

Revolutionary Clinics II, Inc.
67 Broadway, Somerville, MA
Adult-Use Retail Sales Application



*Revolutionary Clinics
Voted Best Medical Dispensary in New England
is Proud to Partner with the City of Somerville*

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Table of Contents

| | |
|--|---------|
| 1. Application of Intent | Page 2 |
| 2. About Revolutionary Clinics | Page 2 |
| a. Management and Operations Profiles | Page 3 |
| b. Revolutionary Clinics' Three Retail Locations | Page 7 |
| c. Revolutionary Clinics' Cultivation and Manufacturing Facility | Page 9 |
| 3. LOCATION: 67 Broadway, Somerville, MA | Page 10 |
| a. Security | Page 10 |
| b. Security Focused Renovation Plans | Page 10 |
| a. Retail Operations Plan | Page 14 |
| i. Types of Products to be Sold | Page 14 |
| ii. Operations Timeline | Page 15 |
| iii. Timeline Narrative | Page 15 |
| c. Traffic and Parking Plans | Page 15 |
| d. Plan for Positive Impact and Social Equity Plan | Page 17 |
| e. Revolutionary Clinics' Employment Statistics | Page 19 |
| f. Diversity Plan | Page 19 |
| g. Employee training SOP: | Page 20 |
| h. Qualifications and Training | Page 20 |
| 4. Responses to Somerville Adult-use Application Questions | Page 23 |

Appendices:

- I. Current and Proposed Plans by Elton Hampton Architects:
 - a. Floor plans
 - b. Exterior Site Plan and Elevations
 - c. Security Expansion
- II. Traffic Plan and Parking Plan by Design Consultants, Inc.
- III. Draft Materials to be Submitted to the Cannabis Control Commission (CCC):
 - a. Draft Application to CCC for 67 Broadway, Somerville
 - b. Final CCC Application: FCR for Adult-Use Cultivation and Manufacturing in Fitchburg
 - c. Certificate of Good Standing from MA Secretary of State
 - d. Rev Clinics Architectural Review Certificate for 67 Broadway from CCC
 - e. Standard Operating Procedures:
 - i. Security SOPs
 - ii. Marketing SOPs
 - iii. Operations SOPs
 - iv. Human Resources SOPs

Application of Intent

Revolutionary Clinics II, Inc. (RC), formerly known as The CAS Foundation, Inc. (CAS), respectfully offers this narrative, the application, and supporting materials to the Selection Committee of the City of Somerville after careful examination of its requirements in a manner that aims to demonstrate that RC will consistently meet its obligations. We have made every effort to plan and design a facility that meets or exceeds all requirements and to establish a dispensary that is consistent with the character and needs of the City of Somerville and its citizens.

Revolutionary Clinics submits this application with the hopes of receiving a Host Community Agreement with the City of Somerville for adult-use retail sales at 67 Broadway, Somerville, the address where we currently operate a medical marijuana dispensary. Once a Host Community Agreement is received, Revolutionary Clinics will seek a special permit from the Zoning Board of Appeals and/or Planning Board and an adult-use retail license from the Licensing Commission. Upon receipt of a host agreement RC will also apply to the Massachusetts Cannabis Control Commission (CCC) for an adult-use retail license for this location so we can offer new customers the same level of quality products and customer-centric service that our medical patients enjoy today.

While the property will be co-located for medical and adult-use sales, our intention is that medical sales will be primarily conducted in the existing first-floor space and adult-use sales will primarily take place in the areas we are proposing to renovate; what is now a four-car garage. Both areas will accommodate both medical and adult-use sales, while maintaining staff and product lines specifically to ensuring uninterrupted professionalism, to which our current medical patients have grown accustomed. While the current floor space is ample to establish the dual business channels (medicinal and adult use), management has experienced the benefit of having additional space in the future has Revolutionary Clinics' reputation is that of white-glove service and deep education. This positions the company for growth and expansion as new entrants, hungry for aid in proper selection, expand the current market.

About Revolutionary Clinics

Revolutionary Clinics was awarded the distinction of the Best Medical Dispensary in New England by patients and our peers on March 22, 2019 at the NECANN Conference.

Any revolution requires innovative thinking. It takes scale, teamwork, and the ability to navigate complexity in a quick and productive manner. At Revolutionary Clinics, we believe in working together to create a healthy and vibrant cannabis industry in Massachusetts. Revolutionary Clinics is more than a medical marijuana dispensary; it is a community of people who believe in the therapeutic power of cannabis to help people lead happier, healthier lives. Revolutionary Clinics invites patients and customers who share our vision for better living through cannabis to connect with our highly trained team members.

Our story began in 2014 with a mission to grow the highest quality product in a controlled environment set up for data collection and consistency. And what better place than a former shoe factory in Fitchburg, Massachusetts that at one time crafted the highest quality footwear products for the likes of Cole Haan and L.L. Bean. It is here where we cultivate our plants, manufacture our products, and grow our company. By the spring of 2019, Revolutionary Clinics' cultivation and manufacturing facility will have activated 140,000 square feet of our 250,000 square foot campus.

As of today, RC has been awarded three medical marijuana dispensary locations: 67 Broadway in East Somerville; 110 Fawcett Street in Fresh Pond Parkway, Cambridge; and 541 Massachusetts Avenue in Central Square, Cambridge. Our Somerville dispensary opened in November of 2017; the Fresh Pond location in September of 2018 and Central Square, our 6,500 square foot store will open early in the Summer of 2019.

The Massachusetts Cannabis Control Commission awarded Revolutionary Clinics an Adult-Use Cultivation and Manufacturing license for our Fitchburg facility on January 21, 2019. (See Appendix III for the CCC Final Certificate of Registration for Cultivation and Manufacturing at our Fitchburg facility.) The vast majority of products we will sell are grown and manufactured in Fitchburg and we anticipate less than 10% of our gross sales will come from products that we wholesale from other MA licensed cultivators and manufacturers. RC reserves the right to expand this as specialty products with advanced IP enter the space, ever sophisticating consumer-demands.

In response to consumers' demands, and in anticipation of their evolving desires, a vertically integrated cannabis company requires a diverse team with a wide range of specialties. To run provide the optimum service and differentiated products, the Revolutionary Clinics team includes in-house real estate, financial, construction, marketing, formulation, and retail experts. And to grow the best cannabis, we have a team of growers that include botany, horticulture, and genetic experts.

In and outside the cannabis industry, our team has raised and deployed hundreds of millions of dollars, always with an aim to use investment capital to help change the world. Revolutionary Clinics represents the ultimate combination of skills, united in one team, to ensure reliable and ample product for both the Medical and Adult Use markets. We are constantly innovating and growing in order to provide customers and patients with everything they need for the targeted effect they desire.

Since its inception, Revolutionary Clinics' team has purposely bifurcated its focus between our own daily operation and needs for growth and scale, with an inclusive attitude to help new entrepreneurs enter the space. Above and beyond the actions of other competitors, Revolutionary's team has put considerable time and millions of dollars of risk-capital into bringing to life the visions of fellow cannabis-entrepreneurs in the form of: lines of credit for initial products and inventory, product research and development, real-estate holding cost and construction, and endless hours of consulting. Executives from RC are often asked to speak around the world on the subject of conservatively establishing cannabis operations with strict budgets and collaborating in responsible ways. Management sees this not only as an obligation amidst a historically shadowed industry, but a joy as well.

Management and Operations Profiles

Keith W. Cooper, Chief Executive Officer

Keith Cooper serves as the CEO of Revolutionary Clinics and is on the Board of Managers. Mr. Cooper, a serial entrepreneur, has served as the President and/or CEO of six tech companies over the past 30 years. Prior to RC, Keith was CEO of Constant Therapy (CT), a company revolutionizing the treatment of neurological disorders using science-based digital therapy on mobile devices. CT was acquired by a Private Equity firm in 2017. Prior to that, Keith was CEO of Connotate (web Big Data aggregation), President of Carbonite (#9 on the Inc. 500 list, Best Places to Work in Boston, Most Innovative Companies in New England, NASDAQ:CARB), CEO of webHancer (acquired by Microsoft), CEO of FaxNet (acquired by Critical Path) and GM of Trans National Communications (#12 on the Inc. 500 list).

Keith is a graduate of Harvard Business School (1988) and Harvard College (1983), where he graduated with honors and was the President of the Harvard Rugby Club. He is a member of the Harvard Business School Alumni Board, the Chair of the annual Alumni New Venture Competition and the Chairman of the Friends of Harvard Rugby.

Keith lives with his wife in Wayland, MA where he coached baseball and served as a Boy Scout leader for 7 years. One of his young adult sons is a professional golfer and the other has a machine learning degree from Brown University and currently works in Silicon Valley. He enjoys golf, tennis, sailing, and global adventure travel.

G. Ryan Ansin, Chief Strategy Officer

Ryan Ansin is a serial entrepreneur who has been involved in the cannabis industry for more than five years, and he is one of the founders of the Company. Mr. Ansin has traveled all over the US and Europe searching for the latest technology in the cannabis industry, and he has led the technology development deployed in the state-of-the-art Fitchburg facility. Mr. Ansin is active in all aspects of the business and has accumulated vast contacts within the industry. Mr. Ansin is President of Greenwich-based Family Office Association and has built a portfolio of early and growth-stage investments in technology, real estate, biotech, and ethical fashion.

Within Revolutionary, Ansin leads strategy on the Board of Directors and is operationally the Chief Strategy Officer and Business Development lead. Having guided the vision of one of the country's largest indoor cultivation facilities and launch of Revolutionary Clinics; actively invested throughout the much of the professionalization of the emerging cannabis industry; and being President of Greenwich, CT-based Family Office Association, a group of 300 Single Family Offices, Ansin is requested to share his experience and vision globally. Ansin is often requested to speak at events such as: ArcView, GreenTable, CannaBrunch, Forbes 30 Under 30, Family Office Association, World Economic Forum and many more assemblies at the intersection of investors and investable assets.

Bradley T. Miller, Chief Financial Officer

Mr. Miller is a finance executive with thirty years of experience leading medium-sized to large organizations, through periods of rapid growth and transformation operating on a global basis. Brad's expertise spans finance, administration, buy and sell-side M&A, investor relations, corporate strategy, treasury, operations, services, systems and information technology.

Brad's experience managing private equity backed entities includes PeopleFluent, a \$130 million global SaaS provider of human capital management solutions into a Global 2000 customer base; ikaSystems, a \$50 million SaaS provider of healthcare management solutions; and Emptoris, a \$100 million global SaaS provider of procurement management solutions into a Global 2000 customer base (owned by Marlin Equity Partners, where Brad led the sale to IBM at a value in excess of \$500 million).

Previously, Brad led the finance organization at publicly traded companies including Aspen Technology (AZPN), a \$300 million software license provider to the world's largest chemical and oil and gas companies; Viisage (VISG), a \$160 million provider of biometric identity solutions, where Brad led the sale to L-1 Investment Partners at a value in excess of \$1.2 billion; Sonus Networks (SONS), a \$200 million provider of VOIP hardware and software to global telecom service providers; and Sapient (SAPE), a \$500 million IT service and software provider to Global 2000 customers. Brad previously led corporate accounting at Wang Global, a \$3.5 billion provider of a range of IT offerings, where he was part of the management team that sold the company to Gentronics, NV, a publicly traded company based in the Netherlands. Mr. Miller began his career as a CPA at Coopers & Lybrand and has degrees from the College of William & Mary and University of New Hampshire.

Mindaugas "Min" Maciulis, Chief Operating Operator

Min is responsible for leading the operations function focused on enhancing profitability and revenues through product and supply chain management initiatives, innovative new product development efforts and Home Delivery activities. He will also be responsible for building cross-functional relationships to ensure success of the team and customer experience. Min comes to Revolutionary Clinics from Kohler Company where he recently managed distribution of Kitchen and Bath Products overseeing multiple Distribution Centers throughout the US with over 200,000 different items. Prior to Kohler, Min led numerous operations teams at DHL serving companies such as Philips, Medtronic, and Proctor & Gamble. Min is excited to join the team where he plans to bring his expertise in Operations and Supply Chain as we continue to grow the company and bring new products to our customers. Min has a Master's in Business Administration from UMASS Lowell and has recently completed the Supply Chain Executive Program at Michigan State University.

Tom Schneider, Chief Marketing Officer

Tom Schneider is a passionate, creative and entrepreneurial marketing executive with 30 years of experience in building companies through branding and delivering integrated marketing ecosystems and business strategies for midsize to Fortune 500 companies. Tom believes that great marketing should be steeped in customer and competitor insights, to create the brand, drive awareness, generate leads, develop new business and inevitably guide product evolution. Prior to joining Revolutionary Clinics, Tom founded and sold three marketing agencies, and, most recently, was Chief Marketing Officer of Target Logistics, a multinational provider of workforce housing. In 2013, Target Logistics was named one of

America's fastest-growing private companies by Inc. Magazine. Tom and his partners drove the value of the company from \$25 million to a total acquisition value of \$625 million in three years. Tom also advises and consults with a number of companies on Marketing best practices.

Scott Murphy, Vice President, Compliance and Security

Mr. Murphy is responsible for all compliance and security activities. In this capacity, he works closely with state and local officials to ensure that relevant laws and regulations are being complied with, while also overseeing employee and inventory safety and controls. Scott was instrumental in getting two Massachusetts medical marijuana organizations regulatory approval for their policies and procedures, multiple architectural reviews, and Final Certificate of Registration. He oversaw multiple departments in the production aspect and helped establish best practices around biosecurity and compliance.

Shaka Ramsay, Director of Retail Operations

Shaka Ramsay has been a leader in Boston retail for 20 years, working with established brands to drive business to greater heights and leading the way into new markets by using his unique ability to identify, predict and create trends. During his tenure as Creative Director for The Tannery and Concepts, Shaka vaulted The Tannery into top-five rankings nationally for independent retailers and led Concepts to an international expansion and an Independent Retailer of the Year award. Shaka also has extensive background in luxury fashion and retail, having held leadership positions in companies such as Louis Vuitton, Jimmy Choo and Gucci. He launched his own concept store, which combined fashion, food and art, to great critical acclaim, receiving five Best of Boston awards.

Christine Champagne, Director of Cultivation

Christine Champagne is a Cultivation/Production Specialist who has been involved in the Green Industry for more than 30 years, with a primary focus on enhancing plant propagation that improves plant growth rates, yields, and quality while reducing labor and other production costs. Ms. Champagne has developed training courses and methodologies and has implemented them with industry leaders, with increased production output and quality, while simultaneously lowering production unit costs. Ms. Champagne takes an integrated product management approach that incorporates standard production procedures at all touch points of the production cycle.

Bert Vining, Vice President of External Affairs

Bert is an original Founder of Revolutionary Clinics who is now focusing on External Affairs: Government Relations, Community Relations, Liaison to the Community Advisory Board, and various functions within the Marketing Department. Bert has a background in many areas including as a high school business teacher, inside sales at Avid Technology, and Founder of several nonprofits, including the CAS Foundation which was the company that became Revolutionary Clinics.

Revolutionary Clinics' Three Retail Locations

Revolutionary Clinics medical marijuana dispensaries are not merely places to buy cannabis. They are thriving communities full of trusted friends, advice and highly trained patient advocates who pride themselves on connecting patients and customers to the products and delivery methods that help them get the most out of their cannabis experience. Revolutionary Clinics was ***awarded as the #1 Medical Dispensary in New England by patients and our peers in March 2019 at the NECANN Conference.***

67 Broadway, Somerville: Our original store in Somerville is more than just a location; it's part of the community. Just steps from Sullivan Square and the historic Schrafft's Candy building, our Broadway dispensary features a spa-like atmosphere that invites you to make yourself at home. That is, if your home happens to offer the highest quality medicinal cannabis products and the most informed, helpful patient advocates. This location is the only dispensary in the Boston area with free on-site parking and is located steps from public transportation.



110 Fawcett Street, Cambridge: This unique space looks like an old tin shack from the outside. Inside you'll find a beautiful space filled with your favorite cannabis products and the Patient Advocates who can recommend the ones that are best for you. As with all our locations, we offer free parking right on the property to make it easy to get what you need to feel your best. Our transit-friendly site also offers bicycle parking & tools, a shuttle from Alewife MBTA station, and nearby bus routes.



541 Mass Avenue, Cambridge: Coming early in the summer of 2019 will be Revolutionary Clinic's new 6,500 sf store. Located just a few bricks down from the Middle East Café and exactly 192 steps from the Red Line T-stop, with 92 parking spots in the rear of the building; this state-of-the-art space is a comfortable and inviting environment to consult with our knowledgeable Patient Advocates who connect patients and customers to the products that will be most beneficial. This new store is close to public transport and there is a 92-spot parking lot behind the store. This represents our flagship location and is projected to be one of the most popular in Massachusetts.



Revolutionary Clinics' Cultivation and Manufacturing Facility, One Oak Hill Road, Fitchburg, MA



Our grow facility, located in Fitchburg, Massachusetts, is home to a combination of technologies designed for sustainability, specificity, and consistency in the cultivation and post-processing steps necessary for a complete and diversified product offering for Revolutionary's patients and customers. Pampered from seed to flower, each harvest is meticulously cared for by a staff trained in advanced agricultural techniques. Management made the executive decision early in the company's history to invest appropriately in the most reliable and operationally efficient technologies. This has resulted in accolades across the country as one of the most advanced facilities in the industry, with 100% LED lighting, multi-tiered vegetation stages, and geo-thermal and natural gas paired energy sources.

While most other facilities were forced to cut corners because of high capital expenditure requirements, at Revolutionary we pride ourselves on going the extra mile to assure confidence from the state regulators, the cities wherein we operate, and the customers who ultimately require trust in our end products.



LOCATION: 67 Broadway, Somerville, MA

Revolutionary Clinics has been open for medical marijuana retail sales at 67 Broadway, Somerville, since November 9, 2017 following significant property renovations with a keen focus on security. Since opening sixteen months ago, we are pleased to report that there have been no breaches in security due to our outstanding team and diligent enforcement of our security plans. There have been no crimes reported due to our operations. In fact, according to neighbors and research obtained by Lan-Tel, crime has gone down in the neighborhood since we opened. We attribute our success to a well-trained staff, the strong security presence of our on-site security team, our partnership with Lan-Tel and their state-of-art security systems. We are confident that 67 Broadway will continue to experience a positive environment for the community as we grow. See the Appendix III for standard operating procedures relating to security and compliance.

RC aims to enlist a minority- or woman-owned business for the construction of our expansion in Somerville. Upon completion of the buildout and permitting, RC will have two areas of retail operations; the existing space in use today and the renovated space in the former garages for expanded medical marijuana retail sales. Upon completion of the adult-use licensing process, we contemplate that the existing space will be primarily medical sales with several medical POS stations and one or more adult-use POS stations. Once licensed, the new space (former garages) will be primarily for adult-use retail sales with several adult-use POS stations and at least one medical POS stations. Regardless of when the renovations are complete, RC is ready to commence adult-use sales immediately in the existing space.

The consideration of placement of medical, adult-use, and advanced ordering Point of Sale systems will be determined by study and collaboration with retail experts with regard to customer flow and efficiency. As shown by the awards Revolutionary has received for our location in Somerville, our deliberate systems go a long way in the eyes of our customers. We plan on maintaining that level of care resulting in deep trust with those on all sides of the transaction.

Security Focused Renovation Plans

In 2017, Revolutionary Clinics (RC) renovated the property located at 67 Broadway, Somerville into a retail medical marijuana dispensary on the first-floor with limited office space on the second-floor. RC secured this site after investing significant effort and resources to comply with the original Somerville Zoning Ordinance and Map provisions.

The proposed Revolutionary Clinics Registered Marijuana Dispensary facility consists of existing three-story dispensary located at 67 Broadway Street in Somerville. The building is serviced by private parking as well as ample public transportation. RC currently proposes converting the four-car garage located on the same property into a co-located medical and adult-use retail dispensary. (See Appendix I for proposed floor plans and elevations created by Elton Hampton Architects, Inc.) The proposed conversion will result in an additional 1,060 sf of retail space for primarily adult-use retail sales. Part of the second floor will be used for a vault that services the first-floor via a dumbwaiter. The remainder of second floor and the third-floor of the main building will only be accessible to employees, contractors and guests doing business with RC. The second and third floors, of 1,778 and 920 sf, respectively, are contemplated to be converted to office space, kitchen, conference room, and bathrooms for staff use only. However, we may decide to add retail space to the second floor at a later date.

The garage is a concrete block exterior with wood framing construction typical of the day and age. This structure will undergo minimal exterior infill work and moderate interior fit out work and will be equipped with areas of ingress and egress into our parking lot. The majority of the space will be used as an adult-use retail Registered Marijuana Dispensary (RMD) and the rest of the space will be used for storage and fulfillment operations. Our plans include a secure storage vault room within which we will use a storage safe that will consist of a GSA approved drill-resistant, steel-plated safe with keypad access and anchored to the floor.

Once the expansion is completed, this site will be outfitted with the same degree of state-of-the-art access control and security functions that the medical dispensary currently offers. All security measures will be in compliance with 105 CMR 725.110. The building will be outfitted with surveillance cameras, silent and audible alarms, motion detectors, and real-time remote monitors. The steel entry doors will be equipped with an electronic control access system and will be controlled by keycard locks that create an audit trail. The exterior of the building will be monitored by surveillance cameras enabled to pan, tilt, and zoom, and ability to see during both day and night (without additional lighting). The perimeter of the facility will be amply lit with warning and surveillance signs. All exterior areas of the property and the appropriate adjacent area will be under video (with audio) surveillance twenty-four hours a day, with live monitoring – seven days a week, and every day of the year.

There is ample parking available for patients and staff. Staff will make use of public transit and other modes, and staff parking will be limited to that which is available in municipal lots. The building is serviced by over fifteen on-site parking spaces, on-street metered parking, as well as additional municipal parking lots within walking distance. In addition, this site is within a 5-minute walk from the Sullivan Square MBTA station. There are MBTA bus lines that connect in Sullivan Square and there are four Blue Bike Stations within a 2-minute walk. This site is located within the Medical Marijuana Overlay District and is located within the Business BB Zoning District.

The proposed Floor Plan Description entails a comprehensive overview of the design and layout of the site. This includes a description of all retail, dispensing, and storage areas. The narrative includes a comprehensive description of security and alarm systems including perimeter alarms, failure notification systems, duress alarms, video camera locations, door lock locations, vault locations, etc.

The new first-floor retail dispensing area will include:

- An entry vestibule where patients will demonstrate that they are current registrants in the Cannabis Control Commission (CCC) Medical Marijuana Program in order to gain access to the facility, or are age 21 or over and not otherwise prohibited from entry;
- A reception/waiting area;
- A patient consultation area with seating;
- A sales and transaction area;
- A dispensing area;
- A packaged products fulfillment area that is separate and secure from the dispensing area where patient orders will be filled. Products will be packaged in childproof containers and labeled with important health and safety information; and;
- An exit to allow for secure exit from the facility.

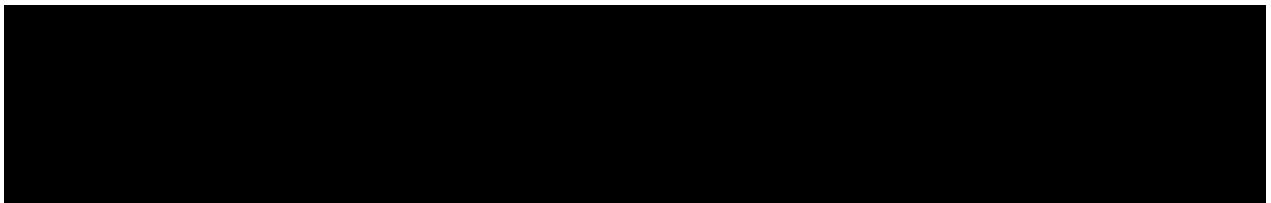
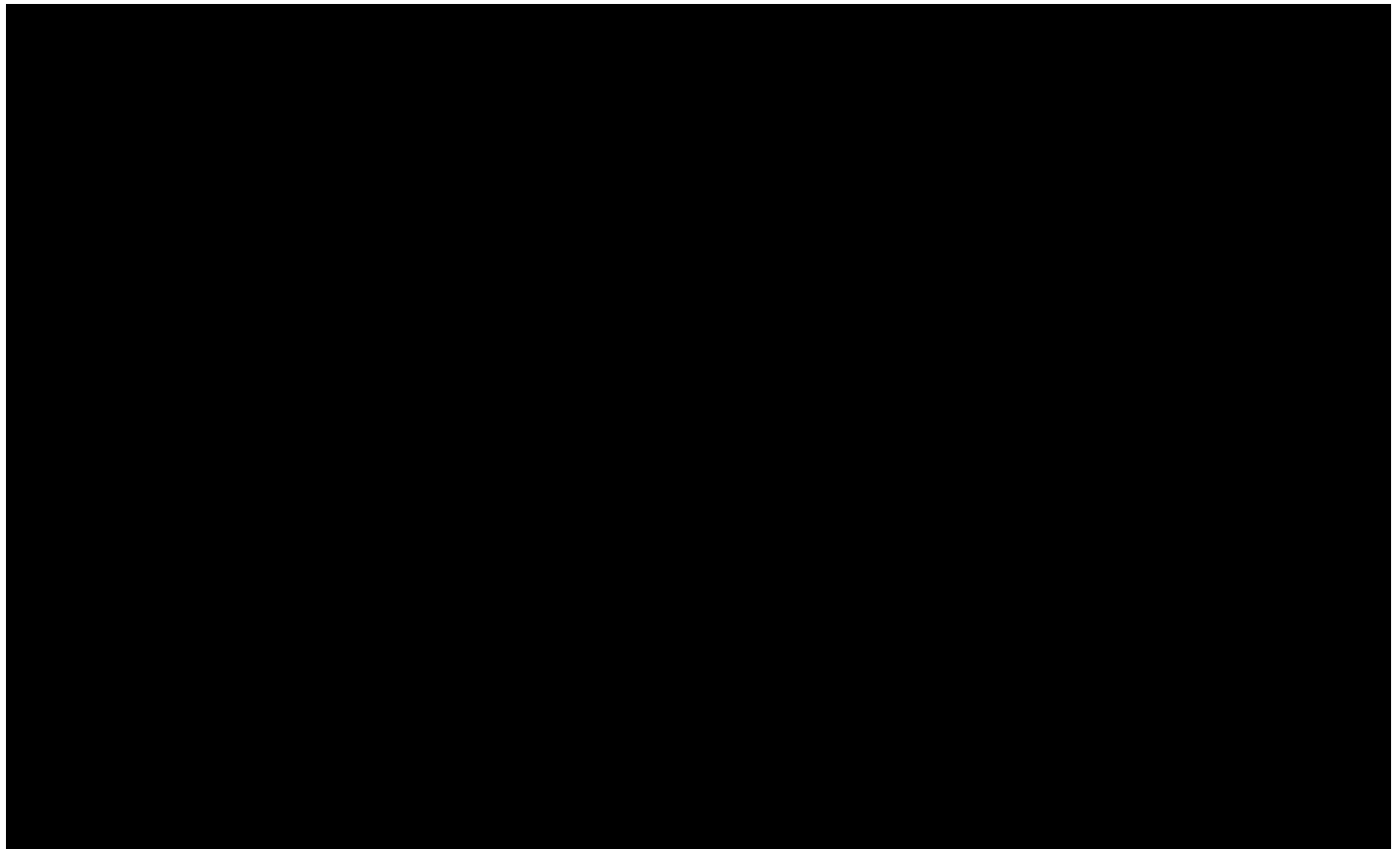
- The build out will also include the construction of a secure storage area and an office/administrative area on the second and third floors. (RC has secured final approval from the CCC for a cultivation site located in Fitchburg which has been in operation for almost two years. The 67 Broadway site will not conduct any activities related to marijuana cultivation or product manufacturing.)

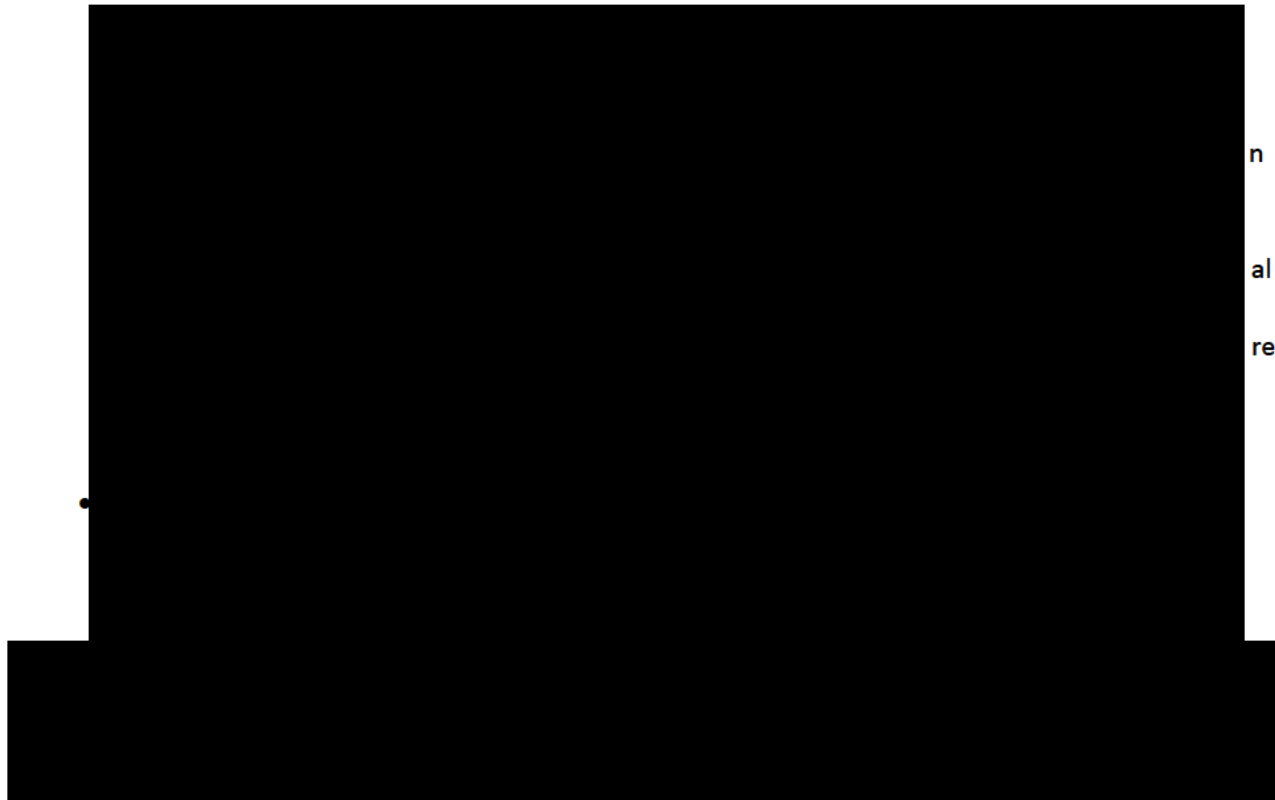
The 2nd floor expansion will include:

- A new breakroom;
- Office space;
- Two new bathrooms for employees only;
- A new secure vault that services the first-floor vault via dumbwaiter.

The 3rd floor expansion will include:

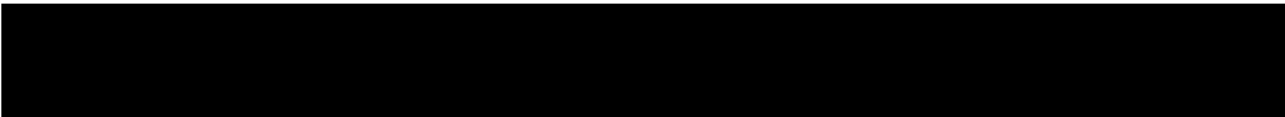
- Office space;
- A bathroom.





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- Plumbing- RC will utilize the existing plumbing of the facility with the exception of a new ADA compliant and customer bathroom, which include a toilet and sink, as well as 3 new employee bathrooms. The primary domestic and fire water supplies will be from municipal water system.
- Marijuana Infused Product (MIP) Processing Areas Narrative: Not applicable. MIP production will continue to take place at 1 Oak Hill Road, Fitchburg MA 01420. Revolutionary Clinics will not process any marijuana at the Somerville location. All final products that will be sold at this RMD will arrive packaged and sealed for final distribution.
- Floor Plans: At a scale of at least [1/8"=1'-0"] including area function labels and numbers. Dimensions should indicate the size of all areas, the widths of corridors, and partition types and partition widths. In addition, include a window and door schedule. Define and label limited access areas. See Floorplans in Appendix I.



- Exterior Site Plans: At a scale of at least [1/8"=1'-0"] the plan should detail outside grade, parking, fences, outdoor walkways, path of handicapped access to the building, and other related exterior details. See Appendix I, Somerville Exterior Site Plan.

RC has submitted to the CCC an RMD Architectural Review Certification: By completing the RMD Architectural Review Certification form, the RMD certifies to the following:

- The RMD is in compliance with applicable Massachusetts Department of Public Health Regulations at 105 CMR 725.000 et seq.;

- RC understands and agrees that following the Architectural Review, the CCC shall have continuing authority to review the architectural plans and/or inspect the facility and that the RMD shall have a continuing obligation to make any changes required by the Department and municipalities to comply with all applicable state laws, codes, and regulations, as well as local bylaws, ordinances and regulations.
- See Appendix I: Floorplans and Elevations proposed.

Operations

There are many reasons why Revolutionary Clinics was voted the Best Medical Dispensary in New England. Our operations are the best in the business. We have the amazing people, an outstanding customer experience, top-notch customer service, a full spectrum of premium products, a welcoming environment, dynamic educational offerings, tireless advocacy, generous affinity programs and a fervent passion for helping others.

Standard Operating Procedures for Operations, Security, Marketing and Human Resources are included with the Somerville Draft CCC Application and the CCC-Approved Fitchburg Application; both included in the Appendices.

Hours of Operations

Current hours of operation: Monday – Saturday 9:00 a.m. – 8:00 p.m. and Sunday 11:00 a.m. – 4:00 p.m.
Proposed hours of operation: Monday – Sunday: 9:00 a.m. – 9:00 p.m.

RC proposes to commence adult-use retail sales with limited hours (Mon – Sun: 11:00 a.m. – 8:00 p.m.), appointment-only scheduling for a limited time, and traffic and parking mitigation procedures until traffic normalizes to reduce stress on neighbors and the local community.

Types of Products to be Sold

Revolutionary Clinics’ experienced cultivation, production and culinary staff will use the latest and safest methods to grow and infuse medicine into delicious, health-conscious products in compliance with applicable provisions of 935 CMR 500.150. These products will include:

- Flower products: a full spectrum of varied potency flower will be offered in indica, sativa, hybrid, and CBD-dominant strains to meet patient and consumer demand.
- Marijuana-infused Products (MIPs) will be sold in many varieties:
 - Edibles:
 - Candy: Mints, Chocolate Bars, fruit chews, lozenges, etc.
 - Others: honey, peanut butter, hazelnut spread, cooking oils, etc.
 - Topical products: salves, lotions, lip balms, patches, etc.
 - Sublingual products: tinctures, dissolvable strips, etc.
 - Concentrate products: rosin, oil, wax, shatter, distillate, live resin, etc.
- Accessories and Implements of Usage: pipes, vaporizers, papers, grinders, etc.

All products for sale will be lab tested, safe, and effective. Many various delivery methods will provide alternatives to combusting or vaporizing flower which have many benefits with few, if any, negative side effects. All prepared foods will contain wholesome ingredients. Additionally, all marijuana products will not exceed the potency levels as prescribed by 935 CMR 500.150(4). We will package and label our MIPs resembling a typical food or beverage product as required by M.G.L. c. 94G § 4(a½)(xxvi) and 935 CMR 500.105(5) and (6). In accordance with 935 CMR 500.150(1)(b), RC will not manufacture or sell edibles in the shapes of humans, animals or fruit or in shapes that bear the likeness or contain characteristics of a realistic or fictional human, animal, or fruit, including artistic, caricature, or cartoon renderings.

We will follow CCC and Department of Health standards and guidelines for Wholesale Food Labeling, as well as, all Commonwealth of MA statutory requirements, including Good Manufacturing Practices for Food and the certification requirements for food handlers. RC will ensure that all the equipment and processes that it uses to produce marijuana products comply with 935 CMR 500.130(3).

Operations Timeline

Revolutionary Clinics II, Inc. has met or expects to meet the following milestones in the timeframes listed below:

- Received PCR from DPH for vertically integrated RMD: November 22, 2016
- Receive FCR from DPH for vertically integrated RMD: June 26, 2017
- Approved for Medical retail sales at 67 Broadway, Somerville: November 7, 2018.
- Will submit Adult-use retail license application to CCC: Upon receipt of Host Community Agreement with the City of Somerville; estimated to be May 15, 2019
- Provisional license granted: estimated June 2019
- Special Permit/site plan review: estimated June 2019
- Construction start: estimated June 2019 once a Special Permit Amendment has been granted and upon receipt of building permits from the City of Somerville;
- Receive final license: estimated July 2019
- First day of retail sales: three days after receipt of Final Certificate of Registration with the CCC

Timeline Narrative

Revolutionary Clinics was awarded a Final Certificate of Registration (FCR) by the CCC on January 19, 2019 for our Fitchburg cultivation and manufacturing facility at One Oak Hill Road, Fitchburg, MA. This FCR allows RC to grow and produce products for the adult-use market. Until RC's retail operations are approved, RC will wholesale products to licensed adult-use retail establishments in MA only.

RC will not seek to convert to an adult-use marijuana establishment without going through the process established by the city in order to allow community input. Should the Somerville Selection Committee choose to grant a Host Community Agreement with the City of Somerville our next step is to apply for a Provisional Certificate of Registration (PCR) from the Massachusetts Cannabis Control Commission (CCC). At the same time, RC will seek a special permit amendment for 67 Broadway to allow the new use

at this location. Once a special permit amendment has been issued, RC will seek to obtain building permits from the City to begin construction and renovations of the proposed space. Additionally, RC will seek a dispensary license from the Somerville Licensing Commission. If all goes according to plan, we anticipate that RC could be ready to open for adult-use retail sales at 67 Broadway as early as July 2019.

Traffic and Parking Plans

Despite the alarming optics of the traffic and lines at the opening of first two adult-use dispensaries in western MA, there are now twelve adult-use dispensaries open for business in MA and several are relatively nearby: Brookline, Salem, Lowell, Hudson, and others. Dispensaries open beyond the first few have not experienced the same traffic and congestion issues. Several began with appointment-only models which were quickly abandoned due to lack of necessity. See Appendix II for the Traffic and Parking Study by Design Consultants, Inc., a Somerville vendor.

Traffic and Parking Plan highlights:

1. Parking space requirements: 4-5: We have 15 on-site parking spots.
2. Employee public transit subsidies to encourage use of public transportation
3. On-site bicycle storage and repair tools
4. Police details for at least the first week of adult-use sales; and as-needed for a limited time determined by risk assessments and need.
5. Appointment only (adult-use only); for the first week and will continue for a limited time
6. We are exploring the implementation of a Virtual Line App (adult-use only)
7. We are seeking to establish a shuttle to/from off-site parking and Sullivan Station.
8. Posting of public transportation data on our website and in-store.

Traffic generated and patterns of access or egress will not cause congestion, hazard, or substantial change in the established neighborhood character. East Somerville is a vibrant neighborhood that has historically been the center of Somerville's cultural, commercial and social services industry. Although the neighborhood has been the site of some recent redevelopment, our establishment will be consistent with both the established and emerging character of the neighborhood. Moreover, the retail space will occupy approximately 1,060 sf. The facility will be equipped, after build-out, with a reception and admittance area to prevent registered patients from loitering outside the facility (which will be strongly discouraged). Upon entry, patients pass through a secure vestibule into a waiting area which will allow patients to be inside the facility while being educated about the product prior to entering the sales area where transactions take place. Educational and instructional materials will be available and disseminated along with information about restrictions on public consumption, dosage, abuse and resources for help.

Additionally, this site is within a 5-minute walk from the Sullivan Square MBTA station, there are MBTA bus lines that connect in Sullivan Square and there are three Blue Bike Stations within a 5-minute walk. Although the applicant expects most patients will use non-automobile modes of transport, Broadway provides on-street metered parking and there is a bus stop within 50 feet from the property. There are also additional municipal parking lots within walking distance.

Plan for Positive Impact and Social Equity Plan

Cannabis prohibition has had a disproportionate impact on various communities. As the industry evolves in Massachusetts, Revolutionary Clinics has embraced a responsibility to make a positive contribution; not only to our host communities of Somerville, Cambridge and Fitchburg, but also to communities that have been disproportionately impacted by cannabis prohibition and the war on drugs.

Per both the medical and adult-use programs' host fee agreements, Revolutionary Clinics will pay 3% of revenues to the City of Somerville's Department of Health and Human Services for drug education and treatment programs. We are also pleased to dedicate additional funds to Somerville nonprofits that support the community we serve. Despite the fact that 3% of revenues is a significant sum, it is not enough to merely write a check. Revolutionary Clinics and its management team is fully committed to ensuring we maintain positive contributions to areas of disproportionate impact as defined by the Commission: past or present residents of geographic areas of disproportionate impact (or ADIs) which have been defined by the Commission and identified in its *Guidance for Identifying Areas of Disproportionate Impact*. To meet this goal we have implemented the following Plan for Positive Impact. The plan details Revolutionary Clinics' strategy to ensure compliance with regulations and to ensure that its business creates positive and lasting impacts on the communities in which we serve and beyond to communities that have been disproportionately impacted by cannabis prohibition.

In support of this mission we have created a Community Advisory Board (CAB) which is made up of local nonprofits, neighbors, local business owners and other key community stakeholders. CAB member nonprofit organizations that serve the community and will help us to accomplish these goals include: *East Somerville Main Streets, The Welcome Project, Somerville Homeless Coalition/Project Soup, Teen Empowerment, and Groundwork Somerville*. These groups have joined Revolutionary Clinics' Community Advisory Board for mutually beneficial support and to guide RC to be the best possible neighbor and community supporter. Rev Clinics has donated \$10,000 (\$2000 each) to these member nonprofits to allocate to City causes. More funds will be allocated to CAB member nonprofits as revenues increase and we approach profitability.

RC will engage initiatives tailored to positively impact populations falling within areas of disproportionate impact: past or present residents of the geographic areas of disproportionate impact, Commission-designated Economic Empowerment Priority applicants, Commission-designated Social Equity Program participants, Massachusetts residents who have past drug convictions, and/or Massachusetts residents with parents or spouses who have drug convictions. RC will serve these communities in many ways beyond financial donations. RC will offer workshops to help people find careers, offer industry-specific job training resources, including: interviewing skills, resume workshops, financial literacy, criminal record (CORI) expungement clinics, assisting with applications and other pertinent information deemed useful for the aforementioned populations. While Somerville is not a CCC-designated ADI, it is home to many people that have been disproportionately impacted by cannabis prohibition.

Revolutionary Clinics has created a program called ASPIRE to assist Economic Empowerment and female owned applicants with the application process, securing real estate, financing product purchases and beyond. RC will be a resource to assist and to help with our market insights and experience dating back to 2015. The Boston Business Journal covered this news:

<https://www.bizjournals.com/boston/news/2019/03/22/a-cannabis-accelerator-launches-to-help-grow.html>

Revolutionary Clinics will continue to give hiring preference to Somerville residents. RC will also give hiring preference to individuals that fall under the Commission's definition of disproportionately impacted individuals; Massachusetts residents who have past drug convictions, and Massachusetts residents with parents or spouses who have drug convictions. Hiring preference will be ongoing at all RC locations and for all positions.

RC will make efforts to advertise job openings in the areas of Somerville more economically disadvantaged as well as ensure that advertisements are published in Spanish, Portuguese, and Creole. RC will hire individuals formally incarcerated for marijuana offences as well as commit to using best efforts and all available resources to employ at least 30% of their staff that fall under any of the following categories:

- Somerville residents of African American decent
- Somerville residents of Latino decent
- Somerville resident veterans
- State-approved Economic Empowerment Applicants
- Individuals formally incarcerated for a marijuana offence

Revolutionary Clinics will Achieve the Goal of Positive Community Impact by:

1. Continuing to support Somerville nonprofit organizations with both philanthropic capital and volunteer services, which Revolutionary pays its employees to participate in;
2. Assisting communities of disproportionate impact with education, capital and resources;
3. An active Community Advisory Board: donations of time, capital and resources to the Board
4. Reducing barriers to entry in the commercial adult-use cannabis industry by providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers;
5. Promoting sustainable, socially and economically reparative practices in the cannabis industry in Massachusetts.

Revolutionary Clinics' Positive Impact Programs include:

1. Hiring preference for Somerville residents and those living in ADIs;
2. RC will continue to host revenue-sharing events in which we partner with local nonprofits who will receive a percentage of sales for the event. These retail sales events will be held at our dispensaries in Somerville and Cambridge at least four times per year for the benefit of local charitable organizations. We will make a \$500 minimum donation to the charity per event.
3. RC will host job training events to help Somerville residents with industry-specific job training. These events will be held at least twice per year. Our goal is to help residents find meaningful employment in the cannabis industry with RC or any another organization.
4. Discount pricing on medical marijuana: RC offers discount pricing programs to assist those with financial hardships, veterans, seniors and people living with chronic illnesses. Discounted pricing for the medical program is as follows (discounts are prohibited under the adult-use program):
 - a. 10% off for patients with a financial hardship and 10% off for patients on MassHealth
 - b. 10% off for senior citizens
 - c. 20% off for veterans
 - d. 40% off for veterans with 100% disability
 - e. 10 - 40% off for patients with chronic illness

RC has Implemented Goal Measurement Metrics to Ensure That We Have Met Our Goals:

1. Number of employees hired, retained, and/or promoted from Somerville;
2. Number of employees hired, retained, and/or promoted from areas of disproportionate impact;
3. Number and subject matter of trainings offered and performed, and to whom;
4. Specific financial data and/or employee hours showing donations;
5. Number of individuals participating in and benefitting from our educational initiatives, training, volunteerism, and other initiatives;
6. Number and types of employment positions created;
7. Number and types of employment positions placed in the cannabis industry;
8. Annual total of gross dollars of discounts given to medical marijuana patients.

Plan to Positively Impact Veterans

As an established Somerville community partner, Revolutionary Clinics feels strongly about its responsibility to educate our staff, patients, and community about cannabis as an alternative therapy, with a holistic approach. To these beliefs, we have established key initiatives in support of our Veterans who need this care the most in light of their service to our country and the fact that many have become entangled in the opioid crisis or need cannabis to manage PTSD.

On March 1st 2019, we proudly launched the non-profit organization, Alternative Treatment for Veterans (ATV). Revolutionary Clinics, in partnership with the DAV, (Disabled American Veterans), C3RN (Cannabis Community Care Research Network), and Veterans Alternative Healing (VAH) established this first of its kind organization that commits to research and advocacy in support of veterans in seeking medical cannabis treatment. Commissioner Kay Doyle was an invited guest and speaker.

On March 3, 2019, Revolutionary Clinics was a sponsor and participant at the Cannabis Advancement Conference held in Boston. This is one of six events scheduled in 2019 across MA where Doctors and health professionals share experiences on cannabis as an alternative therapy and what still needs to be done for its effectiveness. Cannabis Control Commissioner Shaleen Title was invited guest and speaker.

To understand critical needs of our veterans, an anonymous in-depth one-year study was launched to scientifically evaluate MA Veteran medical conditions and cannabis usage as a treatment for PTSD, pain and anxiety. This will allow us to not only better define effective patient/community education forums, products and services, but provide policy recommendations to the DAV (Disabled American Veterans) National Conference in August.

Revolutionary Clinics, alongside its esteemed partners, takes seriously the role of educating all concerned individuals and groups on the cannabis plant's effect on the human endocannabinoid system and wellbeing of one's health. This is what the cannabis evolution should be – therapeutic alternatives that are not abusive to one's health, family, and welfare of the community. We anticipate partnering with local Somerville groups that foster wellness, mindfulness, yoga, and other healthy activities.

Diversity Plan

Revolutionary Clinics is an Equal Opportunity Employer and does not tolerate unlawful discrimination in its employment practices. No question on our application is used for the purpose of limiting or excluding an applicant from consideration for employment on the basis of his or her race, religion, color, sex

(including pregnancy), age, ancestry, national origin, disability, sexual orientation, gender identity, military status, genetic information, or any other protected status under applicable federal, state, or local law.

Revolutionary Clinics will make reasonable accommodations for qualified individuals with known disabilities, unless doing so would result in an undue hardship. This policy governs all aspects of employment, including, but not limited to, selection, job assignment, compensation, discipline, termination, and access to benefits and training.

We are committed to equal employment opportunity in all aspects of employment, including, but not limited to, hiring, promotion, salary, benefits, and other terms and conditions of employment and discharge.

Revolutionary Clinics' Employment Statistics:

- Total Employees: 88 (Includes all personnel in Somerville, Cambridge and Fitchburg)
- Total employees working in our Somerville store: 17
- Total Somerville residents working in our Somerville store: 4 of 17 (24%)
 - Our goal is to increase this percentage to at least 30% within 90 days.
- Minority employees: 30 of 88 (34%)
- Female employees: 31 of 88 (35%)
- Veterans: 5 (6%)
- LGBTQ+ employees: Numbers are not available for the number of LGBTQ+ employees but they are well represented at RC as we ensure our staff reflects the communities in which we serve.
- Total of all employees living in *Areas of Disproportionate Impact*: 26 (30%)
 - Boston: 7; Fitchburg: 7; Lynn: 2; Worcester: 3; Brockton: 2; Revere: 1; Haverhill: 1.

Employee Training

Revolutionary Clinics II, Inc. ("RC") will assure personnel policies meet or exceed all Cannabis Control Commission regulations per 935 CMR 500: Adult use of Marijuana. Procedures presently in use by Revolutionary Clinics, and in compliance with 105 CMR 725.000: Implementation of an Act for the Humanitarian Medical Use of Marijuana, have been updated to meet these standards.

RC will apply for registration for all of our board members, directors, employees, executives, managers, and associated volunteers. Each individual determined to be suitable for registration will be issued a registration card. Registration card is required to be visibly displayed at all times when individuals are on RC facility property or transporting marijuana product. All such individuals will be 21 years of age or older; have not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.802.

Personnel Policies will be given to each individual upon hiring. Policies include, but are not limited to:

- Limitations on associated individuals' authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
- Equal opportunity employer policy
- Freedom from harassment and discrimination policy

- Sexual harassment prevention policy
- American with disabilities act and state laws equivalents
- Open door policy
- Alcohol, smoke and Drug-free workplace policy
- Health Insurance Portability and Accountability Act of 1996
- Electronic communications media use policy
- Social media policy
- Severe weather and emergency conditions policy
- How confidential information is maintained
- Immediate dismissal of any marijuana establishment agent who has:
 - Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission;
 - Or been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

Employee Qualifications and Training

Pursuant to 935 CMR 500.105(2)(a) Revolutionary Clinics II, Inc. (“RC”) will ensure all dispensary agents complete Orientation training prior to performing job functions. Training will be tailored to the employee’s role, responsibilities of the job function and all standard operation procedures (SOPs are included in the Appendices). Dispensary agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive 20 hours of initial training and at least eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with RC. Each department manager will provide orientation for dispensary agents assigned to their department.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of RC that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program; and once designated a “responsible vendor”, require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. Responsible vendor training shall include discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. RC will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b).

All RC employees will be duly registered as marijuana establishment agents in accordance with 935 CMR 500.030, and have to complete a background check per 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by RC and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a). All registered agents of RC shall meet suitability standards of 935 CMR 500.800.