

# 2024-25 COMMUNITY DEVELOPMENT BLOCK GRANT APPLICATIONS

## Public Facilities/Improvements (Capital) Project Applications

### Countywide Projects

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\* Application Submitted Incomplete

- Planning area designations are subject to change.



Friday, February 16, 2024

# Housing and Federal Grants Division 2024 - 2025 Application for Funding Community Development Block Grant Program

This application is for nonprofit organizations and government entities in Marin County, California who would like to apply for federal Community Development Block Grant program funds for Public Services or Community Infrastructure/Capital Improvements. Please refer to the [Application Guidelines](#) released on January 22, 2024 for detailed information about qualifications and application requirements. Applicants may use this [prep tool](#) for the long-form questions in order to save their responses and copy/paste into this application.

The deadline to apply is **5:00 p.m. Friday, February 16**. Applicants will receive a copy of their submitted application to the email address entered.

**Indicate type of project. If your project allows, you may apply under multiple categories. (See Application Guidelines for more information)**

Public Services (CDBG)

Public Facilities/Improvements (CDBG )

## Organization (Fiscal Sponsor) General Information

### Organization (Fiscal Sponsor)/Agency Name

Benevolence: A Communication Wellness Cafe

### Mailing Address

1530 Armstrong Ave  
Novato, California, 94945

### Executive Director/CEO

Latille Phillips

### Email Address

latillephillips@gmail.com

### Phone Number

(707) 774-2568

## Project General Information

### Program/Project Name

The BlackStage Xperience

### Program/Project Site Address

1530 Armstrong Ave  
Novato, California, 94945

### CDBG Funding Amount Requested (Minimum request amount: \$15,000)

30000

### Application Contact Person

Latille Phillips

**Title of Contact Person**

Founder & Therapeutic Director

**Contact Email Address**

latillephillips@gmail.com

**Contact Phone Number**

(707) 774-2568

To determine if your project is located in a Special Flood Hazard Area as indicated by FEMA, visit [FEMA Flood Map Service Center](#). (Save a copy of the Dynamic Map and upload at the end of this application.)

**Is this project located in a Special Flood Hazard Area as indicated by FEMA?**

No

For CDBG Public Facilities/Improvements applications, if the project is located in a **Regulatory Floodway it is not eligible for funding**. Public Facilities/Improvements projects located in a Special Flood Hazard Area require flood insurance to qualify for funding.

**Project Specifics**

**Planning Areas Served: Indicate what geographic area(s) the requested funding will serve.**

Novato    San Rafael    County Other

**Is your organization receiving other County of Marin funding for this project?**

No

**Organizational Overview: Provide a brief description of your organization including mission, programs, number of clients served, etc.**

Benevolence: A Community Wellness Cafe, is a mobile community wellness cafe that serves families, residents, communities and partners with local agencies, organizations and businesses to support the social, emotional and mental health needs of it's members. Benevolence Wellness Cafe seeks to eradicate the stigma of Mental Health services by being a consistent, visible part of the landscape of Marin County. It it will serve as an additional support system in conjunction with other local agencies to support the current and growing social, cultural, emotional, mental health needs of Wellness.

**Project Description: Provide a detailed scope of work including services to be provided and/or development activities to be engaged. Describe how this project will benefit the community.**

As health and healing looks different, by diverse lifestyles, cultures and communities, Benevolence Wellness Cafe, will serve up and offer therapeutic and creative showcases and performances, counseling, parent coaching, adult and youth group supports, resources for Therapy and Life supports, engaging seasonal initiatives all while offering a safe place to commune and enjoy light

foods and refreshments together.

**Which community priority does your project align with? (See Application Guidelines for descriptions) (check as many boxes as applicable)**

Basic Health Services

Children, Youth and Parent Services

Food Security

**Describe how your project aligns with these priorities.**

Benevolence Wellness Cafe will continue its due diligence to continue to study and learn the demographics and needs of Marin County families residents and community members.

Benevolence Wellness will cultivate and create appropriate materials to offer those seeking community and help. It will be a place to have conversation and dialogue and share one's stories of life, lessons, celebration, love and challenges.

Benevolence Wellness as a deep centering of family and will offer supports to families with children 0 to 5 years of age that may struggle with parenting and child wearing by providing child development supports and parent coaching and the psychodynamics to healthier well-being.

Benevolence Wellness will partner with local farms, food and grocers to always provide light and fresh ready and pre-paired offerings such as tea, water coffee, breads, pastries or fruits to person's that visit, The Benevolence Wellness Cafe.

**Select HUD National Objective to be achieve with funding. Check all that apply.**

Activities benefiting low and moderate-income persons. (LMI)

Activities benefiting low and moderate area. (LMA)

**All projects funded are required to Affirmatively Further Fair Housing (AFFH) which is defined as taking "meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics."**

**How will this project Affirmatively Further Fair Housing?**

The Benevolence Wellness Cafe is mobile and will have its routes in various communities and areas that need access to it's walk-up and sit-down services.

Areas will consist of farmers markets, farm stands, libraries, schools, appropriate local businesses and various residential neighborhoods.

The Benevolence Wellness Cafe is open to partnerships with local social-needs based organizations to better learn and serve together.

**All projects funded are required to conduct Affirmative Marketing. For more information about affirmative marketing, visit the [Marin County Federal Grants website](#) and scroll down to the Affirmative Marketing panel.**

**Describe how this project will conduct affirmative marketing to members of the Federally Protected Classes - race, color, national origin, religion, sex (including sexual orientation and gender identity), familial status and disability.**

Benevolence Wellness Cafe will partner with local agencies to help translate materials and services so that community members will have access and understanding of what is offered.

The Benevolence Wellness Cafe seeks to hold and share the stories and livelihood of diverse residents of Marin County in its BlackStage Xperience Project, that creates a platform and stage for storytelling and therapeutic performances, and will make these efforts by continuing to be competent in educating its practice in inclusivity in the consistent practice of cultural competency in the makeup of Marin County and the Bay Areas diverse demographics.

He would like to celebrate and highlight important holidays and times in history as well as cultural celebrations and honoring the many gifts and creations of our diverse communities in Marin County.

Refer to the [Current Marin County Income Limits](#) to determine income level for use in the table below.

**Approximately how many moderate, low, very low and extremely low-income persons will directly benefit from the program/project? Projects that support low-income persons will be prioritized.**

	Number
Moderate Income	1000
Low Income	500
Very Low Income	500
Extremely Low Income	500
<b>TOTAL</b>	<b>2500</b>

**Notes or clarifying information on the unit count:**

As Benevolence Wellness Cafe, wishes to partner with a multitude of local businesses, events and programs that will cater to the attendance of hundreds and thousands of attendees it is our wish that the Benevolence Wellness Cafe can serve over 4,000 persons annually through its various initiatives and offerings.

**How does your organization verify client income? Income verification is required except if the client is presumed benefit by HUD. Presumed benefit applies to abused children, battered spouses, the elderly, adult persons with serious disabilities, the homeless, illiterate persons, and migrant farm workers.**

The Benevolence Wellness Cafe does not verify income but will work and research to ensure that folks on lower incomes have access to programs and services. Signage and marketing would be visible to make all feel welcome.

**Estimate the demographics of moderate, low, very low, and extremely low-income persons who will directly benefit from the program/project. The total number of beneficiaries should equal the total in the previous questions.**

	Total Number of Persons	Number Identifying as Hispanic
American Indian or Alaskan Native	100	
Asian	200	
Black or African American	200	
Native Hawaiian or Other Pacific Islander	200	
White	100	500

	Total Number of Persons	Number Identifying as Hispanic
American Indian and White		
Asian and White		
Black and White		
American Indian and Black		
Multi-Racial	200	
<b>TOTAL</b>	1000	500

**Total Number of Persons (Must equal total identified under income level)**

1000

**Total Number Identifying as Hispanic**

500

**Female-Headed Households (out of above total)**

100

**Persons with Disabilities (out of above total)**

500

**Notes or clarifying information on the unit count:**

It is our purpose and goal to reach as many people who are often times invisible and/or disadvantage and beneath the median lines. Our hopes and vision are to serve everyone but to ensure no one is left behind in the creation and in service from the Benevolence Wellness Cafe.

## **PROJECT MANAGEMENT & FINANCIAL DATA**

**If your project or organization was funded previously, list past project(s), goals, and accomplishments/activities.**

We received a \$500 Grant to towards some materials needed in the support of The BlackStage Xperience Drama Therapy Initiative in Spring 2023.

Benevolence & The BlackStage Xperience, currently offers Drama Therapy groups to ages 12-18 experiencing mental health and substance use challenges.

The Black Stage Xperience has participated in performing in local community parks, senior homes, memorial services and special events in collaboration with Heartstrings Bridge, a Bay Area Marin County band of singers that heal and connect others through song and music.

Our goals are to curate three groups consisting of 5-8 therapeutic theatrical experiences from members of the community to share with each other and in community as a source of their personal and collective healing, connection and celebration.

The Benevolence Wellness Cafe, seeks to be a part of the local and regular landscape of marine participate in local farmers markets, festivals, concerts and celebrations in community activities.

**If your agency has remaining funds previously approved, please describe the timeline for expending the fund balance.**

We do not have a surplus of funds.

**Describe your organization's experience with administering grants and specifically federal grants.**

We are not yet been federally funded and outside of previous individual work in non profit sectors and in personal work we've had.

**What experience do you have with complying with Davis-Bacon prevailing wage and procurement requirements?**

We do not have experience here.

**Describe who will supervise and manage the project and their past experience with project management.**

Latille Phillips, has experience in project management in her previous work as a Teacher, Theatre Director and as a Community member and will partner with mental health agencies and continue to utilize consultations0partnerships trainings etc... when extra support and knowledge is needed.

**Describe any recent or upcoming leadership transitions.**

Reflective CPP Supervisor, SPARK Program, San Francisco, CA 2023-2024

Lead Mental Health Therapist at Westside Community Services, San Francisco, CA 2015-2017

**List any entitlements, planning approvals, or authorizations that are necessary for the project to proceed and list those already received.**

We are currently building cafe to be a more visible and inviting centerpiece in community.

**What stage is your project in?**

Building

**What is your project timeline? List program/project objectives and milestones, along with an estimated timetable for reaching them. Examples of program/project objectives: Define scope of work/finish design, Complete planning and environmental review, Release bid package, Select contractor, Finalize contract, Obtain building permits, Start construction, Complete construction.**

Mobile Construction on vehicle is taking place March 2024 with building plans approved and designed by Stefan Kaiter.

To be completed for Summer 2024.

**Describe any flexibility regarding your projects start/completion date.**

Mobile Cafe construction will be completed early Summer 2024. Permits will continue to be evaluated throughout the process. There is flexibility for start dates.

**Required Attachments:**

**Attach Project Budget: Complete the project budget template provided and submit along with application. If you have a project budget that provides the information requested in the template, you may submit that in-lieu of the template. Please note: the project budget should reflect the total cost of the project NOT just the CDBG request.**



Benevolence Wellness Cafe... .docx

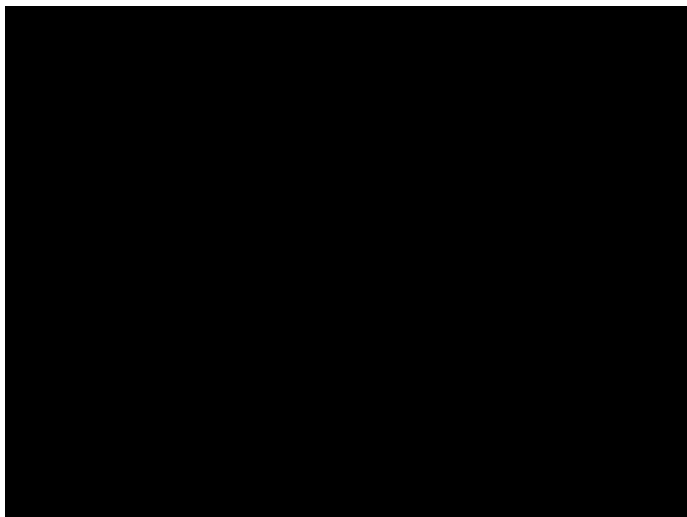
**Attach Organization Budget: : Upload your organization or fiscal sponsors annual budget.**



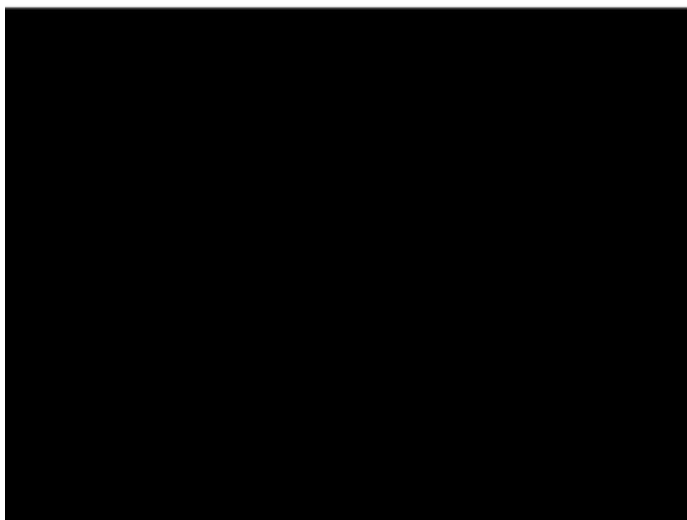
113\_Benevolence Wellness ... .docx

**Attach Dynamic Flood Map**

### Attach Optional Miscellaneous Documents



Community Wellness Truck  
concept 1/22  
sketch by [illegible]





## Submission

Please review your responses above for accuracy.

### **Name and Title of person completing this application.**

Latille Phillips, Founder & Therapeutic Director

### **By checking this box**

I hereby certify that the information in this application is true and accurate to the best of my knowledge.

# Benevolence: A Community Wellness Café

Materials		Benevolence Wellness Cafe	
Website & Maintenance		\$1400+	\$60 monthly
Marketing Materials/PR/Photography		\$3995	
Vehicle Construction		\$18,789	
Props Materials/Rentals		\$2,300	
Light Refreshments		\$1200	
Vehicle Maintenance/Upgrades		\$3,500	
Fees/Admissions		\$3,200	

<b>Day 1</b>	<b>Time</b>	<b>Location</b>	<b>Contact Name</b>	<b>Contact Phone</b>
<b>Breakfast</b>				
<b>Technical Workshop</b>				
<b>Lunch</b>				
<b>Client Visit</b>				
<b>Dinner</b>				
<b>Conference Call Meeting</b>				
<b>Other</b>				
<b>Other</b>				
<b>Other</b>				

**Notes/Additional Items**

Day 2	Time	Location	Contact Name	Contact Phone
Breakfast				
Technical Workshop				
Lunch				
Client Visit				
Dinner				
Conference Call Meeting				
Other				
Other				
Other				

**Notes/Additional Items**



Friday, February 16, 2024

# Housing and Federal Grants Division 2024 - 2025 Application for Funding Community Development Block Grant Program

This application is for nonprofit organizations and government entities in Marin County, California who would like to apply for federal Community Development Block Grant program funds for Public Services or Community Infrastructure/Capital Improvements. Please refer to the [Application Guidelines](#) released on January 22, 2024 for detailed information about qualifications and application requirements. Applicants may use this [prep tool](#) for the long-form questions in order to save their responses and copy/paste into this application.

The deadline to apply is **5:00 p.m. Friday, February 16**. Applicants will receive a copy of their submitted application to the email address entered.

**Indicate type of project. If your project allows, you may apply under multiple categories. (See Application Guidelines for more information)**

Public Services (CDBG)

Public Facilities/Improvements (CDBG )

## Organization (Fiscal Sponsor) General Information

### Organization (Fiscal Sponsor)/Agency Name

Hamilton Community Church of the Nazarene

### Mailing Address

5400 Nave Dr  
Novato, California, 94949

### Website (if applicable)

www.hamiltoncommunitychurch.org

### Organization DUNS#

237371907

### Executive Director/CEO

Patricia Branscome

### Email Address

hamiltonnaz@att.net

### Phone Number

(415) 246-0088

## Project General Information

### Program/Project Name

Project Bethany

**Program/Project Site Address**

5400 Nave Dr  
Novato, California, 94949

**CDBG Funding Amount Requested (Minimum request amount: \$15,000)**

50000

**Application Contact Person**

Patricia Branscome

**Title of Contact Person**

Pastor

**Contact Email Address**

hamiltonnaz@att.net

**Contact Phone Number**

(415) 852-2787

To determine if your project is located in a Special Flood Hazard Area as indicated by FEMA, visit [FEMA Flood Map Service Center](#). (Save a copy of the Dynamic Map and upload at the end of this application.)

**Is this project located in a Special Flood Hazard Area as indicated by FEMA?**

No

For CDBG Public Facilities/Improvements applications, if the project is located in a **Regulatory Floodway it is not eligible for funding**. Public Facilities/Improvements projects located in a Special Flood Hazard Area require flood insurance to qualify for funding.

**Project Specifics**

**Planning Areas Served: Indicate what geographic area(s) the requested funding will serve.**

Novato

**Is your organization receiving other County of Marin funding for this project?**

No

**Organizational Overview: Provide a brief description of your organization including mission, programs, number of clients served, etc.**

Hamilton Community Church is a church located in Novato, CA. It serves as a community center for various local activities such as the church services and groups itself. It also provides meeting spaces for local 12-Step Fellowship groups. The majority of the programming at the church are not religiously affiliated.

**Project Description: Provide a detailed scope of work including services to be provided and/or**

**development activities to be engaged. Describe how this project will benefit the community.**

We would like to alter the current bathrooms of the Hamilton Community Church to be able to accommodate laundry machines, showers, and ADA bathrooms. The funds will be used to purchase materials for the project such as toilets, sinks, paper towel dispensers, shower units, flooring, and grab bars. This addition to the church will allow us to provide services to those experiencing homelessness or at-risk of homelessness by helping them heal from the effects of homelessness in a holistic manner. This will be done by providing a welcoming space to gather, launder their clothing, acquire emotional regulation skills, life skills development, and receive spiritual care. The offer of spiritual care is elective and ecumenical. People from all spiritual paths are invited to receive serves without proselytizing or being inundated with religious tracts. Through the development of relationships with other members of the community, those experiencing homelessness will enjoy a better quality of life.

We will also provide training programs to local, housed community members that breaks down the barriers and stereotypes around people experiencing homelessness. Community members will acquire the skills to provide meaningful and trauma-informed support to those living on the margins.

We will open the doors to at-risk persons to serve as hub for connection to local resources, receive any needed items such as shoes, socks, under garments, and toiletries.

**Which community priority does your project align with? (See Application Guidelines for descriptions) (check as many boxes as applicable)**

Housing Support Services

**Describe how your project aligns with these priorities.**

Low-income community residents such as those experiencing homelessness or at risk of homelessness will be able to come to a safe space. There they can rest, have supportive conversations, launder their clothing, shower, eat, and participate in groups. With supportive services near to their home-base they can acquire skills and support to assist them in current housing or future housing.

**Select HUD National Objective to be achieve with funding. Check all that apply.**

Activities benefiting low and moderate-income persons. (LMI)

Activities benefiting low and moderate area. (LMA)

**All projects funded are required to Affirmatively Further Fair Housing (AFFH) which is defined as taking "meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics."**

**How will this project Affirmatively Further Fair Housing?**

Clients will be able to receive supportive services and community connections which may assist them in maintaining their current home or in future housing.

**All projects funded are required to conduct Affirmative Marketing. For more information about affirmative marketing, visit the [Marin County Federal Grants website](#) and scroll down to the Affirmative Marketing panel.**

**Describe how this project will conduct affirmative marketing to members of the Federally Protected Classes - race, color, national origin, religion, sex (including sexual orientation and gender identity), familial status and disability.**

The Affirmative Marketing Plan is to alert community partners to our service. We will disseminate

information about our services to local churches, North Marin Community Services, Homeward Bound of Marin, the Downtown Streets Team, Health and Human Services, the Marin Housing Authority, and Spahr Center. We also plan to alert community recovery groups such as Alcoholics Anonymous, Narcotics Anonymous, Ala Non, and the San Francisco – Marin Food Bank as well. We will advise Hamilton Elementary School, Head Start, and North Bay children’s center in case families have a need for our services.

Refer to the [Current Marin County Income Limits](#) to determine income level for use in the table below.

**Approximately how many moderate, low, very low and extremely low-income persons will directly benefit from the program/project? Projects that support low-income persons will be prioritized.**

	Number
Moderate Income	0
Low Income	25
Very Low Income	75
Extremely Low Income	75
<b>TOTAL</b>	<b>175</b>

**Notes or clarifying information on the unit count:**

Most people that are low-income already have access to supportive services and private laundry facilities. However, those that are very-low income or extremely low income may receive light case management services. Most likely, these individuals will be couching surfing, living in a vehicle, or outdoors. They may lack access to local services.

**How does your organization verify client income? Income verification is required except if the client is presumed benefit by HUD. Presumed benefit applies to abused children, battered spouses, the elderly, adult persons with serious disabilities, the homeless, illiterate persons, and migrant farm workers.**

We will request proof of income if the client is believed or self-reports to access to financial resources such as employment income.

**Estimate the demographics of moderate, low, very low, and extremely low-income persons who will directly benefit from the program/project. The total number of beneficiaries should equal the total in the previous questions.**

	Total Number of Persons	Number Identifying as Hispanic
American Indian or Alaskan Native	1	
Asian	2	
Black or African American	10	1
Native Hawaiian or Other Pacific Islander	1	
White	50	
American Indian and White	1	



	Total Number of Persons	Number Identifying as Hispanic
Asian and White	0	
Black and White	10	
American Indian and Black	1	
Multi-Racial	50	50
<b>TOTAL</b>	126	51

**Total Number of Persons (Must equal total identified under income level)**

126

**Total Number Identifying as Hispanic**

51

**Female-Headed Households (out of above total)**

20

**Persons with Disabilities (out of above total)**

50

**Notes or clarifying information on the unit count:**

Novato has a low concentration of ethnicities outside of White and Hispanic.

## PROJECT MANAGEMENT & FINANCIAL DATA

**If your project or organization was funded previously, list past project(s), goals, and accomplishments/activities.**

N/A

**If your agency has remaining funds previously approved, please describe the timeline for expending the fund balance.**

N/A

**Describe your organization's experience with administering grants and specifically federal grants.**

N/A

**What experience do you have with complying with Davis-Bacon prevailing wage and procurement requirements?**

None

**Describe who will supervise and manage the project and their past experience with project management.**

Patricia Branscome has been the Pastor of the church for over 18 years. She has overseen any of the repairs or construction that has happened in the building during that time.

**Describe any recent or upcoming leadership transitions.**

N/A

**List any entitlements, planning approvals, or authorizations that are necessary for the project to proceed and list those already received.**

Plans drawn up by an architect and submitted to the City of Novato for approval. Patricia has already

spoken with the City of Novato Planning Department. She has been advised that she can function as the Contractor/Owner.

### What stage is your project in?

Planning

**What is your project timeline? List program/project objectives and milestones, along with an estimated timetable for reaching them. Examples of program/project objectives: Define scope of work/finish design, Complete planning and environmental review, Release bid package, Select contractor, Finalize contract, Obtain building permits, Start construction, Complete construction.**

Our hope is to have the plans completed and submitted to the City for approval by mid-March. We hope to begin demolition around that time. Our goal is to have the Bathrooms completed by the end of June 2024.

### Describe any flexibility regarding your projects start/completion date.

We are flexible in the start and project completion as we are waiting for the drawings to be completed.

## Required Attachments:

**Attach Project Budget: Complete the project budget template provided and submit along with application. If you have a project budget that provides the information requested in the template, you may submit that in-lieu of the template. Please note: the project budget should reflect the total cost of the project NOT just the CDBG request.**



Project Bethany Budget.xlsx

**Attach Organization Budget: : Upload your organization or fiscal sponsors annual budget.**



Affirmative Action Marketing.pdf

**Attach Dynamic Flood Map**



Dynamic Flood Map.pdf

## Submission

Please review your responses above for accuracy.

**Name and Title of person completing this application.**

Kieawnie Clar

**By checking this box**

I hereby certify that the information in this application is true and accurate to the best of my

knowledge.

**Project Budget Template**

<b>Organization Name: Hamilton Community Church</b>
<b>Project Bethany</b>

2/16/2024

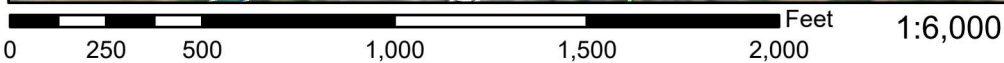
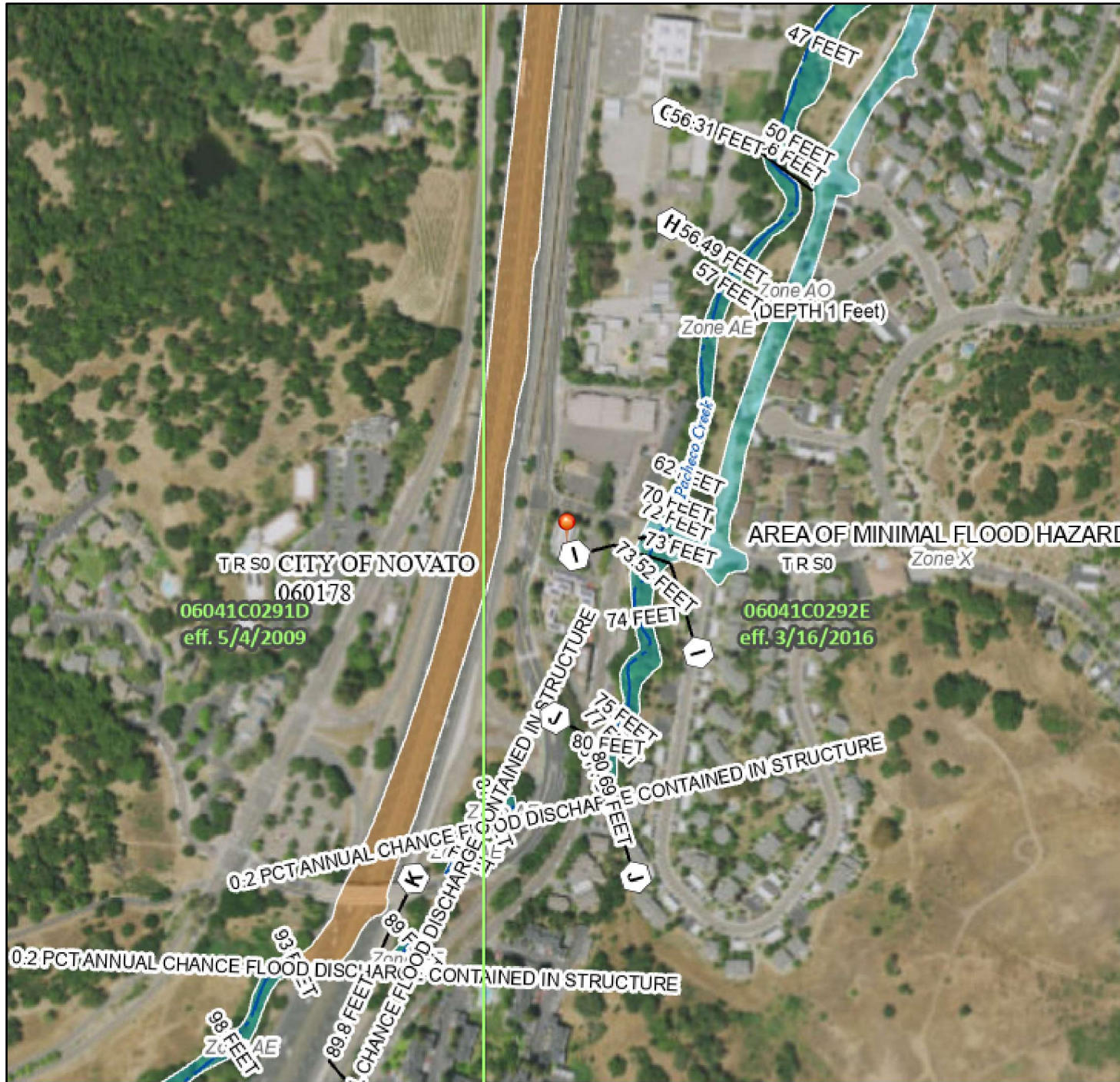
INCOME:	County NOFA Request	Other Funding Sources	In Kind	Total Proposed Project Income
<b><u>Committed</u></b>				
<b>Foundations:</b>				
<i>(Add rows)</i>				
<b>Government:</b>				
<i>(Add rows)</i>				
<b>Corporations:</b>				
<i>(Add rows)</i>				
<b>Individual Contributions: (list total):</b>				
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Other (specify):</b>				
<i>(Add rows)</i>				
<b>Subtotal, Committed Income</b>		0	0	0
<b><u>Uncommitted</u></b>				
<b>Other (specify):</b>				
<b>Federal Grants Request</b>	50,000			
<b>Other Foundations:</b>				
<i>(Add rows to list other Foundations)</i>				
<b>Government:</b>				
<i>(Add rows to list other Government agencies)</i>				
<b>Corporations:</b>				
<i>(Add rows to list other corporations)</i>				
<b>Individual Contributions:</b>				
<b>Subtotal, Uncommitted Income</b>		0	0	0
<b>Other</b>	\$37,000			
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Subtotal, Earned Income</b>		0		0
<b>Grand Total Income</b>	50000	0	0	50000

EXPENSES (Add rows to list other expenses)	County NOFA Request	Other Funding Sources	In Kind	Total Proposed Project Expenses
<b>General Development</b>				
Electrical				
Plumbing				
Roof Replacement				
Painting				
General Construction Labor	\$50,000			
Materials	\$37,000			
<i>(Add rows to list other specific project expenses)</i>				
<b>Subtotal, Direct Project Related Expenses</b>	87000	0	0	87000
<b>Indirect Expense - specify % in column A below (must be HUD approved)</b>				
				0
<b>Fiscal Sponsorship Fee (specify % in column A below)</b>				
				0
<b>Grand Total All Expenses</b>	<b>\$ 87,000.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 87,000.00</b>

# National Flood Hazard Layer FIRMette



122°32'8"W 38°3'17"N



122°31'31"W 38°2'48"N

Basemap Imagery Source: USGS National Map 2023

## Legend

SEE FIS REPORT FOR DETAILED LEGEND AND INDEX MAP FOR FIRM PANEL LAYOUT

SPECIAL FLOOD HAZARD AREAS		Without Base Flood Elevation (BFE) Zone A, V, A99
		With BFE or Depth Zone AE, AO, AH, VE, AR
		Regulatory Floodway
OTHER AREAS OF FLOOD HAZARD		0.2% Annual Chance Flood Hazard, Areas of 1% annual chance flood with average depth less than one foot or with drainage areas of less than one square mile Zone X
		Future Conditions 1% Annual Chance Flood Hazard Zone X
		Area with Reduced Flood Risk due to Levee. See Notes. Zone X
		Area with Flood Risk due to Levee Zone D
OTHER AREAS		NO SCREEN Area of Minimal Flood Hazard Zone X
		Effective LOMRs
GENERAL STRUCTURES		Area of Undetermined Flood Hazard Zone D
		Channel, Culvert, or Storm Sewer
		Levee, Dike, or Floodwall
OTHER FEATURES		20.2 Cross Sections with 1% Annual Chance Water Surface Elevation
		17.5
		8 Coastal Transect
		51.9 Base Flood Elevation Line (BFE)
		Limit of Study
MAP PANELS		Digital Data Available
		No Digital Data Available
		Unmapped
		The pin displayed on the map is an approximate point selected by the user and does not represent an authoritative property location.

This map complies with FEMA's standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA's basemap accuracy standards

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 2/16/2024 at 6:29 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.

# Affirmative Fair Housing Marketing (AFMP) Public Services



COMMUNITY DEVELOPMENT AGENCY  
HOUSING AND FEDERAL GRANTS DIVISION

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**1a. Application Contact Name, Address (Including City, State & Zip Code) & Phone Number**

Patricia Branscome, 5400 Nave Drive, Novato, CA 94949

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**1b. Project Name, Location (Including City, State & Zip Code)**

Project Bethany, 5400 Nave Drive, Novato, California 94949

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**1c. Entity Responsible for Marketing**

Contact Name & Address (Including City, State & Zip Code)

Kieawnie Clar, 5400 Nave Drive, Novato, CA 94949

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**1d. To whom should approval and other correspondence concerning this AFMP be sent?**

Name, Address (Including City, State and Zip Code), Telephone Number & E-mail Address.

Patricia Branscome, 5400 Nave Drive, CA 94949,  
415.246.0088  
hamiltonnaz@att.net

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**2a. Affirmative Marketing Plan**

Plan Type, Choose One:  First Submittal  Update  Revision Based on County Comments

If Applicable, Date of the First Approved Affirmative Marketing Plan:

### 3a. Demographics of Project Market Area

In the respective columns below, indicate the percentage of demographic groups among the project's users, census tract, and countywide demographic characteristics. If you are providing a new service and do not have project applicant data, only report information for census tract. The purpose of this information is to identify any under-representation of certain demographic groups in terms of race, color, national origin, religion, sex, familial status, or disability. If there is significant under-representation of any demographic group among project users in relation to the census tract, then targeted outreach and marketing should be directed towards these individuals least likely to apply. Please indicate under-represented groups in Block 3b of the AFMP.

Ethnic Category	Project Users	<i><b>Project Users Identifying as Hispanic</b></i>	Novato Census (2017)	Countywide Census (2017)
American Indian or Alaskan Native			00.2% <b>0%</b>	00.1% <b>00.11%</b>
Asian			7% <b>00.04%</b>	6% <b>00.06%</b>
Black or African American			2% <b>00.11%</b>	2% <b>00.11%</b>
Native Hawaiian or Other Pacific Islander			.1% <b>0%</b>	00.10% <b>00.07%</b>
White			69% <b>9%</b>	71% <b>7%</b>
Multi-Racial			4% <b>1%</b>	4% <b>1%</b>
Disabled			10% <b>6%</b>	9% <b>6%</b>
Families with Children Under 18			29% <b>N/A</b>	29% <b>N/A</b>



### 3b. Targeted Marketing Activity

Based on your completion of 3A, indicate which demographic group(s) in the market area is/are least likely to apply for the service without special outreach efforts. (check all that apply)

<input checked="" type="checkbox"/> American Indian or Alaskan Native	<input type="checkbox"/> White	<input checked="" type="checkbox"/> American Indian <i>and</i> Black
<input type="checkbox"/> Asian	<input checked="" type="checkbox"/> American Indian <i>and</i> White	<input type="checkbox"/> Multi-Racial
<input type="checkbox"/> Black or African American	<input type="checkbox"/> Asian <i>and</i> White	<input type="checkbox"/> Disabled
<input checked="" type="checkbox"/> Native Hawaiian or Other Pacific Islander	<input type="checkbox"/> Black <i>and</i> White	<input type="checkbox"/> Families with Children Under 18
<input type="checkbox"/> Other (Specify):	<input style="width: 400px; height: 20px;" type="text"/>	

### 4a. Proposed Marketing Activities: Community Contacts

Based on the information above, indicate which demographic group(s) in the market area is/are least likely to apply for the service without special outreach efforts below.

For each targeted marketing population designated as least likely to apply in Block 3b, identify at least one community contact organization you will use to facilitate outreach to the particular population group. This could be a social service agency, religious body, advocacy group, community center, etc. State the names of contact persons, their addresses, their telephone numbers, their previous experience of the person or agency with the target population, the approximate date contact was/will be initiated, and the specific role they will play in assisting with the affirmative marketing. Please attach additional pages if necessary.

Targeted Population (s)	Project Users
American Indian	Downtown Streets Team/ Zoe Neill zoe@streetsteam.org Contacted 2.16.24 We will provide information once we are up and running
Native Hawaiian/Disabled	Street Chaplainancy chaplain@streetchaplaincy.org Contacted 2.13.24 We will provide information on our services when we are up and running
American Indian and Black, Hispanic	Isaura Resendiz Isaura@northmarincs.org 2.16.23 We will provide information on our services when we are up and running
Asian	Asian American Alliance aaalliancemarina@gmail.org Will contact 2.20.24 Will provide service information when we are up and running
Multiracial/	Darius Aikens daikens@rittercenter.org will contact 2.20.24 Will provide service information when we are up and running

**4b. Proposed Marketing Activities: Methods of Advertising**

Complete the following table by identifying your targeted marketing population(s), as indicated in Block 3b, as well as the methods of advertising that will be used to market to that population. For each targeted population, state the means of advertising that you will use as applicable to that group and the reason for choosing this media. In each block, in addition to specifying the media that will be used (e.g., name of newspaper, television station, website, location of bulletin board, etc.) state any language(s) in which the material will be provided, identify any alternative format(s) to be used (e.g. Braille, large print, etc.), and specify the logo(s) (as well as size) that will appear on the various materials. Attach additional pages, if necessary, for further explanation. Please attach a copy of the advertising or marketing material.

Targeted Population(s) → Methods of Advertising ↓	Targeted Population:	Targeted Population:	Targeted Population:
Newspaper(s)			
Radio Station(s)			
TV Station(s)			
Electronic Media	All	Disabled	Asian
Bulletin Boards	Hispanic	White	Black
Brochures, Notices, Flyers	Disabled	Asian	Native American
Others (Specify)			

**4c. Marketing Program: Brochures and Signs**

1. Will brochures, letters, or handouts be used to advertise?  Yes  No

If "Yes", attach a copy or submit when available.

2. For signs, indicate sign size \_\_\_\_ x \_\_\_\_ ; Logo type size \_\_\_\_ x \_\_\_\_ .

Attach a photograph of sign or submit when available.

**5. Evaluation of Marketing Activities**

Explain the evaluation process you will use to determine whether your marketing activities have been successful in attracting individuals least likely to apply, how often you will make this determination, and how you will make decisions about future marketing based on the evaluation process.

We will know that we have been successful when we have representatives from all groups.

**6a. Marketing Staff**

What staff positions are/will be responsible for affirmative marketing?

Pastor and Pastor of Community Engagement

**6b. Staff Training and Assessment: AFMP**

(1) Has staff been trained on the AFMP?  Yes  No

(2) Has staff been instructed in writing and orally on nondiscrimination and fair housing policies as required by 24 CFR 200.620(c)?  Yes  No

(3) If yes, who provides instruction on the AFMP and Fair Housing Act, and how frequently?

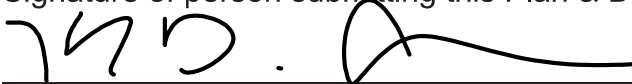
The County of Marin will work with your organization to offer trainings for the AFMP and Fair Housing Act. By signing this, the applicant/respondent agrees to periodically assess staff skills and attend trainings when required.

**Additional Consideration:** Is there anything else you would like to tell us about your AFMP to help ensure that your program is marketed to those least likely to apply for your services? Please attach additional sheets, as needed.

We will connect with as many community partners as we can to ensure that all have access to our services.

By signing this form, the applicant/respondent agrees to implement its AFMP, and to review and update its AFMP in accordance with the instructions to item 9 of this form in order to ensure continued compliance with HUD's Affirmative Fair Housing Marketing Regulations (see 24 CFR Part 200, Subpart M). I hereby certify that all the information stated herein, as well as any information provided in the accompaniment herewith, is true and accurate. Warning: HUD will prosecute false claims and statements. Conviction may result in criminal and/or civil penalties. (See 18 U.S.C. 1001, 1010, 1012; 31 U.S.C. 3729, 3802).

Signature of person submitting this Plan & Date of Submission (mm/dd/yyyy)



2/16/2024

Name (type or print)

Kieawnie Clar, Pastor of Community Engagement Hamilton Community Church

Title & Name of Organization

**For Housing and Federal Grants Use Only**

Approved \_\_\_\_\_ Disapproved \_\_\_\_\_ (Check one)

Signature & Date (mm/dd/yyyy)

Name (type or print)

Title



Monday, February 5, 2024

## Housing and Federal Grants Division 2024 - 2025 Application for Funding Community Development Block Grant Program

This application is for nonprofit organizations and government entities in Marin County, California who would like to apply for federal Community Development Block Grant program funds for Public Services or Community Infrastructure/Capital Improvements. Please refer to the [Application Guidelines](#) released on January 22, 2024 for detailed information about qualifications and application requirements. Applicants may use this [prep tool](#) for the long-form questions in order to save their responses and copy/paste into this application.

The deadline to apply is **5:00 p.m. Friday, February 16**. Applicants will receive a copy of their submitted application to the email address entered.

**Indicate type of project. If your project allows, you may apply under multiple categories. (See Application Guidelines for more information)**

Public Services (CDBG)

### Organization (Fiscal Sponsor) General Information

#### Organization (Fiscal Sponsor)/Agency Name

WeeCare, Inc. (DBA Upwards)

#### Mailing Address

12130 Millennium Dr, Office 03-127  
Los Angeles, California, 90094

#### Website (if applicable)

upwards.com

#### Organization DUNS#

066840966

#### Executive Director/CEO

Jessica Chang

#### Email Address

jessica@upwards.com

#### Phone Number

(310) 710-2833

### Project General Information

#### Program/Project Name

BOOST (Business Operation & Optimization Support Tools)

## Program/Project Site Address

30 locations in Marin County  
Marin County, California, 94976

## CDBG Funding Amount Requested (Minimum request amount: \$15,000)

240000

## Application Contact Person

Kat Fuentes

## Title of Contact Person

Community Impact Senior Manager

## Contact Email Address

kat@upwards.com

## Contact Phone Number

(626) 722-7995

To determine if your project is located in a Special Flood Hazard Area as indicated by FEMA, visit [FEMA Flood Map Service Center](#). (Save a copy of the Dynamic Map and upload at the end of this application.)

## Is this project located in a Special Flood Hazard Area as indicated by FEMA?

No

For CDBG Public Facilities/Improvements applications, if the project is located in a **Regulatory Floodway it is not eligible for funding**. Public Facilities/Improvements projects located in a Special Flood Hazard Area require flood insurance to qualify for funding.

## Project Specifics

**Planning Areas Served: Indicate what geographic area(s) the requested funding will serve.**

Novato

San Rafael

County Other

## Is your organization receiving other County of Marin funding for this project?

No

**Organizational Overview: Provide a brief description of your organization including mission, programs, number of clients served, etc.**

Upwards, the largest network of licensed home-based childcare providers in the United States, operates as a tech-powered early-learning childcare marketplace with a mission to address childcare needs comprehensively. Recognized for its growth and accolades, including ranking within the top 6% of the Inc. 5000 List of Fastest-Growing Companies in America, Upwards emphasizes its commitment to creating a world where every family has access to child care, and caregivers thrive.

As an organization, Upwards partners with key stakeholders, including childcare providers, families, private businesses, and public government entities. For child care providers, Upwards offers backend tools and matching services to enhance efficiency, financial stability, job satisfaction, and longevity. The real-time matchmaking technology significantly increases successful enrollments, resulting in providers earning two to three times more income and saving over ten hours per week on administrative tasks. Over 200,000 childcare providers, spanning home-based childcare, centers, and private in-home caregivers, utilize Upwards' software.

Upwards also serves as a marketplace providing flexible care options for families, ensuring coverage 365 days a year, including non-traditional hours, overnight care, and emergency backup care services. The organization has successfully matched over 2 million families with high-quality childcare providers in all 50 states. Corporate services are extended to employers like Amazon, Chobani, and JCPenney, offering childcare benefit programs to thousands of employees, promoting wellness, reducing absenteeism, and aiding in recruitment and retention.

The organization collaborates with federal, state, and local governments to implement programs targeting underserved populations. Initiatives such as WeeSubsidy, BOOST, Back2Work, and Weekend Warrior demonstrate Upwards' innovative solutions addressing specific needs, ranging from subsidizing childcare for low-income families to coaching struggling childcare providers and supporting unemployed parents.

Upwards, with almost 100 employees across various teams, operates in a competitive childcare space but distinguishes itself through flexibility and unmatched scalability. An independent assessment in 2020 revealed Upwards' superior funding efficiency compared to rivals, highlighting its ability to serve more children with less funding.

The organization has demonstrated resilience during the COVID-19 pandemic, maintaining funding efficiency, keeping over 97% of childcare facilities in its network open and healthy compared to the national average of 32-65%. Upwards undertook initiatives such as creating an AI-based health screening tool called FeverFree and partnering with the City of Los Angeles to provide free childcare services to essential workers.

Upwards has extensive experience in working with government partners and administering federal funds, managing over \$40 million in government-funded programs by 2024. It operates at the federal, state, and local levels, facilitating childcare tuition payments for Army and Army National Guard Reservists, administering childcare subsidies in California, and running community programs like BOOST in various cities and counties.

The BOOST Program, designed to support low-to-moderate income microenterprise childcare providers, provides business support services, digital tools, and job creation components. Upwards seeks funding to run BOOST for one year, benefiting LMI daycare owners, potentially creating LMI jobs, and supporting LMI families seeking childcare. The program ensures year-round access to services for participants, ranging from marketing support to technical assistance.

**Project Description: Provide a detailed scope of work including services to be provided and/or development activities to be engaged. Describe how this project will benefit the community.**

Upwards' Business Operation & Optimization Support Tools (BOOST) Program provides personalized business support and critical technical assistance to childcare providers operating in-home daycares. These facilities employ fewer than 5 employees and serve children ages 0-5 and up to age 13 with before and after school care. BOOST individually coaches providers over 12 months, providing professional guidance and digital tooling that allows these microenterprise businesses to build sustainable operational models.

The goal of the program is to expand economic opportunities for local childcare entrepreneurs by equipping them with the tools and training needed to efficiently manage and grow their facilities. The program would expand economic opportunities for daycare providers by training them to use essential tools to make their operations more efficient. This enables them to reach their full revenue potential and stabilize their jobs in the childcare industry. BOOST delivers personalized coaching and introduces

providers to best practices for stabilizing revenues, controlling costs, and sustaining quality care operations over the long term. Services also include: marketing support, family matching services, enrollment automation, attendance tracking, electronic billing and payment administration, curriculum management, and more. These childcare businesses play a vital role in supporting many LMI families who depend significantly on their services for stable employment and housing. BOOST also directly contributes to the retention and creation of LMI jobs by keeping existing childcare providers in operation and enabling them to hire additional staff to expand their capacity.

The BOOST Program identifies the following measurable outcomes:

**Outcome 1: 30% of Program Participants Will Report 20% More Gross Revenue**

The BOOST Program will result in 30% of Program Participants reporting 20% more gross revenue by the close of the program year. The BOOST Program provides targeted marketing support that enables Program Participants to expand their capacity and earn more revenue by reaching maximum capacity.

**Outcome 2: 30 LMI Jobs Retained & 9 LMI Jobs Created**

The BOOST Program will result in 80% of Participating Childcare Providers remaining open throughout the program year and 30% of Participating Childcare Providers hiring a Teaching Assistant. That is 9 LMI childcare jobs created as a result of the business and technical support provided to Participating Providers to help them expand their facility capacity and digitize their operations.

**Outcome 3: 30% of Program Participants Will Report Increasing the Total Number of Childcare Slots in Their Facility**

The goal of the BOOST Program is to help Program Participants hire a Teaching Assistant to maximize their facility capacity so they can earn more and support more children in the community.

BOOST will measure and track its participants' various demographic and population characteristics to ensure accurate reporting and to measure the program's effectiveness. Microenterprise participants are required to report their income and household size to determine their LMI eligibility. If reports indicate that the desired populations are not being reached and/or served, Upwards will adjust its outreach strategy to make the program more accessible and equitable to LMI providers and families in need.

**Which community priority does your project align with? (See Application Guidelines for descriptions) (check as many boxes as applicable)**

Housing Support Services

**Describe how your project aligns with these priorities.**

For families with children, reliable childcare is a means of survival and the difference between housing stability and homelessness. According to U.S. Census data, there are about 5,346 households with a child under six years old in Marin County (U.S. Census, 2021). Unfortunately, the County has a significant childcare capacity gap for children ages 0-5, meaning most of these households do not have access to quality, affordable childcare. Single-headed households and renter households with low income and significant childcare costs are at an even higher risk of becoming homeless due to lack of childcare (National Alliance to End Homelessness, 2022). Providing improved access to childcare for these vulnerable populations can prevent homelessness, eliminate generational poverty, improve housing affordability, and promote upward economic mobility. Programs that decrease the cost of childcare are sorely needed to support job and housing stability in the County. In addition to the direct benefits this program provides childcare providers and children, the program will also increase access to quality, affordable childcare for the County's highest at-risk populations by expanding services in areas where they are needed most and decreasing the cost of care through provider capacity building.

**Select HUD National Objective to be achieved with funding. Check all that apply.**

Activities benefiting low and moderate-income persons. (LMI)



**All projects funded are required to Affirmatively Further Fair Housing (AFFH) which is defined as taking "meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics."**

### **How will this project Affirmatively Further Fair Housing?**

The BOOST program is meticulously designed to affirmatively further fair housing (AFFH) by implementing meaningful actions that extend beyond combating discrimination, addressing patterns of segregation, and fostering inclusive communities without barriers based on protected characteristics. This objective is achieved through several key strategies:

**Targeted Outreach:** By utilizing zip code demographic information, our marketing strategies conduct specialized recruitment to ensure that information is accessible to childcare providers in marginalized communities, thereby promoting inclusiveness and equal opportunities.

**Ongoing Representation Tracking:** We collect comprehensive data on providers' race, household size, and income. This data collection enables us to ensure equitable participation among diverse subgroups by tailoring our engagement strategies to address and adjust for any disparities, reinforcing our commitment to overcoming barriers to opportunity.

**Language Accessibility:** Recognizing the diversity of our community, all program materials and assistance are provided in the preferred languages of the providers. Our multilingual staff and translation services are pivotal in breaking down language barriers, ensuring that our program is accessible to all, irrespective of their linguistic background.

**Localized Partnerships:** By forming active networks with community organizations that have direct connections with women, minorities, and immigrant-led business owners, we ensure that eligible candidates are linked to program opportunities. These partnerships are crucial in bridging the gap between potential providers and the resources needed to thrive, thus promoting fair housing principles by supporting economic empowerment and inclusion.

**Usage Pattern Analytics:** Through the analysis of software data, we identify and address utilization differences and adoption obstacles. This approach includes providing assistance with complex business licensing processes, thereby enhancing accessibility and ensuring that all providers have equal opportunities to benefit from our program.

**Post-Graduation Evaluation:** By surveying alumni, we gather valuable feedback to identify and address any implicit biases that may have affected participants' experiences and success. This feedback mechanism allows for continuous improvement and the implementation of procedural changes to prevent the recurrence of such biases in subsequent cohorts.

Through these strategies, the BOOST program not only ensures representation and inclusion at all stages of implementation but also underscores the importance of affordable quality childcare as a cornerstone of neighborhood infrastructure that benefits communities equitably. By uplifting childcare providers, we support families in building foundations for advancement, thereby affirmatively furthering fair housing by creating communities free from barriers that restrict access to opportunities based on protected characteristics.

**All projects funded are required to conduct Affirmative Marketing. For more information about affirmative marketing, visit the [Marin County Federal Grants website](#) and scroll down to the Affirmative Marketing panel.**

**Describe how this project will conduct affirmative marketing to members of the Federally Protected Classes - race, color, national origin, religion, sex (including sexual orientation and gender identity), familial status and disability.**

To ensure equitable access to the BOOST program, Upwards undertakes comprehensive and inclusive outreach to inform all eligible family child care providers and families needing care. Our public announcement and marketing strategies leverage both broad-reach and targeted channels including:

- BOOST program website
- Social media campaigns
- Local newspaper ads
- Announcements through community organizations with relationships to providers

A marketing campaign will also launch to make LMI families who need child care aware of the open spots available at participating locations. Upwards will take out paid advertisements in key locations such as grocery stores, bus stops, clinics, WIC offices, and other locations where a need has been identified. These advertisements will educate families on how to determine their own child care needs and how to enroll with a participating daycare provider.

Upwards proactively partners with diverse providers representing the cultures and languages of the communities they serve. We translate all verbal guidance and written program materials into providers' preferred languages. Our bilingual staff helps break down any language barriers using our enterprise translation services. We prepare culturally relevant curricula and activities reflective of program areas.

We collaborate closely with local leaders on grassroots, on-the-ground outreach. Our marketing team produces customized campaigns in relevant languages across digital, print, and interpersonal channels ensuring all eligible providers and families receive information and equal opportunity to participate in BOOST services. Upwards leverages detailed engagement data to monitor outreach effectiveness to marginalized groups in real time. We continuously refine strategies and messages until successful two-way communication is achieved across groups. Our goal is proportional program participation representative of the region's diversity.

Refer to the [Current Marin County Income Limits](#) to determine income level for use in the table below.

**Approximately how many moderate, low, very low and extremely low-income persons will directly benefit from the program/project? Projects that support low-income persons will be prioritized.**

	Number
<b>Moderate Income</b>	
<b>Low Income</b>	23
<b>Very Low Income</b>	6
<b>Extremely Low Income</b>	1
<b>TOTAL</b>	30

**Notes or clarifying information on the unit count:**

The program is limited to serving low/moderate-income microenterprise childcare providers.

Providers must submit an application with household size and income details to confirm eligibility.

Income is initially self-certified with tax/income documentation as verification.

We estimate the above categorical LMI breakdown of 30 beneficiaries based on serving a higher proportion of low-income providers, with smaller groups meeting the very low and extremely low-income thresholds.

The proportion of low-income participants generally aligns with typical profiles of participating home-based childcare operators in the region.

We anticipate that 100% of enrolled providers will fall under the overall low/moderate income criteria.

The total number served depends on the final funding amount awarded, with each allocation allowing for support to additional teaching enterprises.

We will collect extensive demographic data from all participants and can adjust engagement strategies if representation gaps emerge to guarantee equitable access. Our priority is assisting providers facing the greatest financial obstacles first.

**How does your organization verify client income? Income verification is required except if the client is presumed benefit by HUD. Presumed benefit applies to abused children, battered spouses, the elderly, adult persons with serious disabilities, the homeless, illiterate persons, and migrant farm workers.**

The program is limited to a specific target population, microenterprise daycare owners, and documentation of their income is recorded to ensure at least 51% of participants meet the income threshold. The household size and annual income of each program participant are documented in the application they are required to fill out. Upon intake, income is determined by self-certification by all participants. Source documentation like a W2 and/or bank statements will be collected from participants as suggested by HUD's CDBG guidelines. We anticipate that 100% of participants will have LMI-qualifying income.

Upon implementation of the program, a thorough Provider Profile is created for each childcare provider, including proof of active license, comprehensive background check, copies of any licensing citations and clearances, and inspection reports. Upwards' providers are licensed and background-checked before being onboarded to our platform. Care coaches will review ratio schedules, activity plans, personnel rosters, environmental rating scales, and an individual intake profile. The environmental intake profile will include equipment inventory records and descriptions, written policies for providing meals and snacks, and a ranking score after a full assessment. If a facility does not meet Upwards' standards, Care coaches will provide resources to improve the quality of their facility.

All providers will receive an orientation and training on how to use the app, how to set up their website listing, and training on how to market themselves. This includes guidance on how to take effective photos, how to write a compelling business description, and tips on which business characteristics to define and improve upon for potential customers. Initial training also covers best practices for financial management, conducting tours, and communication with families.

**Estimate the demographics of moderate, low, very low, and extremely low-income persons who will directly benefit from the program/project. The total number of beneficiaries should equal the total in the previous questions.**

	Total Number of Persons	Number Identifying as Hispanic
American Indian or Alaskan Native		
Asian	2	
Black or African American	5	
Native Hawaiian or Other Pacific Islander		
White	17	
American Indian and White		
Asian and White		

	Total Number of Persons	Number Identifying as Hispanic
Black and White		
American Indian and Black		
Multi-Racial	3	3
TOTAL	27	3

**Total Number of Persons (Must equal total identified under income level)**

27

**Total Number Identifying as Hispanic**

3

**Female-Headed Households (out of above total)**

30

**Persons with Disabilities (out of above total)**

5

**Notes or clarifying information on the unit count:**

As a program serving microenterprise childcare providers, beneficiaries are primarily female heads of households operating home-based teaching facilities.

We estimate roughly 90-95% of participants will be female-led households based on typical childcare worker demographics.

The racial/ethnicity forecasted mix aims to align with subgroup representation and U.S. Census data in the broader community through targeted outreach efforts.

If awarded, we will collect extensive demographic details from all participants and continuously monitor representation levels by subgroup.

Our application and enrollment methodology can be adjusted to guarantee equitable access if gaps emerge in reaching underrepresented populations among interested eligible providers.

Our priority is equitable access and assistance for all providers facing systemic obstacles to economic opportunity, with extra outreach where demographic disparities arise. We welcome coordinating with the County on any needed community-specific adjustments.

**PROJECT MANAGEMENT & FINANCIAL DATA**

**If your project or organization was funded previously, list past project(s), goals, and accomplishments/activities.**

Over the past three years, BOOST has been dedicated to empowering low- and moderate-income (LMI) women and minority childcare business owners, has demonstrated significant progress in achieving and, in some instances, surpassing our performance goals and outcomes.

In 2022, with funding of \$138,500 from Cathedral City, our project reached completion, setting ambitious goals for 30% of program participants to report a 20% increase in gross revenue, alongside the retention of 17 LMI jobs and the creation of 5 new LMI positions. We also aimed for a 30% increase in the total number of childcare slots provided by our participants. Our actual accomplishments exceeded these goals. The BOOST project delivered specialized guidance and software tools to 25 participants, enabling 10 of the 18 existing providers to surpass their revenue and enrollment objectives, thus enhancing quality childcare access for local families. Furthermore, we supported 22 new teachers in starting their own home daycare businesses from the ground up, resulting in an average revenue increase of \$10,600 across participants

during the period.

For the year 2023, we embarked on two separate CDBG projects with other jurisdictions with funding amounts of \$258,000 and \$96,000, respectively. Both projects are currently underway, with the same goal for 30% of participants to achieve a 20% increase in gross revenue. The first project aims to retain 32 LMI jobs and create 10 new ones, with an additional goal to increase the total number of childcare slots available. The second project, with its more targeted funding, aims to retain 12 LMI jobs and create 4 new ones, with similar objectives regarding childcare slots. While these projects are still in progress, they reflect our organization's ongoing commitment to supporting childcare providers in expanding their services and improving their economic outcomes, thus contributing to the broader goal of enhancing childcare access and quality in underserved communities.

**If your agency has remaining funds previously approved, please describe the timeline for expending the fund balance.**

N/A

**Describe your organization's experience with administering grants and specifically federal grants.**

Upwards boasts a successful track record of collaboration with government partners and effective administration of federal funds. Our extensive operations cover Federal, State, and Local programs, and we are adept at adhering to government compliance, monitoring, and reporting requirements.

This year, Upwards is poised to oversee multiple government-funded programs. At the local level, our ongoing initiative is the CDBG BOOST program, operational in various cities and counties across California, Florida, Washington, and beyond. We have partnered with Cathedral City, CA, as a sub-recipient of CDBG, implementing similar programs with CDBG funding. In Cathedral City, our programs encompass BOOST for childcare providers, CASE childcare benefits for small enterprises, and Back2Work for unemployed/LMI families. The initial program year received \$138,500 of CDBG dollars, with federal block grant funds allocated to support services, business, and technical assistance (BOOST Program), childcare benefits, assistance for small enterprises (CASE), and backup childcare tuition credits for individuals seeking employment (Back2Work).

Through the BOOST in Cathedral City, we assisted 25 women and minority-owned home daycares with business training and software, catalyzing higher revenues, new jobs and expanded capacity still benefitting families today. Our grant management rigor ensured 100% timely compliance with required expense documentation, demographic reporting, and progress updates.

**Describe who will supervise and manage the project and their past experience with project management.**

The project will be supervised and managed by Judy Ahumada, who currently serves as the Program Director. Judy brings a wealth of experience in managing government-funded projects, with a strong track record of directing municipal partnership initiatives to ensure regulatory compliance. Since 2021, she has successfully overseen several government-funded projects, highlighting her expertise in managing complex programs within the public sector. Her background as a former business owner in early education further underscores her capabilities in overseeing initiatives that require meticulous attention to compliance and quality standards.

In her current role, Judy is responsible for the strategic oversight of the BOOST program, focusing on refining processes and providing continuous support to external partners. She plays a crucial role in monitoring, data collection, and reporting, ensuring that all program activities align with regulatory requirements.

Before her current position at Upwards since 2023, Judy also gained significant experience as an Assistant Director at arc: After School & Experiential Education from 2009 to 2015, where she honed her skills in project management and stakeholder engagement. This diverse experience makes Judy Ahumada exceptionally qualified to lead and manage the project, ensuring its successful execution and compliance with all necessary guidelines.

**Describe any recent or upcoming leadership transitions.**


N/A

**Describe any flexibility regarding your projects start/completion date.**

Upwards' BOOST program is typically delivered over a 12-month period to furnish providers adequate time to absorb key operational skills and guidance before transitioning to self-sufficiency. However, we offer tremendous flexibility adapting our start date and overall timeline to suit community needs.

**Required Attachments:**

**Attach Project Budget: Complete the project budget template provided and submit along with application. If you have a project budget that provides the information requested in the template, you may submit that in-lieu of the template. Please note: the project budget should reflect the total cost of the project NOT just the CDBG request.**

 Marin County BOOST Budget.pdf


**Attach Organization Budget: : Upload your organization or fiscal sponsors annual budget.**

 Upwards Financial Statement...pdf

**Attach Dynamic Flood Map**

 Dynamic Flood Map.pdf

**Attach Optional Miscellaneous Documents**

 Upwards BOOST Staff Resum....pdf

 Upwards Good Standing\_Arti... .pdf

**Submission**

Please review your responses above for accuracy.

**Name and Title of person completing this application.**

Kat Fuentes, Community Impact Senior Manager

**By checking this box**

I hereby certify that the information in this application is true and accurate to the best of my knowledge.


**BOOST Program Budget**

Program Budget	Source		Program
	CDBG	Upwards	Total
<b>Personnel</b>			
Salary	\$ 236,400		\$ 236,400
Fringe	\$ 3,600	\$ -	\$ 3,600
Personnel Total	\$ 240,000	\$ -	\$240,000
<b>Non-Personnel</b>			
Training Materials	\$ -	\$ 16,407	\$ 16,407
Equipment	\$ -	\$ 10,938	\$ 10,938
Marketing for Providers	\$ -	\$ 13,194	\$ 13,194
Marketing for Families for Providers	\$ -	\$ 2,735	\$ 2,735
Cost of Payments	\$ -	\$ 12,671	\$ 12,671
Technology Cost	\$ -	\$ 1,710	\$ 1,710
Office Supplies - Program	\$ -	\$ 557	\$ 557
Non-Personnel Total	\$ -	\$ 58,212	\$58,212
<b>Grand Total</b>	<b>\$240,000</b>	<b>\$58,212</b>	<b>\$298,212</b>
	CDBG	Upwards	Total



## Upwards Annual Organizational Budget Explanation

### **Requirement Not Applicable.**

Due to Upwards' for-profit status, the Organizational Budget has been omitted from this application and we have instead included an annual Balance Sheet and Profit & Loss (P&L) Statement attached below. We appreciate your consideration of our proposal and would like to address the confidentiality of this information and why it should be treated as such:

- **Competitive Advantage:** Our operating budget contains sensitive financial data, including revenue projections, cost structures, and strategic allocation of resources. Disclosure of this information to competitors could provide them with a significant competitive advantage, potentially compromising our ability to compete effectively in the marketplace.
- **Protection of Trade Secrets:** The operating budget may contain proprietary information and trade secrets that are critical to our business operations. Revealing this information to external parties could jeopardize our ability to maintain our competitive edge and protect our intellectual property.
- **Financial Security:** The operating budget includes details of our financial health, cash flow, and investment plans. Disclosure of this data could pose financial security risks, including potential exploitation by malicious actors who seek to exploit vulnerabilities in our financial structure.
- **Market Sensitivity:** The budget may also contain market research, pricing strategies, and other sensitive information that, if exposed, could disrupt market dynamics and negatively impact our company and the markets we serve.

We want to emphasize that our commitment to confidentiality does not impede our willingness to cooperate fully with your agency's evaluation process and to potentially provide alternative documentation that will aid in the thorough review of our proposal. To that end, we have included a Balance Sheet and P&L Statement attached below.

We appreciate your understanding of our concerns and your attention to the protection of our sensitive, proprietary information.



# Management Report

WeeCare, Inc.

For the period ended June 30, 2023

Prepared on

**July 31, 2023**

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# Profit and Loss

June 2023

	<b>Total</b>
<b>INCOME</b>	
Corporate Benefit revenue	179,873.12
Fever Free Revenue	0.00
Programs Service Income	68,129.00
Service Fee - Income	868,524.90
z-Chargebacks	-542.22
<b>Total Income</b>	<b>1,115,984.80</b>
<b>COST OF GOODS SOLD</b>	
Background Checks	3,000.69
Cost of Goods Sold	6,137.10
Daycare Insurance Costs	230.00
Merchant Account Fees	3,959.56
Stipend payout - CB	45,152.11
Tuition Payout	838,404.17
<b>Total Cost of Goods Sold</b>	<b>896,883.63</b>
<b>GROSS PROFIT</b>	<b>219,101.17</b>
<b>EXPENSES</b>	
Advertising/Promotional	771.82
Bank Charges & Fees	1,229.84
Dues & subscriptions	6,608.30
Employee Benefits	35,828.96
Employer Taxes	45,832.47
Gifts	98.65
HR service fees	8,881.82
Insurance	7,868.73
Legal & Professional Services	994.95
Meals	2,959.84
Office Expenses	10,952.74
Office Supplies & Software	1,186.28
Outside Services	51,006.70
Postage and Delivery	21.25
Professional Development	303.65
Rent & Lease	4,955.99
Taxes & Licenses	428.41
Technology services	49,633.14
Travel	4,602.58
Wages and Salaries	643,279.67
<b>Total Expenses</b>	<b>877,445.79</b>
<b>NET OPERATING INCOME</b>	<b>-658,344.62</b>
<b>OTHER INCOME</b>	
Gain or (Loss) on Disposal of Assets	-1,768.02

	<b>Total</b>
Interest Income	3,629.96
<b>Total Other Income</b>	<b>1,861.94</b>
<b>OTHER EXPENSES</b>	
Amortization	1,402.52
Depreciation	1,107.30
<b>Total Other Expenses</b>	<b>2,509.82</b>
<b>NET OTHER INCOME</b>	<b>-647.88</b>
<b>NET INCOME</b>	<b>\$ -658,992.50</b>

# Balance Sheet

As of June 30, 2023

	<b>Total</b>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Bank Accounts</b>	
Chase - Checking 6756	0.00
First Republic - Checking 8054	980,969.38
First Republic - MM 0211	7,236.18
FRB- ICS Sweep Account	2,875,125.24
Stripe	284,815.36
<b>Total Bank Accounts</b>	<b>4,148,146.16</b>
<b>Accounts Receivable</b>	
Accounts Receivable (A/R)	449,318.53
<b>Total Accounts Receivable</b>	<b>449,318.53</b>
<b>Other Current Assets</b>	
Accrued Revenue	168,766.00
Clearing Account - Admin	0.00
Deferred Taxes - R & D Credit	87,681.00
Escrow Accounts - Backup Credits	347,697.30
Payroll Clearing	3,613.92
Prepaid Expenses	102,571.26
Refundable Taxes	35,330.64
Subsidiary Receivable	161,859.60
Uncategorized Asset	0.00
Undeposited Funds	26,500.00
<b>Total Other Current Assets</b>	<b>934,019.72</b>
<b>Total Current Assets</b>	<b>5,531,484.41</b>
<b>Fixed Assets</b>	
Computers	175,500.96
Furniture & Fixtures	0.00
Office Equipment	0.00
z-Accumulated Depreciation	-41,078.32
<b>Total Fixed Assets</b>	<b>134,422.64</b>
<b>Other Assets</b>	
Deposits	12,100.00
Intangible Assets	129,347.87
<b>Total Other Assets</b>	<b>141,447.87</b>
<b>TOTAL ASSETS</b>	<b>\$5,807,354.92</b>

## LIABILITIES AND EQUITY

### Liabilities

#### Current Liabilities

	<b>Total</b>
<b>Accounts Payable</b>	
Accounts Payable (A/P)	34,157.00
<b>Total Accounts Payable</b>	<b>34,157.00</b>
<b>Credit Cards</b>	
Brex	4,388.18
Jesse Forrest 1237	0.00
Jessica Chang 7487	872.80
Matt Reilly 2750	181.75
<b>Total Credit Cards</b>	<b>5,442.73</b>
<b>Other Current Liabilities</b>	
Accrued Expenses	203,246.98
Deferred Income	1,296,131.57
Due to Employees	208.53
Due to MainStreet - R & D Credit	0.00
Employer Benefit Liabilities	0.00
Payroll Tax Payable	86.86
Tax deferral	0.00
<b>Total Other Current Liabilities</b>	<b>1,499,673.94</b>
<b>Total Current Liabilities</b>	<b>1,539,273.67</b>
<b>Long-Term Liabilities</b>	
SAFE 2 NOTE	0.00
SAFE Notes Payable	0.00
SBA PPP Loan	0.00
<b>Total Long-Term Liabilities</b>	<b>0.00</b>
<b>Total Liabilities</b>	<b>1,539,273.67</b>
<b>Equity</b>	
Common Stock	5,230.54
Opening Balance Equity	0.00
Owner's Pay & Personal Expenses	0.00
Preferred Stock	22,131,491.46
Prior Period Adjustment	451,700.62
Retained Earnings	-14,768,186.66
Net Income	-3,552,154.71
<b>Total Equity</b>	<b>4,268,081.25</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$5,807,354.92</b>

# Statement of Cash Flows

June 2023

	<b>Total</b>
<b>OPERATING ACTIVITIES</b>	
Net Income	-658,992.50
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Accounts Receivable (A/R)	-112,330.78
Accrued Revenue	-68,129.00
Escrow Accounts - Backup Credits	-23,365.62
Payroll Clearing	-3,613.92
Prepaid Expenses	3,174.68
Subsidiary Receivable	-63,578.92
z-Accumulated Depreciation	327.92
Intangible Assets:z-Accumulated Amortization	1,402.52
Accounts Payable (A/P)	-43,020.59
Brex	-4,675.78
Jessica Chang 7487	593.37
Matt Reilly 2750	41.76
Accrued Expenses	-2,944.64
Accrued Expenses:Accrued Payroll	-221,637.67
Deferred Income:Corp Benefits Advance Payments	96,354.62
<b>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</b>	<b>-441,402.05</b>
<b>Net cash provided by operating activities</b>	<b>-1,100,394.55</b>
<b>INVESTING ACTIVITIES</b>	
Computers	-2,490.05
<b>Net cash provided by investing activities</b>	<b>-2,490.05</b>
<b>FINANCING ACTIVITIES</b>	
Common Stock	393.66
Prior Period Adjustment	-2,554.38
<b>Net cash provided by financing activities</b>	<b>-2,160.72</b>
<b>NET CASH INCREASE FOR PERIOD</b>	<b>-1,105,045.32</b>
Cash at beginning of period	5,279,691.48

	<b>Total</b>
CASH AT END OF PERIOD	<b>\$4,174,646.16</b>



As the proposed BOOST program involves no capital improvement projects or physical sites, a dynamic flood map does not apply for our planned activities focused on individualized childcare business training, support services and software access. However, we understand the need to furnish such documentation were we ever undertaking covered construction efforts using CDBG funding in flood hazard zones. We remain fully committed to guaranteeing compliance with all pertinent regulations as a community partner.

# Delaware

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEECARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MARCH, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEECARE, INC." WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6498925 8300

SR# 20230845184

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202822516

Date: 03-02-23

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WEECARE, INC.**

(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)

WeeCare, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”),

**DOES HEREBY CERTIFY:**

1. That the name of this corporation is WeeCare, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on August 1, 2017.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**FIRST:** The name of this corporation (the “*Corporation*”) is WeeCare, Inc.

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 2140 S. Dupont HWY the City of Camden, County of Kent, Delaware 19934. The name of its registered agent at such address is Paracorp Incorporated.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 42,358,000 shares of Common Stock, \$0.0001 par value per share (“*Common Stock*”) and (ii) 22,440,587 shares of Preferred Stock, \$0.0001 par value per share (“*Preferred Stock*”). As of the effective date of this Amended and Restated Certificate of Incorporation, 8,674,643 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series Seed Preferred Stock*”, 9,822,920 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series A-1 Preferred Stock*”, 760,571 shares of the authorized Preferred Stock of the corporation are hereby designated “*Series A-2 Preferred Stock*”, and 3,182,453 shares of the authorized Preferred Stock of the corporation are hereby designated “*Series A-3 Preferred Stock*” (together with the Series A-1 Preferred Stock and Series A-2 Preferred Stock, the “*Series A Preferred Stock*”), in each case with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to “sections” or “subsections” in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

## A. COMMON STOCK

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. **Voting.** The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Amended and Restated Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law and without a separate class vote of the holders of the Common Stock.

## B. PREFERRED STOCK

1. **Dividends.** The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Amended and Restated Certificate of Incorporation) the holders of the Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the Original Issue Price (as defined below) for the Preferred Stock; *provided* that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the Corporation, the dividend payable to the holders of Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Preferred Stock dividend. The “*Original Issue Price*” shall mean \$0.7263 per share with respect to the Series Seed Preferred Stock, \$1.4909 per share with respect to the Series A-1 Preferred Stock, \$0.6574 per share with respect to the Series A-2 Preferred Stock and \$0.6284 per share with respect to the Series A-3 Preferred Stock, in each case, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such series of Preferred Stock.

2. **Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.**

2.1 **Preferential Payments to Holders of Preferred Stock.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of each series of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, and in the event of a Deemed Liquidation Event

(as defined below), the holders of shares of each series of Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to stockholders in such Deemed Liquidation Event or out of the Available Proceeds (as defined below), as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Original Issue Price of such series of Preferred Stock, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of such Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence being hereinafter referred to as the “**Liquidation Amount**” for such series of Preferred Stock). If, upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled under this Section 2.1, the holders of such shares shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

**2.2 Payments to Holders of Common Stock.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment in full of all Liquidation Amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the holders of shares of Preferred Stock pursuant to Section 2.1 or the remaining Available Proceeds, as the case may be, shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

### **2.3 Deemed Liquidation Events.**

**2.3.1 Definition.** Each of the following events shall be considered a “**Deemed Liquidation Event**” unless the holders of a majority of the outstanding shares of Preferred Stock, including a majority of the Series A Preferred Stock, voting together as a single class on an as converted basis (the “**Requisite Holders**”), elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

- (a) a merger or consolidation in which
  - (i) the Corporation is a constituent party or
  - (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation;

- (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole or the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction

or a series of related transactions) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation;

(c) the closing of the transfer (whether by merger, consolidation or otherwise), in a single transaction or series of related transactions in which the Corporation is a constituent party, to a person or group of affiliated persons (other than an underwriter of the Corporation's securities), of the Corporation's securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of the Corporation (or the surviving or acquiring entity); provided that the sale of the Corporation's securities in a bona fide financing transaction shall not be a Deemed Liquidation Event; or

(d) the grant to a single entity (or group of affiliated entities) of an exclusive, irrevocable license to all or substantially all of this Corporation's intellectual property that is used to generate all or substantially all of this Corporation's revenues.

### **2.3.2 Effecting a Deemed Liquidation Event.**

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 2.3.1 (a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "**Merger Agreement**") provides that the consideration payable to the stockholders of the Corporation in such Deemed Liquidation Event shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2.

(b) In the event of a Deemed Liquidation Event referred to in Section 2.3.1(a)(ii) or 2.3.1(b), if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Preferred Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause, (ii) to require the redemption of such shares of Preferred Stock, and (iii) if the holders of a majority of the then outstanding shares of Preferred Stock so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation (the "**Board**")), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the "**Available Proceeds**"), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event, to redeem all outstanding shares of each series of Preferred Stock at a price per share equal to the Liquidation Amount for such series. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, the Corporation shall redeem a pro rata portion of each holder's shares of Preferred Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares each holder's shares of Preferred Stock to the fullest extent of such Available Proceeds, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders; in such event, (i) all series of Preferred Stock shall be redeemed in equal proportions, and (ii) the number of shares of any series of Preferred Stock to be redeemed from each holder shall be determined pro rata based on the number of shares held by such holder in proportion to the number of shares of such series remaining outstanding. Prior to the distribution or redemption provided for in this Section

2.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business. The following provisions shall apply to any redemption of the Preferred Stock pursuant to this Section 2.3.2(b):

(i) Within a reasonable time prior to any date shares of Preferred Stock are to be redeemed (each a “*Redemption Date*”), the Corporation shall send written notice of redemption (the “*Redemption Notice*”) to each holder of record of Preferred Stock. Each Redemption Notice shall state (A) the number of shares of each series of Preferred Stock held by the holder that the Corporation shall redeem on the Redemption Date and (B) for holders of shares in certificated form, that the holder is to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Preferred Stock to be redeemed.

(ii) On or before the applicable Redemption Date, each holder of shares of Preferred Stock to be redeemed on such Redemption Date shall, if a holder of shares in certificated form, surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the amount payable to such holder of shares of Preferred Stock pursuant to Section 2.3.2(b) above (the “*Redemption Price*”) for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof. In the event less than all of the shares of Preferred Stock represented by a certificate are redeemed, a new certificate, instrument, or book entry representing the unredeemed shares of Preferred Stock shall promptly be issued to such holder.

(iii) If the Redemption Notice shall have been duly given, and if on the applicable Redemption Date the Redemption Price payable upon redemption of the shares of Preferred Stock to be redeemed on such Redemption Date is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that any certificates evidencing any of the shares of Preferred Stock so called for redemption shall not have been surrendered, all rights with respect to such shares shall forthwith after the Redemption Date terminate, except only the right of the holders to receive the Redemption Price without interest upon surrender of any such certificate or certificates therefor.

**2.3.3 Amount Deemed Paid or Distributed.** The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such holders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation, including the approval of at least one Preferred Director (as defined herein, and for long as a Preferred Director is then-sitting on the Board).

**2.3.4 Allocation of Escrow and Contingent Consideration.** In the event of a Deemed Liquidation Event pursuant to Section 2.3.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the “*Additional Consideration*”), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the “*Initial Consideration*”) shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event, and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon

satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Section 2.3.4, consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

### **3. Voting.**

**3.1 General.** On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of this Amended and Restated Certificate of Incorporation, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class and on an as-converted to Common Stock basis.

**3.2 Election of Directors.** The holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation (the “*Preferred Directors*”); *provided, however*, for administrative convenience, the initial Preferred Directors may also be appointed by the Board in connection with the approval of the initial issuance of Series A Preferred Stock without a separate action by the holders of Series A Preferred Stock. The holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Section 3.2, then any directorship not so filled shall remain vacant until such time as the holders of the Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation (the “*Remaining Directors*”). At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Section 3.2, a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Section 3.2. The rights of the holders of the Series A Preferred Stock under the first sentence of this Section 3.2 shall terminate on the first date following the Original Issue Date (as defined below) for the Series A Preferred Stock on which there are issued and outstanding fewer than 3,417,171 shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series Seed Preferred Stock).



**3.3 Protective Provisions.** At any time when at least 11,171,665 shares of Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Preferred Stock) are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or this Amended and Restated Certificate of Incorporation) the written consent or affirmative vote of the Requisite Holders, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect:

**3.3.1** liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

**3.3.2** amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation;

**3.3.3** create, or authorize the creation of, any additional class or series of capital stock unless the same ranks junior to the Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption, or increase the authorized number of shares of Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock of the Corporation unless the same ranks junior to the Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

**3.3.4** (i) reclassify, alter or amend any existing security of the Corporation that is *pari passu* with the Series A Preferred Stock or Series Seed Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such classification, alteration or amendment would render such other security senior to the Series A Preferred Stock or Series Seed Preferred Stock in respect of any such right, preference, or privilege or (ii) reclassify, alter or amend any existing security of the Corporation that is junior to the Series A Preferred Stock in respect of the distribution of assets on the liquidation, dissolution, or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or *pari passu* with the Series A Preferred Stock in respect of any such right, preference or privilege;

**3.3.5** purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Preferred Stock as expressly authorized herein, (ii) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock, (iii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at no greater than the original purchase price thereof, (iv) exercises of contractual rights of first refusal upon a proposed sale of shares of capital stock to a third party, or (v) as approved by the Board of Directors, including the approval of the Preferred Directors, if any are then-sitting on the Board;

**3.3.6** create or authorize the creation of any debt security if the Corporation's aggregate indebtedness would exceed \$500,000, other than equipment leases, bank lines of credit, existing indebtedness or a revenue-based credit facility, unless such debt security has received the

prior approval of the Board, including the approval of the Preferred Directors, if any are then-sitting on the Board;

**3.3.7** create or hold capital stock in any subsidiary that is not a wholly owned subsidiary or dispose of any subsidiary stock or all or substantially all of any subsidiary assets; or

**3.3.8** increase or decrease the authorized number of directors constituting the Board of Directors.

**4. Optional Conversion.** The holders of the Preferred Stock shall have conversion rights as follows (the “*Conversion Rights*”):

**4.1 Right to Convert.**

**4.1.1 Conversion Ratio.** Each share of a series of Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Original Issue Price of such series by the Conversion Price (as defined below) in effect for such series at the time of conversion. The “*Conversion Price*” for each series of Preferred Stock shall initially be equal to the applicable Original Issue Price for such series of Preferred Stock. Such initial Conversion Price, and the rate at which shares of each series of Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

**4.1.2 Termination of Conversion Rights.** In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Preferred Stock.

**4.2 Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

**4.3 Mechanics of Conversion.**

**4.3.1 Notice of Conversion.** In order for a holder of Preferred Stock to voluntarily convert shares of Preferred Stock into shares of Common Stock, such holder shall (a) provide written notice to the Corporation’s transfer agent at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent) that such holder elects to convert all or any number of such holder’s shares of Preferred Stock and, if applicable, any event on which such conversion is contingent and (b) if such holder’s shares are certificated, surrender the certificate or certificates for such shares of Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder’s name or the names of the nominees in which such holder wishes

the shares of Common Stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion (the "**Conversion Time**"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof, or, in the case of uncertificated shares, a notice of issuance of uncertificated shares, and a certificate or notice, as the case may be, for the number (if any) of the shares of Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, (ii) pay in cash such amount as provided in Section 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and (iii) pay all declared but unpaid dividends on the shares of Preferred Stock converted.

**4.3.2 Reservation of Shares.** The Corporation shall, at all times when the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to the Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Conversion Price of a series of Preferred Stock below the then par value of the shares of Common Stock issuable upon conversion of such Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Conversion Price.

**4.3.3 Effect of Conversion.** Any shares of Preferred Stock that shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor, to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion as provided in Section 4.2 and to receive payment of any dividends declared but unpaid thereon. Any shares of Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of each applicable series of Preferred Stock accordingly.

**4.3.4 No Further Adjustment.** Upon any such conversion, no adjustment to the Conversion Price of a series of Preferred Stock shall be made for any declared but unpaid dividends on the Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

**4.3.5 Taxes.** The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be

required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

#### **4.4 Adjustments to Conversion Price for Diluting Issues.**

**4.4.1 Special Definitions.** For purposes of this Article Fourth, the following definitions shall apply:

(a) “*Option*” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(b) “*Original Issue Date*” for a series of Preferred Stock shall mean the date on which the first share of such series was issued.

(c) “*Convertible Securities*” shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(d) “*Additional Shares of Common Stock*” shall mean, a to any series of Preferred Stock, all shares of Common Stock issued (or, pursuant to Section 4.4.3 below, deemed to be issued) by the Corporation after the Original Issue Date for such series, other than certain securities consisting of (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (any securities referred to in clauses (I) and (2) being referred to herein as “*Exempted Securities*”):

(i) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Preferred Stock;

(ii) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by Section 4.5, 4.6, 4.7 or 4.8;

(iii) shares of Common Stock or Options issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors of the Corporation;

(iv) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security;

(v) shares of Common Stock, Options or Convertible Securities issued to banks, equipment lessors or other financial institutions, or to real property lessors, pursuant to a debt financing, equipment leasing or real property leasing transaction approved by the Board of Directors of the Corporation, including the approval of at least one Preferred Director, if any are then-sitting on the Board;

(vi) shares of Common Stock, Options or Convertible Securities issued to suppliers or third party service providers in connection with the provision of goods or services pursuant to transactions approved by the Board of Directors of the Corporation, including the approval of at least one Preferred Director, if any are then-sitting on the Board;

(vii) shares of Common Stock, Options or Convertible Securities issued as acquisition consideration pursuant to the acquisition of another entity by the Corporation by merger, purchase of substantially all of the assets or other reorganization or to a joint venture agreement, *provided* that such issuances are approved by the Board of Directors of the Corporation, including the approval of at least one Preferred Director, if any are then-sitting on the Board; or

(viii) shares of Common Stock, Options or Convertible Securities issued in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships approved by the Board of Directors of the Corporation, including the approval of at least one Preferred Director, if any are then-sitting on the Board.

**4.4.2 No Adjustment of Conversion Price.** No adjustment in the Conversion Price for a series of Preferred Stock shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if the Corporation receives written notice from the Requisite Holders agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

**4.4.3 Deemed Issue of Additional Shares of Common Stock.**

(a) If the Corporation at any time or from time to time after the Original Issue Date for a series of Preferred Stock shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date.

(b) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to any Conversion Price pursuant to the terms of Section 4.4.4, are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Conversion Price computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Conversion Price as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (b) shall have the effect of increasing such Conversion Price to an amount which exceeds the lower of (i) the Conversion Price in effect immediately prior to the original

adjustment made as a result of the issuance of such Option or Convertible Security or (ii) the Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(c) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Conversion Price for a given series of Preferred Stock pursuant to the terms of Section 4.4.4 (either because the consideration per share of the Additional Shares of Common Stock subject thereto, determined pursuant to Section 4.4.5, was equal to or greater than the Conversion Price then in effect for such series, or because such Option or Convertible Security was issued before the Original Issue Date for such series), are revised after such Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Section 4.4.3(a)) shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(d) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) that resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Conversion Price of a series of Preferred Stock pursuant to the terms of Section 4.4.4, the Conversion Price shall be readjusted to such Conversion Price as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(e) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Conversion Price for a series of Preferred Stock provided for in this Section 4.4.3 shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (b) and (c) of this Section 4.4.3). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Conversion Price that would result under the terms of this Section 4.4.3 at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

**4.4.4 Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock.** In the event the Corporation shall at any time after the Original Issue Date for a series of Preferred Stock issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4.3), without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to such issuance or deemed issuance, then such Conversion Price shall be reduced, concurrently with such issuance or deemed

issuance, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 * (A + B) \div (A + C)$$

For purposes of the foregoing formula, the following definitions shall apply:

(a) “CP<sub>2</sub>” shall mean the Conversion Price in effect immediately after such issuance or deemed issuance of Additional Shares of Common Stock

(b) “CP<sub>1</sub>” shall mean the Conversion Price in effect immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock;

(c) “A” shall mean the number of shares of Common Stock outstanding immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock (treating as outstanding for this purpose all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issuance or deemed issuance or upon conversion or exchange of Convertible Securities, including Preferred Stock, outstanding immediately prior to such issue, assuming exercise of any outstanding Options therefor);

(d) “B” shall mean the number of shares of Common Stock that would have been issued or deemed issued if such Additional Shares of Common Stock had been issued at a price per share equal to CP<sub>1</sub> (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP); and

(e) “C” shall mean the number of such Additional Shares of Common Stock issued in such transaction.

**4.4.5 Determination of Consideration.** For purposes of this Section 4.4, the consideration received by the Corporation for the issuance or deemed issuance of any Additional Shares of Common Stock shall be computed as follows:

(a) **Cash and Property.** Such consideration shall:

(i) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;

(ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation, including the approval of at least one Preferred Director, if any are then-sitting on the Board; and

(iii) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors of the Corporation, including the approval of at least one Preferred Director, if any are then-sitting on the Board.

**(b) Options and Convertible Securities.** The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.4.3, relating to Options and Convertible Securities, shall be determined by dividing:

**(i)** the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

**(ii)** the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

**4.4.6 Multiple Closing Dates.** In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Conversion Price of any series of Preferred Stock pursuant to the terms of Section 4.4.4, then, upon the final such issuance, the Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

**4.5 Adjustment for Stock Splits and Combinations.** If the Corporation shall at any time or from time to time after the Original Issue Date for a series of Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after such Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price of such series in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

**4.6 Adjustment for Certain Dividends and Distributions.** In the event the Corporation at any time or from time to time after the Original Issue Date for a series of Preferred Stock shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Conversion Price of such series in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

**(1)** the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and



(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions, and (b) no such adjustment shall be made if the holders of such series of Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock that they would have received if all outstanding shares of such Preferred Stock had been converted into Common Stock on the date of such event.

**4.7 Adjustments for Other Dividends and Distributions.** In the event the Corporation at any time or from time to time after the Original Issue Date for a series of Preferred Stock shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section 1 do not apply to such dividend or distribution, then and in each such event the holders of such series shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property they would have received if all outstanding shares of such Preferred Stock had been converted into Common Stock on the date of such event.

**4.8 Adjustment for Merger or Reorganization, Etc.** Subject to the provisions of Section 2.3, as to any series of Preferred Stock, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not such Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Sections 4.4, 4.6 or 4.7), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of such series of Preferred Stock shall thereafter be convertible, in lieu of the Common Stock into which it was convertible prior to such event, into the kind and amount of securities, cash or other property that a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of such Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests thereafter of the holders of such series of Preferred Stock, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in and other adjustments of the Conversion Price of such series) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of such Preferred Stock.

**4.9 Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment of the Conversion Price of a series of Preferred Stock pursuant to this Section 4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of such series a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which shares of such series are convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of a series of

Preferred Stock (but in any event not later than ten (10) days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Conversion Price of such series then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of shares of such series.

**4.10 Notice of Record Date.** In the event:

(a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to each series of Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

**5. Mandatory Conversion.**

**5.1 Trigger Events.** Upon either (a) the closing of the sale of shares of Common Stock to the public in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$50,000,000 of gross proceeds to the Corporation, and, in connection with such offering is listed for trading on a national securities exchange, or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the Requisite Holders (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the “*Mandatory Conversion Time*”), then (i) all outstanding shares of Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate as calculated pursuant to Section 4.1.1, and (ii) such shares may not be reissued by the Corporation.

**5.2 Procedural Requirements.** All holders of record of shares of Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Preferred Stock pursuant to this Section 5. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Preferred Stock in certificated form shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation

against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. All rights with respect to the Preferred Stock converted pursuant to Section 5.1, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 5.2. As soon as practicable after the Mandatory Conversion Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, or, in the case of uncertificated shares, a notice of issuance of uncertificated shares unless a certificate is requested in writing, and (b) pay cash as provided in Section 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Preferred Stock converted. Such converted Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

**6. Redeemed or Otherwise Acquired Shares.** Any shares of Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption.

**7. Waiver.** Except as otherwise set forth herein, (a) any of the rights, powers, preferences and other terms of a series of the Preferred Stock that are set forth herein may be waived on behalf of all holders of such series of Preferred Stock by the affirmative written consent or vote of the holders of a majority of the shares of such series of Preferred Stock that are then outstanding, and (b) any of the rights, powers, preferences and other terms of the Preferred Stock as a class that are set forth herein may be waived on behalf of all holders of the Preferred Stock as a single class by the affirmative written consent or vote of the Requisite Holders.

**8. Notices.** Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

**FIFTH:** Subject to any additional vote required by this Amended and Restated Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** Subject to any additional vote required by this Amended and Restated Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

**ELEVENTH:** The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “*Excluded Opportunity*” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee, affiliate or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are “**Covered Persons**”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person’s capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article Eleventh will only be prospective and will not affect the rights under this Article Eleventh in effect at the time of the occurrence of any actions or omissions to act giving rise to liability. Notwithstanding anything to the contrary contained elsewhere in this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of a majority of the shares of Preferred Stock outstanding will be required to amend or repeal, or to adopt any provisions inconsistent with this Article Eleventh.

**TWELFTH:** Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Twelfth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Twelfth (including, without limitation, each portion of any sentence of this Article Twelfth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

**THIRTEENTH:** For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Amended and Restated Certificate of Incorporation from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board of Directors (in addition to any other consent required under this Amended and Restated Certificate of Incorporation), such repurchase may be made without regard to any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined therein) shall be deemed to be zero (0).

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3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. That this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

**IN WITNESS WHEREOF**, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 4th day of February, 2022.

WEECARE, INC.

By: /s/ Jessica Chang  
Jessica Chang  
President and Chief Executive Officer

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**WEECARE, INC.**

a Delaware corporation

**AMENDED AND RESTATED BYLAWS**

As Adopted August 15, 2017

As Amended and Restated February 4, 2022

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**WEECARE, INC.**

a Delaware corporation

**AMENDED AND RESTATED BYLAWS**

As Adopted August 17, 2017

As Amended and Restated February 4, 2022

**ARTICLE I: STOCKHOLDERS**

**Section 1.1: Annual Meetings.** Unless members of the Board of Directors of the Corporation (the “*Board*”) are elected by written consent in lieu of an annual meeting, as permitted by Section 211 of the Delaware General Corporation Law (the “*DGCL*”) and these Bylaws, an annual meeting of stockholders shall be held for the election of directors at such date and time as the Board shall each year fix. The meeting may be held either at a place, within or without the State of Delaware, or by means of remote communication as the Board in its sole discretion may determine. Any proper business may be transacted at the annual meeting.

**Section 1.2: Special Meetings.** Special meetings of stockholders for any purpose or purposes may be called at any time by the Chairperson of the Board, the Chief Executive Officer, the President, the holders of shares of the Corporation that are entitled to cast not less than ten percent (10%) of the total number of votes entitled to be cast by all stockholders at such meeting, or by a majority of the “*Whole Board*,” which shall mean the total number of authorized directors, whether or not there exist any vacancies in previously authorized directorships. Special meetings may not be called by any other person or persons. If a special meeting of stockholders is called by any person or persons other than by a majority of the members of the Board, then such person or persons shall request such meeting by delivering a written request to call such meeting to each member of the Board, and the Board shall then determine the time and date of such special meeting, which shall be held not more than one hundred twenty (120) days nor less than thirty-five (35) days after the written request to call such special meeting was delivered to each member of the Board. The special meeting may be held either at a place, within or without the State of Delaware, or by means of remote communication as the Board in its sole discretion may determine.

**Section 1.3: Notice of Meetings.** Notice of all meetings of stockholders shall be given in writing or by electronic transmission in the manner provided by law (including, without limitation, as set forth in Section 7.1.1 of these Bylaws) stating the date, time and place, if any, of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise required by applicable law or the Certificate of Incorporation of the Corporation (as the same may be amended and/or restated from time to time, the “*Certificate of Incorporation*”), such notice shall be given not less than ten (10), nor more than sixty (60), days before the date of the meeting to each stockholder of record entitled to vote at such meeting.

**Section 1.4: Adjournments.** The chairperson of the meeting shall have the power to adjourn the meeting to another time, date and place (if any). Any meeting of stockholders may adjourn from time to time, and notice need not be given of any such adjourned meeting if the time, date and place (if any) thereof and the means of remote communications (if any) by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned



meeting are announced at the meeting at which the adjournment is taken; *provided, however*, that if the adjournment is for more than thirty (30) days, or if a new record date is fixed for the adjourned meeting, then a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting. To the fullest extent permitted by law, the Board may cancel, postpone or reschedule any previously scheduled special or annual meeting of stockholders before it is to be held, in which case notice shall be provided to the stockholders of the new date, time and place, if any, of the meeting as provided in Section 1.3 above.

**Section 1.5: Quorum.** At each meeting of stockholders the holders of a majority of the voting power of the shares of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business, unless otherwise required by applicable law, the Certificate of Incorporation or these Bylaws. If a quorum shall fail to attend any meeting, the chairperson of the meeting or the holders of a majority of the voting power of the shares entitled to vote who are present, in person or by proxy, at the meeting may adjourn the meeting. Shares of the Corporation's stock belonging to the Corporation (or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation are held, directly or indirectly, by the Corporation), shall neither be entitled to vote nor be counted for quorum purposes; *provided, however*, that the foregoing shall not limit the right of the Corporation or any other corporation to vote any shares of the Corporation's stock held by it in a fiduciary capacity and to count such shares for purposes of determining a quorum.

**Section 1.6: Organization.** Meetings of stockholders shall be presided over by such person as the Board may designate, or, in the absence of such a person, the Chairperson of the Board, or, in the absence of such person, the President of the Corporation, or, in the absence of such person, such person as may be chosen by the holders of a majority of the voting power of the shares entitled to vote who are present, in person or by proxy, at the meeting. Such person shall be chairperson of the meeting and, subject to Section 1.11 hereof, shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems to him or her to be in order. The Secretary of the Corporation shall act as secretary of the meeting, but in such person's absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

**Section 1.7: Voting; Proxies.** Each stockholder entitled to vote at a meeting of stockholders, or to take corporate action by written consent without a meeting, may authorize another person or persons to act for such stockholder by proxy. Such a proxy may be prepared, transmitted and delivered in any manner permitted by applicable law. Except as may be required in the Certificate of Incorporation, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Unless otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws, every matter other than the election of directors shall be decided by the affirmative vote of the holders of a majority of the voting power of the shares of stock entitled to vote on such matter that are present in person or represented by proxy at the meeting and are voted for or against the matter.

## **Section 1.8: Fixing Date for Determination of Stockholders of Record.**

1.8.1 Meeting of Stockholders. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

1.8.2 Payment of Dividends; Other Lawful Action. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than sixty (60) days prior to such action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

1.8.3 Action by Written Consent. Unless otherwise restricted by the Certificate of Incorporation, in order that the Corporation may determine the stockholders entitled to express consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date for determining stockholders entitled to express consent to corporate action in writing without a meeting is fixed by the Board, (i) when no prior action of the Board is required by law, the record date for such purpose shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, and (ii) if prior action by the Board is required by law, the record date for such purpose shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

**Section 1.9: List of Stockholders Entitled to Vote.** The Corporation shall prepare, at least ten (10) days before every meeting of stockholders, a complete list of stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date), arranged in alphabetical

order and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting, either on a reasonably accessible electronic network as permitted by law (provided that the information required to gain access to the list is provided with the notice of the meeting) or during ordinary business hours at the principal place of business of the Corporation. If the meeting is held at a location where stockholders may attend in person, the list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present at the meeting. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting.

**Section 1.10: Action by Written Consent of Stockholders.**

1.10.1 Procedure. Unless otherwise provided by the Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed in the manner permitted by law by the holders of outstanding stock having not less than the number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, to its principal place of business or to an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the agent of the Corporation's registered office in the State of Delaware shall be by hand or by certified or registered mail, return receipt requested. Written stockholder consents shall bear the date of signature of each stockholder who signs the consent in the manner permitted by law and shall be delivered to the Corporation as provided in Section 1.10.2 below. No written consent shall be effective to take the action set forth therein unless, within sixty (60) days of the earliest dated consent delivered to the Corporation in the manner required by law, written consents signed by a sufficient number of stockholders to take the action set forth therein are delivered to the Corporation in the manner required by law.

1.10.2 Form of Consent A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxy holder, or a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine (a) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxy holder or by a person or persons authorized to act for the stockholder or proxy holder and (b) the date on which such stockholder or proxy holder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are

recorded. Delivery made to a Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by telegram, cablegram or other electronic transmission may be otherwise delivered to the principal place of business of the Corporation or to an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the Board. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

1.10.3 Notice of Consent. Prompt notice of the taking of corporate action by stockholders without a meeting by less than unanimous written consent of the stockholders shall be given to those stockholders who have not consented thereto in writing and, who, if the action had been taken at a meeting, would have been entitled to notice of the meeting, if the record date for such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Corporation as required by law. If the action which is consented to is such as would have required the filing of a certificate under the DGCL if such action had been voted on by stockholders at a meeting thereof, then if the DGCL so requires, the certificate so filed shall state, in lieu of any statement required by the DGCL concerning any vote of stockholders, that written stockholder consent has been given in accordance with Section 228 of the DGCL.

### **Section 1.11: Inspectors of Elections.**

1.11.1 Applicability. Unless otherwise required by the Certificate of Incorporation or by the DGCL, the following provisions of this Section 1.11 shall apply only if and when the Corporation has a class of voting stock that is: (a) listed on a national securities exchange; (b) authorized for quotation on an interdealer quotation system of a registered national securities association; or (c) held of record by more than two thousand (2,000) stockholders. In all other cases, observance of the provisions of this Section 1.11 shall be optional, and at the discretion of the Board.

1.11.2 Appointment. The Corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting.

1.11.3 Inspector's Oath. Each inspector of election, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such inspector's ability.

1.11.4 Duties of Inspectors. At a meeting of stockholders, the inspectors of election shall (a) ascertain the number of shares outstanding and the voting power of each share, (b) determine the shares represented at a meeting and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period of time a record of the disposition of any challenges made to any determination by the inspectors, and (e) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots. The

inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors.

1.11.5 Opening and Closing of Polls. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced by the chairperson of the meeting at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery upon application by a stockholder shall determine otherwise.

1.11.6 Determinations. In determining the validity and counting of proxies and ballots, the inspectors shall be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in connection with proxies in accordance with any information provided pursuant to Section 211(a)(2)(B)(i) of the DGCL, or Sections 211(e) or 212(c)(2) of the DGCL, ballots and the regular books and records of the Corporation, except that the inspectors may consider other reliable information for the limited purpose of reconciling proxies and ballots submitted by or on behalf of banks, brokers, their nominees or similar persons which represent more votes than the holder of a proxy is authorized by the record owner to cast or more votes than the stockholder holds of record. If the inspectors consider other reliable information for the limited purpose permitted herein, the inspectors at the time they make their certification of their determinations pursuant to this Section 1.11 shall specify the precise information considered by them, including the person or persons from whom they obtained the information, when the information was obtained, the means by which the information was obtained and the basis for the inspectors' belief that such information is accurate and reliable.

## ARTICLE II: BOARD OF DIRECTORS

**Section 2.1: Number; Qualifications.** The Board shall consist of one or more members. Unless otherwise required by law or the Certificate of Incorporation, the number of directors shall be fixed from time to time by resolution of a majority of the Whole Board or the stockholders of the Corporation holding at least a majority of the voting power of the Corporation's outstanding stock then entitled to vote at an election of directors. No decrease in the authorized number of directors constituting the Board shall shorten the term of any incumbent director. Directors need not be stockholders of the Corporation.

**Section 2.2: Election; Resignation; Removal; Vacancies.** The Board shall initially consist of the person or persons elected by the incorporator or named in the Corporation's initial Certificate of Incorporation. Unless otherwise provided by the Certificate of Incorporation, each director shall hold office until the next annual meeting of stockholders and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal. Any director may resign at any time upon written notice or notice by electronic transmission to the Corporation. Except as otherwise provided by the Certificate of Incorporation or applicable law, (a) any director or the entire Board may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors and (b) any vacancy occurring in the Board for any reason, and any newly created directorship resulting from any increase in the authorized number of directors to be elected by all stockholders having the right to vote as a single class, may be filled by the stockholders or by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

**Section 2.3: Regular Meetings.** Regular meetings of the Board may be held at such places, within or without the State of Delaware, and at such times as the Board may from time to time determine. Notice of regular meetings need not be given if the date, times and places thereof are fixed by resolution of the Board.

**Section 2.4: Special Meetings.** Special meetings of the Board may be called by the Chairperson of the Board, the President or a majority of the members of the Board then in office and may be held at any time, date or place, within or without the State of Delaware, as the person or persons calling the meeting shall fix. Notice of the time, date and place of such meeting shall be given, orally, in writing or by electronic transmission (including electronic mail), by the person or persons calling the meeting to all directors at least four (4) days before the meeting if the notice is mailed, or at least twenty-four (24) hours before the meeting if such notice is given by telephone, hand delivery, telegram, telex, mailgram, facsimile, electronic mail or other means of electronic transmission. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting.

**Section 2.5: Remote Meetings Permitted.** Members of the Board, or any committee of the Board, may participate in a meeting of the Board or such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to conference telephone or other communications equipment shall constitute presence in person at such meeting.

**Section 2.6: Quorum; Vote Required for Action.** Subject to Section 2.2 above regarding the ability of the members of the Board to fill a vacancy or newly-created directorship on the Board, at all meetings of the Board, the presence a majority of the then current members of the Board shall constitute a quorum for the transaction of business; provided, however, that such majority shall constitute at least one-third (1/3) of the Whole Board. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date or time without further notice thereof. Except as otherwise provided herein or in the Certificate of Incorporation, or required by law, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 2.7: Organization.** Meetings of the Board shall be presided over by the Chairperson of the Board, or in such person's absence by the President, or in such person's absence by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in such person's absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

**Section 2.8: Written Action by Directors.** Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee, respectively, in the minute books of the Corporation. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

**Section 2.9: Powers.** The Board may, except as otherwise required by law or the Certificate of Incorporation, exercise all such powers and manage and direct all such acts and things as may be exercised or done by the Corporation.

**Section 2.10: Compensation of Directors.** Members of the Board, as such, may receive, pursuant to a resolution of the Board, fees and other compensation for their services as directors, including without limitation their services as members of committees of the Board.

### ARTICLE III: COMMITTEES

**Section 3.1: Committees.** The Board may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting of such committee who are not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in a resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it; but no such committee shall have the power or authority in reference to the following matters: (a) approving, adopting, or recommending to the stockholders any action or matter (other than the election or removal of members of the Board) expressly required by the DGCL to be submitted to stockholders for approval or (b) adopting, amending or repealing any bylaw of the Corporation.

**Section 3.2: Committee Rules.** Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these Bylaws.

### ARTICLE IV: OFFICERS

**Section 4.1: Generally.** The officers of the Corporation shall consist of a Chief Executive Officer (who may be the Chairperson of the Board or the President), a Secretary and a Treasurer and may consist of such other officers, including a Chief Financial Officer, Chief Technology Officer and one or more Vice Presidents, as may from time to time be appointed by the Board. All officers shall be elected by the Board; *provided, however,* that the Board may empower the Chief Executive Officer of the Corporation to appoint any officer other than the Chairperson of the Board, the Chief Executive Officer, the President, the Chief Financial Officer or the Treasurer. Each officer shall hold office until such person's successor is appointed or until such person's earlier resignation, death or removal. Any number of offices may be held by the same person. Any officer may resign at any time upon written notice to the Corporation. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled by the Board.

**Section 4.2: Chief Executive Officer.** Subject to the control of the Board and such supervisory powers, if any, as may be given by the Board, the powers and duties of the Chief Executive Officer of the Corporation are:

- (a) To act as the general manager and, subject to the control of the Board, to have general supervision, direction and control of the business and affairs of the Corporation;
- (b) Subject to Article I, Section 1.6, to preside at all meetings of the stockholders;
- (c) Subject to Article I, Section 1.2, to call special meetings of the stockholders to be held at such times and, subject to the limitations prescribed by law or by these Bylaws, at such places as he or she shall deem proper; and
- (d) To affix the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the judgment of the Chief Executive Officer, should be executed on behalf of the Corporation; to sign certificates for shares of stock of the Corporation; and, subject to the direction of the Board, to have general charge of the property of the Corporation and to supervise and control all officers, agents and employees of the Corporation.

The President shall be the Chief Executive Officer of the Corporation unless the Board shall designate another officer to be the Chief Executive Officer. If there is no President, and the Board has not designated any other officer to be the Chief Executive Officer, then the Chairperson of the Board shall be the Chief Executive Officer.

**Section 4.3: Chairperson of the Board.** The Chairperson of the Board shall be chosen from among the members of the Board and shall have the power to preside at all meetings of the Board and shall have such other powers and duties as provided in these Bylaws and as the Board may from time to time prescribe.

**Section 4.4: President.** The Chief Executive Officer shall be the President of the Corporation unless the Board shall have designated one individual as the President and a different individual as the Chief Executive Officer of the Corporation. Subject to the provisions of these Bylaws and to the direction of the Board, and subject to the supervisory powers of the Chief Executive Officer (if the Chief Executive Officer is an officer other than the President), and subject to such supervisory powers and authority as may be given by the Board to the Chairperson of the Board, and/or to any other officer, the President shall have the responsibility for the general management and control of the business and affairs of the Corporation and the general supervision and direction of all of the officers, employees and agents of the Corporation (other than the Chief Executive Officer, if the Chief Executive Officer is an officer other than the President) and shall perform all duties and have all powers that are commonly incident to the office of President or that are delegated to the President by the Board.

**Section 4.5: Vice President.** Each Vice President shall have all such powers and duties as are commonly incident to the office of Vice President, or that are delegated to him or her by the Board or the Chief Executive Officer. A Vice President may be designated by the Board to perform



the duties and exercise the powers of the Chief Executive Officer in the event of the Chief Executive Officer's absence or disability.

**Section 4.6: Chief Financial Officer.** The Chief Financial Officer shall be the Treasurer of the Corporation unless the Board shall have designated another officer as the Treasurer of the Corporation. Subject to the direction of the Board and the Chief Executive Officer, the Chief Financial Officer shall perform all duties and have all powers that are commonly incident to the office of Chief Financial Officer.

**Section 4.7: Treasurer.** The Treasurer shall have custody of all moneys and securities of the Corporation. The Treasurer shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions. The Treasurer shall also perform such other duties and have such other powers as are commonly incident to the office of Treasurer, or as the Board or the Chief Executive Officer may from time to time prescribe.

**Section 4.8: Chief Technology Officer.** The Chief Technology Officer shall have responsibility for the general research and development activities of the Corporation, for supervision of the Corporation's research and development personnel, for new product development and product improvements, for overseeing the development and direction of the Corporation's intellectual property development and such other responsibilities as may be given to the Chief Technology Officer by the Board, subject to: (a) the provisions of these Bylaws; (b) the direction of the Board; (c) the supervisory powers of the Chief Executive Officer of the Corporation; and (d) those supervisory powers that may be given by the Board to the Chairperson or Vice Chairperson of the Board.

**Section 4.9: Secretary.** The Secretary shall issue or cause to be issued all authorized notices for, and shall keep, or cause to be kept, minutes of all meetings of the stockholders and the Board. The Secretary shall have charge of the corporate minute books and similar records and shall perform such other duties and have such other powers as are commonly incident to the office of Secretary, or as the Board or the Chief Executive Officer may from time to time prescribe.

**Section 4.10: Delegation of Authority.** The Board may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

**Section 4.11: Removal.** Any officer of the Corporation shall serve at the pleasure of the Board and may be removed at any time, with or without cause, by the Board; provided that if the Board has empowered the Chief Executive Officer to appoint any Vice Presidents of the Corporation, then such Vice Presidents may be removed by the Chief Executive Officer. Such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation.

## ARTICLE V: STOCK

**Section 5.1: Certificates.** The shares of capital stock of the Corporation shall be represented by certificates; *provided, however*, that the Board may provide by resolution or resolutions that some or all of any or all classes or series of its stock may be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered

to the Corporation (or the transfer agent or registrar, as the case may be). Notwithstanding the adoption of such resolution by the Board, every holder of stock that is represented by a certificate shall be entitled to have a certificate signed by or in the name of the Corporation by any two authorized officers representing the number of shares owned by such stockholder in the Corporation registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

**Section 5.2: Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates or Uncertificated Shares.** The Corporation may issue a new certificate of stock, or uncertificated shares, in the place of any certificate previously issued by it, alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to agree to indemnify the Corporation and/or to give the Corporation a bond sufficient to indemnify it, against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

**Section 5.3: Other Regulations.** The issue, transfer, conversion and registration of stock certificates and uncertificated securities shall be governed by such other regulations as the Board may establish.

## ARTICLE VI: INDEMNIFICATION

**Section 6.1: Indemnification of Officers and Directors.** Each person who was or is made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "***Proceeding***"), by reason of the fact that such person (or a person of whom such person is the legal representative), is or was a member of the Board or officer of the Corporation or a Reincorporated Predecessor (as defined below) or is or was serving at the request of the Corporation or a Reincorporated Predecessor as a member of the board of directors, officer or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (for purposes of this Article VI, an "***Indemnitee***"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith, provided such Indemnitee acted in good faith and in a manner that the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or Proceeding, had no reasonable cause to believe the Indemnitee's conduct was unlawful. Such indemnification shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of such Indemnitees' heirs, executors and administrators. Notwithstanding the foregoing, the Corporation shall indemnify any such Indemnitee seeking indemnity in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if

such Proceeding (or part thereof) was authorized by the Board or such indemnification is authorized by an agreement approved by the Board. As used herein, the term the “***Reincorporated Predecessor***” means a corporation that is merged with and into the Corporation in a statutory merger where (a) the Corporation is the surviving corporation of such merger and (b) the primary purpose of such merger is to change the corporate domicile of the Reincorporated Predecessor to Delaware.

**Section 6.2: Advance of Expenses.** The Corporation shall pay all expenses (including attorneys’ fees) incurred by such an Indemnitee in defending any such Proceeding as they are incurred in advance of its final disposition; *provided, however*, that (a) if the DGCL then so requires, the payment of such expenses incurred by such an Indemnitee in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it should be determined ultimately by final judicial decision from which there is no appeal that such Indemnitee is not entitled to be indemnified under this Article VI or otherwise; and (b) the Corporation shall not be required to advance any expenses to a person against whom the Corporation directly brings a claim, in a Proceeding, alleging that such person has breached such person’s duty of loyalty to the Corporation, committed an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law, or derived an improper personal benefit from a transaction.

**Section 6.3: Non-Exclusivity of Rights.** The rights conferred on any person in this Article VI shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaw, agreement, vote or consent of stockholders or disinterested directors, or otherwise. Additionally, nothing in this Article VI shall limit the ability of the Corporation, in its discretion, to indemnify or advance expenses to persons whom the Corporation is not obligated to indemnify or advance expenses pursuant to this Article VI.

**Section 6.4: Indemnification Contracts.** The Board is authorized to cause the Corporation to enter into indemnification contracts with any director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing indemnification or advancement rights to such person. Such rights may be greater than those provided in this Article VI.

**Section 6.5: Right of Indemnitee to Bring Suit.** The following shall apply to the extent not in conflict with any indemnification contract provided for in Section 6.4 above.

6.5.1 **Right to Bring Suit.** If a claim under Section 6.1 or 6.2 of this Article VI is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (a) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an

advancement of expenses) it shall be a defense that, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in applicable law.

6.5.2 Effect of Determination. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in applicable law, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit.

6.5.3 Burden of Proof. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VI, or otherwise, shall be on the Corporation.

**Section 6.6: Nature of Rights.** The rights conferred upon Indemnitees in this Article VI shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer or trustee and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. Any amendment, repeal or modification of any provision of this Article VI that adversely affects any right of an Indemnitee or an Indemnitee's successors shall be prospective only, and shall not adversely affect any right or protection conferred on a person pursuant to this Article VI and existing at the time of such amendment, repeal or modification.

## ARTICLE VII: NOTICES

### **Section 7.1: Notice.**

7.1.1 Form and Delivery. Except as otherwise specifically required in these Bylaws (including, without limitation, Section 7.1.2 below) or by law, all notices required to be given pursuant to these Bylaws shall be in writing and may, (a) in every instance in connection with any delivery to a member of the Board, be effectively given by hand delivery (including use of a delivery service), by depositing such notice in the mail, postage prepaid, or by sending such notice by prepaid telegram, cablegram, overnight express courier, facsimile, electronic mail or other form of electronic transmission and (b) be effectively be delivered to a stockholder when given by hand delivery, by depositing such notice in the mail, postage prepaid or, if specifically consented to by the stockholder as described in Section 7.1.2 of this Article VII by sending such notice by telegram, cablegram, facsimile, electronic mail or other form of electronic transmission. Any such notice shall be addressed to the person to whom notice is to be given at such person's address as it appears on the records of the Corporation. The notice shall be deemed given (a) in the case of hand delivery, when received by the person to whom notice is to be given or by any person accepting such notice on behalf of such person, (b) in the case of delivery by mail, upon deposit in the mail,

(c) in the case of delivery by overnight express courier, when dispatched, and (d) in the case of delivery via telegram, cablegram, facsimile, electronic mail or other form of electronic transmission, when dispatched.

7.1.2 Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the Corporation under any provision of the DGCL, the Certificate of Incorporation, or these Bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given in accordance with Section 232 of the DGCL. Any such consent shall be revocable by the stockholder by written notice to the Corporation. Any such consent shall be deemed revoked if (a) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (b) such inability becomes known to the Secretary or an Assistant Secretary of the Corporation or to the transfer agent, or other person responsible for the giving of notice; *provided, however,* the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given pursuant to this Section 7.1.2 shall be deemed given: (i) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of such posting and the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the stockholder.

7.1.3 Affidavit of Giving Notice. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent or other agent of the Corporation that the notice has been given in writing or by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

**Section 7.2: Waiver of Notice.** Whenever notice is required to be given under any provision of the DGCL, the Certificate of Incorporation or these Bylaws, a written waiver of notice, signed by the person entitled to notice, or waiver by electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any waiver of notice.

## ARTICLE VIII: INTERESTED DIRECTORS

**Section 8.1: Interested Directors.** No contract or transaction between the Corporation and one or more of its members of the Board or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are members of the board of directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof that authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed

or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; (b) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board, a committee thereof, or the stockholders.

**Section 8.2: Quorum.** Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

## ARTICLE IX: MISCELLANEOUS

**Section 9.1: Annual Report.** During such time or times that the Corporation is subject to Section 1501 of the California General Corporation Law, if and so long as there are fewer than one hundred (100) holders of record of the Corporation's shares, the requirement of sending of an annual report to the stockholders of the Corporation is hereby expressly waived.

**Section 9.2: Fiscal Year.** The fiscal year of the Corporation shall be determined by resolution of the Board.

**Section 9.3: Seal.** The Board may provide for a corporate seal, which may have the name of the Corporation inscribed thereon and shall otherwise be in such form as may be approved from time to time by the Board.

**Section 9.4: Form of Records.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on or by means of, or be in the form of, diskettes, CDs, or any other information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to any provision of the DGCL.

**Section 9.5: Reliance upon Books and Records.** A member of the Board, or a member of any committee designated by the Board shall, in the performance of such person's duties, be fully protected in relying in good faith upon records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

**Section 9.6: Certificate of Incorporation Governs.** In the event of any conflict between the provisions of the Certificate of Incorporation and Bylaws, the provisions of the Certificate of Incorporation shall govern.

**Section 9.7: Severability.** If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Certificate of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such

holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Certificate of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Certificate of Incorporation) shall remain in full force and effect.

#### **ARTICLE X: FORUM SELECTION**

Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the United States Securities Act of 1933, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission thereunder. Any person or entity purchasing or otherwise acquiring or holding any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

#### **ARTICLE XI: AMENDMENT**

Unless otherwise required by the Certificate of Incorporation, stockholders of the Corporation holding at least a majority of the voting power of the Corporation's outstanding voting stock then entitled to vote at an election of directors shall have the power to adopt, amend or repeal Bylaws. To the extent provided in the Certificate of Incorporation, the Board shall also have the power to adopt, amend or repeal Bylaws of the Corporation.

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**CERTIFICATION OF AMENDED AND RESTATED BYLAWS  
OF  
WEECARE, INC.**

a Delaware corporation

I, Jessica Chang, certify that I am Secretary of WeeCare, Inc., a Delaware corporation (the “*Corporation*”), that I am duly authorized to make and deliver this certification, that the attached Amended and Restated Bylaws are a true and complete copy of the Amended and Restated Bylaws of the Corporation in effect as of the date of this certificate.

Dated: February 4, 2022

  
\_\_\_\_\_  
Jessica Chang, Secretary



## Program Staff and Job Descriptions

### **Program Director**

Oversees the successful implementation of the BOOST program, including process refinement and ongoing support to external partners. Responsible for monitoring, data collection, and reporting within compliance with program requirements.

Staff: **Judy Ahumada**

#### **Experience:**

- Program Director, Upwards (2023-Present)
  - Assistant Director, arc: After School & Experiential Education (2009-2015)
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### **Care Specialist**

Focus on quality improvement and provider support. Closely monitor quality and safety, conduct assessments, and assist with resources and training.

Staff: **Starlynn Perez**

#### **Experience:**

- Care Specialist, Upwards (2023-Present)
  - Owner/Operator, Pat-a-Cake Preschool (2019-2023)
  - Early Intervention Specialist, About The Kids, (2018-2019)
- 

### **Care Specialist**

Focus on quality improvement and provider support. Closely monitor quality and safety, conduct assessments, and assist with resources and training. Bilingual in English and Spanish.

Staff: **Evelyn Alvarez**

#### **Experience:**

- Care Specialist, Upwards (2023-Present)
  - Director, Enchanted Castle Inglewood Montessori (2021-2023)
- 

**Billing Manager:** Responsible for verifying and processing transactions and records and analyzing financial information. Assist with daily, monthly, and annual financial reports.

Staff: **Amanda Smith**

#### **Experience:**

- Billing Manager, Upwards (2019- Present)
  - Medical Billing Specialist, Patient Care Medical (2017-2019)
- 

**Product Manager:** Responsible for successful product launches, and continuous enhancement of mobile app offerings.

Staff: **Kevin Pedronan**

#### **Experience:**

- Product Manager, Upwards (2017- Present)
  - Software Engineer, Tradesy (2015-2017)
-

**Head of Marketplace, Supply:** Responsible for verifying program participants and assisting with recruitment

Staff: **Kenny Liao**

**Experience:**

- Head of Marketplace, Upwards (2023- Present)
  - Regional Director, Wonolo (2019-2023)
- 

**Director of Marketing:** Responsible for strategizing and executing marketing campaigns on the BOOST program.

Staff: **Saphira Howell**

**Experience:**

- Director of Marketing, Upwards (2019-Present)
  - Digital Marketing Coordinator, Gem (2018-2019)
- 

**Technical Support:** Handles all support requests during off-hours to ensure families and providers.

Staff: **Alex Livenson**

**Experience:**

- Upwards (2017 - Present)
  - iOS Developer, Tradesy (2015-2017)
- 

**Head of Fiscal Responsibility:** Ensures the fiscal integrity of the program. Responsible for reviewing quality improvement expenditure plans, annual budget reports, and tracking unspent funding. Ensures compliance with funding laws and regulations.

Staff: **Johnny Chan**

**Experience:**

- Upwards (2023-Present)
- COO, Coaching.com (2019-2022)
- CFO & COO, Perception Biosystems (2019-2020)



Thursday, February 15, 2024

# Housing and Federal Grants Division 2024 - 2025 Application for Funding Community Development Block Grant Program

This application is for nonprofit organizations and government entities in Marin County, California who would like to apply for federal Community Development Block Grant program funds for Public Services or Community Infrastructure/Capital Improvements. Please refer to the [Application Guidelines](#) released on January 22, 2024 for detailed information about qualifications and application requirements. Applicants may use this [prep tool](#) for the long-form questions in order to save their responses and copy/paste into this application.

The deadline to apply is **5:00 p.m. Friday, February 16**. Applicants will receive a copy of their submitted application to the email address entered.

**Indicate type of project. If your project allows, you may apply under multiple categories. (See Application Guidelines for more information)**

Public Facilities/Improvements (CDBG )

## Organization (Fiscal Sponsor) General Information

### Organization (Fiscal Sponsor)/Agency Name

North Bay Children's Center

### Mailing Address

100 Rush Landing, Suite 101  
Novato, California, 94945

### Website (if applicable)

www.nbcc.net

### Organization DUNS#

186540712

### Executive Director/CEO

Susan Gilmore

### Email Address

sgilmore@nbcc.net

### Phone Number

(415) 475-4311

## Project General Information

### Program/Project Name

Garden of Eatin' Greenhouse and Classrooms

**Program/Project Site Address**

932 C Street  
Novato, California, 94949

**CDBG Funding Amount Requested (Minimum request amount: \$15,000)**

75000

**Application Contact Person**

Ralph O'Rear

**Title of Contact Person**

VP, Facility Planning

**Contact Email Address**

rorear@nbcc.net

**Contact Phone Number**

(707) 033-8082

To determine if your project is located in a Special Flood Hazard Area as indicated by FEMA, visit [FEMA Flood Map Service Center](#). (Save a copy of the Dynamic Map and upload at the end of this application.)

**Is this project located in a Special Flood Hazard Area as indicated by FEMA?**

No

For CDBG Public Facilities/Improvements applications, if the project is located in a **Regulatory Floodway it is not eligible for funding**. Public Facilities/Improvements projects located in a Special Flood Hazard Area require flood insurance to qualify for funding.

**Project Specifics**

**Planning Areas Served: Indicate what geographic area(s) the requested funding will serve.**

Novato

**Is your organization receiving other County of Marin funding for this project?**

No

**Organizational Overview: Provide a brief description of your organization including mission, programs, number of clients served, etc.**

The North Bay Children’s Center is a non-profit community benefit organization that provides early childhood development and educational programs at 4 sites in Novato. NBCC commenced operations in 1988 in Marin County and currently serves approximately 200 children from age 6 weeks through age 5 years. A smaller after school program serving up to 28 grade school children is also in place. The NBCC is the first childcare program to serve low-income families with children under two years of age. The mission of the NBCC is to assure optimal development for every child we serve through:

- Culturally rich programs that prepare children from diverse backgrounds to succeed socially, emotionally and academically,
- Our Garden of Eatin' program that weaves a culture of health and wellness throughout the organization and serves as a model for other communities to emulate,
- Strong family, school and community partnerships that support a shared belief in each child's ability to succeed.

The Garden of Eatin' (GOE) program serves as the cornerstone of the NBCC's approach to early childhood education. The GOE program incorporates nature and the environment as teaching elements that bring awareness of our natural surroundings to the children and families served by the NBCC. Our approach requires the presence of garden facilities at each of our sites to allow children to engage in activities that bring awareness of how farming and food impact their lives. The GOE program includes planting and propagating fruits and vegetables, growing and tending gardens from which they harvest and eat food they have grown and in so doing, share their experiences with their fellow students as a group activity that prepares them for group interactions as their education moves into formal classroom settings.

**Project Description: Provide a detailed scope of work including services to be provided and/or development activities to be engaged. Describe how this project will benefit the community.**

The NBCC is seeking funding for a 12x16ft greenhouse and 2 12x20ft outdoor classroom buildings to support its Garden of Eatin' teaching platform. The structures that are the object of this application for funding are kits that can be purchased and shipped directly to the site at 932 C Street. We seek funding for the kits only. The NBCC is partnering with local civic organizations who will participate in the assembly of the structures. The involvement of the local civic organizations reduces the overall cost of the essential elements of the GOE program. When completed and operational, the GOE greenhouse and outdoor classrooms will support the NBCC programs but also will be made available to other schools and organizations with an interest in bringing awareness of the "farm to classroom" concepts in early childhood education methodologies. The access to schools and organizations that are not affiliated with the NBCC extends the benefits of their existence to the community.

**Select HUD National Objective to be achieved with funding. Check all that apply.**

Activities benefiting low and moderate-income persons. (LMI)

Activities benefiting low and moderate area. (LMA)

**All projects funded are required to Affirmatively Further Fair Housing (AFFH) which is defined as taking "meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics."**

**How will this project Affirmatively Further Fair Housing?**

The project will not have a direct affirmative impact on the furtherance of fair housing.

**All projects funded are required to conduct Affirmative Marketing. For more information about affirmative marketing, visit the [Marin County Federal Grants website](#) and scroll down to the Affirmative Marketing panel.**

**Describe how this project will conduct affirmative marketing to members of the Federally Protected Classes - race, color, national origin, religion, sex (including sexual orientation and gender identity), familial status and disability.**

The NBCC administrative team markets its services to children and families of all members of federally

protected classes. The affirmative marketing techniques are listed below.

1. Collaboration, outreach and referral relationships with community contacts and partners including Marin Child Care Council, Marin Health and Human Services, WIC office, Community Action Marin, and Homeward bound.
2. Multiple, ongoing access and outreach to parents on the Central Eligibility List for low-income families. Outreach and referral through our parent partners at NBCC sites.
3. Submissions for ad print and online w/ Marin IJ Giving Marin program, Marin Scope Newspapers
4. Multiple, ongoing electronic media outreach and intake through NBCC website, with toggle for Google Translate, NBCC Social media, NBCC Facebook, Yelp, and Google Business
5. Various enrollment brochures, notices, flyers distributed through school partnerships, online and electronically
6. Enrollment banners visibly posted at NBCC childcare sites 3x8' with NBCC logo, phone and web address
7. Distribution of printed curriculum packets and outreach with weekly food pantry recipients through SF Marin Food Bank distribution site at the NBCC C St Saturday food pantry

Refer to the [Current Marin County Income Limits](#) to determine income level for use in the table below.

**Approximately how many moderate, low, very low and extremely low-income persons will directly benefit from the program/project? Projects that support low-income persons will be prioritized.**

	Number
<b>Moderate Income</b>	10
<b>Low Income</b>	42
<b>Very Low Income</b>	76
<b>Extremely Low Income</b>	85
<b>TOTAL</b>	213

**How does your organization verify client income? Income verification is required except if the client is presumed benefit by HUD. Presumed benefit applies to abused children, battered spouses, the elderly, adult persons with serious disabilities, the homeless, illiterate persons, and migrant farm workers.**

NBCC provides childcare for children from 6 weeks to school age while parents are working full time or attending school. Income eligibility verification is accomplished through the following procedures. When a site is full, waitlist procedures for eligibility are included below.

A. Family Selection for Enrollment (Waitlist) 1. NBCC maintains and updates waitlists with income eligible applicants. Waitlist must contain Source, Date added to List, Child's name, Parent's name, child's birthdate, Phone #, Family Size, Income, Pre-Qualified for Subsidy, Full Fee, and/or Scholarship and Rank per Income Ranking Table. (extra information columns are nice to have) 2. NBCC follows the CDE Management Bulletin 18-07 which contains 2018-2019 Income Ranking Table.xlsx at the bottom of the bulletin. Link: <https://www.cde.ca.gov/sp/cd/ci/mb1807.asp> 3. Enter the information per below: Site Information, full or part day request, source, date added to list, child's first name, child's last name, child's birthdate, parent's contact information: name, email, phone, family size, income, qualified subsidy (y or n), language, notes, and rank 4. Applying the Income Ranking: Based on the family size and average monthly gross income must be at 80% of the State Median Income (SMI) adjusted for family size at initial enrollment for Subsidy families. Note: When multiple families are within the same ranking, a child with exception needs to be

admitted before, a child with the oldest application date. 5. Part Day Family Selection: from the wait list dependent on the vacancy available in the classroom. Priority is as follows: Family with lowest ranking may be selected based on the following priority a. Child protective services, or at-risk of abuse, neglected or exploited b. 4-year-olds c. 3 year olds d. Exceptional needs child from an over income family (must have an IEP) 6. When a slot becomes available for a child identified as full fee and scholarship pre-qualified, the selection process is used as listed above per the CDE guidelines. B. Enrollment & Eligibility 1. Family must bring all the following documentation to their enrollment appointment: • Birth Certificate for all children in the family • Immunization Record for child that is enrolling • Address Verification – utility bill or other bill • Income Documentation for each parent in the household-1 full month of consecutive paystubs and if applicable child support documentation, SSI, or Cal Works. \*if one/both parent(s) do not have an income, they need to fill out a Zero Income Statement. For Income Verification: go to the CDE Child Care Family Fee Rate Calculator and select Initial Enrollment or Re- Certification (as applicable). Link: <https://www2.cde.ca.gov/familyfee/famfeecalculator.aspx>.

Using the Total Countable Income and the Family Size verify the family is eligible for subsidized care based on the current fiscal year’s Schedule of Income Ceilings (70% SMI) for Initial or (85% SMI) for Re-certification.

**Estimate the demographics of moderate, low, very low, and extremely low-income persons who will directly benefit from the program/project. The total number of beneficiaries should equal the total in the previous questions.**

	Total Number of Persons	Number Identifying as Hispanic
American Indian or Alaskan Native	1	0
Asian	4	0
Black or African American	14	0
Native Hawaiian or Other Pacific Islander	0	0
White	191	185
American Indian and White	0	0
Asian and White	0	0
Black and White	0	0
American Indian and Black	0	0
Multi-Racial	3	0
<b>TOTAL</b>	<b>213</b>	<b>185</b>

**Total Number of Persons (Must equal total identified under income level)**

213

**Total Number Identifying as Hispanic**

185

**Female-Headed Households (out of above total)**

86

**Persons with Disabilities (out of above total)**

4

# PROJECT MANAGEMENT & FINANCIAL DATA

## **If your project or organization was funded previously, list past project(s), goals, and accomplishments/activities.**

CDBG has funded scholarships for extraordinarily disadvantaged children to come to the NBCC. The scholarships have continued through several grant cycles and provided many children the opportunity for quality childcare that would normally be beyond the means of the parents.

CDBG has awarded 4 capital grants. Two grants were for play structures and other equipment and two grants were for preconstruction planning for redevelopment of the NBCC headquarters site at 932 C Street. The play structures and equipment enhanced the playground environments while the preconstruction grants were essential to the planning and preconstruction permit preparations for a new facility that will double capacity for children at the headquarters site at 932 C Street.

## **If your agency has remaining funds previously approved, please describe the timeline for expending the fund balance.**

Not Applicable

## **Describe your organization's experience with administering grants and specifically federal grants.**

The NBCC has over 3 decades of grant administration experience related to a variety of grants awarded to the organization. In the specific case of federal grants, the NBCC has successfully administered 3 grants awarded to the NBCC by the CDBG. The NBCC also has extensive experience managing federal funds distributed by state agencies. Although the federal funds are distributed via state oversight, the administration requirements are substantially similar, if not identical, to federal grant administration requirements.

## **What experience do you have with complying with Davis-Bacon prevailing wage and procurement requirements?**

The NBCC executive team includes expertise in construction projects that must comply with Davis-Bacon prevailing wage and procurement requirements; including certified payroll submittals that must be verified prior to approval of release of funds in accordance with Davis-Bacon provisions appearing in any contract of grant award. Any construction contract with general contractors and/or subcontractors will include contract provisions specifically addressing all applicable Davis-Bacon provisions, if any.

## **Describe who will supervise and manage the project and their past experience with project management.**

Ralph O'Rear, the VP of Facility Planning, will manage the project. Mr. O'Rear has over 3 decades of experience managing construction projects ranging from small scale tenant improvement projects to large scale construction project costing tens of millions of dollars. The large scale projects were often funded multiple sources of funding, including federal, state and philanthropic grants and loans.

## **Describe any recent or upcoming leadership transitions.**

There are none to describe.

## **List any entitlements, planning approvals, or authorizations that are necessary for the project to proceed and list those already received.**

All entitlements, planning approvals or authorizations necessary for the project to proceed have been issued. They include:

- City of Novato Planning and Use Permit
- City of Novato Design Review Approval
- City of Novato Building Permit
- North Marin Water District Approval
- Novato Fire District Approval
- Novato Sanitary District Approval



## What stage is your project in?

Cost Estimate

**What is your project timeline? List program/project objectives and milestones, along with an estimated timetable for reaching them. Examples of program/project objectives: Define scope of work/finish design, Complete planning and environmental review, Release bid package, Select contractor, Finalize contract, Obtain building permits, Start construction, Complete construction.**

We expect to have the project completed by November 15 of 2024. The only construction milestone related to the project is completion of a concrete slab upon which the greenhouse and classroom kits will be installed. That slab will be completed in August of 2024

**Describe any flexibility regarding your projects start/completion date.**

The project start and completions dates can be modified and are currently subject to weather delays.

## Required Attachments:

**Attach Project Budget: Complete the project budget template provided and submit along with application. If you have a project budget that provides the information requested in the template, you may submit that in-lieu of the template. Please note: the project budget should reflect the total cost of the project NOT just the CDBG request.**



CDBG Budget Template.xlsx

**Attach Organization Budget: : Upload your organization or fiscal sponsors annual budget.**



Organizational Budget Summ... .pdf

**Attach Dynamic Flood Map**



Flood Map.pdf

**Attach Optional Miscellaneous Documents**



Greenhouse-Classroom Kit S... .pdf

## Submission

Please review your responses above for accuracy.

**Name and Title of person completing this application.**

Ralph O'Rear VP, Facility Planning

**By checking this box**

I hereby certify that the information in this application is true and accurate to the best of my knowledge.

**Capital Project Budget Template**

<b>Organization Name:</b> North Bay Children
<b>Project Title:</b> Garden of Eatin' Greenhouse and Outdoor Classroom

Date: 2/15/2024

INCOME:	Federal Grants Request	Other Funding Sources	In Kind	Total Proposed Project Income
<b><i>Committed</i></b>				
<b>Foundations:</b>				
<b>Government:</b>				
<b>Corporations:</b>				
<b>Individual Contributions: (list total):</b>				
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Other (specify):</b>				
<i>(Add rows)</i>				
<b>Subtotal, Committed Income</b>		\$ -	\$ -	\$ -
<b><i>Uncommitted</i></b>				
<b>Federal Grants Request</b>	\$ 75,000.00			
<b>Other Foundations:</b>		\$ 250,000.00		
<b>Government:</b>				
<b>Corporations:</b>				
<i>(Add rows to list other corporations)</i>				
<b>Individual Contributions:</b>				
<b>Other (specify):</b>				
<b>Subtotal, Uncommitted Income</b>	\$ 75,000.00	\$ 250,000.00	\$ -	\$ 325,000.00
<b>Other:</b>				
<b>Earned Income:</b>				
<b>Subtotal, Earned Income</b>		\$ -	\$ -	\$ -
<b>Grand Total Income</b>	\$ 75,000.00	\$ 250,000.00	\$ -	\$ 325,000.00

EXPENSES (Add rows to list other expenses)	Federal Grants Request	Other Funding Sources	In Kind	Total Proposed Project Expenses
<b>Personnel Expenses</b>				
Executive Director (% FTE: ____)				
Program Director (% FTE: ____)				
(Add rows)				
Benefits (@ %: ____)				
<b>Subtotal Salaries and Benefits</b>	\$ -	\$ -	\$ -	\$ -
<b>Contracted Services</b>				
Professional Fees		\$ 25,000.00		
Project Consultant				
(Add rows to list other contracted expenses)				
<b>Subtotal Contracted Services</b>	\$ -	\$ 25,000.00	\$ -	\$ 25,000.00
<b>Direct Project Related Expenses</b>				
Rent				
Utilities				
Supplies				
Equipment	\$ 75,000.00			
Travel				
Professional Development				
Marketing				
(Add rows to list other direct project expenses)				
<b>Subtotal, Direct Project Related Expenses</b>	\$ 75,000.00	\$ -	\$ -	\$ 75,000.00
<b>Indirect Expense (specify % in column A below)</b>				
				\$ -
<b>Fiscal Sponsorship Fee (specify % in column A below)</b>				
				\$ -
<b>Grand Total All Expenses</b>	\$ 75,000.00	\$ 25,000.00	\$ -	\$ 100,000.00

### Budget Summary

Draft Operating Budget for Fiscal Year 2022-2023 <b>Description</b>	23/24 Draft Budget	22/23 Forecast	Variance \$	Notes
Ordinary Income/Expense				
Income				
Private Pay Non-Certified	130,710	122,387	8,323	modest growth only.
CACFP Food Program	120,000	80,562	39,438	
CSPP Contracts (direct and sub)	8,892,530	6,842,925	2,049,605	
CCTR contracts (direct and sub)	2,593,228	2,039,535	553,693	
<b>CDE Contracts Sub-Total</b>	<b>11,605,758</b>	<b>8,963,022</b>	<b>2,642,736</b>	
Grants	501,000	555,363	(54,363)	
Stipends	86,500			
Contributions	96,000	196,070	(100,070)	
Events (Net)	360,230	217,486	142,744	
<b>Fund Development Sub-Total</b>	<b>1,043,730</b>	<b>968,919</b>	<b>(11,689)</b>	
GOE Licensing and Consulting Fees	60,000	60,204	(204)	
Misc. Income and interest	90,000	33,902	56,098	3% interest on MM funds in program
<b>Total Revenue</b>	<b>12,930,198</b>	<b>10,148,434</b>	<b>2,695,264</b>	<b>Net assets released (forecast only) are included in their revenue category</b>
Expense				
Payroll/taxes	9,305,876	6,911,681	2,394,195	increased sites and enrollment
Benefits	812,863	669,104	143,759	Includes all other non-payroll expenses. 2022/23 reflects non-payroll costs for additional help as well as spending in anticipation of opening new sites for 2023/2024. Those expenses are incurred.
Curriculum/Supplies	937,690	608,083	329,607	Includes direct event expense.
Services/Other Operating	1,212,353	1,492,257	(279,904)	
Fundraising Exp	113,870	95,146	18,724	
Miscellaneous Expense -Depreciation	218,102	85,128	132,974	
Other/Contingency (2%)	207,069	52,104	154,965	
<b>Total Expense</b>	<b>12,807,823</b>	<b>9,913,503</b>	<b>2,894,320</b>	
<b>Operating Budget Net Income</b>	<b>122,375</b>	<b>234,931</b>	<b>(199,056)</b>	

## Greenhouse/Shed Combo Price List

Prices include estimated delivery

SIZE	Price
10x12	\$ 20,660.00
10x16	\$ 23,365.00
10x20	\$ 25,845.00
10x24	\$ 28,210.00
10x28	\$ 30,665.00

SIZE	Price
12x12	\$ 23,420.00
12x16	\$ 25,890.00
12x20	\$ 29,145.00
12x24	\$ 31,740.00
12x28	\$ 34,535.00

Options			
2' x 4' Pressure Treated Raised Bed	\$315	Upgrade to Vinyl Decking	\$7 per sq/ft
2' x 6' Pressure Treated Raised Bed	\$425	Exhaust Fan w/ Thermostat	\$575
12' Flower Pot Shelf (approx. 6" wide	\$125	Misting System w/ Timer (no warranty)	\$350
Additional Outlets/Lights	\$140	Cedar Flower Box	\$95

### Standard Features:

6' x 10' Greenhouse on 10' wide building except 10x12 gets 6' x 6' and 10x16 gets 6' x 8'  
 8' x 10' Greenhouse on 12' wide building except 12x12 gets 8' x 6' and 12x16 gets 8' x 8'

Pressure Treated Wood Decking in Greenhouse/Deck Area.

(1) 6' Cedar Double Door w/ Arched Colonial Transom Windows

(1) 36" Cedar Double Doors w/ Arched Colonial Transom Windows  
 2 Windows in Shed Area. Windows on 3 sides of Greenhouse

Includes a Cedar Flower box on deck area.

(1) Potting Bench on 10' wide buildings. (2) on 12' wide buildings

Cedar Pergola on Deck Area

Metal Roof w/ Clear Roofing in part of Greenhouse Area

Electric Package: 70 amp panel and 1 light, switch and outlet in shed area and greenhouse area





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## Rhino Premium 12' x 16' Greenhouse

HG-RH-1216BG

★★★★★



## Greenhouse Price List

**Prices include estimate delivery.**

NOTE: Prices listed below are for A-frame. See Bottom for Lean to Model with additional features.

SIZE	ELITE	SIZE	ELITE	SIZE	ELITE
6 x 8	\$ 9,090.00	10x10	\$ 14,240.00	12x12	\$ 18,095.00
8 x 10	\$ 11,735.00	10x12	\$ 15,055.00	12x16	\$ 20,515.00
8 x 12	\$ 12,660.00	10x16	\$ 17,505.00	12x20	\$ 23,770.00
8 x 16	\$ 14,890.00	10x20	\$ 19,625.00	12x24	\$ 26,635.00
8 x 20	\$ 17,640.00	10x24	\$ 22,085.00	12x28	\$ 29,865.00

Additional Bench		Additional Bench		Options	
Length	24" Deep	Length	24" Deep		
8'	\$ 365.00	20'	\$ 510.00	Pressure Treated 2x6 Floor Deck	\$3.50 per sq/ft
10'	\$ 395.00	24'	\$ 560.00	24" x 27" Side Window w/ screen	\$ 150.00
12'	\$ 425.00	28'	\$ 600.00	Misting System w/ Timer (no warranty)	\$ 350.00
16'	\$ 460.00			12' Flower Pot shelf (approx. 6" wide)	\$ 125.00
				Black Greenhouses in painted wood	Add 8%

**Standard Features:**

- 2 x 4 Pressure-Treated Wood Frame
- Twin Wall Polycarbonate Panels
- Vinyl Composite Trim
- 32" x 80" Storm Door with Screened Window
- 18" Beaded Wainscoting
- 1 Potting Bench (10' and 12' wides come with 2 benches)
- Exhaust Fan w/ Thermostat and outlet



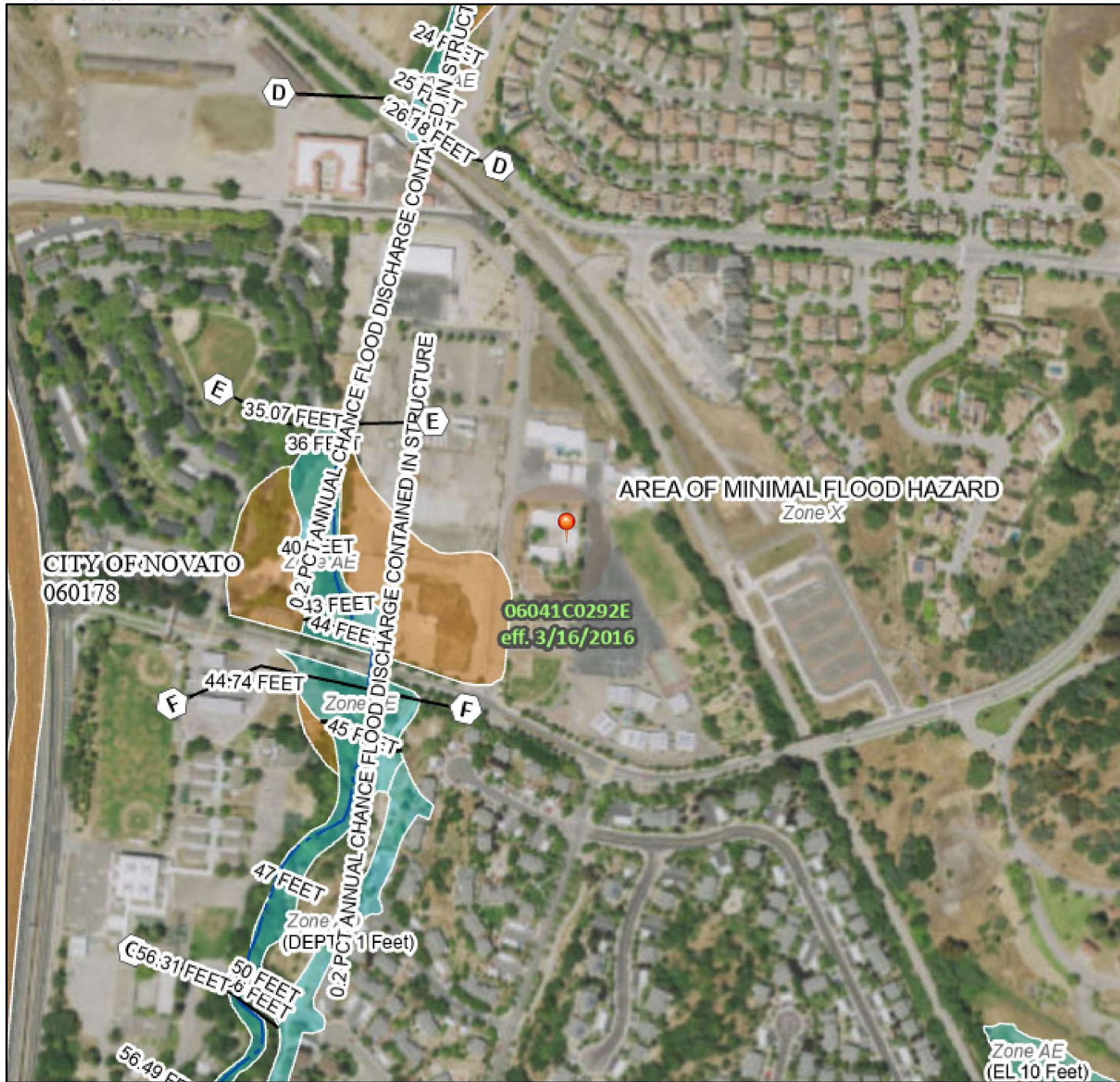
\*Lean To Style includes roof above door and potting shelves on all 3 sides. 6' and 8' add \$840, 10' wide add \$1,040, 12' wide add \$1,240



# National Flood Hazard Layer FIRMMette



122°31'51"W 38°3'39"N



## Legend

SEE FIS REPORT FOR DETAILED LEGEND AND INDEX MAP FOR FIRM PANEL LAYOUT

SPECIAL FLOOD HAZARD AREAS	Without Base Flood Elevation (BFE) Zone A, V, A99	With BFE or Depth Zone AE, AO, AH, VE, AR
	Regulatory Floodway	

OTHER AREAS OF FLOOD HAZARD	0.2% Annual Chance Flood Hazard, Areas of 1% annual chance flood with average depth less than one foot or with drainage areas of less than one square mile Zone X
	Future Conditions 1% Annual Chance Flood Hazard Zone X
	Area with Reduced Flood Risk due to Levee. See Notes. Zone X
	Area with Flood Risk due to Levee Zone D

OTHER AREAS	NO SCREEN Area of Minimal Flood Hazard Zone X
	Effective LOMRs
	Area of Undetermined Flood Hazard Zone D

GENERAL STRUCTURES	Channel, Culvert, or Storm Sewer
	Levee, Dike, or Floodwall

OTHER FEATURES	20.2 Cross Sections with 1% Annual Chance Water Surface Elevation
	17.5
	Coastal Transect
	Base Flood Elevation Line (BFE)
	Limit of Study
	Jurisdiction Boundary
	Coastal Transect Baseline
	Profile Baseline
	Hydrographic Feature

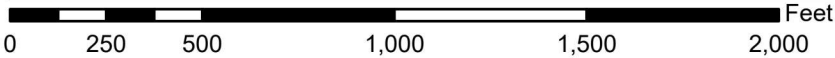
MAP PANELS	Digital Data Available
	No Digital Data Available
	Unmapped

The pin displayed on the map is an approximate point selected by the user and does not represent an authoritative property location.

This map complies with FEMA's standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA's basemap accuracy standards

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 2/15/2024 at 2:05 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.



1:6,000

Basemap Imagery Source: USGS National Map 2023



Friday, February 16, 2024

## Housing and Federal Grants Division 2024 - 2025 Application for Funding Community Development Block Grant Program

This application is for nonprofit organizations and government entities in Marin County, California who would like to apply for federal Community Development Block Grant program funds for Public Services or Community Infrastructure/Capital Improvements. Please refer to the [Application Guidelines](#) released on January 22, 2024 for detailed information about qualifications and application requirements. Applicants may use this [prep tool](#) for the long-form questions in order to save their responses and copy/paste into this application.

The deadline to apply is **5:00 p.m. Friday, February 16**. Applicants will receive a copy of their submitted application to the email address entered.

**Indicate type of project. If your project allows, you may apply under multiple categories. (See Application Guidelines for more information)**

Public Facilities/Improvements (CDBG )

### Organization (Fiscal Sponsor) General Information

#### Organization (Fiscal Sponsor)/Agency Name

North Marin Community Services

#### Mailing Address

680 Wilson Ave  
Novato, California, 94947

#### Website (if applicable)

www.northmarincs.org

#### Organization DUNS#

118178391

#### Executive Director/CEO

Cheryl Paddack

#### Email Address

cpaddack@northmarincs.org

#### Phone Number

(415) 892-1643

### Project General Information

#### Program/Project Name

Lower Roof Replacement

## Program/Project Site Address

680 Wilson Avenue  
Novato, California, 94947

## CDBG Funding Amount Requested (Minimum request amount: \$15,000)

200000

## Application Contact Person

Paul Russell

## Title of Contact Person

Director of Operations

## Contact Email Address

prussell@northmarincs.org

## Contact Phone Number

(415) 892-1643

To determine if your project is located in a Special Flood Hazard Area as indicated by FEMA, visit [FEMA Flood Map Service Center](#). (Save a copy of the Dynamic Map and upload at the end of this application.)

## Is this project located in a Special Flood Hazard Area as indicated by FEMA?

No

For CDBG Public Facilities/Improvements applications, if the project is located in a **Regulatory Floodway it is not eligible for funding**. Public Facilities/Improvements projects located in a Special Flood Hazard Area require flood insurance to qualify for funding.

## Project Specifics

**Planning Areas Served: Indicate what geographic area(s) the requested funding will serve.**

Novato

## Is your organization receiving other County of Marin funding for this project?

No

**Organizational Overview: Provide a brief description of your organization including mission, programs, number of clients served, etc.**

North Marin Community Services (NMCS) provides trauma informed, integrated and culturally appropriate services annually to 10,280 people in need. Our person-centered approach to care offers individuals a chance to achieve a better quality of life. NMCS evolved as a 501(c)(3) on January 1, 2018 through a merger between the Novato Youth Center and Novato Human Needs Center. As the anchor human services nonprofit organization serving North Marin, our multi-service organization is called upon to address health disparities for children, adults, families, seniors and immigrants. Our mission is to

empower youth, adults and families in our diverse community to achieve well-being, growth and success, and we envision a strong community with opportunities for all. Our team of 579 (67 staff members and 512 volunteers) work to deliver the following programs: 1 Child Development for youth ages 2-14 years (201 served); 2. Case Management (3,790); 3. Mental Health & Wellness (2,441); 4. Latinx Services (3,848). We are proud that over half of our staff members are bilingual, enabling us to serve a culturally and socio-economically diverse mix of families in a manner that integrates and unites our community. In 2022-23, our diverse clientele's ethnicity included: 80% Latine, 11% White 3% Black, 2% Asian/Pacific Islander, 1% Native American, 3% multi-racial/other. The majority of those we serve are from extremely and very low-income families (93%).

**Project Description: Provide a detailed scope of work including services to be provided and/or development activities to be engaged. Describe how this project will benefit the community.**

North Marin Community Services Center at 680 Wilson Ave is 23,000 square feet and houses its Child Development Programs, Developmental Playgroup, Mental Health Program, headquarters to administrative staff, and low-cost community rentals. In 2022 NMCS replaced the existing tar and gravel roof over the gymnasium in the center of the building with a TPO roofing material using a combination of funding including a CDBG-Capital grant. The new roof eliminated many leaks through the roof and the project also allowed for the replacement of over 20 skylights which were beginning to crack and leak. Two years later, the secondary roof which is tar and gravel and covers the North, West, and South facing wings is beginning to suffer repeated leaks. The affected roof area covers 6 classrooms, the industrial kitchen, front lobby and hallways connecting all of the above. The classrooms and kitchen are integral facilities in the delivery of NMCS Child Development after school and pre-school care programs, year round programs providing affordable child care in a bilingual environment to parents, the majority of whom are receiving subsidized child care. The project will replace the existing tar and gravel roof to with a TPO roof identical to the one placed successfully over the gym (no leaks since installation). The roof replacement will include the demo and removal of existing base flashings, scuppers, and caps where a number of leaks originate. All the flashings, scuppers and caps will be replaced with new materials for a rain tight protection. A second portion of this project will replace the siding that connects the upper roof already replaced and the new roof proposed. The siding is showing signs of wear and wood rot and with all the connection points being replaced, this is the best opportunity to update the siding so that it will last as long as the new roof, roughly 25 years or more. The repairs are necessary to continue to provide our Child Care and Preschool services in a safe, secure manner for our 201 Child Development participants. In addition, the building staff, Mental Health participants, and building rental participants will all benefit from a dry, safe building. One example of the additional programming in the building is our Winter Indoor Soccer League serving 260 youths aged 5-15 years old who pass through the project area on their way to the gymnasium.

**Select HUD National Objective to be achieved with funding. Check all that apply.**

Activities benefiting low and moderate-income persons. (LMI)

**All projects funded are required to Affirmatively Further Fair Housing (AFFH) which is defined as taking "meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics."**

**How will this project Affirmatively Further Fair Housing?**

The majority of childcare participants belong to racial group that have been subject to a legacy of discrimination, many are immigrants, and some live with a disability. This project provides a safe space for child care for children who have been historically disadvantaged through structurally racist policies and practices that impact homeownership, income, unemployment, and other factors that impact food security (Feeding America Action). Access to high quality, subsidized child care leads to greater economic stability for those households as they struggle to maintain access to housing in Marin.

All projects funded are required to conduct Affirmative Marketing. For more information about affirmative marketing, visit the [Marin County Federal Grants website](#) and scroll down to the Affirmative Marketing panel.

**Describe how this project will conduct affirmative marketing to members of the Federally Protected Classes - race, color, national origin, religion, sex (including sexual orientation and gender identity), familial status and disability.**

NMCS has received CDBG funding since 1990. Given the clients we serve in the Child Development program, we will continue with our affirmative marketing plan to market to families in English and Spanish through social media, e-news, bulletin board signage, brochures and flyers, networking through our team of Promotores/Latino Health Advocates, Marin Child Care Council, and school outreach through Novato Unified School District to targeted demographic groups. We also continue to ensure that our services are culturally appropriate and effective. As part of NMCS' Results Based Accountability Plan, we have developed performance measures for continued training of staff and volunteers around issues related to diversity, equity, and inclusion, with a particular focus on strengths-based approaches to care and promotion of healing-centered engagement.

Refer to the [Current Marin County Income Limits](#) to determine income level for use in the table below.

**Approximately how many moderate, low, very low and extremely low-income persons will directly benefit from the program/project? Projects that support low-income persons will be prioritized.**

	Number
Moderate Income	20
Low Income	10
Very Low Income	7
Extremely Low Income	70
<b>TOTAL</b>	<b>107</b>

**How does your organization verify client income? Income verification is required except if the client is presumed benefit by HUD. Presumed benefit applies to abused children, battered spouses, the elderly, adult persons with serious disabilities, the homeless, illiterate persons, and migrant farm workers.**

All families seeking funding through NMCS' state contracts must meet with CA Department of Education (CDE) and Department of Social Services (CDSS) eligibility and need criteria. For families applying for funding based on income eligibility, families must provide proof of income with: 30 days worth of pay stubs; or latest tax return; or parent certification of income if no record of employment, including documentation of that income (such as recent bank deposit statements); or verification of government financial assistance. In addition, families must provide a copy of birth certificates for those children living in the household, which are used to verify family size. NMCS uses income guidelines provided by CDE and CDSS to determine whether a family meets state income eligibility based on income/family size and the documentation provided. In addition, as a CACFP contractor, NMCS has families complete an annual Meal Benefit Form. The form has space for families to indicate household income or whether they are recipients of CalFresh or CalWorks.

**Estimate the demographics of moderate, low, very low, and extremely low-income persons who will directly benefit from the program/project. The total number of beneficiaries should equal the total in the previous questions.**

	<b>Total Number of Persons</b>	<b>Number Identifying as Hispanic</b>
<b>American Indian or Alaskan Native</b>	37	37
<b>Asian</b>	2	0
<b>Black or African American</b>	5	2
<b>Native Hawaiian or Other Pacific Islander</b>	1	0
<b>White</b>	54	35
<b>American Indian and White</b>	2	2
<b>Asian and White</b>	2	0
<b>Black and White</b>	2	0
<b>American Indian and Black</b>	1	0
<b>Multi-Racial</b>	1	0
<b>TOTAL</b>	107	76

**Total Number of Persons (Must equal total identified under income level)**

107

**Total Number Identifying as Hispanic**

76

**Female-Headed Households (out of above total)**

30

**Persons with Disabilities (out of above total)**

12

**Notes or clarifying information on the unit count:**

Families disclose information on race/ethnicity on their Meal Benefit Forms and/or their application for services for those who receive state-funded care. Those with disabilities include children with a special needs diagnosis, Individualized Education Plan (IEP) or Family Services Plan (IFSP), and those with a physical disability.

## **PROJECT MANAGEMENT & FINANCIAL DATA**

**If your project or organization was funded previously, list past project(s), goals, and accomplishments/activities.**

Past/current CDBG public services funding allowed us to provide affordable, quality childcare to low income families of protected classes to remain in the workforce so they are either stable or upwardly mobile.

In 2018-19, NMCS received its first CDBG Capital funding to update flooring throughout the 680 Wilson building. CDBG capital funding received in 2019-20 was used to modernize the elevator at 1907 Novato Blvd Center ensuring the two story building was safe and accessible for all individuals regardless of physical abilities. In 2023, CDBG funding was used to refurbish the gymnasium floor, removing old floor stanchions and unused court lines, filling in gaps, and resurfacing the wooden floors for another 10 years

of service to the community.

**If your agency has remaining funds previously approved, please describe the timeline for expending the fund balance.**

NMCS is currently funded to upgrade the security of both its properties at 680 Wilson Ave and 1907 Novato Blvd with new security cameras and access control for key entry points. The project is on track with multiple bids in hand for the security cameras, a vendor to be selected by the end of February 2024. Requests for bids for concurrent door upgrades will go out in early March. The projects work will commence in March and should be completed prior to the end of May 2024 with all funds expended.

**Describe your organization's experience with administering grants and specifically federal grants.**

We have been successfully implementing the CDBG grant since 1990, and we spent five years, from 2011-2016, successfully implementing the federal Drug-Free Communities Grant. Through our CA Dept of Education subsidized childcare contract, we also receive and successfully manage a Child Nutrition Information and Payment System (CNIPS) contract, which is a federal funding source. This contract allows 45,000 balanced, nutritious meals/year for our Child Development participants. Additionally, the following text will be included in all bid solicitations, contracts, and sub-contracts:

"The successful bidder will be required to conform to the wage requirements prescribed by the federal Davis-Bacon and Related Acts which requires that all laborers and mechanics employed by contractors and sub-contractors performing on contracts funded in whole or in part with federal funds in excess of \$2,000 pay their laborers and mechanics not less than the prevailing wage rates and fringe benefits, as determined by the Secretary of Labor, for corresponding classes of laborers and mechanics employed on similar projects in the area." – U.S. Dept. of Labor Wage and Hour Division May 29, 2009 Guidance.

**What experience do you have with complying with Davis-Bacon prevailing wage and procurement requirements?**

NMCS has successfully complied with Davis-Bacon prevailing wage and procurement requirements through the CDBG capital projects listed above. In addition, the project manager, Paul Russell, successfully managed a \$150,000 CDBG funded capital project for a new modular distribution center for the Alameda Food Bank administered by the City of Alameda for an organization with no such experience.

**Describe who will supervise and manage the project and their past experience with project management.**

The project will be supervised by Vanshika Nachnani and Paul Russell. Vanshika Nachnani, Chief Financial Officer, manages the financial resources of the organization; including accounting, finance, organization-wide budgets, and investments in accordance with generally accepted accounting principles; Vanshika also oversees human resources, information technology, facilities and grounds functions. She has managed many capital projects to ensure compliance with budgets, contracts, and government health and safety standards. Paul Russell is a non-profit professional with over 20 years of leadership in the non-profit sector including serving as Executive Director of two organizations and as the Director of Finance and Operations in addition to his current role of Director of Operations. Paul has successfully completed three CDBG funded capital projects for two organizations and is currently overseeing the fourth. Paul has held primary responsibilities for vendor contracts and facilities improvements at his current and prior positions. Prior to his non-profit resume, Paul served as an Operations Director for a large retailer overseeing the design and implementation of a major warehouse remodel to emphasize efficiency and safety.

**Describe any recent or upcoming leadership transitions.**

NMCS is in the process of hiring a new Leadership Team position for VP of Programs and Impact. This position will be responsible for overseeing programs and services, employing best practices, ensuring compliance, and providing management, coaching, and professional development to the program team.

**List any entitlements, planning approvals, or authorizations that are necessary for the project to proceed and list those already received.**

The project will require a NEPA review which was previously conducted and approved in November 2023 and will be valid through the proposed project period.

## What stage is your project in?

Cost Estimate

**What is your project timeline? List program/project objectives and milestones, along with an estimated timetable for reaching them. Examples of program/project objectives: Define scope of work/finish design, Complete planning and environmental review, Release bid package, Select contractor, Finalize contract, Obtain building permits, Start construction, Complete construction.**

Upon confirmation of available funding, hopefully July 2024, an RFP will be released for potential vendors. The goal would be to select a vendor before mid-August, who could begin work in September, 2024 so the project can be complete before the rainy season commences.

**Describe any flexibility regarding your projects start/completion date.**

The project is funding and weather dependent. If NMCS cannot secure enough funding prior to the end of 2024, the project will likely need to take place in the Spring of 2025 after the rainy season has concluded.

## Required Attachments:

**Attach Project Budget: Complete the project budget template provided and submit along with application. If you have a project budget that provides the information requested in the template, you may submit that in-lieu of the template. Please note: the project budget should reflect the total cost of the project NOT just the CDBG request.**



Project Budget\_NMCS\_Lowe... .xlsx

**Attach Organization Budget: : Upload your organization or fiscal sponsors annual budget.**



NMCS FY24 Org Summary.pdf

**Attach Dynamic Flood Map**



Special Flood Hazard Map\_6... .pdf

**Attach Optional Miscellaneous Documents**





Henris Roofing\_Additional Ro...pdf

## Submission

Please review your responses above for accuracy.

### Name and Title of person completing this application.

Paul Russell

### By checking this box

I hereby certify that the information in this application is true and accurate to the best of my knowledge.

**Project Budget Template**

<b>Organization Name:</b> North Marin Community Services
<b>Project Title:</b> Lower Roof Replacement

Date: 02/16/2024

INCOME:	County NOFA Request	Other Funding Sources	In Kind	Total Proposed Project Income
<b><u>Committed</u></b>				
<b>Foundations:</b>				
<i>(Add rows)</i>				
<b>Government:</b>				
<i>(Add rows)</i>				
<b>Corporations:</b>				
<i>(Add rows)</i>				
<b>Individual Contributions: (list total):</b>				
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Other (specify):</b>				
<i>(Add rows)</i>				
<b>Subtotal, Committed Income</b>		0	0	0
<b><u>Uncommitted</u></b>				
<b>Other (specify):</b>				
<b>Federal Grants Request</b>	200,000			
<b>Other Foundations:</b>		10,000		
<i>(Add rows to list other Foundations)</i>				
<b>Government:</b>				
<i>(Add rows to list other Government agencies)</i>				
<b>Corporations:</b>				
<i>(Add rows to list other corporations)</i>				
<b>Individual Contributions:</b>				
<b>Subtotal, Uncommitted Income</b>		10,000	0	10000
<b>Other- Investment Fund</b>		10,500		
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Subtotal, Earned Income</b>		0		0
<b>Grand Total Income</b>	200,000	20,500	0	220500

EXPENSES (Add rows to list other expenses)	County NOFA Request	Other Funding Sources	In Kind	Total Proposed Project Expenses
<b>Personnel Expenses</b>				
Executive Director (% FTE: ____)				
Program Director (% FTE: ____)				
(Add rows)				
Benefits (@ %: _____)				
<b>Subtotal Salaries and Benefits</b>	0	0	0	0
<b>Contracted Services</b>				
Professional Fees				
Project Consultant				
(Add rows to list other contracted expenses)				
<b>Subtotal Contracted Services</b>	0	0	0	0
<b>Direct Project Related Expenses</b>				
Rent				
Utilities				
Supplies				
Equipment				
Travel				
Professional Development				
Marketing				
(Add rows to list other direct project expenses)				
<b>Subtotal, Direct Project Related Expenses</b>	0	0	0	0
<b>General Development</b>				
Electrical				
Plumbing				
Roof Replacement	\$ 170,000.00			
Painting				
General Construction Labor	\$ 20,000.00			
Materials	\$ 30,500.00			
(Add rows to list other specific project expenses)				
<b>Subtotal, Direct Project Related Expenses</b>	220500	0	0	220500
<b>Indirect Expense - specify % in column A below (must be HUD approved)</b>				
				0
<b>Fiscal Sponsorship Fee (specify % in column A below)</b>				
				0
<b>Grand Total All Expenses</b>	\$ 220,500.00	\$ -	\$ -	\$ 220,500.00

**North Marin Community Services**  
**Fiscal year July 1, 2023-June 30, 2024**  
**Agency Operating Budget**

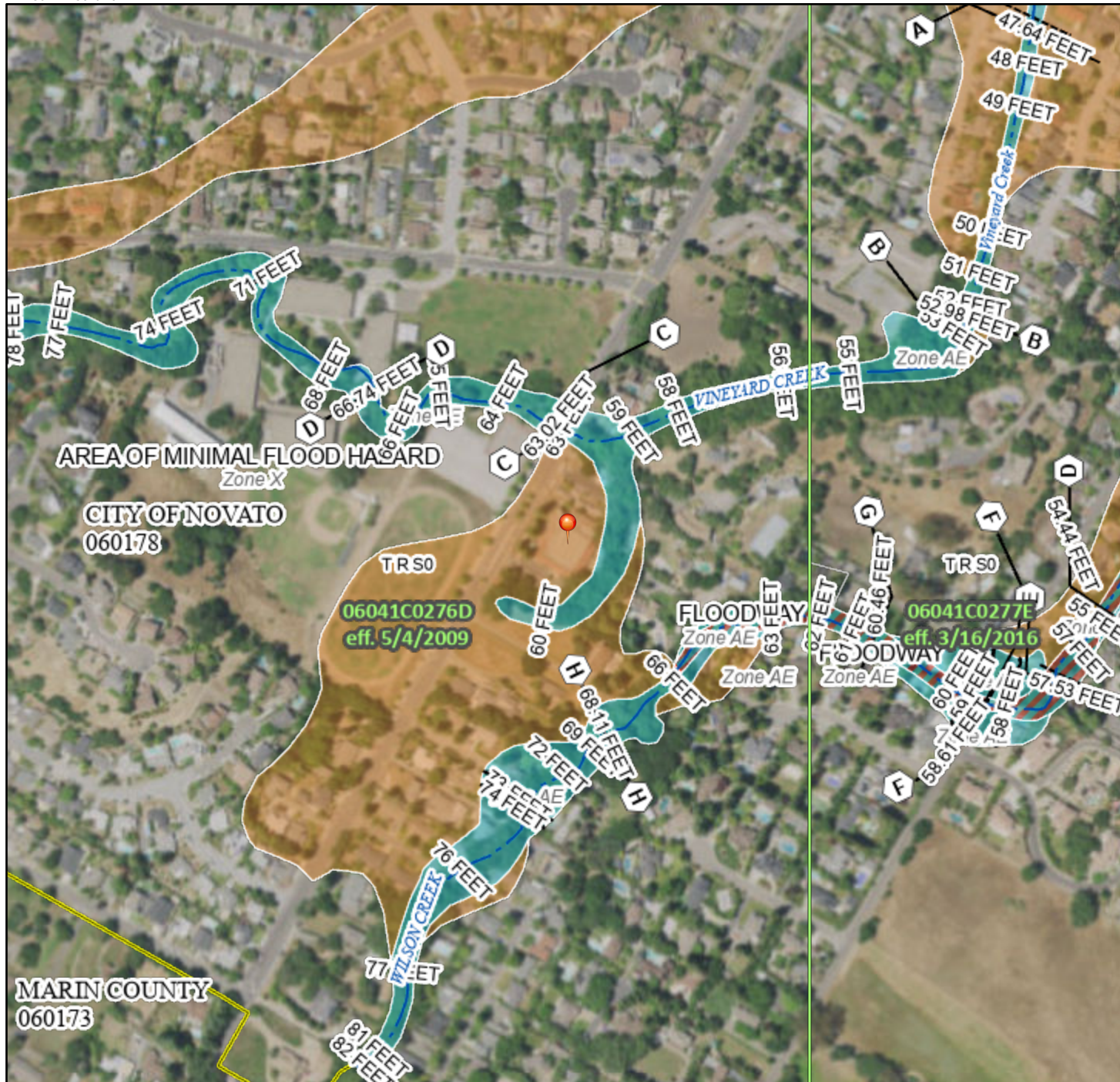


	<b>FY24</b>	
<b><u>Revenue</u></b>		
Program Fees, tuition	\$887,619	12.4%
Foundation grants	\$2,670,400	37.3%
Government grants and contracts	\$2,539,442	35.5%
Individuals	\$824,168	11.5%
Business, Service Clubs	\$138,500	1.9%
Special Events	\$30,000	0.4%
Misc funding: rental income; interest income	\$60,500	0.8%
	<b><u>\$7,150,629</u></b>	<b>100%</b>
<b><u>Expenses</u></b>		
Salaries/Wages	\$4,635,547	64.8%
Taxes and benefits	\$1,007,234	14.1%
Building Costs, Utilities, Overhead	\$258,422	3.6%
Insurance	\$124,667	1.7%
Postage/Shipping, Print/Copying, Marketing, Advertising	\$34,112	0.5%
Supplies	\$228,213	3.2%
Travel & Transportation	\$61,260	0.9%
Professional Development	\$49,390	0.7%
Professional Services (Strategic planning consultant, janitorial services, IT/IS Consultants)	\$419,034	5.9%
Other Expenditures (admin, rental assistance & other programs, bank fees, misc)	\$332,750	4.7%
	<b><u>\$7,150,629</u></b>	<b>100%</b>
<b><u>Fundraising/Admin Costs (gross)</u></b>	<b><u>22%</u></b>	

# National Flood Hazard Layer FIRMMette



122°36'4"W 38°6'28"N

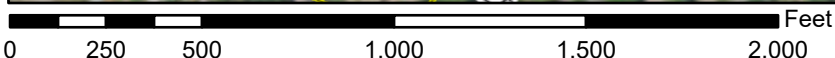


## Legend

SEE FIS REPORT FOR DETAILED LEGEND AND INDEX MAP FOR FIRM PANEL LAYOUT

SPECIAL FLOOD HAZARD AREAS		Without Base Flood Elevation (BFE) Zone A, V, A99
		With BFE or Depth Zone AE, AO, AH, VE, AR
		Regulatory Floodway
OTHER AREAS OF FLOOD HAZARD		0.2% Annual Chance Flood Hazard, Areas of 1% annual chance flood with average depth less than one foot or with drainage areas of less than one square mile Zone X
		Future Conditions 1% Annual Chance Flood Hazard Zone X
		Area with Reduced Flood Risk due to Levee. See Notes. Zone X
		Area with Flood Risk due to Levee Zone D
OTHER AREAS		NO SCREEN Area of Minimal Flood Hazard Zone X
		Effective LOMRs
GENERAL STRUCTURES		Area of Undetermined Flood Hazard Zone D
		Channel, Culvert, or Storm Sewer
		Levee, Dike, or Floodwall
OTHER FEATURES		20.2 Cross Sections with 1% Annual Chance Water Surface Elevation 17.5
		Coastal Transect
		Base Flood Elevation Line (BFE)
		Limit of Study
		Jurisdiction Boundary
		Coastal Transect Baseline
		Profile Baseline Hydrographic Feature
MAP PANELS		Digital Data Available
		No Digital Data Available
		Unmapped

The pin displayed on the map is an approximate point selected by the user and does not represent an authoritative property location.



1:6,000

122°35'27"W 38°6'N

Basemap Imagery Source: USGS National Map 2023

This map complies with FEMA's standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA's basemap accuracy standards

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 2/15/2024 at 3:49 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.

## **HENRIS ROOFING COMPANY**

741 Petaluma Blvd. South  
Petaluma, CA 94952  
Phone (707) 763-1535 FAX (707) 763-2357

### **BID PROPOSAL**

**BID DATE:** 1/17/23

**SB#**40865

**DIR#**1000006448

**TO:** PUAL RUSSEL, NORTH MARIN COMMUNITY CENTER

**PROJECT:** 680 WILSON AVE LOWER ROOFS

**SECTION:** TPO OVERLAY, T1-11 SIDING, ROOF TO WALL FLASHING

**ROOFING:**

- **DEMO EXISTING BASE FLASHINGS AROUND PERIMETER**
- **DEMO EXISTING SCUPPERS**
- **REMOVE COPING CAPS AND DISPOSE**
- **BOLT DOWN SLEEPERS AT UNITS AND INSTALL NEW CAPS**
- **TACK DOWN ½" FAN FOLD AS NEEDED FOR SLIP SHEET BETWEEN BUILT UP AND NEW TPO**
- **MECHANICALLY FASTEN 60 MIL WHITE TPO**
- **ROOF IN ALL CURBS AND SLEEPERS ASSOCIATED WITH NEW ROOF SCOPE**
- **PROVIDE PITCH POCKETS AT WALL BRACKETS**
- **REMOVE AND REINSTALL TILE AS NEEDED FOR ROOF OVERLAY**
- **PROVIDE NEW CLAD SCUPPERS**
- **PROVIDE NEW 24 GA GALV COPING CAPS**
- **PROVIDE COUNTER FLASHING AS NEEDED TO MAINTAIN WARRANTY**
- **PROVIDE 20 YEAR NDL WARRANTY UPON COMPLETION WITH 3 YEAR WORKMANSHIP WARRANTY**
- **THIS BID INCLUDES 2023 LABOR RATE AGREEMENT FOR PREVAILING WAGE**

**BID PRICE:** \$169,928.00

**SIDING:**

- **REMOVE EXISTING SIDING WHERE SIDING MEETS NEW ROOFING (50 SHEETS OF 4' SIDING, 26 SHEETS OF 6' SIDING, 50 SHEETS OF 3' SIDING, & 6 SHEETS OF 10' SIDING)**

- **INSTALL NEW 5/8" T1-11 SIDING WITH ASSOCIATED TRIM BOARDS IN SAME FASHION AS ABOVE**
- **ALL BOARDS/ SHEETS TO COME PREPRIMED**
- **ANY PAINTING TO BE DONE BY OTHERS**

**BID PRICE: \$50,559.00**

**ADDENDA:**

**EXCLUDES:** permits, bonds, testing fees, carpentry, plumbing, electrical, and mechanical, metal coping, counter flashing, joint sealing, poly iso, shop drawings, testing drains, cricket's taper system, gutters, and down spouts.

Notes: proposal is good for 30 days and material is subject to availability, Henris roofing reserves the right to requote & update material pricing.

**ESTIMATOR: Nick Martin**



# Housing and Federal Grants Division 2024 - 2025 Application for Funding Community Development Block Grant Program

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The deadline to apply is **5:00 p.m. Friday, February 16**. Applicants will receive a copy of their submitted application to the email address entered.

**Indicate type of project. If your project allows, you may apply under multiple categories. (See Application Guidelines for more information)**

Public Facilities/Improvements (CDBG )

## Organization (Fiscal Sponsor) General Information

### Organization (Fiscal Sponsor)/Agency Name

Canal Alliance

### Mailing Address

91 Larkspur St.  
San Rafael, California, 94901

### Website (if applicable)

www.canalalliance.org

### Organization DUNS#

883829368

### Executive Director/CEO

Omar Carrera

### Email Address

omarc@canalalliance.org

### Phone Number

(415) 306-0423

## Project General Information

### Program/Project Name

Proposed pedestrian hybrid beacon located across Grand Avenue between Francisco Boulevard and Second Street in San Rafael, CA.



## Program/Project Site Address

Grand Avenue between E Francisco Boulevard and Second Street  
San Rafael, California, 94901

## CDBG Funding Amount Requested (Minimum request amount: \$15,000)

350000.00

## Application Contact Person

Maria Medua

## Title of Contact Person

Director of Institutional Giving

## Contact Email Address

mariam@canalalliance.org

## Contact Phone Number

(415) 306-0453

To determine if your project is located in a Special Flood Hazard Area as indicated by FEMA, visit [FEMA Flood Map Service Center](#). (Save a copy of the Dynamic Map and upload at the end of this application.)

## Is this project located in a Special Flood Hazard Area as indicated by FEMA?

Yes

For CDBG Public Facilities/Improvements applications, if the project is located in a **Regulatory Floodway it is not eligible for funding**. Public Facilities/Improvements projects located in a Special Flood Hazard Area require flood insurance to qualify for funding.

## Project Specifics

**Planning Areas Served: Indicate what geographic area(s) the requested funding will serve.**

San Rafael

## Is your organization receiving other County of Marin funding for this project?

No

**Organizational Overview: Provide a brief description of your organization including mission, programs, number of clients served, etc.**

Canal Alliance has been the leading service provider and community advocate for the extremely low-income immigrant community in Marin County since 1982. Every year, we partner with over 100 agencies and engage hundreds of volunteers to serve individuals and families from more than 4,850 households. Our mission is to break the generational cycle of poverty for Latino immigrants and their families by lifting barriers to their success. Based on research that indicates that education and immigration status have the greatest impacts on improving economic outcomes for immigrants, Canal Alliance offers comprehensive

and integrated Immigration Legal Services, Youth and Adult Education, and Workforce Development Services. We also offer comprehensive, wraparound Social Services including case management, service navigation, public and behavioral health services, and a free weekly food pantry. Our goal is to remove the many barriers that immigrants face in attempting to access education, earning a living wage, and improving their financial security.

**Project Description: Provide a detailed scope of work including services to be provided and/or development activities to be engaged. Describe how this project will benefit the community.**

Canal Alliance has a new headquarters facility at 711 Grand Avenue, with plans to relocate most of our programs and offices by Summer 2024. Pedestrian access to our new building is by way crossing Francisco Boulevard East which is a very busy road without any traffic controls near our location.

Since Canal Alliance changed the use of the building, the City of San Rafael determined that enhancing pedestrian safety in and around the building is our responsibility. We engaged Kimley Horn to conduct a crosswalk feasibility study and propose concepts that align with both the City's and Canal Alliance's needs. Kimley-Horn and Associates, Inc. (Kimley-Horn) was hired to evaluate the proposed pedestrian hybrid beacon located across Grand Avenue between Francisco Boulevard and Second Street in San Rafael, CA. Canal Alliance acquired the existing building at 711 Grand Avenue as its new Headquarters. As a result, the building will generate pedestrian traffic from the surrounding area to the east. To increase the pedestrian access across Grand Avenue and connect the project site with land uses to the east of Grand Avenue, a pedestrian hybrid beacon is proposed approximately 130 feet north of the Francisco Boulevard and Grand Ave intersection. This memorandum will evaluate the queuing effects of the proposed pedestrian hybrid beacon. The attached report discusses the methodology, analysis, and results of the traffic analysis.

The city has indicated a willingness to apply for grants to provide a contribution and help subsidize the midblock crossing on Francisco Blvd East and we hope to receive their support for the cost of this crosswalk. The project estimate \$550k (includes a 25% contingency). The City will construct the crosswalk as part of the building permit agreement.

**Select HUD National Objective to be achieve with funding. Check all that apply.**

Activities benefiting low and moderate-income persons. (LMI)

Activities benefiting low and moderate area. (LMA)

**All projects funded are required to Affirmatively Further Fair Housing (AFFH) which is defined as taking "meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics."**

**How will this project Affirmatively Further Fair Housing?**

This project will provide clients with better and safer access to all of our services which are lift barriers to success for low-income Latino immigrants and their families. These services include help with finding housing, applying for financial assistance for housing, as well as information about rent control and tenants' rights. Our work takes meaningful actions, in addition to combating discrimination, that overcome patterns of segregation and foster inclusive communities free from barriers that restrict access to opportunity based on protected characteristics.

**All projects funded are required to conduct Affirmative Marketing. For more information about affirmative marketing, visit the [Marin County Federal Grants website](#) and scroll down to the Affirmative Marketing panel.**

**Describe how this project will conduct affirmative marketing to members of the Federally Protected Classes - race, color, national origin, religion, sex (including sexual orientation and gender identity), familial status and disability.**

Canal Alliance has been a recipient of CDBG funds for its housing program and for its youth education program and actively markets all of its services to different groups of people through its website, social media campaigns, and Facebook postings.

Refer to the [Current Marin County Income Limits](#) to determine income level for use in the table below.

**Approximately how many moderate, low, very low and extremely low-income persons will directly benefit from the program/project? Projects that support low-income persons will be prioritized.**

	Number
Moderate Income	
Low Income	
Very Low Income	
Extremely Low Income	4800
<b>TOTAL</b>	<b>4800</b>

**Notes or clarifying information on the unit count:**

Our agency serves 4,800 extremely low income Latino immigrants and their families, most of whom will come to our building by public transit or on foot.

**How does your organization verify client income? Income verification is required except if the client is presumed benefit by HUD. Presumed benefit applies to abused children, battered spouses, the elderly, adult persons with serious disabilities, the homeless, illiterate persons, and migrant farm workers.**

Clients are required to show proof of income through Federal Tax returns, recent bank statements, recent paystubs, and/or any Social Security award letters.

**Estimate the demographics of moderate, low, very low, and extremely low-income persons who will directly benefit from the program/project. The total number of beneficiaries should equal the total in the previous questions.**

	Total Number of Persons	Number Identifying as Hispanic
American Indian or Alaskan Native		
Asian		
Black or African American		
Native Hawaiian or Other Pacific Islander		
White	4800	4800
American Indian and White		
Asian and White		
Black and White		

	Total Number of Persons	Number Identifying as Hispanic
American Indian and Black		
Multi-Racial		
<b>TOTAL</b>	4800	4800

**Total Number of Persons (Must equal total identified under income level)**

4800

**Total Number Identifying as Hispanic**

4800

**Female-Headed Households (out of above total)**

0

**Persons with Disabilities (out of above total)**

0

## PROJECT MANAGEMENT & FINANCIAL DATA

**If your project or organization was funded previously, list past project(s), goals, and accomplishments/activities.**

N/A

**If your agency has remaining funds previously approved, please describe the timeline for expending the fund balance.**

N/A

**Describe your organization's experience with administering grants and specifically federal grants.**

Canal Alliance has extensive experience executing contracts for funding and administering grant funds, including sub-awards. We are currently managing over two dozen contracts with various state and local government agencies to support our programs and services. We maintain an excellent track record with government funders, private foundations, and major donors in part due to our capacity to report on progress toward goals, outcomes, and other data points. Job descriptions for all management positions include the expectation that managers and directors are accountable for providing effective oversight and implementation of grant and contract funding, including data collection and reporting to measure success and course correct when needed. We have the ability to customize our data management system (Salesforce) to gather relevant information and seamlessly create reports. We are responsive to funders' communications, deadlines, and desk reviews and meet reporting requirements in a timely manner, and our finance team works proactively with funders on invoicing for grants and contracts.

**What experience do you have with complying with Davis-Bacon prevailing wage and procurement requirements?**

We do not have previous experience with complying with Davis-Bacon and procurement requirements, but we are willing to learn and would work with the County to ensure we comply with all contract requirements.

**Describe who will supervise and manage the project and their past experience with project management.**

Omar Carrera, Chief Executive Officer will supervise this project. He has managed our recent renovation of 711 Grand and has extensive experience working with the City and County including on ensuring COVID-19 outreach to the Latino immigrant community. CEO of Canal Alliance since October 2016, Omar Carrera is a social entrepreneur, human rights advocate, and strategic visionary with more than 18 years of experience

in business operations management in the corporate and nonprofit sectors. Omar was born and raised in Ecuador where he earned a CPA and Business Management degree and worked for Mitsubishi as a Senior Consultant before coming to the San Francisco Bay Area in 2002. Omar graduated from the Nonprofit Management Program at San Francisco State University and received multiple certifications from the Executive Education Program at the Kennedy School of Government at Harvard University. Omar currently serves on the Boards of Directors for Marin Promise, the San Rafael Chamber of Commerce. He also serves on the Marin County Public Health COVID-19 Vaccine Distribution Community Advisory Board (CAB), the Marin Advisory Board of the Workforce Alliance of the North Bay board, and the EAH Housing California Advisory Council.

**Describe any recent or upcoming leadership transitions.**

Not applicable.

**List any entitlements, planning approvals, or authorizations that are necessary for the project to proceed and list those already received.**

We believe that since the City is going to compete the work that approvals will not be a problem.

**What stage is your project in?**

Building

**What is your project timeline? List program/project objectives and milestones, along with an estimated timetable for reaching them. Examples of program/project objectives: Define scope of work/finish design, Complete planning and environmental review, Release bid package, Select contractor, Finalize contract, Obtain building permits, Start construction, Complete construction.**

Our understanding is that once we raise the money, the City can start construction. We hope that construction could be completed by August 2024.

**Describe any flexibility regarding your projects start/completion date.**

We are flexible but ideally would like to complete the project over the summer of 2024.

## Required Attachments:

**Attach Project Budget: Complete the project budget template provided and submit along with application. If you have a project budget that provides the information requested in the template, you may submit that in-lieu of the template. Please note: the project budget should reflect the total cost of the project NOT just the CDBG request.**



2024-25 Project Budget for ... .xlsx

**Attach Organization Budget: : Upload your organization or fiscal sponsors annual budget.**



2024-25 Organizational Budg... .pdf

**Attach Dynamic Flood Map**

**Attach Optional Miscellaneous Documents**



Canal Alliance-Crosswalk .pdf  
2024-25 Feasibility Study for ... .pdf

## Submission

Please review your responses above for accuracy.

**Name and Title of person completing this application.**

Maria Medua, Director of Institutional Giving

**By checking this box**

I hereby certify that the information in this application is true and accurate to the best of my knowledge.

**Project Budget Template**

<b>Organization Name:</b> Canal Alliance
<b>Project Title:</b> Midblock crossing on Francisco Blvd East at 711 Grand

Date: 2/8/2024

INCOME:	County NOFA Request	Other Funding Sources	In Kind	Total Proposed Project Income
<b><u>Committed</u></b>				
<b>Foundations:</b>				
<i>(Add rows)</i>				
<b>Government:</b>				
<b>City of San Rafael</b>				
<i>(Add rows)</i>				
<b>Corporations:</b>				
<i>(Add rows)</i>				
<b>Individual Contributions: (list total):</b>				
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Other (specify):</b>				
<i>(Add rows)</i>				
<b>Subtotal, Committed Income</b>		0	0	0
<b><u>Uncommitted</u></b>				
<b>Other (specify):</b>				
<b>Federal Grants Request</b>	350000			350000
<b>Other Foundations:</b>				
<i>(Add rows to list other Foundations)</i>				
<b>Government:</b>				
<b>City of San Rafael</b>		200,000		200000
<i>(Add rows to list other Government agencies)</i>				
<b>Corporations:</b>				
<i>(Add rows to list other corporations)</i>				
<b>Individual Contributions:</b>				
<b>Subtotal, Uncommitted Income</b>		200000	0	200000
<b>Other</b>				
<b>Earned Income:</b>				
<i>(Add rows)</i>				
<b>Subtotal, Earned Income</b>		0		0
<b>Grand Total Income</b>	350000	200000	0	550000

EXPENSES (Add rows to list other expenses)	County NOFA Request	Other Funding Sources	In Kind	Total Proposed Project Expenses
<b>General Development</b>				
Cross walk construction	\$ 350,000.00	\$ 200,000.00		
<i>(Add rows to list other specific project expenses)</i>				
<b>Subtotal, Direct Project Related Expenses</b>	350000	200000	0	550000
<b>Indirect Expense - specify % in column A below (must be HUD approved)</b>				
				0
<b>Fiscal Sponsorship Fee (specify % in column A below)</b>				
				0
<b>Grand Total All Expenses</b>	<b>\$ 350,000.00</b>	<b>\$ 200,000.00</b>	<b>\$ -</b>	<b>\$ 550,000.00</b>



**CANAL ALLIANCE**  
**FY 2024 Board-Approved Budget**

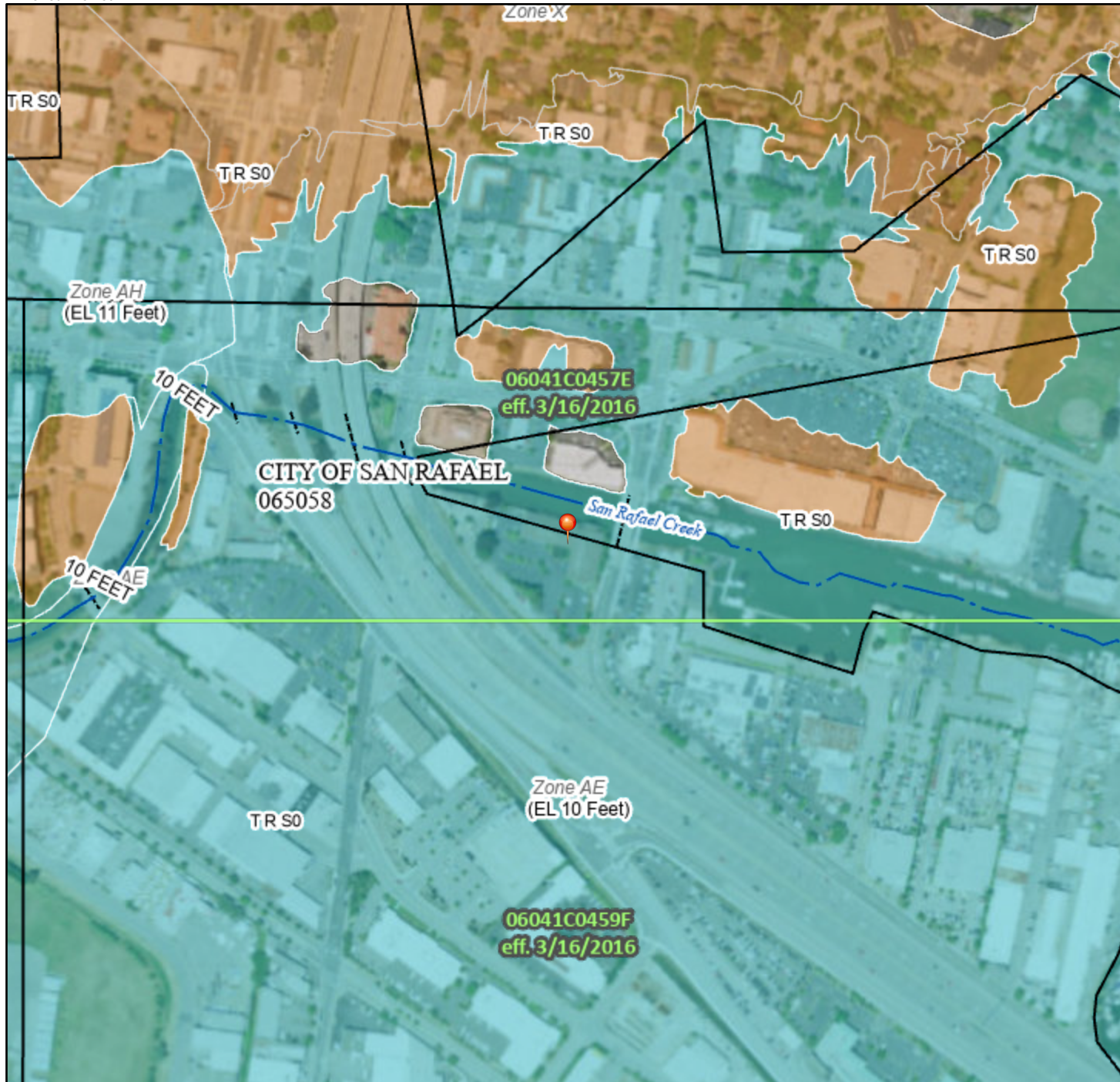
	FYE24 Budget to FYE23 Budget			FYE24 Forecast to FYE23 Forecast		
	FYE24 Budget	FYE23 Budget	Variance B (W)	FYE24 Budget	FYE23 Forecast	Variance B (W)
<b>SUPPORT &amp; REVENUE</b>						
Revenue Unrestricted						
Individual Donations	4,659,041	2,901,000	1,758,041	4,659,041	3,584,647	1,074,393
Foundation Grants	0	578,666	(578,666)	0	325,307	(325,307)
Marin Community Foundation	0	0	0	0	0	0
Corporate Support	100,000	70,000	30,000	100,000	48,483	51,517
Contracts	4,194,084	3,220,191	973,894	4,194,084	2,737,301	1,456,784
Program Fees	0	0	0	0	6,250	(6,250)
In-Kind Donations	871,000	1,000,000	(129,000)	871,000	776,735	94,265
Housing Rental Fees	215,000	215,000	0	215,000	200,096	14,904
Interest, Dividends	24,000	65,000	(41,000)	24,000	41,950	(17,950)
Unrealized Gain/Loss	0	0	0	0	35,451	(35,451)
Other Income	0	0	0	0	9,578	(9,578)
Assets Released from Restriction	4,147,300	3,531,283	616,017	4,147,300	10,135,987	(5,988,687)
Subtotal Unrestricted	14,210,425	11,581,140	2,629,285	14,210,425	17,901,784	(3,691,360)
Revenue Temp Restricted						
Individual Donations - Temp. Restricted	135,000	136,500	(1,500)	135,000	5,335,773	(5,200,773)
Foundation Grants	2,225,200	1,115,334	1,109,866	2,225,200	2,466,900	(241,700)
Marin Community Foundation	1,253,700	1,726,000	(472,300)	1,253,700	1,843,000	(589,300)
Corporate Support	0	30,000	(30,000)	0	4,055	(4,055)
Assets Released from Restriction	(4,147,300)	(3,531,283)	(616,017)	(4,147,300)	(10,135,987)	5,988,687
Subtotal Temp. Restricted	(533,400)	(523,449)	(9,951)	(533,400)	(486,259)	(47,140)
Donations - Perm. Restricted	0	0	0	0	0	0
<b>TOTAL SUPPORT &amp; REVENUE</b>	<b>13,677,025</b>	<b>11,057,691</b>	<b>2,619,334</b>	<b>13,677,025</b>	<b>17,415,525</b>	<b>(3,738,500)</b>
<b>EXPENSES</b>						
<b>Program Service Expenses</b>						
Social Services	3,662,061	2,907,450	(754,611)	3,662,061	3,700,498	38,437
Youth Education	1,167,638	1,587,838	420,200	1,167,638	1,346,137	178,498
College to Career	605,381	0	(605,381)	605,381	0	(605,381)
Workforce Development	834,288	613,660	(220,628)	834,288	590,699	(243,588)
Adult Education - ESL & Citizenship	1,012,468	934,366	(78,102)	1,012,468	837,459	(175,009)
Immigration Legal Services	1,825,749	1,656,821	(168,927)	1,825,749	1,452,115	(373,634)
Affordable Housing	340,289	286,469	(53,819)	340,289	345,301	5,012
Policy & Civic Engagement	888,276	648,345	(239,931)	888,276	590,713	(297,564)
<b>Support and Service Expenses</b>						
Administration	1,664,650	1,313,035	(351,616)	1,664,650	1,762,980	98,330
Fund Development	1,541,895	1,356,657	(185,239)	1,541,895	1,337,773	(204,122)
<b>TOTAL EXPENSES</b>	<b>13,542,695</b>	<b>11,304,640</b>	<b>(2,238,055)</b>	<b>13,542,695</b>	<b>11,963,674</b>	<b>(1,579,021)</b>
<b>NET</b>	<b>134,330</b>	<b>(246,949)</b>	<b>381,279</b>	<b>134,330</b>	<b>5,451,850</b>	<b>(5,317,521)</b>

*FY23 actuals (forecast) includes a significant donation towards the acquisition of a new headquarters building for Canal Alliance. We did not include this amount in the original budget projections for FY23 because we could not confirm timing of gift receipt.*

# National Flood Hazard Layer FIRMette



122°31'30"W 37°58'24"N



## Legend

SEE FIS REPORT FOR DETAILED LEGEND AND INDEX MAP FOR FIRM PANEL LAYOUT

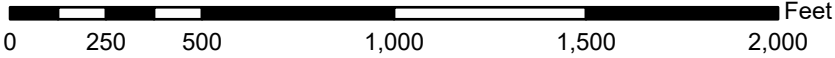
SPECIAL FLOOD HAZARD AREAS		Without Base Flood Elevation (BFE) Zone A, V, A99
		With BFE or Depth Zone AE, AO, AH, VE, AR
		Regulatory Floodway
OTHER AREAS OF FLOOD HAZARD		0.2% Annual Chance Flood Hazard, Areas of 1% annual chance flood with average depth less than one foot or with drainage areas of less than one square mile Zone X
		Future Conditions 1% Annual Chance Flood Hazard Zone X
		Area with Reduced Flood Risk due to Levee. See Notes. Zone X
		Area with Flood Risk due to Levee Zone D
OTHER AREAS		NO SCREEN Area of Minimal Flood Hazard Zone X
		Effective LOMRs
		Area of Undetermined Flood Hazard Zone D
GENERAL STRUCTURES		Channel, Culvert, or Storm Sewer
		Levee, Dike, or Floodwall
OTHER FEATURES		20.2 Cross Sections with 1% Annual Chance Water Surface Elevation
		17.5 Coastal Transect
		Base Flood Elevation Line (BFE)
		Limit of Study
		Jurisdiction Boundary
		Coastal Transect Baseline
MAP PANELS		Digital Data Available
		No Digital Data Available
		Unmapped

The pin displayed on the map is an approximate point selected by the user and does not represent an authoritative property location.

This map complies with FEMA's standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA's basemap accuracy standards

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 2/8/2024 at 8:36 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.



1:6,000

122°30'52"W 37°57'55"N

Basemap Imagery Source: USGS National Map 2023

## MEMORANDUM

To: Karen Rodriguez, Canal Alliance  
Rich Storek, Storek Studio

From: Ben Huie, P.E.  
Connie Leung, EIT  
Kimley-Horn and Associates, Inc.

Date: October 5, 2023

**Subject: Canal Alliance Crosswalk Feasibility Study, San Rafael, CA – Final Memorandum**

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Kimley-Horn and Associates, Inc. (Kimley-Horn) is working with Canal Alliance and the City of San Rafael to evaluate the proposed pedestrian hybrid beacon located across Grand Avenue between Francisco Boulevard and Second Street in San Rafael, CA. Canal Alliance acquired the existing building at 711 Grand Avenue as its new Headquarters. As a result, the building will generate pedestrian traffic from the surrounding area to the east. To increase the pedestrian access across Grand Avenue and connect the project site with land uses to the east of Grand Avenue, a pedestrian hybrid beacon is proposed approximately 130 feet north of the Francisco Boulevard and Grand Ave intersection. This memorandum will evaluate the queuing effects of the proposed pedestrian hybrid beacon. The following discusses the methodology, analysis, and results of the traffic analysis.

### DATA COLLECTION AND METHODOLOGY

Intersection turning movement volumes at the Francisco Boulevard and Grand Avenue intersection, south of the proposed pedestrian hybrid beacon, were collected on Tuesday, April 4, 2023 during the AM peak period from 7:00 AM to 9:00 AM and PM peak period from 4:00 PM to 6:00 PM. Intersection turning movement volumes at the Second Street and Grand Avenue intersection, north of the proposed pedestrian hybrid beacon, were provided by the City. These counts were collected from Tuesday, January 3, 2023 to Thursday, January 5, 2023 and averaged out between the three days. These volumes were then adjusted to balance with the Francisco Boulevard and Grand Avenue intersection to the south. Traffic volume data is included in **Attachment A**.

The effects of vehicle queuing were analyzed using SimTraffic microsimulation within the Synchro software. SimTraffic analyzes the study intersections at a microscopic level and considers the effect of upstream and downstream intersections. The 95th percentile queue length represents a condition where 95 percent of the time during the peak hour, traffic queues will be less than or equal to the queue length determined by the analysis. This is referred to as the “95th percentile queue.” Average queuing is generally less. 95<sup>th</sup> percentile queues are reported for critical movements that will be affected by the proposed pedestrian hybrid beacon. Therefore, queues were reported for the northbound through movement at the Second Street and Grand Avenue intersection and the

northbound through and southbound through movements at the proposed pedestrian hybrid beacon and Grand Avenue.

### EXISTING QUEUES

The 95<sup>th</sup> percentile queues were evaluated at the study intersection under Existing Conditions. This scenario assumes existing traffic counts collected in 2023 and existing lane geometry and traffic control. Existing 95<sup>th</sup> percentile queues are presented in **Table 1**. SimTraffic queuing outputs are provided in **Attachment B**.

**Table 1 – Existing SimTraffic Queuing Summary**

95th Percentile Queue <sup>1</sup>	
Intersection #1 - Second Street / Grand Avenue	
Movement	NBT
Storage (ft) <sup>2</sup>	615
AM Peak (ft)	413
PM Peak (ft)	347

Notes: 1) 95<sup>th</sup> percentile queues derived from SimTraffic simulation. 2) Storage is calculated as the distance between the Grand Avenue/Second Street and Grand Avenue/Francisco Blvd E intersections.

As shown in the table, the northbound through queues at the Second Street and Grand Avenue intersection are contained within the available storage length in the AM and PM peak hours. The northbound through 95<sup>th</sup> percentile queues extend 413 feet in the AM peak hour and 347 feet in the PM peak hour to the south, near the location of the proposed pedestrian hybrid beacon. It should be noted that based on field observations conducted on Tuesday, April 4, 2023, northbound through queues typically extended to the end of the Grand Avenue bridge in the AM and PM peak hours and is consistent with the 95<sup>th</sup> percentile SimTraffic queues. Maximum queues, which occurred once or twice in the AM and PM peak hours, extended into the intersection of Francisco Boulevard and Grand Avenue. A figure of the Existing 95<sup>th</sup> percentile queues are shown in **Attachments C and D** for the AM peak hour and PM peak hour, respectively.

### EXISTING PLUS PROJECT QUEUES

The 95<sup>th</sup> percentile queues were evaluated at the study intersections under Existing Plus Project Conditions with the addition of the proposed pedestrian hybrid beacon. Total pedestrian volumes crossing Grand Avenue at the pedestrian hybrid beacon during the peak hours were determined based on information provided by Canal Alliance. It is estimated that approximately six (6) pedestrians will cross during the AM peak hour and 18 pedestrians will cross during the PM peak hour. In addition, the northbound lane on Grand Avenue is proposed to transition from one lane to two lanes north of the pedestrian hybrid beacon rather than near Francisco Boulevard as shown in existing conditions. Existing Plus Project 95<sup>th</sup> percentile queues are presented in **Table 2**. SimTraffic queuing outputs are provided in **Attachment B**.

**Table 2 – Existing Plus Project SimTraffic Queuing Summary**

95th Percentile Queue <sup>1</sup>		
Intersection #1 - Second Street / Grand Avenue		
Movement	NBT	-
Storage (ft)	425 <sup>2</sup>	-
AM Peak (ft)	416	-
PM Peak (ft)	404	-
Intersection #2 - Grand Avenue / Proposed Pedestrian Hybrid Beacon		
Movement	NBT	SBT
Storage (ft)	60 <sup>3</sup>	425 <sup>4</sup>
AM Peak (ft)	<b>376</b>	199
PM Peak (ft)	<b>289</b>	415

Notes: 1) 95<sup>th</sup> percentile queues derived from the SimTraffic simulation. Queues extending beyond the available storage is shown in **bold** and highlighted. 2) Storage is calculated as the distance between the Grand Avenue/Second Street intersection and PHB location in the northbound direction, 3) Storage is calculated as the distance between PHB location and existing Grand Avenue/Francisco Blvd E intersection, 4) Storage is calculated as the distance between Grand Avenue/Second Street intersection and PHB location in the southbound direction.

As shown in the table, the northbound through queues at the pedestrian hybrid beacon extend beyond the available storage and into the Francisco Boulevard and Grand Avenue intersection. The total northbound queue on Grand Avenue from the pedestrian hybrid beacon is expected to extend beyond the second Toyota Marin driveway located just south of the Francisco Boulevard and Grand Avenue intersection in the AM and PM peak hours. However, it is worth noting that this queue is measured from the proposed stop bar south of the first Toyota Marin driveway located across the street from Canal Alliance HQ building. This stop bar was proposed there to maintain access to this driveway during the periods when the PHB is activated, and the queue is building up. During periods outside of the AM and PM peak hours, the northbound queue at the pedestrian hybrid beacon may not extend beyond the intersection of Francisco Boulevard and Grand Avenue. Therefore, northbound vehicles on Francisco Boulevard approaching the queue may not have a clear sight distance of the end of the queue due to the horizontal curve at the intersection of Francisco Boulevard and Grand Avenue. It is recommended that advance warning signs be installed to warn northbound vehicles of stopped traffic.

At the Second Street and Grand Avenue intersection, the northbound queues extend near the pedestrian hybrid beacon in the AM peak hour and PM peak hours, similar to Existing Conditions. However, it is expected that vehicles will stop at the pedestrian hybrid beacon stop bar when northbound queues begin to accumulate to avoid blocking pedestrians from crossing at the pedestrian hybrid beacon. A “KEEP CLEAR” pavement marking between the stop bar and the pedestrian hybrid beacon in the northbound direction is proposed as part of the project. In the southbound direction, the queues at pedestrian hybrid beacon are expected to extend near, but not impact, the Second Street and Grand Avenue intersection in the PM peak hour. A figure of the

Existing Plus Project 95<sup>th</sup> percentile queues are shown in **Attachments C and D** for the AM peak hour and PM peak hour, respectively.

## CONCLUSION

The effects of vehicle queuing as a result of the proposed pedestrian hybrid beacon on Grand Avenue, between Francisco Boulevard and Second Street were analyzed in SimTraffic under Existing and Existing Plus Project Conditions. Under Existing Conditions, the northbound through 95<sup>th</sup> percentile queues at the Second Street and Grand Avenue intersection extend 413 feet in the AM peak hour and 347 feet in the PM peak hour to the south, near the location of the proposed pedestrian hybrid beacon. Under Existing Plus Project Conditions, in the southbound direction, the queues at pedestrian hybrid beacon extend near, but not impact, the Second Street and Grand Avenue intersection in the PM peak hour. At the Second Street and Grand Avenue intersection, the northbound queues extend near the pedestrian hybrid beacon in the AM and PM peak hours, similar to Existing Conditions. However, it is expected that vehicles will stop at the pedestrian hybrid beacon stop bar when northbound queues begin to accumulate to avoid blocking pedestrians from crossing at the pedestrian hybrid beacon. ***A “KEEP CLEAR” pavement marking between the stop bar and the pedestrian hybrid beacon in the northbound direction is proposed as part of the project.*** The northbound queues at the pedestrian hybrid beacon extend beyond the Francisco Boulevard and Grand Avenue intersection to south of the Toyota Marin driveway. However, during periods outside of the AM and PM peak hour, the northbound queue may not extend beyond the intersection of Francisco Boulevard and Grand Avenue. As a result, northbound vehicles on Francisco Boulevard may not have a clear sight distance of the end of the queue due to the horizontal curve at the intersection of Francisco Boulevard and Grand Avenue. ***Therefore, it is determined that the proposed pedestrian hybrid beacon could be installed at the proposed location with the addition of advance warning signs to warn northbound vehicles of stopped traffic.***

### Attachments:

Attachment A – Turning Movement Counts

Attachment B – SimTraffic Queuing Outputs

Attachment C – 95<sup>th</sup> Percentile Queues (AM Peak Hour)

Attachment D – 95<sup>th</sup> Percentile Queues (PM Peak Hour)

# Attachment A – Turning Movement Counts

Summary  
 Bin Size 15 minutes  
 Aggregation Median  
 Time Zone America/Los\_Angeles  
 Start Time 1/3/2023 0:00  
 End Time 1/5/2023 23:59  
 Location 2nd Street and Grand Avenue  
 Latitude and Longitude 37.97034835,-122.51894672

Lights		North Southbound					East Westbound					South Northbound					West Eastbound								
Entry Direction	Start Time	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	
0:00:00	0	3	0	0	0	0	0	0	0	0	0	0	0	2	6	0	0	0	0	3	8	1	0	0	0
0:15:00	0	3	0	0	0	0	0	0	0	0	0	0	0	1	4	0	0	0	0	2	6	1	0	0	0
0:30:00	0	4	0	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	4	5	1	0	0	0
0:45:00	0	1	0	0	0	0	0	0	0	0	0	0	0	2	3	0	0	0	0	2	6	0	0	0	0
1:00:00	0	4	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	6	2	0	0	0
1:15:00	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	4	2	1	0	0	0
1:30:00	0	2	0	0	0	0	0	0	0	0	0	0	0	1	3	0	0	0	0	2	1	0	0	0	0
1:45:00	0	2	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	2	1	0	0	0
2:00:00	0	1	0	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	3	2	0	0	0	0
2:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	4	3	0	0	0	0
2:30:00	0	2	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	1	0	0	0	0
2:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	3	1	0	0	0	0
3:00:00	0	2	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	3	1	0	0	0	0
3:15:00	0	1	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	2	4	0	0	0	0
3:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	3	0	0	0	0	3	2	1	0	0	0
3:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	6	6	1	0	0	0
4:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	2	5	0	0	0	0
4:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	3	0	0	0	0	1	6	0	0	0	0
4:30:00	0	2	0	0	0	0	0	0	0	0	0	0	0	1	5	0	0	0	0	1	6	1	0	0	0
4:45:00	0	3	0	0	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	6	14	1	0	0	0
5:00:00	0	2	1	0	0	0	0	0	0	0	0	0	0	4	6	0	0	0	0	4	13	2	0	0	0
5:15:00	0	3	0	0	0	0	0	0	0	0	0	0	0	5	7	0	0	0	0	5	24	1	0	0	0
5:30:00	0	5	0	0	0	0	0	0	0	0	0	0	0	2	15	0	0	0	0	7	24	2	0	0	0
5:45:00	0	9	0	0	0	0	0	0	0	0	0	0	0	8	18	0	0	0	0	17	31	3	0	0	0
6:00:00	0	12	0	0	0	0	0	0	0	0	0	0	0	2	16	0	0	0	0	15	23	3	0	0	0
6:15:00	0	15	0	0	0	0	0	0	0	0	0	0	0	3	25	0	0	0	0	21	31	5	0	0	0
6:30:00	0	24	1	0	0	0	0	0	0	0	0	0	0	6	35	0	0	0	0	31	29	7	0	0	0
6:45:00	0	27	0	0	0	0	0	0	0	0	0	0	0	10	49	0	0	0	0	42	47	6	0	0	0
7:00:00	0	38	1	0	0	0	0	0	0	0	0	0	0	15	49	0	0	0	0	39	52	8	0	0	0
7:15:00	0	51	4	0	0	0	0	0	0	0	0	0	0	32	75	0	0	0	0	43	70	15	0	0	0
7:30:00	0	66	1	0	0	0	0	0	0	0	0	0	0	61	86	0	0	0	0	58	102	12	0	0	0
7:45:00	0	81	1	0	0	0	0	0	0	0	0	0	0	102	120	0	0	0	0	61	117	17	0	0	0
8:00:00	0	105	4	0	0	0	0	0	0	0	0	0	0	97	93	0	0	0	0	59	184	18	0	0	0
8:15:00	0	98	2	0	0	0	0	0	0	0	0	0	0	98	96	0	0	0	0	56	174	35	0	0	0
8:30:00	0	105	1	0	0	0	0	0	0	0	0	0	0	33	89	0	0	0	0	57	124	28	0	0	0
8:45:00	0	79	4	0	0	0	0	0	0	0	0	0	0	34	83	0	0	0	0	79	138	15	0	0	0
9:00:00	0	51	4	0	0	0	0	0	0	0	0	0	0	38	66	0	0	0	0	61	123	16	0	0	0
9:15:00	0	59	2	0	0	0	0	0	0	0	0	0	0	33	68	0	0	0	0	58	119	20	0	0	0
9:30:00	0	47	4	0	0	0	0	0	0	0	0	0	0	36	75	0	0	0	0	59	114	22	0	0	0
9:45:00	0	66	5	0	0	0	0	0	0	0	0	0	0	29	66	0	0	0	0	55	119	26	0	0	0
10:00:00	0	60	6	0	0	0	0	0	0	0	0	0	0	30	64	0	0	0	0	56	124	25	0	0	0
10:15:00	0	55	4	0	0	0	0	0	0	0	0	0	0	21	73	0	0	0	0	56	148	19	0	0	0
10:30:00	0	50	7	0	0	0	0	0	0	0	0	0	0	29	67	0	0	0	0	55	135	22	0	0	0
10:45:00	0	69	4	0	0	0	0	0	0	0	0	0	0	32	77	0	0	0	0	59	150	32	0	0	0



11:00:00	0	53	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	60	163	30	0	0	0
11:15:00	0	61	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	59	175	41	0	0	0
11:30:00	0	85	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	63	143	31	0	0	0
11:45:00	0	69	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	65	180	30	0	0	0
12:00:00	0	87	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	66	190	28	0	0	0
12:15:00	0	70	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	71	180	33	0	0	0
12:30:00	0	86	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	65	188	35	0	0	0
12:45:00	0	76	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	71	186	38	0	0	0
13:00:00	0	75	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	71	183	34	0	0	0
13:15:00	0	75	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	70	186	35	0	0	0
13:30:00	0	89	10	0	0	0	0	0	0	0	0	0	0	0	0	0	0	77	193	39	0	0	0
13:45:00	0	76	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	64	165	44	0	0	0
14:00:00	0	92	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	81	168	34	0	0	0
14:15:00	0	93	12	0	0	0	0	0	0	0	0	0	0	0	0	0	0	73	185	34	0	0	0
14:30:00	0	81	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	76	201	48	0	0	0
14:45:00	0	96	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	74	204	42	0	0	0
15:00:00	0	90	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	70	189	49	0	0	0
15:15:00	0	91	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	77	213	32	0	0	0
15:30:00	0	98	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	91	187	50	0	0	0
15:45:00	0	96	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	83	210	37	0	0	0
16:00:00	0	118	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	93	212	37	0	0	0
16:15:00	0	112	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	107	183	44	0	0	0
16:30:00	0	109	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	110	194	35	0	0	0
16:45:00	0	86	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	93	198	39	0	0	0
17:00:00	0	95	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	94	199	29	0	0	0
17:15:00	0	81	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	94	212	35	0	0	0
17:30:00	0	66	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	77	182	22	0	0	0
17:45:00	0	74	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	74	184	21	0	0	0
18:00:00	0	64	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	60	172	23	0	0	0
18:15:00	0	46	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	58	173	27	0	0	0
18:30:00	0	57	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	47	151	29	0	0	0
18:45:00	0	45	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	53	122	18	0	0	0
19:00:00	0	43	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	39	115	24	0	0	0
19:15:00	0	44	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	36	89	13	0	0	0
19:30:00	0	31	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	31	80	20	0	0	0
19:45:00	0	23	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	25	70	15	0	0	0
20:00:00	0	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	18	65	12	0	0	0
20:15:00	0	26	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	20	61	14	0	0	0
20:30:00	0	19	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	25	65	8	0	0	0
20:45:00	0	21	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	26	59	10	0	0	0
21:00:00	0	23	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	25	50	7	0	0	0
21:15:00	0	21	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	24	44	7	0	0	0
21:30:00	0	16	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	24	37	6	0	0	0
21:45:00	0	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	22	34	6	0	0	0
22:00:00	0	14	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	23	25	5	0	0	0
22:15:00	0	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	16	21	2	0	0	0
22:30:00	0	12	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	15	27	5	0	0	0
22:45:00	0	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	12	22	6	0	0	0
23:00:00	0	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	10	11	5	0	0	0
23:15:00	0	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	10	10	1	0	0	0
23:30:00	0	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	6	6	2	0	0	0
23:45:00	0	2	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	8	1	0	0	0

Single-Unit Trucks		North					East					South					West								
Entry	Direction	North					Westbound					Northbound					Eastbound								
Start Time	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	
0:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
0:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0
0:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0
1:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0
1:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0
2:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:30:00		0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	1	0	0	0	0
4:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	1	1	0	0	0
5:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	4	1	0	0	0	0
5:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	1	1	0	0	0
5:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	2	0	0	0	0
5:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	1	0	0	0
6:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	1	1	0	0	0
6:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	2	0	0	0	0
6:30:00		0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	0	0	0	0
6:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	0	0	0	0
7:00:00		0	1	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0	1	0	0	0	0
7:15:00		0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	0	0	0	0
7:30:00		0	0	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	0	2	0	0	0	0
7:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0	2	0	0	0	0
8:00:00		0	0	0	0	0	0	0	0	0	0	0	0	1	3	0	0	0	0	0	1	1	1	0	0
8:15:00		0	1	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	0	2	1	0	0	0
8:30:00		0	1	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	0	1	1	0	0	0
8:45:00		0	1	0	0	0	0	0	0	0	0	0	0	1	4	0	0	0	0	1	4	1	0	0	0
9:00:00		0	1	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	5	0	0	0	0
9:15:00		0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	2	0	0	0	0
9:30:00		0	1	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	2	2	0	0	0	0
9:45:00		0	1	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	4	1	0	0	0
10:00:00		0	1	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	2	0	0	0	0
10:15:00		0	0	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	3	3	0	0	0	0
10:30:00		0	1	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	1	0	0	0	0
10:45:00		0	0	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	1	3	1	0	0	0

11:00:00	0	1	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	2	0	0	0	0
11:15:00	0	1	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	1	3	0	0	0	0
11:30:00	0	2	1	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	0	0	0	0	0
11:45:00	0	1	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	3	0	0	0	0
12:00:00	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	0	0	0	0	0
12:15:00	0	1	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	2	0	0	0	0
12:30:00	0	3	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	2	0	0	0	0
12:45:00	0	1	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	2	1	0	0	0	0
13:00:00	0	1	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	1	2	0	0	0	0
13:15:00	0	1	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	2	0	0	0	0
13:30:00	0	1	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	2	1	0	0	0	0
13:45:00	0	1	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	1	1	0	0	0
14:00:00	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0
14:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	2	2	0	0	0	0
14:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	2	2	0	0	0	0
14:45:00	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0
15:00:00	0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	2	1	0	0	0	0
15:15:00	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0
15:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0
15:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
16:00:00	0	1	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	0	0	0	0	0
16:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
16:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
16:45:00	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
17:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	1	0	0	0	0
17:15:00	0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0
17:30:00	0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0
17:45:00	0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0
18:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
18:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	0	0	0	0
18:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
18:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
19:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	0	0	0	0
19:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
19:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
19:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
20:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
20:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
20:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
20:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0
21:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
21:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
21:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
21:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
22:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
22:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
23:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
23:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0

Articulated Trucks		North					East					South					West						
Entry	Direction	Thru		Left	U-Turn	Peds CW	Peds CCW	Westbound		Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Northbound		Right	Thru	Left	U-Turn	Peds CW	Peds CCW
Start Time	Right																						
0:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
4:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
4:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
5:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
6:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
6:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
7:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
7:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
7:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
8:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
10:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



Buses	North	East										South					West							
Entry	Southbound	Westbound					Northbound					Eastbound												
Direction	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW
Start Time	Right																							
0:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
0:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
0:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
1:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
1:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
2:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0
5:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	1	0	0	0
6:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0
6:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	0	0	0	0
6:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	0	0	0	0
7:00:00		0	1	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	4	1	0	0	0
7:15:00		0	0	0	0	0	0	0	0	0	0	0	0	8	2	0	0	0	0	3	2	0	0	0
7:30:00		0	1	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	3	1	0	0	0
7:45:00		0	4	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	3	1	0	0	0
8:00:00		0	2	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	2	3	0	0	0
8:15:00		0	1	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	3	0	1	0	0
8:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	2	1	1	0	0
8:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	2	0	0	0	0
9:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	1	1	0	0	0
9:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	3	0	0	0	0
9:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	1	0	0	0
9:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	0	0	0	0
10:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	1	0	0	0
10:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0
10:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0
10:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	1	0	0	0	0



Motorized Vehicles							East					South					West							
Entry	North						Westbound					Northbound					Eastbound							
Direction	Southbound						Right					Right					Right							
Start Time	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW
0:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0





Bicycles		North					East					South					West							
Entry	Direction	North		Southbound			Westbound		Right			Northbound		Right			Eastbound		Right					
Start Time	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW
0:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
8:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
10:00:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:15:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:30:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10:45:00		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



Pedestrians Entry Direction	North Southbound					East Westbound					South Northbound					West Eastbound								
	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW	Right	Thru	Left	U-Turn	Peds CW	Peds CCW
0:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7:00:00	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	1	0	0	0	0	0	1	0
7:15:00	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	2	1	0	0	0	0	0	0
7:30:00	0	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0	1	1	0	0	0	0	1	1
7:45:00	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	0	0	0	0	0	0	1	0
8:00:00	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	4	1	0	0	0	0	0	4
8:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0	0	1
8:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	0
8:45:00	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	3	0	0	0	0	1	2
9:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1
9:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	3	0	0	0	0	1	0
9:30:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	2	0	0	0	0	1	0
9:45:00	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	3	1	0	0	0	0	1	0
10:00:00	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	2	1	0	0	0	0	1	1
10:15:00	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	3	3	0	0	0	0	1	1
10:30:00	0	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0	3	3	0	0	0	0	0	1
10:45:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	3	4	0	0	0	0	4	0

11:00:00	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	3	2	0	0	0	0	1	2
11:15:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	3	3	0	0	0	0	2	1
11:30:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	4	1	0	0	0	0	1	2
11:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	4	3	0	0	0	0	4	1
12:00:00	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0	5	3	0	0	0	0	1	2
12:15:00	0	0	0	0	0	0	0	0	0	2	2	0	0	0	0	3	5	0	0	0	0	1	1
12:30:00	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	5	6	0	0	0	0	3	2
12:45:00	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	8	3	0	0	0	0	1	1
13:00:00	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0	5	4	0	0	0	0	2	0
13:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	4	5	0	0	0	0	3	3
13:30:00	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	1	3	0	0	0	0	1	2
13:45:00	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0	3	3	0	0	0	0	2	2
14:00:00	0	0	0	0	0	0	0	0	0	2	1	0	0	0	0	3	6	0	0	0	0	1	1
14:15:00	0	0	0	0	0	0	0	0	0	3	2	0	0	0	0	3	8	0	0	0	0	2	0
14:30:00	0	0	0	0	0	0	0	0	0	1	2	0	0	0	0	4	10	0	0	0	0	2	2
14:45:00	0	0	0	0	0	0	0	0	0	3	3	0	0	0	0	6	4	0	0	0	0	1	1
15:00:00	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	3	6	0	0	0	0	2	0
15:15:00	0	0	0	0	0	0	0	0	0	2	2	0	0	0	0	4	6	0	0	0	0	3	1
15:30:00	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	2	3	0	0	0	0	2	2
15:45:00	0	0	0	0	0	0	0	0	0	2	4	0	0	0	0	2	16	0	0	0	0	3	2
16:00:00	0	0	0	0	0	0	0	0	0	1	4	0	0	0	0	4	12	0	0	0	0	3	1
16:15:00	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	3	1	0	0	0	0	2	2
16:30:00	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	3	2	0	0	0	0	1	2
16:45:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	3	1	0	0	0	0	1	0
17:00:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	3	0	0	0	0	3	0
17:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	1	1
17:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1
17:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0
18:00:00	0	0	0	0	0	0	0	0	0	1	1	0	0	0	0	0	0	0	0	0	0	1	0
18:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
18:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0
18:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
19:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
19:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0
19:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
19:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
20:00:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0	1	0
20:15:00	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0	0	0
20:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
20:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
21:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0
21:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
21:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
21:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23:00:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23:15:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23:30:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23:45:00	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



## Attachment B – SimTraffic Queuing Outputs

Intersection: 1: Grand Ave & 2nd Street

Movement	EB	EB	EB	EB	NB	NB	NB	SB	SB
Directions Served	L	T	T	R	T	T	R	L	T
Maximum Queue (ft)	114	245	197	134	296	524	110	56	199
Average Queue (ft)	44	148	85	63	63	200	95	6	127
95th Queue (ft)	90	220	173	108	189	413	136	32	207
Link Distance (ft)	586	586	586	586	590	590			177
Upstream Blk Time (%)						0			4
Queuing Penalty (veh)						1			17
Storage Bay Dist (ft)							85	45	
Storage Blk Time (%)						18	5	0	30
Queuing Penalty (veh)						75	13	0	2



Intersection: 1: Grand Ave & 2nd Street

Movement	EB	EB	EB	EB	NB	NB	NB	SB	SB
Directions Served	L	T	T	R	T	T	R	L	T
Maximum Queue (ft)	133	287	258	329	301	410	110	69	202
Average Queue (ft)	58	174	120	152	89	165	75	18	179
95th Queue (ft)	110	262	224	258	215	347	138	53	217
Link Distance (ft)	586	586	586	586	590	590			177
Upstream Blk Time (%)						0			21
Queuing Penalty (veh)						1			126
Storage Bay Dist (ft)							85	45	
Storage Blk Time (%)						23	1	1	46
Queuing Penalty (veh)						53	2	6	14

**Intersection: 1: Grand Ave & 2nd Street**

Movement	EB	EB	EB	EB	NB	NB	NB	B4	SB	SB
Directions Served	L	T	T	R	T	T	R	T	L	T
Maximum Queue (ft)	108	245	210	149	121	342	110	119	51	199
Average Queue (ft)	46	149	84	64	47	181	97	13	6	133
95th Queue (ft)	90	220	176	112	92	340	136	76	31	208
Link Distance (ft)	567	567	567	567	272	272		105		177
Upstream Blk Time (%)						4		1		4
Queuing Penalty (veh)						19		13		15
Storage Bay Dist (ft)							85		45	
Storage Blk Time (%)						16	6		0	30
Queuing Penalty (veh)						68	15		1	2

**Intersection: 2: Grand Ave & Ped Hybrid Beacon**

Movement	NB	SB	B4
Directions Served	T	T	T
Maximum Queue (ft)	151	180	118
Average Queue (ft)	54	45	7
95th Queue (ft)	160	151	48
Link Distance (ft)	126	105	272
Upstream Blk Time (%)	4	2	
Queuing Penalty (veh)	36	17	
Storage Bay Dist (ft)			
Storage Blk Time (%)			
Queuing Penalty (veh)			

**Intersection: 3: Grand Ave & Francisco Blvd E**

Movement	EB	NB	NB	SB
Directions Served	LR	L	T	TR
Maximum Queue (ft)	31	12	315	32
Average Queue (ft)	5	0	50	2
95th Queue (ft)	22	6	216	24
Link Distance (ft)	355		1811	126
Upstream Blk Time (%)				0
Queuing Penalty (veh)				0
Storage Bay Dist (ft)		40		
Storage Blk Time (%)		0	4	
Queuing Penalty (veh)		0	0	

**Zone Summary**

Zone wide Queuing Penalty: 186

Intersection: 1: Grand Ave & 2nd Street

Movement	EB	EB	EB	EB	NB	NB	NB	B4	SB	SB
Directions Served	L	T	T	R	T	T	R	T	L	T
Maximum Queue (ft)	145	276	243	333	172	336	110	103	65	203
Average Queue (ft)	64	174	117	153	77	173	79	13	17	177
95th Queue (ft)	119	254	214	263	142	328	142	76	51	222
Link Distance (ft)	567	567	567	567	272	272		105		177
Upstream Blk Time (%)						6		2		21
Queuing Penalty (veh)						22		13		124
Storage Bay Dist (ft)							85		45	
Storage Blk Time (%)						27	1		2	46
Queuing Penalty (veh)						61	3		9	14

Intersection: 2: Grand Ave & Ped Hybrid Beacon

Movement	NB	SB	B4
Directions Served	T	T	T
Maximum Queue (ft)	150	192	278
Average Queue (ft)	58	81	53
95th Queue (ft)	159	216	199
Link Distance (ft)	126	105	272
Upstream Blk Time (%)	3	8	1
Queuing Penalty (veh)	22	84	5
Storage Bay Dist (ft)			
Storage Blk Time (%)			
Queuing Penalty (veh)			

Intersection: 3: Grand Ave & Francisco Blvd E

Movement	EB	NB	NB	SB
Directions Served	LR	L	T	TR
Maximum Queue (ft)	74	54	176	87
Average Queue (ft)	25	6	27	4
95th Queue (ft)	59	29	130	35
Link Distance (ft)	355		1811	126
Upstream Blk Time (%)				0
Queuing Penalty (veh)				1
Storage Bay Dist (ft)		40		
Storage Blk Time (%)		0	3	
Queuing Penalty (veh)		2	0	

Zone Summary

Zone wide Queuing Penalty: 361

# Attachment C – 95th Percentile Queues (AM Peak Hour)



# Attachment D – 95th Percentile Queues (PM Peak Hour)

