

**LAW OFFICES of
RICHARD G. Di GIROLAMO
Attorneys at Law
424 Broadway
Somerville, MA 02145**

Richard G. Di Girolamo
Anne M. Vigorito, Of Counsel

Tel: (617) 666-8200
Fax (617) 776-5435

Michael LaRosa, Of Counsel
Breanna Rolland, Of Counsel
Leah Tolvstad, Legal Assistant

VIA EMAIL: cleis@somervillema.gov

February 10, 2020

Charlotte Leis

Mayor's Office of Strategic Planning
And Community Development
90 Highland Avenue
Somerville, MA 02143

Re: Revolutionary Clinics
--- Medical Marijuana Applicant for an Adult Use Cannabis License at
67 Broadway, Somerville, MA

Dear Charlotte,

Per our conversation last week, I am enclosing a letter that was forwarded to Alex Mello on October 17, 2019, by hand delivery. In further confirmation thereof, I am counsel to Revolutionary Clinics, a Medical Cannabis License holder who has applied for a Recreational (Adult Use) Cannabis License.

When I spoke to you last week, you indicated that you may not have previously seen my letter to Mr. Mello. I am told that the MAC had additional questions concerning the ownership structure of Revolutionary Clinics. If an additional interview is needed, for items not clarified by the letter of October 17, 2019, I would ask that said interview be scheduled forthwith.

May I expect to hear from you upon your receipt hereof.

Very truly yours,



Richard G. Di Girolamo

Enclosure: Letter dated October 17, 2019

CC: Keith Cooper, CEO, Revolutionary Clinics by email

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**HAND DELIVERY**

October 17, 2019

**Alex Mello**

City Planner

City of Somerville

Mayor's Office of Strategic Planning and Community Development

93 Highland Avenue

Somerville, MA 02143

Dear Mr. Mello,

This office represents Revolutionary Clinics. I am writing to clarify issues raised in the Marijuana Advisory Committee's letter to Acting Mayor Ballantyne dated September 18, 2019.

Section 72 of Chapter 55 of the Acts of 2017 permitted a medical cannabis license holder and applicants the ability to convert from a non-profit corporation to a domestic business corporation. This provision was a necessary component of the law because the original initiative petition drafted by advocates for the medical cannabis program mandated a nonprofit structure. That was found to be unworkable. When the Legislature amended the cannabis statute it granted existing medical cannabis businesses the ability to convert their non-profit corporation into a for profit corporation without creating a new corporation. To the best of my knowledge, this model was followed by every one of the then existing Massachusetts cannabis corporations.

In response to CAS Foundation, Inc.'s conversion and simultaneous name change, Somerville entered into a new Host Community Agreement (HCA) with Revolutionary Clinics II, Inc. on October 19<sup>th</sup>, 2017. This HCA explicitly superseded the original agreement between CAS Foundation, Inc. and the City of Somerville entered into on September 12, 2017. Specifically, Section 12 states "This agreement supersedes any and all other agreements, either oral or in writing, between the Parties hereto with respect to the subject matter of this Agreement." The HCA dated October 19<sup>th</sup> is prima facie evidence that the City of Somerville has acknowledged and accepted the name change by Revolutionary Clinics II.

Jane Vining, a founding member of CAS Foundation, Inc., remains very involved with Revolutionary Clinics II. She has a seat on the Board of Directors and is one of the largest



shareholders in the corporation. She oversaw the hiring of a professional team of managers as she does not have the experience to manage the operations which now have over 150 people and 4 locations.

The Corporation has never changed. CAS Foundation, Inc. operated within its rights under the law to convert to a domestic business corporation and in doing so, they made the appropriate changes to their corporate structure and chose to change their name, an action also permitted under the medical-use law. Revolutionary Clinics II is the same applicant it has always been under CAS Foundation, Inc. with the same federal EIN number.

Revolutionary Clinics is available at any time to meet with the Somerville officials if further clarification is needed and looks forward to receiving its adult use Cannabis license as soon as possible.

Sincerely,



Richard G. Di Girolamo, Esquire