

Application Type: Dispensary (Project Description)
Submitted by: Bakery Antioch, Inc. dba Cookies Antioch
January 13, 2020



Cookies Antioch – Antioch's "Destination Dispensary" Experience

INTRODUCTION

With respect and deference to the City of Antioch officials and staff, we proudly submit our proposal to to own and operate a licensed compliant retail cannabis dispensary in the City of Antioch. Our company "Bakery Antioch, Inc.", to be known in the Antioch community and hereafter in our proposal as "Cookies Antioch", is committed to bringing a level of professionalism, excitement and integrity that is unmatched in the cannabis industry, including the most important and measurable categories – *legal transparent sales volume, financial contributions to the City, creation of quality jobs and stable careers, and safe transactions of tested cannabis*.

Cookies has established itself as a premium brand by systematically and carefully expanding into communities throughout the United States. With multiple locations either open, undergoing review or under construction, Cookies retail dispensaries have become well regarded as "Destination Dispensaries" for both locals and tourists alike. Though each location is unique, all Cookies facilities are known for:

- 1. Providing the most modern, educational and entertaining experience available in the cannabis space.
- 2. Connecting with a variety of customers through its clean, professional and functionally creative design.
- 3. Commanding the highest price points and captivating customers with premium priced flower releases that sell out almost instantly.
- 4. Stocking tested and effective products for every price point and customer/patient need.
- 5. Operating with the highest level of integrity and sense of partnership with our host cities thanks to the involvement of our local partners.

With this proposal, subsequent interviews and throughout the application and CUP process, we look forward to offering a deep understanding of the strategic and impactful community culture that only Cookies knows how to build.

PRINCIPAL BACKGROUND INFORMATION

COOKIES REAL ESTATE LLC (CRE) - 70 % Equity Owner

Founded, run and majority owned by seasoned real-estate developer, Brandon Johnson, "Cookies Real Estate (CRE)" is financially backed by one of Orange County's most successful family offices. CRE holds an exclusive contractual right to develop and open Cookies' branded stores through the United States. CRE has developed a support structure unparalleled in the cannabis space that is designed to assist its local partners with expansion into new markets.

A USC grad and lifelong real estate professional, Mr. Johnson has overseen over \$300M in real estate projects throughout California. He was an early investor and advisor to a prominent cannabis operation and was recruited by a private California family office to manage the execution of its retail strategy with respect to its \$150,000,000 portfolio designated for licensed cannabis operations throughout the United States.

As Cookies or its complementary brand retail concept, Lemonnade, there are currently six (6) locations open, seventeen (17) under permit and design and twenty (20) in the process of being licensed both in California and through the United States. These stores are expected to generate \$150M in revenue in

2020 and the overall Cookies footprint is expected to be one hundred and fifty (150) locations and \$1B in revenue by 2023.

The Cookies brand was formed by a renowned rapper and leader in the cannabis culture, known on stage as Berner (Gilbert Milam Jr.). With an army of loyal fans following his creations and a network of fellow world-famous collaborators who spread the brand in their music and appearances, Berner has made the Cookies name universally known for its cannabis as well as its lifestyle fashion line. The fashion line prominently features a Cookies logo and commands top dollar both online and at its destination stores in San Francisco, Los Angeles and beyond. Appearances by Berner at retail locations have been known to produce \$200-300k sales days, and the constant promotion that he and his network provide is an invaluable asset to each Cookies store. We have confirmed through digital download research that Berner's fan base is thriving in the Antioch area and is sure to produce the level of returns seen in other markets

BUSINESS OPERATIONS

We are proud to present the team structure that makes Cookies Antioch so worthy as a partner in Antioch. Our team's years of collective experience in restaurant and commercial development provide a foundation that can be drawn upon when presented with challenges in developing new dispensaries. All team members are committed to accomplishing the work required to successfully open Cookies Antioch. Please note, Cookies Antioch will be a retail-only dispensary with delivery services. No cultivation and distribution will occur on the premises.

Delivery Operation:

All deliveries of cannabis goods will be performed by a retail employee that is at least 21-years old and deliveries will only be made to a physical address in California. All cannabis deliveries will be made in person and during the delivery, the retail employee will not engage in any other activities other than the delivery (including necessary rest, fuel and vehicle repair stops). Our delivery employee will carry a copy of our current license, his or her government issue ID, and an identification badge provided by Cookies Antioch. Prior to delivering cannabis goods to a customer, the age and identity of customer will be confirmed.

Furthermore, at Initial opening, we anticipate having one driver whose vehicle will be owned by the driver and stored at his or her private residence. Cookies Antioch will provide vehicle information including the vehicle's make, model, color, Vehicle Identification Number, license plate number and Department of Motor Vehicles registration information to the Bureau of Cannabis Control.

During delivery, cannabis goods will not be visible to the public. Cannabis goods will be locked in a fully enclosed container. Cannabis goods will not be left unattended in the motor vehicle unless the motor vehicle is closed, locked and equipped with an alarm system. Vehicles used for delivery will have a GPS system and history of all locations traveled to by a delivery employee will be maintained for a minimum of 90 days and provided to the Bureau upon request. The driver will also maintain a log that includes all stops from the time the driver leaves Cookies Antioch to the time that the delivery driver returns to the premises, and the reason for each stop.

Store Hours of Operation:

We anticipate Store Operating Hours will be seven days a week from 9:00am to 8:00pm.

Management and staff:

From start-up to being fully built-out, we anticipate the creation of twenty-two (22) full-time/part-time jobs that have upward mobility for those who seek a career in the cannabis industry. There will be approximately 1 to 4 ratio of manager or supervisor to entry level position member. The main skills that we will be seeking will be the ability to engage and help our guest while supporting fellow team members to do the same. A breakdown of positions to operate the dispensary, including security guards, will be as follows:

- Start-Up
 - General Manager 1FTE
 - Floor Manager 1 FTE
 - Shift Supervisors 1 FTE
 - o Front Desk / Admin 2 PT
 - o Lead Budtenders 1 FTE
 - o Budtenders 10 PT
 - Inventory Manager / Logistics 1 FTE
 - o Bookkeeper 1 FTE
 - o Cash Clerk 1 FTE
 - Delivery Drivers 1 FTE
- Full Build Out
 - General Manager 1FTE
 - o Floor Manager 1 FTE
 - Shift Supervisors 2 FTE
 - o Front Desk / Admin 2 PT
 - Lead Budtenders 2 FTE
 - o Budtenders 12 PT
 - Inventory Manager / Logistics 1 FTE
 - o Bookkeeper 1 FTE
 - Cash Clerk 1 FTE
 - Delivery Drivers 2 FTE
- FTE Shifts will be 8 hrs per shift, not to exceed 40 hrs per week unless approved by management.
 - o 8 hr shifts
 - 2 x 10 min paid rest break
 - 1 x 30 min unpaid meal break
- PTE Shifts 4-6 hrs per shift, not to exceed 24 hrs per week unless approved by management.
 - o 4 hr shifts
 - 1 x 10 min paid rest break
 - o 6 hr shifts
 - 1 x 10 min paid rest break
 - 1 x 30 min unpaid meal break
- FTE Security Guard shifts 8-10 hrs per shift, not to exceed 40 hrs per week unless approved by management.
 - o 8 -10 hr shifts
 - 2 x 10 min paid rest break
 - 1 x 30 min unpaid meal break

- PTE Security Guard shifts 6 hrs per shift, not to exceed 24 hrs per week unless approved by management.
 - o 6 hr shifts
 - 1 x 10 min paid rest break
 - 1 x 30 min unpaid meal break

Wages for Hourly Employees:

We are committed to paying a fair living wage for hourly employees in California in order to attract and retain the best talent in the industry. Our employees' satisfaction and their ability to advance their career while supporting basic living costs are core values for our organization. We use the MIT Living Wage Calculator to support our living wage calculation by county. The Department of Urban Studies and Planning updates this calculator at the end of every year. For Contra Costa County, the fair living wage based on the 2018 living wage calculator is \$17.47 per hour. We will continue to monitor fair living wage and support our employees in their careers.

Salaries for Full-Time Employees:

Our compensation methodology will be to benchmark compensation levels 8 to 12 weeks before we plan to open a store. We triangulate salaries and cash compensation by role based on our industry expertise, retail compensation surveys and geography. For full-time employees, we will target median level (50th percentile) compensation by role, responsibility and geography. In some cases to secure the best talent, we will target 75th percentile compensation. We are also mindful to review our compensation practices as it relates to gender and minority pay gaps. We believe in equal pay for equal work and analyze our compensation levels annually to make sure we are meeting that standard.

For specific full-time roles based on compensation benchmarks today, we would anticipate that our General Manager and Controller starting salary would be in the range of \$75,000 to \$80,000. Floor Manager starting salary would be in the range of \$60,000 to \$65,000. Shift Supervisors and Inventory Manager starting salaries would be in the range of \$53,000 to \$58,000. Our cash clerk starting salary would be between \$37,000 and \$42,000. Our Lead Budtender salary would be between \$40,000 and \$45,000. Our Delivery Drivers salary would be between \$30,000 and \$40,000. Our plan would be to update these benchmarks based on current data 8 to 12 weeks before we plan to open our store per our methodology previously described. Below for a summary of wages:

Occupational Area	Anticipated Wages
General Management/Controller	\$75-80,000/year
Floor Manager	\$60-65,000/year
Shift Supervisor & Inventory Manager	\$53-58,000/year
Cash Clerk	\$37-42,000/year
Lead Budtenders	\$40-45,000/year
Delivery Drivers	\$30-40,000/year

Employee Benefits:

Full time employees will be eligible to receive benefits per our Benefits Program. Every year, our Human Resources team evaluates benefits plans and selects plans for employee enrollment. Plan selection is

based on providing a number of options for employees to choose from based on personal choice, affordability and number of dependents.

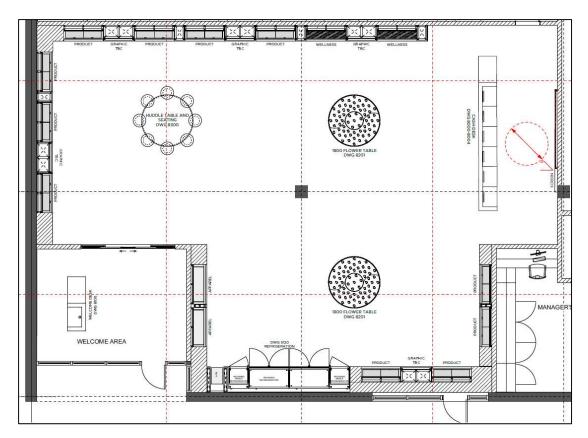
Training:

A training program is necessary in order to strengthen employee skills, deliver our intended customer experience and make sure compliance requirements are met every day. Our training curriculum includes the formal topics listed below along with everyday on-the-job coaching by our Management Team.

- Store Orientation and Introduction
- History/Mission/Brand Initiatives
- Code of Conduct Training
- Human Resources and Standard Operating Procedures Training
 - Sexual Harassment Training
 - Safety Tips for Security
 - o Break Schedules
 - Benefits
- Cannabis Science 101 Training
- Trichome Institute Training CPST (Cannabis Product Sales Training)
- METRC Training
- Customer Service Training
- Delivery Service Training
- Point of Sale Training
- Product Intake and Stocking Procedure Training
- Role Specific Training and On-the-Job Coaching
- Security Training
- Safety and Emergency Training
- Management Coaching Training

EXCLUSIVE COOKIES CANNABIS PRODUCTS

From our humble beginnings in a San Francisco garage, we have always been dedicated to culture and genetics that look, smell, and taste like no other cannabis products available on the market. One custom feature that makes Cookies unique are our "flower tables", which enable visitors to learn about our legendary Cookies' genetic strains and even smell them thanks to our custom, nested, odor-controlled jars. Two of these tables are shown in the layout below, including a "huddle table" for customers interested in learning more about cannabis. The tables produce a convenient, educational and community-building area in a state regulation compliant manner.







The City of Antioch can rest assured that our facility will be built out to the Cookies standards which include complete finish upgrades, tons of custom build outs and top of line technology that all come together to provide each visitor with a one-of-a-kind cannabis experience. Below is a conceptual guideline of the aesthetics and modern feel we use in order to provide a safe and welcoming experience for new and experienced cannabis users.

ENTRANCE & WELCOME





R E T A I L S P A C E



R E T A I L S P A C E



R E T A I L S P A C E



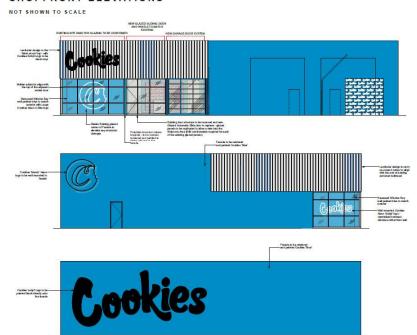
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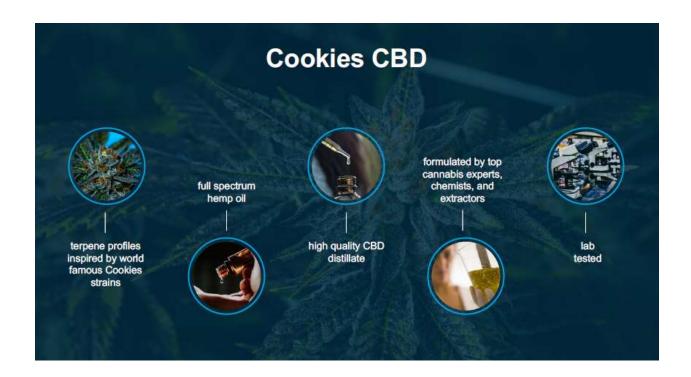


SHOPFRONT ELEVATIONS





Cookies CBD Line (Partial List):







Flower (Partial List):





London Pound Cake 75



DRIGINAL BREEDER

Cookies

GENETIC

Nip OG x Sunset Sherbert

AROM.

Fresh blueberries, slight gas, and lemongrass

E1 A140

Menthol, OG musk with a classic gelato finish

ADDCADANCE

Deep purple nugs with light green hues with dense frosty bugs

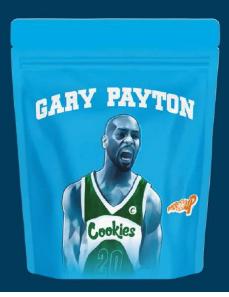
WEIGHT

3.5g bags (1g bags coming soon)

AVAILABLE

indoor and sun-grown

Gary Payton



ORIGINAL BREEDER

Powerzzzup

GENETIC

Snowman x The Y

APPEARANC

Green nugs with purple hues embedded in trichomes

EFFECTS

Relaxing

WEIGHT

3.5g bags (1g bags coming soon)

AVAILABLE

indoor and sun-grown

Concentrates & Extracts:

Cookies High Flyers Vape Carts & Batteries

Leave your Cookies flower at home



- Vape your favorite Cookies genetics whenever, wherever
- Pure cannabis terpenes mixed with high-grade distillate
- All in CCELL technology to ensure big smooth draw, full of flavor every time.

WEIGHT

500mg cartridge

AVAILABLE IN

Gelato*, Lemonchello*, Sunset Sherbet*, Snowman*, London Pound Cake 75, Cookies*, Cereal Milk, Gelatti (*CA only)

COMING SOON

New Cookies genetics

Cookies High Lights (6 Pack Pre-rolls)

Smell Proof Pre-Rolls



- Available for Cookies exclusive genetics
- Rolled using premium Vibes papers
- Individually sealed for maximum freshness
- Tightly packed to reduce runs
- No trim or shake used

WEIGHT

0.58g per pre-roll, 3.5g total (pack of 6)

AVAILABL

All Cookies exclusive genetics

Cookies X GPen Vaporizer Carts & Batteries



- GPEN's closed-loop system and proprietary pod technology for bigger hits.
- Accurate heating provides a consistent experience, every time.
- Cookies exclusive genetics.

WEIGH

5g

AVAILABLE IN

Gelato*, Sunset Sherbet* (*CAonly)

COMING SOOP

New Cookies genetics

Cookies Live Rosin



- GPCookies genetics cultivated and harvested specifically for Live Rosin
- Delivers the complete expression of the plant in terms of aroma, flavor, and effects
- A purer product that has be refined off the plant
- Available in CA only

WEIGH

1g

Edibles:



- Offering big flavor, great taste and consistent dosing
- Texture is chewy and thick like a real candy
- Hard to just eat one
- Available in CA only

WEIGHT

100mg THC, 10mg THC Per Piece

AVAILABLE IN

Blue Hawaiian

NEW ELAVORS COMING SOON

LPC 75, Cereal Milk, Sunset Sherbert, Grenadine, Georgia Pie

Cookies Cookies

We couldn't resist



- Full spectrum hash butter for a complete cannabinoid experience
- Baked and sealed for freshness and flavor
- Collaboration with legendary Big Pete's treats
- Available in CA only

PACKAGE SIZ

100mg THC per package, 10mg THC per cookie10 cookies per bag

AVAILABLE IN

Mint Chocolate Chip, Cherry Pie and Cookies & Cream

13000 1112.

170 todd road #900c santa rosa, ca 95407 phone: 707.577.0363

fax: 707.577.0364

January 13, 2020

To Whom It May Concern:

We have reviewed the attached odor mitigation plan, dated January 13, 2020, for Bakery Antioch, Inc. of Antioch, CA.

It is our understanding that the attached plan meets, or exceeds, the requirements of the City of Antioch for cannabis odor mitigation.



Sincerely, Matthew Torre, Registered Professional Engineer 15000 Inc

ODOR CONTROL & MITIGATION PLAN

January 13, 2020

Bakery Antioch, Inc.

2515 W. 10th Street Antioch, CA 94509

Policy

Document a process to limit objectionable odors from the project area utilizing building system components and adopted odor control plan.

Under California Occupational Health and Safety Act ("CalOSHA") and Bay Area Air Quality Management District ("BAAQMD") regulations, cannabis businesses do not have a specific set of regulations that govern their operations. However, Brandon Johnson of Bakery Antioch, Inc. (the "Applicant"), will nonetheless maintain a high standard for the air quality plans for all aspects of its proposed Cannabis Dispensary Facility (Type-10) at 2515 W. 10th Street, Antioch, CA 94509 ("Facility").

Generally, the Applicant will meet and/or exceed the standards set by the City of Antioch("City") Cannabis Ordinance, the Contra Costa ("County") Code (including amended Title 9, Chapter 5 and Resolution 2018/117), California Labor Code §§6300 et seq., and Title 8, California Code of Regulations §§ 332.2, 332.3, 336, 3203, 3362, 5141 through 5143, 5155, and 14301, as published in the CalOSHA Policy and Procedures Manual C-48, Indoor Air Quality as applicable to other facilities.

Pursuant to State of California ("State") regulations [California Energy Code, Section 120.1(b)2], mechanical ventilation must meet 0.20 cubic feet per minute ("CFM") per square foot of conditioned floor area in retail spaces, and 0.15 CFM for all other anticipated uses. Since existing State air quality regulations do not contain provisions specific to cannabis businesses, the Applicant will comply with these general State standards when designing the ventilation systems and air filtrations systems for the entire Facility. Each separate operation within the Facility building will have its own individual "air-scrubber" systems, as described below.

Purpose

To minimize and eliminate the off-site odor of cannabis caused by normal business practices.

Scope

Exterior of facility and surrounding areas.

Responsibilities

Business Owner/Operator (BO/O) is to provide, implement and supervise an odor mitigation plan.

General Procedures

Implementing and maintaining building systems to effectively minimize transmission of odor between building and surrounding areas.

- BO/O shall supervise installment and maintenance of an air treatment system to ensure
 there is no off-site odor of cannabis overly detectable from adjacent properties or the
 community. Air treatment systems consists of carbon filtration on the exhaust side of the
 ventilation system and negatively pressurizing the facility in relation to the exterior
 ambient condition.
- Staff members should immediately report any odor problems to the BO/O, who will take
 corrective action, implement upgrades to the system, upgrades to the facility or to the
 internal handling process of product within the facility to further deter odors.
- If such upgrades require the approval of any Agency Having Jurisdiction (AHJ), the BO/O shall seek and gain such approval prior to implementing new systems and/or procedures.

It is critical to the success of our organization that our various plans remain transparent to the community, so all stakeholders are aware of the importance of mitigated cannabis odors.

This mitigation plan and all associated records will be made available to the public for review and documents can be requested at our facility. All requests for documentation shall occur via written request only (email is acceptable).

The facility will have the following onsite functions: Welcome Area, Dispensary, Administrative Processing Areas, Inventory Storage, and a Loading Bay. In accordance with California State Law all products brought into the dispensary will be in sealed packages. As such, the possibility for odor issues for adjacent properties is limited. Nevertheless, the handling of product will require a properly engineered odor control system in order to mitigate the release of odors to the surrounding properties and community.

Active Measures

All cannabis products will be securely stored in the Storage Room. The secure storage room area will be provided with an exhaust air system for odor control. The exhaust system shall be provided with a carbon filter that will mitigate any odors which may emanate from the stored product.

Air Pressure & Carbon Filter Control

The Welcome Area and Retail Sales Area will be kept under negative pressure by means of a Greenheck G-Series roof mounted exhaust fan (or equal) and carbon filter, Koch DuraPURE with impregnated adsorption media (or equal). The exhaust system shall be electrically interlocked with the space conditioning system serving the area with an exhaust air quantity greater than the outside air quantity to ensure negative pressure is maintained whenever the system is operational. The space conditioning system will be provided with MERV-8 rated carbon filters, Koch OdorKleen ES (or equal), to further treat odors which are recirculated within the airstream.

The Storage Area will be kept under negative pressure with an independent space conditioning and exhaust filtration system similar to that serving the Retail and Welcome areas.

The Loading Bay will be kept under negative pressure by means of a Greenheck G-Series roof mounted exhaust fan (or equal) and carbon filter, Koch DuraPURE with impregnated adsorption media (or equal). Makeup air will be provided at the roof level by passive means through a gravity ventilator, Greenheck GRSI Series (or equal) and shall be fitting with a motorized damper to close whenever the exhaust system is off to further minimize transmission of nuisance odors. The exhaust fan shall be controlled by means of a 7-day programmable timer, scheduled per the Applicant's standard operating procedures.

Above all, the facility will be kept under negative pressure by means of exhaust systems as described herein with carbon filters for odor mitigation. The exhaust discharge shall be designed to discharge at the roof level and exhaust away from any neighbors or pedestrian traffic.

Best Available Technology

The combination of carbon exhaust air filtration and building pressure control represent the current best available technology. Carbon filters will be provided with magnehelic differential pressure displays to visibly document the filter loading for comparison against manufacturer's data for useable life. This building is also provided with MERV-8 filters for particulate filtration of supply air into the building to enhance the overall indoor air quality of the space.

Air System Design

The facility shall have no operable windows, and/or operable windows shall be kept locked and sealed at all times. All doors shall be sealed with proper weather stripping, keeping circulating and filtered air inside the facility.

On site usage of cannabis products is strictly prohibited while on the property. This will assist in mitigating odors to the surrounding neighbors.

System Maintenance

The Operations Manager will request HVAC servicing, including changing carbon filters, at least once every 6 months, or as recommended by the manufacturer (whichever is less) by a licensed HVAC contractor.

All equipment shall be visually inspected daily to ensure proper operation. Any equipment that appears to be non-operational or showing signs of unusual activity, will be immediately removed and thoroughly inspected, tested, and repaired if necessary.

Monitoring, Detection and Mitigation: Method for Assessing Impact of Odor

The importance of cannabis odor mitigation is very well understood, and we shall make decisions that best to prevent the issue of odor to the surrounding areas. If odors are detected outside the facility this plan shall serve as a guideline to provide corrective action.

Monitoring

The manager/supervisor shall assess the on-site and off-site odors daily for the potential release of objectionable odors. The manager/supervisor on duty shall be responsible for assessing and documenting odor impacts on a daily basis.

The closest adjacent businesses include;

- Commercial Support Services: 2505 W. 10th Street, Antioch, CA 94509
- Crystal Clear Logos Inc.: 2545 W. 10th Street J, Antioch, CA 94509
- Diablo Marine & Trailer Service: 2411 W. 10th Street, Antioch, CA 94509

Mitigation

Should objectionable off-site cannabis odors be detected by the public and we are notified in writing, the following protocols will take place immediately:

- Investigate the likely source of the odor.
- Utilize on site management practices to resolve the odor event.
- Take steps to reduce the source of objectionable odors.
- Determine if the odor traveled off-site by surveying the perimeter and making observations of existing wind patterns.
- Document the event for further operational review.

If employees are not able to take steps to reduce the odor-generating source, they are to immediately notify the facility manager, who will then notify the BO/O. All communication shall be documented, and the team shall create a proper solution, if applicable. If necessary, we shall retain our certified engineer to review the problem and make recommendations for corrective action/s.

Staff Training

All employees shall be trained on how to detect, prevent and remediate odor outside the facility and all corrective options outlined herein.

The Operations Manager shall ensure that all employees are trained in odor control procedures before they start working at the facility. The training shall include, but is not limited to, how to install and run carbon filter systems, perform routine inspections and maintenance procedures to ensure filters are operating efficiently and effectively. As well as procedures to log and track all inspections, scheduled maintenance, equipment failures, maintenance performed, and equipment installation dates. The training will be documented and placed in each employee's personnel file.

Employees will be updated on facility management procedures as needed.

Odor Detection Documentation

The Odor Detection Form (ODF) shall be provided to those who suspect objectionable odors emanating from inside the facility. ODFs are available per request, on-site.

We shall maintain records of all odor detection notifications and/or complaints that will include the remediation measures employed. The records shall be made available to the AHJ or the general public on request. All requests shall be in writing (email is acceptable).

Odor Detection Form Name of Reporting Party: Phone Number: **Email Address:** Date: Time: Location of Odor: Weather Conditions: Date/Time of Notification: Notification Method: ○ Email ○ Online ○ In Person **Administrative Use Only** Mitigation Response Taken: Date/Time Measures Employed: Were Mitigation Measures Successful?

Signature/Date/Time: