, has reached out to the Ann Arbor Director of Public Safety to discuss our safety and security plans and address any questions or concerns. Mr. Canales has had initial conversation with Deputy Chief of Police at the City of Ann Arbor, Jason Forsberg, and is looking forward to continuing the conversation with Chief Michael Cox.
- Mr. Canales is a decorated Air Force Veteran, former Baltimore narcotics officer, and President of the Maryland State Fraternal Order of Police. He currently sits on the Bowie City Ethics

Commission and is a graduate of the Harvard University John F Kennedy School of Government Executive Education for State and Local Government program.

VII. Narrative Summary of the Public Hearing

The Public Meeting took place on October 6, 2020 and was held virtually via Zoom due to the ongoing COVID-19 pandemic. Liberty began with a presentation on our good neighbor policy. It was introduced as a work in progress and we are inviting comments to refine it and our operations plan as we go through the long licensing process. Following the 15-minute presentation we held a Q&A with the public for roughly 45 minutes.

The primary theme centered around the participants concerns was that this new facility offered no benefit to the immediate neighborhood. Additionally, as opposed to some other kind of use, a Consumption Lounge requires a security presence, whereas a flower shop or bakery would not. Liberty informed the participants that there would be no added security than what currently exists. Still the concern was that this would bring in a certain type of user and create problems for nearby neighbors that another use would not.

Some other specific concerns related to drug tests and smoke emanating from the space. This was accompanied by a request for specifications on how the odor mitigation system would be engineered. Participants were informed these details will be provided.

There was concern that people who loitered and were asked to leave would just move down the road. Liberty representatives discussed that this is a problem with any establishment and assured them that we have protocols to deal with these specific types of situations. Further, in our other locations across the country loitering is seldom a problem.

Regarding concerns with people driving away from the facility that are under the influence, Liberty's Director of Security discussed the need for personal responsibility as with any establishment serving alcohol along with the importance of using designated drivers. Liberty will have relationships with driver services and encourage their use. Further, the location itself is a highly walkable and well served by public transit.

One immediately adjacent neighbor mentioned he put a lot of effort and resources into the area over the past 34 years to spur revitalization along this once downtrodden block in the downtown. He is concerned this use will undue some of what he has done to make this a viable commercial corridor. Liberty attempted to assure him that we have a track record of bringing benefits to neighborhoods we operate in. We want to continue to improve this block of Ashley and intend to work to do so.

VIII. Main Takeaways and Next Steps:

- Solutions to the public concerns at this time do exist.
- Liberty will continue to accept comments and concerns from the public and will continue to work with the community to address any specific concerns they may have.
- Liberty has been successfully operating the Provisioning and Retail Center in the City of Ann Arbor for many years. Liberty intends to bring the same level of professionalism and experience to operate the proposed designated consumption lounge.

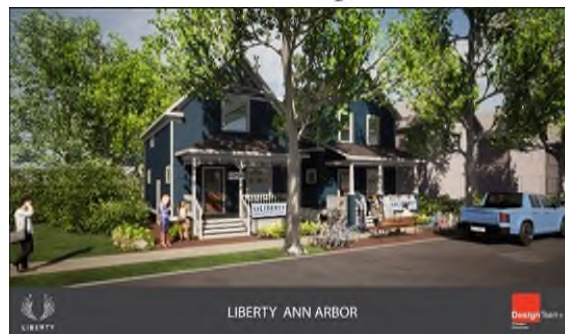
ONLINE RESIDENT PARTICIPATION MEETING

A PUBLIC MEETING IS BEING HELD BY **GS ASHLEY, LLC d/b/a Liberty**

Liberty is seeking a special exception for a proposed designated consumption establishment at 336 S Ashley St. The designated consumption lounge will be located next door to Liberty's Retail and Provisioning Center at 338 S Ashley St. Liberty has been successfully operating its adult use and provisioning center in Ann Arbor for years and has a history of working closely with the community to make sure their needs are addressed. To that end, we have already established a Good Neighbor Policy that includes, among other things, assurances that the proposed facility will have the following:

- State-of-the-art air-filtration system that will keep odor from emanating from the building, and
- Prohibition on cannabis consumption outside of the building

The Online Resident Participation Meeting is an opportunity to learn more about the proposed facility and share your thoughts.



MEETING INFORMATION

ONLINE VIDEO MEETING – Via www.zoom.com

October 6, 2020 5:00 PM

Meeting ID: 925 803 7761

<https://us02web.zoom.us/j/9258037761>

Audio Only Call Toll Free: (312) 626-6799

For more information or for accommodations for individuals with disabilities, please contact Liberty at 301-909-6890 or email hello@libertycannabis.com.

In accordance with the City of Ann Arbor's Citizen Participation Ordinance, the Developer for the above project is notifying residents and property owners within 1,000 feet of the above address. If this project is placed on an agenda for the City Planning Commission, the City of Ann Arbor will notice residents and property owners within 300 ft. of the above address. If you would like to be notified if this project is placed on a City Planning Commission agenda, please contact City of Ann Arbor Planning Services at 734-794-6265 or planning@a2gov.org. 4849-9161-3893.6

338 S. Ashley
Ann Arbor, MI 48104

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U.S. Postage
PAID
Warren, MI
Permit # 164

RESIDENT PARTICIPATION OPPORTUNITY!

You are invited to attend a Resident Participation Meeting hosted by the Developer for a project near you. At this meeting you will have the opportunity to learn about the proposed project, ask questions, and submit comments. A report of the meeting will be prepared by the Developer and submitted to the City of Ann Arbor with their final application. The report will include attendance, a summary of the meeting, and any written correspondence received by the Developer.

Architectural Design Set

Section 4



Design Team +
975 E. Maple Road, Suite 200
Birmingham, Michigan 48008
P: 248.558.1000

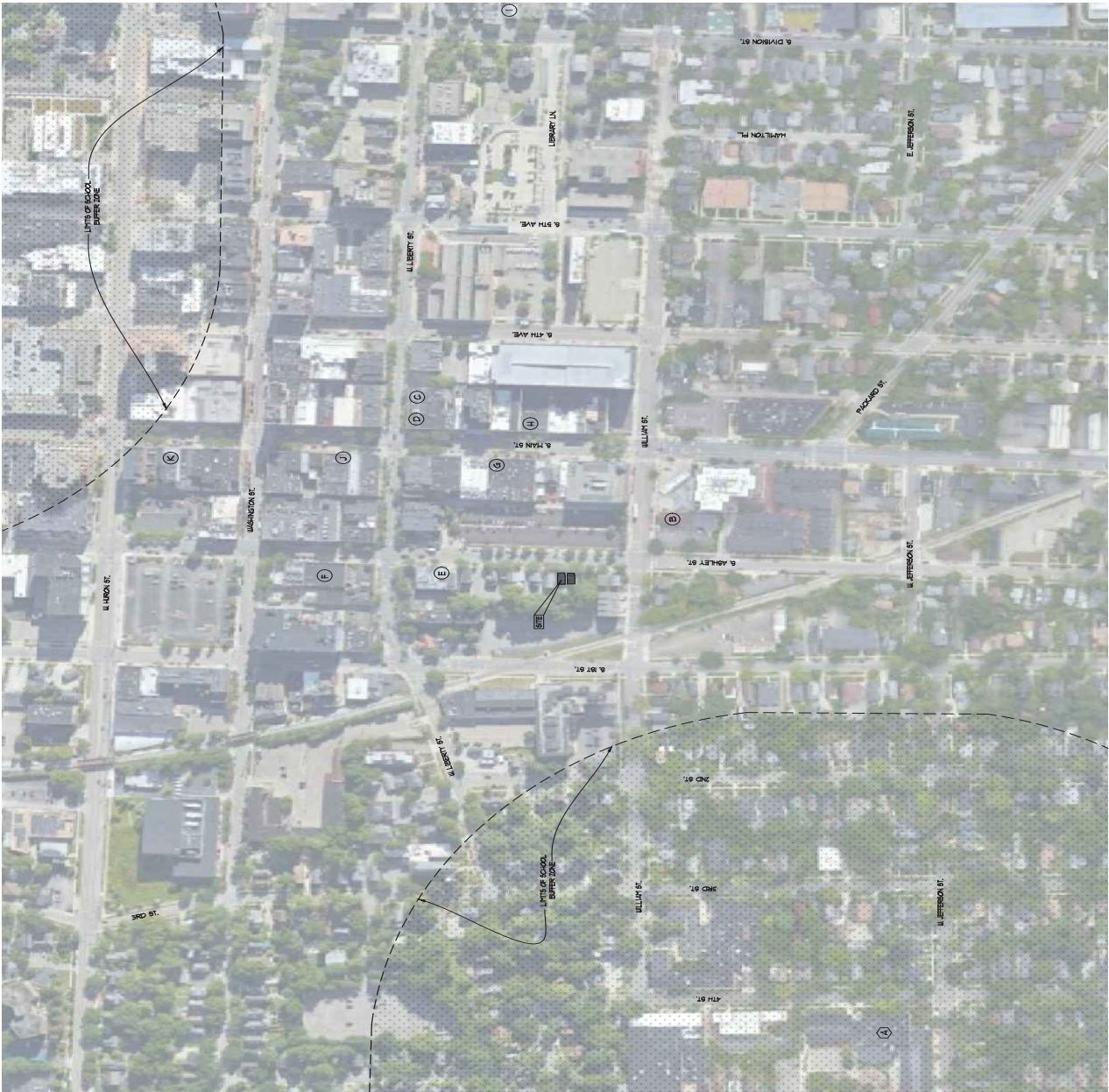
Client
GS ASHLEY, LLC
336 S. ASHLEY STREET
ANN ARBOR, MI 48104

Project
LIBERTY
CONSUMPTION
ESTABLISHMENT
336 S. ASHLEY STREET
ANN ARBOR, MI 48104

Design/Client	MARVA
Contract/Project	MM
Job #	08-0000
By	COLLEEN J. CONNOR/PL
Date/Revision	Issue for
DATE	CLIENT REVIEW
DATE	CLIENT REVIEW
DATE	CLIENT REVIEW
DATE	CLIENT REVIEW
DATE	CLIENT REVIEW
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08/18

VICINITY MAP LEGEND	
SYMBOL	LEGEND
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[Symbol]	NAME OF SCHOOL
[Symbol]	ADDRESS OF SCHOOL
[Symbol]	NAME OF RETAIL FACILITY
[Symbol]	ADDRESS OF RETAIL FACILITY
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[Symbol]	ADDRESS OF THEATRE



VICINITY MAP
SCALE: 1" = 500'-0"
AERIAL IMAGERY TAKEN FROM GOOGLE EARTH
BUFFER ZONE INFORMATION TAKEN FROM THE CITY
OF ANN ARBOR GIS MAPPING SYSTEM



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Birmingham, Michigan 48014
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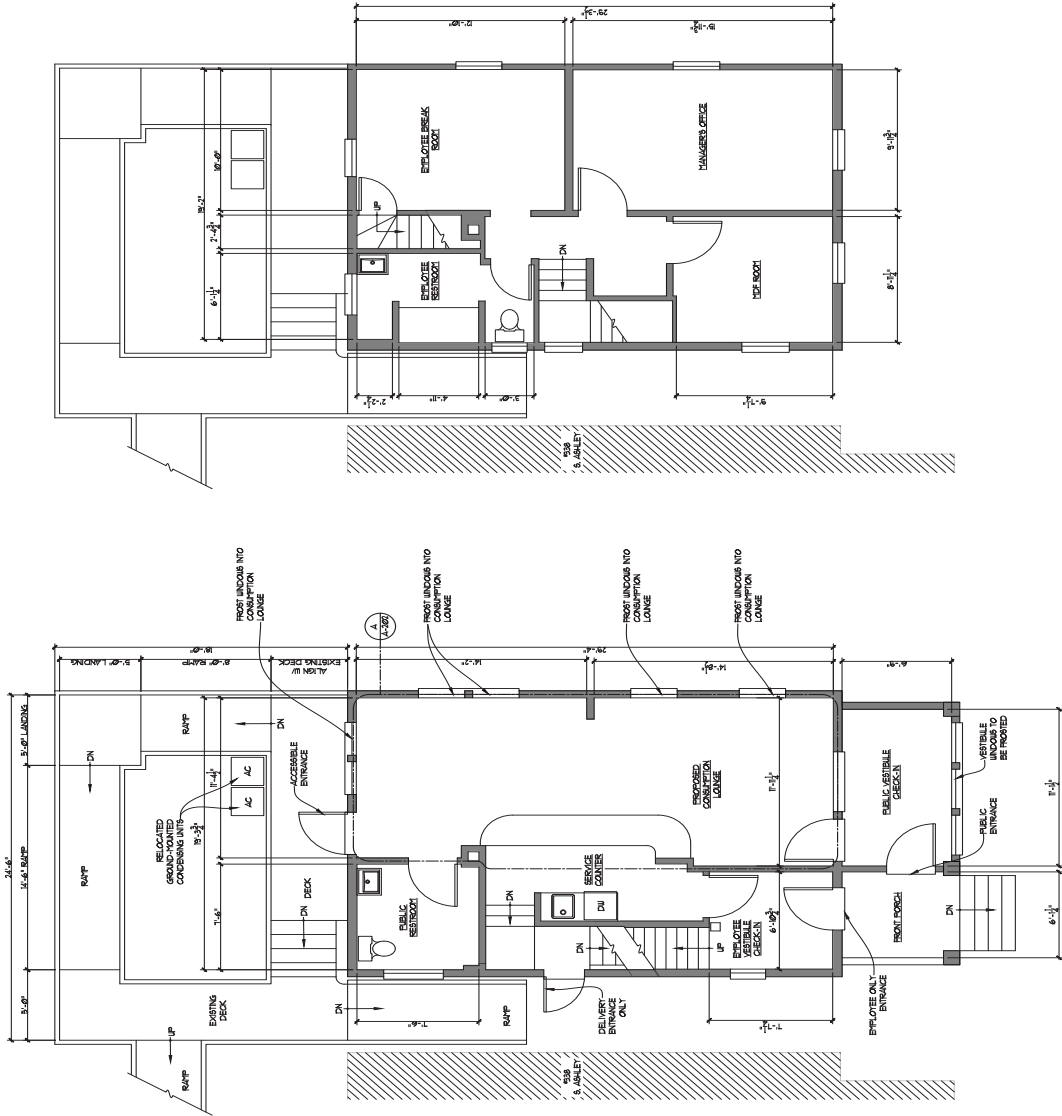
Client
GS ASHLEY, LLC
334 S. ASHLEY STREET
ANN ARBOR, MI 48104

Project
LIBERTY
CONSUMPTION
ESTABLISHMENT
334 S. ASHLEY STREET
ANN ARBOR, MI 48104

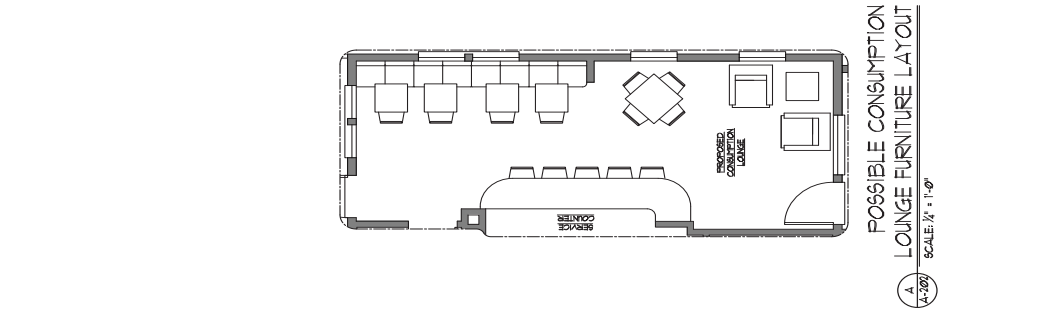
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Architecture	MA	08/20/20
Interior Design	MA	08/20/20
MEP	MA	08/20/20
Structural	MA	08/20/20
Cost	MA	08/20/20
Other	MA	08/20/20

Contract
GS ASHLEY, LLC
334 S. ASHLEY STREET
ANN ARBOR, MI 48104
The Client and the Architect agree that the Architect shall be the sole proprietor and shall be the sole provider of DesignTeam Plus, LLC. © 2020

A-202



PROPOSED SECOND FLOOR PLAN
SCALE: 1/4" = 1'-0"



PROPOSED FIRST FLOOR PLAN
SCALE: 1/4" = 1'-0"



AIR CIRCULATION KEY	
	2P AIR CHANGES/HR
	1P AIR CHANGES/HR

- NOTES:**
- 1) RESEAL ALL EXISTING WINDOWS WITH NEW PAPER GLASS FULLY SEALED GLASS TO AIR FULLY SEALED.
 - 2) NETWORK SERVER ROOM SHALL CHANGERS TO 2P AIR CHANGES/HR THROUGHOUT THE WALL.
 - 3) SPENT POINT THE INCREASE OF ALL ROOF.
 - 4) SEPARATE ALL ROOF ROOF AND BALK WITH SEAL, ANY AREA THAT COULD COULD BLOW.
 - 5) SEPARATE BOWING WITH NEW GLASS WITH A LOT OF WEIGHT ALL DOORS TO HAVE APPROXIMATELY 1/2" AIR GAP AND ALL DOORS TO BE FULLY SEALED WITH MATERIALS AND FULL SEALS.
 - 6) INSTALL AIR CURTAIN.



Design Team -
 977 E. Maple Road, Suite 2
 Birmingham, Michigan 48010
 P: 248.556.1100
 info@gsashleyllc.com

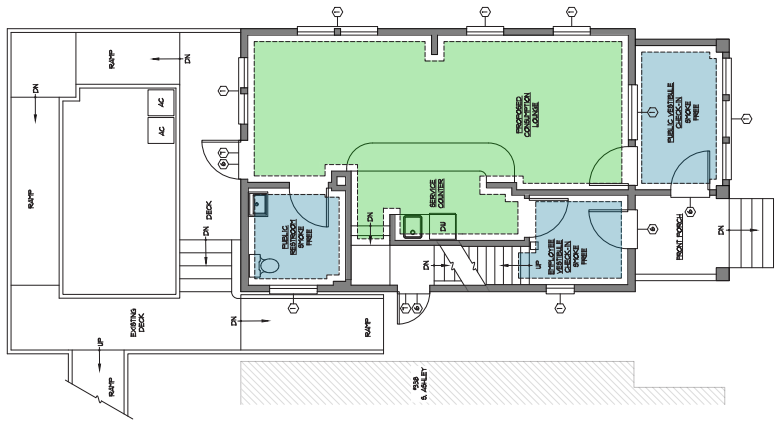
G.S. ASHLEY, LLC
 338 S. ASHLEY STREET
 ANN ARBOR, MI 48106

Project:
 LIBERTY
 CONSUMPTION
 ESTABLISHMENT
 1000 WEST LIBERTY STREET
 ANN ARBOR, MI 48106

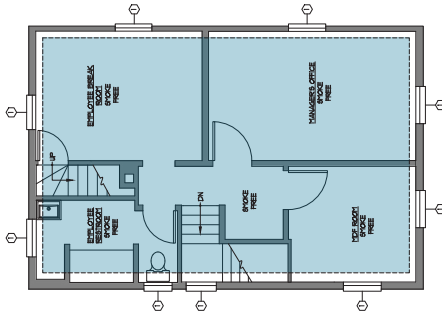
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Checked/Reviewed	MS
Date	08/20/2024
By	COLLEEN J. COLEMAN
Author/Revised	MS
Scale	AS SHOWN
Sheet No.	CL-01-001
Sheet Title	CL-01-001
Project No.	CL-01-001

OWNER	MSD
DESIGNER	G.S. ASHLEY, LLC
DATE	08/20/2024
PROJECT	LIBERTY CONSUMPTION ESTABLISHMENT
PROJECT ADDRESS	1000 WEST LIBERTY STREET, ANN ARBOR, MI 48106

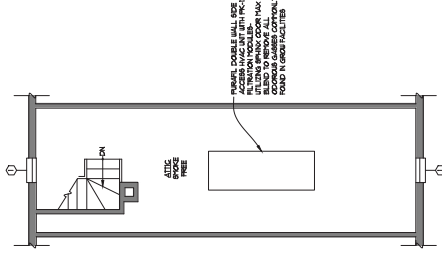
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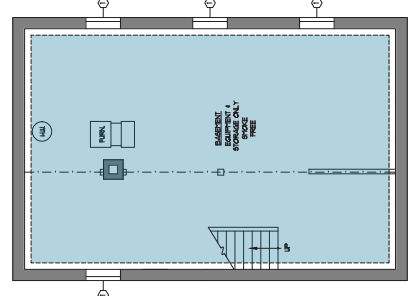
**FIRST FLOOR PRESCRIPTIVE
 HVAC & AIR CHANGE PLAN**
 SCALE: 1/4" = 1'-0"



**SECOND FLOOR PRESCRIPTIVE
 HVAC & AIR CHANGE PLAN**
 SCALE: 1/4" = 1'-0"



**ATTIC PRESCRIPTIVE HVAC &
 AIR CHANGE PLAN**
 SCALE: 1/4" = 1'-0"



**BASEMENT PRESCRIPTIVE
 HVAC & AIR CHANGE PLAN**
 SCALE: 1/4" = 1'-0"



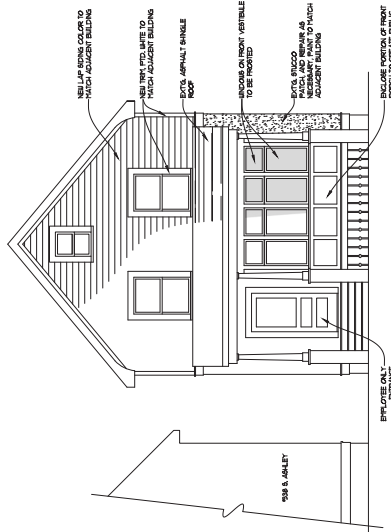
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GS ASHLEY LLC
 338 S. ASHLEY STREET
 ANN ARBOR, MI 48104

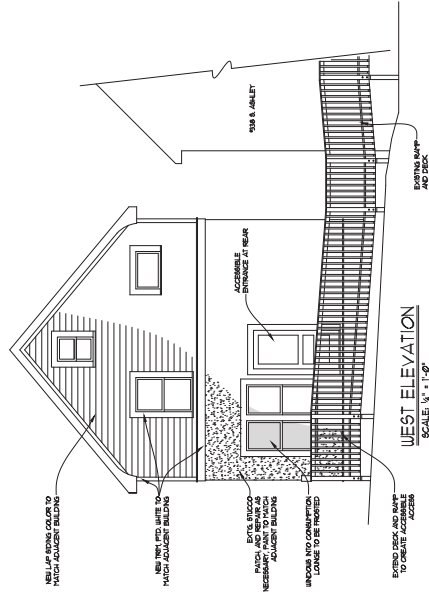
Property	Address	Parcel ID
LIBERTY CONSTRUCTION	338 S. ASHLEY STREET	ANN ARBOR, MI 48104

Category	Item
CONTRACT	LIBERTY CONSTRUCTION
DATE	11/11/2024
PROJECT	LIBERTY CONSTRUCTION
CLIENT	GS ASHLEY LLC
DESIGNER	DESIGN TEAM +
SCALE	1/4" = 1'-0"
DATE	11/11/2024
BY	[Signature]
CHECKED BY	[Signature]
DATE	11/11/2024
SCALE	1/4" = 1'-0"

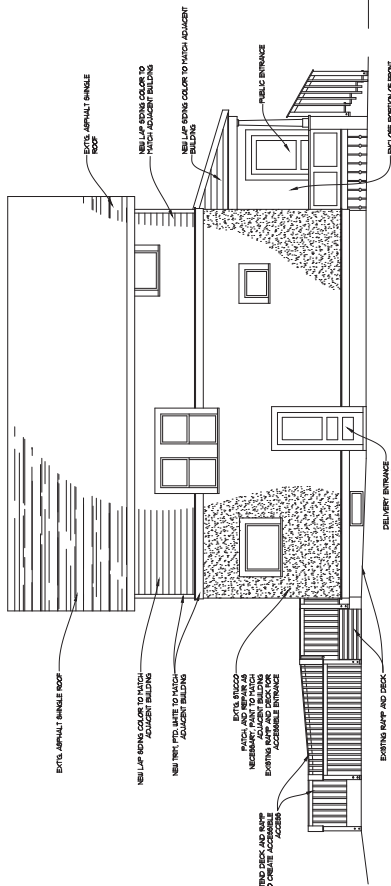
A-300



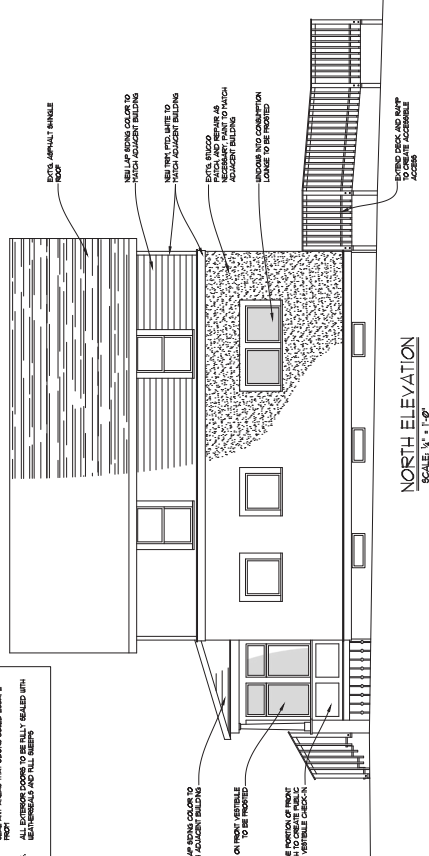
EAST ELEVATION
 SCALE: 1/4" = 1'-0"



WEST ELEVATION
 SCALE: 1/4" = 1'-0"



SOUTH ELEVATION
 SCALE: 1/4" = 1'-0"



NORTH ELEVATION
 SCALE: 1/4" = 1'-0"

- NOTES:**
1. REPLACE ALL EXISTING SIDING WITH NEW LAP SIDING. COLOR TO MATCH ADJACENT BUILDING. ALL EXISTING TRIM TO REMAIN AS NECESSARY. PAINT TO MATCH ADJACENT BUILDING.
 2. ALL EXISTING SIDING TO REMAIN AS NECESSARY. PAINT TO MATCH ADJACENT BUILDING.
 3. ELIMINATE ALL EXISTING BRICKWORK AND TRIM AS NECESSARY. PAINT TO MATCH ADJACENT BUILDING.
 4. ALL EXISTING SIDING TO BE FULLY SEALED WITH WEATHERSEAL AND FULL TRIM.

Operations Statement

Section 5

OVERVIEW OF HOLISTIC INDUSTRIES

Holistic Industries (“Holistic”) is the country’s largest privately held cannabis operator, with vertically-integrated operations in California, Michigan, Massachusetts, Pennsylvania, Maryland, Washington, D.C., and Missouri. Additional licenses were recently awarded to Holistic in West Virginia, while the company continues to pursue new opportunities. To date, we have built over 300,000 square feet of best-in-class medical and adult-use cannabis cultivation and manufacturing facilities, and currently operate, or are in the process of opening, over 20 medical and adult-use retail cannabis facilities across the country.

Since its inception in 2011, Holistic has amassed an exemplary record of security, compliance, healthcare, clinical research, patient outreach, and patient education. Holistic’s operational excellence is the result of experience gained in successfully operating a 70-year-old, family-run wine and spirits retail, wholesale, and distribution company on Capitol Hill in Washington, D.C. Holistic has elected to remain a privately held, family-run business that is singularly focused on operational excellence, and that strives to exceed customer expectations while supporting the local communities in all of our markets.

We are currently operating an adult-use and medical provisioning center in Ann Arbor, next door to the proposed consumption establishment, as well as a medical provisioning center in Corktown, Detroit. Furthermore, construction of a state-of-the-art combined cultivation, processing, and provisioning facility is currently underway in Madison Heights and will be operational in 2021.

In 2018, GS Ashley entered into a joint venture with Holistic and is now the Michigan affiliate for the parent company. Formerly operating as Greenstone, GS Ashley has continued to



Holistic and GS Ashley CEO, Josh Genderson

strengthen its local Ann Arbor and Michigan roots while operating under the Liberty retail brand. All early GS Ashley owners and employees have remained in place as Liberty’s footprint in the state has expanded to include the facility in Corktown.

All of our employees are hired from the local community. Several local owners, members of the board and national executives, are University of Michigan graduates. Many still reside nearby GS Ashley and have a long history in Ann Arbor.

In 2018, due to our strong record of compliance, GS Ashley was one of the first three adult use licenses in the state to begin sales on the first

day they were allowed. As Greenstone and now Liberty, GS Ashley has a demonstrated history of regulatory compliance at the state and local level. All of our facilities, including Michigan, have maintained an impeccable record of compliance with no major infractions in over a decade of operations. We pride ourselves in maintaining positive relationships in the communities we operate in.

Operating Principles

Holistic has the experience and expertise required to successfully develop and operate the proposed consumption establishment. We have already designed, constructed, and operated numerous stand-alone medical and adult-use retail locations. We are currently in the design and licensing process for consumption establishments in San Francisco, CA and in Ann Arbor. Through our experience, we have first-hand knowledge of the amount of time and resources that are required to successfully and responsibly launch a fully operational and compliant customer facing facility in an emerging adult-use program.

Prior to opening the doors of the proposed consumption establishment, employees will receive comprehensive training regarding the responsible operation of the consumption establishment, including how to monitor and prevent over-intoxication, underage access to the consumption establishment, the illegal sale or distribution of cannabis and cannabis products within the establishment, and any other potential criminal activity on the premises. Employees will thereafter undergo annual refresher training, as well as new training in response to any relevant updates to the regulations or laws.

Building off of the waste management practices

that we have successfully developed and implemented in our other facilities, we will establish a cannabis product destruction and waste management plan that meets all applicable requirements in order to destroy and dispose of any cannabis waste that is left behind at the consumption establishment.

Once operational, we will draw upon our experience to begin receiving customers while providing a safe and accessible space to consume legal cannabis products. We will benefit from our deep bench of experienced managers and employees, including many from our retail and provisioning center next door, to build a strong local work force and management team, with whom we plan to invest substantial time, training, and resources. Through our existing retail and provisioning operations, we have developed deep roots in Michigan and will be able to supplement talent from the City of Ann Arbor itself. We know that our employees and their ties to the community in which we operate are critical to our success.

Finally, our longstanding relationship with key vendors will help us stay on schedule and within budget during the build-out phase. Our proposed state-of-the-art consumption establishment requires several custom-built pieces of equipment including a custom advanced odor and smoke mitigation system, furniture, administration equipment and additional technologies from suppliers and vendors that know and understand our needs and can fill our orders in a timely fashion.

Public Health & Safety Goals

Holistic's goal to open and operate the Liberty consumption establishment at 334-336 S

Ashley Street (referred to in this document as 336 S Ashley) is motivated by our longstanding commitment to public health and to contributing positively to the community of Ann Arbor. Despite the welcome arrival of legal cannabis retailers throughout Ann Arbor and the state of Michigan over the last several years, the safe and legal consumption of cannabis products remains difficult for many of our customers and patients. As the public consumption of cannabis remains illegal in Michigan, consumers are required to consume their legally purchased product in private. However, this is a difficult proposition for many consumers – they may live in rental housing where all cannabis use or smoking is prohibited, they may reside with roommates or family members who are disapproving of cannabis use or who want to avoid being exposed to cannabis smoke for health reasons, or they may be busy and unable to return home to safely consume on a given day. In a dynamic and diverse university town like Ann Arbor situations like these are all too common.

Many customers and patients will have no readily available option for safely and securely consuming cannabis within Ann Arbor. Instead, in order to consume the cannabis that they legally purchased and possess, customers may be forced to violate their leases or the law, to take actions that may negatively affect their home life or their career, or to simply sneak around (often in public or in a vehicle). For patients who rely on cannabis for medical reasons, the dilemma is even more acute, as they are forced to choose between overcoming the aforementioned obstacles or foregoing needed medical relief.

The effect of leading people to engage in legally, medically, or socially risky behavior in order to

consume a legal product is not just a detriment to the consumers themselves. It is also detrimental to the overall public health and safety of Ann Arbor and its residents, as consumers and patients, without any good options, inevitably end up consuming product publicly, on the streets, in their cars, or in other unwelcoming and unsecure environments. Public consumption can make neighborhoods less safe, can draw other criminal elements (in addition to being a crime itself), and can cause conflict within the community, all of which are both causes and symptoms of decreased public safety.

Meanwhile, the potential public health benefits of cannabis legalization are similarly diminished when there is no safe place to consume. Patients and customers who use cannabis for its medical or therapeutic benefits may not be able to access those benefits or may be forced to consume in less than ideal situations where they are unable to properly monitor their dosages, consume via their favored method, or track the results of their consumption in a medical log.

By establishing the proposed consumption establishment in the heart of Ann Arbor, and directly next door to our successful provisioning and retail center, Holistic intends to do its part in alleviating the aforementioned issues and risks faced by consumers and patients who lack a safe and secure place to consume cannabis with no discernable negative impact on the neighborhood. The consumption establishment will serve as a safe and secure space for consumption: out of public view, but convenient nonetheless. Consumers and patients will be able to make reservations in advance and can spend up to 45 minutes in the consumption establishment, which will provide ample time and opportunity to safely

consume cannabis.

Furthermore, by providing customers and patients with a safe and secure place to consume, public health and safety within Ann Arbor will be improved as the need to partake publicly, or in other unwelcome spaces, is diminished. Contrary to the belief of some that a consumption establishment will spur greater public usage and crime, the more likely outcome will be less public cannabis usage and fewer potential criminal elements. Ann Arbor residents, both consumers and bystanders, will be the primary beneficiaries of this establishment.

Beyond the public benefit to the larger Ann Arbor community, we want to ensure that our facility positively impacts to our immediate neighbors on Ashley St. To this end, we plan to improve the look and functioning of the structure at 336 Ashley, bringing it up to the standard of our facility next door and several other buildings on the street. These improvements will ensure that no odor escapes the building as outlined in detail in Sec 7: Odor Control Plan.

Moreover, visible improvements to the outside of the building and lot will include new windows, a new paint job, an improved porch, inviting and secure lighting, and new landscaping. Further, we



have targeted a vacant, city-owned plot of land adjacent to our site that has become overgrown with vegetation and ripe for illegal dumping. With approval from the city, we hope to improve the site by adding native, low-maintenance landscaping, a decorative trash can, a small bench, and a dog waste bag dispenser. Details on these projects and other measures to bring benefit to our neighbors are discussed in Sec 10: Good Neighbor Policy.

We also view the consumption establishment as an additional service provided by our retail and provisioning center next door. For customers that are interested in testing out new products or methods of consumption, the lounge will provide that opportunity in a safe environment with the help of our experienced and knowledgeable wellness guides from next door, who will be available to provide advice and guidance as needed. Moreover, our employees will be thoroughly trained to monitor all customers and patients for signs of over-intoxication or distress, and to intervene at the first sign of an issue. When necessary, our employees will even be able to direct customers towards safe transportation options.

Hours of Operation

Our consumption establishment will be open to Liberty Provisioning Center customers and patients and their guests, by reservation only, from 12:00 P.M. to 8:00 P.M. every day. With 45 minute-long reservation periods, the first reservations will begin at 12:00 P.M., and the last reservations will begin by 7:15 P.M., ensuring that customers and patients are only in the premises during operational hours. To allow for proper opening and closing procedures, we expect staff to be present at the consumption lounge from 11:00 A.M. to 9:00 P.M. daily.

Reservation System

To limit and control the flow of customers and patients, our consumption establishment will operate on a reservation-only system. Only customers or patients with a reservation and a same day receipt from our adjacent provisioning center at 338 South Ashley, and the guests of someone with a reservation, will be permitted inside the consumption establishment.

Reservations will be able to be made online, by phone, or in person. A reservation will include:

- 45 minutes of time inside the consumption establishment to consume cannabis products;
- Socially distanced seating for the customers (and guests);
- The free use of sterilized delivery devices (vaporizers, pipes, etc.); and
- The advice of and monitoring by, our experienced Wellness and Administration Guides.

Reservation periods will last 45 minutes from the beginning of the reservation. At the conclusion of each reservation period, the remaining customers and patients in the lounge will be asked to leave so that cleaning for the next session can promptly commence. There will be no time extensions or exceptions to this policy, as the 15-minute gap in reservations will be used to clean and sterilize all areas and contact surfaces. The 15-minute gap will also reduce the possibility of customers loitering outside the establishment, as new customers will not need to wait for the prior reservations to conclude.

The 45-minute time limit provides sufficient time for customers and patients to consume their cannabis product responsibly, engage with the Wellness and Administration Guide as needed,

and to purchase product from the dispensary next door if desired. However, the relatively limited time period will help prevent over-intoxication and will ensure that a greater number of patients and customers are able to enjoy the lounge and consume cannabis responsibly, while maintaining smaller groups and limiting the overall number of guests at any given time.

Access

A reservation will be required in order to access to the consumption establishment. Reservations will be free for customers and patients who can show a same-day receipt from our next-door provisioning center. For members of a party who do not have a same day receipt, the fee for entry will be \$10 per person, which will be collected in the public entrance vestibule, prior to entry.

Maximum Occupancy

The maximum occupancy of the consumption establishment per building code is nineteen (19) people. However, initially we will only allow up to two groups of four (4) at a time, for a maximum guest occupancy of eight (8) people. We plan to revisit occupancy limits in the future in consideration of public health protocols and customer/patient needs.

Check-In and Customer Flow

All patients and customers will enter at the front vestibule of the establishment, where an employee will confirm their reservation and check their government-issued ID to verify that they are at least 21 years of age. Our employee will also confirm that the customer/patient has a valid receipt from the dispensary next door, or alternatively, collect the \$10 entrance fee.

Once all access requirements have been dealt with, the patient or customer will be led into the consumption establishment and directed to a specific seat. As long as social distancing or other COVID-related public health measures remain in place, customers and patients will be asked to remain in their designated seat/area, unless they are getting up to use the restroom. Customers and patients will not be allowed to wander about the lounge. Once it is deemed safe by local and state public health authorities, we will consider allowing more movement throughout the establishment.

Each table/seat will have a card/sign that can be displayed in order to request assistance from staff. This will limit the unnecessary movement of staff and allow customers and patients to enjoy their consumption without being interrupted, unless they want help.

At the conclusion of their 45-minute reservation period, or if they choose to exit the lounge prior to the end of their reservation, staff will direct customers and patients to collect their belongings and exit through the same way that they entered.

Amenities Provided

The consumption lounge will provide, free of charge, sterilized tools to aid in the safe consumption of cannabis, such as vape batteries and glass pipes. Any such tools that are used by customers will be properly cleaned and sterilized using a specialized high-heat dishwasher prior to being offered for use to another customer.

In addition, the consumption lounge will offer bottled water for purchase. In the future, we will revisit this policy and may consider offering a limited selection of non-alcoholic beverages and snacks for purchase as well.

Permitted and Prohibited Activities

Customers and patients will be allowed to:

- Consume cannabis and cannabis products purchased from the dispensary next door;
- Use sterilized cannabis delivery tools provided by the consumption establishment;
- Seek advice and guidance from our staff regarding the consumption of cannabis;
- Bring in and use laptops/tablets;
- Consume bottled water purchased from the consumption establishment.

The following activities will be prohibited within the consumption lounge:

- Bringing in and consuming outside food and beverages;
- Smoking tobacco products;
- Consuming alcohol or other drugs.

Delivery and Storage for Cannabis Products

There will be no cannabis product storage or delivery of bulk cannabis products to the consumption establishment. Any cannabis sales will only occur through the established Liberty retail center next door. All packaging, transferring, receiving, inventory management and recordkeeping activities will occur in the retail and provisioning center.

Any cannabis by-product left behind or created incidentally through consumption activities will be promptly collected and destroyed after each group exits the facility. As outlined in Section 8, Green Waste plan, any forgotten cannabis or cannabis byproduct will be ground and rendered inert through mixing with a majority of non-consumable waste product such as soil or paper

waste. This non-consumable, non-detectable mixture will then be securely stored until picked up and brought to an approved disposal site.

Cash Handling and Gross Receipts

This facility will not generate nor keep a significant amount of cash on hand. Cannabis sales will only occur through the Liberty retail next door at 338 S Ashley St. Cash receipts are limited to the \$10 fee for guests with no receipt from next door, along with the sale of beverages if allowed under current regulations. We project gross annual receipts from the consumption establishment to be around \$150,000 in the first year of operations.

All cash on hand, which we expect to be a relatively small amount, will be stored in a separate area of the safe located in the secure area of the dispensary next door. This will be the most secure location on the premises. Cash drops will be conducted as necessary pursuant to our Cash Handling SOP.

Staffing and Anticipated Employment

To start, the consumption establishment will be staffed by two employees at a time pursuant to a schedule. Members of management will also be present at the establishment periodically and as needed.

One employee will be stationed at the entrance to check-in customers and confirm identification. This employee will oversee the flow of people into and out of the consumption establishment. After all customers and patients have been seated for a certain reservation period, this employee will be available to monitor customers for over-intoxication and will continue managing the reservation process for future seating. If

it appears that a customer or patient is overly intoxicated, this employee will be responsible for assisting in the arrangement of alternative modes of transportation home (taxi/car service/public transportation).

The second employee, a Wellness and Administration Guide, will be stationed inside the establishment and/or in the secure and smoke-free office and surveillance room. This employee will be responsible for providing advice and assistance to customers regarding the safe consumption of cannabis and the use of the consumption establishment, will oversee the cleaning and waste disposal practices in between reservation periods, and will manage the provision of beverages and consumption tools to customers. Along with the other employee on site, the Wellness and Administration Guide will also monitor customers and patients for overconsumption. A floorplan layout for the building highlighting the various public and limited access spaces within the establishment can be found in the Design Set in Sec 4.



Liberty Staff

Initially, we expect the new consumption establishment roles to be filled by four to six rotating employees that will be drawn from the existing staff of the retail center next door, which will ensure that the staff of the consumption establishment is experienced in the cannabis industry and in the established practices and SOPs of Holistic. If we determine that additional or consumption establishment-specific staff are needed, we intend to focus on continuing our practice of hiring from Ann Arbor and immediately neighboring communities. As with our dispensary employees, these hires will receive good-paying jobs with strong benefits (starting the first day of the month following their hire date) and will have ample opportunity for upward mobility within the company.

Any retail employees who are slated to work in the consumption establishment will be subject to specialized training, including:

- Safety procedures
- Security Protocols
- Consumption Establishment Operations
- Odor Control and Green Waste Disposal
- Patient Education
- Monitoring for Over-intoxication

Details regarding training and education for the consumption establishment employees can be found in Sec 9: Training and Education Plan.

In addition to the two employees at the consumption establishment, we will have a security guard on-site who will oversee the exterior security of both the consumption establishment and the dispensary. As the two facilities are immediately adjacent and mere

feet away from each other, the respective security needs largely overlap and can easily be covered by one guard. The security guard will be responsible for monitoring the flow of people outside of the premises, including the prevention of loitering, and for responding to any potential security issues.

Details on the security plan and training can be found in Sec 6: Security Plan.

Turnover Cleaning Procedures

At the conclusion of each reservation period, we have built-in a 15-minute cleaning period before the start of the next reservation period to allow for a thorough cleaning and sanitization of all areas, surfaces and equipment. The following cleaning practices will be performed during every cleaning period:

- All garbage and waste left behind, including cannabis and cannabis products, will be collected and disposed of as per waste protocols;
- All contact surfaces, including chairs/seats and door handles, will be thoroughly wiped down using an antibacterial disinfectant cleaning solution and/or wipes;
- The floor will be swept/vacuumed; and
- All consumption tools provided by the lounge will be collected and cleaned in our special high-heat dishwasher.

Opening and Closing

The opening process will begin at 11:00 A.M., when the two employees will enter the premises by key and input the code to disarm the security system. They will then jointly prepare for the first

reservations and opening at 12:00 P.M. by going through the opening checklist, which will include ensuring that the lounge area, entrance area, and bathroom are clean and ready for use. In addition, staff will prepare consumption tools for customer use, stock the refrigerator, restock cleaning supplies and hand sanitizer for customer use, and verify/reconcile cash on hand. Daily checks of the security/surveillance system and the odor control system will also be conducted prior to opening.

Closing procedures will commence at 8:00 P.M. after the last reservations have concluded. As with regular post-reservation cleaning protocols, all contact surfaces will be cleaned and disinfected, the floors will be mopped and vacuumed, and all waste will be collected and disposed of in the proper manner. All consumption tools will be collected and cleaned in the dishwasher. After all cleaning is completed, the doors will be locked, and the security alarm will be set.

Maintenance and Sanitation – COVID-19 Considerations

Our affiliates have operated vertically-integrated medical and adult-use cannabis businesses across the country for nearly a decade. While we already maintain impeccably clean and sanitary facilities, during the current COVID-19 pandemic we are taking extra precautions and moving proactively to mitigate the spread while safely serving our patients and customers. We will work with local and state regulators to ensure that we incorporate best practices in sanitizing areas, adhere to social distancing, and utilize personal protective gear to keep customers and employees safe and healthy. These steps are in addition to our already established clear and robust protocols to ensure a safe, sanitary, and efficient workplace, while also

assuring that our patients and customers have a safe and sanitary space to consume cannabis products.

Maintaining a clean, sanitary environment akin to a pharmacy or medical office mitigates the risk of equipment contamination and reduces potential safety and health concerns related to customers, patients, and staff. In addition to a focus on health during the current pandemic, we will maintain our facility in a sanitary condition to limit the potential for contamination.

In accordance with our company protocol, our Sanitation Plan requires, among other things, that:

- Equipment and surfaces, including floors, counters, walls, and ceilings, must be cleaned as frequently as necessary to protect against contamination. This is accomplished by using a sanitizing agent registered by the United States Environmental Protection Agency, in accordance with the instructions printed on the label;
- We intend to use organic cleaning supplies, including an environmentally friendly bleach alternative solution and/or antimicrobial soap when appropriate;
- Equipment and utensils must be so designed and of such material and workmanship as to be capable of being adequately cleaned;
- Trash will be properly removed after each reservation period and more often as necessary;
- Adequate protection against insects, rodents, birds, and pests of any kind will be provided through the use of integrated pest management practices and techniques that identify and manage pest problems. Regular disposal of trash is to prevent infestation;

- Staff will regularly inspect the premises for signs of pest infestation and will immediately report to management any issues observed or suspected;
- When and where necessary, we will install door sweeps, utilize sticky traps and apply safe pest prevention and management products;
- Toxic cleaning compounds, sanitizing agents, solvents and pesticide chemicals must be labeled and stored in a manner that prevents contamination of medical cannabis and in a manner that otherwise complies with applicable laws and rules;
- Equipment will be made from materials that can be adequately sanitized and cleaned; and
- Equipment, counters, and surfaces must be food grade quality stainless steel benches or tables and may not react adversely with any solvent being used.

We will require all employees to be thoroughly trained on the consumption establishment's cleanliness policies and procedures. Protocol includes hourly cleaning of all areas accessible to customers and patients during the 15-minute gap period between reservations, along with daily and weekly mandatory cleaning of the facility and all back of the house areas. All areas of the facility, including all storage areas, must be maintained in a clean and orderly condition and be free from infestation by insects, rodents, birds, and pests of any kind. At the beginning and end of each business day, employees will be given a checklist of areas and items which need cleaning and/or sanitization. Items include:

- Windows
- Doorknobs

- Welcome mats
- Countertops
- Chairs/seating
- Tables
- Bathrooms

Standard cleaning supplies will be used, including a light bleach solution or antimicrobial soap when appropriate. As items are cleaned, the employee undertaking the task must initial the checklist next to the item(s) once completed. Employees must keep detailed logs of each instance of maintenance/cleaning and record the appropriate information in our electronic recordkeeping system.

Special attention will be paid to areas receiving high customer and patient traffic. Doorknobs, seats, counters, and surfaces which customers and staff frequently handle will be sanitized at least hourly throughout the day. Alcohol-based hand sanitizer will be available in dispensaries at every table, at the entrance to the consumption lounge, and in the bathroom. Staff will also clean the entrance area and sweep the floors and sidewalk adjacent to the entranceway. Trash will be discarded at regular intervals throughout the day.

At least once a week, employees will be given a checklist of items which need enhanced attention when cleaning and/or sanitizing. Items include:

- Components of the security system (i.e., cameras, alarms, swipe cards, etc.)
- Office areas
- Employee break room
- Waste disposal room
- Surveillance room

As items are cleaned, the employee undertaking the task must initial the checklist next to the item(s) once completed. Employees must keep detailed logs of each instance of maintenance/cleaning and record the appropriate information in our electronic recordkeeping system. The detailed logs will be stored in our secured records room for at least five years. At least once a month, employees will be given a checklist of items which need more attention when cleaning and/or sanitizing. Items include the exterior façade of the building. As items are cleaned, the employee undertaking the task must initial the checklist next to the item(s) once completed.

According to protocol, the Consumption Establishment Lead will oversee all maintenance, cleaning, and sterilization activities and will inspect the work of employees to ensure that the goals of the facility are met. Moreover, the Manager will review the maintenance/cleaning logs for accuracy

used equipment into two categories for cleaning procedures and protocols: single-use and multiple-use. Single-use, disposable equipment will be sorted according to whether the item, is recyclable, trash, or green waste. Trash will be collected in black bins while recyclable items will go into blue bins. Green waste will be collected by staff at the conclusion of each reservation period and will be disposed of pursuant to our Green Waste Plan. Some examples of single-use items include rubber gloves, disposable masks, and insect traps.

Multiple-use equipment have strict SOPs for post-use cleaning. Post-use cleaning procedures apply to hard plastic reusable items and glass cannabis consumption tools (pipes, etc.). These items will be cleaned using our special high-heat dishwasher. Containers and similar equipment are scrubbed with abrasive cleanser after use and air dried. All waste bins are scrubbed and pressure washed

Daily, Weekly, Monthly Clean Room Log

Clean Room: _____

Month and Year: _____



Daily Tasks

Date completed	Counter Surfaces cleaned and sanitized	Tools cleaned and sanitized	Equipment cleaned and sanitized	Hood work spaces cleaned and sanitized*	Manager Signature

An example of one of our daily cleaning logs used at our affiliated operations across the country

and retain them for safekeeping. Staff will also be responsible for the sanitation of all equipment used at the consumption lounge. We will classify

with hot water and soap at least twice weekly.

We will provide our employees, patients and customers with adequate and convenient hand

washing facilities furnished with running water at a temperature suitable for sanitizing hands. Such handwashing facilities will be located within adequate, readily accessible lavatories that are maintained in a sanitary condition and in good repair. We will also provide effective non-toxic sanitizing cleansers and sanitary towel service or suitable hand drying devices.

Notably, we will comply with all other applicable state and local building code requirements.

Staff Hygiene

All employees will be required to come to work in a clean and hygienic manner. Face masks will be mandatory at all times. Staff will be required to frequently wash their hands, particularly after (1) handling cannabis or cannabis waste, (2) handling equipment or surfaces that come into contact with marijuana, (3) coming into contact with another person, (4) eating, and/or (5) using the restroom. Employees failing to follow hygienic protocol may be subject to suspension or termination. The hygiene policy will help ensure a safe, sanitary, sterile, and contaminate-free workplace environment.

All uniforms and work attire must be clean and free of dirt, debris, dust, and the like. As we do in our facilities across the country, we intend to issue uniforms to employees which will be laundered in-house or professionally cleaned on a regular basis to ensure their cleanliness and professional appearance. Staff found wearing soiled uniforms or work attire will be asked to immediately rectify the issue and may be sent home by management for failure to do so.

Injury and Illness Prevention

We will require staff to report to a supervisor any personal health condition that might compromise the cleanliness, sanitation, integrity, safety, or quality of our facility, or that may impact the health and safety of customers, patients, or other employees. To ensure this, we will require employees to be thoroughly trained and tested. All illnesses and health conditions reported will be treated with extreme precaution. Employees will never be reprimanded for disclosing a health condition to a manager.

When notified of a potential illness, management will use their best judgment to protect the interests of the facility, always erring on the side of caution. Optional action plans include (1) addressing the situation to eliminate the possibility of a cleanliness issue, (2) segregating the employee from interacting with other persons, and/or (3) sending the subject employee home for the day to rest. In the event that the condition is more serious, the subject employee will be asked to refrain from returning to the facility until cleared by a physician.

Sanitation and Safety Training

We will require all employees to be thoroughly trained on our sanitation and safety policies and procedures. Initial training begins upon hire and takes approximately 7-10 days to complete. All staff must complete initial training prior to commencing work.

At least once annually, staff must attend refresher training courses. Failure to attend annual refresher training will be grounds for suspension and possible termination. Sanitation and safety training topics include:

- Contamination prevention measures
- Contamination remediation measures
- Equipment maintenance, cleanliness, and sanitation procedures
- Facility maintenance, cleanliness, and sanitation procedures
- Waste and rubbish removal policies
- Employee hygiene policy
- Proper handwashing
- Marijuana and food-handler restrictions
- Green waste disposal
- Injury and illness prevention policies
- Emergency response procedures
- First-aid and CPR techniques
- OSHA compliance

Consumption establishment employees will be trained to keep in mind that the health and safety of customers, patients, and staff takes priority over all else. Employees must keep detailed logs of each instance of sanitation and must record the appropriate information in our electronic recordkeeping system. Moreover, employees will be trained to inspect each piece of equipment prior to use, particularly if such use involves contact with cannabis. If any equipment is suspected of being contaminated in a manner which cannot be cleaned or sanitized (i.e., it is unsalvageable and may pose a health or safety concern to customers and staff), it must be immediately disposed and removed from the facility to mitigate the potential spread of contamination. Upon suspicion of such unsalvageable equipment, the employee must notify the manager, who will oversee the subsequent disposal activities.

According to protocol, the manager will oversee all equipment contamination prevention procedures and will inspect the work of employees to ensure that the goals of the store are met.

Construction Budget Estimates

- Interior Fit-Out
- \$400,000
- Includes interior elements, tech, HVAC, odor control unit and monitors and related improvements
- Exterior
- \$70,000
- Includes exterior aesthetics, repair and enclosure of porch
- FFE
- \$185,000
- Includes casework, fixtures and furniture
- Total: \$655,000

These cost estimates are conservative but still developing and subject to change. We have no need to phase this project.

LEADERSHIP TEAM



Joshua Genderson
CEO of Holistic Industries Managing Stakeholder GS Ashley

Josh Genderson has risen to become one of the luminaries in the

medical marijuana industry. He is the Chief Executive Officer of Holistic Industries Inc., the nation's largest privately-owned multi-state operator, with vertically-integrated operations in Maryland, Michigan, Massachusetts, Pennsylvania, Washington, D.C, and California (Los Angeles and San Francisco) and now Missouri.

Josh's facilities in Washington, D.C. breed the high-CBD strains that parents have come to rely upon to treat their children's seizure disorders. Notwithstanding the stringent limits the District places on plant count, under Josh's management, Holistic's industrial-scale nurseries produce sufficient quantities of pharmaceutical-grade medicinal marijuana products to service its patients, all while maintaining an exemplary compliance record. As a result, the District recently solicited Josh's counsel on how to refine the municipality's rules and procedures in order to nurture more CBD strains and to further its marijuana program's medical mission.

Under Josh's leadership, Holistic has served hundreds of thousands of patients nationally while forging a close rapport with program regulators, participating physicians and local law enforcement officials. Patients request Josh's strains by name and his products carry the kind of cachet and goodwill that only the most esteemed and time-honored American brands typically bring. Josh is

also often called upon to meet with and advise federal, state and local elected officials and lawmakers about issues relating to the marijuana industry and the adoption and implementation of medical and adult-use marijuana programs.

Josh did not develop his skills in a vacuum. Josh also serves as President of Schneider's of Capitol Hill, The Gendersons' third generation, family owned wine and spirit retail, wholesale and distribution business that has been a staple of Washington, D.C. for over 70 years. Josh is also a civic leader and a generous contributor to charitable causes. He belongs to the Young Presidents Organization and he serves as a Board Member of Hearts Delight, a subsidiary of the American Heart Association and American Stroke Association. Josh is a graduate of the University of Maryland.



Travis Harrison
Chief Revenue Officer

Travis is responsible for all revenue generation at the company, ensuring that all departments are aligned to fuel and capture our rapid

growth. His primary focus is on the expansion of our Liberty Cannabis stores. Travis has significant cannabis and retail experience, most recently as COO of Pleasantrees, a Michigan-based, vertical cannabis operator, where he worked to build the infrastructure for their cultivation, manufacturing, wholesale and retail channels. He also oversaw the retail store expansion for watchmaker and style brand Shinola - growing rapidly from 7 to 32 stores - and he cut his teeth professionally at Ralph Lauren, leading 29 retail outlets.



Jamie Ware
Chief Compliance Officer of Holistic Industries

Jamie is a licensed attorney and ensures that the cultivation,

manufacturing and dispensing activities of our affiliates across the country are compliant with all federal, state and local laws, rules, regulations and ordinances. In this role, Jamie wrote and implemented our comprehensive SOP and trained local compliance personnel on how to adapt our company-wide SOP's to address the variations in state and local laws. In her daily role, Jamie conducts compliance audits and supervises our affiliates' adherence to the myriad of regulations controlling the jurisdictions in which they operate. She also routinely confers with state and local regulators to ensure a proactive compliance posture, rather than a reactive compliance posture. As a result, our affiliate operations across the country are models of regulatory compliance and serve as a frequent educational resource for federal, state and local elected officials and regulators. Jamie has earned a series of public service awards, has spoken at national compliance conferences and has contributed to scholarly publications throughout her career. Jamie received her B.A. from Arizona State University, her MSW from the University of Washington and her Juris Doctor from Temple University Beasley School of Law.



Nate Podrid
Michigan Director of Operations

With a Master's degree in Urban Planning and

Policy from the University of Illinois, Nate moved to the Ann Arbor area in 2006 to pursue a doctoral degree at the University of Michigan. There he began to participate in Michigan's nascent cannabis industry, promoting health and wellness through cannabis, particularly formulations focused on CBD. In 2012, Nate began to apply his passions and skills for local community and economic development by helping develop patient focused initiatives and development projects focused on medical-grade cannabis production. He held a position on the board of the Michigan Cannabis Development Association, helping influence policy at the State level as well as working with numerous municipalities to develop productive local ordinances. Nate now serves as the Michigan Director of Operations and Pursuit for GS Ashley, Holistic's Michigan affiliate.



Vince Canales
CEO of CLG and Associates & Security Consultant

Vince serves as the Chief Executive Officer of CLG and Associates. He has

consulted for Holistic and its affiliates where he designs and oversees security, protection and transport systems at cultivation, manufacturing and retail operations. These locations include California (Los Angeles and San Francisco), Michigan, Massachusetts, Pennsylvania, Maryland and Washington, DC. Vince brings nearly 30 years of leadership, public service, and law enforcement experience to our company. He began his career by serving 6 years in the US Air Force after high school. Having gained an interest in law enforcement, he joined Prince George's County's Police

Department after his honorable discharge in 1991. He quickly progressed to detective in the Child Abuse/Vulnerable Adult Unit and then to homicide detective.

In 2014, Vince was elected President of the Maryland State Fraternal Order of Police and he is currently serving his third term at the helm of that organization. He also currently serves as a member of the Bowie City Ethics Commission. During his military service, Vince was awarded a U.S. Air Force Commendation, an Achievement Medal, and a National Defense Medal for service during Operation Desert Shield. He graduated from Prince George's Community College and Prince George's Police Academy. He also completed the prestigious Harvard University John F. Kennedy School of Government Executive Education for Senior Executives in State and Local Government program and the Labor and Work-Life Program hosted.



Rabbi James Kahn

Director of Outreach

The Director of Outreach leads the planning, delivery, and tracking of engagement and outreach actions and activities with

customers, community organizations, allies, and partner organizations.

James is the Director of Outreach for Holistic and its affiliates. He is responsible for creating and implementing our corporate responsibility platform - a collection of initiatives focused around social equity, diversity, cannabis literacy and community

outreach. James joined Holistic in 2017 as the Director of our affiliated Maryland dispensary, but his work in cannabis began in 2012, when he and his family opened Washington D.C.'s first, family owned & operated medical cannabis dispensary. His stores have been recipients of Americans For Safe Access' coveted 'Patient-Focused Certification,' voted D.C.'s BEST by Washingtonian Magazine and featured in publications as diverse as TIME and Hadassah Magazine.

In addition to his work in cannabis, James is an ordained rabbi, having served as Senior Jewish Educator at the University of Maryland Hillel and as Director of Chaplaincy & Jewish Engagement at JSSA, the Jewish Social Service Agency serving Greater Washington. He worked as Rabbinic Director for Washington D.C.'s Hebrew Free Burial Society and led the Washington Board of Rabbis. He is a Rabbis-Without-Borders Fellow with CLAL, the National Center for Learning and Leadership, and sits on the Advisory Board of the United States Veterans Chamber of Commerce. James graduated with a B.A. from the University of Florida – Gainesville.



Megan Shank

VP of Sales

For the past three years, Megan has served as the VP of Sales for Holistic and its affiliates. She has more than 12 years of

leadership and sales experience in the healthcare industry, ranging from pharmaceuticals and software products to diagnostic testing and health education. Prior to beginning work in the cannabis industry in 2013, our Megan collaborated with pain management physicians and addiction specialists treating opioid dependence. Her desire to help

those patients experiencing severe pain access alternative medicines led her to a position as the Clinical Liaison for a medicinal cannabis company in Illinois. Megan has become an authority on medical cannabis research by attending clinical conferences with world-renowned scientists and enrolling in accredited CME cannabis courses. She has delivered hundreds of educational presentations about the therapeutic and palliative effects of medical cannabis to the medical community and patient groups. Megan graduated with a B.A. from the University of Michigan. She also completed a thirteen-course accredited continuing education program at the Medical Cannabis Institute under the Society of Cannabis Clinicians' Clinical Cannabinoid Medicine Curriculum, as well as the 10th National Clinical Conference on Cannabis Therapeutics.



Kyle Barich
Chief Marketing Officer

Kyle Barich has joined Holistic Industries, one of the largest, private multistate operators in cannabis, as Chief Marketing Officer. His role is to grow and nurture their emerging Greenhouse of Brands and help lead the rapidly expanding company. Barich will oversee the creation of increasingly national brands across customer types and form factors and will leverage particular expertise to the fast-emerging health and wellness category. Prior to joining Holistic, Kyle was leading teams, brands, clients, and advertising agencies for more than 25 years. Most recently, Kyle was the CEO of CDM, one of the largest healthcare advertising agencies in the world. CDM has offices in Montreal, New York, Princeton, Sao Paulo,

London, Paris, Barcelona, Milan and Tokyo and services major Pharma clients like Pfizer, Biogen, Amgen, and Novartis as well as many emerging biotech companies. CDM is a \$100M+ annual revenue company and is owned by the publicly-traded advertising holding company Omnicom. At agencies, Barich led launch of dozens of market-changing healthcare brands including the global launch of Pfizer's Viagra.



Sarah Stretchberry
VP of Expansion

Sarah Stretchberry is the Director of Expansion and New Market Development for Holistic Industries. Sarah joined Holistic in

2018 as the GM of Liberty Somerville, a medical cannabis dispensary outside of Boston, MA. Sarah's success in Somerville led to her promotion to Holistic's National Leadership Team, first as the Director of Special Projects, before turning to focus on New Markets. In this role, Sarah has overseen Holistic's West Coast expansion, ensuring the Company's success in large markets like San Francisco and LA. Sarah's contributions have made Holistic one of the fastest growing multi-state cannabis operators in the Country. Prior to entering the cannabis space, Sarah spent 13 years managing large chain, natural grocery stores, namely Wholefoods. In all of her work, Sarah is passionate about conscious leadership and responsible growth.

Security Plan

Section 6

SECURITY PLAN

This is the written security plan for GS Ashley's proposed consumption establishment in the City of Ann Arbor. This plan addresses and meets the application requirements of the State of Michigan, and the administrative rules promulgated by the Marihuana Regulatory Agency ("Agency" or "Department") under Sections 7 and 8 of the Michigan Regulation and Taxation of Marihuana Act, which as of June 22, 2020, are included in the rules codified in the Michigan Administrative Code as R 420.1 through R 420.809 (the "Rules").

Introduction

GS Ashley understands that security is of paramount importance. We have taken extensive measures to have professionally vetted policies, procedures and systems in place to provide comprehensive protection for employees, customers and our physical site. Along with our neighboring retail facility at 338 Ashley and our other facilities across the state, our security will meet or exceed the requirements set forth by the Department.

All security related employees will have applicable security experience and a proven track record of successfully securing commercial properties. Liberty's regional security manager will have oversight responsibility for the implementation of this plan. As the person responsible for implementation, the security group also will serve as a liaison with the executive staff and board. In addition, the security group will have oversight responsibility to review and update the plan on a regular basis (at intervals not to exceed one year) to ensure our continued compliance to the Rules. With the leadership of our Chief Security Officer, Vince Canales, we are developing a state-of-the-art plan that takes advantage of the

security industry's best practices and most up-to-date technology. This ensures that our marihuana facility operates at the highest level of security preparedness. Mr. Canales has already reached out to Ann Arbor public safety officials to enlist their input in further developing and coordinating our security procedures. The goal is for our plan to meet or exceed current standards for policing and securing this type of facility.

This Security Plan outlines measures that will minimize our security exposure, protecting the public, our customers, and our staff. In case of a breach of security, our comprehensive response capabilities will ensure the incident is quickly detected, contained, and resolved at the appropriate response level. The security at our facility is designed to reduce the likelihood of security breaches and to trigger an immediate response in the event of a breach. In addition, it is designed to control access to the marihuana consumption lounge, limiting it to authorized and properly identified personnel.

This facility will not generate a significant amount of cash, nor hold or store any cannabis products on-site. Visitors with a same day receipt from the Liberty Provisioning Center next door are allowed free entry. If they are accompanied by guests who have not made a purchase next door, these guests will each pay an entry fee of \$10. The small amounts of cash generated from the entrance fees, along with any proceeds from the possible sale of non-alcoholic beverages, will be collected at the end of each day and stored in our secure safe next door, which has security and cash management procedures already in place.

If any cannabis products are left by customers, they will be rendered inert and disposed of in

accordance with MRA regulations outlined in our Green Waste Plan detailed in section 8, as part of the daily closing procedures following the final reservation period. Despite holding nothing of value on-site, we are still treating the consumption establishment with the care and detail we do for any facility to ensure the safety and security of our employees, patrons, real property, and the surrounding neighborhood.

Physical Building

Our marijuana consumption establishment is to be located at 334-336 S Ashley St, Ann Arbor MI, 48104, commonly referred to as 336 Ashley St. The facility utilizes a smoke-free public front entrance vestibule that will be staffed with our concierge employee and monitored by security personnel during hours of operation. The staffed entrance vestibule and additional security door will deter unauthorized access to the primary consumption area, ensuring only those meant to enter the establishment are allowed inside.

This configuration yields optimal conditions for security and surveillance. These design elements will not only make unauthorized access extremely unlikely; they will also discourage any loitering or attempted thefts.

Floor Plan

A floorplan of the consumption establishment detailing the layout of the facility with cameras, as well as diagram of limited and public access areas, can be found in Appendix 6.A of this section.

Lighting

Statistics show that crimes are less likely to occur in well-lit areas because a well-lighted property is an excellent deterrent against criminals.

Security lighting is one of the most practical and effective ways to prevent crime in or around commercial facilities. We will extend the existing lighting from the Provisioning Center next door to implement a security lighting system that will continue to illuminate dark areas and detect and recognize movement around the facility. The best vision with outdoor lighting is obtained from downward directed and shielded security lighting supplemented with instant-on lighting triggered motion detectors in key areas. Extending the exterior lighting from the neighboring property will create a consistent, safe, yet inviting look for the exteriors of both buildings that does not cause light pollution, which might bother neighbors or passersby.

All walkways will be well illuminated to maximize visibility. Lighting will be operated automatically by a photo-sensor ensuring that lighting will always be optimal for video capture.

Guards

Once the facility is operational, we will employ the CLG Security Firm to provide security guards that will monitor the facilities at 338 and 336 S Ashley St. A uniformed security professional will be on-site monitoring the facility during hours of operation. All security personnel will be thoroughly screened, trained and strictly supervised by Chief Security Officer, Vince Canales. Security personnel will perform and keep records of having performed routine regular inspections of all security systems, barriers, gates, doors and locks, immediately reporting any malfunctioning or compromised security feature to the Security Manager. Any incidents qualifying as irregular or suspicious will be handled immediately.

Perimeter Security

The perimeter of the marijuana consumption establishment building will be secured by video surveillance and adequate outside lighting. Schematics for camera location and access point security can be found in Appendix 6.

Access Conditions for Staff and Non-Staff Business Associates

All staff will need keycards and electronic passcodes to access the facility and all rooms, including limited access areas within the facility. Staff here refers to anyone defined by the department as a marijuana retail or consumption establishment employee: a principal officer, board member, employee, or volunteer. Non-staff business associates are all those, such as vendors and contractors, who do business with our company but are not marijuana retailer or consumption establishment employees. To access limited access areas of either facility, non-staff business associates will need to be admitted by appropriate staff and must always be accompanied by a staff member.

Once the reason for their visit is confirmed, vendors and contractors will receive temporary identification tags at the reception window before being allowed to enter the marijuana retailer or consumption establishment. We will always require that ID cards and tags be visibly worn by all staff and non-staff within the facility. All non-staff will always be escorted by an employee within limited access areas.

Customer Access

The marijuana consumption facility property provides no off-street customer parking spaces on its premises and will actively encourage the use of

public and non-motorized transportation.

Customers will enter the marijuana consumption establishment through the front customer entrance vestibule at the northeast corner of the building, facing Ashley St. Inside the vestibule/entry area, a member of staff will check proof of age by examining customers valid state-issued photo ID, confirm reservation, and proof of same-day purchase from the neighboring Liberty Provisioning Center at 338 Ashley. If the customer with the reservation has brought guests, those ID's will be checked to confirm age and entrance fees will be collected unless they are able to show a same-day receipt from next door as well. Once the customers are confirmed to be over 21 years of age, the time of reservation is deemed correct and proper documentation from 338 Ashley provided, the check-in staff-member will buzz customers onto the primary consumption establishment floor.

Non-Customer Public Access

Persons other than management, employees, volunteers, vendors, contractors and customers may from time to time have legitimate reasons to visit our facility. These include:

- Law enforcement
- State of Michigan, Marijuana Regulatory Agency representatives
- Political officials and government administrators
- Medical, health, and social service professionals and
- The media

Further, it will be required that:

- I. Their visit has been approved by management

- II. They have been issued and are wearing a temporary facility identification tag authorizing their entry into restricted areas
- III. They are accompanied at all times by a staff member who has been specifically authorized to bring them into limited access areas

Internal Access-Point Control

Movement within each area of the facility will be tightly controlled. All main access doors will require keycards and/or electronic passcodes. In addition, customers will need to be buzzed in from the waiting room as described above. A floor plan overlay with all internal access point control locations can be found in the appendix of this section.

Electronic Security System

We will install a comprehensive electronic security system with video surveillance/recording capability, third-party monitoring, intrusion detection and panic buttons. Upon request we shall provide specifications of the system.

Video Surveillance

We will employ state-of-the art external and internal high-definition cameras. This will allow facial identification of anyone inside or outside of the facility. All cameras are equipped with motion detection and will have infrared technology for low-light conditions, capable of identifying activity at night or in unlit rooms. Our CCTV camera system with digital recorder includes:

- External video surveillance will cover all areas of possible ingress and egress. Internal video surveillance will cover the waiting room,

reception office, the marijuana consumption room, the green waste disposal area, and limited access areas and security rooms.

- Video surveillance will cover all external and internal areas and will record 24/7 showing dates and times. Cameras will be permanently mounted and will cover everything within 20 feet of entrances with clear and certain identification with a minimum of 720p resolution. The surveillance system will record images that clearly and accurately display the date and time.
- Electrical backup will be provided by an uninterrupted power supply unit sufficient to supply a minimum of five minutes of backup power to our cameras and computers. A failure notification system will provide both audible and visible notifications if there is any failure in the electronic monitoring system.

We will have a color printer on-site and will be able to provide color stills. Upon request, we shall provide specifications of the camera and recording technology and the location of cameras throughout our facility and for specifications of the backup power supply.

Secure Storage System

We have both on and off-site video storage capacity of 2TB+, enabling our system to store at least 30 days of video surveillance recording. All video recordings will be stored for a minimum of 30 days per MRA requirements and will be provided to the department, city and law enforcement upon request. Diagrams with internal camera and recording device locations can be found on page 1 of Appendix 6.A.

We will also maintain a log of the recordings,

which will include:

- The identities of the employee or employees responsible for monitoring the video surveillance system;
- The identity of the employee who removed the recording from the video surveillance system storage device and the time and date removed; and
- The identity of the employee who destroyed any recording.

Third-Party Monitoring

We anticipate contracting with an appropriate security company to help deter, detect and document security events at each facility from a remote location. The security group will monitor for fire and for security breach of doors or windows.

Trained professionals from their monitoring centers will be able to access our security surveillance system at all times and will report and document any suspicious activity. Our internal security personnel will work with the security group to establish guidelines for what entails suspicious activity and to ensure regulatory compliance.

There will be triggers around the facility to alert our monitoring team of a possible intrusion or unauthorized access. Triggers can be:

- Motion-sensor and surveillance cameras
- Unauthorized electronic access
- Security and fire alarms Upon request, we shall provide specifications of scope of protection with the security company.

Intrusion and Motion Detection

To the extent our security professionals determine it necessary for a facility that holds no cash or products, our alarm system will have motion detectors covering entryways and exits, hallways, cultivation rooms, storage rooms and windows. Motion detectors will be utilized to monitor the interior side of all exterior windows and doors. (These are separate from our video camera motion detectors.) Proposed locations for these sensors can be found on page 3 of the appendix to this section. Upon request, we shall provide specifications of our alarm system and specifications and locations of the motion sensors.

Burglary Alarm System

We shall install, maintain, and use a professionally monitored robbery and burglary alarm system that meets the following requirements:

- The control panel shall be a UL-listed burglar alarm control panel
- The system shall report to a UL-listed central monitoring station
- A test signal shall be transmitted to the central station every twenty-four (24) hours
- At a minimum, the system shall provide coverage of all facility entrances and exits, rooms with exterior windows, rooms with exterior walls or walls shared with other facility tenants, roof hatches, skylights and storage room(s) that contain safe(s)
- The system shall include at least one holdup alarm for staff use
- The system shall be inspected, and all devices tested annually by a qualified alarm vendor.

Alarm Testing

A test signal will be transmitted to the central station every twenty-four (24) hours. The alarm system will provide coverage of the facility ingress/egress points, the exterior windows, offices, production areas, storage areas, cashiering areas, and the product safe. The system will include at least one holdup alarm for staff use. Finally, the system shall be inspected, and all devices tested annually. Panic buttons and internal communications will be installed at the entry way and in the security room.

There will be multiple incoming phone lines and active telephone handsets with intercom capability. We will have these in our reception vestibule, main floor and the miscellaneous business office. Phones will be VOIP via broadband ISP. Upon request, we shall provide specifications and locations of panic buttons and phones.

Fire Security

The facility will comply with all local fire code requirements. In addition, all rooms will be equipped with smoke detectors. Rated/tested fire extinguishers are present at the marijuana retail facility. Upon request, we shall provide specifications and location of smoke detectors, and emergency escape routes.

Maintenance and Testing

All security-related systems will be routinely inspected to ensure that they are functioning properly. This includes:

- Video surveillance equipment
- Third-party monitoring equipment and

connections

- Alarm systems
- Sensors
- Electrical connections
- Motion detectors
- Smoke detectors
- Panic buttons
- Phone connections
- Information storage and backup systems
- Electrical backup systems

The Regional Security Manager will be responsible for ensuring that such inspections take place at reasonable intervals. We will promptly implement all necessary repairs to ensure continuous proper functioning of the security system. Inspection results and maintenance records will be securely kept for review by the department and appropriate oversight authorities.

Policies and Procedures for Facility Security Incident Management and Emergency Response

We understand that smooth operations require well-laid contingency plans and a staff well trained in their execution. Under the leadership of our Security Manager and with input from appropriate local agencies and enforcement authorities, we will develop a comprehensive emergency response plan.

The emergency response plan will include contingencies for non-security related emergencies such as medical emergencies, bomb threats, fires, explosions, and weather-related disasters to ensure an appropriate and orderly

response. This will prevent non-security related emergencies from becoming aggravated security emergencies as well. Emergency procedures and emergency contact numbers will be provided in writing to all employees and posted prominently in all areas of the facility. We will also develop a comprehensive set of guidelines for dealing with security threats. All staff will learn and be drilled in these procedures to ensure they are adequately prepared for emergencies. Preparedness means all staff members:

- Know how to assess emerging situations to determine the type and level of threat they may pose
- Know how to respond to different kinds of security threats
- Know which types of situations warrant the activation of panic buttons
- Know how to proceed when a security alarm goes off or a panic buttons has been activated

If a security breach is found to constitute an actual emergency, authorities will be notified as required. We will then follow the emergency response procedures that it will establish in cooperation with local law enforcement authorities for smoothly bringing the situation under their control. Procedures will be revised and updated as necessary. They will be reviewed at least once every twelve months. We will invite local law enforcement to offer their input on up-to-date security threat analysis and contingency planning.

Outside Partnerships: Liaising with Community and Local Law Enforcement

Local law enforcement and neighbors near our facilities will have the name of one or more contact

persons on our staff whom they can notify day or night in case there is a problem impacting them or that they feel may impact us. We will periodically reach out to neighbors to ensure that there are no unreported problems of this sort.

We also will reach out to local law enforcement to develop a professional working relationship and a coherent contingency plan for incidents that require a law enforcement involvement at our facility. Local law enforcement officials will be invited on-site to discuss and evaluate potential security risks, vulnerabilities and to assist in the development or enhancement of our current security program.

Closing Procedures

After the cessation of business each day, our closing procedures require that the alarms be set by the two or more individuals who will all exit at the same time. At the close of each business day, our personnel will ensure that all rooms are locked, and that the security alarms are set.

Preventing Theft & Non-Diversion

No cannabis or large sums of cash will be on stored in the building. Further, guests are only permitted to consume cannabis products purchased from our retail and provisioning center next-door at 338 S Ashley and must show their receipts as part of the entry process. This will make monitoring for theft within the consumption establishment an easy task, in that we will know who is inside and the products that they have available for consumption at any given time.

Information on products brought into the establishment will also mitigate any attempts for illicit sale or resell by patrons. If an incident of theft

occurs between patrons, we will work to diffuse any ongoing situation and immediately contact local law enforcement. Due to the small number of people allowed into the establishment at a time, and likelihood that many come in with a small group, we do not anticipate theft among patrons being a significant issue, though will be prepared to deal with it if it occurs. Diversion of products out of the statewide tracking system, METRC, is not a concern as all products in the establishment will have been purchased by the end user, and will no longer be within the tracking system.

Incident Log

We will maintain an incident log for a period of five years with reports of incidents that triggered an alarm. Such reports shall be made available to the department during any inspection of the facility. We will notify the department by electronic means within twenty-four (24) hours of any incident in which a theft, burglary, robbery, or break-in occurred, whether or not items were actually removed from the facility. Our Facility Manager shall follow up the initial notice with a written report, describing in detail the factual circumstances surrounding the incident and including an inventory of all stolen items, if applicable. The incident log will be kept in a safe, secured filing cabinet.

Suspicious Activity and Loitering

Staff will be trained to identify and respond appropriately to all levels of suspicious activity. Loitering will not be tolerated. Customers will be verbally advised at their first visit of our no loitering policy and will be given a customer information packet in which they are shown the policy in writing. Customers are asked not to show up for their reservation early and to leave the area promptly when finished. Noncompliance

will result first in a warning, then in a suspension of ability to use consumption lounge along with purchasing privileges at 338 S Ashley. Loitering by non-customers will result first in a warning from our staff or security guard, and then in notification to local law enforcement.

OPERATION SECURITY

Making sure that our routine operations follow secure procedures is as important as physically securing each facility and having emergency response procedures in place. Consistent, proactive operational security policies and procedures greatly reduce the likelihood that emergencies will arise.

Workforce Security Background Checks

We will perform background checks on all employees, volunteers, principals, directors and board members. We will also perform background checks on any contractors or vendors who regularly work within the facility or will be employed there for an extended period of time. Copies of any public records obtained through the background check process will be provided to the individual concerned. The entire background checking process will be conducted by a third-party.

We will not employ anyone who has been convicted of an offense involving distribution of a controlled substance to a minor and as otherwise prohibited by applicable law, rules, and regulations.

Also, we will not engage any contractors or vendors who would have access on a regular basis or for an extended time to restricted areas

of our facility if they have been convicted of any excluded felony offenses. All employees will be 21 years of age or older per MRTMA requirements.

Training and Drills

Security and emergency response training is only part of the comprehensive training required for all employees. Training will also cover:

- Marihuana laws and regulations
- Customer privacy, confidentiality and secure electronic recordkeeping
- Procedures for product safety
- Personal safety, fire safety, and crime prevention
- Identifying and dealing with patrons who may have overconsumed

Employees will be tested on training content and must pass the test by their third attempt to remain employed. All staff will also go through periodic refresher seminars, as well as new training on any policy updates or changes in procedure. All emergency procedures will be rehearsed in periodic drills.

In addition to training and periodic drills, all employees will receive official company reference material, written in plain English and presented in an easy-to-use outline format, explaining all our operational, safety and security policies and protocols.

In developing our official safety and security policies, we will consult with local law enforcement. We will also work with local police to develop effective ongoing employee training seminars and practices. Especially in developing our policies and training procedures on crime

prevention and security threat response, we will seek the involvement of local law enforcement. More detail on these policies can be found in Sec. 7: Training & Education Plan.

Personnel Records

We will maintain personnel records for each employee, agent or volunteer that includes:

- Application
- Documentation of all required training
- A signed statement from the individual indicating the date, time, and place that he or she received training and the topics discussed, including the name and title of the presenters
- Record of any disciplinary action taken against employee at any time during employment

These personnel records will be maintained and made available to the MRA, City of Ann Arbor, and local law enforcement upon request.

Business Hours

Our marihuana consumption establishment intends to operate every day between the hours of 12:00 p.m. and 8:00 p.m. with final reservation slotted for 7:15.

Disposal of Unused or Surplus Marihuana

We intend to dispose of unused or surplus marihuana and its by-products resulting from patrons use of the space in accordance with recently adopted MRA permanent Rules.

Operations at the consumption establishment will not include any packaging, storing or displaying of cannabis or cannabis derived products. Any

unused or surplus marijuana left by patrons, shall be rendered inert and disposed of in the same manner as similar waste and by-product is handled at our retail facilities, discussed in more detail in Sec. 8: Green Waste Plan.

Information Systems Security Securing Data

Our data and information are as valuable as our products. We do not anticipate needing to collect a significant amount of sensitive data or personal information at the consumption establishment. If in the future we do collect any sensitive information, we will take both ordinary and extraordinary measures to protect our information systems and keep our data secure. These measures include:

- Using virus protection, spam-filtering and firewalls
- Keeping software and OS updated
- Using passwords and changing them frequently
- Using secure wireless networks
- Restricting web browsing
- Initiating frequent and secure data backups. We will limit access to our network by using unique user passwords and by restricting IP addresses and MAC addresses to specific computers. The use of third-party email, web, and data servers will be avoided. We will provide training on user security procedures
- All data and information from our security system and from our inventory control system will be secured, encrypted, and backed up automatically every night, not only to a private server on-site, but also to a secure, off-site server location. Should there be an emergency, natural disaster, or criminal breach at our facility, all data will remain

safe and remotely accessible on our remote backup server

- For data backup we will be using a time capsule on-site and an encrypted FTP for transfer to secure off-site storage

Customer Information

Just as sensitive and important as our security system data and our inventory tracking data are our customer records. We take customer's privacy very seriously. Consequently, all the safeguards in place to protect and preserve our security data and inventory control data will also be employed to preserve customer information and prevent any breach of customer confidentiality, ensuring that the electronic storage, transmission and retrieval of customer health information is secure. Customer records, should there be any, will be stored on a secure database and encrypted at the OS level.



Ann Arbor
 338 South Ashley Street
 Ann Arbor, MI

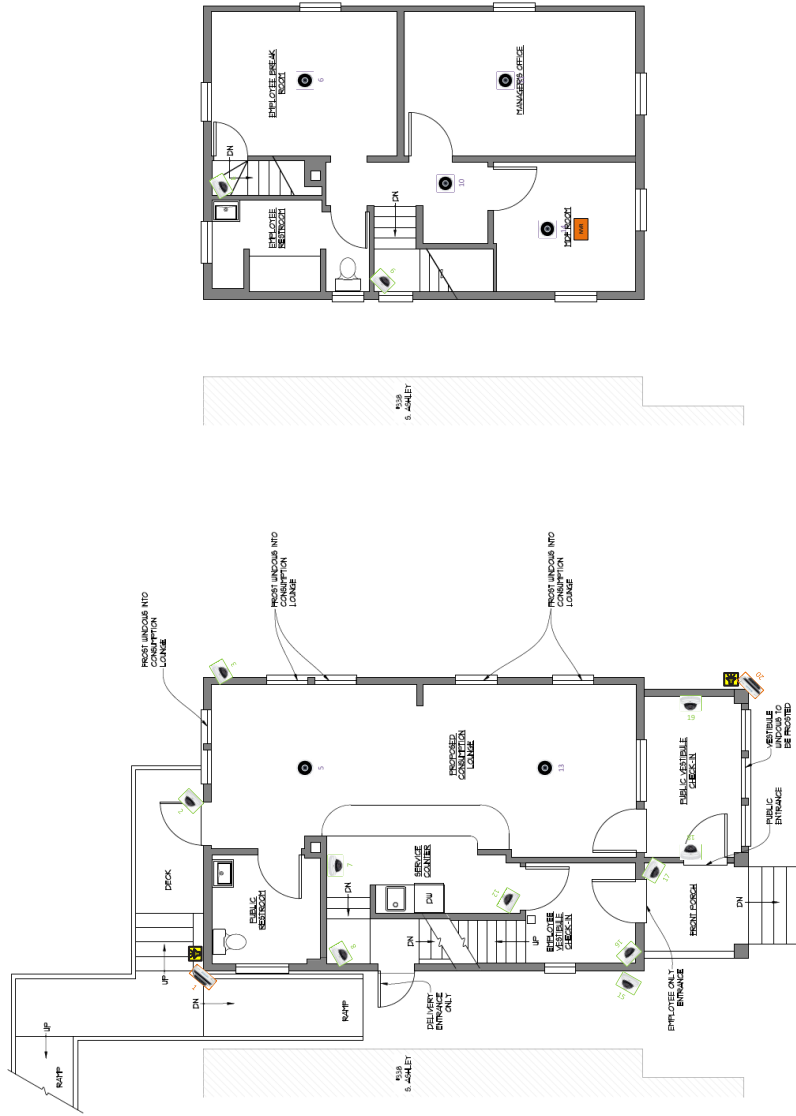
CCTV Security Overlay

	NETWORK CCTV RECORDER	1
	FIXED LENS HIGH DEFINITION CAMERA	12
	6MP FISHEYE CAMERA	6
	4MP FISHEYE OUTDOOR DOME RENTED BULLET CAMERAS	0
	4 LENS MULTI-SENSOR CAMERA	2
	3 LENS MULTI-SENSOR CAMERA	0
	IN-VOICE DOWN SPEAKER	2
	CLIENT CONTROL CENTER	0



Prepared by:
 Brandon Gotschall/rough

Date:
 11/7/2020



Ann Arbor
 338 South Ashley Street
 Ann Arbor, MI

CCTV Security Overlay

	POST RELEASE OUT WITH DOOR	1
	PROXY RELEASE IN WITH DOOR	3
	MAIN ACCESS CONTROL PANELS	1
	DOOR RELEASE	0
	Video Intercom	1



Prepared By:
 Brandon Garaburgh

Date:
 11/27/2020



Ann Arbor
 338 South Ashley Street
 Ann Arbor, MI

CCTV Security Overlay

	CONTROL PANEL	1
	1 SET OF POWER CONTACTS	4
	INTRUSION DETECTOR	1
	WIRETAP DEVICES	0
	MOTION DETECTOR WALL MOUNT	9
	MOTION DETECTOR CEILING MOUNT	0
	PANIC ALARM	1
	PANIC ALARM WALL MOUNT	1
	GLASS BREAK	9
	INTRUSION DETECT	1



Prepared By:
 Brandon Goodenough

Date:
 11/27/2020



Odor Control Plan

Section 7

At the proposed Liberty Consumption Establishment at 336 South Ashley Street, all smoke and odor will be rapidly eliminated and recycled or released from the roof of the structure as odorless scrubbed air. This process ensures that zero odor leakage or off-gassing will be perceptible outside of the primary consumption area of the building. We will achieve this through a comprehensive three-pronged approach, including structural improvements, precisely controlling and monitoring air flow within the space, and utilizing a specialized industrial air filtration system for the entire building. A diagram outlining all the components of this plan can be found in Sec 4: Design Set, A-203.

Building Improvements

The facility will undergo structural improvements to mitigate the potential for any smoke or odorous gasses passing through existing cracks or crevices in the walls of the 1902-constructed building. In addition to eliminating the potential for odor leakage, this step will greatly improve the environmental functioning of the facility, making it extremely efficient to heat and cool.

The first step will be injecting insulation foam into the existing exterior walls of the structure, along with utilizing up to a six-inch-thick spray foam barrier in the attic to weatherize and seal the space where parts of the air filtration system will be located. The injection foam is applied into the walls as a liquid which slowly expands in size, filling tiny holes and cracks while adding a layer of insulation. This will further increase the efficiency of the building while filling any potential leakage. We will follow the foam installation by sealing the entire structure using the AeroBarrier sealant system by AeroSeal.

AeroBarrier is applied through pressurizing the entire structure and blowing the acrylic-based sealant into the space. The sealant is self-guided to the edges of leaks, filling gaps from ½ inch diameter to smaller than a human hair. In addition to filling all envelope leaks, all visible and not-visible ducting will be sealed, negating all internal as well as external leakage. As the sealant sets,



Injection Foam Insulation

pressure and environmental conditions are monitored to ensure optimal coverage is achieved. AeroSeal systems are utilized commercially in hospitals, research facilities, and pharmaceutical labs to control airflow and eliminate leakage as a cause of room-to-room contamination. For our facility, this means there will be no odor or gas leaking from the primary consumption space of the building into other areas of the building or externally.

Following the sealant installation, walls will be painted with an enamel semi-gloss. This provides a smooth, wipeable surface that acts as an added layer of repellent for smoke and odor while blocking seepage that can occur with traditional drywall. Existing windows will be replaced with insulated fixed glass low-e panels. These frosted glass windows will be caulked and permanently sealed, removing them as a potential point of failure for the system. Doors into the consumption space and to the exterior of the building will be sealed metal doors with a sweep at the base.

Air Flow Control and Monitoring

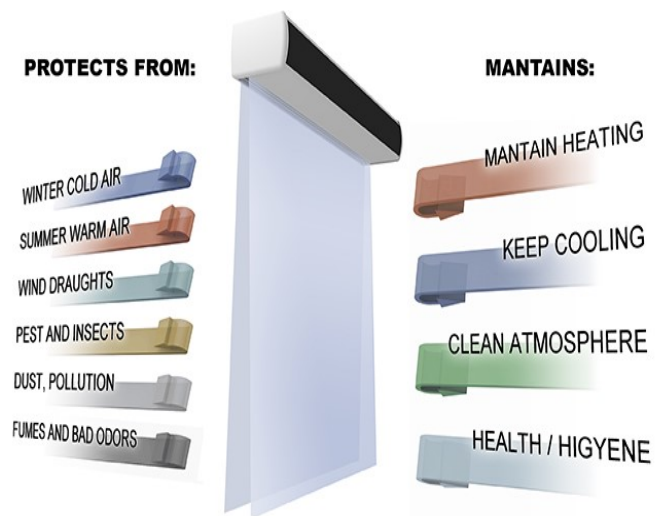
The entire facility will be outfitted with negative air pressure, with distinct areas within the building pressurized to varying levels depending on use. We will have the ability to continuously monitor and adjust the pressure, which will provide us with control over the quantity and quality of the air going into and out of each area. Any air leaving the facility will be drawn through the specialized filtration system prior to being released at the Southwest corner of the roof, free from odor or smoke particulate.

The primary consumption space will have the strongest negative pressure, with air turning over completely at a minimum of once every three minutes as illustrated on the diagram on page A-203 of the Design Set. All air drawn from this area will pass through the specialized air filtration system designed by Purafil Filtration Group.

Between the consumption space and the main ingress/egress points for the building, including the main entrances for both staff and customers, we will have consumption-free buffer spaces that act as ‘airlocks’ between the consumption area and exterior of the building. These buffer

rooms are also equipped with negative pressure, though at a lower level of pressurization than the primary consumption space. The air in these buffer airlocks will turnover completely once every six minutes and will also pull all exhaust through the Purafil system.

The differential in pressurization between the consumption-free buffer zones and consumption area results in air from the exterior of the building being drawn into the anteroom buffers when the primary ingress doors are opened, while pushing air into the more heavily pressurized consumption space when the internal door between those spaces is opened. Only one of the two doors to the anterooms will be able to open at a time, further ensuring air can only be drawn inside. As an additional precaution and layer of protection, we will have high-powered air curtains positioned above the primary ingress/egress points for the building. This creates another layer of high-powered air that pushes any air near the exterior door back into the anteroom.



Air Curtain and its benefits

This pressurization and airflow control system will have monitors across the separate zones with an alarm to indicate if pressurization in any area has changed. This will allow employees to become immediately aware of any possible point of failure within the system. Rather than needing to wait until a failure is noticed, we will be able to proactively address the problem before any odor emanates from the facility. This technology is commonly used in hospital wards for highly infectious diseases as an added layer of protection, ensuring no contaminated air inadvertently leaves the space other than through the air filtration system.

Specialized Air Filtration System Operation and Specifications

The negative pressure with added air curtains will efficiently clear all air from the consumption space, buffer areas, and remaining spaces of the building by pulling it all through the advanced industrial odor and smoke removal module central to the odor mitigation system. Our Purafil unit will be designed and engineered for the specific requirements of this use and space by High-Tech Environments of Troy, Michigan, in conjunction with the structural engineers at JRED Mechanical Engineers of Dearborn, MI. The Purafil component central to the system utilizes a proprietary custom media blend that removes all odorous gases – even those that common industrial carbon filters cannot eliminate.

The Purafil filtration system features gaseous and particulate filtration sections for complete control of contaminants. All airborne particulates and gaseous air will pass through a total of 5 filters culminating in the scrubbed odorless exhaust being recycled or released through a vent located at the roof's southwest corner.

The Purafil module consists of 2 prefilters, 2 custom media filters and a final stage post-filter.



Specialized Odor Media

The first prefilter is a 30% MERV 7, which removes larger particles such as molds, dusting aids and aerosol sprays. The primary purpose of this filter is to protect the rest of the system by removing larger airborne particulate matter that could clog the subsequent finer filters, disrupting airflow and reducing efficiency of the system. This filter fills the quickest and will be replaced every 3 months.

The second prefilter is a 90% MERV 13, which removes cigar and other tobacco smoke, all bacteria, droplet nuclei (sneeze), along with anything one could possibly see or feel in the air. Many of these particles are so light and fine they would otherwise remain suspended in the

air for hours. The negative pressure in our facility clears these particulates entirely every three to six minutes depending on the area of the building. This prefilter will be replaced on a 4-6 month cycle.

The air next travels through two media filters utilizing Purafil's custom Sphinx Odor Max media blend. Each filter independently removes 99.9% of odors and is designed specifically for this use. Rather than rely on one-size-fits-all carbon filters, these mixed media filters last twice as long and remove odorous gases that activated carbon cannot. They also do not fail in humid weather without forewarning, as is common for standard activated carbon odor control systems. The media blend incorporates two strong oxidizing compounds, sodium permanganate and potassium permanganate. The media-filled filters utilize a process of chemisorption to transform contaminant gases into harmless solids that become trapped in the filter. Unlike activated carbon, which trap the contaminant gases themselves, the inert solids held in the Purafil filter render the spent filter completely harmless so it can be disposed of with regular garbage pickups. The air is slowed down as it passes through these filters ensuring maximum time for oxidation and containment.

We expect these filters to last 6-8 months based on a comparison of similar systems scaled for this facility. That said, during the first year of operating the system, we will replace the filters every three months. These lightly used filters will be sent to the Purafil labs for media life analysis and capacity testing. Following the four quarterly tests over the initial year, Purafil will be able to precisely determine when the filters will need to be replaced in the future. This will remove any potential for failure due to a spent filter, while

ensuring that the filters efficiently utilize their capture capacity. This type of analysis is not possible with common activated carbon filtration systems. Rather, with carbon systems, the user often does not realize the filters are full and need to be replaced until after they have failed, and the effects are noticeable outside.

The final postfilter is meant to catch anything that may not have been caught or absorbed prior. These backstop filters are rarely used and can last years. Still, we plan on replacing them on the same cycle as the media filters. The entire Purafil module is durable and adhesive-free with no gasketing to prevent off-gassing.

This holistic odor control system, including building improvements, controlled airflow and advanced odor removal system, will eliminate any potential for odor or smoke leakage to the outside of the facility, while improving the efficiency of the building and air quality inside the structure. Additional specifications for the Purafil system can be found in the appendix to this section.



Double Wall Side Access (MDWPSA)

Sizing

Material: Aluminum (standard)
Module: PK-12 Plastic Disposable Module
Blower: Single Blower
Airfl w: 1200 CFM
ESP: 0.2 iwg

Dimensions

Height: 2'
Width: 3'
Velocity: 200 FPM

Section Details

Pre-Filter

Filter Efficiency: 30%
Filter Depth: 2 in.
Filter Model: PP-30 (2 in. box) 30% Eff.

Pre-Filter

Filter Efficiency: 90%
Filter Depth: 4 in.
Filter Model: JFL-90 (4 in. box) 90% Eff.

Blower Section

Options

Drive: Direct Drive (Suggested)
VFD: Yes (Required)
Vibration Isolator: Cork Isolator (Standard)
Light: No
Special: No

Electrical

Voltage: 220-230 V
Frequency: 60 Hz
Phase: 1 phase
Type: General Purpose
Spark: No

Chemical Filter

Filter Type: PK-12 Plastic Disposable Module
Filter Depth: 12 in.
Chemical Media: PK-12 Module Tracking (empty)

Chemical Filter

Filter Type: PK-12 Plastic Disposable Module
Filter Depth: 12 in.
Chemical Media: PK-12 Module Tracking (empty)

Final Filter

Filter Efficiency: 30%
Filter Depth: 2 in.
Filter Model: PP-30 (2 in. box) 30% Eff.

Build Options

Certification: None
Door Location: Left Side Only
Paint: No Painting Required
Lifting Lugs: No (6)
Weatherproofing: No

Inlet/Outlet Options

Rain Louver: None
Control Damper: None
Actuators: No (0)
Mist Eliminator: No

Electrical Accessories

Blower DC: Yes (1)
Terminal Boxes: No (0)
Grounding Lugs: No (0)
Emergency Stop: No
Control Panel: No
OnGuard: No

Gages

Material: 0.060 Aluminum 3003-H14
Grouping: Group gages
Mist Eliminator: None
Blower: None
Pre-Filter: Magnehelic Gage
 0 @ (None)
 1 @ (0-5 iwg, 0-2 iwg)
Chem Filter: None
 0 @ (None)
 0 @ (None, None)
Final: Magnehelic Gage
 0 @ (None)
 0 @ (None, None)
Total Gages: 2

Specials

Custom Paint: No Painting Required
Control Damper: None
Special Openings: No
Control Panel: No
Special Requests: Yes
Blower Special: No

Description	Qty	Price	Resolution
PK12-SPHINX-ODORMAX	6		

PRODUCT BULLETIN

PURAFIL SIDE ACCESS UNIT



The Purafil Side Access System (PSA) is designed to remove both particulate and gaseous pollutants for general odor and corrosion control in commercial and industrial environments.

The PSA offers Purafil's patent-pending Posi-Track technology, which creates a positive seal to prevent air bypass and enhance filtration efficiency.

Custom Design:

The flexibility of the Purafil Side Access System permits customized designs for specific installation requirements. A full range of size options, prefilter selections and particulate final filter alternatives are available for customization of your system.

Easy Maintenance:

Purafil's Side Access Systems are tracked to house disposable MediaPAK™ modules, which are factory filled with your choice of Purafil media. When the media inside the module is spent, the old module is simply replaced with a new one; no tools are required.

Maximum Efficiency:

The use of the patent-pending Posi-Track™ technology offers a higher filtration efficiency than other side access system designs. The key to the Posi-Track self-sealing technology is the slanted tracking and corresponding notch in the MediaPAK module. The weight of the module forces it against the channel and creates a positive seal with the tracking.

As an alternative to pelletized media modules, the PSA is also available with PuraGRID filters containing GridBLOK technology, Purafil's newest gas phase-air filtration medium. This revolutionary new filter is designed to supply a large amount of chemical filtration with minimal pressure drop, increasing operational performance and energy savings.

PRODUCT BULLETIN

PURAFIL SIDE ACCESS UNIT

Media Selection:

Purafil offers a wide variety of engineered, dry-chemical media that target individual contaminants. You may customize your selection of engineered media according to the contaminants present in your unique environment.

Retrofit Applications:

Purafil's systems accommodate virtually any airflow, offer a wide selection of filter options, and are not limited by size. Flexible system designs enable you to tailor your system according to the needs of your budget, space and air handling system.

System Support:

Ask your local Purafil representative for details on the technical services offered by our state-of-the-art laboratory. Purafil's comprehensive service program includes media life analysis, environmental classification coupon testing and competitive media capacity testing.

Structural Integrity:

The Purafil Side Access System is constructed of aluminum double-wall casing, with monolithic panels for system rigidity and uniformity. The double-wall material allows for quieter operation and thermal efficiency and with the addition of the rounded edges, provides a sleeker finish to the unit.

PRODUCT BULLETIN

SPHINX ODOR MAX BLEND

SPHINX Custom Media Blends

Are you ready for a custom solution that captures the odors that activated carbon leaves behind and lasts 2X longer? A one-size-fits-all solution won't cut it, which is why Purafil engineered SPHINX custom blends to address the unique problems you face while permanently removing gases—even the ones carbon can't remove—from the air. This is done through chemisorption, which chemically transforms gases into harmless solids that remain trapped inside the media.



SPHINX Odor Max Blend

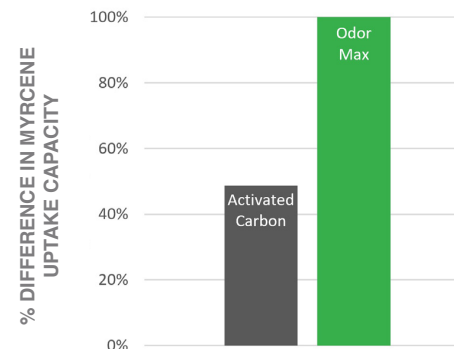
Our SPHINX Odor Max Blend features proprietary media that, unlike carbon, provides complete removal of all odorous gases commonly found in grow facilities. It provides a longer service life and increased performance in high humidity environments for truly complete odor removal.

- Removes 99.9% of odorous grow house gases
- Ideal for use in: Indoor Grow Houses, Greenhouses, Agricultural Facilities
- Has a longer service life and increased performance in high humidity environments
- Removes a broader range of gases and contaminants than carbon
- Minimizes powdery mildew growth
- Higher odor removal capacity than SPHINX Odor Blend
- Available in:
 - Canisters, V-Bank, Modules, Odor Fan
- Target Gases: Terpenes, Thiols, Mercaptans, Sulfides, Aldehydes, VOCs
- Patent-pending

APPLICATION GUIDELINES

Temperature	-4°F to 125°F (-20°C to 51°C)
Humidity	10 - 95% RH
Air Speed	60 - 500 fpm (0.3 - 2.54 m/s)
Performance	99.5% (min) initial removal efficiency in Purafil systems
Bulk Density	34 lb/ft ³ (0.54 g/cc) ±5%

2X LONGER LASTING FOR TERPENE



Engineering Specifications

1.0 Media Performance

- 1.1 Shall be the proprietary SPHINX engineered media blend designed for grow house odor removal
- 1.2 Engineered media shall use chemisorption process to chemically transform contaminant gases into inert solids trapped inside the media, removing gases permanently from the air, unlike activated carbon
- 1.3 Engineered media shall be rated to withstand a continuous operating temperature of up to 125°F
- 1.4 Engineered media shall come in a factory-sealed device from Filtration Group
- 1.5 Media Life Analysis (MLA) shall be conducted to determine remaining usable life

Purafil products and services are intended to be used only in compliance with activities that are permitted and licensed under all applicable state laws and regulations.

PRODUCT BULLETIN

PK-12 AND PK-18 MODULES

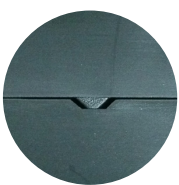
SPECIFICATIONS

Nominal Size	PK-18: 24" wide x 6" high x 18" deep (610 x 152 x 457 mm) PK-12: 24" wide x 12" high x 12" deep (610 x 305 x 305 mm)
Media Volume	PK-18 contains 0.5ft ³ (0.014 m ³) PK-12 contains 1.0 ft ³ (0.028m ³) of the user's choice of Purafil dry chemical media.
Temperature	-4° F to 125 °F (-20° C to 51°C). See bulletin for the chosen contained chemical media for specifics.
Filter Medium Bed Depth	PK-18: 1" (25.4 mm) PK-12: 3" (76.2 mm)
Pressure Drop	PK-18: Not to exceed 0.405 IWG @ 500 ft/min (101 Pa @ 2.54 m/sec) face velocity PK-12: Not to exceed 1.20 IWG @ 250 ft/min (299 Pa @ 1.27 m/sec) face velocity



Purafil's PK-18 and PK-12 MediaPAK™ Modules will help you save energy, money and time while improving indoor air quality, removing odors and preventing corrosion. The specialty design features a durable, adhesive-free construction with highly aerodynamic airfoil screens, easy access sampling ports and the patented Posi-Track™ Purafil technology.

Improved Airflow Distribution: Purafil's professional team of scientists and engineers have created an aerodynamic airfoil screen design. This enhancement provides a lower pressure drop, thus saving you energy costs.



Optimized Filtration Efficiency with Virtually Zero Bypass: The Posi-Track™ self-sealing technology, flat frame design and tongue and groove module notching secures a tight seal between module to module and module to housing. These

features eliminate the need to add gasket material.

Zero Off-Gassing From Adhesives or Gaskets: The new module construction is adhesive-free and gasket-free, ensuring no off-gassing from these materials.

Easy Replacement or Retrofit: Purafil's modules can be inserted into existing module or cassette based equipment. The product label QR Code (or web address) provides a quick link to Material Safety Data Sheets (MSDS) and product information, making reordering less time consuming.



Easy Sampling: The sampling port is easy to remove with coin or straight edge, allowing you to effortlessly take advantage of Purafil's free media life analysis testing services. This can save you money and time by providing

an estimated media replacement date so you can use the module to its fullest extent and avoid prematurely reordering.

Higher Contaminant Removal: Purafil's proprietary manufacturing innovations ensure that the media has a high pore structure to absorb more contaminants than other comparable products. Full utilization of the media coupled with higher removal capacities results in fewer change-outs with less maintenance time and costs.

PRODUCT BULLETIN

PK-12 AND PK-18 MODULES

Factory-Filled Performance: Purafil's MediaPAK modules are factory-filled with your choice of engineered dry-scrubbing media. During Purafil's unique manufacturing process, each module is placed on a media settling table to ensure a packed bed thus preventing bypass of contaminated air within the module. This product is manufactured at Purafil's global headquarters under ISO 9001:2008 quality management system.

Rigid and Durable Construction: The MediaPAK modules are constructed of High Impact Polystyrene (HIPS), making them suitable for varying climates and environmental conditions. The module's rigid frame eliminates the possibility of bowing, which has been reported to cause air bypass in competitive systems. This provides maximum system efficiency throughout the life of the media.

Environmentally Friendly: MediaPAK modules are constructed of 100% recyclable plastic. The module contains your choice of Purafil dry chemical media, which is non-toxic and non-hazardous as supplied.

Engineering Specifications

1.0 General

- 1.1 Filters shall be Purafil® Modules manufactured by Filtration Group
- 1.2 Filters shall be available in nominal depths of 12" or 18"
- 1.3 Filters are manufactured by an ISO 9001 registered company

2.0 Housing Materials of Construction

- 2.1 Module frame shall be a high impact plastic construction with custom tongue and groove flat frame designed tracking to accept PK-12 and PK-18 modules
- 2.2 Module shall have durable adhesive free construction and no gasketing to prevent off-gassing
- 2.3 Module shall have sampling port removable with a coin or straight edge for quick removal of media for analysis
- 2.4 Module shall have aerodynamic airfoil screens to enable low pressure drop
- 2.5 Each module shall be placed on a media settling table during construction to ensure a packed bed to prevent bypass of contaminated air within the module

Easy to Handle and Lift: Each module is designed as two half units, making it easy to lift and install.

Disposal Instructions: To recycle the MediaPAK module, first discard spent media. Take the empty module to a local recycling facility. To dispose of the entire module, including media, Purafil advises you to follow local, state, and/or national regulations.

UL Classified: See complete marking on product

Pressure Drop: MediaPAK modules factory-filled with Purafil's granular media were chosen at random from stock and submitted for full-scale testing by an independent laboratory following the procedures and guidelines of ASHRAE Standard 52.2-2010 "Method of Testing General Ventilation Air-Cleaning Devices for Removal Efficiency by Particle Size." Purafil's Posi-Track™ technology and flat frame design requires no gaskets and virtually eliminates bypass. Competitive modules requiring gaskets and/or clips is an acknowledgment of inherent bypass.

2.6 Module shall have a media volume and filter bed depth of 1 ft³ and 3" for the PK-12 and 0.5 ft³ and 1" depth for PK-18

3.0 Media Performance

3.1 Modules shall be filled with one of the custom Purafil® engineered media blends for commercial use

- Jet & Diesel Exhaust Blend
- Outdoor Pollution & Corrosion Blend
- Kitchen Odor & Smoke Blend
- Bathroom Odor & Ammonia Blend

3.2 Engineered media shall use chemisorption process to chemically transform contaminant gases into inert solids trapped inside the media, removing gases permanently from the air, unlike activated carbon

3.3 Modules and Engineered media shall be rated to withstand a continuous operating temperature of up to 125°F

PURAFIL FILTER OPTIONS

4

PARTICULATE FILTERS




Purafil filtration systems feature gaseous and particulate filtration sections for complete control of contaminants. Purafil offers a custom selection of the following particulate filter options:

Model	Nominal Size in (mm)	Rating	Nominal Airflow cfm (m ³ /hr)	Initial P iwg (Pa)	Terminal P iwg (Pa)
TP-25	12 x 24 (305 x 610)	ASHRAE 20 - 25% Not MERV tested	800 - 1000 (1359 - 1700)	0.23 - 0.35 (57 - 87)	0.70 (174)
	24 x 24 (610 x 610)	ASHRAE 20 - 25% Not MERV tested	1600 - 2000 (2720 - 3400)	0.23 - 0.35 (57 - 87)	0.70 (174)
PP-30	12 x 24x 1 (305 x 610 x 25)	MERV 7	500 (850)	0.15 (37)	0.70 (174)
	12 x 24 x 2 (305 x 610 x 51)	MERV 7	750 - 1000 (1274 - 1700)	0.15 - 0.27 (37 - 67)	0.70 (174)
	24 x 24 x 2 (610 x 610 x 51)	MERV 7	1500 - 2000 (2550 - 3400)	0.15 - 0.27 (37 - 67)	0.70 (174)
	12 x 24 x 4 (305 x 610 x 102)	MERV 7	1000 (1700)	0.20 (50)	0.70 (174)
	24 x 24 x 4 (610 x 610 x 102)	MERV 7	2000 (3400)	0.20 (50)	0.70 (174)
FF-90	12 x 24 x 11-1/3 (305 x 610 x 287)	MERV 14	1000 (1700)	0.50 (124)	1.50 (373)
	24 x 24 x 11-1/3 (610 x 610 x 287)	MERV 14	2000 (3400)	0.50 (124)	1.50 (373)
PH-97 HEPA Filter	12 x 24 x 11-1/3 (305 x 610 x 287)	99.97 on 0.3 µm	500 (850)	1.00 (249)	2.00 (496)
	24 x 24 x 11-1/3 (610 x 610 x 287)	99.97 on 0.3 µm	1000 (1700)	1.00 (249)	2.00 (496)
JFL-90	12 x 24 x 5 (305 x 610 x 127)	MERV 13	400 - 1000 (680 - 1700)	0.30 - 0.80 (75 - 200)	1.20 (299)
	24 x 24 x 5 (610 x 610 x 127)	MERV 13	800 - 2000 (1359 - 3400)	0.30 - 0.80 (75 - 200)	1.20 (299)



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Green Waste Plan

Section 8

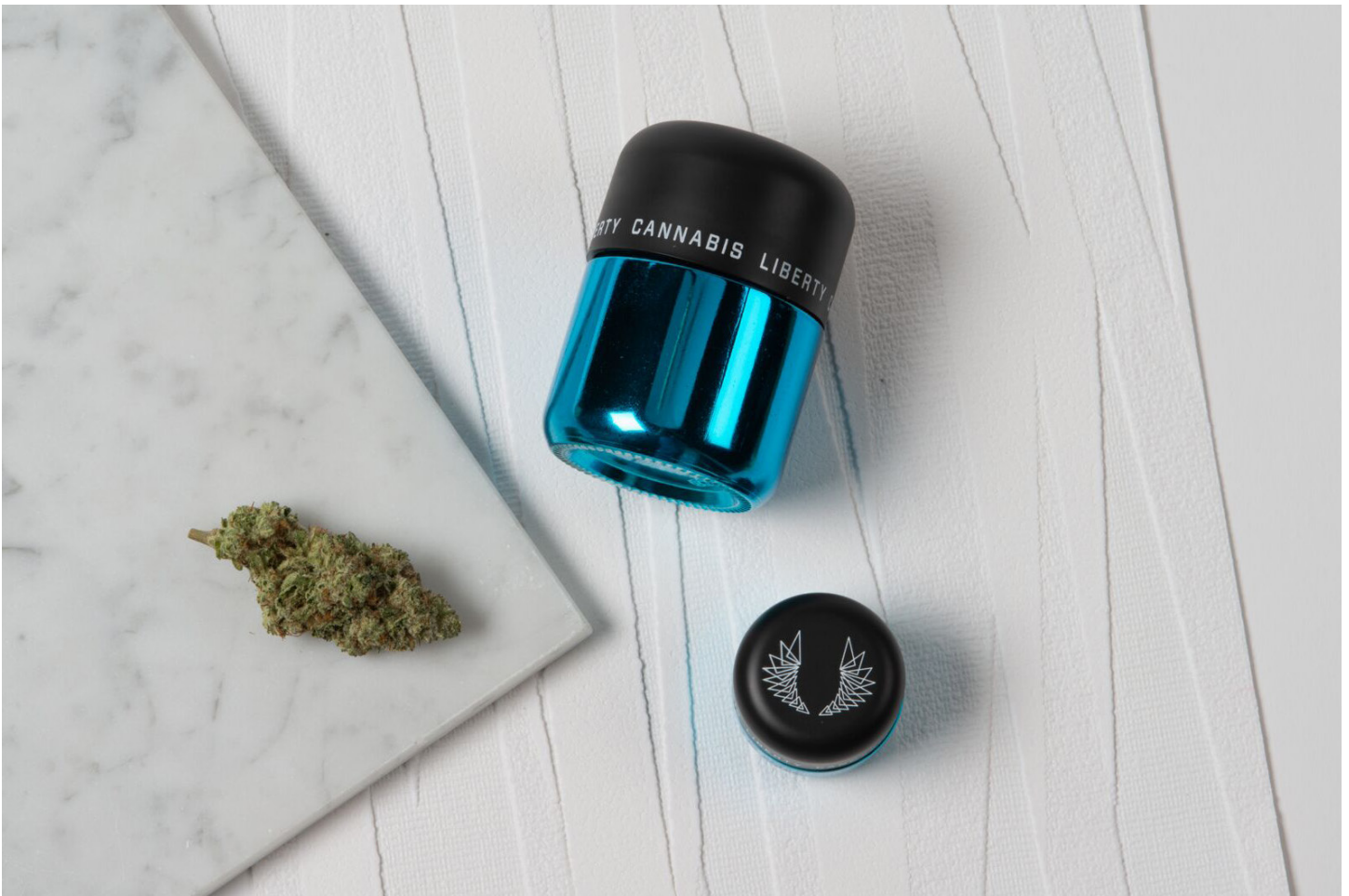
Green Waste Management Plan

At the Liberty Consumption Establishment located at 336 South Ashley Street, there will be no cannabis product storage, packaging, transferring, or receiving. Accordingly, we expect minimal amounts of potentially usable green waste to be created at the site. If there is cannabis waste, it will primarily be the result of customers leaving behind their personally owned cannabis or cannabis products, in addition to some incidental remnants left over as a result of consumption activities. This cannabis waste will already have exited the statewide inventory monitoring system, METRC, at the point of sale at the next-door Liberty Retail and Provisioning Center. Still, in accordance with Rule 420.211 (12), we will collect, log, destroy and properly dispose of all material that could be

considered usable cannabis waste.

The Liberty consumption establishment will maintain a strict policy that it is not responsible for holding or returning any personal cannabis or cannabis products left at the site after a customer has exited the establishment. Forgotten cannabis and cannabis derived products - along with any incidental byproduct created while consuming at the site - will be collected and rendered unusable immediately following each customer leaving the facility. This waste will then be securely stored in an unrecognizable and inert state, prior to being disposed of offsite in accordance with the Rules.

When a customer leaves the Consumption



Establishment, the employee charged with cleaning and disinfecting the space will be responsible for collecting any potentially usable cannabis or cannabis product and byproduct left behind. Any such product will be considered waste. We will keep a running log of all waste collected at the site. These logs will include, (i) the date and time the item was collected, (ii) a description of the item, (iii) the details of the method and manner of destruction, (iv) the volume and weight of the cannabis waste (both before and after destruction), (v) the names and employee identification numbers of the agents conducting the destruction and disposal activities, (vi) the name and address of the municipal waste landfill, resource recovery facility or incinerator that accepts the cannabis waste for disposal, and (vii) the signature of the on-duty manager in charge when the waste exists the facility. Logs will be maintained in a secure part of the limited access area and will be available to the Agency upon request. Although the state does not currently specify how long to maintain these logs, we will keep them on file in both a digital and hardcopy format for at least 5 years, as per the standard practice at our affiliate facilities in other states.

As with our Retail Center next door, a compactor will be located in the limited access area of the Consumption Establishment that will be used to grind all waste into a fine dust. We will then render the ground compacted waste unrecognizable by incorporating it into a mixture that includes at least 51% of one or more non-consumable, solid waste materials. This mixture will result in any cannabis waste and byproduct being unusable and unrecognizable. In accordance with Rule 420.211 (1), the solid non-consumable wastes may include compostable mixed waste such as (i) paper waste, (ii) plastic waste, (iii) cardboard waste, (iv) food

waste, (v) grease or other compostable oil waste, (vi) fermented organic matter or other compost activators, and (vii) soil, or (viii) other wastes approved by the Agency. As with our neighboring retail center, we plan to primarily use damp soil for the non-consumable media.

The cannabis waste mixture will be placed in a designated storage space within the limited access area of the establishment while awaiting pick-up for delivery to an allowed solid waste facility in accordance with Rule 420.211 (6). The Consumption Establishment waste will be picked up for removal on the same schedule as the retail facility next door, which produces far more green waste through its daily operations. Prior to removal, waste from the consumption establishment will not be mixed with waste from the retail facility next door.

Training & Education Plan

Section 9

TRAINING AND EDUCATION PLAN

Managers and employees at the proposed Liberty consumption establishment located at 336 South Ashley Street will be fully cross trained with the retail operations next door. Within the retail facility at 338 S Ashley St, as with all our affiliates in Michigan and across the county, we focus on training employees across a variety of roles and responsibilities beyond their primary area of focus. This helps mitigate possible imbalances in the allocation of labor as a result of events such as employee termination, resignation, or illness. Cross-training also affords our employees a broad set of knowledge, creating the opportunity to become subject matter experts in the medicinal properties of cannabis and the various product formats, as well as many of the steps required to run a successful public facing facility in a highly-regulated and competitive market. These varied experiences and depth of knowledge employees gain will aid in career development and open opportunities to take on new roles and responsibilities either within Holistic or elsewhere in the growing and dynamic cannabis industry.

Cross-training, and the fact we will only allow the consumption of products purchased through the Liberty Retail store next door, allows the Wellness and Administration Guides in the consumption space to have an intimate knowledge of the products being consumed. These guides will understand all aspects of the products customers bring into the space, including strength, recommended dosage, activation time, common effects, and administration methods. This will be immensely helpful for our customers, especially less experienced users, and will help mitigate the possibility of overconsumption.

We anticipate our initial group of employees at

the consumption lounge will be drawn largely from existing employees at Liberty Retail. New employees will begin their training in the retail center in order to receive the broad base of cannabis and operational knowledge delivered through our rigorous and tested training program.

Training Overview

To ensure a safe, sanitary, efficient and compliant workplace, we require all managing stakeholders, on-site managers and employees of both our retail and consumption establishments to participate in an expansive and ongoing training and education program. Before being hired, all prospective employees and on-site managers are subject to a background check and will be properly screened during the application process. Additionally, a comprehensive interview and hiring process will ensure that they meet the requirements set forth by the Marihuana Regulatory Agency ("MRA" or the "Agency") in the Michigan Administrative Code under Section 420.602, as well as potential issues of concern to the Ann Arbor and our own stringent internal standards.

All managers and other staff are required to participate in our company wide training sessions (both at the on-boarding stage and on an annual basis). Thus, in addition to the eight hours of training for on-site Managers and Wellness and Administration Guides, our internal training requires employees to complete over 30 hours of training and will take approximately 7-10 days to complete. This training simultaneously covers adult-use retail along with health and wellness concerns, and the array of administration methods commonly used across the various formats.

During the initial program, new hires will partake in a company-wide orientation that is designed to teach them to effectively work in a highly-regulated industry in a safe and efficient manner. In particular, all retail and consumption establishment employees will be thoroughly trained in (i) specific uses of cannabis or cannabis-infused products, (ii) risks of overconsumption and means to mitigate, recognize and respond to intoxication, (iii) regulatory inspection preparedness and law enforcement interaction, (iv) the legal requirements of maintaining employment including reporting any new or pending charges or convictions and (v) federal, state and local laws and regulations. In addition, the orientation will cover company-wide issues such as fire and safety training, medical emergency training, and security training. Every newly hired employee must also sign a company code of conduct affirming their commitment to the safe, secure and proper storage of cannabis and cannabis derived products, which must be reaffirmed on an annual basis during the mandatory refresher training courses.

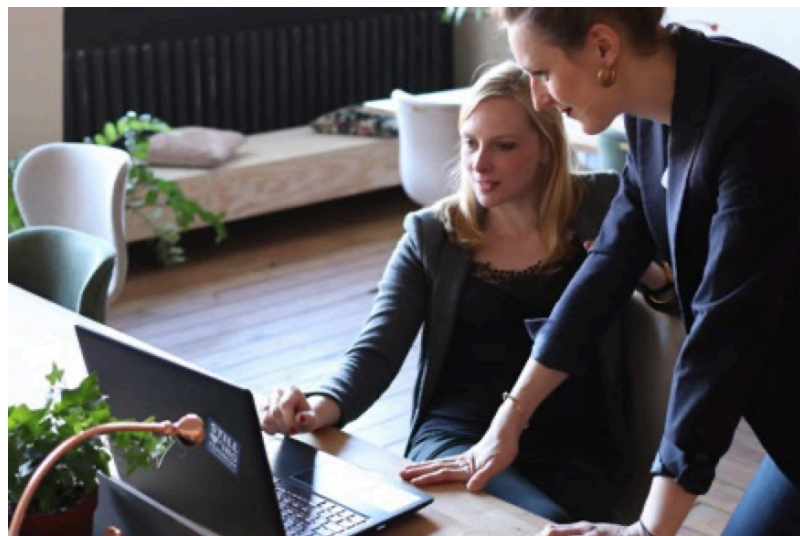
When operating a consumption establishment alongside our adult-use retail and medical provisioning center, our core mission is to help improve customers' well-being. To that end, we require our team to provide customers necessary and appropriate information about cannabis and specific information on its use for each customer's therapeutic need. This information includes the types of strains, modalities, dosages, activation times, administration methods and available products.

To provide the best counsel and information on how cannabis may interact with a customer, qualified personnel and individually assigned

mentors will train new staff on the (i) importance of confidentiality and respect to inspire trust and comfort in customers that elect to share intimate personal details with our Wellness and Administration Guides, (ii) pharmacology of cannabis and its active ingredients, (iii) potential therapeutic and adverse effects of cannabis, (iv) dosage forms and pharmacodynamics impact, (v) potential drug interactions, and safety issues with the use of cannabis, including recognition of substance abuse disorders and acute intoxication, (vi) safe techniques for use of cannabis, alternative methods and forms of consumption/ inhalation, (vii) our available product offerings, (viii) and common cannabis administration methods and devices.

Training Program

Due to our experience operating consumer facing cannabis facilities across nine states, we understand that one of the primary tools to safely and efficiently manage a compliant cannabis business is a trustworthy, professional and highly trained staff. In addition to the company-wide orientation, retail and consumption employees and managers will receive specialized training in their respective area of focus and role within



Associate on the job training

the organization. We will implement real world tested policies and procedures to ensure the safe, secure and proper handling of cannabis and cannabis-infused products. The Ann Arbor retail and consumption establishment training program will consist of a series of classes, videos, workbooks, manuals, one-on-one sessions, shadowing and mentorship programs with expert and seasoned employees and situational drills. Our training program will ensure compliance and a deep understanding of the rules, policies and procedures, security measures, job requirements, SOP's, cannabis dosage and pharmacodynamic impact, potential drug interactions, security procedures, safety procedures, including responding to a medical emergency, and strategies to prevent, recognize and respond to overconsumption.

Our individualized training programs may include:

- Health and safety concerns of cannabis use, including the responsible use of cannabis, its physical effects, onset of physiological effects, recognizing signs of impairment and the appropriate responses in the event of overconsumption, product information, purchasing and personal limits, cannabinoid information, serving size, and consumption information including any warnings and forms of consumption
- Laws, regulations and prohibitions on driving while under the influence
- Prohibition on the entrance or sale to minors
- Federal, Michigan, and relevant local regulations and rules
- Acceptable forms of identification, including how to check identification, common mistakes made in verification and detection of false and expired forms of identification
- Safe storage of cannabis and cannabis-derived products to keep safe from minors and maintain product integrity
- Waste identification, handling, management, and disposal
- Health, safety and sanitization standards at the consumption facility
- Security and surveillance systems and requirements
- Permitting inspections by state and local licensing and enforcement authorities
- Privacy issues for patrons
- Visitor policies and procedures
- Security measures and equipment use/maintenance
- Understanding products and labeling including dosage, activation time and administration methods for varying formats
- Recognizing symptoms of substance abuse disorders and acute intoxication
- Disposal (green waste and other)
- Cleaning and sanitation
- Current state social distance rules and other COVID-19 related health measures if applicable
- Protocol for safely lending, using, and sanitizing administration equipment
- Emergency protocol
- Environmental control systems
- Any other new areas determined by applicable rules and regulations

Managers and Wellness and Administration Guides will undergo group and one-on-one storage related training, including food handling, ideal product storage conditions, quarantine

inspection, investigation, testing protocols and diversion or resale prevention and detection techniques. This ensures that everyone is prepared for their individual roles.



All staff members must master the mandatory training modules and will be tested on completion. Considering the breadth of information, training instructors must be sure that all trainees internalize the vast information necessary to properly and professionally run a successful cannabis facility. We will supply course materials and workbooks complete with visual aids and blank pages for notes. We believe that repetition and role playing will facilitate learning. During orientation, employees and managers will undergo various team building exercises. We feel a strong cohesive team makes for a safer environment, enhances workflow and productivity and makes for a friendlier workplace environment.

In particular, our training modules will include, but not be limited to:

- Prerequisites: concepts, procedures and certifications required for the particular training module at hand

- Objectives: goals and skills expected to be acquired and the concepts to be mastered upon completion of the module
- Course content: topics, procedures and protocols covered in the specific module
- Instructor supporting materials: a packet that includes additional handouts and articles not yet incorporated in the module but considered to be of value in helping trainees achieve the stated objectives of the training module
- Supplemental reading: list of books, articles, published papers and documents that could help the trainee retain the course information and expand their knowledge base
- Training completion documentation: Certificate of Completion must be reviewed and signed by the trainee and the instructor upon completion of the training module. This will be stored in the employee's file held by Human Resources
- Evaluation: series of quizzes and tests before and after attending a specific module to quantify how much program participants have improved their knowledge and skills on the topics covered. Trainees are also asked to evaluate their learning environment and the efficacy of our methods and instructors. This participant feedback helps us to improve our training program. Examples include exit interviews, evaluation forms and focus groups.

Before engaging in any hands-on training, trainees must have demonstrated proficiency on the topics covered in the training modules by having average test scores no lower than 75%. Those needing extra assistance or special examination accommodations shall notify Human Resources, who will ensure that the employees needs are

adequately met. As each examination has been successfully passed, the trainee will be issued a certificate verifying mastery, which will then be held with our Human Resources Department.

In an effort to continually improve our training program and keep store employees current with advancements in the industry, we will search for ways to improve course materials, instruction methods and the measure in which we deliver the content (e.g., in some cases web-based modules may be more efficient than in-class instruction). As we do in our affiliated entities across the country, we will offer elective training modules to anyone interested. These training subjects are based on the employee's interest and potential skills needed to increase productivity.

Refresher Training

At least once every twelve months, all employees will be required to attend at least 12 hours of our internal refresher training courses, where they will receive updated and current information on things such as (i) updates to security equipment, (ii) updates to facility policies and procedures, (iii) updates to federal and state cannabis laws and regulations, (iv) the most recent data regarding pharmacology of cannabis and its active ingredients, (v) the most recent data regarding potential therapeutic and adverse effects of cannabis, (vi) the most recent data regarding dosage forms of cannabis and their pharmacodynamic impact, (vii) the most recent data regarding potential drug interactions and consumer safety issues with cannabis use, (viii) the most recent data regarding recognition of symptoms of substance abuse disorders and acute intoxication, and (ix) other pertinent subjects that could enhance the level of service provided

by our staff. Providing this and other pertinent information on at least an annual basis will enhance the level of service provided by our staff. These refresher courses include new and updated information to keep our staff current with best practices in the industry and new developments in program regulations.

The goal of our refresher training program is to ensure that every employee receives comprehensive training and is proficient with the most recent and relevant procedures and protocols required to perform their assigned tasks. Failure to attend annual refresher training will be grounds for suspension and possible termination. Our Human Resources Department will keep a record of attendance and will notify those who risk suspension in a timely manner.

Cannabis Education Procedures for Customer-Facing Staff Members

All of our patient and customer-facing staff must be thoroughly trained upon hire (and re-trained on an annual basis) on our retail and consumption establishment SOP's. These SOP's have been adopted and modified from our experience operating compliant cannabis facilities in several of the most highly-regulated medical marijuana states across the country. All of our employees must complete initial training before being permitted to commence work at the retail store. Our initial training for these employees will begin upon hire and will take approximately 7-10 days to complete. Additional training topics will include: (i) identification authentication and verification (including detection of false and expired forms of identification), (ii) professional conduct, (iii) conflict resolution, (iv) security features of the facility, (v) cannabis and its therapeutic uses, (vi) our available product offerings, (vii) common cannabis

administration methods and devices and, (viii) our available administration devices.

We use PowerDMS as our compliance management program. It contains all of our training modules and requires staffers to sign off on training and SOPs that have been completed and/or reviewed. PowerDMS also sends notifications to remind employees to take refresher courses and to advise of updates in our policies and training regimen.

Human Resources Recordkeeping

The Human Resources Department will be tasked with ensuring that all new hires attend initial training courses, and all retail employees attend their annual refresher training. PowerDMS records all topics studied and subject matter examination certificates issued to trainees are stored within PowerDMS.

These certificates will verify that they successfully passed the training course. We will also retain electronic and hardcopy versions of all training materials and attendance records for at least 5 years. All training materials and other relevant records will be made available for inspection by the Department upon request.

Staffing Redundancy, Qualifications and Cross-Training

In order to make sure all employees are properly trained and cross-trained, we will implement the following policies:

- Upon hire, Human Resources will enter all new employees into our required training program which must be satisfactorily completed before commencing work (but not to exceed 90 days after hire). We will cover

costs of all required employee training

- Training will begin with internal and external trainers covering a wide assortment of subjects, including diversity training, operations, security equipment and measures, product transportation and receiving, product storage, quarantine, inventory quality assurance measures, label verification, inventory management, recall and return policies, diversion prevention, sanitation and safety measures, recordkeeping, identification verification, privacy issues, use of our internal point of sale system and the state's METRC track-and-trace system
- The training program will consist of a series of classes, videos, workbooks, manuals and one-on-one sessions. Trainees must take and pass subject matter examinations and obtain a Certificate of Completion

Human Resources will make follow-up training tools available, including enrollment in our mentorship program whereby an experienced employee will individually mentor a new employee in retail operations and specific job responsibilities. This hands-on mentoring will reinforce much of the information taught and provide a forum for new hires to ask more detailed questions or seek enhanced assistance in mastering a subject:

- Human Resources will maintain electronic records of all training courses taken and successfully completed by each employee. Human Resources will also track the progress of each employee to ensure they complete all required training before commencing work at our facility. Those employees found to be deficient will be properly reminded of their obligation to complete training

- All staff will be required to undergo annual training, including up to 12 hours in our refresher training program. Failure to complete refresher training within 60 days of the anniversary of hire is grounds for suspension or termination
- Human Resources will track each employee's completion of refresher training requirements and provide ample written notices of pending due dates

Security and Crime Prevention Training

Employees will undergo exhaustive security training. The security training will include, among other things, (i) facility security systems, (ii) operation of security equipment and reviewing the major differences and security measures associated with the facility's public areas and the operations zones, (iii) emergency notifications, response and reporting procedures, (iv) effective patrolling of the facility, (v) identifying and preventing opportunities for diversion, (vi) high intensity situation policies and procedures, (vii) the proper method for securing cannabis at the beginning and end of each day, (viii) facility access controls, (ix) customer verification and registration, (x) product receiving protocol, (xi) product handling and storage, (xii) criminal and threatening incident response and situational awareness, and (xiii) recognizing suspicious behavior, including unusual purchasing habits.

All staff must understand their respective security roles and responsibilities, including the chain of command, in the event of any security breach. Employees at all levels will be trained by the managers from our third-party security operator and consulting firm, CLG & Associates, LLC, in

order to identify threats and vulnerabilities, devise mitigation strategies and contingencies and to understand potential targets and how to respond accordingly.

We will implement proven measures and procedures to ensure the prevention and detection of any unlawful activity, including the resale of products within our consumption facility. All employees will be thoroughly trained on our security and surveillance plan beginning at the on-boarding stage. Staff must complete initial training prior to commencing work and undergo annual refresher training.

The training program comprises a series of classes, videos, workbooks, manuals and one on-one sessions to ensure compliance with facility rules, company policies and procedures, and security measures. We will ensure trainees retain all pertinent information through the use of multiple-choice questions, open-ended questions and/or oral examinations upon the completion of each training session. As each trainee passes an examination, he/she will be issued a certificate verifying mastery of the subject. At least once per year, all staff will be required to attend refresher training courses. A copy of all certificates will be retained by the HR department for safekeeping.

Initial training begins with the general security layout of the facility, reviewing the major differences and security measures associated between the facility's public and operation zones (described above). Although only a select few will actually operate the security equipment, all staff is required to know the location and proper use/maintenance of the equipment, particularly the surveillance system, alarm system and controlled access locking mechanisms.

Additional security training topics include:

- Premises access control
- Customer verification and registration
- Protecting limited access and operations zone
- Visitor policies
- Security equipment use, functionality and maintenance
- Protecting the vault
- Record storage
- Surveillance recording storage
- Shipping and receiving protocols
- Product handling and storage
- Contacting the Department, law enforcement, and other emergency responders
- Diversion and theft prevention measures and conflict resolution techniques
- Basic crime prevention and detection
- Monitoring to ensure no resale of product per state regulations
- How to deal with possible loitering outside the building
- Criminal and threatening incident response and situational awareness
- Recognizing suspicious behavior

Staff will be trained to prioritize the safety of individuals above all else. To reinforce training, staff will undergo security breach drills to enhance preparation and response time in case of a criminal incident or other emergency. Security personnel will undergo additional training to ensure appropriate techniques are internalized.

Security guards will be trained to sweep the premises on a regular basis, including the areas

immediately adjacent to the entryway and areas that contain cannabis and cannabis derived products. Conflict resolution, personal safety measures, and law enforcement communication protocol will also be taught to employees so that any incident is handled with an appropriate and timely response.

Diversity Training

We are an equal opportunity employer and always look to engage or employ the highest quality applicants regardless of race, creed, color, religion, sex, gender identity, sexual orientation, disability, age, socioeconomic status or national origin. We know that a diverse company is vital to facilitating innovation and promoting a safe and happy workplace environment. Accordingly, we have developed a comprehensive diversity training plan to ensure all employees are trained in diversity and cultural awareness.

Our cultural awareness and diversity training program, and the corresponding refresher courses, are mandatory for all employees prior to commencing work and to continue working in our organization. The training modules will cover diversity, inclusion, respect, implicit/ unconscious bias, cultural competency, sensitivity, civility, affirmative action plans and monitoring and reporting.

Training will also involve collective conversations where employees will be trained to think through situations from all perspectives and anticipate the consequences of their decisions. After training, employees will be tested to ensure that they understand the policy. All test results will be retained in the employee's file.

Sexual Harassment and Discrimination Training

We have a zero-tolerance policy for any discrimination and/or any harassment that involves unwelcome sexual advances or conduct that affects an individual's working environment. To maintain a safe and respectful workplace for our employees and clients, all employees are required to receive sexual harassment training. Before beginning work and in annual refresher courses, employees will receive training on the definition of sexual harassment, what actions can be classified as sexual harassment, relevant statistics, impacts on the workplace, developments in sexual harassment law, and local policies for responding and reporting incidents of sexual harassment.

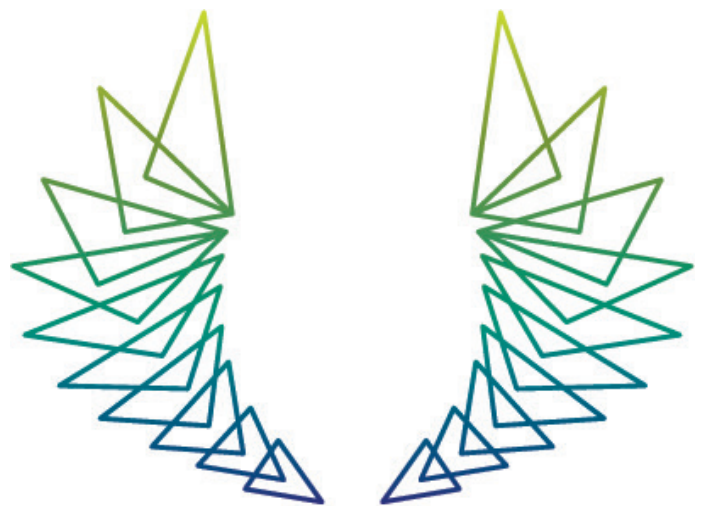
These trainings will include in-person lectures, presentations, group discussions and role-play situations. Employees will be tested to verify the information is retained upon completion of each module.

The trainings will (i) give practical examples of harassment through real-life scenarios, (ii) include guidance on how to respond to such behavior and how to make formal complaints to a supervisor, and (iii) identify the supervisor responsible for processing complaints and provide an alternate contact if that supervisor is unavailable or unsuitable for whatever reason.

Employees will be taught about how to avoid sexual harassment, including social awareness, stress reduction tips, workplace civility, empathetic listening, assertive communication and conflict resolution approaches. Our employees will know how to respond in the moment with phrases to express that such behavior is unwanted and to

prevent the situation from escalating.

Open communication and continuing dialogue are key components to our sexual harassment and discrimination program. The facility will have a monthly safe-space roundtable where management and staff can freely discuss and resolve bias issues. We will also openly display our policies to regularly remind employees of our diversity policies and ensure full compliance with our diversity goals.



LIBERTY

Good Neighbor Policy

Section 10

GOOD NEIGHBOR POLICY

Liberty Consumption Establishment
334-336 S. Ashley St.
Ann Arbor, MI
48104

ABOUT US

Liberty is home to a diverse community of patients, caregivers, cannabis enthusiasts and advocates. While our backgrounds are varied, we are united by a shared mission: ensuring cannabis serves as a force for good in the communities we call home. We accomplish this mission by investing heavily in cannabis education initiatives, community outreach projects and most importantly, by being a good neighbor. As ‘good neighbors’ we commit to:

- Maintaining a clean and beautiful space
- Ensuring no customers double-park or otherwise obstruct traffic
- Providing adequate lighting to illuminate the outside street and sidewalk areas
- Keeping customers from loitering around the building
- Prohibiting the consumption of cannabis outside the premises
- Providing adequate ventilation so that cannabis cannot be smelled outside the building
- Addressing local issues in a fast and effective manner

Real Impact

Liberty’s corporate social responsibility platform, Liberty Cannabis Cares, seeks to improve the health and welfare of local communities. When COVID-19 first struck and PPE was in short

supply, Liberty utilized vendor relationships to source and donate more than 6000 KN95 masks (2000 were sent to hard hit nursing homes in the Detroit suburbs). We converted our processing labs to make hand sanitizer and donated much needed funds to struggling non-profits across the country. In 2021, we are working with our Ann Arbor neighbors to beautify S. Ashley Street. Specifically, we have targeted a vacant plot of land adjacent to our site that is owned by the City



that can become overgrown with vegetation and is ripe for illegal dumping. With approval from the city, we hope to improve the site by adding native, low-maintenance landscaping, a decorative trash can, small bench and a dog waste bag dispenser.

Signage

Liberty currently and in the future will not utilize signage or advertising on street frontage with any references to cannabis, weed or marijuana.

Outside Lighting

Liberty will continue to provide outside lighting in a manner that illuminates the outside street and sidewalk areas and adjacent areas as appropriate.

Odor Control

Liberty will continue to provide adequate and appropriate ventilation and filtration to prevent any cannabis odors from being detected outside of the building. This plan is detailed in Sec 7: Odor Control Plan.

Maintain Sidewalk

Liberty will continue to ensure that the premises, adjacent sidewalk, alley, walkways and surrounding area are in good condition at all times.

Prevention of Double-Parking

Liberty has always had a strict policy prohibiting patrons from double-parking outside the premises or utilizing any other private parking along Ashley St. Security Staff will continue to monitor the road outside using 360-degree video surveillance. In the event that a patron double-parks, security will ask them to repark before entering the store.

Prevention of Loitering

At all times during operating hours, Liberty will maintain at least one on-site unarmed security person for both buildings whose duties are to ensure the safety and security of customers and staff and to maintain a gatekeeper function, only allowing qualified individuals to enter retail or the Liberty Consumption Establishment. Liberty will refuse service to anyone that is visibly intoxicated. Liberty will post a sign that reads: "No loitering or lingering at any time. All such persons will be asked to relocate." Security Staff is always equipped with both a "walkie-talkie"-style radio over which they can communicate instantly with the onsite manager and other staff working inside the store or safe consumption space, and a cell phone.

Our Liberty store at 338 S Ashley has a long track record of successfully disallowing any of our customers to linger on or near the premises. When the Liberty Consumption Establishment at 336 S Ashley is licensed and deemed safe to begin operations, it will do so on a reservation-only system with ample time between parties to clean and disinfect in preparation for new guests. We will act in strict accordance with all current state safety mandates and best practices, including limiting the number of patients allowed inside at any given time. This increases the health and safety for our guests and will also greatly reduce the possibility of loitering on the premises.

Level 1: In the event of a person lingering or loitering outside the store, Liberty will instruct its onsite Security Staff to politely instruct any and all such person(s) to relocate. If questioned, staff is trained to inform the individual that both the safety and security of the customers of the store as well as City policy requires that the sidewalk area immediately adjacent to a commercial cannabis facility be kept clear at all times. Seeking to demonstrate respect for the dignity of all person(s), Liberty staff will be trained to be courteous and polite to any such persons being asked to move.

Level 2: In the event that the Level One interaction is unsuccessful and the individual refuses to leave but does not otherwise present an immediate threat to staff or customers, Security Staff is trained to call the non-emergency police number 734-794-06920 and report the situation. During the wait time, Staff will continue to encourage the individual to leave.

Level 3: In the event the Level One and/or Two interaction is unsuccessful or the person(s) at

any point exhibits behavior that may threaten the safety of staff or customers, Security Staff is trained to dial 911 and report the incident immediately.

Prevention of Littering

Liberty will strictly prohibit littering in or around the premises. We will provide ample opportunities for waste collection prior to guests leaving the Liberty Consumption Establishment. Any and all green waste will be dealt with in strict adherence with our existing state-mandated policies rendering all material inert and quickly locked in a secure safe until it is picked up for proper disposal.

Consumption

Liberty will prohibit the consumption of cannabis products outside the premises, by:

- Posting clear and prominent “No Smoking” signs where smoking is banned, including sidewalks and business entrances.
- Posting “No Consuming Cannabis” signs where cannabis cannot be consumed.
- Asking customers who are smoking or consuming cannabis in a banned area to stop.
- Ensuring notices are large, well-lit, prominently displayed and maintained.

Notices

Liberty will post notices on the premises that:

1. Direct patrons to leave the establishment and neighborhood peacefully and in an orderly fashion.
2. Direct patrons to not litter, block driveways, or double park.
3. Advise individuals of the prohibition on loitering.

4. Advise individuals that smoking of cannabis is prohibited.
5. Ensure notices and signs are clear, big, well-lit, prominently displayed and maintained at all public entrances and exits from the establishment.

Security

Liberty will have security guards on location at all operating hours, including guards placed inside the front entrance. Security guards will perform routine patrols of the premises and the surrounding areas during all operating hours. Liberty will be monitored 24/7/365 by security staff via surveillance and monitoring equipment. Liberty will also secure the premises within 50 feet of any public entrance and exit. All cannabis-related activity will take place inside the Liberty facility and will not be visible from the street.

Community Friendly Hours

Liberty Consumption Establishment is not planning to open for guest use until it is deemed safe to do so in accordance with current health and safety mandates from the state of Michigan. When Liberty does begin to operate it will follow all COVID-19 related state and federal guidelines and utilize a reservation only system, within the following hours: Monday-Sunday 12-8 p.m.

Admission to the lounge will be made by reservation only and will be limited to 45 minutes per patron, with up to five guests, or two groups of four people with maximum guest occupancy of eight, at one time to promote accessibility and avoid loitering. Final reservation timeslots for admitting new guests to the Liberty Consumption Establishment will be at 7:15 p.m.

Lease Agreement

Section 11

LEASE AGREEMENT

For

334 - 336 S. Ashley Street

Between

**Andrew & Benjamin Curtis of
A & B LLC**

And

GS Ashley LLC

BC *(EM)*

LEASE AGREEMENT

It is hereby agreed between A&B LLC, located at 103 E. Liberty Street, Suite# 207, Ann Arbor, MI 48104, hereinafter referred to as Lessor, and GS Ashley LLC, hereinafter referred to as Lessee, as follows:

Premises: Lessor, in consideration of the rents and covenants herein specified, does hereby let and lease to Lessee the following described property: 334-336 S. Ashley Street, Ann Arbor, MI 48104, situated and being in the City of Ann Arbor, County of Washtenaw, and State of Michigan, with a zoned Commercial D2 building and two vehicle carport in the eastern section of Lot #5, parcel #09-09-29-409-006 to wit: the entire property hereinafter referred to as "the premises."

Term: The initial lease term will be for two (2) years. The commencement date will begin on the first day of the month immediately following the departure of the current tenant, the premises being completely vacated, and Lessee takes possession of the premises. Lessor will notify Lessee in writing when the premises has been vacated and Lessee can take possession of the premises, and of the commencement date of this lease. Lessor shall deliver possession of the premises to Lessee within sixty (60) days of the date of this Lease Agreement. In the event that the commencement date does not begin within sixty (60) days of the date of this Lease Agreement, Lessee may terminate this Lease Agreement by providing written notice to Lessor. Lessor agrees that if a Lessee does not obtain all necessary licenses, permits and authorizations to operate a "Designated Marijuana Consumption Facility" (as that term is defined in Section 7:602 of Chapter 96, Title VII of the Code of the City of Ann Arbor (as amended and restated, modified or supplemented from time to time)) is not granted, this lease term will then be for one (1) year from the commencement date, if desired by Lessee, and written notice of that desire is given to Lessor. Further, it is agreed that if a license for a "Designated Marijuana Consumption Facility" is not granted, Lessor shall sign a Lease Termination Agreement, if desired by Lessee, in order to find a new tenant to occupy the premises earlier than the one-year lease term. Lessee will have an additional three (3) options to renew for two (2) years each.

For future reference: Lessor has notified Lessee in writing that commencement of this lease will begin on:

The first day of the month of APRIL, 2020.

Rent: Rent is due by the first of each month, payable to A & B LLC, and delivered to 103 E. Liberty Street, Suite 207, Ann Arbor, MI 48104. Lessee does hereby covenant and promises to pay Lessor or representatives and assigns for rent of the premises with rent payments made on the first day of each month through the remainder of the Lease. Upon signing this Lease, Lessee shall pay Lessor for the first month rent and the Security & Damage deposit.

Lessee agrees to pay rent and rent increases to Lessor as follows:

First day of commencement month, 2020: \$4,000 (Four thousand dollars)
 First day of commencement month, 2021: \$4,120 (Four thousand one hundred twenty dollars)

Rent reduction: Lessor grants Lessee a rent reduction of \$500 (five hundred dollars) for every month until Lessee obtains all required licenses, permits or authorizations to operate the business as a "Designated

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Marijuana Consumption Facility.” On the first day of the next month after the license is received, the rent reduction will cease, and the scheduled rent will begin.

Security and Damage Deposit: Upon signing this Lease, Lessee shall deposit with Lessor the sum of \$6,000 (six thousand dollars) as security and damage deposit for any damage occurring during occupancy. The security and damage deposit shall not be used as part of the last month’s rent. Upon termination Lessor and Lessee will inspect the premises and if the premises are clean and not damaged, normal wear and tear accepted, the security damage deposit will be promptly returned to Lessee. The security and damage deposit will not be interest bearing. Lost keys will be replaced at Lessee’s expense.

Late Fee: Rent not received by the fifth (5th) day of any month is subject to a late fee of \$100 (one hundred dollars). Late fees are immediately due and payable and are above and beyond the rent due.

Utilities: Upon the commencement date, Lessee covenants to pay all gas, electric and water utilities for meters dedicated to 334-336 S. Ashley Street, Ann Arbor, MI 48104. Lessee may not install additional mechanical, electric or water utilities in the premises without the written consent of Lessor. Lessee agrees to pay for all internet, cable, phone and/or security alarms and/or cameras dedicated to the premises.

Real Estate Taxes: Upon the commencement date, Lessee will pay Lessor one hundred percent (100%) of real property taxes levied on the building; parcel I.D. number 09-09-29-409-006. Lessee will also pay for all real and personal property and improvements upon or affixed to the leased premises, including taxes attributable to all alteration, additions or improvements made by Lessee. Lessee will pay for such real estate taxes within fifteen (15) days after receipt of Lessor’s notice in writing for same, and if not fully paid within the 15-day period, a late fee will be assessed of three percent (3%).

Insurance: Upon the commencement date, Lessee will pay one hundred percent (100%) of insurance for extended coverage of the building, parcel I.D. number 09-09-29-409-006, to include, but not limited to, fire, flood, natural disasters or acts of God or any other damage. Lessee shall reimburse Lessor any amount due hereunder within 15 days after Lessor has paid the same and given evidence thereof to Lessee. Each party agrees to waive subrogation unless specifically prohibited by their respective insurance carriers. Lessee shall maintain plate glass/window, building and roof, mechanical and/or flood insurance for the replacement or repair of any such damage on the premises, during the Lease term and shall deposit an original of such policy with Lessor annually.

Lessee’s Option to Renew Lease: The Lessee shall have the option to renew this lease for three (3) additional terms of two (2) years each, the first option beginning on the first day of the commencement month, 2022; the second option beginning on the first day of the commencement month, 2024; and the third option beginning on the first day of the commencement month, 2026. If the Lessee exercises said options, it is understood that the terms and conditions of this Lease shall remain unchanged, except for rent adjustments during the renewal term(s).

The Lessee may exercise the first 2-year option renewal term by delivering or mailing a written notice to Lessor advising Lessor of the Lessee’s election to exercise the option to renew, on or before three (3) months prior to end of term. Renewal option may be exercised if and only if the Lessee is not then in default, and provided the Lessee is not in default (beyond any applicable notice and cure period) at the time of giving such notice or as of the first day of the first 2-year renewal term.

The Lessee may exercise the second 2-year option renewal term if and only if the Lessee has exercised its option to renew the initial 2-year renewal term, by delivering or mailing a written notice to Lessor advising

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Lessor of the Lessee's election to exercise the option to renew, on or before three (3) months from the end of the first renewal term, and may be exercised if and only if the Lessee is not in default (beyond any applicable notice and cure period) at the time of giving such notice or as of the first day of the second 2-year renewal term. The Lessee may exercise the third 2-year option renewal term if and only if the Lessee has exercised its option to renew the second 2-year renewal term, by delivering or mailing a written notice to Lessor advising Lessor of the Lessee's election to exercise the option to renew, on or before three (3) months from the end of the second renewal term, and may be exercised if and only if the Lessee is not in default (beyond any applicable notice and cure period) at the time of giving such notice or as of the first day of the third 2-year renewal term.

Option Rent: The rent and rent increases payable by Lessee to Lessor will increase by roughly 3% per year starting from the first base year. Rates during each of the applicable Option terms, if any, will be as set forth as follows:

Option 1:

First day of Commencement month, 2022: \$4,240 - Four thousand two hundred forty dollars
 First day of Commencement month, 2023: \$4,370 - Four thousand three hundred seventy dollars

Option 2:

First day of Commencement month, 2024: \$4,500 - Four thousand five hundred dollars
 First day of Commencement month, 2025: \$4,635 - Four thousand six hundred thirty-five dollars

Option 3:

First day of Commencement month, 2025: \$4,775 - Four thousand seven hundred seventy-five dollars
 First day of Commencement month, 2025: \$4,920 - Four thousand nine hundred twenty dollars

End of Term: It is agreed that if Lessee desires to terminate the Lease at the end of the stated lease period or option period above, Lessee shall provide written notice of termination to Lessor at least ninety (90) days prior to the end of the lease term or option period, otherwise the Lease will automatically renew annually under the same current terms and conditions.

Lease Termination:

Lessor and Lessee agree that if Lessee desires to end this lease effective immediately, that a lease termination agreement shall be signed between both parties legally allowing Lessor to advertise and lease the premises to a new tenant.

It is hereby mutually agreed by and between Lessor and Lessee that if all the following conditions are met, this Lease Agreement between Lessor and Lessee shall be null and void, otherwise it will remain in full force and effect:

-That Lessee grants to Lessor the right to sign a new lease agreement with another tenant for the premises to commence immediately or on an agreed upon date, and that upon the new Lessee signing, Lessor will immediately notify Lessee to that effect and all of Lessee's obligations under this Lease Agreement shall be terminated;

-That Lessor has the unconditional and sole right to determine the viability and fit of any prospective new tenant, which should not be unreasonably withheld or delayed;

-That if the Lessee fails to fully vacate the premises and return all keys and remove trade
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fixtures and possessions, that it is the unconditional right of Lessor to immediately remove and store Lessee's belongings, with no obligation to warrant the safety of such at Lessee's expense. Lessee shall pay Lessor by certified check or cash for any removal and storage cost, late fees and rent due prior to returning any item stored for Lessee by Lessor. Lessee will pay Lessor rent at twice the daily rate in effect until Lessee has vacated the premises;

-That Lessor is responsible for advertising, showing the premises, and for all lease preparations at no cost to Lessee; and

-That upon Lessee's vacating the premises, Lessor and Lessee will inspect the premises for any damage, normal wear and tear accepted, and any charges or damages will be assessed against Lessee's security and damage deposit of \$6,000. If there is no damage and no unpaid rent, Lessor will promptly pay the Lessee the security and damage deposit.

Re-Renting: At least ninety (90) days prior to the expiration of the Lease, it is mutually agreed by Lessor and Lessee, that a new lease or extension must be signed by Lessor and Lessee, if both parties agree to continue Lessee's tenancy of the premises. If Lessor and Lessee have not signed a new Lease or extension, Lessee agrees that Lessor may show the premises to prospective tenants and may display in and about the premises in the windows thereof the usual and ordinary "To Rent" signs. Lessor, at his option, may sign a new lease with a new Lessee. Notwithstanding anything contained herein to the contrary, in the event that Lessee exercises its option to renew for a specific term, it is understood that the terms and conditions of this Lease shall remain unchanged, except for rent adjustments during the renewal term(s).

Use: The premises herein shall be occupied and used for commercial use. Lessor allows for Lessee to operate as a Designated Marijuana Consumption Facility, in compliance with all applicable rules and regulations, where cannabis products may be served and consumed by smoking or ingesting, including but not limited to products that contain tetrahydrocannabinol (commonly referred to as "THC") and other cannabinoids

. Lessee, at Lessee's sole expense, will comply with all present and future laws, regulations and ordinances of the City of Ann Arbor and the State of Michigan. Lessor and Lessee hereby agree that a material violation of this clause will, at the option of the Lessor, will work as a forfeiture of this Lease upon thirty (30) days written notice by Lessor to Lessee of its intent to terminate this Lease Agreement. In addition, Lessee shall keep the leased premises in good working order, up to city code and in a safe and sanitary condition. If burning and/or smoking cannabis products is to occur, Lessee agrees to equip the premises with proper filtration systems as to minimize smoke output to the best of Lessee's ability.

Surrender: On the last day of the term of this Lease or on the sooner termination thereof, Lessee shall peaceably surrender the leased premises in good condition and repair and free of trash personal items, normal wear and tear excepted. On or before the last day of the term of this Lease or the sooner termination thereof, Lessee shall, at his expense, remove all of his furnishings, equipment, supplies and other personal property. Lessee shall promptly upon surrender, deliver all keys and/or combinations to locks for the leased premises to Lessor.

Holding Over: It is agreed that in the event of Lessee's holding over after the termination date of this Lease, Lessee shall pay twice the daily rate in effect at the time until Lessee has vacated the premises. If Lessee shall leave any personal property in the leased premises after termination or expiration of this Lease, such property shall be deemed abandoned and Lessor has the right to immediately remove, dispose of or sell any and all of Lessee's personal property. Lessor also has the right to immediately remove and

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store belongings, with no obligation to warranting the safety of such, at Lessee's expense if the Lessee fails to fully vacate the premises and return all office and building to Lessor. Lessee shall pay Lessor by certified check for any removal and storage cost, late fees and rent due prior to returning any item stored for Lessee by Lessor.

Right of Entry: Lessor may enter said premises at any reasonable time during normal business hours to inspect, and in case either party has given notice of termination of this tenancy, to show the premises to any prospective tenant. Lessor shall make reasonable attempts to notify Lessee in advance of any planned entry. Notwithstanding anything to the contrary, Lessor, its employees agents, and all prospective tenants entering the facility must comply with Lessee's visitation policies and all applicable rules and regulations regarding entering a Designated Consumption Facility.

Owner Liability: Lessor shall not be responsible or liable for any loss or damage that may be occasioned by or through the acts or omissions of persons occupying the premises or the premises adjacent to the premises hereby leased or from bursting, stoppage or leaking of or from water, gas sewer or steam pipes and/or drains, on the leased property or from the malfunction of any utility facility or installation, or latent defect in the leased premises, or from fire, windstorm or other casualty, unless caused by the gross negligence of the Lessor. Lessee shall obtain and maintain at all times, during the term of this Lease, ample and appropriate insurance coverage for these risks.

Indemnification: Lessee agrees to indemnify and hold harmless Lessor from any liability for damages to any person or property in, on or about the leased premises, including sidewalks, from any cause whatsoever, and shall carry public liability and property damage insurance for the benefit of Lessor in the sum of \$2,000,000 for damages resulting to one person, and \$2,000,000 for damages resulting from one casualty, and \$2,000,000 property damage insurance resulting from any one occurrence. Lessee shall deliver said policies to Lessor and upon Lessee's failure to do so Lessor may at its option obtain such insurance and the cost thereof shall be paid as additional rent due and payable upon the next ensuing rent day. All policies of insurance to be provided by Lessee hereunder shall be issued in the names of Lessor and Lessee for their mutual benefit and protection. All policies of insurance obtained by Lessee pursuant to this paragraph shall require written notice to Lessor of at least thirty (30) days in advance of any cancellation.

Limitation of Liability of Lessor: Lessor shall not be liable for any damage either to persons or property, sustained by the Lessee or any other persons, due to the building or any part thereof, of any appurtenances thereof becoming out of repairs, or due to the happening of any accident in or about said building, or due to any act or neglect of any tenant or occupant of said building, or of any other person, except for any negligence of Lessor. Lessee agrees to indemnify Lessor and hold and save Lessor harmless from any result of any injury to person(s) or property occurring in or about the leased premises. In addition, Lessor shall not be responsible or liable for any loss or damage that may be occasioned by or through the acts or omissions of persons occupying premises adjacent to the premises hereby leased or from bursting, stoppage or leaking of or from water, gas, sewer or steam pipes and/or drains, on the leased property or from the malfunction of any utility facility or installation or latent defect in the leased premises, or from fire, windstorm, or roof leak, or any other casualty.

Improvements and Repairs: Lessor is renting the premises to Lessee "as is." Lessee shall have the right, at Lessee's expense, to remodel the premises and install leasehold improvements and decorations, but Lessee may not impose a structural change to the building (electrically, structurally, mechanically or plumbing) without first obtaining the written consent of Lessor, which consent will not be unreasonably withheld or delayed. Any improvements and remodeling shall be kept in good repair and shall be deemed

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part of the realty and remain with the premises at the end of the lease term, unless Lessor in writing has indicated otherwise, in which case Lessee shall be unconditionally obliged to remove any and all improvements, at Lessee's expense, and shall repair all damage caused thereby. Any remodeling desired by Lessee must have prior written approval of Lessor, be done by licensed and insured contractors, and approved by the City Engineering and/or Building Department, if required by city codes. Lessee may remove Lessee's trade fixtures and equipment at the end of the Lease term and will repair all damage caused thereby. Lessor may, in addition, require Lessee to remove specific trade fixtures not initially intended to be removed by Lessee from the premises, by informing Lessee in writing, and Lessee shall unconditionally remove such trade fixtures at Lessee's expense, as well as repair all damage caused thereby. Any improvements, additions or conditions required by the City of Ann Arbor in order to operate the commercial business including but not limited to access ramps, ventilation, fire escapes or sprinkler systems will be at the sole expense of Lessee.

Lessee is responsible for the maintenance, repair and/or replacement of any and all items contained in and/or attached to the entire premises both interior and exterior, including but not limited to Lessee's storefront glass, doors, locks, walls, floors- hardwoods or carpeting, ceilings, staircases, plumbing- supply and/or egress, electrical wiring- low or high voltage, electrical lighting fixtures, switches or receptacles, gas lines located in or beyond Lessee's interior walls or ceiling which service Lessee's premises, roof, windows, trims, air-conditioning units, heating furnaces and equipment, porches, steps, ramps, all signs and other portions of Lessee's premises.

All repairs by Lessee shall be to the satisfaction of Lessor. If Lessee fails to complete such repairs/replacements within a reasonable time, and to Lessor's satisfaction, it is mutually agreed that Lessor shall have the right to promptly contract such work and bill the Lessee an additional ten percent (10%), for Lessor's efforts, of the cost to cure Lessee's damage. Lessee shall pay Lessor within 30 days of such billing by Lessor, or, pursuant to the "Lessee Default and Lessor Termination" paragraph of this lease, Lessor may elect to initiate such default process.

Confidentiality: Lessor and Lessee shall keep this Lease and any Notice or Memorandum and all information herein confidential except for disclosures to legal counsel, accountants and other professional advisors, or as may be required by any applicable law, regulation or regulatory or legal authority, including without limitation to obtain any licenses permits or authorizations to operate the business, or as may be required in order to exercise any rights a party may have hereunder.

Destruction of Premises. Lessee further covenants that if the premises become wholly unable to occupy through damage or destruction by fire or other casualty not caused by the negligence of the Lessee, this Lease shall be void; if partially unable to occupy, the Lessor shall repair the same with all convenient speed, and the obligation of the Lessee to pay the monthly rental on a pro-rata basis for space that can be utilized during completion of the repairs shall continue in full force, provided such repairs shall be completed within thirty (30) days. At the end of the said thirty (30) days the Lessee shall have the option to cancel and void said Lease or extend the thirty (30) day period for the completion of the repairs.

Assignment, Mortgage and Sublease. Lessee shall not assign, mortgage or sublease any portion of Lessee's interest in the premises under this Lease, without the prior written consent of the Lessor; the granting or withholding of that consent is within the sole and absolute discretion of the Lessor. Lessee may not, under any circumstances assign or sublease any or all portions of said premises for a use other than what are permitted within the "Use" paragraph of this lease. If Lessor consents to any proposed assignment or subletting, the proposed assignee or sub lessee shall be financially responsible, and shall furnish financial statements evidencing such financial responsibility. Upon any such assignment being

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consented to by Lessor such assignee shall stand in the place and stead of Lessee, and the Lessee hereunder shall be released thereafter from any further liability hereunder. The Lessee shall also have the right to assign or pledge this Lease as collateral with any security agreement financing which Lessee may obtain, without requiring or obtaining the Lessor's prior consent.

Right to Mortgage. This Lease shall be subject and subordinate at all times to the lien of any mortgage now or hereafter placed on the leased premises, and to all advances made or hereafter to be made upon the security thereof; provided, however, that so long as Lessee faithfully meets its obligations imposed by this Lease, including the payment of rent to such parties as may legally be entitled to receive the same, then this Lease shall continue in full force and effect and Lessee's occupancy shall not be affected or impaired as a result of the subordination of this Lease to any mortgage. Lessor hereby agrees that it will not have any liens or mortgages placed on the premises that would impair, limit or prohibit Lessee's use of the premises as a marijuana establishment. At the request of Lessor, the Lessee will execute and deliver such further instrument or instruments subordinating this Lease to the lien of any such mortgage or mortgages as shall be desired by any existing first mortgagee or proposed first mortgagee. The Lessee hereby appoints the Lessor the attorney-in-fact of the Lessee, irrevocably, to execute and deliver any such instrument or instruments for the Lessee.

Pest Control. Lessee, at Lessee's expense, shall be required to have a licensed pest control contract for the premises by a licensed and insured pest control company, and provide Lessor with a copy of such contract.

Eminent Domain. In the event of condemnation of the whole or any portion of the leased premises by any public authority resulting in a material interference with the ability of Lessee to conduct its business in the leased premises, Lessee shall have an option for a period of thirty (30) days after such taking becomes final to terminate this Lease. In the event that after any such taking, Lessee does not elect to so terminate this Lease, the rentals provided for herein shall be adjusted in such proportion as the value of the leased premises prior to such taking. All damages awarded for such taking shall belong to and be the property of Lessor whether such damages shall be awarded with compensation for diminution in value to the leasehold or to the fee of the leased premises; provided, however, that Lessor shall not be entitled to any portion of the award made to Lessee for loss of business if such award does not reduce the award to Lessor for the fair market value of the premises taken. Lessee shall have no right to terminate the Lease under this paragraph unless the taking results in a material interference with the ability of Lessee to conduct its business in the remaining premises.

Mechanics' Liens. Lessee shall not permit any mechanics', laborers' or materialmen's liens to stand against the leased premises for any labor or material furnished to the Lessee or claimed to have been furnished to the Lessee in connection with work of any character performed or claimed to have been performed on the premises by or at the direction or sufferance of the Lessee, and Lessee hereby indemnifies Lessor against any such claims; provided, however, that the Lessee shall have the right to contest the validity or amount of any such lien or claimed lien, if the Lessee shall give the Lessor, upon demand, reasonable security to insure payment thereof. On final determination of the lien or claim for lien, the Lessee shall immediately pay any judgment entered with all proper costs and charges and shall have the lien released or judgment satisfied at the Lessee's own expense, and the Lessor shall promptly return any security which Lessee may have furnished to the Lessor. If the Lessee installs improvements to the premises, Lessee shall furnish to Lessor within thirty (30) days after the end of any construction, a sworn statement showing every person or firm who furnished labor and/or materials to the premises and the amount of the contract or billing for same, and the amount still owing, and shall furnish to Lessor full

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lien waivers from all said persons or firms.

Lessee Default and Lessor Termination. If Lessee does any of the following: (a) defaults in paying any sums to Lessor when due, including but not limited to rent, and does not cure the default after 10 days written notice from Lessor to Lessee of such default;(b) defaults in performing any other covenant or condition of the lease and does not cure the other default within 30 days after written notice from Lessor specifying the default; or (c) is adjudicated bankrupt or makes any assignment for the benefit of creditors; then Lessor, in addition to exercising any other rights available to Lessor under Michigan law, may (a) accelerate the full balance of the rent payable for the remainder of the term and sue for the sums due, subject to Lessor's duty to mitigate its damages; (b) terminate this lease; or (c) without terminating this lease, reenter the premises and dispossess Lessee or any other occupant of this premises, remove Lessee's effects, and re-lease the premises for the account of Lessee for rent and upon terms that are satisfactory to Lessor, crediting the proceeds, after deducting the costs and expense of reentry, alterations, additions, and re-letting, to the unpaid rent and the other amounts due under the lease during the remainder of the term, and Lessee shall remain liable to Lessor for the balance owed. If suit is brought to recover possession of the premises, to recover any rent or any other amount due under the provisions of this lease, or because of the breach of any other covenant to be performed by Lessor or Lessee, and a breach is established, then breaching party shall pay to the non-breaching party all expenses incurred in the action, including reasonable attorney fees, which shall be deemed to have been incurred as of the date of default and shall be enforceable whether or not the action is prosecuted to judgment.

Legal Expenses. In the event either party hereto is obligated to enforce its rights hereunder, the prevailing party shall be entitled to have the other party pay all court costs and any reasonable attorney's fees incurred by such prevailing party in enforcing its rights under this Lease or under any law of this state.

Liens. Lessor shall have, and Lessee grants to Lessor, a security interest in any furnishings, equipment, fixtures, inventory, and other personal property of any kind belonging to Lessee on the premises. The security interest is granted for the purpose of securing the payment of rent and other charges, assessments, penalties, and damages to be paid by Lessee, and for the purpose of securing the performance of all of Lessee's other obligations under this lease. Upon Lessee's default or breach of any covenant of this lease, Lessor shall have all remedies available under the laws of the state of Michigan, including but not limited to the right to take possession of the above-mentioned property and dispose of it by sale in a commercially reasonable manner.

Quiet Enjoyment. Lessor covenants that Lessee, on paying the aforesaid installments and performing all the covenants aforesaid, shall and may peacefully and quietly have, hold and enjoy the said premises for the term aforesaid. Lessee covenants that Lessee and all clients, guests and employees will perform business in a peaceful and quiet manner as a best attempt to be respectful of adjacent neighbors and businesses.

Remedies Not Exclusive. Each of the rights, remedies and benefits provided for by this Lease shall be cumulative, and shall not be exclusive of any other of said rights, remedies and benefits allowed by law.

Waiver. One or more waivers of any covenant or condition by Lessor shall not be construed as a waiver of further breach of the same covenant or condition.

Invalidity of Particular Provisions. If any term or provision of this Lease or the application thereof to any person or circumstance shall to any extent be invalid or unenforceable the remainder of the Lease, or the application of such term or provisions to persons or circumstances other than those as to which it is

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invalid or unenforceable, shall not be affected thereby and each term and provision of this Lease shall be valid and be enforced to the fullest extent permitted by law.

Signs. All signs and advertising displayed in and about the premises shall comply with applicable City of Ann Arbor ordinances and laws pertaining to signs and shall not be erected until written consent of Lessor is first obtained, which consent shall not be unreasonably withheld.

Sidewalks. Lessor and Lessee agree to abide by all governmental regulations and limitations concerning the use of the sidewalk frontage adjacent to the premises. Lessee shall not be permitted to use such sidewalk space or grant the use of such sidewalk space, at any time, to anyone, without the written permission of Lessor. Lessee at Lessee's expense is responsible for the upkeep, maintenance and snow/ice removal and salting of all sidewalks in the front, sides and rear of the property.

Notices. Any notice under this Lease shall be in writing and either hand-delivered, e-mailed or sent by first class mail. Notices to Lessor shall be addressed to 103 East Liberty Street, Suite 207, Ann Arbor, Michigan 48104 or hand delivered. Notices to Lessee shall be addressed to 334-336 S. Ashley Street, Ann Arbor, Michigan 48104. Changes in such addresses may be made by giving notice to the other party of the same in accordance with the requirements of notice hereunder. Any such notice, demand, request or other communication, if mailed, shall be deemed to have been given at the time it is duly deposited or registered or certified in any office of the United States Postal Service, with postage properly prepaid.

Right to Exhibit Premises. With advance notice, Lessee shall permit an inspection of the leased premises by the Lessor or Lessor's agents during Lessee's business hours for the purpose of sale or lease of the premises to prospective purchasers or tenants. If, during such hours, admission to the leased premises for such purposes cannot be obtained, Lessor, or Lessor's agents or representatives, may enter the leased premises and accomplish such purpose upon providing notice to Lessee. Notwithstanding anything contained herein to the contrary, Lessor, its employees' agents, and all prospective tenants entering the facility must comply with Lessee's visitation policies and all applicable rules and regulations regarding entering a Designated Consumption Facility.

Binding Effect. The covenants, conditions and agreements, made and entered into by the parties hereto are declared binding on their respective heirs, representatives or assigns.

Fire Inspection. Lessee is responsible to pay for any fire inspection fee relating to the premises levied by the City of Ann Arbor. Lessee, at Lessee's expense, will pay any fine and be required to repair any cited fire hazard related to the premises.

Security Alarm/Fire Alarm, Signs/Smoke Detectors. Lessee will be responsible for maintaining the building's fire alarm and/or monthly telephone monitoring system, signs, smoke detectors if installed or required, and to be the party responsible to be contacted regarding any alarm event. Lessee will keep all/any fire equipment in good working order.

Waste Disposal. Lessee agrees that no trash or any other items to be disposed of may be left in or about the leased premises, or on the exterior of the building. Lessee will be responsible to pay for the building's waste and recycling disposal costs if imposed by the City of Ann Arbor. At no time shall Lessee place or dispose of any refuse behind any other premises other than directly behind Lessee's premises in proper bins. Lessee is responsible to take bins to street curb before pick-up and return after pick-up.

Hazardous Materials. The Lessee shall not at any time or for any reason store, handle, or otherwise deal

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with hazardous materials within the leased premises or building, which are in violation of local law or regulations. Hazardous materials include, but are not limited to, those containing gasoline, oil, diesel fuel or other petroleum products; polychlorinated biphenyl (PCBs); asbestos; radioactive; biological and which have been classified as hazardous by the US Environmental Protection Agency or federal/state agency.

Security for Performance of Covenants of Lessee. Lessee covenants that Lessee will not permit, allow or place any lien or encumbrance whatsoever on any of the leasehold improvements installed on the premises, including any other installation which under the terms of this Lease shall become part of the real estate. Lessee hereby grants to Lessor a lien on said leasehold improvements and grants a security interest therein for the purpose of securing the performance of all of the covenants of Lessee herein undertaken, and Lessee shall execute and deliver to Lessor a security agreement and financing statement evidencing the same. The security agreement and financing statement covering the leasehold improvements shall be given at the time of execution hereof, and the financing statement and security agreement covering the fixtures and equipment shall be given within ten (10) days following completion of installation thereof. It is further understood and agreed that in the event of a sale by Lessee of Lessee's business, fixtures, equipment, and chattels, Lessor's security interest hereunder shall at all times remain and be considered junior to any part purchase-money, mortgage or security agreement which Lessee, as Seller and Secured Party, may agree to accept or take back.

Right to Assign to Corporation. Lessee shall have the right to form or create a corporation or other business entity at any time during the term of this Lease, and to assign and transfer this Lease to such business entity, whereupon said entity shall stand in the place and stead of Lessee.. Lessee further agrees in consideration of the rents, covenants, and conditions hereinafter set forth to be performed during this Lease agreement for the protection and security of Lessor's interest not to sell, transfer, or dispose of any of their principal interest of said business without first obtaining the written consent of Lessor.

Governing Law. This Lease shall be governed by, construed and enforced in accordance with the laws of the State of Michigan and the City of Ann Arbor.

General. Where in this instrument masculine pronouns are used, or words indicating the singular appear, such words shall be considered as if feminine or neuter pronouns or words indicating the plural had been used, where the context indicates the propriety of such use.

Binding Effect. The covenants, terms, conditions, provisions and undertakings in this Lease shall be binding upon and inure to the benefit of the parties hereto and their heirs, executors, administrators, successors and assigns, as if they were in every case named and expressed. This provision shall not be construed to constitute consent by Lessor of assignment by Lessee of this Lease, except as otherwise therein above provided.

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Witness our hands and seals this 1st day of March, 2020.

LESSEE:

LESSOR:

By:_____



Erick M. Moir
GS Ashley, LLC



Benjamin A. Curtis
A & B LLC

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