

STATE OF MICHIGAN

IN THE MACOMB COUNTY CIRCUIT COURT

PINEBROOK WARREN, LLC, a Michigan
limited liability company, *et al*,

Plaintiffs,

vs.

Case No. 2019-004059-CZ
Hon. Carl J. Marlinga

CITY OF WARREN, a Michigan municipal
corporation, *et al*,

Defendants,

and

LE BATTLE CREEK INC., *et al*,

Intervenors.

CONSENT JUDGMENT

At a session of said Court held in the City of Mt.
Clemens, County of Macomb, State of Michigan on
_____, 2020

PRESENT: HONORABLE CARL J. MARLINGA
MACOMB COUNTY CIRCUIT COURT JUDGE

The Parties to this Consent Judgment, having agreed to settle this dispute as reflected in this Consent Judgment, which incorporates herein all exhibits attached hereto; each of the Parties to this Consent Judgment has represented that all requirements necessary for the Party to bind itself to this Consent Judgment have been met; this Court having reviewed the settlement reflected in this Consent Judgment and having specifically found that its terms are fair, just, reasonable, and in the public interest, and that it has been entered into in good faith by the Parties;

THIS COURT HEREBY FINDS AND IT IS ORDERED AND ADJUDGED as follows:

1. Procedural History. The following procedural history is incorporated within and made a part of this Consent Judgment:

A. This consolidated case arises out of challenges to the City of Warren’s (the “City”) consideration and issuance of medical marihuana provisioning center licenses (the “Licenses”) under the City’s Medical Marihuana Regulatory Ordinance, Ordinance Nos. 80-772, 80-778, and 80-779, Chapter 19.5 to the Code of Ordinances, as thereafter amended (the “Medical Marihuana Ordinance”).

B. Following a competitive process involving 65 License applicants, the Warren City Council approved the issuance of 15 Licenses at a meeting held on October 8, 2019. On October 9, 2019, the City’s Mayor vetoed the approval of the 15 Licenses and on October 22, 2019, the Warren City Council voted to override the veto. The 15 Licenses were issued effective October 25, 2019.

C. Plaintiffs are comprised of applicants for Licenses who did not receive Licenses. Beginning in August 2019 (before the City’s approval of the Licenses) and continuing after October 8, 2019, various License applicants filed suit against the City (and, in some cases, against certain City officials and City Council Members, together the “Individual Defendants”) in the Macomb County Circuit Court, raising several claims arising out of the City’s actions in considering and approving the 15 Licenses, including without limitation, alleged violations of the Michigan Open Meetings Act and for violation of procedural and substantive due process of law. The City and the Individual Defendants have denied all allegations of wrongdoing asserted by the Plaintiffs.

D. In December 2019 and February 2020, this Court consolidated the 11 civil lawsuits filed by the Plaintiffs against the City or the Individual Defendants into this action. There are 15 Plaintiffs in this consolidated action who were not issued Licenses by the City at the October 8, 2019 meeting, as well as one entity, District Warren, LLC, who has filed an administrative appeal of the City's alleged denial of a License pending before this Court. That matter is *District Warren, LLC v. City of Warren*, Case No. 19-004859-AA (the "District Warren Appeal"). For purposes of this Consent Judgment, the 16 entities consisting of the 15 Plaintiff and District Warren will be referred to as the "Plaintiffs".

E. On January 16, 2020, Plaintiff Happy Trails, Inc. filed a motion for partial summary disposition with respect to its claims for violation of the Michigan Open Meetings Act and for violation of the City's Medical Marihuana Ordinance, to which the other Plaintiffs concurred. The City filed its opposition to the motion and cross-claimed for partial summary disposition. After hearing oral argument and considering supplemental briefs, this Court issued its Opinion and Order, dated April 14, 2020 (the "Decision"), granting Happy Trails, Inc.'s motion for partial summary disposition and denying the City's cross motion, in which this Court found that the City had violated the Open Meetings Act for the reasons set forth in the Decision. The Decision did not address the Ordinance violation claim.

F. On April 15, 2020, this Court issued an Order staying its Decision due to the Covid-19 crisis and to allow the entities who received the 15 Licenses time to file motions to intervene if they chose to do so. The Intervenors, consisting of all 15 entities that were issued Licenses by the City effective October 25, 2019, filed motions to

intervene and after considering oral argument, this Court granted the motions to intervene (hereinafter “the Intervenors”). The Intervenors, Plaintiffs, and Defendants are hereinafter referred to collectively as the Parties.

G. On June 22, 2020, this Court entered an Order directing the Parties to engage in non-binding settlement facilitation and appointing retired Macomb County Circuit Judge Peter Maceroni to serve as the Facilitator.

H. On July 9, 2020, this Court granted Defendants’ motion for summary disposition as to the due process claims of all Plaintiffs and further held that the Medical Marihuana Ordinance is constitutional.

I. All Intervenors and the City filed or concurred in motions for this Court to reconsider its April 14, 2020 Decision. After considering the motions and responses thereto, and hearing oral arguments on the motions, on July 9, 2020, this Court orally denied the motions for reconsideration of the Decision. An order denying reconsideration has not been entered by this Court to allow the Parties to try to settle this case through the facilitation process.

J. The 16 Plaintiffs, 15 Intervenors, and the City, with assistance and participation of Judge Maceroni, have engaged in extensive settlement negotiations in order to resolve in good faith this lawsuit and put to rest among them all of the disputes, claims, counterclaims, cross-claims, administrative appeals, and defenses raised or which could have been raised regarding the consideration and issuance of Licenses as set forth in this Consent Judgment.

2. **Approval of Medical Marihuana Provisioning Center Licenses.** The City agrees that upon entry of this Consent Judgment, the City shall be deemed to have approved and issued a

medical marihuana provisioning center license to each of the named 28 parties identified in **Exhibit A** hereto (each, a “Licensee” and collectively, the “Licensees”). Each License is for the specific real property listed under “License Locations” (each a “Property” and collectively, the “Properties”) with each Licensee as set forth in **Exhibit A**. The City Clerk or Designee will execute the required State form, titled “Michigan Marijuana Regulatory Agency, Medical Facilitates Licensing, Attestation I Confirmation of Section 205 Compliance Part 1: Municipality”, for each named Licensee for each Property listed on **Exhibit A** for a State of Michigan medical marihuana provisioning center license within 14 days of entry of this Consent Judgment. The Parties acknowledge and agree that they will amend their City medical marihuana provisioning center application if there has been an address change as a result of settlement.

3. The Remaining Non-Licensee Parties. Plaintiffs Pure Warren LLC, Pure Green Warren, and HCM Warren, LLC (the “Non-Licensees”) shall not receive a medical marihuana provisioning center license or an adult use retailer license under the terms of this Consent Judgment. In consideration for the Non-Licensees not receiving Licenses and dropping their pursuit and claims for a License or an adult use retailer license in the City of Warren, each Non-Licensee received consideration as set forth in a separate written agreement between the Licensees and Non-Licensees.

4. Time to Obtain a Certificate of Compliance. Each Licensee shall have one year from the date of entry of this Consent Judgment within which to obtain a Certificate of Compliance with the City, also known as a certificate of use and occupancy, and open their businesses, as set forth in their respective License applications. No extensions shall be granted for the one-year time period unless a delay is caused by the action or inaction of the City or by circumstances outside the reasonable control of the Licensee, such as the ongoing impact of the COVID-19

pandemic. Any such extension shall be limited to one, six-month period and may be approved by the Warren City Council in the exercise of its reasonable discretion without unreasonable delay. In considering an extension request, the Warren City Council shall treat each Licensee in a consistent manner with respect to similarly situated Licensees seeking extensions.

The City shall act in a timely manner in reviewing and responding to the submissions of Licensees required by applicable law and shall not unreasonably delay issuance of the Certificates of Compliance or other approvals necessary to carry out the terms of this Consent Judgment.

The one-year renewal period for a License shall not commence with respect to a Licensee until the Licensee receives a Certificate of Compliance, also known as a certificate of use and occupancy, from the City.

5. Zoning Ordinance Requirements. The Parties acknowledge and agree that each of the Licensees applied for a License. The Parties acknowledge and agree that through the application process or subsequent thereto, the City's zoning and planning departments have determined that the Properties listed in **Exhibit A** meet the requirements listed in Sections 4G.06 and 4G.08(2) of the City of Warren Zoning Ordinance, which means that the Properties are located in the proper zoning district and meet the required buffering/distance requirements. The address listed on **Exhibit A** for Aubrey Ventures, LLC meets the same requirements as a result of a previously approved zoning variance.

The City acknowledges and agrees that each Licensee is hereby authorized and approved to operate a medical marijuana provisioning center at the Property identified in **Exhibit A** for that Licensee.

6. **Transferability.** After entry of this Consent Judgment, a Licensee may only transfer its License or an interest in its License if all of the following conditions are met: (a) the State of Michigan approved the transfer of an interest in its State license; (b) the Licensee obtained a Certificate of Compliance (also known as a certificate of use and occupancy) with the City, a State operating license was issued, and the Licensee was open for business for at least 60 days; and (c) the Licensee obtained confirmation of satisfaction of the above requirements by the Warren City Council, which confirmation shall not be unreasonably withheld or delayed. Notwithstanding the foregoing, nothing herein shall prevent a transfer to another entity wherein there is 100% common ownership at any time or prevent a Licensee from entering into a joint venture or partnership with another Licensee with the result of eliminating one or more Licenses. The City acknowledges and agrees that a Licensee's change in ownership or change in site location, included on **Exhibit A**, from the Licensee's City application is approved only if such change is made prior to Licensee's approval of this Consent Judgment and the Licensee amends or supplements its application on file with the City thereafter.

7. **Authority of the City to Issue Licenses.** Nothing in this Consent Judgment shall require the City to issue any additional medical marijuana provisioning center licenses in the future. In the event one or more of the Licensees should cease operations or whose Licenses may have been terminated under applicable law or the terms of this Consent Judgment, the City need not issue any additional or replacement Licenses.

8. **Additional Public Benefit Payment.** In addition to the public benefits proposed by each Licensee in its application for a provisioning center license, the Licensees, jointly, shall make a public benefit payment to the City in the amount of One Million Dollars (\$1,000,000.00) (the "Benefit Payment"). Each Licensee shall pay its portion of the Benefit Payment in the

amount of Thirty-Five Thousand Seven Hundred Fifteen Dollars (\$35,715.00) to the City Treasurer's office within seven days of entry of the Consent Judgment. The Benefit Payment shall be used by the City to improve and maintain the City parks, and the City acknowledges that the funds are subject to the City's appropriation process outlined in Chapter 8 of the City Charter.

9. Commitment to Pay Minimum Wage. Each Licensee agrees to pay all non-exempt employees a minimum wage of Fifteen Dollars (\$15.00) per hour beginning no later than 60 days after hiring, or to pay such higher minimum wage that may be required in the future under applicable federal or state law.

10. Employment for Warren Residents. Any Licensee who undertakes a non-confidential search for employees for its operation in the City agrees to seek such employees from Warren residents for 60 days by targeting advertisement in local media, including the Warren Weekly, and/or through other sources recommended by the City. Nothing contained herein, however, shall require any Licensee to hire Warren residents and each Licensee retains complete and full discretion with respect to employment decisions.

11. Periodic Reporting Regarding Licensee Commitments. Each Licensee shall provide a written report to the City commencing one year after issuance of its Certificate of Compliance (also known as a certificate of use and occupancy) from the City, and continuing on an annual basis thereafter, but prior to submission of an application to renew its License. The report shall describe its progress in achieving compliance with the benefits promised to the City in its License application.

12. MMFLA/MRTMA Shared Facilities. Since the City supports co-location of Michigan Medical Marihuana Facilities Licensing Act (MMFLA) licenses with Michigan Regulation and

Taxation of Marihuana Act (MRTMA) licenses as shared facilities and based on the prior extensive competitive review of License applications described in Paragraph 1 above, the City hereby agrees to approve each Licensee for an Adult-Use Marihuana Retailer license, as defined by MRTMA, to be co-located in a shared facility at the Licensee's location specified in **Exhibit A**. The City further agrees to issue such Adult-Use Marihuana Retailer license to the Licensee for a shared facility at the Licensee's location specified in **Exhibit A** provided that: (a) the Licensee guarantees a minimum investment of \$2,500,000 as stated in Section 19.5-8(e)(4) of the Medical Marihuana Ordinance; and (b) the Licensee submits an Adult-Use Step 2 License Application for a Marihuana Retailer License to the State within 24 months of the date of this Consent Judgment. The City Clerk or Designee will execute, in a timely manner, any State-required forms or attestations needed by a Licensee for the State Adult-Use Step 2 License Application for a Marihuana Retailer License, including "Attestation 2-C Confirmation of Section 6 Compliance Part 1: Municipality", affirming the Licensee's permitted use as an Adult-Use Marihuana Retailer, after such request is made to the City Clerk. The City shall further execute or supply any necessary documents required by the State of Michigan to effectuate the terms of this Consent Judgment upon request submitted to the City Clerk.

Except for making available sufficient MRTMA Adult-Use Marihuana Retailer licenses necessary to meet its obligations above, nothing in this Consent Judgment shall restrict the discretion of the City to issue a MRTMA Adult-Use Marihuana Retailer license to a Licensee who requests such a license after the expiration of the 24-month period.

As a condition to operating a MMFLA and MRTMA shared facility, the Licensee must receive the required State MRTMA Adult-Use Marihuana Retailer license and operate in

material compliance with the rules and regulations of the City applicable to the MMFLA medical marihuana provisioning center.

The City does not require an initial application or initial application fee for issuance of the Adult-Use Marihuana Retailer Licenses to the Licensees for the first year. In the event the City amends its Medical Marihuana Ordinance to further regulate MRTMA Adult-Use Marihuana Retailer licenses and operations in the City (“New Ordinance”), the Licensees shall comply with the procedures and regulations set forth in the City’s New Ordinance with respect to the ongoing operations of the co-located Adult Use Marihuana Retailer facility, including without limitation, license renewal fees and requirements. Provided, however, nothing in the New Ordinance shall operate to prevent, unreasonably delay or interfere with a Licensee, who complies with the requirements for a shared License and MRTMA Adult-Use Marihuana Retailer license set forth above in this Consent Judgment, from obtaining said license and operating an Adult Use Marihuana Retail facility in the manner described above.

In that the term “investment”, as used in Section 19.5-8(e)(4) of the Medical Marihuana Ordinance, is not defined in the Ordinance, the Parties agree that the investment referenced in the Medical Marihuana Ordinance includes monies spent for both the medical and recreational marihuana operations combined, including without limitation, the value of the underlying ownership or leasehold interest in buildings and real property, current and proposed cost of property and building improvements and renovations, personal property, equipment, inventory, licensing fees and licensing and land use entitlement expenses.

13. Release of Claims and Liability. Except for the continuing obligations set forth in this Consent Judgment, Plaintiffs and Intervenors, for themselves, and for each of their members, shareholders, managers, officers, employees, agents, successors, assigns, attorneys,

representatives, or any other person or entity having an ownership interest in the Properties, do hereby release and forever discharge each other, and each of their members, owners, officers, stockholders, agents and representatives, and the City of Warren, its past, present, and future officers, directors, partners, attorneys, agents, employees, managers, representatives, insurers, assigns, and successors in interest, and all persons acting by, through, under, or in concert with them, and each of them, the individually named Defendants, the current and former members of the Warren City Council, the members of the City of Warren Marihuana Review Committee, and all other elected and appointed City officials, of and from any and all claims, cross-claims, counterclaims, liability, demands, actions, causes of action, suits, debts, judgments, executions, damages and rights of whatever nature in law, equity or otherwise, which now exist or which may subsequently accrue by reason of any acts, events or facts which now exist or which could have been asserted arising out of the acts, transactions or occurrences which refer or relate to or arise out of (a) the proceedings and actions of the City in considering, acting upon and/or awarding, approving, or issuing medical marihuana provisioning center licenses at issue in this dispute; and (b) all of the claims, defenses, counterclaims, and cross-claims asserted or which could have been asserted by any Party in this consolidated litigation, including the cross-claims that were previously severed from this litigation, and which could have been asserted or were asserted by any Party in the Related Actions, as defined in Paragraph 16.

The City acknowledges that it has no claims against any of the Intervenor or Plaintiffs in connection with the issuance of Licenses or the facilities owned or operated by them in connection with their Licenses. The Parties acknowledge and agree that as of the date the Licensees sign this Consent Judgment, there are no known outstanding material violations of the

Medical Marihuana Ordinance by any of the Licensees relating to their respective Properties listed in **Exhibit A** that would disqualify the Licensees from receiving Licenses.

This Release of Claims and Liability shall not bar claims brought to enforce the provisions of this Consent Judgment or claims arising after the date of this Consent Judgment from events or conduct occurring after the date of this Consent Judgment.

14. Approval. This Consent Judgment shall be approved and signed by all counsel of record for the 16 Plaintiffs and 15 Intervenors. Thereafter, the proposed Consent Judgment shall be immediately submitted to the City's Mayor for approval. Upon receipt of such approval, the proposed Consent Judgment shall be submitted to the Warren City Council for a vote within 30 days of the date this Consent Judgment is signed. If the Warren City Council approves this Consent Judgment by Resolution, the Parties acknowledge and agree that it may take approximately 4-21 days thereafter to take effect, to allow time for a reconsideration of a vote by a Council Member and an override vote of a mayoral veto, if applicable.

15. Dismissal With Prejudice of Individual Defendants and Merger. Concurrently with signing this Consent Judgment, counsel for each Party shall also sign the Stipulation and Order of Dismissal of the Individual Defendants with Prejudice and Without Costs, attached hereto as **Exhibit B** ("Dismissal"), which dismisses Cecil St. Pierre, Ethan Vinson, Richard Sabaugh, Ronald Papandrea, and Steven Warner as Defendants in this case. The City's legal counsel shall hold the signed Dismissal and submit it to this Court for entry only after the City and the Warren City Council approves this Consent Judgment, the Resolution approving this Consent Judgment takes effect, and counsel for the City signs the Consent Judgment, but prior to entry of this Consent Judgment by this Court.

Upon entry of the Dismissal (Exhibit B), counsel for the City shall submit the fully executed Consent Judgment to this Court for approval and entry.

Upon entry of this Consent Judgment, all claims, causes of action, appeals, defenses, cross-claims and counterclaims alleged and asserted by Plaintiffs and Intervenors against all Defendants and among themselves pending in this case, including but not limited to all claims for declaratory relief, injunctive relief, equitable relief, money damages, interest, attorney's fees and costs, and all claims there were previously dismissed without prejudice are hereby dismissed with prejudice and without costs, attorneys' fees or interest to any Party and are otherwise merged into this Consent Judgment and are forever barred.

16. Dismissal of Related Actions. Within seven days of the date of entry of this Consent Judgment, Plaintiffs KAPP Walled Lake, LLC and District Warren, LLC and Intervenor Warren Capital Holdings, LLC, respectively each hereby agree to sign and file an Order of Dismissal With Prejudice and Without Costs in the following related actions: *KAPP Walled Lake, LLC, d/b/a Shine Cannabis v. City of Warren*, Case No. 2019-004903-AV; *District Warren, LLC v. City of Warren*, Case No. 2019-004859-AA; and *Warren Capital Holdings, LLC v. City of Warren and City of Warren Planning Commission*, Case No. 2020-001321-AA (collectively the "Related Actions").

17. The Decision is Moot. This Court hereby finds that there is no need to lift the stay on the Decision because the Decision is now moot and, therefore, the Decision shall not take effect. This Court further finds that it does not have jurisdiction over any new claims or lawsuits filed by any other person or entity claiming that the City's actions leading up to the October 8, 2019 decision to issue the original 15 Licenses and the issuance of such Licenses on October 25, 2019 pursuant to the Open Meetings Act, which limits a circuit court's jurisdiction over actions filed

within 60 days of the minutes being approved. MCL 15.270(3)(a); *Lockwood v Twp of Ellington*, 323 Mich App 392, 398 (2018). Further, pursuant to Section 19.5-12(1) of the Medical Marihuana Ordinance, the License applications are expired.

18. Conflicting Provisions. To the extent that any specific terms or provisions in this Consent Judgment are inconsistent with any of the provisions or requirements of the City’s Medical Marihuana Ordinance, Zoning Ordinance or other ordinances, procedures or regulations now in effect or hereafter adopted, the terms of this Consent Judgment shall control. Subsequent enactments to, modifications of, or amendments to the City’s Ordinances or regulations and procedures shall apply to the Licensees only to the extent they are not inconsistent with or do not vary the terms of this Consent Judgment.

19. Moratorium Partially Lifted. Any moratorium imposed by the Warren City Council with respect to the issuance of MRTMA Adult Use Retailer licenses in the City is hereby lifted only with respect to the Licensees and the Adult Use Retailer licenses approved pursuant to Paragraph 12 above.

20. Government Approvals. Nothing herein shall be construed to relieve Licensees of the duties imposed by applicable law to obtain City approvals (i.e. zoning, planning, etc. if applicable) and other applicable State or County (if any) governmental or regulatory approvals and permits for their proposed provisioning and, if applicable, adult-use retail operations.

21. Full and Complete Settlement. The Parties acknowledge and agree that this Consent Judgment is a full, complete and final compromise and settlement of any and all claims that were or could have been alleged or asserted in this lawsuit.

22. Successors and Assigns. All of the provisions of this Consent Judgment shall be binding upon and inure to the benefit of Plaintiffs, Intervenor, Defendants, their respective heirs,

successors, assigns, and transferees, and the City. Any reference in this Consent Judgment to the City shall include any agent, employee, representative, and official of the City.

23. Amendment/Modification. This Consent Judgment may be amended or modified only by written agreement of all Parties hereto, or their successors in interest, with the requisite approval of the Warren City Council, and later approved and ordered by this Court.

24. Time of the Essence. All time periods set forth in this Consent Judgment are of the essence.

25. Severability. Each restriction and clause is intended to be severable and in the event that any restriction is for any reason held void, it shall not affect the validity of the remainder of this Consent Judgment.

26. Clerical Errors. Any clerical errors or mistakes in this document or exhibit descriptions contained in this Consent Judgment may be corrected by the Parties, and the Parties agree to cooperate in making such corrections in order to effectuate the spirit and intent of the Parties in entering into this Consent Judgment.

27. Jurisdiction. This Court shall retain jurisdiction of this matter in order to assure compliance with and enforcement of the terms and conditions of this Consent Judgment. The Parties agree that the terms of this Consent Judgment may be specifically enforced through mandatory injunctive or other equitable relief.

28. Authority to Execute. Each of the undersigned represents, warrants and states that the individuals signing this Consent Judgment are fully authorized to execute this document and bind their respective Parties to the terms and conditions contained herein.

29. Electronic Signature. The Parties acknowledge and agree that this Lease may be executed by electronic signature, including /s/ before the signer's name, which shall be

considered as an original signature for all purposes and shall have the same force and effect as an original signature.

30. Closure of Case. This Consent Judgment resolves the last pending claim and closes this case and the previously severed cross-claims.

IT IS SO ORDERED.

Date

HONORABLE CARL J. MARLINGA, P17102
MACOMB COUNTY CIRCUIT COURT JUDGE

Approved and stipulated to for entry as to both form and substance:

DYKEMA GOSSETT PLLC

Alan M. Greene (P31984)
Christyn Scott (P67485)
Attorneys for Plaintiff Happy Trails Group, Inc.
39577 Woodward Ave., Suite 300
Bloomfield Hills, MI 48304
(248) 203-0757
agreene@dykema.com
cscott@dykema.com

FRANK & FRANK LAW

Jonathon B. Frank (P42656)
Janette E. Frank (P42661)
Attorneys for Plaintiff Aubrey Ventures LLC
Bloomfield Hills, MI 48302
(248) 723-8691
jonfrank@frankandfranklaw.com

LUCDIO & MANZELLA P.C.

Vincenzo Manzella (P61801)
Angelo Donofrio (P81836)
Co-Counsel for Plaintiff Aubrey Ventures LLC
39999 Garfield Road, Suite C
Clinton Township, MI 48038
(586) 228-3900
vmanzella@lucidolaw.com

O'REILLY RANCILIO, P.C.

Lawrence M. Scott (P30228)
Brian C. Grant (P71066)
Attorneys for Plaintiff Pinebrook Warren, LLC
12900 Hall Road, Suite 350
Sterling Heights, MI 48313
(586) 726-1000
lscott@orlaw.com
bgrant@orlaw.com

DICKINSON WRIGHT PLC

James A. Martone (P77601)
Attorneys for Plaintiff Blue Spruce Ventures, LLC
2600 W. Big Beaver Rd., Suite 300
Troy, MI 48084
(248) 433-7200
jmartone@dickinsonwright.com

MICHIGAN JUSTICE PLLC

Paul B. Addis (P61691)
Co-Counsel for Plaintiff Blue Spruce Ventures, LLC
18 1st Street
Mount Clemens, MI 48043
(586) 221-4100
paddis@michiganjustice.com

DELUCA LAW FIRM, PC

Frank M. DeLuca (P41604)
Attorneys for Pure Green Warren, LLC; HCM Warren, LLC; JAR Capital of Warren, LLC; Pure Warren, LLC; and Alternative RX, LLC
1615 S. Telegraph, Suite 300
Bloomfield Hills, MI 48302
(248) 763-8765
fmd@delucapc.com

JAFFE, RAITT, HEUER & WEISS, PC

R. Christopher Cataldo (P39353)
Attorneys for Plaintiff Pure Roots, LLC
27777 Franklin Rd., Ste. 2500
Southfield, MI 48034
(248) 351-3000
ccataldo@jaffelaw.com

THE MIKE COX LAW FIRM, PLLC

Michael A. Cox (P43039)
Jackie J. Cook (P68781)
Attorneys for Plaintiff KAPP Walled Lake, LLC
17430 Laurel Park Drive North, Suite 120E
Livonia, MI 48152
(734) 591-4002
mc@mikecoxlaw.com
jcook@mikecoxlaw.com

LAW OFFICES OF FISCHER GARON
HOYUMPA

Daniel Garon (P42261)
Grace Crivello (P77774)
Co-Counsel for Plaintiff DKB2, LLC
48 Market Street, Suite 2B
Mount Clemens, MI 48043
(586) 466-1200
dgaron@fghrlaw.net
gcrivello@fghrlaw.net

THOMAS LEGAL GROUP, PLC

Joseph W. Thomas (P33226)
Attorneys for Plaintiff DKB2, LLC
801 West Big Beaver Rd., Suite 401
Troy, MI 48084
(248) 613-4700
jthomas@jthomaslegal.com

LAW OFFICES OF MIKE M.
BAHOURA, PLLC

Mike M. Bahoura (P80205)
*Co-Counsel for Pure Green Warren, LLC;
HCM Warren, LLC; JAR Capital of Warren,
LLC; Pure Warren, LLC; and Alternative RX,
LLC*
631 E. Big Beaver Road, Suite 211
Troy, MI 48083
(248) 686-0811
mike@bahouralaw.com

WILLIAMS, WILLIAMS, RATTNER &
PLUNKETT P.C.

Brian E. Etzel (P54905)
David R. Sheaffer (P82147)
Attorneys for Plaintiff MPM-R Warren, LLC
380 N. Old Woodward, Suite 300
Birmingham, MI 48009
(248) 642-0333
bee@wwrplaw.com, drs@wwrplaw.com

JIM KELLY LAW, PC

By: James J. Kelly (P72111)
*Attorneys for Plaintiff Emerald Business Park
PC, LLC*
30300 Northwestern Hwy, Suite 324
Farmington Hills, MI 48334
(248) 449-444
jim@jimkellylaw.com

SULAKA LAW, PLLC

Richard P. Sulaka II (P77193)
Attorneys for Plaintiff HRS Retail, LLC
1 Towne Square, #1835
Southfield, MI 48076
(248) 386-5900
rps@sulakalaw.com

AIELLO & ASSOCIATES, P.L.L.C.

Aaron D. Geyer (P39889)
*Attorney for Intervenors LE Battle Creek Inc.;
Weisberger Ventures II, LLC; and Vendco
Michigan, Inc.*
32411 Mound Rd.
Warren, MI 48092
(586) 303-2211
aaron@chrisaiello.com

POLLICELLA TOMPKINS, PLLC

Denise Pollicella (P55629)
Jacqueline Langwith (P79600)
Attorneys for Intervenors 989 Ventures, LLC
4312 E. Grand River Ave.
Howell, MI 48843
(517) 546-1181
jackie@pollicella.net

LEGAL CONSULTING, PLLC

Anthony J. Bologna (P72698)
*Attorney for Intervenors BDECo I, Inc.;
BDECo II, LLC; DNVK 4, LLC; and AE&K, LLC*
100 W. Long Lake Rd., Ste. 210
Bloomfield Hills, MI 48301
(248) 537-1155
ab@consultingpllc.com

DAVID GRIEM AND ASSOCIATES

David Griem (P23187)
*Attorney for Intervenors BDECo I, Inc.;
BDECo II, LLC; DNVK 4, LLC; and
AE&K, LLC*
21 Kercheval Ave., Ste. 363
Grosse Pointe Farms, MI 48236
(313) 962-8600
davidgriemlaw@gmail.com

THE DRAPER LAW FIRM

David R. Draper (P43750)
*Attorney for Intervenor Level Up Garden,
LLC and 8th Street Wellness PC*
18524 Mack Ave.
Grosse Pointe Farms, MI 48236
(313) 885-6800
david@thedraperfirm.com

WAECHLI LAW, P.L.L.C.

Thomas R. Waelchli (P40468)
*Attorney for Intervenor Livwell Michigan,
LLC*
1050 Wilshire Dr., Ste. 187
Troy, MI 48084
(248) 526-9595
tom@wlplc.com

LENNON LAW PLLC

Edward G. Lennon (P42278)
Attorney for Intervenor MDMS Group
355 S. Old Woodward Ave., Ste. 100
Birmingham, MI 48009
(248) 723-1276
elennon@lennonlawpllc.com

DAVIS BURKET SAVAGE LISTMAN

Robert C. Davis (P40155)
Attorney for Intervenor Sozo Health, Inc.
10 S. Main St., Ste. 401
Mount Clemens, MI 48043
(586) 469-4300
rdavis@dbsattorneys.com

SENAWI LAW, PLLC

David S. Senawi (P72000)
Andrea K. Zmich (P82088)
*Attorneys for Intervenor Frazho
Provisioning, LLC*
370 E. Maple Rd., 3rd Floor
Birmingham, MI 48009
(248) 712-1051
david@senawilaw.com

THE LAW FIRM OF MICHAEL D.
STEIN, PLLC

Michael D. Stein (P71421)
Attorneys for District Warren, LLC
1668 S. Telegraph Rd., Ste. 120
Bloomfield Hills, MI 48302
248-249-3700
Steinlawpllc@gmail.com

BUTZEL LONG, PC

Daniel J. McCarthy (P59457)
Co-counsel for District Warren, LLC
41000 Woodward Ave.
Bloomfield Hills, MI 48304
(248) 258-1616
mccarthyd@butzel.com

THE MILLER LAW FIRM, P.C.

David B. Viar (P43479)
*Attorney for Intervenor Warren Capital
Holdings, LLC*
650 W. University Dr., Ste. 300
Rochester, MI 48307
(248) 841-2200
dxviar@millerlawpc.com

ALTIOR LAW, P.C.

Kenneth F. Neuman (P39429)
Stephen T. McKenney (P65673)
Matthew D. Smith (P72969)
*Attorneys for Intervenor West Fort Holdings,
LLC*
401 S. Old Woodward, Suite 460
Birmingham, MI 48009
(248) 594-5252
kneuman@altiorlaw.com
smckenney@altiorlaw.com
msmith@altiorlaw.com

BERRY MOORMAN P.C.

Mark E. Straetmans (P29158)
Attorneys for all Defendants
255 E. Brown Street, Suite 320
Birmingham, MI 48009
(248) 645-9680
mstraetmans@berrymoorman.com

ROSATI, SCHULTZ, JOPPICH &
AMTSBUECHLER, P.C.

Andrea M. Pike (P74755)
Co-Counsel for all Defendants
27555 Executive Drive, Suite 250
Farmington Hills, MI 48331
(248) 482-8767
apike@rsjalaw.com

EXHIBIT A

List of City Approved Licensees and License Locations

	CITY APPROVED LICENSEES	LICENSE LOCATIONS
1.	8 th Street Wellness PC, LLC	11129 E 8 Mile Rd, Warren, MI 48089
2.	989 Ventures, LLC dba Northern Roots	11675 E 8 Mile Rd, Warren, MI 48089
3.	AE&K, LLC	12565 E 9 Mile Rd, Warren, MI 48089
4.	Alternative Rx, LLC	1973 E 10 Mile Rd, Warren, MI 48091
5.	Aubrey Ventures LLC	24117 Groesbeck Hwy, Warren, MI 48089
6.	BDECo I, Inc.	24560 Mound Rd, Warren, MI 48091
7.	Blue Spruce Ventures, LLC	6800 E 14 Mile Rd, Warren, MI 48092
8.	DKB2 LLC	32900 Dequindre Rd, Warren, MI 48092
9.	DNVK 4	13650 E 10 Mile Rd, Warren, MI 48089
10.	Emerald Business Park PC LLC	21445 Hoover Rd, Warren, MI 48089
11.	Frazho Provisioning LLC	14350 Frazho Rd, Warren, MI 48089
12.	Happy Trails Group Inc.	2089 Riggs Ave, Warren, MI 48091
13.	HRS Retail, LLC	2300 E 10 Mile Rd, Warren, MI 48091
14.	JAR Capital of Warren LLC	32604 Dequindre Rd, Warren, Michigan
15.	KAPP Walled Lake LLC dba Shine Cannabis	13951 E 10 Mile Rd, Warren, MI 48089
16.	LE Battle Creek, Inc.	26800 Groesbeck Hwy, Warren, MI 48089
17.	Level Up Garden LLC	5830 E 10 Mile Rd, Warren, MI 48091
18.	LivWell Michigan, LLC	14210 E 11 Mile Rd, Warren, MI 48089
19.	MDMS Group LLC	32200 Dequindre Rd, Warren, MI 48092
20.	MPM-R Warren, LLC	25400 Groesbeck Hwy, Warren, MI 48089
21.	Pinebrook Warren LLC	32620 Dequindre Rd, Warren, MI 48092
22.	Pure Roots LLC	2080 E 14 Mile Rd, Warren, MI 48092
23.	Sozo Health, Inc.	23751 Hoover Rd, Warren, MI 48089
24.	Vendco Michigan Inc.	24649 Mound Rd Ste B, Warren, MI 48091
25.	Warren Capital Holdings LLC	25018 Dequindre Road, Warren, MI 48091
26.	Weisberger Ventures, II LLC dba Green Buddha	26620 Dequindre Rd, Warren, MI 48091
27.	West Fort Holdings, LLC	23515 Blackstone Ave, Warren, MI 48089
28.	District Warren, LLC	2001 Ten Mile Road, Warren, MI 48091

EXHIBIT B

STATE OF MICHIGAN

IN THE MACOMB COUNTY CIRCUIT COURT

PINEBROOK WARREN, LLC, a Michigan
limited liability company, *et al*,

Plaintiffs,

vs.

Case No. 2019-004059-CZ
Hon. Carl J. Marlinga

CITY OF WARREN, a Michigan municipal
corporation, *et al*,

Defendants,

and

LE BATTLE CREEK INC., *et al*,

Intervenors.

**STIPULATED ORDER OF DISMISSAL OF INDIVIDUAL DEFENDANTS
WITH PREJUDICE AND WITHOUT COSTS**

At a session of said Court held in the City of Mt.
Clemens, County of Macomb, State of Michigan on

PRESENT: HONORABLE CARL J. MARLINGA
MACOMB COUNTY CIRCUIT COURT JUDGE

This matter having come before this Court by stipulation and agreement between Plaintiffs, Intervenors, and Defendants Cecil St. Pierre, Steven Warner, Ronald Papandrea, Richard Sabaugh, and Ethan Vinson (“Individual Defendants”), and Defendant City of Warren (collectively the “Parties”); the Parties having stipulated that Plaintiffs agree to dismiss, with prejudice and without costs, Defendants Cecil St. Pierre, Steven Warner, Ronald Papandrea, Richard Sabaugh, and Ethan Vinson as parties to this case; the Parties having stipulated that the Intervenors that filed cross claims against the Individual Defendants agree to dismiss Defendants

Cecil St. Pierre, Steven Warner, Ronald Papandrea, Richard Sabaugh, and Ethan Vinson as parties to this case and their severed case; this Court having considered the Parties' stipulation and agreement; and this Court being otherwise fully advised in the premises;

IT IS HEREBY ORDERED that Defendants Cecil St. Pierre, Steven Warner, Ronald Papandrea, Richard Sabaugh, and Ethan Vinson are dismissed, with prejudice and without costs and fees to any Party, from this case and any severed case.

This is not a final order as it does not resolve the last pending claims among the Parties and it does not close the case.

IT IS SO ORDERED.

Date

HONORABLE CARL J. MARLINGA, P17102
MACOMB COUNTY CIRCUIT COURT JUDGE

STIPULATED AND AGREED TO:

DYKEMA GOSSETT PLLC

Alan M. Greene (P31984)
Christyn Scott (P67485)
Attorneys for Plaintiff Happy Trails Group, Inc.
39577 Woodward Ave., Suite 300
Bloomfield Hills, MI 48304
(248) 203-0757
agreene@dykema.com
cscott@dykema.com

FRANK & FRANK LAW

Jonathon B. Frank (P42656)
Janette E. Frank (P42661)
Attorneys for Plaintiff Aubrey Ventures LLC
Bloomfield Hills, MI 48302
(248) 723-8691
jonfrank@frankandfranklaw.com

LUCDIO & MANZELLA P.C.

Vincenzo Manzella (P61801)
Angelo Donofrio (P81836)
Co-Counsel for Plaintiff Aubrey Ventures LLC
39999 Garfield Road, Suite C
Clinton Township, MI 48038
(586) 228-3900
vmanzella@luciolaw.com

O'REILLY RANCILIO, P.C.

Lawrence M. Scott (P30228)
Brian C. Grant (P71066)
Attorneys for Plaintiff Pinebrook Warren, LLC
12900 Hall Road, Suite 350
Sterling Heights, MI 48313
(586) 726-1000
lscott@orlaw.com
bgrant@orlaw.com

DICKINSON WRIGHT PLC

James A. Martone (P77601)
Attorneys for Plaintiff Blue Spruce Ventures, LLC
2600 W. Big Beaver Rd., Suite 300
Troy, MI 48084
(248) 433-7200
jmartone@dickinsonwright.com

MICHIGAN JUSTICE PLLC

Paul B. Addis (P61691)
Co-Counsel for Plaintiff Blue Spruce Ventures, LLC
18 1st Street
Mount Clemens, MI 48043
(586) 221-4100
paddis@michiganjustice.com

DELUCA LAW FIRM, PC

Frank M. DeLuca (P41604)
Counsel for Pure Green Warren, LLC; HCM Warren, LLC; JAR Capital of Warren, LLC; Pure Warren, LLC; and Alternative RX, LLC
1615 S. Telegraph, Suite 300
Bloomfield Hills, MI 48302
(248) 763-8765
fmd@delucapc.com

JAFFE, RAITT, HEUER & WEISS, PC

R. Christopher Cataldo (P39353)
Attorneys for Plaintiff Pure Roots, LLC
27777 Franklin Rd., Ste. 2500
Southfield, MI 48034
(248) 351-3000
ccataldo@jaffelaw.com

THE MIKE COX LAW FIRM, PLLC

Michael A. Cox (P43039)
Jackie J. Cook (P68781)
Attorneys for Plaintiff KAPP Walled Lake, LLC
17430 Laurel Park Drive North, Suite 120E
Livonia, MI 48152
(734) 591-4002
mc@mikecoxlaw.com
jcook@mikecoxlaw.com

LAW OFFICES OF FISCHER GARON
HOYUMPA

Daniel Garon (P42261)
Grace Crivello (P77774)
Co-Counsel for Plaintiff DKB2, LLC
48 Market Street, Suite 2B
Mount Clemens, MI 48043
(586) 466-1200
dgaron@fghrlaw.net
gcrivello@fghrlaw.net

THOMAS LEGAL GROUP, PLC

Joseph W. Thomas (P33226)
Attorneys for Plaintiff DKB2, LLC
801 West Big Beaver Rd., Suite 401
Troy, MI 48084
(248) 613-4700
jthomas@jthomaslegal.com

LAW OFFICES OF MIKE M.
BAHOURA, PLLC

Mike M. Bahoura (P80205)
*Co-Counsel for Pure Green Warren, LLC;
HCM Warren, LLC; JAR Capital of Warren,
LLC; Pure Warren, LLC; and Alternative RX,
LLC*
631 E. Big Beaver Road, Suite 211
Troy, MI 48083
(248) 686-0811
mike@bahouralaw.com

WILLIAMS, WILLIAMS, RATTNER &
PLUNKETT P.C.

Brian E. Etzel (P54905)
David R. Sheaffer (P82147)
Attorneys for Plaintiff MPM-R Warren, LLC
380 N. Old Woodward, Suite 300
Birmingham, MI 48009
(248) 642-0333
bee@wwrplaw.com, drs@wwrplaw.com

JIM KELLY LAW, PC

By: James J. Kelly (P72111)
*Attorneys for Plaintiff Emerald Business Park
PC, LLC*
30300 Northwestern Hwy, Suite 324
Farmington Hills, MI 48334
(248) 449-444
jim@jimkellylaw.com

SULAKA LAW, PLLC

Richard P. Sulaka II (P77193)
Attorneys for Plaintiff HRS Retail, LLC
1 Towne Square, #1835
Southfield, MI 48076
(248) 386-5900
rps@sulakalaw.com

AIELLO & ASSOCIATES, P.L.L.C.

Aaron D. Geyer (P39889)
*Attorney for Intervenors LE Battle Creek Inc.;
Weisberger Ventures II, LLC; and Vendco
Michigan, Inc.*
32411 Mound Rd.
Warren, MI 48092
(586) 303-2211
aaron@chrisaiello.com

POLLICELLA TOMPKINS, PLLC

Denise Pollicella (P55629)
Jacqueline Langwith (P79600)
Attorneys for Intervenors 989 Ventures, LLC
4312 E. Grand River Ave.
Howell, MI 48843
(517) 546-1181
jackie@pollicella.net

LEGAL CONSULTING, PLLC

Anthony J. Bologna (P72698)
*Attorney for Intervenors BDECo I, Inc.;
BDECo II, LLC; DNVK 4, LLC; and AE&K, LLC*
100 W. Long Lake Rd., Ste. 210
Bloomfield Hills, MI 48301
(248) 537-1155
ab@consultingpllc.com

DAVID GRIEM AND ASSOCIATES

David Griem (P23187)
*Attorney for Intervenors BDECo I, Inc.;
BDECo II, LLC; DNVK 4, LLC; and
AE&K, LLC*
21 Kercheval Ave., Ste. 363
Grosse Pointe Farms, MI 48236
(313) 962-8600
davidgriemlaw@gmail.com

THE DRAPER LAW FIRM

David R. Draper (P43750)
*Attorney for Intervenor Level Up Garden,
LLC and 8th Street Wellness PC*
18524 Mack Ave.
Grosse Pointe Farms, MI 48236
(313) 885-6800
david@thedraperfirm.com

WAECHLI LAW, P.L.L.C.

Thomas R. Waelchli (P40468)
*Attorney for Intervenor Livwell Michigan,
LLC*
1050 Wilshire Dr., Ste. 187
Troy, MI 48084
(248) 526-9595
tom@wlplc.com

LENNON LAW PLLC

Edward G. Lennon (P42278)
Attorney for Intervenor MDMS Group
355 S. Old Woodward Ave., Ste. 100
Birmingham, MI 48009
(248) 723-1276
elennon@lennonlawpllc.com

DAVIS BURKET SAVAGE LISTMAN

Robert C. Davis (P40155)
Attorney for Intervenor Sozo Health, Inc.
10 S. Main St., Ste. 401
Mount Clemens, MI 48043
(586) 469-4300
rdavis@dbsattorneys.com

SENAWI LAW, PLLC

David S. Senawi (P72000)
Andrea K. Zmich (P82088)
*Attorneys for Intervenor Frazho
Provisioning, LLC*
370 E. Maple Rd., 3rd Floor
Birmingham, MI 48009
(248) 712-1051
david@senawilaw.com

ROSATI, SCHULTZ, JOPPICH &
AMTSBUECHLER, P.C.

Andrea M. Pike (P74755)
Co-Counsel for all Defendants
27555 Executive Drive, Suite 250
Farmington Hills, MI 48331
(248) 482-8767
apike@rsjalaw.com

THE MILLER LAW FIRM, P.C.

David B. Viar (P43479)
*Attorney for Intervenor Warren Capital
Holdings, LLC*
650 W. University Dr., Ste. 300
Rochester, MI 48307
(248) 841-2200
dxviar@millerlawpc.com

ALTIOR LAW, P.C.

Kenneth F. Neuman (P39429)
Stephen T. McKenney (P65673)
Matthew D. Smith (P72969)
*Attorneys for Intervenor West Fort Holdings,
LLC*
401 S. Old Woodward, Suite 460
Birmingham, MI 48009
(248) 594-5252
kneuman@altiorlaw.com
smckenney@altiorlaw.com
msmith@altiorlaw.com

BERRY MOORMAN P.C.

Mark E. Straetmans (P29158)
Attorneys for all Defendants
255 E. Brown Street, Suite 320
Birmingham, MI 48009
(248) 645-9680
mstraetmans@berrymoorman.com