

**2019 CITY OF OAKLAND
EQUITY APPLICANT DISPENSARY PERMIT APPLICATION**

1. Applicant Information

a. Name: Ron Leggett

b. Type of Corporate Structure:

Corporation Limited Liability Company Partnership Individual

Collective Other: _____

c. Doing Business As: Root Sixty-Four

d. Please Attach a Copy of State Registration (if applicable)

e. Partner/Owner/Manager Information:

Please list all persons directly or indirectly interested in the permit sought, including all officers, directors, general partners, managing members, stockholders, and partners. Please attach additional pages if necessary (additional pages should be on 8½ x 11" paper; single sided, and include a Header with the applicant's name on the top right corner of each page).

Last Name: Leggett	First Name: Ronald	Middle Initial: A
Alias(es): N/A		
Title: CEO Equity Owner		



Business Address:		
City:	State:	Zip:

Last Name: Higgins	First Name: Martin	Middle Initial: J
Alias(es): N/A		
Title:		



Business Address:		
City:	State:	Zip:

Last Name:Lieras		First Name:Manuel	Middle Initial:J
Alias(es):N/A			
Title:			
[REDACTED]			
Business Address:			
City:		State:	Zip:

Last Name:		First Name:	Middle Initial:
Alias(es):			
Title:			
Date of Birth:	Phone:	Email:	
Residential Address:			
City:		State:	Zip:
Business Address:			
City:		State:	Zip:

Last Name:		First Name:	Middle Initial:
Alias(es):			
Title:			
Date of Birth:	Phone:	Email:	
Residential Address:			
City:		State:	Zip:
Business Address:			
City:		State:	Zip:

2. Verification of Equity Status

OMC 5.80.010 and OMC 5.81 define an "Equity Applicant" as an Applicant whose ownership/owner²:

1. Is an Oakland resident; and
2. Has an annual income at or less than 80 percent of Oakland Average Medium Income (AMI) adjusted for household size; and
3. Either

(i) has lived in any combination of Oakland police beats 2X, 2Y, 6X, 7X, 19X, 21X, 21Y, 23X, 26Y, 27X, 27Y, 29X, 30X, 30Y, 31Y, 32X, 33X, 34X, 5X, 8X and 35X for at least ten of the last twenty years OR

² "Ownership" shall mean the individual or individuals who:

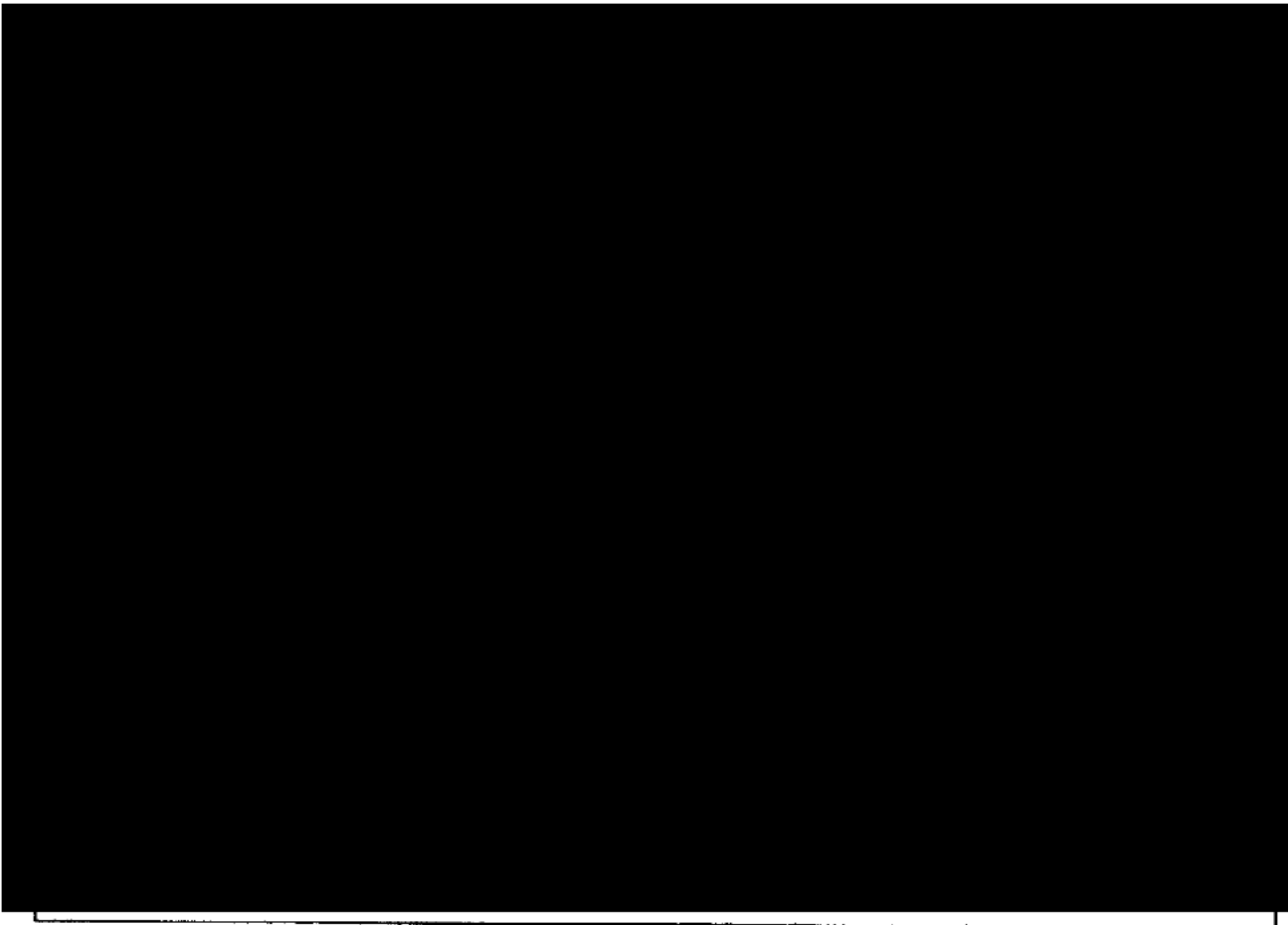
- i. With respect to for-profit entities, including without limitation corporations partnerships, limited liability companies, has or have an aggregate ownership interest (other than a security interest, lien, or encumbrance) of 50% or more of the entity.
- ii. With respect to not for-profit entities, including without limitation a non-profit corporation or similar entity, constitutes or constitute a majority of the board of directors.
- iii. With respect to collective has or have a controlling interest in the collective's governing body.

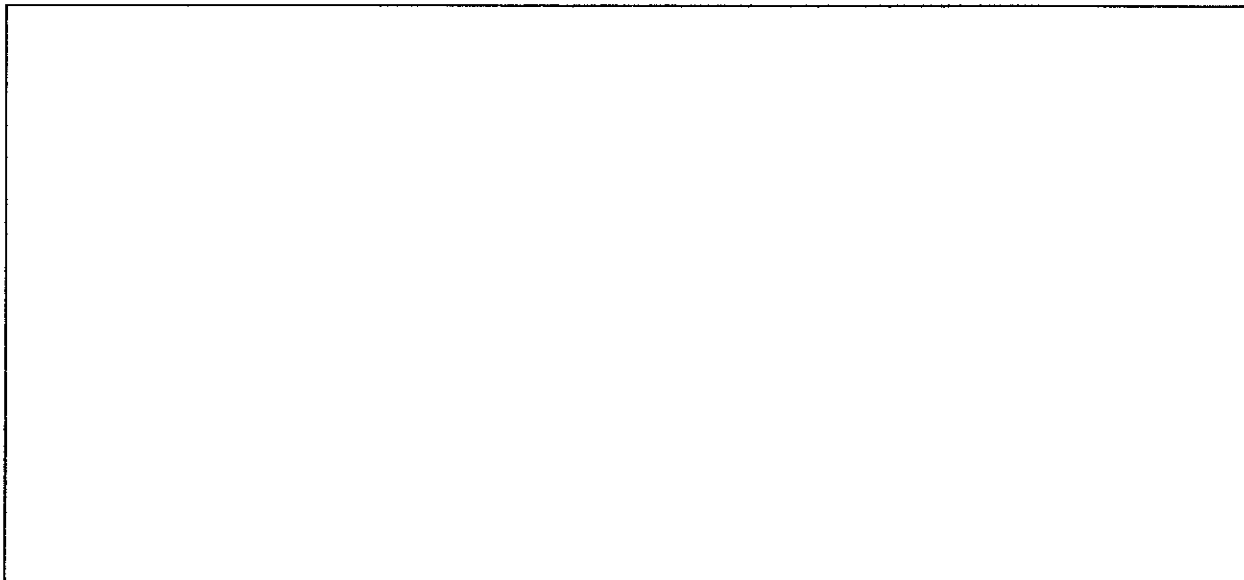
Website Development			
TOTAL OPERATING EXPENSES			
OPERATING PROFIT (LOSS)			
INTEREST (INCOME), EXPENSE & TAXES			
Interest (Income)			
Interest Expense			
Income Tax Expense			
TOTAL INTEREST (INCOME), EXPENSE & TAXES			
NET INCOME (LOSS)	\$	\$	\$

4. Security Plan

Using only the space provided below, describe what measures Applicant will take to

- i. to avoid diversion of cannabis to unregulated market;
- ii. to prevent a burglary or armed robbery;
- iii. to minimize the loss of product in the case of a burglary or armed robbery.

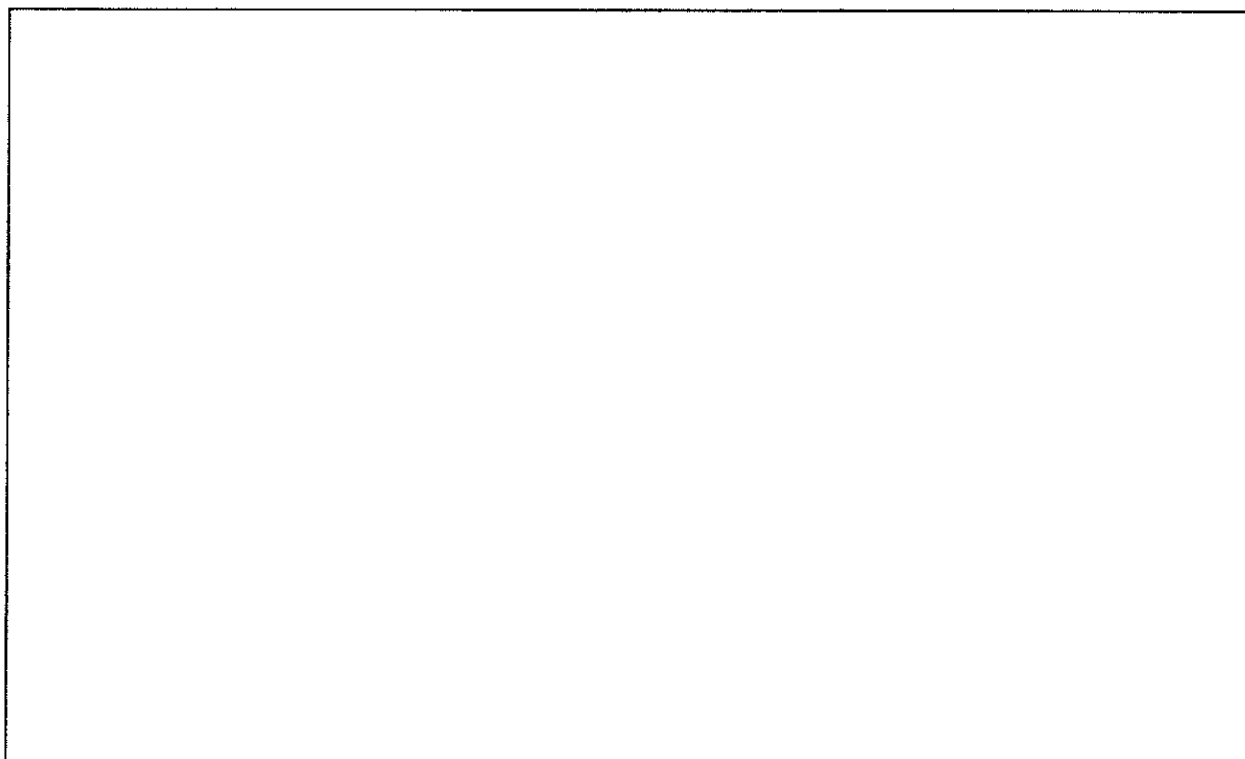




5. Compliance with State Law

Using only the space provided below, please describe how Applicant will comply with state law, including:

- i. The supply chain from which applicant will obtain cannabis and cannabis products (Applicants need not name specific vendors; identifying license categories is sufficient).
- ii. How Applicant plans to record the movement of cannabis and cannabis products in their custody, such as with a track and trace system.



- iii. What measures, including point of sale systems, Applicant will implement to ensure proper collection of local and state taxes.

7. Odor Mitigation

Using only the space provided below, please submit a plan for how cannabis odors will not be detectable outside of the proposed facility, such as utilization of carbon filters.

Root Sixty-Four (RSF) will utilize a HVAC system to circulate air and remove odor from the dispensary and onsite consumption lounge. RSF will also utilize negative ion generators to remove odor from the air, and carbon filters if necessary to mitigate odor and purify air.

RSF supervisors will be conduct daily spot checks throughout the day for cannabis odor in common and public areas of the building and outside of the dispensary. All cannabis odor detected will be documented in written form and reported to the general manager for corrective action. The GM shall consult with the CEO, and together they shall implement corrective action or repairs.

RSF will have designated Ombudsperson each day to receive complaints from or to discuss concerns of neighbors or city or state authorities. This person shall be designated by the GM or CEO to solve issues related to odors or other topics (noise, traffic, parking, etc.).

8. Neighborhood Beautification

Using only the space provided below, please submit a community beautification plan detailing specific steps your business will take to reduce illegal dumping, littering, graffiti and blight and promote beautification of the adjacent community. Examples of specific steps include participating in City of Oakland Adopt a Spot/Drain program, installing murals, removing graffiti within 48 hours and providing landscaping.

Mission: Root Sixty-Four intends to create a clean, and beautiful neighborhood surrounding the business location by forming partnerships with volunteers, residents, city officials, community based organizations, and local non-profit agencies focusing on volunteerism and beautification efforts within our local community to encourage beautification, deter crime, and to improve the quality of life for all residents.

Action Items:

1. Adopt a spot
2. Maintain a drain
3. Graffiti Abatement on our facility and in the immediate vicinity of our location
4. Organize Community Clean-Ups

9. Supporting Documents

Please check the boxes below for each supporting document submitted with this application. Please ensure that all supporting documents include a Header with the applicant's name on the top right corner of each page.

Copy of State Registration for corporate structure

Letter of Credit if applicable

Proof of Ownership

Proof of Income

And either

Proof of Residency

or

Proof of Conviction

10. Commitment to Participate in Post-Public Drawing Training

By submitting this application, I agree to participate in a technical assistance training provided by the City of Oakland for equity dispensary applicants selected in the public drawing and I understand that failing to participate in this training is grounds for the City of Oakland proceeding with the public drawing runner-up.

11. Oath of Application

I, the undersigned, declare under penalty of perjury that to the best of my knowledge, the information contained in this application and its supporting documentation is truthful, correct and complete; and, the information contained in this application and its supporting documentation discloses all facts regarding the applicant and associated individuals necessary to allow the City Administrator to properly evaluate the Applicant's qualifications for registration.

I, the undersigned further agree and acknowledge that I may be required to provide additional information as needed, for a complete investigation by the City Administrator.

I, the undersigned, further agree and recognize that I am responsible for obeying all Federal, State, County and local laws.

I, the undersigned, further agree and understand that any misrepresentations, omissions or falsifications in the application or any documents attached thereto or amendments thereto will be immediate grounds for the City Administrator to deny this permit application and/or immediate grounds for revocation of a medical cannabis permit.

APPLICANT NAME:	Ronald A. Leggett
SIGNATURE:	Ronald A. Leggett
DATE:	11/04/2021

FOR OFFICE USE ONLY:

Application:

Received by: _____ Date: _____

Receipt #: _____



**State of California
Secretary of State**

4075527 - Out

**Limited Liability Company
Articles of Organization - Conversion**

LLC-1A

File #

202119810001

RON LEGGETT

FILED
Secretary of State
State of California

JUL 06 2021

IMPORTANT -- Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Root Sixty-Four, LLC

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

3. The limited liability company will be managed by (check only one):

One Manager More Than One Manager All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA
1565 Madison St., Suite B City: OAKLAND State: CA Zip Code: 94612

5. Initial Mailing Address of Limited Liability Company, if different from Item 4
City: State: Zip Code:

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process
Steve Sukman

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box
353 N. Flores St. City: Los Angeles State: CA Zip Code: 90048

c. If an individual, Mailing Address of Agent for Service of Process
353 N. Flores St. City: Los Angeles State: CA Zip Code: 90048

Converting Entity Information

7. Name of Converting Entity
Root Sixty-Four

8. Form of Entity: Corporation 9. Jurisdiction: California 10. CA Secretary of State Entity Number, if any: 4075527

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:
The class and number of outstanding interests entitled to vote: 1,000 common shares AND The percentage vote required of each class: 51%

Additional information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Ronald A. Leggett
Signature of Authorized Person

Ronald A. Leggett, Chairman of the Board
Type or Print Name and Title of Authorized Person

Ronald A. Leggett
Signature of Authorized Person

Ronald A. Leggett, Secretary
Type or Print Name and Title of Authorized Person

GENERAL APPLICANT DISPENSARY PERMIT APPLICATION

1. Applicant Information

a. Name: Ronald Leggett

b. Type of Corporate Structure:

Corporation Limited Liability Company Partnership Individual

 Collective

Other: _____

c. Doing Business As: Root Sixty-Four

d. Please Attach a Copy of State Registration (if applicable)

e. Partner/Owner/Manager Information:

Please list all persons directly or indirectly interested in the permit sought, including all officers, directors, general partners, managing members, stockholders, and partners. Please attach additional pages if necessary (additional pages should be on 8½ x 11" paper; single sided, and include a Header with the applicant's name on the top right corner of each page).

Last Name: Leggett		First Name: Ronald		Middle Initial: A
Alias(es):				
Title: CEO				
Date of Birth: [REDACTED]	Phone: ([REDACTED])		Email: [REDACTED]	
Residential Address: [REDACTED]				
City: Oakland		State: CA		Zip: 94605
Business Address:				
City:		State:		Zip:

Last Name: Marin		First Name: Bill		Middle Initial: J
Alias(es):				
Title: Director				
Date of Birth: [REDACTED]	Phone: ([REDACTED])		Email: [REDACTED]	
Residential Address: [REDACTED]				
City: Oakland		State: CA		Zip: 94619

Last Name: Tavel		First Name: Sandra		Middle Initial: E	
Alias(es): N/A					
Title: Communications & Marketing					
Date of Birth: [REDACTED]		Phone: [REDACTED]		Email: [REDACTED]	
Residential Address: [REDACTED]					
City: Oakland			State: CA		Zip: 94601
Business Address:					
City:			State:		Zip:

Last Name: Kaufman		First Name: David		Middle Initial: H	
Alias(es): N/A					
Title: Chief Operating Officer and Chief Compliance Officer					
Date of Birth: [REDACTED]		Phone: [REDACTED]		Email: [REDACTED]	
Residential Address: [REDACTED]					
City: Oakland			State: CA		Zip: 94612
Business Address: [REDACTED]					
City: Oakland			State: CA		Zip: 94612

Last Name:		First Name:		Middle Initial:	
Alias(es):					
Title:					
Date of Birth:		Phone:		Email:	
Residential Address:					
City:			State:		Zip:
Business Address:					
City:			State:		Zip:

Last Name:		First Name:		Middle Initial:	
Alias(es):					
Title:					
Date of Birth:		Phone:		Email:	
Residential Address:					
City:			State:		Zip:
Business Address:					
City:			State:		Zip:

Last Name:		First Name:		Middle Initial:	
Alias(es):					
Title:					
Date of Birth:		Phone:		Email:	
Residential Address:					
City:			State:		Zip:
Business Address:					
City:			State:		Zip:

2. Business Plan (twenty-four points)

Using only the spaces provided below, please answer the following questions.

- a) Describe Applicant's understanding of the cannabis dispensary market, what customers in this market are seeking, and how Applicant intends on capturing market share.

Although Cannabis remains federally illegal, California's cannabis market is quickly evolving. Medical marijuana has been legal since 1996, when voters passed the Compassionate Use Act. In 2016, California voters passed Proposition 64 that permits adult recreational use of cannabis, which goes into effect January 2018. Using Colorado and Washington as the model, along with data aggregated from sales at 100 California retail locations in 2017, BDS Analytics predicts that the adult-use market will total more than \$500 million in sales in its first year, with medical marijuana sales reaching over \$2 billion simultaneously. BDS predicts strong sales in both markets onward. The medical marijuana market will fall in 2019 down to approximately \$1.8 billion statewide, while the adult-use market will gain ground fast with up \$2.2 billion in its second year. By 2020, combined sales of medical marijuana and adult-use products should be around \$5 billion in California, and trend even higher at an estimated \$6 billion in sales statewide in 2021.

Root Sixty-Four will be the first Native American owned Cannabis Dispensary with the onsite consumption in Oakland, California. Our business plan includes employing Oakland residents first, Native Americans and other people of color, women, veterans, and those with disabilities. We intend to purchase a large percentage of laboratory tested cannabis and cannabis products from other Oakland equity applicants who receive permits to support our local cannabis community's entrepreneurs and Oakland's economy. We intend to employ those that have been convicted on non violent marijuana crimes that have been unjustly affected and targeted by the war on drugs.

Root Sixty-Four will address what customers are looking for in the Oakland dispensary market by designing a homegrown dispensary that will have Oakland's interest at heart. We Oaklanders have always wanted a place that we could support, and one that represents Oakland and its diversity. Root Sixty-Four will provide that place, that we can be proud of that provides quality friendly service, a business that employs Oakland residents first, and provides a destination for cannabis connoisseurs to visit. Root Sixty-Four will provide quality cannabis in a clean, safe, holistic, healing environment where customers can relax and have a good time.

Root Sixty-Four intends on capturing the market by becoming Oakland's premier destination for quality lab tested equity produced Oakland cultivated and manufactured cannabis products and becoming one of the first in the city to offer recreational adult use with onsite consumption. We intend on having a grand opening celebration and specials for our first customers. Our marketing plan includes hosting special events such as Cannabis Farmers Markets, senior fun events, cannabis business courses, 420 Excursion, and discounts for Oakland residents. We intend on being the only dispensary that offers cannabis friendly destinations and events. We will also sell non medicated traditional snack food for customers who would prefer something that is non medicated, indoor cultivation supplies, t-shirts, books and equipment.

We have identified a location that has convenient freeway access in a densely populated area with ample foot traffic to further assist in capturing the market. Once we secure a dispensary permit we intend to secure the building and become a regional competitor in the cannabis industry by developing our brand, and through online and billboard advertisement.

b) Describe Applicant's background and experience in cannabis dispensing or similar industries.

Ron Leggett: Ron is an enrolled member of the Pinoleville Band of Pomo Indians in Ukiah CA., and a life long resident of Oakland. Ron has a varied experience, ranging from small business owner, firefighter, medical cannabis entrepreneur's background and his experience begins with a thirteen year career as a firefighter, and an Associate in Science degree in Nutrition from Merritt College. Ron also owned a laundry mat at 2609 Foothill Blvd. in the mid 1990's, a business that taught him how to manage a small business.

Ron is currently the Executive Director of the Oakland Food Pantry a 501c(3) non-profit that has a mission of providing food to people in need in a dignified manner. In 2015, he distributed over 500,000 pounds of food and other products with an estimated value of over \$700,000. The Food Pantry continues to grow every year, and in 2016 the Pantry accounted over 10,000 volunteer hours. Daily operations of the food pantry are very similar to operating a cannabis business. Ron operates on a tight budget that covers supplies, payroll, operational cost, compliance with governmental agencies, insurance, customer service, banking, fundraising, and much more. Ron manages paid employees and volunteers. Ron has created and maintained relationships with vendors, stores, and distributors to sustain a successful operation and Ron has created many partnerships throughout the community.

Ron has met many challenges as one of the original founders of the Oakland Food Pantry, but Ron believes every one of those challenges and his experiences have prepared him for his opportunity to serve the community through Root Sixty-Four. This is because Ron sees community service as a key aspect of being a cannabis dispensary. It is Ron's mission to use his experience to turn Root Sixty-Four into a community center and model for other dispensaries as to how they can better serve the communities they reside in.

To further prepare to enter the cannabis industry, Ron completed Oaksterdam's extensive Classic Semester and Horticulture programs, and Magnolia's business class series' 100 and 200 Beginning Canna-Business 12 week programs in 2017. The education that Ron received from Oaksterdam and Magnolia has provided Ron with a solid foundation, and a contact list full of experts in the cannabis industry that have and will continue to provide mentorship and guidance to Ron as we enter the end of prohibition in California.

Ron's cannabis background also includes many years of experience in indoor and outdoor medical cannabis cultivation and more recently the manufacturing of medical cannabis edible products and balms. Ron's education and background also includes formal training in Cannabis Business Management and Horticulture from Oaksterdam University, Ron also has received 6 months of mentorship from Debby Goldsberry, a current dispensary owner on best practices.

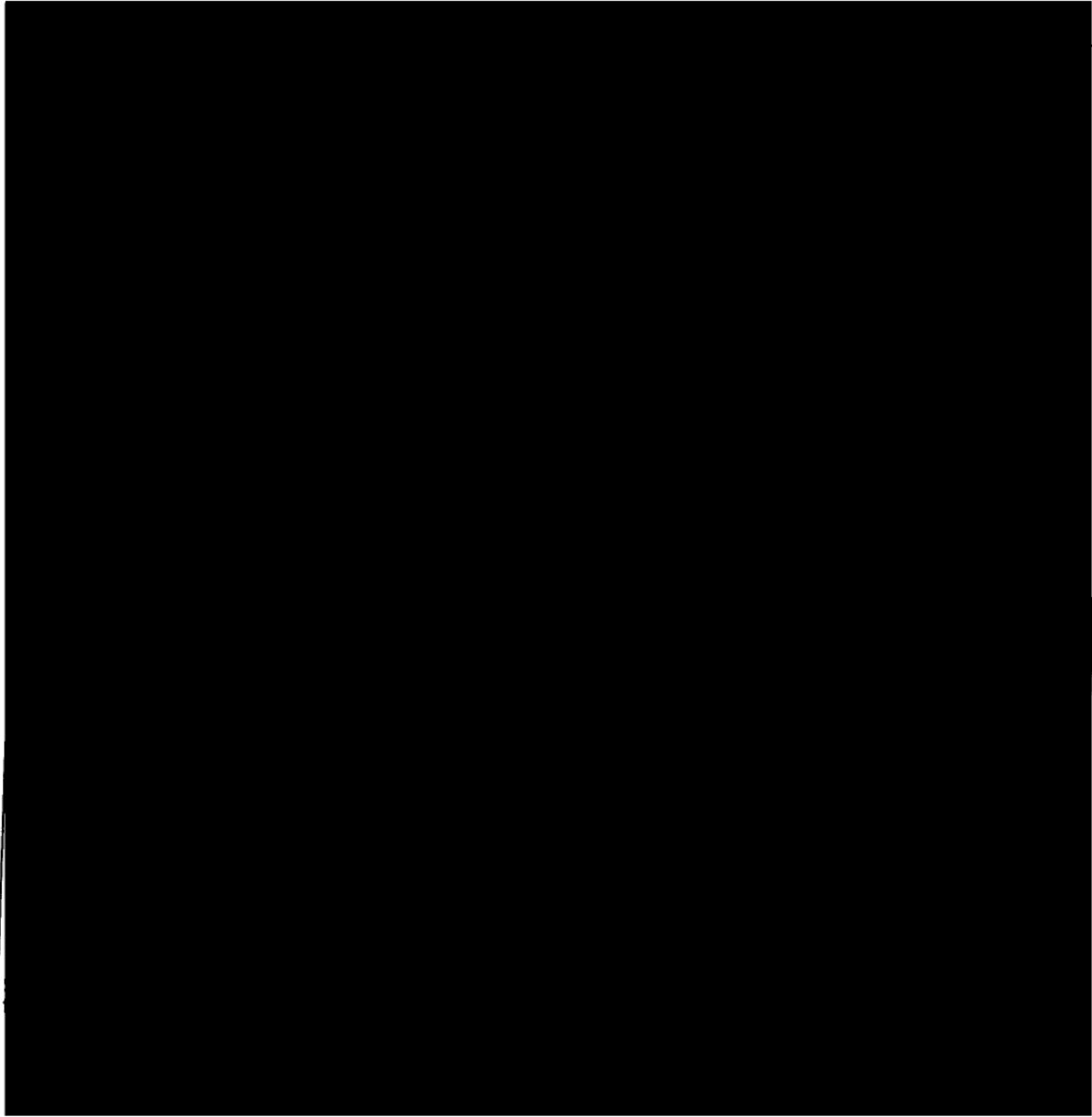
David Kaufman: David was Partnership Director for the Prop 64 campaign. Over 3 years period, David was afforded a front seat of the most important pieces of policy in CA cannabis history, MMRSA, Prop 64, SB94 and now the state's emergency regulations and licensing. David currently is a Cannabis Licensing and Government Relations Consultant for numerous cannabis businesses across the state. In his work, David has consulted on licensing in Oakland, San Francisco, Sacramento, Los Angeles, and Sonoma. The goal is that David's past experience in licensing and policy work will help round out Ron's experience.

Bill Marin: Washo tribal member, graduated from UC Berkeley, United States Army Reserve (8 yrs), grandfather, father, husband, Native American Community leader, retired Chevron Richmond CA, Accountant Major Projects, and 50 plus year Oakland resident. Bill will serve as a director for Root Sixty-Four and his experience in accounting will be utilized in compliance with State and Local taxes. Bill is a veteran, local small business owner, and has served on numerous non profit board of directors in many capacities throughout the Bay Area Native American Community. Bill's progressive mind and his dedicated service to our community makes Bill a perfect choice as director.

Sandra Tavel: Indigenous cannabis entrepreneur and currently serves the Native American community as the Grants and Contracts Manager, as well as, the Communications Director for the Native American Health Center in Oakland CA. Sandra has a BA from Colorado College, and her experience and education will be utilized to serve as our marketing and communications director for Root Sixty-Four. Sandra's experience is unique and includes extensive knowledge in medical cannabis and its therapeutic traditional value regarding the spirituality of cannabis as it relates to indigenous people. Sandra adds cultural validity as it relates to medical cannabis and its traditional practices.

c) Explain how Applicant will cover its startup costs and working capital requirements. If Applicant's funds are currently available, please attach a letter of credit demonstrating sufficient capitalization to cover initial business costs. If these funds are not yet available, please outline how Applicant will gather enough capital to cover initial business costs. Examples include:

- I. Selling or converting other personal assets to raise funds.
- II. Borrowing against personal assets.
- III. Raising funds from investors.
- IV. Obtaining a loan from a third party.
- V. Obtaining a letter of credit from a third party.
- VI. Other (please describe)



4. **Compliance with State Law (ten points)**

Using only the space provided below, please describe how Applicant will comply with state law, including:

- i. The supply chain from which applicant will obtain cannabis and cannabis products (Applicants need not name specific vendors; identifying license categories is sufficient).
- ii. How Applicant plans to record the movement of cannabis and cannabis products in their custody, such as with a track and trace system.

Supply Chain:

Root Sixty-Four plans to obtain cannabis and cannabis products from licensed Type M and Type A distributors. The selection process will take into account finding local indoor cultivations ranging from Type 1 and Type 2 license types and prioritizing equity cultivators from the distributors catalog or if the local licensed cultivators has been recruited outside the distributor we will refer them to a licensed distributor. We will not use Type 3 license holders who will have a more mass produced product that will be inferior to Type 1 and Type 2 holders. Root Sixty-Four will stock product from both Type M license holders, as well as, Type A assuming Oakland goes forward with adult use sales. The same will go for sourcing local Type 6 non-volatile manufactures, a variety of products will be procured, but mostly rosin, edibles, and pre-rolls. Root Sixty-Four will also purchase volatile extracted products from Type 7 licensed businesses such as BHO extracted products.

The chain of custody for either transaction would involve a licensed Type M or Type A distributor who would take the cultivation taxes of \$9.25 and \$9.75 and also provide testing of the product before selling the product to Type M and Type A dispensary licensed that Root Sixty-Four will hold. Root Sixty-Four will comply with state mandated track-and-trace by using the Meadow platform which will serve as a POS system and also an inventory system compatible with the State track-and-trace provider, Metrc. Meadow has worked with the Bureau of Cannabis Control throughout the drafting of the emergency regulations and is well positioned to provide software that provides the highest level of compliance with the State track-and-trace system. Given the timing of this application, regulations will have changed dramatically by the end of November and so it is difficult to provide an accurate response due to an ever changing regulatory frame work from the State.

5. Tax Rates (ten points)

Using only the space provided below, please answer the following questions regarding local and state tax laws that apply to cannabis dispensaries.

i. Local Taxes:

a. What is the City of Oakland's business tax rate for medical cannabis businesses?

5%

b. What is the City of Oakland's business tax rate for adult use cannabis businesses?

10%

ii. State Taxes:

a. What is the cannabis excise tax rate for adult use cannabis purchases?

15%

b. What is the sales tax rate for adult use cannabis sales?

7.25% State, 2% from the City of Oakland

iii. What measures, including point of sale systems, Applicant will implement to ensure proper collection of local and state taxes.

Root Sixty-Four will comply with State and Local taxes by using the Meadow platform which will serve as a POS system and also an inventory system compatible with the state track-and-trace provider, Metrc. Meadow has worked with the Bureau of Cannabis Control throughout the drafting of the emergency regulations and is well positioned to provide software that provides the highest level of compliance with the State and Local tax collection. Numerous licensed existing dispensaries use the Meadow system and no complaints from local governments have been filed. Additional auditing will be conducted by an outside accountant to confirm compliance with the State and Local taxes.

Using only the space provided below, please submit a plan for how cannabis odors will not be detectable outside of the proposed facility, such as utilization of carbon filters.

Root Sixty-Four will use a city compliance HVAC system to remove air from inside the onsite consumption area, will use negative ion generators to remove odor from air, and will use carbon filters to purify the air.

For the onsite consumption, patients will inhale cannabis vapor and exhale the vapor through the Hello Neighbor or Smoke Buddy product as instructed by the Assistant GM.

The GM or Assistant GM will perform several daily spot checks for the cannabis odors in the common areas of the building, including the hallways and bathrooms, as well as, in the parking lot and other outside areas. Any cannabis odor detected will be reported on a written form created by the Product Manager, and will be reported to the GM for corrective action. The GM will consult with the CEO, and together they shall implement corrective repairs.

Root Sixty-Four will have a designated Ombudsperson each day to take complaints from or to discuss concerns of neighbors or any one else. This person will be designated by the GM or Assistant GM to solve problems related to the odors or other topics (noise, parking, nuisance). They are the first person to respond in an official capacity to complaints, so that Root Sixty-Four can continue to develop policy and procedures to ensure all ongoing compliance is maintained. The CEO will develop a complaints form so that all relevant information can be obtained from the complainant so that follow up information can be properly managed. Once a complaint is taken, the GM or Assistant GM in charge shall be notified, and they should begin developing a solution, with the assistance of the CEO. The CEO is responsible for assuring that no odor from the indoor consumption area is detectable outside of the facility, and will work with the Project Manager to make sure the indoor onsite consumption facility has proper HVAC and air filtration and treatment systems. The GM is responsible for installation, regular inspection, and repairs to the system.

Using only the space provided below, please submit a community beautification plan detailing specific steps your business will take to reduce illegal dumping, littering, graffiti and blight and promote beautification of the adjacent community. Examples of specific steps include participating in City of Oakland Adopt a Spot/Drain program, installing murals, removing graffiti within 48 hours and providing landscaping.

Mission: Root Sixty-Four intends to create a clean and beautiful neighborhood surrounding our business location by forming a partnership with volunteers, residents, city officials, community based organizations, and non-profit agencies focusing on volunteerism and beautification efforts within our local community to encourage beautification and deter crime, and to improve the quality of life for all residents.

Phase 1: Rollout

Immediate Action Items:

1. Adopt a Spot
2. Maintain a Drain
3. Organize Community Clean-Ups
4. Graffiti Abatement
5. Plant, Paint, and Brighten

Project No. 1: Neighborhood Beautification and Community Identity Efforts

Adopt a Spot: Identify and adopt a spot in our neighborhood that requires attention (litter removal, graffiti abatement, and/or illegal dumping) and maintain the location.

Maintain a Drain: Adopt a storm drain near our location to prevent harmful waste from entering our creeks and bay.

Organize Community Clean-Ups: Organize community clean up days on an on going basis to maintain our neighborhood and its beauty. Community Clean-Ups will focus on litter removal, habitat restoration, park maintenance, and beautification of parks and open space.

Graffiti Abatement: Remove or paint over graffiti on or within 100 ft. of our location as soon as reasonably possible. The elimination of graffiti on private property will further encourage community beautification and deter crime.

Plant, Paint, and Brighten: Remove weeds and overgrowth and replace with native drought tolerant plants, maintain paint and appearance of our location, and brighten by providing lighting and/or trimming or removal of branches and shrubs. The planting of vegetation and trees along the corridor that we serve will add to the community's identity, provide aesthetic improvements to the corridor, and reduce blight in our neighborhood.

Phase II:

Root Sixty-Four intends to create a 501(c) 3 non profit foundation to create a sustainable beautification plan that can address crime deterrence, neighborhood beautification, corridor beautification, establishment of community identity, facility upgrades and donations to local non-profit agencies that feed the poor and/or work with youth.

a. OMC 5.80 requires that half of all dispensary employees be Oakland residents. What percentage of Applicant's employees will be Oakland residents?

- 50-60% 60-70% 70-80% 80-90% 90-100%

b. What percentage of Applicant's employees will be formerly incarcerated current Oakland residents?

- 0-10% 10-20% 20-30% 30-40% 40-50% above 50%

9. Ownership (thirty points)

For this question, the term "ownership" shall mean the individual or individuals who:

- i. With respect to for-profit entities, including without limitation corporations partnerships, limited liability companies, has or have an aggregate ownership interest (other than a security interest, lien, or encumbrance) of 100% of the entity.
- ii. With respect to not for-profit entities, including without limitation a non-profit corporation or similar entity, constitutes or constitute 100% of the board of directors.
- iii. With respect to collective has or have all controlling interest in the collective's governing body.

a) Is Applicant's ownership a current Oakland resident?

- yes no

b) Does at least half of Applicant's ownership satisfy the definition of an Equity Applicant³?

- yes no

³ an "Equity Applicant" is an Applicant whose ownership/owner:

1. Is an Oakland resident; and
2. Has an annual income at or less than 80 percent of Oakland Average Medium Income (AMI) adjusted for household size; and
3. Either

(i) has lived in any combination of Oakland police beats 2X, 2Y, 6X, 7X, 19X, 21X, 21Y, 23X, 26Y, 27X, 27Y, 29X, 30X, 30Y, 31Y, 32X, 33X, 34X, 5X, 8X and 35X for at least ten of the last twenty years OR

(ii) was arrested after November 5, 1996 and convicted of a cannabis crime committed in Oakland.

- two of the following supporting documents for each individual: a deed, lease agreement, utility bills, cable/internet bills, tax returns, or California driver's record; and
- entity formation documents or documents filed with the California Secretary of State (e.g. articles of incorporation, stock issuance records, operating agreements, partnership agreements).

If you answered yes to question 9 (b), please provide supporting documentation as described below.

For proof of ownership please provide entity formation documents or documents filed with the California Secretary of State (e.g. articles of incorporation, stock issuance records, operating agreements, partnership agreements).

For proof of income please provide federal tax returns and at least one of the following documents: two months of pay stubs, current Profit and Loss Statement, or Balance Sheet.

For proof of conviction should be demonstrated through Court documents, Probation documents, Department of Corrections or Federal Bureau of Prisons documentation.

For proof of residency please complete the below Proof of Residency Chart for all qualifying individuals and provide a minimum of two of the documents listed below evidencing 10 years of residency. All residency documents must list the applicant's first and last name, and the Oakland residence address in applicable police beats.

- California driver's record; or
- California identification card record ; or
- Property tax billing and payments; or
- Verified copies of state or federal income tax returns where an Oakland address is listed as a primary address; or
- Utility company billing and payment covering any month in each of the ten years.

Proof of Residency Chart

NAME OF EQUITY INDIVIDUAL Ronald Leggett		
CURRENT OAKLAND ADDRESS	DATES	
	FROM	TO
6524 Mokelumne Ave	Sept 1997	Present
PRIOR OAKLAND ADDRESS(ES)		

NAME OF EQUITY INDIVIDUAL		
CURRENT OAKLAND ADDRESS	DATES	
	FROM	TO
PRIOR OAKLAND ADDRESS(ES)		

NAME OF EQUITY INDIVIDUAL		
CURRENT OAKLAND ADDRESS	DATES	
	FROM	TO
PRIOR OAKLAND ADDRESS(ES)		

10. Product (twenty-four points)

What percentage of its cannabis products will Applicant commit to purchasing from Oakland equity businesses? This commitment shall be demonstrated to the City via quarterly reports and verified on an annual basis.

- 0-10%
 10-20%
 20-30%
 30-40%
 40-50%
 above 50%

11. Dispensary Incubator Program (twenty points per equity business incubated)

General dispensary applicants that serve as incubators for cannabis equity applicants by providing free rent or real estate are entitled to bonus points for every cannabis equity business it incubates. Please note, the equity business may be any cannabis business type and it may be incubated either on the same property as the dispensary or at another site in Oakland.

In order to receive these bonus points, the General Applicant must comply with the following conditions:

- a. The free real estate or rent shall be for a minimum of three years.
- b. The Equity Applicant shall have exclusive access to a minimum of 1,000 square feet to conduct its business operations.⁴

- systems, safes, and alarm systems for the space utilized by the Equity Applicant.
- d. The incubated equity applicant is not already being incubated in the proposed space under a separate permit application.
 - e. Should an incubated equity applicant cease operating its business within the three-year period, the General Applicant must notify the City of Oakland within 30 days and either incubate a new equity applicant or commit to annually providing one percent of the General Applicant's gross receipts towards job training programs in the City of Oakland approved by the City Administrator.

In order to receive credit for incubating an equity business, general dispensary applicants must submit a copy of the lease and/or contractual agreements between General and Equity Applicants that provides the requirements listed under (a) through (e) above.

Please use the Dispensary Incubator Chart to list all equity applicants dispensary applicant intends on incubating under the conditions outlined above.

Dispensary Incubator Chart

NAME OF EQUITY APPLICANT	ADDRESS OF EQUITY BUSINESS	BUSINESS TYPE
Tanesia Jackson	TBD when awarded license	Non-Storefront Cannabis Delivery
Tanesia Jackson	TBD when awarded license	Distribution
Tanesia Jackson	TBD when awarded license	Indoor Cultivation
Kevin Lieu	TBD when awarded license	Indoor Cultivation
Kevin Lieu	TBD when awarded license	Distribution
Kevin Lieu	TBD when awarded license	Non-Storefront Cannabis Delivery
Kevin Lieu	TBD when awarded license	Non-Volatile Manufacturing

12. Supporting Documents.

Please check the boxes below for each supporting document submitted with this application. Please ensure that all supporting documents include a Header with the applicant's name on the top right corner of each page.

- Copy of State Registration for corporate structure
- Letter of Credit if applicable

For Oakland Owners Applicants Only:

- Proof of Oakland Residency

For Oakland Equity Applicants Only:

- Proof of Ownership

And either

Proof of Residency

or

Proof of Conviction

For Dispensary Incubators Only:

Lease or other contract providing free real estate or rent for a minimum of three years indicating square footage available to the Equity Applicant

Proof of providing required security measures, including camera systems, safes, and alarm systems for the space utilized by the Equity Applicant.

13. Oath of Application

I, the undersigned, declare under penalty of perjury that to the best of my knowledge, the information contained in this application and its supporting documentation is truthful, correct and complete; and, the information contained in this application and its supporting documentation discloses all facts regarding the applicant and associated individuals necessary to allow the City Administrator to properly evaluate the Applicant's qualifications for registration.

I, the undersigned further agree and acknowledge that I may be required to provide additional information as needed, for a complete investigation by the City Administrator.

I, the undersigned, further agree and recognize that I am responsible for obeying all Federal, State, County and local laws.

I, the undersigned, further agree and understand that any misrepresentations, omissions or falsifications in the application or any documents attached thereto or amendments thereto will be immediate grounds for the City Administrator to deny this permit application and/or immediate grounds for revocation of a medical cannabis permit.

APPLICANT NAME: Ronald Leggett

SIGNATURE: 

DATE: November 19, 2017

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Tanesia Jackson

Sublessee Company Name: Green Wellness Distribution

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems, business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. Total monthly rent shall be payable on the 1st of each month in the amounts as follows: Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

1. If Root Sixty Four is awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
 - a. Agreement expires at the end of the 3 year Equity Incubator ± 1000 sq. feet Sublease term
2. If Root Sixty Four is not awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
 - a. Agreement expires after final licensing decision is made and appeals have been exhausted.

Entire Agreement: The Agreement and the documents referred to herein constitute the entire agreement between the parties, and there are no binding agreements or representations between the parties except as expressed herein. No subsequent change or addition to this agreement shall be binding unless in writing and signed by the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement, with the intent to be legally bound thereby, to be effective as of the latest date set forth below.

By: Ron Leggett 11/20/17

Printed Name: Ron Leggett

Title: Owner

POTENTIAL SUBLESSEE: Green Wellness Delivery

By: Tanesia Jackson

Printed Name: Tanesia Jackson

Company Name: Green Wellness Delivery

Title: Owner

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Tanesia Jackson

Sublessee Company Name: Green Wellness Cultivation

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems, business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. **Total monthly rent shall be payable on the 1st of each month in the amounts as follows:** Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

1. If Root Sixty Four is awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
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IN WITNESS WHEREOF, the parties have executed this Agreement, with the intent to be legally bound thereby, to be effective as of the latest date set forth below.

By: Ron Leggett 11/26/17

Printed Name: Ron Leggett

Title: Owner

POTENTIAL SUBLESSEE: Green Wellness Cultivation

By: ~~Tanesia Jackson~~ X

Printed Name: Tanesia Jackson

Company Name: Green Wellness Cultivation

Title: Owner

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Tanesia Jackson

Sublessee Company Name: Green Wellness Delivery

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems, business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. **Total monthly rent shall be payable on the 1st of each month in the amounts as follows:** Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

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 - a. Agreement expires at the end of the 3 year Equity Incubator ± 1000 sq. feet Sublease term
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By: Ron Leggett 11/20/17

Printed Name: Ron Leggett

Title: Owner

POTENTIAL SUBLESSEE: Green Wellness Distribution

By: Tanesia Jackson

Printed Name: Tanesia Jackson

Company Name: Green Wellness Distribution

Title: Owner

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Kevin Lieu

Sublessee Company Name: Equity Distributor

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems, business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. **Total monthly rent shall be payable on the 1st of each month in the amounts as follows:** Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

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IN WITNESS WHEREOF, the parties have executed this Agreement, with the intent to be legally bound thereby, to be effective as of the latest date set forth below.

By: Ron Leggett 11/16/17

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE:

By: Kevin Lieu 11/16/17

Printed Name: Kevin Lieu

Company Name: Equity Cultivator

Title: Owner

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Kevin Lieu

Sublessee Company Name: Equity Manufacturing

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems, business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. **Total monthly rent shall be payable on the 1st of each month in the amounts as follows:** Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

1. If Root Sixty Four is awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
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IN WITNESS WHEREOF, the parties have executed this Agreement, with the intent to be legally bound thereby, to be effective as of the latest date set forth below.

By: Ron Leggett 11/14/17

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE

By: Kevin Lieu 11/16/17

Printed Name: Kevin Lieu

Company Name: Equity Distributor

Title: Owner

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Kevin Lieu

Sublessee Company Name: Equity Cultivator

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems , business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. **Total monthly rent shall be payable on the 1st of each month in the amounts as follows:** Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

1. If Root Sixty Four is awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
 - a. Agreement expires at the end of the 3 year Equity Incubator ± 1000 sq. feet Sublease term
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IN WITNESS WHEREOF, the parties have executed this Agreement, with the intent to be legally bound thereby, to be effective as of the latest date set forth below.

By: *R M Leggett 11/16/17*

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE:

By: *[Signature] 11/16/17*

Printed Name: Kevin Lieu

Company Name: Equity Manufacturing

Title: Owner

Agreement Date: For identification purposes only, this Agreement is dated as of November 16th, 2017

Agreement Details

Sublessor agrees to sublease

Address: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublessor: Root Sixty Four LLC

Sublessee: Kevin Lieu

Sublessee Company Name: Equity Delivery Only

Master Lessor: TBD after selection as a 2017 Oakland General Application Dispensary winner

Sublease Term if Sublessor is Selected a: 3 years

Renewal Option: None

Subleased Premise if Root Sixty Four is Selected: For the Sublease of $\pm 1,000$ sq. feet of the exclusive premises that will be up to city fire and building codes.

Additional Services provided to Sublessee if Sublessor is Selected: Security services in compliance with Oakland Cannabis regulations, camera systems, safes, and alarm systems , business mentorship, advisory services for State Licensing.

Monthly Rent for Subleased Premises:

1. **Total monthly rent shall be payable on the 1st of each month in the amounts as follows:** Monthly Rent \$0.00

Security Deposit: N/A

Late Charge: N/A

Commencement Date if Sublessor is Selected: As soon as the city of Oakland Requires.

Expiration Date:

1. If Root Sixty Four is awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
 - a. Agreement expires at the end of the 3 year Equity Incubator ± 1000 sq. feet Sublease term
2. If Root Sixty Four is not awarded a dispensary license in the 2017 Oakland General Application Process for Dispensaries
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Entire Agreement: The Agreement and the documents referred to herein constitute the entire agreement between the parties, and there are no binding agreements or representations between the parties except as expressed herein. No subsequent change or addition to this agreement shall be binding unless in writing and signed by the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement, with the intent to be legally bound thereby, to be effective as of the latest date set forth below.

By: Ron Leggett 11/16/17
Printed Name: Ron Leggett
Company Name: Root Sixty Four LLC
Title: Owner

POTENTIAL SUBLESSEE:

By: Kevin Lieu 11/16/17
Printed Name: Kevin Lieu
Company Name: Equity Delivery Only
Title: Owner

Contingent on Root Sixty Four LLC being awarded a dispensary permit in the 2017 General Application Process, the Sublessee will have the option to take over the original sublessor lease once the 3 year rent free lease agreement expires.

POTENTIAL SUBLESSOR:

By:

Ron Leggett 11/16/17

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE:

By:

Kevin Lieu 11/16/17

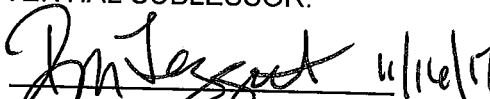
Printed Name: Kevin Lieu

Company Name: Equity Manufacturing

Title: Owner

Contingent on Root Sixty Four LLC being awarded a dispensary permit in the 2017 General Application Process, the Sublessee will have the option to take over the original sublessor lease once the 3 year rent free lease agreement expires.

POTENTIAL SUBLESSOR:


By:  11/16/17

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE:

By:  11/16/17

Printed Name: Kevin Lieu

Company Name: Equity Delivery Only

Title: Owner

Contingent on Root Sixty Four LLC being awarded a dispensary permit in the 2017 General Application Process, the Sublessee will have the option to take over the original sublessor lease once the 3 year rent free lease agreement expires.

POTENTIAL SUBLESSOR:

By: Ron Leggett 11/14/17

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE:

By: [Signature] 11/16/17

Printed Name: Kevin Lieu

Company Name: Equity Distributor

Title: Owner

Contingent on Root Sixty Four LLC being awarded a dispensary permit in the 2017 General Application Process, the Sublessee will have the option to take over the original sublessor lease once the 3 year rent free lease agreement expires.

POTENTIAL SUBLESSOR:

By: Ron Leggett 11/14/17

Printed Name: Ron Leggett

Company Name: Root Sixty Four LLC

Title: Owner

POTENTIAL SUBLESSEE:

By: Kevin Lieu 11/16/17

Printed Name: Kevin Lieu

Company Name: Equity Cultivator

Title: Owner