

EXHIBIT C



TO:	Keith Cooper Bruce Hampton	DATE:	September 12, 2019
FROM:	Ian McKinnon, P.E., PTOE Andrew Fabiszewski	HSR PROJECT NO.:	2019137.00
SUBJECT:	Transportation Analysis – 541 Massachusetts Avenue, Cambridge, Massachusetts		

Howard Stein Hudson (HSH) has prepared this transportation analysis for the proposed Cannabis Dispensary at 541 Massachusetts Avenue (the Project and/or Site) in Cambridge. This transportation assessment was prepared to address the requirements for Cannabis Retail Stores outlined in the Draft Transportation Logistics Plan Guideline and will cover:

- Site Context;
- Expected frequency of client and employee trips to the site;
- Expected modes of transportation used by clients and employees; and
- Expected impact on parking supply.

Recreational dispensaries are a relatively new land use in Massachusetts and are not well-documented in terms of trip generation patterns; therefore, the trip generation estimates were evaluated based on information provided by Revolutionary Clinics (the Applicant) and compared to existing dispensary survey data. Demand at the store could be initially higher than average before decreasing as more competition opens and the excitement of the new land use decreases.

Site Context

The Project site is currently occupied by an approximately 6,000 square foot (sf) building that is currently vacant but previously served as an art gallery. The proposed Project involves the renovation of the existing building for a recreational retail cannabis dispensary. The Project is well served with transit with a convenient location within a one-minute walk of Central Square Station, which provides connections to the Massachusetts Bay Transportation Authority (MBTA) subway Red Line as well as connections to several bus routes. The transit connections within a short walk of the Project are outlined in **Table 1**. The Applicant intends to fully subsidize MBTA passes for employees to encourage non-vehicular travel options.



Table 1. Transit Connections

Transit Service	Route Description	Service Duration	Peak Hour Headway (min)	Weekend Service	Weekend Headways (min)
Red Line	Alewife – Ashmont/Braintree	5:13 a.m. – 12:30 a.m.	4-5	5:15 a.m. – 12:30 a.m.	7
1	Harvard/Holyoke Gate – Dudley Station via Mass Ave	5:10 a.m. – 1:40 a.m.	10	5:10 a.m. – 1:40 a.m.	10-20
47	Central Square – Broadway Station	5:15 a.m. – 1:31 a.m.	10-15	5:00 a.m. – 1:40 a.m.	32-45
64	Oak Square – University Park or Kendall/MIT	5:31 a.m. – 1:26 a.m.	20-30	5:20 a.m. – 1:29 a.m.	60-75
70/70A	Waltham – University Park	5:11 a.m. – 1:04 a.m.	3-15	5:40 a.m. – 1:09 a.m.	10-35
83	Rindge Avenue – Central Square via Porter	5:10 a.m. – 1:20 a.m.	20-25	5:10 a.m. – 1:04 a.m.	20-40
91	Sullivan Square – Central Square via Washington St	5:15 a.m. – 1:08 a.m.	30	5:00 a.m. – 1:05 a.m.	25-30
CT1	Central Square – Boston Medical Center via MIT	6:00 a.m. – 7:42 p.m.	21-24	N/A	N/A

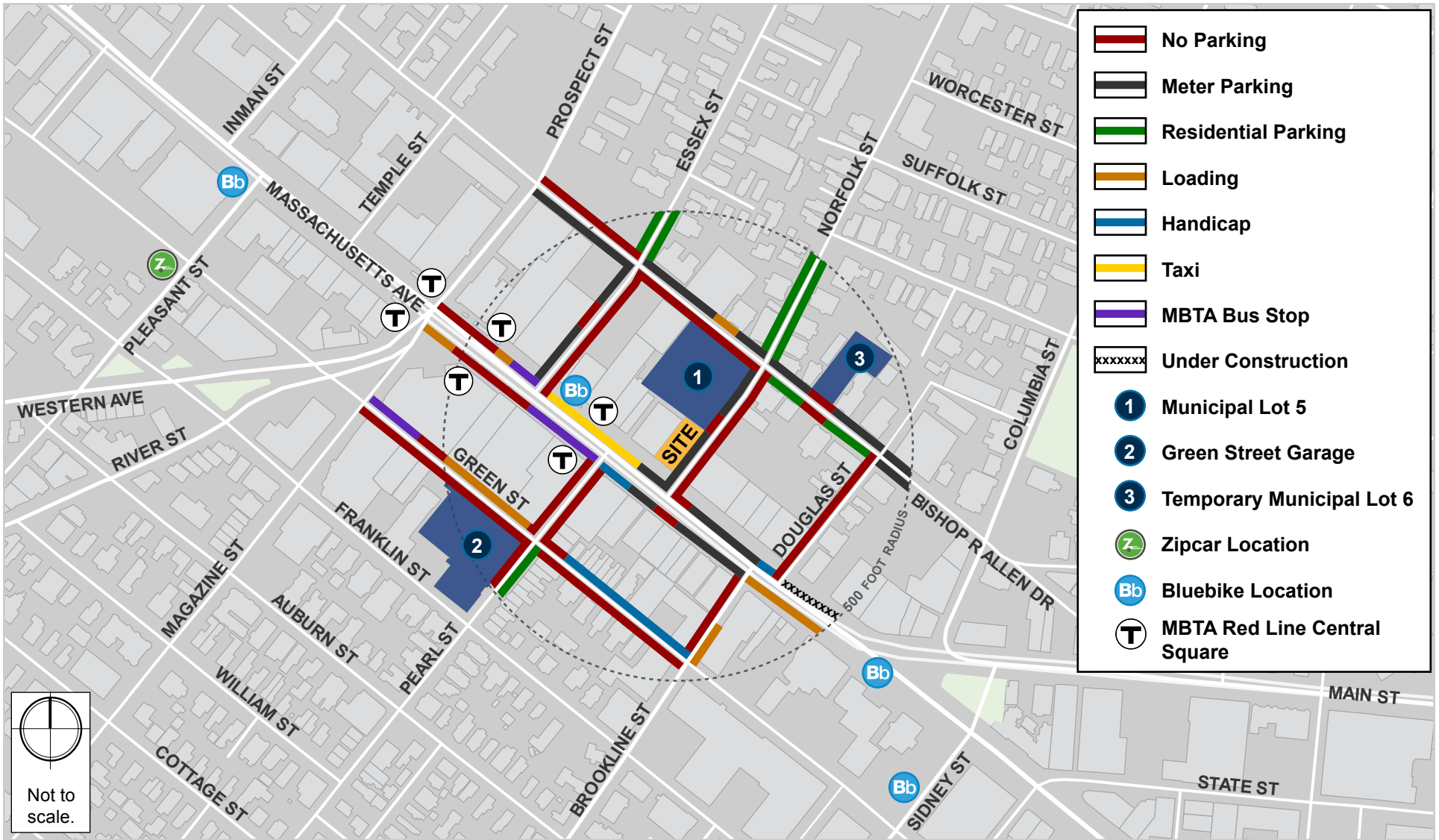
Source: MBTA.com,

There are four BLUEbikes Stations within a five-minute walk of the Site, generally located along Massachusetts Avenue. Altogether these four stations have capacity for 58 bikes. There are bike lanes in both directions along Massachusetts Avenue in front of the Site. There are 19 public short term bicycle racks with capacity for 38 bikes within 100 ft of the entrance on the sidewalk in front of the site and covered bicycle racks with capacity for 24 bikes in the lot behind the Site. Observations indicate that during peak times (5 p.m.) on June 12th the covered bike racks behind the Site were 38% full.

Proximate parking facilities to the Site include Municipal Lot 5, temporary Municipal Lot 6, and Green Street Garage which provide public spaces for patrons of the Site. Metered on-street parking is also provided on the roadways surrounding the Site. Metered parking surrounding the Site is generally 1-hour along Massachusetts Avenue and 2-hour along the other streets surrounding the Site. The Site Context map is shown in **Figure 1**.



Figure 1. *Site Context*





Trip Generation and Operations

Facility Operations

Based on information provided by Revolutionary Clinics, the planned weekly hours of operation will be 9:00 a.m. to 11:00 p.m. everyday. These hours will be set by the City in the Host Community Agreement and are subject to change. Service to the building will occur from the side entrance along Norfolk Street. The delivery/service vehicles will utilize the existing loading space behind the building in Municipal Lot 5 to lessen the possibility for impacts along Massachusetts Avenue. The side entrance will be restricted access, providing access to employees and deliveries only.

Service Area

As of the writing of this memo, there are 23 recreational dispensaries currently open or imminent in the Commonwealth of Massachusetts, with 36 more that have provisional approval, and 111 pending applications in the permitting process. When this Site opens, there will likely be several recreational retail dispensaries open in the Cambridge and Boston area.

The congestion and traffic generated by individual locations that was seen during the initial wave of dispensary openings will continue to decrease as more retail establishments open for business. The service area for the Project will be largely dependent on competition in the area as other dispensaries open. When the market becomes saturated, the operations at the dispensary will likely only serve local trips more akin to a convenience or package store.

Mode Share

The only existing dispensaries in the Boston area at the time of this memo is New England Treatment Access (NETA) in Brookline and Garden Remedies in Newton. To establish how patrons to NETA traveled, a mode share survey was conducted on April 16th, 2019 during the afternoon peak times. The mode share results of the survey are presented in **Table 2**.



Table 2. Mode Share Survey

Location	Vehicle	Transit	Walk	Bike
NETA	52%	29%	16%	3%

As shown in **Table 2**, there is a 52% vehicle mode share, transit mode share is 29%, and 19% walk/bike mode share. These mode shares will be applied to the dispensary client person trips to establish trip generation for each mode. The mode shares within the survey reflect how NETA operates as a destination retail store currently. The Site may operate under these mode share conditions at first, but it is expected that as more facilities open and the novelty wears off that the Site’s close proximity to transit, walkability, and bike facilities will work to decrease the vehicle focused mode share.

Client Trips

With a saturated retail cannabis market, Revolutionary Clinics projects that they will service approximately 500 clients per day. Revolutionary Clinics projections are determined by data from their other operating dispensary facilities and statistics that indicate the increase in client trips with respect to the conversion to recreational from medical.

The 500 clients per day would correspond with about 1000-person trips per day (500 entering and 500 exiting). Client visits are expected to occur throughout the day with the peak time likely occurring from 5:30 – 7:30 p.m. Peak client activity during these time periods is anticipated to be about 75 clients per hour, or up to 150-person trips per hour (75 entering and 75 exiting).

At 52% vehicle share, it is estimated that there will be approximately 520 client vehicle trips (260 entering and 260 exiting) per day. Approximately 78 client vehicle trips (39 entering and 39 exiting) are anticipated during the p.m. peak hour. The remaining 48% for transit/walk/bike will have approximately 480 person trips (240 entering and 240 exiting) from these modes per day. Approximately 72 person trips (36 entering, 36 exiting) from these modes will occur during the p.m. peak hour.

Staff and Delivery Trips

Revolutionary Clinics will have approximately 25 full-time staff. It is estimated that there would be approximately 10 to 20 employees on site at any given time. It is estimated that there would be approximately 20 unique employees working on-site throughout the day. Therefore, employees are expected to generate about 40 person trips (20 entering and 20 exiting) on a typical day.



Staff parking will not be provided on or around the Site and employees will be encouraged to utilize non-driving commuting options. Employees will receive subsidized transit and/or BLUEbikes passes to encourage alternative modes of transportation. The great transit connections to the Site should lead to high transit use by employees. The Applicant is setting an aspirational goal of hiring all Cambridge residents to work in the store. If this goal is successful, the vehicle mode share for employees will approach zero as there is a great availability of transit, walking, and biking options from points in Cambridge to the Site.

Service and delivery activity for the proposed Site is expected to be minimal and occur no more than 4 times per week relating to products and cash. The Applicant proposes using the loading areas within Municipal Lot 5 behind the Site to accommodate their delivery vehicles.

Combined Project Trip Generation

When combining patient, staff, and service/delivery trips, the Project is expected to generate about 1040 person trips per day (520 entering and 520 exiting). During the busiest hours, the site may generate approximately 150 person trips per hour (75 entering and 75 exiting). The daily, a.m. and p.m. peak hour person trips are broken down by anticipated mode in **Table 3**. The dispensary is not open to customers during the a.m. peak hour so the trips during this time period will be employees commuting.

Table 3. Trip Generation

Direction	Vehicle	Transit	Walk	Bike
<i>Daily Trips¹</i>				
Enter	260	145	80	15
Exit	260	145	80	15
Total	520	290	160	30
<i>a.m. Peak Hour Trips¹</i>				
Enter	1	4	0	1
Exit	0	0	0	0
Total	1	4	0	1
<i>p.m. Peak Hour Trips¹</i>				
Enter	39	22	12	2
Exit	39	22	12	2
Total	78	44	24	4

1. Based on information provided by Revolutionary Clinics with mode share survey data from NETA.



Parking

On-street parking occupancy data was collected during the times outlined in the Draft Cannabis TP&T Guidelines to determine the existing parking conditions and how it relates to the Project parking needs. The data collection was performed on June 8th and June 12th 2019 and consisted of streets that are within approximately 500 ft walk to the Site. The data collection is detailed in **Table 4** and **Table 5**. Parking that is not viable for dispensary customers, such as permit only parking, was not included in the tables.

Table 4. Parking Occupancy, Wednesday June 12th 2019

Street Name/Lot	Time	Regulation	Occupied Spaces	Total Spaces	% Occupancy
Bishop Allen Drive	10:00 AM	2 Hr Meter	33	42	79%
Essex Street	10:00 AM	2 Hr Meter	9	9	100%
Norfolk Street	10:00 AM	2 Hr Meter	10	10	100%
Douglass Street	10:00 AM	2 Hr Meter	3	5	60%
Massachusetts Avenue	10:00 AM	1 Hr Meter	21	22	95%
Brookline Street	10:00 AM	2 Hr Meter	7	7	100%
Municipal Lot 5	10:00 AM	2/4 Hr Meter	76	79	96%
Temp. Municipal Lot 6	10:00 AM	4 Hr Meter	35	37	95%
Green Street Garage	10:00 AM	Public Lot	254	269	94%
Total	10:00 AM		448	480	93%
Bishop Allen Drive	12:00 PM	2 Hr Meter	36	42	86%
Essex Street	12:00 PM	2 Hr Meter	6	9	67%
Norfolk Street	12:00 PM	2 Hr Meter	10	10	100%
Douglass Street	12:00 PM	2 Hr Meter	4	5	80%
Massachusetts Avenue	12:00 PM	1 Hr Meter	21	22	95%
Brookline Street	12:00 PM	2 Hr Meter	7	7	100%
Municipal Lot 5	12:00 PM	2/4 Hr Meter	73	79	92%
Municipal Lot 6	12:00 PM	4 Hr Meter	33	37	89%
Green Street Garage	12:00 PM	Public Lot	263	269	98%
Total	12:00 PM		453	480	94%
Bishop Allen Drive	3:00 PM	2 Hr Meter	31	42	74%
Essex Street	3:00 PM	2 Hr Meter	9	9	100%
Norfolk Street	3:00 PM	2 Hr Meter	10	10	100%
Douglass Street	3:00 PM	2 Hr Meter	1	5	20%
Massachusetts Avenue	3:00 PM	1 Hr Meter	19	22	86%



Street Name/Lot	Time	Regulation	Occupied Spaces	Total Spaces	% Occupancy
Brookline Street	3:00 PM	2 Hr Meter	3	7	43%
Municipal Lot 5	3:00 PM	2/4 Hr Meter	51	79	65%
Municipal Lot 6	3:00 PM	4 Hr Meter	21	37	57%
Green Street Garage	3:00 PM	Public Lot	153	269	57%
Total	3:00 PM		298	480	62%
Bishop Allen Drive	5:00 PM	2 Hr Meter	32	42	76%
Essex Street	5:00 PM	2 Hr Meter	7	9	78%
Norfolk Street	5:00 PM	2 Hr Meter	10	10	100%
Douglass Street	5:00 PM	2 Hr Meter	2	5	40%
Massachusetts Avenue	5:00 PM	1 Hr Meter	20	22	91%
Brookline Street	5:00 PM	2 Hr Meter	3	7	43%
Municipal Lot 5	5:00 PM	2/4 Hr Meter	53	79	67%
Municipal Lot 6	5:00 PM	4 Hr Meter	12	37	32%
Green Street Garage	5:00 PM	Public Lot	135	269	50%
Total	5:00 PM		274	480	57%
Bishop Allen Drive	7:00 PM	2 Hr Meter	39	42	93%
Essex Street	7:00 PM	2 Hr Meter	7	9	78%
Norfolk Street	7:00 PM	2 Hr Meter	8	10	80%
Douglass Street	7:00 PM	2 Hr Meter	5	5	100%
Massachusetts Avenue	7:00 PM	1 Hr Meter	20	22	91%
Brookline Street	7:00 PM	2 Hr Meter	7	7	100%
Municipal Lot 5	7:00 PM	2/4 Hr Meter	75	79	95%
Municipal Lot 6	7:00 PM	4 Hr Meter	18	37	49%
Green Street Garage	7:00 PM	Public Lot	173	269	64%
Total	7:00 PM		352	480	71%



Table 5. *Parking Occupancy, Saturday June 8th 2019*

Street Name/Lot	Time	Regulation	Occupied Spaces	Total Spaces	% Occupancy
Bishop Allen Drive	12:00 PM	2 Hr Meter	39	42	93%
Essex Street	12:00 PM	2 Hr Meter	9	9	100%
Norfolk Street	12:00 PM	2 Hr Meter	8	10	80%
Douglass Street	12:00 PM	2 Hr Meter	5	5	100%
Massachusetts Avenue	12:00 PM	1 Hr Meter	22	22	100%
Brookline Street	12:00 PM	2 Hr Meter	4	7	57%
Municipal Lot 5	12:00 PM	2/4 Hr Meter	66	79	84%
Municipal Lot 6	12:00 PM	4 Hr Meter	19	37	51%
Green Street Garage	12:00 PM	Public Lot	150	269	56%
Total	12:00 PM		322	480	67%
Bishop Allen Drive	3:00 PM	2 Hr Meter	38	42	90%
Essex Street	3:00 PM	2 Hr Meter	9	9	100%
Norfolk Street	3:00 PM	2 Hr Meter	9	10	90%
Douglass Street	3:00 PM	2 Hr Meter	5	5	100%
Massachusetts Avenue	3:00 PM	1 Hr Meter	22	22	100%
Brookline Street	3:00 PM	2 Hr Meter	4	7	57%
Municipal Lot 5	3:00 PM	2/4 Hr Meter	62	79	78%
Municipal Lot 6	3:00 PM	4 Hr Meter	15	37	41%
Green Street Garage	3:00 PM	Public Lot	185	269	69%
Total	3:00 PM		349	480	73%
Bishop Allen Drive	7:00 PM	2 Hr Meter	36	42	86%
Essex Street	7:00 PM	2 Hr Meter	9	9	100%
Norfolk Street	7:00 PM	2 Hr Meter	10	10	100%
Douglass Street	7:00 PM	2 Hr Meter	5	5	100%
Massachusetts Avenue	7:00 PM	1 Hr Meter	21	22	95%
Brookline Street	7:00 PM	2 Hr Meter	0	7	0%
Municipal Lot 5	7:00 PM	2/4 Hr Meter	63	79	80%
Municipal Lot 6	7:00 PM	4 Hr Meter	17	37	46%
Green Street Garage	7:00 PM	Public Lot	170	269	63%
Total	7:00 PM		331	480	69%

As shown above, on-street parking is well-utilized near the Project, ranging from 57% to 94% occupancy on the weekday during the hours studied, which corresponds with 27 to 206 available spaces. On Saturday June 8th, the parking ranged from 67% to 73% occupancy, which corresponds to



between 131 and 158 available spaces. During the peak demand periods, it is anticipated that approximately 13 clients per hour will arrive at the Site via private vehicle. Revolutionary Clinics currently uses expedited service methods such as online preordering, reservations, and appointments to fulfill orders in a timely manner. Data from their current medical dispensary shows average customer service time within the facility to be about four minutes. Assuming generally four-minute service times, client parking demand is projected to be about 9 to 20 spaces depending on arrival patterns. Client parking demand could also be lower depending on the number of clients that arrive via transportation network company (TNCs) services such as Uber and Lyft and the use of transportation demand management (TDM) strategies to market the Site as a transit-oriented store. Parking spaces will not be available for employees, who will be encouraged to use other means of transportation to reach the Site.

In addition to the proposed Project, two additional cannabis dispensaries have been granted a special permit to operate in the area. The City of Cambridge requested that the parking demand from all three projects be considered to develop a projection for the worst-case scenario. The three dispensaries are projected to have a combined peak parking demand of 59 to 75 parking spaces. The availability of nearby on-street parking and parking available in garages and lots ranges from 27 spaces to 206 spaces during the weekday and between 131 and 158 spaces during the weekday. According to the observations and projected parking demand for all three dispensaries, customers might have difficulty finding available parking at 10:00 a.m. and 12:00 noon during the weekday. However, the weekday peak parking demand for the dispensaries typically occurs during the evening peak hour where the parking availability is significantly higher. Between 5:00 p.m. and 7:00 p.m. on weekdays, there are between 128 and 206 available parking spaces in the area. Additionally, the peak parking demand for each cannabis dispensary was developed separately, and it is unlikely that the peak parking demand for each dispensary will occur at the same time. In general, the constrained parking in the area will help reduce auto travel and encourage alternative modes of transportation to the area.

Loading

During the parking utilization study, the loading areas near the Site in the Municipal Lot #5 was also studied. The loading areas included the two large spaces adjacent to H-Mart and the two designated loading parking spaces along the south side of the lot. Delivery trips to the Site will be conducted by vehicles that are van sized or smaller so it is anticipated that the loading parking spaces will be the only ones that are needed to serve the Site. Observations indicate that this loading zone has capacity during the study times as shown in **Table 6**.

Table 6. Loading Occupancy



Street Name/Lot	Time	Day	Occupied Spaces	Total Spaces	% Occupancy
Municipal Lot 5 Loading Parking Spaces	10:00 a.m.	Wednesday	0	2	0%
	12:00 p.m.	Wednesday	0	2	0%
	3:00 p.m.	Wednesday	2	2	100%
	5:00 p.m.	Wednesday	2	2	100%
	7:00 p.m.	Wednesday	0	2	0%
	12:00 p.m.	Saturday	0	2	0%
	3:00 p.m.	Saturday	1	2	50%
	7:00 p.m.	Saturday	0	2	0%

Transportation Demand Management (TDM)

The Applicant has made commitments to the City of Cambridge previously when filing for the 541 Massachusetts Avenue Registered Medical Dispensary (RMD) application. The Applicant remains committed to working with the City and encouraging alternative modes of transportation to access the Site. The Applicant has committed to or will commit to the following TDM measures to ensure that the potential impact to the surrounding roadways is minimized:

- Provide MBTA pass subsidies for employees;
- Provide Gold level BLUEbikes memberships to employees;
- Goal of hiring 100% Cambridge based employees to encourage non-vehicular commuting options;
- Provide 4 secure, long-term bicycle parking spaces for employees and provide a channel along stairs in the building to facilitate bringing bikes inside;
- Have an air pump and bicycle repair tools available for employees and customers;
- Provide lockers for employees that walk or bike to work;
- Provide a contribution of \$2,400 to the City to fund 3 bicycle racks around Central Square;
- Provide a contribution to the City to improve transit service and information in Central Square;
- Promote transit and bicycle options online and in marketing material to inform clients and employees of non-vehicular travel options;
- Designate a Transportation Coordinator (TC) to oversee and administer the implementation of TDM measures; and
- Conduct employee and customer mode share surveys to provide updates to the City on request for the ways people are traveling to the dispensary.



Opening Plan

Prior to the opening date, the Applicant will furnish a detailed opening plan for management of the grand opening. As other dispensaries open prior to this Site, market conditions will dictate the level of management that is needed to ensure a smooth opening. Some measures that will be considered by the Applicant for the grand opening include:

- Appointment only scheduling;
- Marketing to caution customers against driving to the opening and making them aware of the non-vehicular options for coming to the Site;
- Police detail to manage the curb outside the Site; and
- Additional staff on Site to manage queues and process customers.

Summary

Overall, the Project is expected to have a minimal impact on the surrounding roadways, particularly when the market is saturated. It is anticipated that another dispensary, 567 Massachusetts Avenue, will attempt to open in Central Square, further working to reduce the impact of this Project. The Applicant has already made several commitments for contributions to the City and will work to implement measures to reduce the number of customers that take private vehicles to the Site. Through the TDM program, the Applicant will incentivize employees to seek alternative commuting options that will not degrade neighborhood parking. Parking around the Site is well-utilized but there is availability at most times of the day, particularly in the Green Street Garage during the p.m. peak times. The proximity of the Site to the Central Square MBTA station and the availability of bicycle facilities will help lower vehicular demand to the Site. The attached Cannabis Retail Stores Summary Form (**Appendix A**) provides information and data detailed in the memo.



Cannabis Retail Stores Summary Form

Project Site:	
Store Address.	541 Massachusetts Avenue
Total floor area of store (including sales, back of house, other).	6,000 sf
Retail sales area (including customer waiting areas).	3,500 sf
Maximum customer capacity – sales area.	92
Maximum customer capacity – waiting area.	0 (No designated waiting area – all queuing will occur within the sales area)
Employees:	
Number of full-time employees (total).	25
Number of part-time employees (total).	0
Maximum number of employees on-site at one time.	20
Employee mode shares:	Based on aspirational goal of 100% employees living in Cambridge
% single-occupancy vehicle (SOV) (including ride-hailing):	10%
% high-occupancy vehicle (HOV):	10%
% public transit:	50%
% walk:	15%
% bike:	15%
% other:	0%
Customers:	
Number of customers per day.	500
Maximum number of customers expected at any one time.	75 peak hour
Customer mode shares:	See Table 2
% single-occupancy vehicle (SOV) (including ride-hailing):	52%
% high-occupancy vehicle (HOV):	0%
% public transit:	29%



TECHNICAL MEMORANDUM

541 Massachusetts Avenue

July 2019

% walk:	16%
% bike:	3%
% other:	0%
Transit Availability:	
List the public transportation services within ¼ mile of the site, including type (subway, bus, bike share), walking distance, and frequency.	See Site context figure and Table 1
List the duration and frequency of public transit services for weekdays and weekends.	See Table 1
Auto Parking Availability:	
List public parking facilities within 500 feet of site (with addresses/locations, distance, and number of spaces) and parking occupancy for minimum one weekday (e.g., minimum 10 am, 12 pm, 3 pm, 5 pm, 7 pm), and minimum one Saturday (e.g., minimum noon, 3 pm and 7 pm).	See Table 4 and Table 5 in Memo
Estimated peak parking demand needed for employees.	0
Estimated peak parking demand for customers.	9-20
Number of employee parking spaces on-site.	0
Number of customer parking spaces on-site.	0
Number of employee parking spaces off-site (describe location and distance from site).	0
Number of customer parking spaces off-site (describe location and distance from site).	27-206 spaces depending on day and time, available on-street/garage parking within 500 ft of the Site
Bicycle Parking Availability:	



Number of Employee long-term bicycle parking spaces on the Project site.	The Applicant is providing long-term bicycle parking space for 4 bikes within the Site
Number of Customer short-term bicycle parking spaces on the Project site.	0 – The Applicant has committed to contribute \$2,400 to the City for bicycle racks in Central Square.
Number of public bicycle parking spaces within 100 feet of the main entrance of the site.	The Applicant is proposing to utilize the existing bicycle racks in front of the Site along Massachusetts Avenue and the covered racks behind the Site for customer short-term bicycle parking. (Approximately 31 bicycle racks within 100 ft of the main entrance)

Loading and Delivery:

Address of proposed Loading and Delivery Service Location (note whether it is on-street or off-street).	84 Bishop Allen Drive – loading is proposed to occur in the 2 loading designated parking spaces along the south side of the lot
List the types of loading and delivery trips that will service the site (e.g., product delivery, cash pick-up, refuse collection) and expected number of trips per week for each type.	Expected up to 4 loading/delivery trips per week consisting of 2 product deliveries and 2 cash pick-up

Project Trip Generation:

Daily, Morning and Evening Peak Hour Employees and Customer trip generation by mode.	Employees			Customers		
	Daily	Morning	Evening	Daily	Morning	Evening
SOV	4	1	0	520	0	78
HOV	4	0	0	0	0	0
Transit	10	2	0	290	0	44
Walk	6	0	0	160	0	24
Bike	6	1	0	30	0	4
Other	0	0	0	0	0	0

EXHIBIT D

EXHIBIT E

EXHIBIT F



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
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June 2, 2017

BY U.S. MAIL AND E-MAIL

Ms. Jayne Vining
Cardiac Arrhythmia Syndromes Foundation, Inc.
9 Bartlet Street, Unit 335
Andover, MA 01810

Re: Provisional Certificate of Registration for a Registered Marijuana Dispensary for a Dispensary in Cambridge (Third Street) and a Cultivation and Processing Facility in Fitchburg

Dear Ms. Vining:

Please be advised that Cardiac Arrhythmia Syndromes Foundation, Inc. has been selected to receive a Registered Marijuana Dispensary ("RMD") Provisional Certificate of Registration at its proposed Cambridge (Third Street) retail dispensary and Fitchburg cultivation and processing facility and to move forward to the Inspectional Phase. The issuance of this RMD Provisional Certificate of Registration is subject to the following ongoing conditions:

1. All dispensary agents and capital contributors shall be subject to a background check as set forth in the *Guidance for Registered Marijuana Dispensaries Regarding Background Checks* prior to commencing work as a dispensary agent or contributing funds to the RMD.
2. The RMD shall comply with the Humanitarian Medical Use of Marijuana Act, Ch. 369 of the Acts of 2012 (the "Act"), as implemented by Department of Public Health (the "Department") Regulations, 105 CMR 725.000, et seq. ("Regulations"), during the period of its provisional registration, except as expressly waived in writing by the Department pursuant to 105 CMR 725.700.
3. The RMD shall be subject to inspection and audit to ascertain compliance with any applicable law or regulation, including laws and regulations of the Commonwealth relating to taxes, child support, workers compensation, and professional and commercial insurance coverage.
4. The RMD shall be subject to inspection and audit to ascertain that the RMD is operating at all times in a manner not detrimental to public safety, health, or welfare.

5. The RMD shall be subject to inspection and audit to ascertain that its facilities are compliant with all applicable state and local codes, bylaws, ordinances and regulations.
6. The RMD shall be subject to inspection and audit to ascertain that it has sufficient financial resources to meet the requirements of the Act or 105 CMR 725.000, et seq.
7. The RMD shall cooperate with and provide information to Department inspectors, agents and employees upon request.
8. The RMD shall, as necessary, amend its bylaws to expressly require compliance with 725.100(A)(1) and the "*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*" by stating that the RMD shall "at all times operate on a non-profit basis for the benefit of registered qualifying patients" and shall "ensure that revenue of the RMD is used solely in furtherance of its nonprofit purpose." If the bylaws do not expressly include such requirement, they shall be amended within thirty days of the date of this letter and the amended bylaws shall be filed with the Department by mail at the above address and by email at RMDcompliance@state.ma.us.
9. The RMD shall keep current all information required by 105 CMR 725.000, et seq., or as otherwise required by the Department pursuant to 725.100(F)(4) and may not make certain changes without prior approval from the Department pursuant to 725.100(F)(1)-(3).
10. The RMD must submit payment of the registration fee required pursuant to 105 CMR 725.100(C)(1) and 801 CMR 4.02.

In the Inspections Phase, the Department will continue to verify, among other things, that the RMD will operate in compliance with the RMD operational requirements, see 105 CMR 725.105 (A)-(Q), and security requirements, see 105 CMR 725.110(A)-(F). Furthermore, the Department may impose other conditions that the Department determines necessary to ensure the RMD will operate in accordance with applicable Massachusetts laws and regulations.

Please be advised pursuant to 105 CMR 725.100(C)(1) the Department may issue a Final Certificate of Registration only after an applicant has successfully completed the Inspections Phase and the Department has issued final approval.

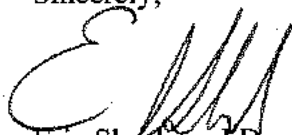
Please mail the enclosed remittance form with a bank/cashier's check in the amount of \$50,000 payable to the Commonwealth of Massachusetts within thirty (30) days of the date of this letter to:

Department of Public Health
Medical Use of Marijuana Program
RMD Registration
99 Chauncy Street, 11th Floor
Boston, MA 02111

After the registration fee is processed, this letter shall serve as Cardiac Arrhythmia Syndromes Foundation, Inc.'s Provisional Certificate of Registration with the aforementioned conditions. The Department will continue to verify all information provided by the RMD, and that the RMD is compliant with applicable Massachusetts law and regulations. It is within the Department's discretion to revoke this Provisional Certificate of Registration at any time.

Should you have any questions, please contact the Department at RMDcompliance@state.ma.us.

Sincerely,

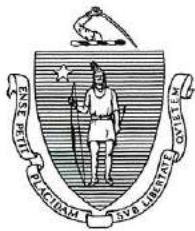


Eric Sheehan, J.D.

Bureau Director

Bureau of Health Care Safety and Quality

Massachusetts Department of Public Health



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-5370
www.mass.gov/medicalmarijuana

May 10, 2018

BY U.S. MAIL AND E-MAIL

Ms. Jennifer K. Crawford
Revolutionary Clinics II, Inc.
9 Bartlet Street, Unit 335
Andover, MA 01810

Re: Approval to Change the Location of a Registered Marijuana Dispensary Site

Dear Ms. Crawford:

Please be advised that Revolutionary Clinics II, Inc. has been approved to relocate its Registered Marijuana Dispensary ("RMD") retail dispensary site from 229-231 Third Street, Cambridge, MA to 541 Massachusetts Avenue, Cambridge, MA. The issuance of this approval is subject to the following ongoing conditions:

1. The RMD shall comply with all conditions listed in the Provisional Certificate of Registration issued to Revolutionary Clinics II, Inc. on June 2, 2017.
2. The RMD shall submit all documents required for Architectural Review.

The Department will continue to verify all information provided by the RMD, and that the RMD is compliant with applicable Massachusetts law and regulations. It is within the Department's discretion to revoke this approval at any time.

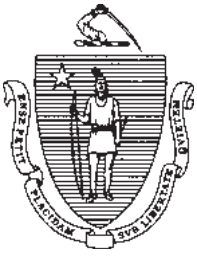
Should you have any questions, please contact the Department at RMDcompliance@state.ma.us.

Sincerely,

Bryan Harter, MBA, LICSW

Director

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



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

William Francis Galvin
Secretary of the
Commonwealth

Date: August 15, 2019

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

Certificate Number: 19080290010

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:

Packet 1: Application of Intent

The Application of Intent packet is intended to provide the Commission with information about the Marijuana Establishment, including:

- Who is the marijuana-establishment applicant?

- o The applicant may be an individual or several individuals. Individuals required to be named in the application include executives, managers, and close associates, as well as any person or entity who will contribute 10% of more of the initial capital to operate the Marijuana Establishment. The list must include any individual with direct or indirect authority over business policies, cultivation operations or security operations because these are individuals the Commission is likely to interact with over the term of the license. Individuals listed on the application also must disclose their individual interest in any Marijuana Establishment application for licensure or licensee, as well as their past or present business interests, including marijuana-related business interests, in other states.

- How is the business organized?

- o Applicants must provide proof that the business is registered to do business in Massachusetts. Certificates providing proof of business incorporation may be requested online from the Corporations Division of the Secretary of the Commonwealth of Massachusetts at <http://www.sec.state.ma.us>. Please note that as part of the third packet, or the Management and Operations Profile, applicants will need to provide a copy of the articles or organization and bylaws, as well as certificates of good standing from the Massachusetts Department of Revenue and the Corporations Division of the Secretary of the Commonwealth's office.

- How will the Marijuana Establishment be funded?

- o Applicants are required to document the amounts and sources of capital that will be used to fund the Marijuana Establishment, and certify that all funds used to invest in or finance the Marijuana Establishment were or will be lawfully obtained. They are not required to provide proof of a specific amount of available funding to operate the establishment.

- o Applicants must also show access to adequate funding to dismantle and wind down a Marijuana Establishment. This may be shown by providing proof of a financial guarantee bond or other escrowed amount of money. Massachusetts does not require a financial guarantee bond or escrow funds in a specific amount. However, the applicant will be required to explain why the amount is adequate to dismantle and wind down the particular Marijuana Establishment.

MANAGEMENT TEAM

Robert M. Bohlen – Founder, Chairman, and Class A Manager

Robert Bohlen is one of the founders of the Company and serves as the Company’s Chairman of the Board. Mr. Bohlen is a serial entrepreneur with broad business experience ranging from agricultural to manufacturing companies in a wide variety of industries throughout his prolific business career. Mr. Bohlen was recognized as being one of the most productive real estate agents of all time; selling over 10,000 residential and commercial properties worth over \$4 billion. Mr. Bohlen provides strategic guidance to the Company’s management as well as serves in a business development role. Mr. Bohlen received a bachelor’s degree from the University of Illinois when he played basketball on a scholarship. Mr. Bohlen is a prolific art collector with his collections being showcased in major museums across the United States.

Keith W. Cooper – Class A Manager and CEO

Keith Cooper serves as one of the Class A Managers on the Company’s Board of Managers as well as serves as the Company’s Chief Executive Officer. Mr. Cooper is a serial entrepreneur that has led six companies to successful exits. Prior to joining the Company, Mr. Cooper was CEO of Constant Therapy (“CT”), a company revolutionizing the treatment of neurological disorders using science-based digital therapy on mobile devices. CT was acquired by a private equity firm in 2017. Prior to CT, Mr. Cooper was CEO of Connotate (web Big Data aggregation company), President of Carbonite (#9 on the Inc. 500 list, Best Places To Work in Boston, Most Innovative Companies in New England, IPO on NASDAQ in 2011), CEO of webHancer (acquired by Microsoft), CEO of FaxNet (acquired by Critical Path) and GM of Trans National Communications (#12 on the Inc. 500 list). A graduate of Harvard Business School (1988) and Harvard College (1983, President of the Harvard Rugby Club), Keith lives in Wayland, Massachusetts, is married, and has two young adult sons.

Lillian Montalto – Founder and Class A Manager

Lillian Montalto is one of the founders and serves as one of the Class A Managers on the Company’s Board of Managers and provides strategic insight with regards to real estate matters and overall strategies of the Company. Ms. Montalto is the founder, broker, and principal of Lillian Montalto Signature Properties in Andover Massachusetts and has vast real estate experience. For the past nineteen years, Ms. Montalto has been recognized as the number one real estate agent in New England and has been a keynote speaker at the National Association of Realtors Annual Conference as well as numerous Real Estate and Business seminars around the world, including Bali, Canada, Australia, New Zealand, South Africa, and the United States.

Tyler Richards – Class B Manager

Tyler Richards is one of the founders of the Company and was instrumental in the selection of the Fitchburg Facility. After the facility was acquired, Mr. Richards played a key role in overseeing its extensive build out. Mr. Richards also played a pivotal role in developing a demographic model based on a wide variety of factors that were used to narrow the Company’s focus on the most desirable areas to locate its dispensaries. Mr. Richards is active in the commercial real estate market and has extensive construction management experience. His experience in the nuances of the Massachusetts licensed marijuana industry compliments his ability to plan and select the best sites for the Company. Mr. Richards received a B.A. degree in Construction Management from the University of Massachusetts at Amherst.

G. Ryan Ansin – Founder, Class C Manager, and Chief Strategy Officer

Ryan Ansin is a serial entrepreneur that has been involved in the cannabis industry for over four years and is one of the founders of the Company. Mr. Ansin has traveled all over the US and Europe searching for the latest technology in the cannabis industry. He has led the selection of the technology that has been deployed in the Company’s state-of-the-art cultivation facility in Fitchburg Massachusetts, as well as more broadly throughout the organization’s operations. Mr. Ansin is active in all aspects of the business and has taken the lead in procuring private capital for expansion of the Company as well as assessing the financial climate for cannabis stocks on an industry-wide basis. Mr. Ansin is President of Greenwich-based Family Office Association and has built a portfolio of early and growth-stage investments in technology, real estate, biotech, ethical fashion, and cannabis.

Bradley Miller – Chief Financial Officer

Brad Miller is a finance executive with thirty years of experience leading medium-sized to large organizations through periods of rapid growth and transformation. Mr. Miller's expertise spans finance, administration, M&A, corporate strategy, treasury, operations, systems, and information technology. He has led the finance organization in four public companies and four private-equity backed technology companies. He has led four successful exits with a total value exceeding \$2 billion. Most recently, Mr. Miller served as the CFO of PeopleFluent, which was acquired by Learning Technologies Group, Ltd., a publicly traded company in the UK. Mr. Miller began his career as a CPA at Coopers & Lybrand and has received degrees from the College of William & Mary and the University of New Hampshire.

Mindaugas Maciulis – Chief Operating Officer

Min comes to Revolutionary Clinics from Kohler Company where he recently managed logistics of Kitchen and Bath Products overseeing multiple Distribution Centers throughout the US totaling over 4 million SQ FT, \$10M daily revenue, and distributing over 200,000 different skus. Prior to Kohler, Min led numerous operations teams at a leading global logistics company DHL Supply Chain where he was responsible for day to day operations for companies such as Philips, Medtronic, and Proctor & Gamble. Min's expertise in operations, ISO standards, lean tools, and management of diverse teams led to his nomination for Supply Chain Executive Seminar at Michigan State University, which he completed in 2018. Min is excited to join the team where he plans to bring his expertise in Operations and Supply Chain Management by continuing to scale the company and bringing new products to market.

Thomas Schneider – Chief Marketing Officer

Tom Schneider is a marketing executive with twenty-five years of experience in building companies through branding and delivering integrated marketing ecosystems and business strategies for midsize to Fortune 500 companies. Mr. Schneider believes that great marketing should be steeped in customer and competitor insights, to create the brand, drive awareness, generate leads, develop new business and inevitably guide product evolution. Before joining Revolutionary Clinics, Mr. Schneider founded and sold three marketing agencies, and, most recently, was Chief Marketing Officer of Target Logistics, a multinational provider of workforce housing. In 2013, Target Logistics was named one of America's fastest-growing private companies by Inc. Magazine at #194 on the list of 5,000, with a three-year growth rate of 2,131%. Mr. Schneider and his partners drove the value of the company from \$25 million to a total acquisition value of \$625 million in three years.

Christine Champagne – Director of Cultivation

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

Shaka Ramsay – Vice President of Retail Operations

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

Dan Gillan – Vice President of Extraction Department

A native of Massachusetts, Dan Gillan has been working in the regulated cannabis industry in both California and Massachusetts since 2016 with a hyper-focus in leading cannabis extraction techniques and MIP manufacturing. Previous to starting and operating a California cannabis business, Gillan founded and operated a Boston based media production company, which developed his passion for entrepreneurial endeavors. In 2013, a motor vehicle accident left Gillan in critical condition with four broken vertebrae in his spine. Cannabis has been a huge part of his journey to healing and ignited a new passion. Gillan

dedication to helping people, combined with his expertise in cannabis science, personal story, and his entrepreneurial spirit, makes him a perfect fit in this rapidly emerging industry.

EXHIBIT G

Community Engagement Summary

On Wednesday, April 24, 2019, Revolutionary Clinics II, LLC hosted a community outreach meeting at La Fabrica Restaurant located at 450 Massachusetts Avenue, from 6:00 p.m. until 9:00 pm.

Approximately 25-30 neighbors attended the meeting during which a presentation was made to discuss the application for a Special Permit for an Adult-Use Marijuana Retailer license at 541 Massachusetts Avenue (the "Premises") pursuant to 935 CMR 500.101 and other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Cannabis Control Commission. The presentation included graphics, elevations, floor plans and security systems plans.

The information that was information that was presented at the Community Outreach Meeting included, but was not limited to:

- The type(s) of Adult-Use Marijuana Establishment to be located at the Premises;
- Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely;
- Steps to be taken by the Adult-Use Marijuana Establishment to prevent Diversion to minors;
- A plan by Adult-Use Marijuana Establishment to positively impact the community; and
- Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat or other conditions likely to cause nuisance.

Community members and attendees were encouraged to ask questions and did receive answers from representatives of RevC2. Many neighbors wondered why the political process had taken so long to allow any adult-use dispensaries open in the City of Cambridge. Others wanted to hear how the proposal would impact traffic and parking, whether there would be an increase in crime or public consumption of marijuana, and what the existing structure would ultimately look like after construction is completed and if the public could simply gain entrance to the site. Several wanted to know if RevC2 was allowed to co-locate, would that mean that medical patients were given priority and preferential treatment.

It was explained that the adult use ordinance has been the subject of much discussion among the office of the City Manager, City Solicitor, the City Council and CDD staff and that many public hearings had been conducted to determine the language to be included in the final adult use ordinance. Attendees were pleased with the security systems summary and the data points that demonstrate in other communities where there are existing dispensaries such as Brookline and Salem, there has been no uptick in criminal activity, but rather, the data shows a decrease in so-called nuisance crimes because of the heavy security presence of this use.

Keith Cooper, the CEO of RevC2, explained that the reason he was initially attracted to the marijuana business is that the medical product provides help to patients in need. However, a secondary aspect of the legalization of this product is that it allows the government to enact a regulatory framework around the industry that will provide impact fees, set tax rates, impose conditions that prevent diversion and standards that insure safety. Ultimately, Mr. Cooper explained, if the industry develops properly, then the black market could be eradicated along with all of the attendant social harms.

Other community members wanted to know how many dispensaries will ultimately be permitted in the City of Cambridge. It was explained that there are presently 6 medical-only Special Permits that have been issued and it is an open question as to how many of those dispensaries will be allowed to co-locate and provide cannabis products for adult use. It was also explained that according to state statute, the city must allow no less 20% of the total number of 40 retail package store licenses, or 8 dispensaries.

Several neighbors stayed after the presentation and inquired individually about employment opportunities. RevC2 has coordinated interviews with those neighbors and looks forward to having them as part of the work force at this proposed dispensary.

A copy of the Community Outreach Meeting Notice was sent to the Cambridge Planning Board, the Cambridge Public Health Department and was placed on file with the Cambridge City Clerk at City hall located at 795 Massachusetts Avenue, Cambridge, MA 02139. This Notice was also mailed seven (7) calendar days prior to the community outreach meeting to the abutters of 541 Massachusetts Avenue, the proposed address of the Marijuana Establishment, to the owners of land directly opposite on

any public or private street or way, and to abutters to the abutters within three hundred (300) feet of the property line of the project as they appeared on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Finally, RevC2 and its representatives have had countless meetings with city officials, elected, department heads and individual neighborhood associations during the past 3 years and will continue to meet and discuss this proposal throughout this process.

EXHIBIT H

QLess (www.qless.com) is a queue management system currently being utilized by Garden Remedies and is an elegant solution for keeping the sidewalks around our Cambridge dispensaries line free.



QLess queue management software will enable Revolutionary Clinics the ability to:

1) Manage **appointment setting** for our Adult Use customers.

Using their FlexAppointments feature:

- Customers book an appointment for a future day and time. Text and email reminders are sent to the customer reducing no-shows.
- At the same time, we will be able to accept walk-ins as schedule openings occur. QLess automatically puts an appointment holder first in line for a given time slot. FlexAppointments always take priority for the time slot that has been booked no matter how long the queue.
- This interactive appointment scheduling solution offers bi-directional communication connecting our staff with our customers. For example, on the day of an appointment, if a customer is running late, they can request more time. Likewise, our staff can notify the customer if our appointments are running behind schedule

2) Manage our **walk-in queue** for both Medical and Adult Use customers that are not looking to set a specific appointment time.

Using this queue management tool:

- As customers come in, they share their mobile phone number, and are sent a text with a personal wait time forecast.

- Timely updates and notifications alert customers as they get closer to the front of the queue.
- Accurate wait times keep them in the loop so they're free to visit other local businesses, instead of waiting in line or a crowded lobby.

QLess serves a diverse range of industries across [government](#), [higher education](#), [healthcare](#), [retail](#), and [logistics](#) – and offers an effective, convenient queue management solution to schedule appointments and manage lines for a superior customer experience, lower costs, reduced walk-aways, and access to key data.

OWNERSHIP CERTIFICATE

Project Address: 541 Mass Ave, Cambridge

Application Date: 9/11/19

This form is to be completed by the property owner, signed, and submitted with the Special Permit Application:

I hereby authorize the following Applicant: Revolutionary Clinics II, Inc.
at the following address: 9 Bartlet St, #335, Andover, MA 01810
to apply for a special permit for: Co-located Retail Cannabis Store pursuant to Section 11.800
on premises located at: 541 Mass Ave, Cambridge, MA 02139
for which the record title stands in the name of: 545-565 Mass Ave LLC
whose address is: 585 Mass Ave, Cambridge, MA 02139

by a deed duly recorded in the:

Registry of Deeds of County: Middlesex Book: _____ Page: _____
OR Registry District of the Land Court,
Certificate No.: 74 1160 Book: 1349 Page: 58

M. M. Naggar, Manager

Signature of Land Owner (If authorized Trustee, Officer or Agent, so identify)

To be completed by Notary Public:

Commonwealth of Massachusetts, County of _____

The above named Morin's Naggar personally appeared before me,
on the month, day and year Sept 11, 2019 and made oath that the above statement is true.

Notary: [Signature]
My Commission expires: 8/5/2020

