A BVR Special Report

**Excerpt from** 

# What It's Worth: Value and Business Challenges in the Budding Cannabis Industry



Second Edition

# What It's Worth: Value and Business Challenges in the Budding Cannabis Industry

A BVR SPECIAL REPORT



1000 SW Broadway, Suite 1200, Portland, OR 97205 503-291-7963 • www.bvresources.com



Copyright © 2016 by Business Valuation Resources, LLC (BVR). All rights reserved. Printed in the United States of America.

No part of this publication may be reprinted, reproduced, stored in a retrieval system or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, scanning or otherwise, except as permitted under Sections 107 or 108 of the 1976 United States Copyright Act, without either the prior written permission of the Publisher or authorization through payment of the appropriate per copy fee to the Publisher. Requests for permission should be addressed to the Permissions Department, Business Valuation Resources, LLC, 1000 SW Broadway St., Suite 1200, Portland, OR 97205; (503) 291-7963; fax (503) 291-7955; permissions@bvresources.com.

Information contained in this book has been obtained by Business Valuation Resources from sources believed to be reliable. However, neither Business Valuation Resources nor its authors guarantee the accuracy or completeness of any information published herein and neither Business Valuation Resources nor its authors shall be responsible for any errors, omissions, or damages arising out of use of this information. This work is published with the understanding that Business Valuation Resources and its authors are supplying information but are not attempting to render business valuation or other professional services. If such services are required, the assistance of an appropriate professional should be sought.

Editor: Janice Prescott Publisher: Sarah Andersen Managing Editor/Desktop Editor: Monique Nijhout-Rowe Senior Copy Editor: David Solomon Chair and CEO: David Foster President: Lucretia Lyons Vice President of Sales: Lexie Gross Customer Service Manager: Retta Dodge

ISBN: 978-1-62150-074-2 Library of Congress Control Number: 2016952663

## **Table of Contents**

INTRODUCTION
1. THE UNIQUE CHALLENGES FOR BUSINESS VALUATION IN THE CANNABIS INDUSTRY $\dots 6$
2. PROFESSIONAL ETHICS FOR THOSE SERVICING THE (ILLEGAL) MARIJUANA INDUSTRY
3. VALUING A CANNABIS-RELATED BUSINESS: NORMAL AS APPLE PIE?
4. QUESTIONS ON VALUATION AND MARIJUANA BUSINESSES: REPLIES FROM EXPERTS IN THE FIELD
5. IRC SECTION 280E AFTER IRS CHIEF COUNSEL MEMORANDUM 201504011
6. 9TH CIRCUIT: LEGAL OR NOT, MARIJUANA FACILITY CANNOT DEDUCT ITS EXPENSES 31 By Tony Nitti, CPA
7. BEST PRACTICES FOR A MARIJUANA BUSINESS'S BOOKS AND RECORDS
8. FOUR VALUE DRIVERS FOR A MARIJUANA DISPENSARY
9. WHAT ARE INVESTORS LOOKING FOR IN MARIJUANA DISPENSARIES?
10. MEDICAL MARIJUANA DISPENSARY FINANCIAL REPORT FROM BIZMINER
APPENDIX. SELECTED BIBLIOGRAPHY AND SOURCES OF DATA

### Introduction

*The times they are a-changin'.* —Bob Dylan

The estimated annual demand for recreational cannabis now exceeds that for wine, craft beer, and organic food,<sup>1</sup> according to estimates gathered for the *Marijuana Business Factbook 2016*. The vast majority of this \$40 billion to \$45 billion is spent on the black market and so is not taxed.

In the past year, Oregon, Alaska, and Washington, D.C., joined Colorado and the state of Washington in legalizing recreational marijuana. As of the fall of 2016, 25 U.S. states, the District of Columbia, and the territory of Guam allow for comprehensive public medical marijuana and cannabis programs. An additional 17 states allow "low THC" products for medical reasons in limited situations.<sup>2</sup>

Legal marijuana has become serious business. ArcView Market Research estimates that sales of legal marijuana in 2016 will grow to \$7.1 billion, an increase of 26% over 2015's \$5.7 billion and \$4.6 billion the year before.<sup>3</sup> One analyst, GreenWave Advisors, predicts that, in a scenario in which the momentum toward legality included all states by 2020, U.S. retail marijuana sales could reach \$35 billion.<sup>4</sup> Alternatively, even if the progression were slower paced, GreenWave expects it to be a \$25 billion industry by 2020.

California, the largest state market and the first to legalize medical marijuana, in 1996, accounted for 49% of U.S. cannabis sales in 2014. That amount will grow exponentially if voters legalize adult

<sup>1</sup> Marijuana Business Daily, Marijuana Business Factbook 2016, Executive Summary.

<sup>2</sup> National Conference of State Legislatures, blog, July 7, 2016. www.ncsl.org/research/health/state-medical-marijuana-laws.aspx.

<sup>3</sup> ArcView Market Research, The State of the Legal Marijuana Markets, 4th edition, Executive Summary, 2016. www. arcviewmarketresearch.com.

<sup>4</sup> GreenWave Advisors, State of the Emerging Marijuana Industry, Current Trends and Projections, 2nd edition, Executive Summary, November 2015.

use of marijuana in November 2016. Legal marijuana in Colorado, the first state to allow both adult use (also referred to as "recreational") and medical marijuana, was a \$996 million industry in 2015, generating \$135 million in tax revenue, licenses, and fees. Big players are emerging, who have warehouses with some 50,000 to 60,000 square feet of plants and 50 employees or more watering the plants and giving them nutrients. These are very much commercial, professionally run operations.

And, as with other businesses, there is real money to fight over when the owners divorce a spouse, dispute a partnership agreement, gift shares, or sell the enterprise. However, in this case, performing an accurate valuation is particularly challenging. The industry's relatively short history, high level of risk, high volatility, and complex, quickly evolving regulatory structure are unique considerations to which appraisers, business owners, and attorneys must pay attention. Determining the subject company's proper risk-adjusted discount rate or the valuation multiple to apply to cash flow and EBITDA can be especially problematic. And the ethical or legal issues must be considered since selling marijuana is still considered an illegal activity at the federal level.

Accountants, business appraisers, attorneys, and investors are all paying attention to this booming industry because of the opportunities it provides. The chapters here in *What It's Worth: Value and Business Challenges in the Budding Cannabis Industry* address the important issues and provide the technical insight that business professionals need when valuing or servicing a marijuana dispensary.

Ronald L. Seigneur, CPA/ABV, ASA, CVA, CFF, CGMA Seigneur Gustafson LLP



# Trustworthy business valuations start here.

### bvresources.com

#### **About Business Valuation Resources**

Every informed stakeholder in business valuation, performance benchmarking, or risk assessment turns to Business Valuation Resources (BVR) for authoritative deal and market data, news and research, training, and expert opinion. Trust BVR for unimpeachable business valuation intelligence. BVR's data, publications, and analysis have won in the boardroom and the courtroom for over two decades.

#### Deal & Market Data

- Pratt's Stats
- Public Stats
- BIZCOMPS
- Economic Outlook Update
- FactSet Mergerstat/BVR Control Premium Study
- The FMV Restricted Stock Study
- Valuation Advisors Discount for Lack of Marketability Study
- ktMINE Royalty Rate Data & License Agreements
- First Research Industry, State & Province Profiles
- Butler Pinkerton Calculator Total Cost of Equity and Public Company Specific Risk Calculator
- Mergerstat Review & Mergerstat Review Monthly
- Valuation Handbook Risk Premium Toolkit
- Valuation Handbook Guide to Cost of Capital
- International Valuation Handbook Guide to Cost of Capital
- International Valuation Handbook Industry Cost of Capital
- BizMiner Industry Financial Reports
- PitchBook Guideline Public Company Comps Tool

#### News & Research

- Business Valuation Update
- Business Valuation Update Australia
- BVLaw
- Business Reference Guide Online

#### **Training & CPE**

- Webinars
- Web Workshops & Special Series
- Desktop Learning Centers
- Self-study CPE

#### Guides, Books & Reports

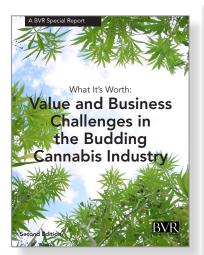
- Digital Library
- Guides & Books
- Special Reports
- Legal Compendiums
- Yearbooks

# Learn more about all of our offerings at: **bvresources.com**

Contact us at: 1-503-291-7963 or info@bvresources.com



# What It's Worth: Value and Business Challenges in the Budding Cannabis Industry



\$199 (PDF delivery)

The legal cannabis industry is a budding business with estimates showing recreational demand now exceeding that for wine, craft beer, and organic food. Position yourself to successfully complete a valuation engagement in this growing, evolving and challenging industry with BVR's new special report, *What It's Worth: Value and Business Challenges in the Budding Cannabis Industry*.

#### Highlights of the report include:

- Expert contributors explain the ethical and legal questions encountered when servicing cannabis businesses
- Get guidance on key value drivers for cannabis businesses including state regulatory regimes and how they are perceived by the federal government, business location, contracts, leases, and more
- Overcome important valuation challenges such as limited benchmarking data and a lack of reliable historical cash flow information and learn how they have been dealt with in states that have legalized marijuana

## Take a look inside the new report and order your copy at: **bvresources.com/publications**

If you prefer, fax this form to our secure line: (503) 291-7955 or call (503) 291-7963

**Yes!** I'd like to order What It's Worth: Value and Business Challenges in the Budding Cannabis Industry - \$199 (PDF delivery)

Name:	Firm:	
Address:	City, State, Zip:	
Phone: Fax:	E-mail:	
Billing Information:		
□ Visa □ Mastercard □ AMEX □ Check payable to:	Business Valuation Resources, LLC	
Credit Card #:	Exp. Date:	Sec. Code:
Cardholder Name & Address (if different):		