



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281507
Original Issued Date: 11/30/2018
Issued Date: 11/19/2020
Expiration Date: 11/30/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Revolutionary Clinics II, Inc.

Phone Number: 617-283-2304 Email Address: bmiller@revclinics.org

Business Address 1: 9 Bartlet Street Business Address 2: Suite 335
Business City: Andover Business State: MA Business Zip Code: 01810
Mailing Address 1: 9 Bartlett Street Mailing Address 2: Suite 335
Mailing City: Andover Mailing State: MA Mailing Zip Code: 01810

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201849

RMD INFORMATION

Name of RMD: Revolutionary Clinics II, Inc.
Department of Public Health RMD Registration Number: RMD 405
Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 16.66
Role: Board Member Other Role:
First Name: Keith Last Name: Cooper Suffix:

Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Gregory	Last Name: Ansin	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Lillian	Last Name: Montalto	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Robert	Last Name: Bohlen	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 5

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Tyler	Last Name: Richards	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 6

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Jayne	Last Name: Vining	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 7

Percentage Of Ownership:	Percentage Of Control:	
Role: Executive / Officer	Other Role:	

Date generated: 12/03/2020

First Name: Thomas Last Name: Schneider Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 8

Percentage Of Ownership: Percentage Of Control:
Role: Manager Other Role:
First Name: Shaka Last Name: Ramsay Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Some Other Race or Ethnicity
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 9

Percentage Of Ownership: Percentage Of Control:
Role: Manager Other Role:
First Name: Michele Last Name: Andolina Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: Percentage of Ownership: 100
Entity Legal Name: CD Services of America, LLC Entity DBA: DBA
City:
Entity Description: Owner
Foreign Subsidiary Narrative:
Entity Phone: Entity Email: Entity Website:
Entity Address 1: Entity Address 2:
Entity City: Entity State: Entity Zip Code:
Entity Mailing Address 1: Entity Mailing Address 2:
Entity Mailing City: Entity Mailing State: Entity Mailing Zip Code:
Relationship Description: CD Services of America, LLC is the owner of Revolutionary Clinics II, Inc. This entity provides funding for the Marijuana Establishment.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: CD Services of America, LLC Entity DBA:
Email: keithc@revclinics.org Phone: 617-803-3354
Address 1: 9 Bartlet Street Address 2: Suite 322

City: Andover State: MA Zip Code: 01810
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$100 Percentage of Initial Capital: 100
Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Keith Last Name: Cooper Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 2

First Name: Gregory Last Name: Ansin Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 3

First Name: Lillian Last Name: Montalto Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 4

First Name: Robert Last Name: Bohlen Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 5

First Name: Tyler Last Name: Richards Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State:
MA

Individual 6

First Name: Jayne Last Name: Vining Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 7

First Name: Thomas Last Name: Schneider Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 8

First Name: Shaka Last Name: Ramsay Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 9

First Name: Michele Last Name: Andolina Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: One Oak Hill Road

Establishment Address 2: Unit B

Establishment City: Fitchburg Establishment Zip Code: 01420

Approximate square footage of the Establishment: 70000 How many abutters does this property have?: 1

Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes

Cultivation Tier: Tier 08: 60,001 to 70,000 sq. ft Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 08: 60,001 to 70,000 sq. ft Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Rev Clinics Community Outreach Materials.pdf	pdf	5b2c298753361a503c1d58a8	06/21/2018
Plan to Remain Compliant with Local Zoning	RC Plan to Remain Compliant with Zoning Fitchburg.pdf	pdf	5b4e2c43a208e331ed151766	07/17/2018
Certification of Host Community Agreement	RC Fitchburg Host Certification 7.18.18.pdf	pdf	5b50b2b84b1b3a3ec37eb9aa	07/19/2018
Community Outreach Meeting Documentation	Fitchburg Community Outreach Notice 4.13.18.pdf	pdf	5b6c782437742339413933a5	08/09/2018

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$200000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	RC Plan for Positive Impact.pdf	pdf	5b48c134b0153b3eaf4b3c15	07/13/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Keith Last Name: Cooper Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: Robert Last Name: Bohlen Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Lillian Last Name: Montalto Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Gregory Last Name: Ansin Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 5

Role: Other Role:
First Name: Tyler Last Name: Richards Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 6

Role: Other Role:
First Name: Thomas Last Name: Schneider Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 7

Role: Other Role:
First Name: Michele Last Name: Andolina Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 8

Role: Other Role:
First Name: Shaka Last Name: Ramsay Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 9

Role: Other Role:
First Name: Jayne Last Name: Vining Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor

Other Role:

Entity Legal Name: CD Services of America, LLC

Entity DBA:

Entity Description: Owner of Revolutionary Clinics II, Inc.

Phone: 617-803-3354

Email: keithc@revclinics.org

Primary Business Address 1: 9 Bartlet Street

Primary Business Address 2: Suite 322

Primary Business City: Andover

Primary Business State: MA

Principal Business Zip Code: 01810

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Rev Clinics Cert of Good Standing SOS.pdf	pdf	5b27ea1010757543fbca6f5d	06/18/2018
Articles of Organization	Re Clinics Articles of Organization.pdf	pdf	5b27ea36a6220743bfd9d21f	06/18/2018
Bylaws	Rev Clinics Bylaws Approved.pdf	pdf	5b27ea535617f143c98bb056	06/18/2018
Department of Revenue - Certificate of Good standing	Rev Clinics DOR Certificate of Good Standing 6.24.18.pdf	pdf	5b4dfdaec7cb5d31f7ff8beb	07/17/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	2020 08 19 DOR Certificate of Good Standing.pdf	pdf	5f6a5b7b9bb9f30799287477	09/22/2020
Department of Unemployment Assistance - Certificate of Good standing	Certificate of Compliance 22055229.pdf	pdf	5f6a5b818012da07a0d928c5	09/22/2020
Secretary of Commonwealth - Certificate of Good Standing	REVOLUTIONARY CLINICS II, INC. SOS CGS.pdf	pdf	5f73c07111982107a7230f32	09/29/2020

Massachusetts Business Identification Number: 001330206

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	RC Business Plan.pdf	pdf	5b27eb55cb211e5050f0fce9	06/18/2018
Proposed Timeline	RC Proposed Timeline Updated.pdf	pdf	5b6c7882aa953e3937b59314	08/09/2018
Plan for Liability Insurance	RC Liability Insurance Policy 9.10.19.pdf	pdf	5d8e5602b107e415ca90f10e	09/27/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload
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					Date
Separating recreational from medical operations, if applicable	RC Summary of Separating Medical from Recreational.pdf	pdf	5b48c303a074053215ddb00b		07/13/2018
Restricting Access to age 21 and older	RC Summary of Restriction of Access to 21.pdf	pdf	5b48c30b5c57ce321fac55c1		07/13/2018
Security plan	RC Summary of Security Procedures.pdf	pdf	5b48c316dbc95d3229ac46f1		07/13/2018
Prevention of diversion	RC Summary of Prevention of Diversion Plan (2).pdf	pdf	5b48c32208716131e75c76cc		07/13/2018
Storage of marijuana	RC Summary of Storage.pdf	pdf	5b48c332a208e331ed151559		07/13/2018
Transportation of marijuana	RC Summary of Transportation of Marijuana.pdf	pdf	5b48c33dc7cb5d31f7ff8a49		07/13/2018
Inventory procedures	RC Summary of Inventory Procedures.pdf	pdf	5b48c348109eba32018f05ff		07/13/2018
Quality control and testing	RC Summary of Procedures for Quality Control and Testing of Product.pdf	pdf	5b48c360a18777320b0d7f67		07/13/2018
Dispensing procedures	RC Summary of Dispensing Procedures.pdf	pdf	5b48c36ca074053215ddb00f		07/13/2018
Personnel policies including background checks	RC Summary of Personnel Policies.pdf	pdf	5b48c37d5c57ce321fac55c5		07/13/2018
Record Keeping procedures	RC Summary of Record-keeping Procedures.pdf	pdf	5b48c392dbc95d3229ac46f5		07/13/2018
Maintaining of financial records	RC Summary of Maintenance of Financial Records.pdf	pdf	5b48c39fa18777320b0d7f6b		07/13/2018
Qualifications and training	RC Summary of Qualifications and Training.pdf	pdf	5b48c425c7cb5d31f7ff8a55		07/13/2018
Policies and Procedures for cultivating.	RC Summary of Cultivating Procedures.pdf	pdf	5b4f4ad685e0cc3ea5b906f5		07/18/2018
Energy Compliance Plan	RC Energy Compliance Plan.pdf	pdf	5f7df2329bb9f3079928a249		10/07/2020
Diversity plan	RC Updated Diversity Plan 2020-2021.pdf	pdf	5f7df23fe4c06f07e61d3668		10/07/2020

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification: I Understand

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.: I Agree

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.: I Agree

I certify that all information contained within this renewal application is complete and true.: I Agree

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Please see attached document.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Please see attached documents.

HOURS OF OPERATION

Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: Open 24 Hours	Saturday To: Open 24 Hours
Sunday From: Open 24 Hours	Sunday To: Open 24 Hours

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Bert Vinina, (insert name) attest as an authorized representative of Revolutionary Clinics, LLC (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 4/23/18 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 4/13/18 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on 4/16/18 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 4/14/18 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Notice Published 4/13/18 in *Sentinel and Enterprise*

<p>recorded in said Registry 37, Page 161. ED to Subject Lot is the right for all purposes for which used until such time as a public way. Pellicchia conveyed to by deed dated 22 March Registry of Deeds in page 146. 1998, and recorded in 188, Page 305. il a Walden Court in the on off Pleasant Street entitled as Lot 14B on a mainster, Mass. Prepared 12, 2000, Whitman & gistered Professional 510 Mechanics Street, 153", said Plan recorded of Deeds in Plan Book rcel contains of land. with the benefits of the declarations as set forth Daniel E. Lattanzio from ad with said Registry at ge 140. yed to the herein named I with Worcester North ook 4368, Page 131, 412 page 417 conveyed page 94. ee deed recorded with (rich) Registry of Deeds age 131. d and conveyed subject ights, rights of way, ants, liens or claims in s, public assessments.</p>	<p>namy, First Justice of this Court: Date: April 02, 2018 Stephanie K. Fattman Register of Probate April 13, 2018 Revolutionary Clinics - Community Outreach Meeting Notice Notice is hereby given that Revolutionary Clinics has scheduled a Community Outreach meeting for a proposed marijuana establishment for Monday, April 23, 2018 at 6:00 - 8:00 pm at Anwelt Heritage Apartments, 1 Oak Hill Road, Fitchburg. The proposed cultivation facility is located at One Oak Hill Road, Fitchburg. Revolutionary Clinics seeks to expand operations from a medical-only cultivation facility to a collocated medical and adult-use cultivation facility. There will be an opportunity for the public to ask questions. April 13, 2018</p>	<p>301 6th Street Leominster towncraftsman.info 300 Home Remodeling B.A.B. Construction General Contracting, in business since 1983. Kitchen and baths a specialty. No job too big or small. Quality Guaranteed. Lic. and Insured license #10953 HIC #107456 978-345-7038 Picture Perfect Painting & Handyman Services Interior/Exterior Painting Remodeling Services Laminate & Tile Install Wainscot & Crown Free Estimates References/ Insured Bob: 978-407-1776 Employment</p>
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Municipal Notice: Attachment B

April 10, 2018

Community Outreach Meeting
Hosted by Revolutionary Clinics
for One Oak Hill Road, Fitchburg

Dear City Clerk,

Please publish the following notice.

Notice is hereby given that Revolutionary Clinics has scheduled a Community Outreach meeting for a proposed marijuana establishment for: **Monday, April 23, 2018 at 6:00 - 8:00 pm at Anwelt Heritage Apartments, 1 Oak Hill Road, Fitchburg, MA.**

The proposed cultivation facility is located at One Oak Hill Road, Fitchburg, MA. Revolutionary Clinics seeks to expand operations from a medical-only cultivation facility to a collocated medical and adult-use cultivation facility. There will be an opportunity for the public to ask questions.

Thank you,

Revolutionary Clinics Management

Municipal Notice: Attachment C
(Mailed on 4/14/18)

April 14, 2018

Community Outreach Meeting
Hosted by Revolutionary Clinics
for One Oak Hill Road, Fitchburg

Dear Neighbor,

Notice is hereby given that Revolutionary Clinics has scheduled a Community Outreach meeting for a proposed marijuana establishment for:

Monday, April 23, 2018 – 6:00 - 8:00 pm
at Anwelt Heritage Apartments, 1 Oak Hill Road, Fitchburg, MA.

The proposed cultivation facility is located at One Oak Hill Road, Fitchburg, MA. Revolutionary Clinics seeks to expand operations from a medical-only cultivation facility to a colocated medical and adult-use cultivation facility. There will be an opportunity for the public to ask questions.

Revolutionary Clinics is committed to maintaining a positive role in the community. We are dedicated to being the best possible neighbor and we appreciate your support.

We look forward to seeing you on Monday.

Best regards,

Revolutionary Clinics Management

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Revolutionary Clinics II, Inc. (“RC”) will remain in compliance with Fitchburg Zoning By-Laws. RC’s plan is to ensure that the cultivation facility and product manufacturing facility are and will remain compliant with local bylaws for the physical address at 1 Oak Hill Road, Fitchburg, MA 01420, which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana and compliance with all local zoning by-laws.

On November 1, 2016 the City of Fitchburg voted to allow Adult-Use marijuana establishments through the following article: 181.64 Registered Medical Marijuana Dispensary and Registered Medical Marijuana Manufacturing Facilities. RC has satisfied all of the conditions and requirements of this Section in order to ensure that the cultivation facility and product manufacturing facility remain in compliance.

Pursuant to 181.644(e) of the Fitchburg Zoning By-laws, RC’s cultivation facility and product manufacturing facility are located at least three hundred (300) feet from the nearest point of the cultivation structure to the nearest point of the property line of all protected uses, within the City of Fitchburg. The variance given to RC is zero feet as our Building 5 touches the Anwalt apartment building located directly next to our facility.

In accordance with 181.644(h) of the Fitchburg Zoning By-Laws, the cultivation facility and product manufacturing facility are designed in order to provide convenient, safe and secure access and egress for those who are arriving to and leaving from the site using all modes of transportation and adequately addresses issues of traffic demand, circulation flow, parking and queuing, particularly at peak periods at the facility and its impact on neighboring uses.

In addition to Revolutionary Clinics II, Inc. remaining compliant with existing Zoning By-Laws, the Chief Executive Officer and General Counsel will continually engage with the City of Fitchburg to remain up to date with local zoning ordinances and by-laws, in order to ensure that RC remains fully compliant at all times.

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant

I, Bert Vining, (insert name) certify as an authorized representative of Revolutionary Clinics II, LLC (insert name of applicant) that the applicant has executed a host community agreement with City of Fitchburg (insert name of host community) pursuant to G.L.c. 94G § 3(d) on July 18, 2018 (insert date).

Bert Vining
Signature of Authorized Representative of Applicant

Host Community

I, Stephen L. DiNatale, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for The City of Fitchburg (insert name of host community) to certify that the applicant and The City of Fitchburg (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 18, 2018 (insert date).

Stephen L. DiNatale
Signature of Contracting Authority or
Authorized Representative of Host Community

April 13, 2018

**Revolutionary
Clinics – Community
Outreach Meeting Notice**

Notice is hereby given that
Revolutionary Clinics has
scheduled a Community
Outreach meeting for a
proposed marijuana
establishment for Monday,

April 23, 2018 at
6:00 – 8:00 pm at Anwelt

Heritage Apartments, 1
Oak Hill Road, Fitchburg.

The proposed cultivation
facility is located at One
Oak Hill Road, Fitchburg.

Revolutionary Clinics
seeks to expand
operations from a
medical-only cultivation
facility to a colocated
medical and adult-use
cultivation facility. There
will be an opportunity for
the public to ask
questions.

April 13, 2018

Interpretis

<p>Public Notice</p> <p>FOR SALE: 1984 Ford Bronco, 4x4, 2-door, 100,000 miles, \$1,500. Call 442-1234.</p> <p>FOR SALE: 1985 Chevrolet, 4-door, 150,000 miles, \$1,200. Call 442-5678.</p>	<p>Public Notice</p> <p>FOR SALE: 1986 Ford Taurus, 4-door, 120,000 miles, \$1,800. Call 442-9012.</p> <p>FOR SALE: 1987 Chevrolet, 2-door, 110,000 miles, \$1,400. Call 442-3456.</p>	<p>20% Appraisal</p> <p>Call 442-7890 for a free appraisal of your home. We will give you a 20% discount on our appraisal fee.</p>	<p>210 Landscaping & Lawn</p> <p>Call 442-1111 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>220 Landscaping & Lawn</p> <p>Call 442-2222 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>230 Landscaping & Lawn</p> <p>Call 442-3333 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>240 Landscaping & Lawn</p> <p>Call 442-4444 for a free estimate. We will give you a 10% discount on our landscaping services.</p>
<p>Public Notice</p> <p>FOR SALE: 1988 Ford Bronco, 4x4, 2-door, 100,000 miles, \$1,500. Call 442-1234.</p> <p>FOR SALE: 1989 Chevrolet, 4-door, 150,000 miles, \$1,200. Call 442-5678.</p>	<p>Public Notice</p> <p>FOR SALE: 1990 Ford Taurus, 4-door, 120,000 miles, \$1,800. Call 442-9012.</p> <p>FOR SALE: 1991 Chevrolet, 2-door, 110,000 miles, \$1,400. Call 442-3456.</p>	<p>250 Appraisal</p> <p>Call 442-7890 for a free appraisal of your home. We will give you a 20% discount on our appraisal fee.</p>	<p>260 Landscaping & Lawn</p> <p>Call 442-1111 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>270 Landscaping & Lawn</p> <p>Call 442-2222 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>280 Landscaping & Lawn</p> <p>Call 442-3333 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>290 Landscaping & Lawn</p> <p>Call 442-4444 for a free estimate. We will give you a 10% discount on our landscaping services.</p>
<p>Public Notice</p> <p>FOR SALE: 1992 Ford Bronco, 4x4, 2-door, 100,000 miles, \$1,500. Call 442-1234.</p> <p>FOR SALE: 1993 Chevrolet, 4-door, 150,000 miles, \$1,200. Call 442-5678.</p>	<p>Public Notice</p> <p>FOR SALE: 1994 Ford Taurus, 4-door, 120,000 miles, \$1,800. Call 442-9012.</p> <p>FOR SALE: 1995 Chevrolet, 2-door, 110,000 miles, \$1,400. Call 442-3456.</p>	<p>300 Appraisal</p> <p>Call 442-7890 for a free appraisal of your home. We will give you a 20% discount on our appraisal fee.</p>	<p>310 Landscaping & Lawn</p> <p>Call 442-1111 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>320 Landscaping & Lawn</p> <p>Call 442-2222 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>330 Landscaping & Lawn</p> <p>Call 442-3333 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>340 Landscaping & Lawn</p> <p>Call 442-4444 for a free estimate. We will give you a 10% discount on our landscaping services.</p>
<p>Public Notice</p> <p>FOR SALE: 1996 Ford Bronco, 4x4, 2-door, 100,000 miles, \$1,500. Call 442-1234.</p> <p>FOR SALE: 1997 Chevrolet, 4-door, 150,000 miles, \$1,200. Call 442-5678.</p>	<p>Public Notice</p> <p>FOR SALE: 1998 Ford Taurus, 4-door, 120,000 miles, \$1,800. Call 442-9012.</p> <p>FOR SALE: 1999 Chevrolet, 2-door, 110,000 miles, \$1,400. Call 442-3456.</p>	<p>350 Appraisal</p> <p>Call 442-7890 for a free appraisal of your home. We will give you a 20% discount on our appraisal fee.</p>	<p>360 Landscaping & Lawn</p> <p>Call 442-1111 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>370 Landscaping & Lawn</p> <p>Call 442-2222 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>380 Landscaping & Lawn</p> <p>Call 442-3333 for a free estimate. We will give you a 10% discount on our landscaping services.</p>	<p>390 Landscaping & Lawn</p> <p>Call 442-4444 for a free estimate. We will give you a 10% discount on our landscaping services.</p>

- Employment
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September 15, 2020

SENT VIA EMAIL

Vincent Pusateri, City Solicitor
Fitchburg City Hall
166 Boulder Drive
Fitchburg, MA 01420

RE: Revolutionary Clinics II, Inc. Cultivation and Product Manufacturing Marijuana Establishments

Dear Attorney Pusateri,

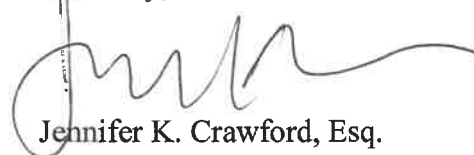
As you know, Revolutionary Clinics II, Inc. ("Rev Clinics") currently holds a Cultivation Marijuana Establishment License and Product Manufacturing Marijuana Establishment License located at One Oak Hill Road in Fitchburg. Pursuant to 935 CMR 500.103(4), Rev Clinics must submit an application for the annual renewal of its license to operate in Fitchburg to the Cannabis Control Commission ("CCC"). As a condition of that renewal, the CCC has required that we request from Fitchburg, our host community, the records of any cost to the city anticipated or actual, resulting from the operation of our Cultivation Marijuana Establishment and Product Manufacturing Marijuana Establishment.

In order to comply with this condition of our renewal, we are submitting to your office our formal request for records of any cost incurred by the City of Fitchburg over the past year as a result of our operations. Please send any documentation to by mail or e-mail to:

Good Chemistry of Massachusetts, Inc.
c/o Jennifer K. Crawford
Smith, Costello & Crawford
One State Street, 15th Floor
Boston, MA 02109
jcrawford@publicpolicylaw.com

We thank you for your attention to this matter. Please do not hesitate to reach out should you have any questions.

Sincerely,



Jennifer K. Crawford, Esq.

Affidavit of No Response to Municipal Cost Letter

I, Devin Hall, as VP of Compliance and Security of Revolutionary Clinics II hereby certify that on September 15, 2020, Revolutionary Clinics II sent formal notice to the City of Fitchburg requesting from our host community records of any cost to the city or town reasonably related to the operation of the establishment. As of September 30, 2020, Revolutionary Clinics II has not received a response from the City of Fitchburg related to this request.

Devin Hall
(NAME)

9/30/20
Date

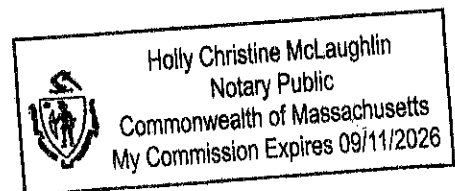
STATE OF Massachusetts

COUNTY OF Worcester

On this 30th day of September, 2020, before me, the undersigned notary public, personally appeared Devin Hall satisfactory evidence of identification, which was a MA State Driver's License be the person whose name is signed on the preceding or attached document and acknowledged to me that he signed it voluntarily for its stated purpose.

Holly McLaughlin (official signature and seal of notary)

My commission expires: 9/11/2026



Plan for Positive Impact

I. Intent

The prohibition on cannabis has had a disproportionate impact on various communities in Massachusetts. As the legal cannabis industry begins in the Commonwealth, it is fully acknowledged that Revolutionary Clinics II, Inc. (“RC”) has a responsibility to ensure that it is contribution to the communities in which it is located and is serving. As RC’s cultivation and product manufacturing facilities are located in Fitchburg, we are aware of the need to focus on those areas that have been disproportionately impacted to ensure that the effects on these areas can be mitigated after years of a non-level playing field. RC and the management team is fully committed to ensuring it is maintaining important relationships, offering positive contributions and creating a framework by which our company can help to alleviate the negative effects of the past.

II. Purpose

The intent of this document is to summarize RC’s Plan for Positive Impact and to ensure that RC and its business create positive and lasting impacts on the Fitchburg community of which it will be a part.

III. Goals

RC is committed to ensuring that we foster positive relationships within our host communities and within the communities in which we serve. We aim to serve as role models for the industry and demonstrate to others the many ways in which the cannabis industry and communities can work together to effect meaningful and lasting change. To that end, RC constantly endeavors to identify ways in which it can give back to communities and serve those who have disproportionately impacted over the years.

IV. Proposed Initiatives

Revolutionary Clinics II, Inc. is dedicated to having an ongoing positive impact in the communities in which it operates. To that end, we have outlined some of our proposed initiatives that will help to begin to allow us to reach our goals.

Give Back Days: RC partners with local non-profit organizations and donates ten percent of sales to the group for the day. These days are mutually beneficial as we work together for marketing and outreach purposes, increasing awareness of both groups’ missions, and give a portion of the day’s sales to the group to further their goals and initiatives.

Revolutionary Clinics II, Inc.
Application of Intent

Open Houses and Educational Events: RC partners with local groups to host educational events that assist in furthering our mission and objectives through increasing awareness in the communities. We believe that it is critical for RC to have personal relationships with the community and let them know that we are more than just a business but fully committed to seeing improvements in all areas and for all people. We host these Open Houses almost every Thursday evening, roughly 40 times a calendar year.

Hiring Preferences for our Host Community: Many residents of our host communities have been disproportionately impacted by the war on drugs. To that end, we strive to give hiring preferences to these individuals from these communities and make accommodations for these particular applicants. By creating careers and educational advancement available for residents of the surrounding areas, it is our hope that we can positively impact in some way those individuals requiring access to professional opportunities.

Community Service: RC is committed to providing community service time to help improve our community. We will be regularly donating our time and person-hours to ensure that we are not only adding value but we are also directly meeting the people that both need the assistance and also are on the front-lines helping those in need. We fully believe that these personal connections through robust and continuous community engagement are critical to certifying that RC can integrate ourselves as productive and positive members of the community that people can trust and count on to be proper community partners.

Community Relations Board: RC will establish a Community Relations Board that is funded by RC and has the authority to make a gift or grant funds, goods and/or services on behalf of RC to local charities or to contribute to addressing the needs of the City. The Board shall have the goal, but not the obligation, of funding the Board in the amount of \$25,000 annually. The City's needs and local charities shall be identified by the Board. The Mayor of Fitchburg will assist RC in selecting the members of the Board.

Charitable Contributions: RC consistently contributes to non-profits that serve our host communities to ensure that we are providing assistance to the areas that are in the most need. We greatly respect the work that these organizations are able to do in the community and find that they are the very best at knowing the most effective manner in which to utilize funds that they raise and ensure that these funds are going to the most appropriate purposes. We generally donate on average around \$1,000 per month to these groups.

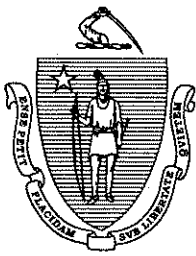
Impact Fee: RC has agreed to provide the City of Fitchburg with an "impact fee" to help to alleviate the impacts to the City in the siting of our facility within its limits. The fee should assist the City in combating blight and other economic issues facing the

Revolutionary Clinics II, Inc.
Application of Intent

community; to support substance abuse education, prevention, treatment and housing; to repair or improve the City's infrastructure and utility service; to increase public health and safety services; and other uses that might arise and be related to the impact that RC potentially has on the City.

V. Evaluation

RC will continuous to conduct internal evaluations of the effectiveness of our programs and the progress of the implementation of our goals. The company will evaluate the success of our contributions through community feedback and regular contact with those organizations with who we partner. We will strive to refine our approach and identify new ways in which to provide positive and meaningful impacts on our host community.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

June 12, 2018

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

REVOLUTIONARY CLINICS II, INC.

is a domestic corporation organized on **May 31, 2018**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

Revolutionary Clinics II, Inc. is a Medical
Marijuana Treatment Center with the
Department of Public Health in accordance
with 105 CMR 725.004 as of May 29, 2018.

Dr. G. D.

Bryan Harter
Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Revolutionary Clinics II, Inc. 263198554
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Revolutionary Clinics II, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Revolutionary Clinics II, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

To engage in the cultivation, production, dispensing and sale of marijuana and marijuana products in Massachusetts, as permitted by Massachusetts law, and to engage in all activities that are related or incidental thereto and all other activities that are permitted to Domestic Business Corporations in Massachusetts.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	1			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

The common share of the company will have the rights generally afforded common stock under the General Laws of the Commonwealth of Massachusetts as those rights are further defined by the interpretive courts including the rights to dividend distributions, the right to vote to elect the board of directors of the company, and the right to the net proceeds of the company on liquidation. These preceding rights are not meant to be exclusionary, but merely representative of the rights afforded a shareholder of a corporation formed in Massachusetts. These rights can not be changed without the consent of the common stock shareholder that is reflected in an amendment to the company's Articles of Organization.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

The Articles of Organization does not impose a restriction on the transfer of the common share of the company.

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
1 Oak Hill Rd, Fitchburg, MA 01420
- b. The name of its initial registered agent at its registered office:
Keith W. Cooper
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Keith W. Cooper**

Treasurer: **Keith W. Cooper**

Secretary: **Keith W. Cooper**

Director(s): **Jayne Vining, Keith W. Cooper, Robert M. Bohlen, Lillian Montalto, Tyler Richard's, G. Ryan Ansin**

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivating, processing, and dispensing marijuana.
- f. The street address of the principal office of the corporation:
1 Oak Hill Rd, Fitchburg, MA 01420
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

1 Oak Hill Rd, Fitchburg, MA 01420

(number, street, city or town, state, zip code)

, which is

- ☒ its principal office;
- ☐ an office of its transfer agent;
- ☐ an office of its secretary/assistant secretary;
- ☐ its registered office.

Signed by:

Keith Cooper
Keith Cooper (May 22, 2018)

(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 22nd day of May

, 2018

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: Minimum \$250

Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Eric Kirkland

555 W. 5th Street, 35th Floor

Los Angeles, California 90013

Telephone: (424) 265-7344

Email: Eric@eKirklandLaw.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

AMENDED AND RESTATED BYLAWS of REVOLUTIONARY CLINICS II, INC.

A Massachusetts Corporation

ARTICLE ONE OFFICE

These Amended and Restated Bylaws (the “*Bylaws*”) of Revolutionary Clinics, II, Inc. (the “*Corporation*”) are effective as of first business day the Corporation’s Articles of Conversion are approved by the Office of the Secretary of the Commonwealth of Massachusetts converting the Corporation from non-profit status under Chapter 180 of the General Laws of Massachusetts to for-profit status under Chapter 156 of the General Laws of Massachusetts pursuant to Section 950 of the Code of Massachusetts Regulations. Keith W. Cooper will serve as the Company’s registered agent at the address of 1 Oak Hill Road, Fitchburg, Massachusetts 01420 which will also serve as the Corporation’s Registered Office address. The Corporation may have a Registered Office outside of the Commonwealth of Massachusetts as the Board of Directors shall resolve from time to time.

ARTICLE TWO SHAREHOLDERS

Section 2.01 Annual Meeting

The annual meeting of the Corporation's Shareholders will be held every year on the conversion date, if not a legal holiday; if a legal holiday, then the next business day, or as otherwise designated by the Board of Directors. The purpose of the annual meeting is to elect Directors to succeed those whose terms expire as of the date of the annual meeting, and to transact any other corporate business arising before the meeting. Any Shareholder may apply to a court of competent jurisdiction to order an annual meeting if one is not held within 15 months after the last annual meeting.

Section 2.02 Special Meetings

Special meetings of the Shareholders may be called at any time for any purpose by the President/CEO (“*President*”) or by a majority of the Board of Directors. The special meeting will be called by the President or any Director of the Corporation upon the written request of the holders of 50% of all the shares outstanding and entitled to vote on the business to be transacted at the meeting. The written request must state the meeting's purpose. The Shareholders must restrict the business transacted at all special meetings of Shareholders to the purpose stated in the notice of the meeting.

Section 2.03 Meeting Location

The Shareholders will hold all meetings at the Corporation's principal office or as designated by the Board of Directors and specified in the notice of the meeting. Unless otherwise provided in

the Articles of Organization, the Board of Directors may adopt procedures authorizing any annual or special meeting of Shareholders to be held solely by means of remote communication rather than in person at a physical location. Subject to any procedures the Board of Directors may adopt, Shareholders and any proxyholders not physically present at a meeting of Shareholders may participate in and vote at the meeting by conference telephone or other similar electronic communications equipment, and will be deemed present in person at the meeting for all purposes of these Bylaws, whether the meeting is held at a designated place or solely by means of remote communication. Any procedures promulgated by the Board of Directors must require that all the Shareholders and any proxyholders participating in the meeting can hear and speak to each other at the same time. If any Shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, the Corporation must maintain a record of the vote or other action taken.

Section 2.04 Meeting Notice

The Secretary will email notice of each Shareholder meeting pursuant to the requirements set forth in Section 9.06 of these Bylaws to each Shareholder of record entitled to vote at the Shareholder's address as it appears on the books of the Corporation. The Secretary will email the notice at least 5 days but no more than 21 days before the meeting. The notice must state the place, day, and hour at which the meeting will be held and, in the case of any special meeting, must state briefly the meeting's purpose. If any Shareholder meeting is adjourned to a different date, time, or place, the Secretary need not give notice of the new date, time, or place if this information is announced at the meeting before adjourning. But if a new record date for the adjourned meeting is fixed, the Secretary must give notice of the adjourned meeting to Shareholders as of the new record date.

Section 2.05 Shareholder Meetings

If all the Shareholders entitled to vote meet at any place, within or outside the Commonwealth of Massachusetts, and consent to the holding of a meeting, the meeting will be valid without call or notice, and the Shareholders may take any action at the meeting.

Section 2.06 Action without Meeting by Written Consent

Any action required or permitted to be taken at a Shareholder meeting may be taken without a meeting when all the Shareholders entitled to vote on the subject matter sign a written consent to the action. These signed consents will have the same force and effect as the unanimous vote of all the Shareholders at a meeting duly held. The Secretary must file these consents with the minutes of the Shareholder meetings.

Section 2.07 Quorum

The presence in person or by proxy of the holders of record of a majority of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote will constitute a quorum at all meetings of the Shareholders, except as otherwise specifically provided by law, by the Articles of Organization, or by these Bylaws, or a resolution of the Board of Directors

requiring satisfaction of a greater or lesser quorum requirement. If less than a quorum attends a meeting, the meeting may be adjourned from time to time until a quorum is present. A majority vote of the Shareholders present or represented may adjourn the meeting without any notice other than by announcement at the meeting. At any adjourned meeting at which a quorum is later present, any business may be transacted that might have been transacted if the meeting had been held as originally called.

Section 2.08 Conduct of Meetings

The President of the Corporation will preside over Shareholder meetings or, if she or he is not present, by a Vice President, or, if none of those officers are present, by a chairperson elected at the meeting. The Secretary of the Corporation, or if she or he is not present, any Assistant Secretary will act as secretary of the meeting. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

Section 2.09 Voting

At all Shareholder meetings, every Shareholder entitled to vote will have one vote for each share of stock standing in his or her name on the books of the Corporation on the date the Shareholders entitled to vote at the meeting are determined. The vote may be made either in person or by proxy. The proxy must be appointed by a written instrument signed by the Shareholder or the Shareholder's duly authorized attorney in fact, bearing a date not more than three months before the meeting, unless the instrument provides for a longer period, but in no event more than 11 months before the meeting. The proxy must be dated, but need not be sealed, witnessed, or acknowledged. All elections must be had and all questions must be decided by a majority of the votes cast at a duly organized meeting, except as otherwise provided by law, by the Articles of Organization, or by these Bylaws.

Other than an election of Directors, favorable action on a matter by a quorum is taken if it is approved by a majority of the shares outstanding and entitled to vote on the matter. In the case of any matter that has been approved by vote of the Board of Directors taken at a meeting held before a Shareholder meeting, only a simple majority vote of the shares voted is necessary to approve the action, unless the Board of Directors requires a greater number of affirmative votes. Directors may be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot is required for this election unless requested by a Shareholder or proxyholder entitled to vote in the election.

Section 2.10 Cumulative Voting

Cumulative voting will not apply to election of Directors. In all elections for Directors, each Shareholder will have the right to cast votes for as many candidates as there are Directors to be elected, and may cast as many votes as equal the number of voting shares owned by him or her in the Corporation for each candidate, either in person or by proxy.

Section 2.11 Voting Lists

At least 10 days before each Shareholder meeting, the Secretary will make a complete and alphabetized list of the Shareholders entitled to vote at the meeting, with the address and the number of shares held by each. The Secretary will keep the list on file at the Registered Office of the Corporation for 10 days before the meeting. The list will be subject to inspection by any Shareholder at any time during usual business hours. The list will also be produced and kept open at the time and place of the meeting and will be subject to the inspection of any Shareholder during the meeting. The original or a duplicate share ledger or transfer book will be *prima facie* evidence as to the Shareholders entitled to examine the list or to vote at any Shareholder meeting.

Section 2.12 Voting of Shares by Certain Holders

Shares standing in the name of another domestic or foreign corporation may be voted by the officer, agent, or proxy as those corporate bylaws provide, or, if the corporate bylaws make no provision, as that corporation's board of directors may determine.

Shares standing in the name of a deceased person may be voted by his or her administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, curator, or trustee may be voted by the fiduciary, either in person or by proxy. But no guardian, curator, or trustee may vote shares held by him or her as a fiduciary without a transfer of the shares into his or her name.

Shares standing in the name of a receiver may be voted by the receiver, and shares held by or under the control of a receiver may be voted by the receiver without the transfer of the shares into his or her name if authority to do so is contained in an appropriate order of the court that appointed the receiver. A Shareholder whose shares are pledged will be entitled to vote the shares until the shares have been transferred into the name of the pledgee. After the transfer, the pledgee will be entitled to vote the transferred shares.

Section 2.13 Records Inspection

A Shareholder entitled to inspect the records of the Corporation under any statutory or other legal right will have access to the records on demand only during the usual and customary hours of business and in a manner that will not unduly interfere with the Corporation's regular conduct of the business. A Shareholder may delegate this inspection right to a certified or public accountant or a licensed attorney at law on the condition that, at the Corporation's request, an accurate copy of every report made by the accountant or attorney based on the inspection be provided to the Corporation when the report is completed. No Shareholder may use, permit to be used, or acquiesce to others' use of any information the Shareholder, accountant, or attorney obtains to the competitive detriment of the Corporation.

ARTICLE THREE BOARD OF DIRECTORS

Section 3.01 General Powers

The property and business of the Corporation will be managed under the direction of the Board of Directors of the Corporation.

Section 3.02 Number and Term of Office

The number of Directors to constitute the first Board of Directors of the Corporation will be six. The Directors need not be Shareholders. The Shareholders must elect Directors each year at the annual meeting of Shareholders, and each Director will serve until his or her successor is elected and qualified. The Chairman of the Board shall facilitate the Board meetings and does not have the right to cast a tie breaking vote if the directors are deadlocked. The Chairman shall be elected by the Shareholders.

Section 3.03 Filling Vacancies

If a vacancy in the Board of Directors arises for any reason, the remaining Directors, by majority vote, may elect a successor to hold office for the unexpired portion of the remaining term. The newly elected Director will hold office until the election of his or her successor, or until resigning or being removed before the end of the term by an affirmative vote of a majority of the Shareholders.

Similarly, if the number of Directors is increased as provided in these Bylaws, the additional Directors will be elected by the Board of Directors already in office, and will hold office until the next annual meeting of Shareholders and thereafter until his, her, or their successors are elected. Any Director may be removed from office with or without cause by the affirmative vote of the holders of the majority of the stock issued, outstanding, and entitled to vote at any special meeting of Shareholders regularly called for the purpose.

Section 3.04 Meeting Location

The Board of Directors may hold their meetings, have one or more offices, and keep the books of the Corporation within or outside the state of Massachusetts, at any place or places as they may from time to time determine by resolution or by written consent of all the Directors.

Section 3.05 Meeting Electronically

Members of the Board of Directors may participate in a meeting by means of conference telephone or other similar electronic communications equipment if all of the persons participating in the meeting can hear and speak to each other at the same time. Participating in a meeting in this manner is the same as presence in person at a meeting for all purposes of these Bylaws.

Section 3.06 Regular Meetings

The Board of Directors may hold regular meetings without notice at those times and places as the Board determines by corporate resolution only if the Secretary has emailed notice pursuant to the

requirements set forth in Section 9.06 of every Board resolution fixing or changing the time or place for holding the regular meetings to each Director at least three days before the first meeting held under the resolution. But the annual meeting of the Board of Directors must be held immediately after the annual Shareholder meeting at which a Board of Directors is elected. The Board may transact any business at a regular meeting.

Section 3.07 Special Meetings

Special meetings of the Board of Directors will be held whenever called by direction of the President. Special meetings must be called by the President or the Secretary upon written request of a majority of the Board of Directors. The Secretary must give notice of each special meeting of the Board of Directors by pursuant to Section 9.06 to each Director at least three days before the meeting. Any Director may waive receipt of notice. Unless otherwise indicated in the notice, the Board may transact any business at a special meeting.

Section 3.08 Quorum

A quorum for the transaction of business at all meetings of the Board of Directors comprises a majority of all the Directors. But if at any meeting less than a quorum is present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Organization, or by these Bylaws.

Section 3.09 Meetings of Directors

If all of the Directors entitled to vote meet at any place, within or without the State, and consent to hold a meeting, that meeting will be valid without call or notice, and the Board may take any corporate action at the meeting.

Section 3.10 Action without Meeting by Written Consents

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting when written consents setting forth the action taken are signed by all of the Directors entitled to vote with respect to the subject matter. These consents will have the same force and effect as the unanimous vote of the Directors at a meeting duly held. The Secretary must file the consents with the minutes of the meetings of the Directors.

Section 3.11 Compensation of Directors

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates and reimbursement of the expenses incurred in attending any regular or special meeting of the Board. The reimbursement and compensation will be payable whether or not a meeting is adjourned because of the absence of a quorum. No provision of these Bylaws precludes any Director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 3.12 Committees

The Board of Directors may, by resolution passed by the Board, designate one or more committees that will have and may exercise the powers of the Board of Directors. Each committee must consist of two or more of the Directors of the Corporation. The Board of Directors must name these committees by resolution.

ARTICLE FOUR OFFICERS

Section 4.01 Appointment, Tenure, and Compensation

The officers of the Corporation will be a President/Chief Executive Officer, the Secretary, the CFO/Treasurer ("*Treasurer*"), and any other officers the Board of Directors may appoint from time to time as the Board may consider necessary for the Corporation's proper conduct of the business. The officers will be appointed by the Board of Directors at its first meeting following the annual meeting of the Shareholders except where a longer term is specifically provided in an employment contract duly authorized and approved by the Board of Directors. In any employment contract, the Board of Directors may employ an officer for a term in excess of one year and for as long a term as the Board determines in accordance with the law. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer may sign, acknowledge, or verify any instrument in more than one capacity if the law or these Bylaws require the instrument to be executed, acknowledged, or verified by two or more officers. The Board of Directors will fix the compensation or salary paid to all officers of the Corporation by resolution.

If any office other than an office required by law is not filled by the Board of Directors or later becomes vacant, the office and all references in these Bylaws are inoperative until the Board of Directors fills the office in accordance with these Bylaws.

Except where otherwise specifically provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation are subject to removal at any time by the majority vote of the whole Board of Directors, and all officers, agents, and employees hold office at the discretion of the Board of Directors or of the officers appointing them.

Section 4.02 Powers and Duties of the President

The President of the Corporation has general charge and control of all its business affairs and properties. He or she will preside at all Shareholder meetings.

The President may sign and execute all authorized bonds, contracts, or other obligations in the Corporation's name. He or she will have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President will be an *ex officio* member of all the standing committees. He or she shall perform all other duties as the Board of Directors may assign from time to time.

Section 4.03 Powers and Duties of the Vice President

The Board of Directors may appoint a Vice President and may appoint more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President will have other powers and perform all other duties assigned by the Board of Directors or by the President. If the President is absent or disabled, any Vice President may perform the duties of that office, and any action taken by the Vice President in place of the President will be conclusive evidence of the absence or disability of the President.

Section 4.04 Secretary

The Secretary will give or cause to be given notice of all meetings of Shareholders and Directors and all other notices required by law or by these Bylaws. In the Secretary's absence, refusal, or neglect, the President may direct any person to give this notice. The Secretary must record all the Shareholder and Board of Director meeting proceedings in books provided for that purpose, and shall perform all other duties assigned by the Directors or the President. The Secretary will have charge of the transfer book for shares of the Corporation. The Secretary will have custody of the corporate seal, if any; will affix the seal to all instruments requiring it when authorized by the Board of Directors or the President; and will attest the fixing of the seal.

In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

Section 4.05 Treasurer

The Treasurer will have custody of all the funds and securities of the Corporation, and he or she will keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer will deposit all moneys and other valuables in the name and to the credit of the Corporation in the depository or depositories designated by the Board of Directors.

The Treasurer will disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers for all disbursements. He or she will provide to the President and the Board of Directors, with or without specific request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer will give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the Corporation of all books, papers, vouchers, moneys, and other properties of any kind in his or her possession or under his or her control belonging to the Corporation if he or she is removed from office for any reason.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

ARTICLE FIVE CAPITAL STOCK

Section 5.01 Issuance of Certificates of Stock

The Corporation will not issue Certificates as evidence of ownership unless so approved by the Board of Directors. If the Board shall resolve to issue certificates to evidence ownership of the Corporation, then all certificates must be signed by the President or by the Vice President and countersigned by the Secretary or by an Assistant Secretary. All certificates for each class of stock will be consecutively numbered. The Secretary will enter the name of the person owning the shares issued and the holder's address in the Corporation's books. The Secretary will cancel all certificates surrendered to the Corporation for transfer and no new certificates representing the same number of shares may be issued until the former certificate or certificates for the same number of shares have been surrendered and cancelled. If a certificate of stock is lost or destroyed, the Secretary may issue a replacement certificate upon proof of the loss or destruction and, unless specifically waived by the President, give a satisfactory bond of indemnity not exceeding an amount double the value of the stock. Both the proof and bond must be in a form approved by the Corporation's general counsel and by the Transfer Agent of the Corporation and by the Registrar of the stock.

The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors must determine that the consideration for the shares to be issued is adequate. The Board of Directors will determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

The Board of Directors may set the preferences of each class or series authorized by the Articles of Organization.

Section 5.02 Transfer of Shares

Shares of the Corporation's capital stock will be transferred on the corporate books only by the holder of the stock in person or by his or her attorney in fact. The capital stock certificates must be surrendered and cancelled in exchange for a like number of shares in accordance with these Bylaws.

Section 5.03 Registered Shareholders

The Corporation may treat the holder of record of any share or shares of stock as the holder in fact of those shares, and is not bound to recognize any equitable or other claim to or interest in those shares in the name of any other person even if the Corporation has notice of the claim or interest, except as specifically provided by Massachusetts law.

Section 5.04 Closing Transfer Books

The Board of Directors may fix the time—not more than 50 days before the date of any Shareholder meeting, date of any dividend payment, or date of any allotment of rights—during which time the books of the Corporation will be closed against stock transfers. In the alternative, the Directors may fix a date—not more than 50 days before the date of any Shareholder meeting, date of any dividend payment, or date of any allotment of rights—as a record date to determine the Shareholders entitled to receive notice of and to vote at any meeting or to receive any dividends or rights (as the case may be). Only Shareholders of record on those dates will be entitled to receive notice of and to vote at the meeting or to receive dividends or rights (as the case may be).

Section 5.05 Dividends

The Board of Directors may from time to time declare and direct the Corporation to pay dividends on its outstanding shares in the manner and upon the terms provided by law and by its Articles of Organization.

ARTICLE SIX CORPORATE SEAL

The Corporation will not have a corporate seal.

ARTICLE SEVEN BANK ACCOUNTS AND LOANS

Section 7.01 Bank Accounts

The Board of Directors may from time to time authorize designated officers or agents of the Corporation to deposit any corporate funds in those banks or trust companies designated by the Board of Directors, or may delegate to those officers or agents the authority to designate banks or trust companies. The designated officers or agents may also withdraw any or all of the funds of the Corporation deposited in the bank or trust company upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation and made or signed by those officers or agents. Each bank or trust company with which funds of the Corporation are deposited is authorized to accept, and pay, without limit as to amount, all payments of money when drawn, made, or signed by officers or agents designated by the Board of Directors until the bank or trust company receives written notice revoking the authority of any officers or agents from the Board of Directors. The Board of Directors will certify from time to time to those banks or trust companies the signatures of the officers or agents of the Corporation authorized to draw against those accounts. If the Board of Directors fails to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money will be signed, any checks, drafts, and other instruments or orders for the payment of money must be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 7.02 Loans

No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. The authority granted in the resolution may be general or confined to specific instances.

Section 7.03 Contracts

The Board of Directors may authorize any officer, agent, or agents of the Corporation to enter into any contract or to sign and deliver any instrument in the name of and on behalf of the Corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

ARTICLE EIGHT REIMBURSEMENTS

If the Internal Revenue Service disallows in whole or in part any payments made to an officer or other employee of the Corporation such as salary, commission, interest or rent, or incurred entertainment expense as a deductible expense, the officer or employee must reimburse the Corporation for the amount to the full extent of its disallowance. The Board of Directors must enforce payment of each amount disallowed. Instead of payment by the officer or other employee, the Board of Directors may authorize proportionate amounts to be withheld from his or her future compensation until the amount owed to the Corporation has been recovered.

ARTICLE NINE MISCELLANEOUS PROVISIONS

Section 9.01 Fiscal Year

The Corporation's fiscal year will end on the last day of December.

Section 9.02 Validity of Copies

Any person may rely on a copy of these Bylaws or any resolution of the Board of Directors that the Secretary certifies to be a true copy to the same effect as if it were an original.

Section 9.03 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as appropriate within the context. The word *or* used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 9.04 Resignation or Removal

The phrase *resignation or removal* means the voluntary or involuntary removal of a Director or officer, as the case may be, due to death, disability, removal by vote of the Shareholders or Directors (as the case may be), resignation, or refusal to act.

Section 9.05 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within these Bylaws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this Agreement.

Section 9.06 Notices

Unless otherwise stated, whenever these Bylaws call for Notice to be given, the notice must be given by electronic mail. The Secretary of the Corporation shall maintain an official ledger that contains the email addresses for each Officer, Director and Shareholder of the Corporation to receive notice. The email Notice shall have in the subject line, the general purpose of the Notice following the words "Revolutionary Clinics II, Inc.Inc. Notice of ." The body of the email shall contain the notice information required in other Sections of these Bylaws and, at a minimum, give the recipient sufficient information to be able to discern the purpose the Notice was sent. Delivery is deemed effective the same day that the email was sent unless the email was returned as undeliverable. If the email was returned undeliverable, then either actual Notice must be given or Notice given through regular U.S. mail service to the address on file with the Corporation.

Section 9.07 Waiver of Notice

Whenever any notice is required to be given under these Bylaws, the Articles of Organization, or any law, a written waiver of the notice, signed by the person or persons entitled to receive notice, whether before or after the time stated therein, is equivalent to the giving of that notice. Attending any meeting is a waiver of notice of the meeting except if the attendance is for the specific purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE TEN AMENDMENTS

The Board of Directors has the authority to amend, alter, or repeal these Bylaws, in whole or in part, and may from time to time make additional Bylaws. This action may be taken at any general or special meeting of the Board of Directors by a vote of the Directors. But if the action is to be taken at a special meeting, notice of the meeting must state that a purpose of the meeting will be to consider and act upon alterations, amendments, or repeal of the Bylaws.

ARTICLE ELEVEN INDEMNIFICATION

Section 11.01 Indemnifying Officers and Directors against Third-Party Lawsuits

The Corporation will indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed legal action, civil, criminal, administrative, or investigative, because he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnity is against

expenses, including attorney fees, judgments, fines, and settlement amounts actually paid and reasonably incurred by him or her in connection with the legal action if he or she acted in good faith and in a manner he or she 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 conduct was unlawful. This indemnity does not extend to an action by or in the right of the Corporation

The termination of any legal action by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent will not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action, that he or she had reasonable cause to believe that the conduct was unlawful.

Section 11.02 Indemnifying Officers and Directors against Derivative Lawsuits

The Corporation will indemnify a person who was, is, or is threatened to be made a party to any threatened, pending, or completed legal action by or in the right of the Corporation to procure a judgment in its favor because he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or another enterprise. The indemnity is against expenses, including attorney fees and settlement amounts actually paid and reasonably incurred by him or her in connection with the defense or settlement of the legal action if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. But no indemnification will be made in respect of any claim, issue, or matter as to which the person was adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the legal action was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court determines proper.

Section 11.03 Discretionary Indemnification of Employees

The Board of Directors of the Corporation may extend, on a case-by-case basis, the indemnification provided in Section 11.01 and Section 11.02 of this Article to any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed legal action because he or she is or was an employee or agent of the Corporation other than a Director or officer of the Corporation. Despite the foregoing, the Corporation will be obligated to indemnify against expenses, including attorney fees, actually and reasonably incurred by an employee or agent as a result of a legal action (described in Section 11.01 and Section 11.02 of this Article) to the extent the employee or agent has successfully defended the legal action on the merits or otherwise.

Section 11.04 Determining Indemnatee's Compliance with Standard of Conduct

Any indemnification under Section 11.01, Section 11.02, and Section 11.03 of this Article, unless ordered by a court, will be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the foregoing Sections. The determination will be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding. If a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, the determination will be made by independent legal counsel in a written opinion, or by the Shareholders.

Section 11.05 Advance Payment of Expenses

The Corporation may pay expenses incurred in defending a civil or criminal action against a Director, officer, employee, or agent in advance of the action's final disposition as authorized by the Board of Directors. In each specific case, the Corporation must have received an undertaking by or on behalf of the Director, officer, employee, or agent to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 11.06 Survival of Indemnification

The indemnification provided by this Article will continue as to a person who has ceased to be a Director, officer, employee, or agent and will inure to the benefit of the person's heirs, executors, and administrators. This indemnification is not exclusive of any other rights to which those seeking indemnification may be otherwise legally entitled.

Section 11.07 Insurance on Indemnitees

In order to satisfy its obligations under these Bylaws, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation and who is indemnified against liabilities under this Article.

Section 11.08 Definitions

For the purpose of this Article, references to *Corporation* include all constituent corporations absorbed in a consolidation or merger and this Corporation. Any person who is or was a Director, officer, employee, or agent of a constituent corporation or is or was serving at the request of a constituent corporation, partnership, joint venture, trust, or other enterprise in one of those capacities will stand in the same position under this Article with respect to this Corporation as if he or she had served this Corporation in the same capacity.

For purposes of this Article:

- a. *other enterprise* includes employee benefit plans;
- b. *fin*es includes any excise taxes assessed on a person with respect to an employee benefit plan; and

- c. *serving at the request of the Corporation* includes any service as a Director, officer, employee, or agent of the Corporation that imposes duties on, or involves services by, the Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or its beneficiaries.

A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan will be considered to have acted in a manner *not opposed to the best interests of the Corporation* as referred to in this Article.

This Action is effective on the date the Articles of Conversion is approved by the Office of the Secretary of the Commonwealth of Massachusetts and is adopted by resolution by the sole Shareholder of the Corporation and the Board, each by unanimous written consent.

By: 
Keith Cooper (Jun 5, 2018)

Keith W. Cooper, Secretary

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND THE SHAREHOLDERS OF
REVOLUTIONARY CLINICS II, INC.**

In accordance with Section 156 of the General Laws of Massachusetts and the Bylaws of Revolutionary Clinics II, Inc. Inc. (the "*Company*"), the undersigns, constituting all of the directors of the Company (the "*Board*") hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting to be effective as of the date the Office of the Secretary of the Commonwealth of Massachusetts approves the Company's Articles of Conversion filed pursuant to Section 950 of the Code of Massachusetts Regulations (the "*Effective Date*");

1. Adoption of the Amended and Restated Bylaws

RESOLVED: that the Board approves and adopts the Amended and Restated Bylaws of the Company in which this Resolution is attached.

RESOLVED: that the Board approves and adopts the Amended and Restated Bylaws of the Company in which this Resolution is attached.

The undersigns representing the sole Shareholder of the Company and all of the Board of Directors of the Company hereby express our unanimous consent that the foregoing accurately reflects the Resolutions adopted effective on the Effective Date.

Attested to and Acknowledged:

By: Jayne Vining
Jayne Vining (Jun 1, 2018)

Jayne Vining, Director

By: Keith Cooper
Keith Cooper (Jun 5, 2018)

Keith W. Cooper, Director and as CEO of the
Sole Shareholder C D Services of America, LLC

By: robert bohlen
robert bohlen (Jun 4, 2018)

Robert Bohlen, as Director

By: lillian montalto
lillian montalto (Jun 5, 2018)

Lillian Montalto, Director

By: Tyler Richards
Tyler Richards (Jun 5, 2018)

Tyler Richards, Director

By: G. Ryan Ansin

G. Ryan Ansin, Director













Amended and Restated Bylaws of Clinics & Resolutions.

Adobe Sign Document History

06/05/2018

Created:	05/31/2018
By:	Liliana Carrillo (lily@ekirklandlaw.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAYlXDa1-Ropvcg8m29acUuttR-oDUyIP

"Amended and Restated Bylaws of Clinics & Resolutions." History

-  Document uploaded by Liliana Carrillo (lily@ekirklandlaw.com) from Acrobat
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05/31/2018 - 10:47:30 AM PDT
-  Document viewed by Jayne Vining (j_vining@comcast.net)
05/31/2018 - 10:58:03 AM PDT- IP address: 174.192.31.56
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06/05/2018 - 6:02:58 AM PDT- IP address: 174.192.31.57

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Signature Date: 06/05/2018 - 7:09:21 AM PDT - Time Source: server- IP address: 50.198.121.217



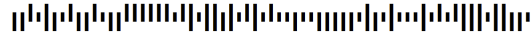
Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0225143936
Notice Date: July 2, 2018
Case ID: 0-000-266-876



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



REVOLUTIONARY CLINICS II INC FRMR
9 BARTLET ST STE 335
ANDOVER MA 01810-3655

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, REVOLUTIONARY CLINICS II INC FRMR LYCARDIAC ARRHYTHMIA SYNDROME FND is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau

Revolutionary Clinics

Business Plan for Adult-Use Application to the Cannabis Control Commission



**Three Retail
Dispensaries**



**Cultivation and
Manufacturing Facility**

BUSINESS PLAN

May 15, 2018

Private and Confidential, Do Not Reproduce or Distribute without Prior Authorization –

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities nor shall there be any sale of these securities in any state in which such solicitation or sale would be unlawful prior to registration or qualification of these securities under the laws of any such state.

Confidentiality Agreement

The undersigned reader acknowledges that the information provided by Revolutionary Clinics in this business plan is confidential; therefore, reader agrees not to disclose it without the express written permission of Revolutionary Clinics.

It is acknowledged by reader that information to be furnished in this business plan is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by reader, may cause serious harm or damage to Revolutionary Clinics.

Upon request, this document is to be immediately returned to Revolutionary Clinics.

Signature

Name (typed or printed)

Date

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1.0 Executive Summary

1.1 Overview

Revolutionary Clinics II, Inc. (RC) seeks licensure by the Commonwealth of Massachusetts' Cannabis Control Commission (CCC) to operate three collocated medical and adult-use retail dispensaries and a cultivation and manufacturing facility.

Revolutionary Clinics currently has Final Certificates of Registration (FCR) from the Department of Public Health (DPH) to operate a medical marijuana cultivation and manufacturing facility (MMM) in Fitchburg and a medical marijuana retail dispensary (MMD) at 67 Broadway, Somerville. The Somerville retail dispensary opened for business on November 9, 2017 after receiving an FCR by the DPH in November 2017. RC will soon operate two retail dispensaries located at 110 Fawcett Street and 541 Massachusetts Avenue, both in Cambridge. The Fawcett St. location is scheduled to open on July 1, 2018 and the Mass Ave. location is scheduled to open in September 2018. All three dispensaries will ultimately be collocated medical and adult-use marijuana retail establishments.

Our mission extends well beyond simply providing cannabis; we seek to improve the quality of life of our clients while being a great neighbor in the communities we serve. Revolutionary Clinics will provide the highest quality cannabis with amazing customer service. The staff at our modern facilities emphasize safe and responsible consumption of our products while ensuring the customer experience is positive, educational and fun. The RC Team is always mindful of our commitment to compliance with all applicable laws and regulations with ongoing education and training.

1.2 Objectives

During the first year, business goals for Revolutionary Clinics are to:

1. Open three Revolutionary Clinics dispensaries and complete grow facility
2. Be the lowest-cost producer of the highest quality product
3. Have the best staff in the business who give amazing customer service
4. Develop and maintain a loyal following
5. Be debt-free and cash-flow positive
6. Develop community outreach programs that support veterans, cancer patients and fight the opioid epidemic

1.3 Mission

Provide the highest quality products with the best customer service in a safe and responsible manner while being the best possible neighbor in the communities we serve.

1.4 Vision

Revolutionary Clinics will be a community-oriented organization that provides qualified people with safe access to high quality cannabis in a safe and responsible manner. Revolutionary Clinics will serve as an industry-leading operator that maintains the highest standards of professional operation and truly serves the needs of the Commonwealth.

Our Commitments:

- Remain in compliance with all state and local regulations. Maintain a great working relationship with all government authorities, including law enforcement and health officials.
- Maintain financial viability to support our ongoing mission to serve our patients, our community and other stakeholders.
- Maintain a physical environment and organizational culture where all are treated with respect, compassion and care.
- Be a good neighbor to local residents and businesses by engaging community leaders and citizen groups as a responsible service provider.
- Educate our patients on the proper and responsible use of cannabis.
- Serve our community, both patients and non-patients alike through charitable community events and services.

1.5 Core Values

Revolutionary Clinics believes in and is committed to:

- **Highest Quality Products**- we cultivate and provide safe, high-quality medicinal and adult-use products subject to careful processing and testing by an independent laboratory.
- **Compassion**- serving our patients and customers professionally with sensitivity to their needs in a clean environment where they are secure.
- **Responsiveness**- in our dealings with our patients, customers, employees, shareholders and the community.
- **Transparency**- our financial data is regularly audited by an independent accounting firm.
- **Community Service**- conducting varied and ongoing outreach activities to serve the needs of patients and others in our community.
- **Education**- providing facts and information to help people understand the responsible and effective use of cannabis.
- **Being a "Good Neighbor"**- by working with the community, the city and police department as a responsible service provider.

1.6 Keys to Success

Important keys to our success include:

- We will position Revolutionary Clinics as a responsible business in the community and develop close working relationships with civic, business and government leaders and their staffs.
- Highly detailed planning and execution is critical. We will put in place the staffing, training and infrastructure required to cultivate safe, high-quality medicine, and apply best practices to cannabis dispensary operations.
- Financials, especially cash flow, must be well planned and managed, and kept to high standards commensurate with our nonprofit status and visibility in the industry.

2.0 Organization Summary

2.1 Legal Entity

Our entity is recorded with the Massachusetts Secretary of State under the name Revolutionary Clinics II, Inc. We do business under the name *Revolutionary Clinics* and we are also known as *Rev Clinics*. Revolutionary Clinics was formerly named the *Cardiac Arrhythmia Syndromes Foundation, Inc.* (CAS Foundation). The CAS Foundation was originally formed in 2008 as a Massachusetts nonprofit corporation with a mission to screen children and athletes for underlying heart conditions and to prevent sudden cardiac arrest. After Massachusetts passed medical marijuana laws in 2011 the mission of the CAS Foundation changed in scope to help fight the opioid epidemic. In May of 2017 the CAS Foundation changed its name to Revolutionary Clinics II, Inc. to better reflect its current mission. Revolutionary Clinics remains in good standing with the Massachusetts Secretary of State.

The organization is governed by a five-person Board of Directors, with its Chief Executive Officer overseeing daily operations and serving as Executive Director. The Board of Directors has elected to convert the organization from a nonprofit to a for-profit corporation, a process currently in progress and should be final in July 2018.

2.2 Startup Summary

Following are some of the milestones Revolutionary Clinics has accomplished thus far:

- Successfully operated a medical marijuana dispensary for six months at 67 Broadway, Somerville.
- Engaged a qualified team to serve as directors with expertise in legal, financial, compliance, security, operations and more.
- Prepared to open two more dispensaries in Cambridge
- Secured funds to ensure ongoing operations as a compliant, sustainable organization that can fully deliver on its mission.

2.3 Start-Up Funding

Management has secured in excess of \$10 million for operating costs, build-out of two new dispensaries, expansion of the cultivation facility and working capital.

2.4 Long-Term Viability

Revolutionary Clinics will ensure its long-term viability through a continuing focus on three key pillars of operation:

1. **Staying true to its mission.** Revolutionary Clinics mission is to “Provide the highest quality products with the best customer service in a safe and responsible manner while best the best possible neighbor in the communities we serve.” We will publish this mission prominently for our patients, customers, employees and the general community. Management will actively use our mission as a yardstick by which to measure our actions and performance.
2. **Involving stakeholders.** Successful organizations are those where stakeholders feel a sense of ownership and pride, and actively participate in shaping the direction and future of the organization. We will conduct ongoing efforts to seek feedback from patients, customers, employees, advisors, government officials and the general community on key matters involving Revolutionary Clinics. Examples will include periodic surveys, open meetings and actively encouraging submission of feedback.
3. **Financial viability.** Revolutionary Clinics cannot fulfill our mission unless we have sufficient resources to continue operations. We are committed to providing services at a fair market value and generating a surplus. Our Board of Directors will review our financial performance on a regular basis and take appropriate action to ensure that we meet these commitments. We will also involve qualified advisors to help us achieve prudent financial management and efficient operations. These advisors have solid records of operational and financial success using a similar model.

3.0 Products and Services

3.1 Product and Service Philosophy

Based on the core values of Revolutionary Clinics, product sales are firmly grounded in a service model. While there may be some differences in product quality from one dispensary to another, cannabis is largely a commodity, so product differentiation rests primarily on how products are sold. Revolutionary Clinics will work diligently to deliver on its core value that calls for “highest quality products.” Following is a general outline of how Revolutionary Clinics plans to approach product quality and service.

Strict Quality Control Guidelines

In states where dispensaries sell cannabis grown from collective members, studies have shown that some samples contain fungus, molds and other unwanted microbes that can affect immune-suppressed patients who buy them. In addition, potency can vary widely from one strain of cannabis to another.

Because of Massachusetts's law that allows dispensaries grow medicine, many of these issues can be eliminated through cultivation methods and proper quality control processes.

However, as an additional measure, we will implement laboratory testing to control contaminants and standardize potency once these capabilities are made available through independent analytical laboratories. This will enable us to sell only the highest quality medicine and enable patients to know what to expect from their purchase, including an objective measure of the amount needed to appropriately address their symptoms. For any medicine that is acquired by licensed patients or caregivers, the same standards with testing will be upheld.

Zero Tolerance on Product Performance Issues

Any product found to have a potential problem shall not be provided to patients, unless and until it passes further review and inspection.

3.2 Product Line

Revolutionary Clinics current product line includes the following:

Product Line Description

- **Flowers** – Dried cannabis “buds” that can be smoked in a pipe, rolled into a cigarette (or ‘joint’), smoked using a water pipe (commonly called a ‘bong’) or consumed with a vaporizer.
- **Extracts** – Extracts such as hashish are manufactured by separating the trichomes (semi-transparent granular hair-like outgrowths) from the cannabis flowers to create a concentrated dose of this specific part of the cannabis plant.
- **Preparations** – Pre-rolled joints, tinctures, transdermals, nectars, salves, sublingual applications, etc.
- **Edibles** – Edibles are foods cooked with butter or oil that has been infused with cannabis (e.g. bars or cookies). Edible cannabis usually takes longer to take effect (20 minutes to an hour or more) and the effects generally last longer than smoking or vaporizing.
- **Accessories** – Grinders, vaporizers, glassware, rolling papers, etc.

3.3 Services

Revolutionary Clinics places an emphasis on education — providing ample information to help patients and customers choose products appropriately and understand how to use them safely, effectively and responsibly.

Other than services related, Revolutionary Clinics also provides a wide range of other services designed to help patients maintain a healthy lifestyle. The list includes workshops, support groups, classes and other programs, including:

- Product Counseling
- Cooking with Cannabis Classes
- Nutrition Classes
- Art and Music Therapy
- Classes on wellness strategies, oncology and veterans issues
- Resource Services (referrals for a wide variety of essential life, social and economic services)
- Ongoing support groups: women's cancer support group, chronic pain support and an educational drop-in time for those new to medical cannabis
- Counseling services focusing on proper medication practices and avoiding substance misuse and abuse

3.4 Services for Low-Income Clients

As part of a commitment to providing compassionate care and improving the quality of life for anyone in need, Revolutionary Clinics will offer a discount of 10% off of our products for anyone who is on MassHealth Insurance. We believe strongly in an individual's right to personal health empowerment through access and knowledge. To support this mission, Revolutionary Clinics is dedicated to offering access to free educational materials designed to help members better understand how to meet their needs on their quest for optimal health.

4.0 Perspective and Industry Analysis

4.1 Industry Analysis

History of the Medical Cannabis Industry

The legal medical cannabis industry in California began in 1996 when a referendum known as Proposition 215 was approved by 56% of California voters. Subsequently the Compassionate Use Act of 1996 codified the rights of authorized patients to possess and cultivate the medicine under the California Health & Safety Code Section 11362.5. In 2004, SB 420 clarified how much medicinal cannabis patients could grow and possess, and it allowed local governments to set additional guidelines.

In August 2008, the California attorney general issued guidelines for the security and non-diversion of cannabis for medical use, further clarifying the legalities of medical cannabis in dispensaries. Since 1996, additional states have followed California's lead. In addition to Massachusetts, cannabis is now legal in one form or another in 28 other states.

Momentum Continues

Despite opposition and the challenges that dispensaries face, medical cannabis use appears to be here to stay. Growth factors include significant support among the general population and gradual acceptance in the medical community. The medical community has been slow to embrace cannabis as a medicine, but it appears to be just a matter of time. There is a considerable body of evidence that medical cannabis is as good—if not better—for treating certain conditions than many chemically produced medications.

NORML statistics show that cannabis is used to treat a range of conditions from chronic to acute and terminal:

- 40% chronic pain
- 22% AIDS-related
- 15% mood disorders
- 23% all other categories

Specific conditions for which medical cannabis is currently used as a treatment include:

- AIDS
- Alzheimer's Disease
- Appetite / Nausea
- Arthritis
- Asthma / Breathing Disorders
- Cancer
- Crohn's Disease / Gastrointestinal Disorders
- Epilepsy and Seizures
- Glaucoma
- Migraines
- Multiple Sclerosis / Muscle Spasms
- Pain / Analgesia
- Parkinson's Disease
- Stress, Anxiety

According to ASA, more than 6,500 reports and journal articles from around the world support the medical value of cannabis. Hundreds of medical studies have demonstrated cannabis' ability to reduce pain, fight nausea, improve appetite and ease other symptoms—with virtually no harmful side effects. In contrast, many of the standard pharmaceuticals currently used to treat these conditions pose unpleasant or potentially harmful side effects.

After careful scrutiny and substantial consideration of the evidence over decades, dozens of public health organizations have endorsed medical cannabis use. The list is impressive. Supporters include the National Association of People Living with AIDS, AIDS Action Council, American Public Health Association, American Academy of Family Physicians, American Nurses Association, Federation of American Scientists, Kaiser Permanente, New England Journal of Medicine, National Association for Public Health Policy, California Medical Association, Whitman-Walker Clinic, Lymphoma Foundation of America, and many more.

The American Medical Association revised its policy in November 2009 calling for an easing of federal classifications that make it extremely difficult to study the impact of medical cannabis.

Friendlier Federal Policies Will Further Industry Growth

In October 2009, Attorney General Eric Holder reinforced a commitment as he directed federal prosecutors to stop pursuing cases against medical cannabis patients whose conduct was otherwise lawful under state law. Those guidelines were contained in a memo from Deputy Attorney General David Ogden that was sent to United States attorneys.

With a more relaxed legal climate in place, it is likely that the medical cannabis dispensary industry will experience a surge in growth. Some or all of the following trends are expected to occur:

- The climate of fear that the DEA raids has caused will abate, increasing patients' comfort level in visiting dispensaries.
- More patients will feel comfortable seeking physicians' recommendations for medical cannabis use, and physicians will feel more comfortable giving them.
- New dispensaries will open as demand increases due to a tolerant climate.
- Existing dispensaries will see an increase in business.
- Additional localities will address medical cannabis as federal tolerance improves and pressure increases to find new sources of tax revenues in a challenging economy.
- Some dispensaries will become industry leaders and seek industry dominance as they improve operating efficiency and open additional stores.

4.2 Market Assessment

As noted earlier in the Industry Analysis, the cannabis industry is still in its infancy and is relatively undeveloped compared to most industries. Quantifying the market (the number of patients and/or potential revenue) is difficult to quantify because:

- There is no source of comprehensive data about dispensary operations
- The stigma associated with cannabis use, along with the threat of possible legal difficulties, has forced many patients to “fly under the radar”. User data that might be openly published and accessible in other types of markets is not available.
- Data gathering is further impacted by HIPAA laws that specify strict handling of patient information for privacy reasons.

Massachusetts Emerging Medical Cannabis Market

In November 2012 the people of Massachusetts overwhelmingly passed the Humanitarian Medical Use of Marijuana Act. Providing an avenue through which patients in need can qualify for and gain access to safe, quality medical cannabis. The citizens of the Commonwealth voted in support of adult-use cannabis in November 2016 and retail sales are expected to start in July of 2018.

Market Size- Massachusetts

Because there is no authoritative source of industry data for the medical cannabis market in Massachusetts, management is relying on estimates that place the number of potential patients at 136,000. However, our management believes that the potential market in Massachusetts is probably well above this number. The market for adult-use cannabis is likely ten-times this number.

The Marijuana Policy Project (MPP) estimates that, for every 1,000 residents in the U.S., 2.05 on average are medical cannabis patients. If this average is assumed to be more representative of the probable patient population in Massachusetts, then the State’s patients would number 136,000 (assuming current population of 6,500,000). On the other hand, if Massachusetts experience is closer to states such as Washington and California, it could mean an even larger patient population—perhaps over 200,000. In a recent survey over 35% of people asked said they would use marijuana recreationally if legal. $35\% \text{ of } 6,500,000 = 2,275,000$ + or –.

4.3 Market Segmentation / Customer Profile

Constructing a detailed profile of Revolutionary Clinics patients is challenging because of dispensaries’ rigorous commitment to privacy and confidentiality. Most dispensaries not only protect patient data, but most avoid the appearance of collecting it—given the health issues that patients face and the risks they perceive with the legality of visiting a medical cannabis dispensary.

However, some data is available from anonymous surveys conducted for dispensaries in 2012. While Revolutionary Clinics' patient base may vary due based on local or regional differences, the following data provides a general glimpse of what its patient base can be expected to look like.

- **Gender:** Two out of three patients are male (67%).
- **Age:** Median age is approximately 37 years. More than 25% are age 40+.
- **Zip Code:** The largest concentration of patients live within a 30-minute driving range to the dispensary.
- **Employment:** Respondents are employed (33%-41%), with another 16%-18% are self-employed. Around 11% are retired, and 12%-15% are disabled and/or on disability.
- **Occupation:** Those who work outside the home are concentrated in white collar occupations (management, professionals, service, sales and office workers).
- **Medical Need:** When asked what condition prompted their need to seek medicine, respondents report that chronic pain is at the top of the list, with well over a third selecting this option. Sleeplessness, anxiety and arthritis also rank high, combining to affect over a third of dispensary members.
- **Last Visit:** More than a third of patients reported visiting their dispensary within the prior month, and nearly two thirds said their last visit was within 90 days.

5.0 Strategy and Implementation Summary

5.1 SWOT Analysis

The SWOT analysis provides us with an opportunity to examine the internal strengths and weaknesses Revolutionary Clinics must address. It also allows us to examine the opportunities presented to Revolutionary Clinics as well as potential threats that lie beyond its control.

5.1.1 Strengths

The following strengths are internal to Revolutionary Clinics:

- Qualified, professional management team with impressive backgrounds
- Patient-centered approach with strong emphasis on health and wellness
- Sophisticated merchandising approach: packaging, labeling, display, etc.
- Ideal locations in high density locations with access to every major highway
- An amazing team of patient advocates who are passionate about cannabis
- Strong Board of Directors who are focused on fulfilling our mission
- Dedication to be the best possible neighbor in the communities we serve
- Good working relationships with law enforcement
- Access to sufficient capital and investment in systems and technology

5.1.2 Weaknesses

The following weaknesses are internal to Revolutionary Clinics:

- Lack of comprehensive market data
- Limited ability to market our products to the public under the regulations
- Physicians have a lack of cannabis knowledge and don't refer many patients
- Difficulty gaining market share from dispensaries that were first-to-market
- Difficulty maintaining a full spectrum of products in inventory
- Length of time it takes to get new products to market

5.1.3 Opportunities

The following are opportunities Revolutionary Clinics can leverage:

- Capitalize on growing public acceptance of cannabis use as a medicine
- Federal administration policies toward legal dispensaries are more tolerant
- There is still a significant underserved market in Massachusetts
- Build alliances with medical providers and others in the wellness industry
- Generate awareness through external programs and third-party support
- Limited competition at first as competitors have significant barriers to entry
- Develop house brands and new products for retail and wholesale

5.1.4 Threats

The following represents potential threats facing our industry:

- Negative perceptions of cannabis by a large percent of the public. We will continue to monitor trends and work to effect change by implementing best practices, maintaining good community relations and education.
- Tension between federal and state government regarding legalities of cannabis is not fully resolved. We will continue to remain compliant with all state and local ordinances to avoid undue scrutiny.
- Irresponsible users of cannabis create negative press and perceptions
- Revolutionary Clinics could experience a crop failure or other catastrophe
- Irresponsible competitors may generate a negative image for the industry

5.2 Marketing and Sales

5.2.1 Branding and Positioning

Revolutionary Clinics approach is a focus is healing, health and a balanced lifestyle. We believe the overwhelming portion of those seeking cannabis will be from all walks of life, incomes and ages.

Revolutionary Clinics approach is designed to better meet the needs of patients and customers who seek a modern, clean, safe and professionally managed facility. General differentiators that appeal to patients will include the following:

- **Focus on Healing** - Revolutionary Clinics emphasizes health and healing—not the drug culture. We are a patient-focused community whose mission is to help our customers heal and achieve the highest possible quality of life.
- **Service Orientation** - Revolutionary Clinics staff is comprised of patients and caregivers, many of whom have survived an illness with the help of medical cannabis. We are truly committed to service quality and providing a high degree of information to patients in a consultative format.
- **Higher Quality Medicine** - Revolutionary Clinics will focus on cultivating safe, high-quality medicine grown with organic process. Independent laboratories test medicine for contaminants and to determine potency.
- **Reliance on Merchandising** - Revolutionary Clinics will take a personalized approach to dispensing medicine so service is tailored to patients' individual needs. This includes giving patients a variety of choices in neatly arranged display cases, packaging product in attractive containers and allowing patients to see product up close while making a purchase decision.
- **Use of Current Technology** - Revolutionary Clinics utilizes point-of-sale software and new technology to help manage its transactions and track inventory. This technology provides more information and control to help us make better decisions about how to better serve patients.

5.2.2 Competition

Despite medical marijuana laws being passed in 2011, only 23 medical marijuana dispensaries have opened in the Commonwealth. Many more applicants wait for final certification in the pipeline. These new applicants will pose competition as they try to get our market share. Revolutionary Clinics will differentiate ourselves from the competition by focusing on training our team to deliver the best possible customer service and offering the best products at fair prices. We strive to be the least-cost producer of cannabis and will offer a full spectrum of premium products.

Indirectly, Revolutionary Clinics faces competition from illegal sales of cannabis, although this is very difficult to quantify because it is a prohibited activity.

5.2.3 Pricing Strategy

Revolutionary Clinics pricing will be intentionally set at or above the midpoint of the scale locally, largely due to the higher quality of medicine it will offer to patients.

In order to prevent diversion of medicine to the illegal market, Revolutionary Clinics will set its pricing at the mid-point range of current (illegal) market prices for cannabis in Massachusetts. Diversion refers to the phenomenon that occurs when dispensaries price their products below prevailing rates for cannabis purchases. This creates an incentive for patients to purchase cannabis and resell it for a profit at the higher market rate. Revolutionary Clinics will discourage diversion through our pricing strategies and train our team to look for signs of diversion.

Pricing will reflect the type of medicine, quantity purchased and quality. We currently charge an average price of \$45 for an eighth ounce, which is in line with current market pricing that ranges between \$40 and \$50 per eighth ounce.

Revolutionary Clinics offers discounted pricing to various groups: 10% hardship discount for people on MassHealth; 15% discount for military veterans; and VIP programs for seniors, veterans, terminally ill patients and patients on disability. We also regularly offer all customers many promotions and incentives to drive visits during slower times of the week.

5.2.4 Marketing Objectives

The following summarizes general objectives for the dispensary in the next few years of operation:

- **Increase Public Education** - Prevailing attitudes about medical cannabis are continuing to relax. Prior issues with legality and social stigma have constrained the market. Revolutionary Clinics can attract new patients by continuing to educate the public about cannabis as a safe alternative.
- **Heighten Standards and Recruit New Patients** - Revolutionary Clinics plans to increase patient visits and revenue growth as it improves operations and expands services and product offerings.
- **Expand Provider Alliances** - As legal concerns abate in the provider community, more physicians are likely to consider recommending medical cannabis to their patients. Revolutionary Clinics can undertake additional proactive alliance and referral strategies that will result in additional patients becoming members.
- **Increase Brand Awareness** - One of the early challenges for a dispensary is generating awareness and earning high brand loyalty. Our design and service-based programs, based on best practices of leading successful

dispensaries, will make us a destination for patients throughout Massachusetts.

- **Maintain Outreach Efforts** - By working with community groups and participating in community events, Revolutionary Clinics will better serve the community. It also builds awareness, relationships and cooperation that will lead to increased referrals and member growth. We have dedicated a line item in our budget for investment in worthy outreach programs to help patients and give back to the community. In addition to assisting organizations like the Massachusetts Patient Advocacy Alliance (MPAA), the board will meet regularly to discuss distribution of these community outreach funds and support causes reflective of our mission. MPAA will be the primary recipient of the community outreach funds from Revolutionary Clinics. Funds will also be distributed to community organizations and needs the host communities. A focus will also be made on supporting host community based organizations that deliver primary health care services to low-income and indigent patients in the City.

5.2.5 Marketing / Promotional Strategy

Leading dispensaries elsewhere have found that word of mouth and a media campaign are two of the most important ways to attract patients and build awareness. Revolutionary Clinics will leverage these and other proven methods as it undertakes the following initiatives to accomplish its stated marketing objectives.

Sponsorships and Community Participation - Paid sponsorships and exhibitor opportunities offer Revolutionary Clinics visibility and can often present significant exposure well beyond the paid cost of the opportunity. Sponsorships will be specifically targeted at venues where cannabis use is already widely accepted and/or where the need for medical cannabis is great.

Industry Activism - Additional participation includes formal activism, which helps promote Revolutionary Clinics in industry circles as well as forwards medical cannabis as a legal, safe alternative form of treatment. Examples of this include:

- MPAA - Massachusetts Patient Advocacy Alliance. A high priority will be placed on supporting this group, which is at the forefront of bringing about compassionate care for Massachusetts residents in need.
- ASA - Americans for Safe Access, a patients' rights advocacy group
- NORMAL - National Organization for the Reform of Marijuana Laws
- DPA - Drug Policy Alliance
- LEAP - Law Enforcement Against Prohibition
- MPP- Marijuana Policy Project, a political lobbying group

- SSDP - Students for Sensible Drug Policy
- MCSC - Medical Cannabis Safety Council

Public Relations - Managed coverage in local media is another way Revolutionary Clinics will work to increase awareness and positive information about its services. Periodic press releases will be furnished to local press, including the Massachusetts newspapers, community newsletters, hospice and patient bulletin boards to highlight the dispensary's progress and work in the community.

Member Marketing - Revolutionary Clinics will actively work to increase membership as well as encourage member loyalty and purchasing behavior by marketing to our member base. Because of the relationship between Revolutionary Clinics and patients, marketing must be permission-based and noninvasive. However, tasteful communications to members that educate and gently promote are appropriate providing they respect privacy and do not violate any laws. Messaging will include on-site promotional material, such as signage, flyers, newsletters, etc. as well as occasional emailed communications to members who have specifically opted in.

Viral Marketing - Satisfied members can be the most effective means to promote Revolutionary Clinics, particularly with its strong brand. Therefore, additional effort will be directed at better leveraging its patient population to evangelize on Revolutionary Clinics behalf. Revolutionary Clinics will develop a formal referral program that encourages current members to pass on information to a friend. This is particularly important, given that "friend" is the most common answer reported on new patient intake forms when patients are asked to indicate how they heard about a dispensary.

Alliances - Alliances represent a substantial opportunity for Revolutionary Clinics to increase awareness and enjoy a stream of referrals. Not only is there little cost associated with alliances, but strong alliance programs will continue to produce over time. Revolutionary Clinics plans to establish strong alliances with various hospices and patient service groups that receive free medical cannabis from its founders.

In addition to expanding these alliance networks, Revolutionary Clinics is developing a strategy to reach out to a variety of organizations and health providers who are in contact with prospective patients. Examples include physicians, chiropractors, cancer support groups, AIDS organizations, senior centers, etc. A key part of this initiative will be educating alliance partners on the benefits, legalities and processes involved with referring people for medical cannabis use. The time is particularly ideal now that federal pressure on the industry is easing.

5.2.6 Sales Strategy

As a service-based organization focused on patient wellness, our approach to sales must clearly reflect that orientation. Accordingly, sales will be highly consultative and focused on patient care—not retail product selling in the traditional sense. A strong emphasis will be placed on customer service and product knowledge to ensure that patients are provided with accurate, useful information.

This is critical, since doctors do not recommend the type or form of cannabis to patients—only that they are approved for its medicinal use. Therefore, our staff of patient advocates will be highly trained on a continuing basis to advise patients on the types of medicine and how to choose appropriately to meet their needs.

At the same time, the dispensary must also operate efficiently to remain financially viable and deliver on its long-term mission. Therefore, the dispensary will provide ongoing training to its staff to ensure that they are properly prepared to provide excellent service and do so with expediency. Revolutionary Clinics will monitor their performance by tracking transaction data for sales staff and occasionally deploying “mystery shoppers”.

Revolutionary Clinics makes an effort to hire patient advocates that are registered patients and use cannabis for personal health conditions so they can relate to patients and customers and share what strategies have been successful for them. Individual feedback, coupled with regular department meetings, will be used as training opportunities to continually improve sales staff capabilities.

5.3 Operations

5.3.1 Operations Manual

Revolutionary Clinics has adopted a comprehensive operations manual to guide virtually every aspect of daily operations for each department (available for review upon request). The manual details policies and procedures; provide an excellent basis for training and address a wide variety of topics, including:

- **Processing and Storage** - how medicine will be handled, acquired, and stored safely, and by whom
- **Information Technology** - covers Revolutionary Clinics main data system and electronic data systems, access, security, back-up procedures, etc.
- **Dispensing Procedures** - step-by-step guidance for providing quality service and dispensing medicine to patients and customers
- **Security** - spells out how Revolutionary Clinics will maintain a safe environment to protect patients and employees, both inside Revolutionary Clinics and in adjacent areas. See additional detail under Section 5.3.3.

- **Emergency Procedures** - provides specific protocols in case of medical, police or other emergencies to ensure rapid response involving the appropriate personnel and/or outside authorities.

5.3.2 Cultivation

Cannabis will be grown utilizing multiple disciplines, including organic hydroponics and soil-grown, flood and drain tables, nutrient film technique and other techniques. The facility will maintain a variety of strains of cannabis to be dispensed in access to the cultivation area.

The facility will be a “closed” system, with strict environmental control. Ambient air temperature and relative humidity will be monitored in “real time” and regulated accordingly. Carbon dioxide enrichment will be employed to aid in photosynthesis to maximize plant yield and efficiency. Indoor air quality will be monitored in real time as well, and HEPA filtration will be employed throughout the structure to maintain a mold free environment for the safety of staff and the health of the plants.

The facility will employ negative air pressurization to eliminate air exchange from the cultivation area to the dispensary. All exhausted air will be emitted from the building after undergoing carbon (charcoal) filtration and ozone treatment for the neutralization of odor (volatile organic compounds). This level of environmental and biological control will ensure the medicine cultivated will be of the highest level of purity possible.

The water used for cultivation will be purified via reverse osmosis (RO), providing the plants with a pure base for the nutrient solution necessary for photosynthesis. Only the highest quality fertilizers will be used in the facility with an emphasis on organic fertilization. Lighting will be supplied in the forms of T-5 fluorescent and LED in appropriate phases of the plants' life cycle.

The cultivation facility will be light tight, with no visibility from outside the building. As previously noted, exhausted air will be treated by carbon scrubbing and ozone generation to ensure no “tell-tale” odors are emitted to the outside. All windows will be blacked out, making the contents and activities inside not visible to patients in the dispensary, or persons outside of the building.

5.3.3 Site Security

- Private and Confidential: See supplemental info

5.3.4 Information Security

- Private and Confidential: See supplemental info

5.4 Location / Facility

- MMM: Cultivation and Manufacturing Processing Fitchburg, MA
- RMDs:
 - 67 Broadway, Somerville; opened (2) awaiting final approvals
 - 110 Fawcett St.,

5.4.1 Site Design

- Bruce Hampton, Elton Hampton Architects, Inc.

5.4.2 Site Build Out

- Valiant Group, LLC.

5.4.3 Site Financing

- Loan from C & D Services of America, LLC

6.0 Management and Organization

6.1 Executive Team

- Jayne Vining, Founder
- Keith Cooper, Chief Executive Officer
- Tom Schneider, Chief Marketing Officer
- G. Ryan Ansin, Chief Technology Officer
- Bert Vining, Vice President External Affairs

6.2 Board of Directors

Revolutionary Clinics is governed by a five-person Board of Directors:

- Robert Bohlen, Chair
- G. Ryan Ansin
- Keith Cooper
- Lillian Montalto
- Tyler Richards

6.3 Professional Support Team

One of the dispensary's key assets is the strength of the team it has recruited to provide expertise, advice and services to Revolutionary Clinics as it makes important decisions about every aspect of operation.

- Scott Murphy, Vice President of Compliance and Security
- Seth Yaffe, Vice President of Operations and Production
- Christine Champagne, Director of Cultivation Operations
- Zach Cattan, Director of Extraction Operations
- Mathew Morello, Director of MIPs and Head Chef

6.4 Personnel Plan

6.4.1 General Philosophy

Because of its patient/customer-focused mission, Revolutionary Clinics will maintain a high staff-to-patient ratio to provide a consistent level of quality service. As customer numbers increase, Revolutionary Clinics will adjust staffing to maintain this capability.

Revolutionary Clinics has adopted a comprehensive staffing plan to guide recruitment, hiring, training and managing its employees. Highlights of the plan feature:

- Precisely defined responsibilities and accountability plans

- Clearly understood chains of authority
- Well paid, well qualified, well trained personnel
- High patient/staff ratio
- Professional recruiting practices

6.4.2 Employee Handbook

A comprehensive handbook provides information to guide employees' behavior and relationship with Revolutionary Clinics (available for review upon request). The manual, which is furnished to all employees upon being hired, addresses:

- Section 1: The Way We Work
- Section 2: Your Pay and Progress
- Section 3: Paid Time Off and Other Benefits
- Section 4: On the Job (covers various aspects of conduct policy and procedures)
- Section 5: Safety in the Workplace

6.4.3 Organization

The following shows how Revolutionary Clinics current management structure is organized:

- Board of Directors
- C- Level Executives
- Vice Presidents
- Managers: Cultivation, Security, Operations, Dispensary, etc.
- Employees

6.4.4 Recruitment

Revolutionary Clinics recruiting efforts will be primarily directed at candidates with the following qualifications:

- Health-related educational and professional backgrounds
- Interest and aptitude for working with patients and clients
- Spotless criminal records and understanding of compliance issues
- Experience in retail venues; restaurant and service industries

6.4.5 Training

Qualified candidates will be hired on a three-month probationary status. During this period, they will participate in a rigorous training process, and be evaluated for suitability in a restricted-access medical environment. Training will include the employee handbook, other reading materials, lectures by qualified professionals, hands-on training and quizzes. The program will consist of the following modules:

- **Legal-** Legal training will cover all laws relating to marijuana, and especially those related to medical cannabis. Legal obligations of licensed cannabis dispensaries will be emphasized. Other topics will include the rules and regulations of the dispensary, sexual harassment and diversity training, effective interaction with law enforcement personnel, and rights of patients.
- **Medical-** Medical training will include disabled rights and sensitivity, how to identify and interact with a patient having a medical emergency, the proper uses and benefits of medical cannabis, and an introduction to the other medical treatments offered by Revolutionary Clinics.
- **Sales-** Staff will be trained to focus on patient care. The focus will be on assisting patients in making appropriate decisions about how to choose the type of medicine which is right for them. Staff will be provided with ongoing training in product information as well as general service philosophy. Training will be facilitated by experts in cultivation, extraction, testing and others.
- **Safety-** In addition to its focus on safety, security training will include identify verification, compliance training, counterfeit detection, warning signs of possible diversion, panic alarm procedures, perimeter and entrance control, robbery response techniques, conflict resolution techniques and diversion detection techniques.

6.4.6 Personnel

Revolutionary Clinics currently employs over 50 full-time employees. Within the next six months we will grow to over 100 employees to staff Revolutionary Clinics' three dispensaries and cultivation facility. Individual job descriptions have been developed for each position in the organization. The purpose is to ensure that all personnel are clear about their role and responsibilities, and understand how their position contributes to the safe, efficient operation of Revolutionary Clinics.

Management positions include the following:

- **Board of Managers** - Oversee the entire dispensary operation and ensure that Revolutionary Clinics successfully delivers on its mission and business objectives.
- **Chief Executive Officer** - Organize and supervise day-to-day operations.
- **Production Manager** - Supervise the safe processing, retail packaging, acquisition, delivery and inventory of new supplies of medicine.
- **Sales Manager** - Oversee retail package handling, display, dispensing and proper storage of medicine.
- **Security and Compliance Manager** - Monitor all areas of operations to ensure the safety of patients, staff, and neighbors and compliance with all laws and regulations.
- **Patient Services Manager** - Oversee the provision of all services related to patient wellness and education; ensure that the dispensary maintains regulatory compliance and provide for effective patient advocacy procedures.
- **Cultivation Manager** - Responsible for the cultivation, extraction and manufacturing facility. Responsible for strain selection, grow plans and management of cultivation, trimming, drying, curing and processing teams.

7.0 Financial Plan

7.1 Important Assumptions

Key assumptions used include the following: (Based on 2014 stats in Colorado)
(Medical Marijuana Sales of \$380,000,000.00)

- The average patient will make 3-4 visits to our dispensary and spend approximately \$200.00 per month; \$3,600.00 of medicine per year.
- Revolutionary Clinics opened its first retail dispensary on 11/9/2017. After the first three months of operation we served approximately 2600 patients; about 40-50 patients per day; who spent per about \$60 per transaction. After six months of operation 2018 patients counts grew to over 5,200 unique patients served; an average of 60-80 patients visits per day; who spent an average of \$80 per transaction. Within the next six months, when adult-use sales commence, we assume that numbers will grow to about 200 customer visits per day and an average of \$200 per transaction; totaling approximately \$1.2M per month in gross revenues.
- Forecasted financials are based primarily on the State's estimates of the Massachusetts patient population and adult-use sales estimates. Should actual demand be greater than this anticipated level, Revolutionary Clinics will be able to scale up operations to meet increased volume as we expand the size and scope of the cultivation facility.
- Numbers on the following pages are based on three RMDs and one cultivation facility.

7.2 Projected Income Statement Years 1-3

	Initial 14 Month Ramp-up Period Nov. 2017 – Dec. 2018:	Second Full FISCAL YR. Jan. 2019 – Dec. 2019:	Third Full FISCAL YR. Jan. 2020 – Dec. 2020:
<u>Revenue</u>			
Cannabis Sales	\$5,400,000	\$10,800,000	\$18,000,000
Other Rev. Sources	\$ 540,000	\$ 1,080,000	\$ 1,800,000
TOTAL REVENUE	\$5,940,000	\$11,880,000	19,800,000
<u>Expenses</u>			
Payroll w/Fringes	\$1,188,000	\$2,376,000	\$3,960,000
Cultivation/Processing	\$ 415,800	\$ 727,056	\$1,049,400
Supplies	\$ 16,038	\$ 53,460	\$ 77,220
Offices Expenses	\$ 105,138	\$ 336,204	\$ 693,000
Utilities	\$ 118,800	\$ 288,684	\$ 445,500
Debt Service	\$ 369,000	\$ 369,200	\$ 369,500
Insurance	\$ 59,400	\$ 108,108	\$ 108,108
Depreciation/Amortization	\$ 121,770	\$ 316,008	\$ 316,008
Leasehold Expenses	\$ 298,782	\$ 712,800	\$ 712,800
Communities Outreach	\$ 297,000	\$ 594,000	\$ 990,000
Security	\$1,188,000	\$2,376,000	\$3,960,000
TOTAL EXPENSES	\$4,177,728	\$8,257,520	\$12,681,536
Difference Before Income Taxes	\$1,762,272	\$3,622,480	\$7,118,464
Number of Clients	600	1,200	2,000
Annual Rev. per	\$3,000	\$3000	\$3,000

7.3 Personnel Expense 1st 12 Months (ramp-up) and Years 2 & 3

PERSONNEL CATEGORY	Initial 12 Month Ramp-up Period		Second Full FISCAL YR.		Third Full FISCAL YR.	
	Nov. 2017 – Dec. <u>2018</u>		Jan. 2019 – Dec. <u>2019</u>		Jan. 2020 – Dec. <u>2020</u>	
	<u>FTEs</u>		<u>FTEs</u>		<u>FTEs</u>	
Cultivation	12	\$391,804	25	\$783,605	50	\$1,306,008
Sales & Operations	12	\$293,792	30	\$587,584	40	\$979,308
Administration	4	\$502,404	8	\$1,004,810	12	\$1,674,684
TOTAL:	28	\$1.188M	63	\$2.376M	102	\$3.96M

8.0 Comparisons

8.1 MA vs. CO - 2014

Massachusetts vs. Colorado: Medical Marijuana Sales Only (2014)

	<u>Massachusetts</u>	<u>Colorado</u>
Populations:	6,646,144	5,187,582
Patients:	136,246 (estimated) (2.05%)	106,817 (actual) (2.05%)
# of Dispensaries	70 (estimated)	675
# of Patients per	1947 (estimated)	158
Gross Revenue	\$281M (estimated)	\$220M (actual)
Revenue per patient	\$2060 (\$220,000,000 / 106,817)	\$2060
Revenue per dispensary	\$4,014,286 (est.) (\$281M / 70)	\$325,500 (\$220M / 675)

**Colorado Medical Marijuana Dispensary
Retail Sales and State Sales Tax by County
FY 2011-12
July 1, 2011 - June 30, 2012**

County	Retail Sales	State Sales Tax
Adams	\$ 1,297,036	\$ 36,781
Arapahoe	8,293,951	232,864
Boulder	26,484,871	724,560
Chaffee	1,038,259	29,331
Clear Creek	1,259,510	35,581
Denver	96,673,823	2,640,665
Eagle	1,652,000	43,382
El Paso	36,498,967	974,107
Fremont	1,579,946	44,442
Garfield	3,763,129	104,113
Gilpin	336,607	9,390
Gunnison	403,049	11,429
Jefferson	11,144,343	304,712
La Plata	3,960,855	111,409
Larimer	6,299,728	173,772
Montezuma	1,216,472	34,484
Park	699,754	19,540
Pitkin	1,420,290	40,205
Pueblo	2,072,764	56,436
Routt	2,649,282	75,118
San Miguel	555,472	15,753
Summit	2,061,347	58,288
Weld	3,423,676	81,928
Remainder of State*	4,535,798	124,660
Total	\$ 219,320,929	\$ 5,982,950

Statistics of the registry include:

- 223,693 new patients have been received to date since the registry began operating in June 2001. The total number of patients who currently possess valid Registry ID: 106,817.
- Sixty-seven percent of approved applicants are male.
- The average age of all patients is 42. Currently thirty-nine patients are minors (under the age of 18).
- Fifty-nine percent of patients reside in the Denver-metro area (Adams, Arapahoe, Boulder, Broomfield, Denver, Douglas & Jefferson counties), with the remainder of patients residing in counties throughout Colorado.
- Patients on the registry represent all the debilitating conditions covered under Amendment 20. Severe pain accounts for 94 percent of all reported conditions; muscle spasms account for the second-most reported condition at 15 percent. Note that percentages do not add up to 100 percent because some patients have more than one condition.

- Fifty-eight percent of patients have designated a primary care-giver (someone who has significant responsibility for managing the care of a patient with a debilitating medical condition) or a medical marijuana care center.
- More than 800 different physicians have signed for current patients in Colorado. <http://www.colorado.gov/cs/Satellite/Revenue-Main/XRM/1251633259746>

8.2 MA vs. CO - 2014

Colorado marijuana sales hit \$700 million for 2014

By [Ricardo Baca](#), *The Cannabist Staff*

If we're rounding up, Colorado sold a cool \$700 million of marijuana in 2014, a.k.a. the first full year of recreational pot sales in the modern world. For those who like exact numbers, the state's total sales tallies for medical and recreational cannabis added up to \$699,198,805, according to Cannabist calculations based on new data from the Colorado Department of Revenue. Broken down, that's \$385.9 million for medical marijuana and \$313.2 million for recreational cannabis.

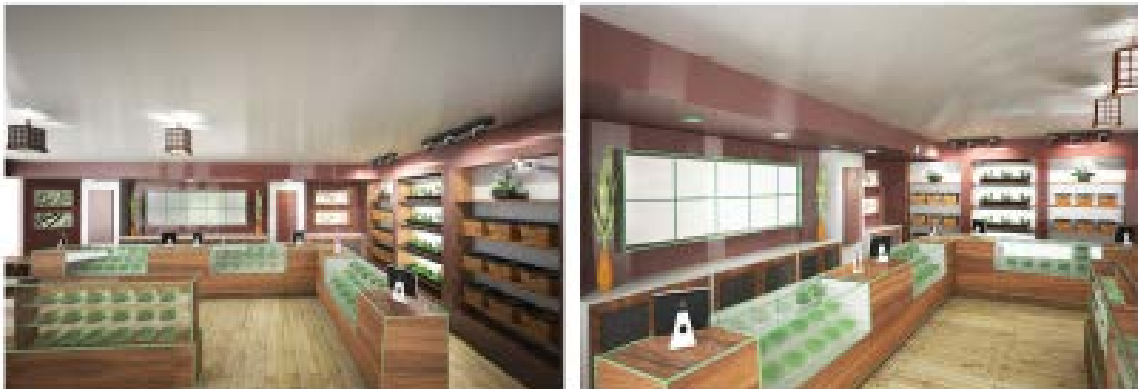
<http://www.thecannabist.co/2015/02/12/colorado-marijuana-sales-2014-700-million/27565/>

9.0 Pictorial - For Illustration Purposes Only

9.1 RMD Center – Stocked

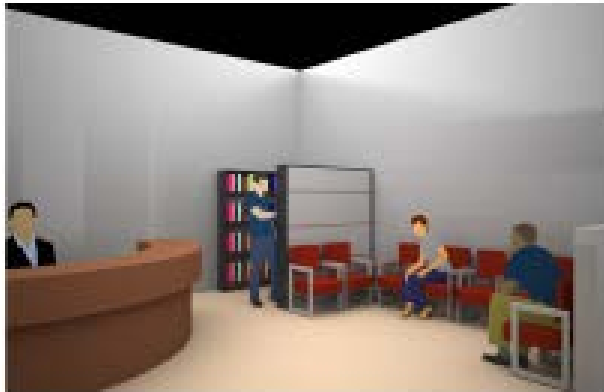


PROPOSED DISPENSARY
BIRD'S-EYE VIEW
CONCEPTUAL RENDERING



PROPOSED DISPENSARY
COUNTER CLOSE-UP
CONCEPTUAL RENDERING

9.2 RMD Center – People



RECEPTION
CONCEPTUAL RENDERING



HEALING SPACE
CONCEPTUAL RENDERING

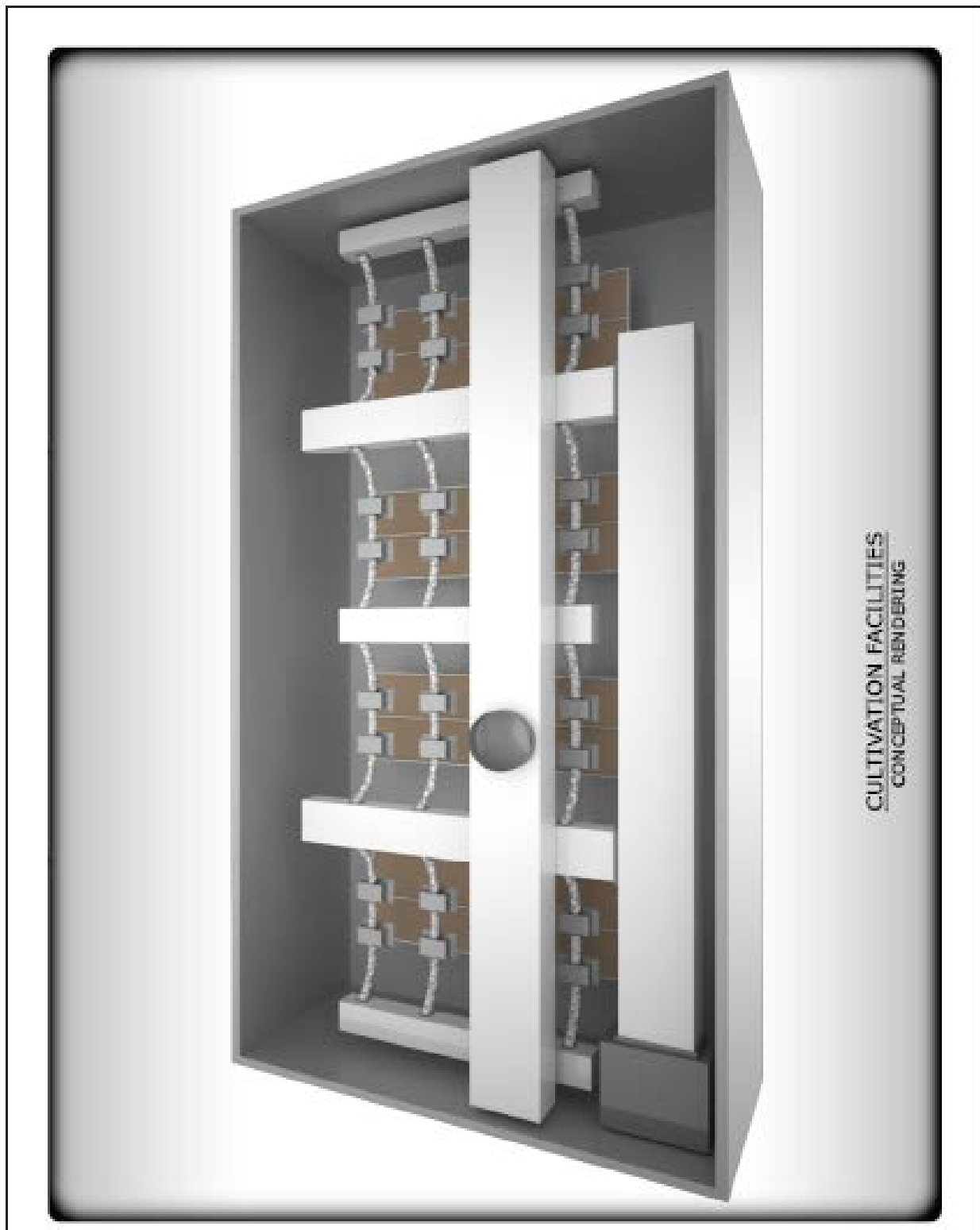


DISPENSARY FLOOR
CONCEPTUAL RENDERING

9.3 RMD Center – Elevated View



9.4 Grow Center – Elevated View



9.5 Grow Center - Lights & Vents



VIEW AT DUCTS
CONCEPTUAL RENDERING



VIEW AT LAMPS
CONCEPTUAL RENDERING



CULTIVATION ROOM
CONCEPTUAL RENDERING



REVOCLI-01

BMCDONOUGH

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

9/10/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER The Corcoran & Havlin Insurance Group 287 Linden Street Wellesley, MA 02482	CONTACT NAME: Beth F McDonough, CIC	
	PHONE (A/C, No, Ext): (781) 235-3100 280 FAX (A/C, No): (781) 235-1622	
	E-MAIL ADDRESS: BMcDonough@chinsurance.com	
	INSURER(S) AFFORDING COVERAGE	NAIC #
	INSURER A : First Mercury Insurance Company	10657
	INSURER B : Crum and Forster Insurance Company	42471
	INSURER C :	
	INSURER D :	
	INSURER E :	
	INSURER F :	

INSURED

Revolutionary Clinics II, Inc.
9 Bartlett Street Unit 335
Andover, MA 01810

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY			MACGL000008327901	5/16/2019	5/16/2020	EACH OCCURRENCE \$ 1,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR		DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000				
	<input checked="" type="checkbox"/> Products-Claims Made		MED EXP (Any one person) \$ 5,000				
	GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:		PERSONAL & ADV INJURY \$ 1,000,000				
							GENERAL AGGREGATE \$ 2,000,000
							PRODUCTS - COMP/OP AGG \$ 2,000,000
							ASSAULT BATTERY \$ 1,000,000
	AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident) \$
	<input type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS						BODILY INJURY (Per person) \$
	<input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY						BODILY INJURY (Per accident) \$
							PROPERTY DAMAGE (Per accident) \$
B	UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR			SEC101715	5/16/2019	5/16/2020	EACH OCCURRENCE \$ 5,000,000
	<input checked="" type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE		AGGREGATE \$ 5,000,000				
	DED <input checked="" type="checkbox"/> RETENTION \$ 0						\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY						PER STATUTE <input type="checkbox"/> OTH-ER <input type="checkbox"/>
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y / N <input type="checkbox"/> N / A						E.L. EACH ACCIDENT \$
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE \$
							E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER

CANCELLATION

Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

George Dolevsky

Separating Recreational from Medical Operations

For both cultivation and product manufacturing, Revolutionary Clinics II, Inc. (“RC”) will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission, pursuant to 935 CMR 500.105(8). In accordance with 935 CMR 500.105(g), RC will create a virtual separation of products. At the point of sale, RC will designate whether the marijuana products are intended for sale for adult use or medical use through tracking methodology approved by the Commission under 935 CMR 500.000.

Restricting Access to 21 or Older

Revolutionary Clinics II, Inc. ("RC") will only employ Marijuana Establishment Agents for our Cultivation and Processing and Manufacturing location who are 21 years of age or older, pursuant to 935 CMR 500.002.

Pursuant to 935 CMR 500.110(1)(a)-(o), RC will implement sufficient safety measures to prevent unauthorized entrance into the RC facility and theft of marijuana from occurring, including limiting access to those 21 years of age or older.

RC will have limited access areas identified with clear signage designating the access point for authorized personnel only, pursuant to 935 CMR 500.110(4). Identification badges will be required to be worn at all times by RC employees while at the facility or engaged in transportation. All outside vendors, contractors and visitors shall be required to wear visitor badges prior to entering limited access areas and shall be displayed at all times. Visitors shall be logged in and be escorted while at the RC facility.

Procedures for Quality Control and Testing of Product

Revolutionary Clinics II, Inc. ("RC") will assure quality control and testing policies meet or exceed all Cannabis Control Commission regulations per 935 CMR 500: Adult use of Marijuana. Operating 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, will be updated to meet these standards.

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, pursuant to 935 CMR 500.160. Testing of marijuana products will be performed by MCR Labs, an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, and published by the DPH. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). Testing Laboratories will attest to complying with storage requirements of 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the cultivation facility for disposal, or by the Independent Testing Laboratory disposing of it directly. Disposal by the testing laboratory is the preferred method to reduce risk associated with transportation of product.

Testing of environmental media (e.g., soils, solid growing media, and water) will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1). If a new version is developed, or if the Commission develops their own standards, such applicable standards will be followed. All testing results will be maintained by RC for no less than one year in accordance with 935 CMR 500.160(3).

RC will have, and follow, a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). The policy will include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. All testing results will be retained for no less than one year. Seeds will not subject to these testing procedures, however, clones are subject to these testing provisions, excluding testing for metals.

Samples that fail testing will be reported and destroyed. Pursuant to 935 CMR 500.160(9), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the Independent Testing Laboratory standards.

Pursuant to 935 CMR 500.105(11)(a)-(e), RC will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935

CMR 500.105 and 500.110. RC will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. RC storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The RC storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

Personnel Policies

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, will be 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 visibly displayed at all times individuals are on RC facility property, or transporting marijuana product. All such individuals will be 21 years of age or older; 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 open hiring, or before. 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.

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. 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). 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.

All RC employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 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).

Record-Keeping Procedures

Revolutionary Clinics II, Inc. ("RC") will assure record-keeping procedures meet or exceed all Cannabis Control Commission regulations per 935 CMR 500: Adult use of Marijuana. Operating 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, will be updated to meet these standards. All RC Records will be available for inspection by the Commission, upon request. In the event RC closes, all records will be kept for at least two years at the expense of RC. Records will be maintained in a form and location acceptable to the Commission.

At a minimum, Record Retention policies and procedures will cover the following:

1. Personal Records
2. Financial Records
3. Inventory Records
4. Operating Procedures
5. Business Records
6. Waste Disposal Records

1. Personal Records-

RC personnel records include, job descriptions for each employee and volunteer position, well an organizational charts consistent with the job descriptions, and personnel record for each marijuana establishment agent. Personal records will be maintained for at least 12 months after termination of the individual's affiliation with RC and will include, at a minimum, the following:

- all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- documentation of verification of references;
- the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- documentation of periodic performance evaluations;
- a record of any disciplinary action taken;
- notice of completed responsible vendor and eight-hour related duty training.
- All background check reports obtained in accordance with 935 CMR 500.030.

Additionally, RC has developed a staffing plan that demonstrates accessible business hours and safe cultivation conditions;

2. Financial Records-

RC financial records will be maintained in accordance with generally accepted accounting principles. Financial records, which shall include manual or computerized.

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Financial records include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with RC

3. Inventory Records-

RC will not commence adult-use sales until approval from the Commission, subject to the limitations in 935 CMR 500.140(10). Because RC will also be selling medical marijuana at its facilities, we will create virtual separation of our products. At the point of sale, we will also designate whether marijuana products are intended for sale for adult use or medical use through tracking methodology approved by the Commission. RC will assure to follow laws governing taxation in the Commonwealth, including, but not limited to, the laws regarding taxation, filing audit and seizure.

RC will continue to utilize real-time seed-to-sale inventory tracking methodology. RC will utilize Seed-to-sale tracking to tag and track all marijuana seeds, clones, plants, and marijuana products intended for sale for adult use or medical use. Such seed-to-sale software will be approved by the Commission. Real-time inventory will be maintained as specified by the Commission, including, at a minimum inventory of:

- marijuana seeds
- marijuana plants in any phase of development such as propagation, vegetation, and flowering
- marijuana ready for dispensing
- all marijuana products
- all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal

RC will establish inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of marijuana in the process of cultivation, and finished, stored marijuana. RC will conduct monthly marijuana in the process of cultivation and finished, stored marijuana. RC will also conduct annual inventory at least once every year after the date of the previous comprehensive inventory. Oral devices will not be used for inventory control.

The record of each inventory shall include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.

No marijuana product, including marijuana, will be sold or otherwise marketed for adult use that is not capable of being tested by an Independent Testing Laboratories, except if allowed by 935 CMR 500.000.

4. Operating Procedures-

RC will have and follow a set of detailed written operating procedures in full compliance with 935 CMR 500.000. Each RC location will have its own set of applicable procedures on site.

At a minimum, procedures will include:

- Security measures in compliance 935 CMR 500.100
- Employee security policies, including personal safety and crime prevention techniques
- Description of hours of operation and after-hours contact information provided to the Commission and appropriate law enforcement officials upon request
- storage procedures in compliance with 935 CMR 500.105(11)
- Description of various strains of marijuana RC will cultivate, process or sell, and the forms in which we will sell such marijuana
- procedures for accurate record keeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9)
- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160
- Staffing Plan and staffing records in compliance with 935 CMR 500.105(9)
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies.
- Alcohol, smoke, and drug-free workplace policies
- Plan describing how confidential information is maintained and handled
- Policy for the immediate dismissal of an RC agent who has:
 - diverted marijuana, which will be reported to appropriate law enforcement officials and to the Commission
 - engaged in unsafe practices with regard to operations of RC facilities, which will be reported to the Commission
 - been convicted or entered a guilty plea, pleas 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.
- List of all board members and executives of RC, and members, if any, of RC will be made available upon request by any individual.
- Cash Handling policies and procedures including storage, collection frequency, and transport to financial institutions.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old
- Policies and procedures for energy efficiency and conservation

5. Business Records

Business records may be computerized or manual. Records will include: assets and liabilities; monetary transactions; books of accounts which include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with RC.

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6. Waste Disposal Records

RC will dispose of all waste as required under 935 CMR 500.105(12). Such records will be maintained for three years.

Maintenance of Financial Records

Revolutionary Clinics II, Inc. ("RC") will assure financial record procedures meet or exceed all Cannabis Control Commission regulations per 935 CMR 500: Adult use of Marijuana, in particular 935 CMR 500.105(9)(e).

RC financial records will be maintained in accordance with generally accepted accounting principles.

Financial records, which shall include manual or computerized.

Financial records include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with RC

Daily sales records produced using an authorized seed-to-sale vendor are printed daily to show all debit and cash transactions. Additionally debit processing reports are printed daily, and cross-verified against the daily sales report.

All RC financial records will be available for inspection by the Commission, upon request. In the event RC closes, all financial records will be kept for at least two years at the expense of RC in accordance with 935 CMR 500.105(9)(g). Financial records will be maintained in a form and location acceptable to the Commission. Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) AND 935 CMR 140(6)(e).

Qualifications and Training

Pursuant to 935 CMR 500.105(2)(a) Revolutionary Clinics II, Inc. (“RC”) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with RC. Each department managed will provide orientation for dispensary agents assigned to their department. Orientation will include a summary overview of all the training modules.

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. 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). 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.

All employees will be registered as agents, in accordance with 935 CMR 500.030. All RC employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All registered agents of RC shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in dispensary agents file. Training records will be retrained by RC for at least one year after agents’ termination. Dispensary agents will have continuous quality training and a minimum of 8 hours annual on-going training.

Energy Compliance Plan

Pursuant to 935 CMR 500.105(15), Revolutionary Clinics II, Inc. (“RC”) will demonstrate consideration of ways in which to improve energy efficiency in its operations. This shall include identification of potential energy use reduction opportunities and a plan for implementation of such opportunities; Consideration of opportunities for renewable energy generation; Strategies to reduce electric demand; and Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through Municipal Lighting Plants.

Pursuant to 935 CMR 500.120, RC’s cultivation operations will satisfy minimum energy efficiency and standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals. This includes, but is not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control as a condition of obtaining a final license under 935 CMR 500.103(2) and as a condition of renewal under 935 CMR 500.103(4).

RC cultivation operations shall adopt and use additional best management practices as determined by the Commission to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and shall provide energy and water usage reporting to the Commission in a form determined by the Commission. Each License renewal application submitted by RC will include a report of the RC’s cultivation operations’ energy and water usage over the 12-month period preceding the date of application.

RC will ensure that the building envelope for all facilities meet minimum Massachusetts Building Code requirements and all Massachusetts amendments, International Energy Conservation Code or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code. The lighting used by RC for cultivation operations will meet one of the compliance paths as outlined by the Commission in 935 CMR 500.120(12)(b).

Horticulture Lighting Power Density will not exceed 36 watts per square foot, except for Tier 1 and Tier 2 which will not exceed 50 watts per square foot. All horticultural lighting used in our facility is equipment that is listed on the current Design Lights Consortium Solid-state Horticultural Lighting Qualified Products List (“Horticultural QPL”) or other similar list approved by the Commission as of the date of licensure application, and lighting Photosynthetic Photon Efficacy (PPE) is at least 15% above the minimum Horticultural QPL threshold rounded up to the nearest 0.1 micromoles per joule, pursuant to 935 CMR 500.120(11).

If RC seeks to use horticultural lighting not included on the Horticultural QPL or other similar list approved by the Commission we will seek a waiver pursuant to 935 CMR 500.850 and provide documentation of third-party certification of the energy efficiency features of the proposed lighting. All of our facilities, regardless of compliance path we choose, shall provide

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third-party safety certification by an OSHA NRTL or SCC-recognized body, which shall certify that products meet a set of safety requirements and standards deemed applicable to horticultural lighting products by that safety organization, in accordance with 935 CMR 500.120(11).

The Heating Ventilation and Air Conditioning (HVAC) and dehumidification systems used by RC will must meet Massachusetts State Building Code requirements and all Massachusetts amendments, IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code). RC will provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in 935 CMR 500.120(11) and that such systems have been evaluated and sized for the anticipated loads of the facility.

Pursuant to 935 CMR 500.120(12)(d), RC will implement safety protocols to protect workers and consumers. RC will explore the possibilities of utilizing onsite generation from clean or renewable generating sources or renewable thermal generation.

Diversity Plan

It is the intent to Revolutionary Clinics II, Inc. (“RC”) to promote a diverse workforce. RC is committed to promoting equity among all employees while also insuring inclusion among women, veterans, LGBTQ-identified populations, people with disabilities, and other communities in the makeup of our workforce. The purpose of this document is to serve as a summary of RC’s Diversity Plan that aims to ensure that we are a diverse and inclusive company, promoting discrimination-free work environments and to provide the ability for all RC employees to use their individual backgrounds, experiences and talents to promote the overall goals of the company.

Goals and Initiatives

Goal: RC is committed to a diverse workforce. RC will endeavor to increase its percentage of employees that identify as women, veterans, LGBTQ, and/or minorities by 20% for the upcoming license renewal year (known collectively as the “Plan Population”).

Proposed Initiative: RC is committed to building a diverse workforce. RC will use a variety of mediums to recruit and attract potential employees to the company. RC will seek a diverse group of employees through the following:

- Hire an internal recruitment specialist to manage our recruitment process and ensure diverse candidates are identified
- Recruit from state and local employment assistance groups
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com
- Participate in local hiring events and job fairs, at least two annually
- Create diversity metrics within recruitment which are reviewed by company leadership

RC will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

Metrics: RC will assess the demographics and make up of our employee pool to determine the success of this proposed initiative. RC can then determine what steps, if any, are necessary to take to better accomplish this goal. RC will submit information to the Commission outlining the progress toward this goal during annual license renewal, which shall be filed with the Commission at least 60 days prior to the annual renewal date.

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Goal: RC is committed to ensuring full participation in the cannabis industry in Massachusetts by supporting minority-owned companies, women-owned companies, social equity program entrepreneurs and economic empowerment license-holders.

Proposed Initiative: RC will prioritize minority-owned companies, women-owned companies, social equity program participants, and economic empowerment license-holders when offering wholesale contracts for either the sale and/or purchase of marijuana and marijuana-infused products.

Metrics: RC will assess of its wholesale contracts annually to ensure that it is contracting with minority-owned companies, women-owned companies, social equity program participants, and economic empowerment license-holders. RC will submit information to the Commission outlining the progress toward this goal during annual license renewal, which shall be filed with the Commission at least 60 days prior to the annual renewal date.

Goal: Create a safe, accepting and respectful work environment for all employees of RC.

Proposed Initiative (1): RC will work to employ a Diversity, Equity, and Inclusion Manager to promote internal DE&I initiatives and prioritize actions which will have the largest positive impact to DE&I within our culture.

Proposed Initiative (2): Conduct a semi-annual, company-wide engagement survey with the intent of eliciting feedback on the work environment. These surveys can be anonymous to ensure that all employees feel empowered to submit feedback.

Metrics: RC will evaluate the feedback received by the surveys with a goal of having at least 85% of our employees describe RC as a safe, accepting and respectable work environment. All comments and feedback will be reviewed and documented by our senior management team. Each year, the senior management team will identify the areas for improvement and develop goals on how to address these areas. The feedback and related goals will enable RC to demonstrate to the Commission the success of its progress upon the renewal of its license annually. The information will be submitted to the Commission at least 60 days prior to the annual license renewal date.