



## Massachusetts Cannabis Control Commission

### Marijuana Product Manufacturer

#### General Information:

License Number: MP281932  
Original Issued Date: 01/27/2021  
Issued Date: 01/20/2022  
Expiration Date: 01/27/2023

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Good Feels Inc

Phone Number: 617-201-6025  
Email Address: jason@getgoodfeels.com

Business Address 1: 23 Jayar Road  
Business City: Medway  
Business State: MA  
Business Address 2: Suite 6  
Business Zip Code: 02053  
Mailing Address 1: 23 Jayar Road  
Mailing City: Medway  
Mailing State: MA  
Mailing Address 2: Suite 6  
Mailing Zip Code: 02053

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Minority-Owned Business

### PRIORITY APPLICANT

Priority Applicant: no  
Priority Applicant Type: Not a Priority Applicant  
Economic Empowerment Applicant Certification Number:  
RMD Priority Certification Number:

### RMD INFORMATION

Name of RMD:  
Department of Public Health RMD Registration Number:  
Operational and Registration Status:  
To your knowledge, is the existing RMD certificate of registration in good standing?:  
If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

#### Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100  
Percentage Of Control: 100  
Role: Executive / Officer  
Other Role:

First Name: Jason Last Name: Reposa Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian), White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

#### ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

##### Individual Contributing Capital 1

First Name: Jason Last Name: Reposa Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$200000 Percentage of Initial Capital: 100

Capital Attestation: Yes

#### CAPITAL RESOURCES - ENTITIES

No records found

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 23 Jayar Rd

Establishment Address 2: Suite 6

Establishment City: Medway Establishment Zip Code: 02053

Approximate square footage of the Establishment: 1896 How many abutters does this property have?: 12

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host	Good Feels, Inc. HCA Cert Form - 9.23.20	pdf	5f6b80f9e3e99907b865985a	09/23/2020
Community Agreement	M.Boynton Executed.pdf			
Plan to Remain Compliant with Local Zoning	12. Plan to Remain Compliant with Local Zoning.pdf	pdf	5f6bf26f7e8b3807d9e5e360	09/23/2020
Community Outreach Meeting Documentation	Good-Feels-Remote-Public-Outreach-Approval_9-25-20.pdf	pdf	5f733a61564e5f07d034b355	09/29/2020
Community Outreach Meeting Documentation	Abutter Notice.pdf	pdf	5f73819473481907b14c89a7	09/29/2020
Community Outreach Meeting Documentation	04.09.20_Form_COM_Attestation.pdf	pdf	5f7382eed4713f079b924f86	09/29/2020
Community Outreach	Screen Shot 2020-10-20 at 3.43.46 PM.png	png	5f8f3e36d691d0398fcf80ec	10/20/2020

Meeting Documentation					
Community Outreach Meeting Documentation	12. Community Outreach Meeting RECORDING.pdf	pdf	5f8f82d02cbdc9391a80bb94	10/20/2020	
Community Outreach Meeting Documentation	04.09.20_Form_COM_Attestation.pdf	pdf	5f98163a4a2789086108aebb	10/27/2020	
Community Outreach Meeting Documentation	Attachment A.jpeg	jpeg	5f9b20aadf85ec07dfb8739c	10/29/2020	
Community Outreach Meeting Documentation	Attachment B.jpeg	jpeg	5f9b20b23bf49c082a424820	10/29/2020	
Community Outreach Meeting Documentation	Attachment C.jpeg	jpeg	5f9b20b78cc05c081b1b57d0	10/29/2020	

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.: \$-1

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	13. Plan for Positive Impact.pdf	pdf	5f9c77256e60eb07f57f0c28	10/30/2020

#### ADDITIONAL INFORMATION NOTIFICATION

Notification:

#### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:	Other Role:
First Name: Jason	Last Name: Reposa Suffix:
RMD Association: Not associated with an RMD	
Background Question: no	

#### ENTITY BACKGROUND CHECK INFORMATION

No records found

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Good Feels Inc. - Bylaws 8-2020_1196800(1).pdf	pdf	5f5ff1bb36b97e196a379f0c	09/14/2020
Articles of Organization	Good Feels Inc. - MA Articles of Organization 8-21-2020_1196808(2).PDF	pdf	5f5ff1e65f18fb1181f7866b	09/14/2020
Secretary of Commonwealth - Certificate of Good Standing	20090617540.pdf	pdf	5f74f245564e5f07d034b946	09/30/2020
Department of Revenue - Certificate of Good standing	DoR Certificate.pdf	pdf	5f75e3927e8b3807d9e5f9ed	10/01/2020
Department of Revenue -	16. Attestation - Department of	pdf	5f9824dd7083620840283d99	10/27/2020

Certificate of Good standing      Unemployment Assistance.pdf

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Cert of Good Standing - DUA - Nov 2021.pdf	pdf	619bb054e3155f31cafd3443	11/22/2021
Department of Revenue - Certificate of Good standing	Cert of Good Standing - DOR 11:21.pdf	pdf	619bb062d8c16731dcbe607b	11/22/2021
Secretary of Commonwealth - Certificate of Good Standing	21110480870.pdf	pdf	619bb0c851c4da37cbfbd7a7	11/22/2021

Massachusetts Business Identification Number: 001454997

Doing-Business-As Name:

DBA Registration City: Medway

**BUSINESS PLAN**

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	17. Business Plan.pdf	pdf	5f9b33a4dd2d7407bedea3ae	10/29/2020
Plan for Liability Insurance	good feels cert.pdf	pdf	619bb13dbd22c237911370b1	11/22/2021
Proposed Timeline	Operational Timeline.pdf	pdf	619bb271d5b18b31d599b2ca	11/22/2021

**OPERATING POLICIES AND PROCEDURES**

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Maintaining of financial records	18. Maintaining of financial records.pdf	pdf	5f8f0fc7d691d0398fcf7f7f	10/20/2020
Personnel policies including background checks	20210510 - Employee Handbook.pdf	pdf	619bb5a9703abe37a3ab97c4	11/22/2021
Personnel policies including background checks	GNL_Employee_Suspension_or_Termination_V4.pdf	pdf	619bb6443982c731eb1ccf7b	11/22/2021
Security plan	GNL_Security_Overview_V5.pdf	pdf	619bb66044662a31f2896af1	11/22/2021
Transportation of marijuana	GNL_Transportation_Overview_V4.pdf	pdf	619bb6756155aa37c425b2a9	11/22/2021
Plan to Obtain Marijuana	MFG_Acquiring_Wholesale_Marijuana_V2.pdf	pdf	619bb6b37f037d37d69c0b13	11/22/2021
Inventory procedures	MFG_Daily_Inventory_Management_V5.pdf	pdf	619bb6c544662a31f2896afa	11/22/2021
Qualifications and training	MFG_Employee_Training_V2.pdf	pdf	619bb6df86cf8531b41aa0a6	11/22/2021
Energy Compliance	MFG_Energy_Efficiency_and_Conservation_V4.pdf	pdf	619bb6ed7f037d37d69c0b19	11/22/2021



Plan				
Quality control and testing	MFG_Equipment_Cleaning_and_Maintenance_V4.pdf	pdf	619bb72f7c9a0537aea508fa	11/22/2021
Safety Plan for Manufacturing	MFG_Facility_Access_Control_V5.pdf	pdf	619bb743703abe37a3ab97f4	11/22/2021
Inventory procedures	MFG_Inventory_Audits_and_Discrepancies_V4.pdf	pdf	619bb75e3982c731eb1ccf96	11/22/2021
Storage of marijuana	MFG_Inventory_Storage_V4.pdf	pdf	619bb7776155aa37c425b2d0	11/22/2021
Safety Plan for Manufacturing	MFG_Opening_and_Closing_Security_Procedures_V4 (2).pdf	pdf	619bb789bd22c23791137139	11/22/2021
Inventory procedures	MFG_Product_Recalls_V4.pdf	pdf	619bb798703abe37a3ab9800	11/22/2021
Record Keeping procedures	MFG_Recordkeeping_V3.pdf	pdf	619bb7a56155aa37c425b2d6	11/22/2021
Safety Plan for Manufacturing	MFG_Safety_Plan_and_Emergency_Procedures_V9.pdf	pdf	619bb7ba99d47637982c198f	11/22/2021
Security plan	MFG_Surveillance_Overview_V3.pdf	pdf	619bb7c6bd22c2379113713d	11/22/2021
Quality control and testing	MFG_Testing_Marijuana_and_Marijuana_Products_V6.pdf	pdf	619bb7d57c9a0537aea50906	11/22/2021
Inventory procedures	MFG_Tracking_Inventory_Items_V2.pdf	pdf	619bb7e5084df83201bfff76	11/22/2021
Security plan	MFG_Visitor_Access_Control_V2.pdf	pdf	619bb7f73982c731eb1ccfa4	11/22/2021
Diversity plan	Plan to Prevent Diversion.docx (1).pdf	pdf	619bb808d8c16731dcbe610a	11/22/2021
Qualifications and training	Intro Training Doc.pdf	pdf	619bbb135ca77d31bb6b922e	11/22/2021
Qualifications and training	Training Manual.pdf	pdf	619bbb507c9a0537aea5092b	11/22/2021
Diversity plan	UPDATED Diversity Plan.pdf	pdf	619bbf965ca77d31bb6b928a	11/22/2021
Security plan	GF Security Plan 10_29_21 (2)_compressed.pdf	pdf	619bbfe686cf8531b41aa130	11/22/2021
Security plan	Plan to Remain Compliant.pdf	pdf	61d4440fd4f4b84609a5baf9	01/04/2022

## 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 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:

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

##### Progress or Success Goal 1

**Description of Progress or Success:** As of 11/22/2021 Good Feels Inc has successfully met 1 of 3 goals as stated in our Positive Impact Plan, attached below. 2 of 3 goals have not been met yet, one is dependent on launching first before it can be accomplished and the other goal is still in progress.

For a more granular breakdown, below are the goals and what progress Good Feels Inc has made for each:

Goal #1 -- Hiring with a preference to those from a disproportionately impacted area, or with non-violent marijuana drug convictions

- Good Feels will post job opportunities online and in the local newspaper, the Worcester Telegram & Gazette.
- We estimate the job postings will occur once a quarter
- Massachusetts residents with non-violent marijuana drug convictions will be encouraged to apply
- Our goal is to hire at least 30% of our employees with these qualities - Success is determined by measuring the number of employees meeting these qualities

Goal #1 Progress:

- All job postings for every position at Good Feels Inc thus far have been posted in the Worcester Telegram & Gazette
- Currently with our much smaller pre-launch staff Good Feels inc is at 0% of meeting this goal as no employees have non violent drug convictions or live in an area of disproportionate impact.

Goal #2 -- Support and partner with licensed cannabis businesses and other business owners in disproportionately impacted areas.

- Through procurement of cannabis material and other resources we pledge to maintain a preference to purchase from companies certified as being either from social equity or economic empowerment license types, or doing business in areas of disproportionate impact.
- Our goal is to purchase at least 25% of our materials through those businesses - Success is determined by recording and maintaining these relationships

Goal #2 Progress:

- This goal can not be met until after launch however Good Feels Inc intends to work with Green Valley Analytics in Holyoke MA for testing and CAC in Taunton for our wholesale cannabis supplies. With those two suppliers and other local suppliers Good Feels Inc will accomplish Goal #2.

Goal #3 -- Pay a living wage for all employees

- We believe in paying more than the minimum. We can provide a better standard of living for people in areas of disproportionate impact by paying them a living wage. - All employees will earn at least \$20/hr for part-time employees, or the equivalent for full-time employees.
- Success is determined by auditing payroll records

Goal #3 Progress:

- Goal #3 is currently being accomplished. All current employees on our pre-launch staff are earning a living wage. See attached documentation below.

#### COMPLIANCE WITH DIVERSITY PLAN

##### Diversity Progress or Success 1

**Description of Progress or Success:** As of 11/22/2021 Good Feels Inc has made significant progress in meeting 1 of 3 goals as stated in our Diversity Plan, attached below. The 2 remaining goals are both dependent on launch before they can be accomplished.

For a more granular breakdown, below are the goals and what progress Good Feels Inc has made for each:

#### Goal 1 -- Hiring for a diverse workforce

☑ Diverse workforce made up of:

☑ 30% women;

☑ 20% minorities and;

☑ 10% veterans

#### Goal #1 Progress

Pre-launch metrics, see attached personnel surveys and spreadsheet:

Current workforce made up of:

- 33% women;

- 0% minorities and;

- 17% veterans

#### Goal 2 -- Inclusion Program

☑ Quarterly, after commence operations, we will survey our employees with questions around job satisfaction, safety and inclusiveness. Maintain measurements made up of:

☑ 85% Job Satisfaction

☑ Zero reports of non-inclusive behaviors

#### Goal #2 Progress:

Incomplete, waiting on commence operations to begin program as stated in Good Feels Inc Diversity Plan. Based on informal surveys taken in November 2021 it is anticipated Good Feels Inc will meet goal within the first quarter after commence operations.

#### Goal 3 -- Supplier Diversity

☑ A minimum of 25% of our supplies, after commence operations, shall come from companies that are majority owned businesses by:

☑ Women

☑ Minorities

☑ Veterans

#### Goal #3 Progress

Incomplete, waiting on commence operations to begin program as stated in Good Feels Inc Diversity Plan. Anticipated to meet goal within first 6 months after commence operations based on intended, although not yet contracted, suppliers and partners like Plymouth Armor Group for Good Feels Inc Transportation needs.

### PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

#### Item 1

Label Picture:

Document Category	Document Name	Type	ID	Upload Date
	GF_BC_Flat.png	png	619bd07d2c8fa137b9c7dc85	11/22/2021
	GF_BO_Flat.png	png	619bd0847c9a0537aea50a62	11/22/2021
	GF_Flat.png	png	619bd08844662a31f2896cab	11/22/2021
	GF_RA_Flat.png	png	619bd08dd8c16731dcbe629c	11/22/2021

**Name of Item:** Good Feels Cannabis Infused Seltzer

**Item Type:** Edible MIP

**Item Description:** Our Cannabis Infused Seltzer line of products are single serving beverages which will consist of four flavors: Blood Orange, Black Cherry, Grapefruit, and Raspberry Apple. Every flavor in the product line will contain 3mg of THC and 2mg of CBD per single serving beverage. No specific strains will be used, the THC and CBD will be infused from highly processed distillate removing any strain specific characteristics.

Date generated: 02/01/2022

Page: 7 of 8

## Item 2

Document Category	Document Name	Type	ID	Upload Date
	Flavorless Bottle Label.PNG	png	619bd6f044662a31f2896cfe	11/22/2021
	Flavorless Box.PNG	png	619bd71244662a31f2896d02	11/22/2021
	Lemon Lime Bottle Label.PNG	png	619bd717d8c16731dcbe6307	11/22/2021
	Lemon Lime Box.PNG	png	619bd71b3982c731eb1cd16b	11/22/2021

**Name of Item:** Good Feels Inc Beverage Enhancer

**Item Type:** Edible MIP

**Item Description:** Our Beverage Enhancer line of products are multiple serving edibles intended to be mixed into a beverage. This product line will consist of two flavors: Flavorless and Lemon Lime. Every flavor in the product line will contain 90mg total of THC and 60mg total of CBD per container. Each serving will be 4.5mg of THC and 3mg of CBD. No specific strains will be used, the THC and CBD will be infused from highly processed distillate removing any strain specific characteristics.

## HOURS OF OPERATION

<b>Monday From:</b> 7:00 AM	<b>Monday To:</b> 7:00 PM
<b>Tuesday From:</b> 7:00 AM	<b>Tuesday To:</b> 7:00 PM
<b>Wednesday From:</b> 7:00 AM	<b>Wednesday To:</b> 7:00 PM
<b>Thursday From:</b> 7:00 AM	<b>Thursday To:</b> 7:00 PM
<b>Friday From:</b> 7:00 AM	<b>Friday To:</b> 7:00 PM
<b>Saturday From:</b> 7:00 AM	<b>Saturday To:</b> 7:00 PM
<b>Sunday From:</b> 7:00 AM	<b>Sunday To:</b> 7:00 PM

## Host Community Agreement Certification Form

### Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

### Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Good Feels Inc

2. Name of applicant's authorized representative:

Jason Reposa

3. Signature of applicant's authorized representative:

*Jason Reposa*

4. Name of municipality:

Medway

5. Name of municipality's contracting authority or authorized representative:

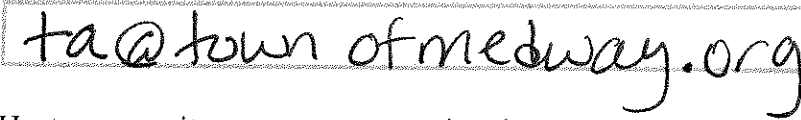
Michael E. Boynton



6. Signature of municipality's contracting authority or authorized representative:



7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):



8. Host community agreement execution date:







CANNABIS

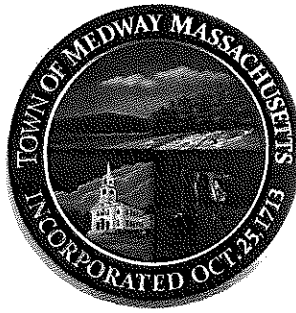
### **Plan to remain compliant with local zoning**

Good Feels will remain compliant with Medway zoning requirements set forth in the Town of Medway zoning bylaws Section 8.10 RECREATIONAL MARIJUANA. Good Feels' proposed Marijuana Product Manufacturer establishment is located in East Industrial, a zone designated for Marijuana Establishments by Special Permit and Site Plan review.

Good Feels has maintained a close relationship with town officials throughout the process. The town understands that we have a responsibility to each other to stay in compliance. Good Feels will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Good Feels' marijuana retail establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

*Board Members*

Glenn Trindade  
Maryjane White  
Richard D'Innocenzo  
Dennis Crowley  
John Foresto



Medway Town Hall  
155 Village Street  
Medway, MA 02053  
Phone (508) 533-3264  
Fax (508) 321-4988

**TOWN OF MEDWAY**  
**COMMONWEALTH OF MASSACHUSETTS**  
**BOARD OF SELECTMEN**

September 25, 2020

Jason Reposa  
Good Feels Inc.  
1 Shady Ln  
Medway, MA 02053

**Re: Marijuana Facility Community Outreach Meeting – Remote Approval**

Dear Mr. Reposa,

The Town of Medway has been made aware that the Cannabis Control Commission has determined that an applicant for a marijuana facility license should not be required to hold the mandatory Community Outreach Meeting in person due to the risk to public health and safety, but requires the permission of a representative of the host community to do so. On behalf of the Board of Selectmen of the Town of Medway, this permission is granted to you. Good Feels Inc., to be located at 23 Jayar Road, may have a virtual Community Outreach Meeting provided that you follow the requirements and guidelines outlined by the Cannabis Control Commission for this outreach event.

Sincerely,

Glenn Trindade, Chair  
Board of Selectmen



# Good Feels

CANNABIS

## NOTICE OF COMMUNITY OUTREACH MEETING REGARDING ADULT-USE MARIJUANA ESTABLISHMENT

GOOD FEELS INC  
23 JAYAR RD SUITE 6

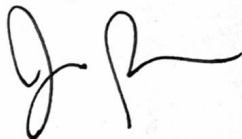
Notice is hereby given that a VIRTUAL Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for October 20<sup>th</sup> at 7pm. The proposed Marijuana Product Manufacturer (MPM) is anticipated to be located at 23 Jayar Rd., Suite 6, Medway, MA. There will be an opportunity for the public to ask questions.

To join the virtual meeting a link will be provided 90 minutes prior to the scheduled meeting at the following website: <http://getgoodfeels.com>

To ask questions in advance of the meeting, please send an email to: [com@getgoodfeels.com](mailto:com@getgoodfeels.com)

Community members will be permitted and are encouraged to ask questions and receive answers from the CEO of Good Feels.

Thank You!



Parcel # 0021 - 0047 - 0000 - Millis  
0021 - 0046 - 0000 - Millis  
24 - 010 - 0001 - Medway

# Community Outreach Meeting Attestation Form

## Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

## Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as “Attachment A.”

a. Date of publication:

b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as “Attachment B.”

a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant’s proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as “Attachment C.” Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
  - Information adequate to demonstrate that the location will be maintained securely;
  - Steps to be taken by the ME or MTC to prevent diversion to minors;
  - A plan by the ME or MTC to positively impact the community; and
  - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



# Good Feels

CANNABIS

## NOTICE OF COMMUNITY OUTREACH MEETING REGARDING ADULT-USE MARIJUANA ESTABLISHMENT

**GOOD FEELS INC**  
**23 JAYAR RD SUITE 6**

Topic: Good Feels Inc - Community Outreach Meeting  
Time: Oct 20, 2020 07:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us04web.zoom.us/j/77559363106?pwd=NnhGQldNNlFhblNndHlmUnBCYXFNZz09>

Meeting ID: 775 5936 3106

Passcode: cannabis

If you would like to post questions in advance, please email [com@getgoodfeels.com](mailto:com@getgoodfeels.com)

# Good Feels

CANNABIS

Download or view recording here:

<http://getgoodfeels.com/CommunityOutreachMeetingRecording.mp4>

We anticipate keeping this file online for the next few months, but if the file is missing, email us [com@getgoodfeels.com](mailto:com@getgoodfeels.com) or [jason@getgoodfeels.com](mailto:jason@getgoodfeels.com) and we can re-upload.

# Community Outreach Meeting Attestation Form

## Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

## Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

a. Date of publication:

b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
  - Information adequate to demonstrate that the location will be maintained securely;
  - Steps to be taken by the ME or MTC to prevent diversion to minors;
  - A plan by the ME or MTC to positively impact the community; and
  - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.





Name of applicant:

Name of applicant's authorized representative:

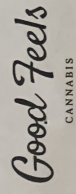
Signature of applicant's authorized representative:







Attachment B



NOTICE OF COMMUNITY OUTREACH MEETING  
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT

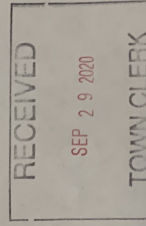
GOOD FEELS INC  
23 JAYAR RD SUITE 6

Notice is hereby given that a VIRTUAL Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for October 20<sup>th</sup> at 7pm. The proposed Marijuana Product Manufacturer (MPM) is anticipated to be located at 23 Jayar Rd., Suite 6, Medway, MA. There will be an opportunity for the public to ask questions.

To join the virtual meeting a link will be provided 90 minutes prior to the scheduled meeting at the following website: <http://getgoodfeels.com>

To ask questions in advance of the meeting, please send an email to: [com@getgoodfeels.com](mailto:com@getgoodfeels.com)

Community members will be permitted and are encouraged to ask questions and receive answers from the CEO of Good Feels.





[illegible]



Brett Hunnicutt &lt;brett@getgoodfeels.com&gt;

---

**E-Mail Inquiry Response**

3 messages

---

**Michael Boynton** <mboynton@townofmedway.org>  
To: "brett@getgoodfeels.com" <brett@getgoodfeels.com>

Thu, Nov 18, 2021 at 3:31 PM

**Brett,**

The only costs incurred to date can be those that originated as part of the permitting process. As to projected costs, because you have yet to commence operations I am unable to provide any estimates as we have no basis or experience to do so based upon your type of operation. We do believe that the terms of the HCA, however, adequately address the issue.

Please feel free to call me with any additional questions.

**Michael Boynton,**  
**Town Manager**

Hi Michael,

My name is Brett Hunnicutt, I'm the Director of Operations & Compliance for Good Feels Inc a licensed cannabis manufacturer in town.

We have a Host Community Agreement and Special Permit with the Town of Medway along with our state license. We're projected to commence operations in Feb 2021. In the meantime, we're in the process of getting our license renewed by the state.

This license renewal process requires that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a ME or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26. Documentation shall include the request and the substantive response from the city or town that includes the actual and anticipated expenses resulting from the operation.

This represents our request for any actual or anticipated costs imposed on the Town of Medway by the operation of Good Feels Inc.

Thank you,  
Brett Hunnicutt

**Brett Hunnicutt** <brett@getgoodfeels.com>  
To: Bella Gelman <bella@getgoodfeels.com>

Thu, Nov 18, 2021 at 3:33 PM

FYI

[Quoted text hidden]

--

## **Brett Hunnicutt**

Director of Operations &  
Compliance



**Mobile:** (702) 701-2114

**Email:** [brett@getgoodfeels.com](mailto:brett@getgoodfeels.com)

### **Good Feels Inc**

23 Jayar Road, Suite 6  
Medway, MA 02053

[www.getgoodfeels.com](http://www.getgoodfeels.com)



**Brett Hunnicutt** <brett@getgoodfeels.com>  
To: Michael Boynton <mboynton@townofmedway.org>

Thu, Nov 18, 2021 at 3:41 PM

Michael,

Thank you for the quick response, that answers my inquiry. I'll reach out if any other questions arise.

Thank you,  
Brett

[Quoted text hidden]

--

## **Brett Hunnicutt**

Director of Operations &  
Compliance



**Mobile:** (702) 701-2114

**Email:** [brett@getgoodfeels.com](mailto:brett@getgoodfeels.com)

### **Good Feels Inc**

23 Jayar Road, Suite 6  
Medway, MA 02053

[www.getgoodfeels.com](http://www.getgoodfeels.com)





CANNABIS

## **Plan for Positive Impact**

Good Feels is dedicated to the town of Medway and the surrounding area. The ownership of Good Feels has attested they qualify as a Minority Business Enterprise (MBE) with the state and has submitted documentation in support of that claim to the Supplier Diversity Office (SDO).

Although Good Feels is not located in a town of disproportionate impact, our positive impact plan includes support through several goals. All goals to be reviewed on the anniversary of commencement and measured for progress.

## **Measurement**

We acknowledge that the progress or success of this plan must be documented upon renewal (one year from provisional licensure, and each year thereafter).

## **Advertising, Branding, Marketing and Sponsorship**

We acknowledge that this plan will adhere to the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments, as required by 935 CMR 500.105(4)

## **No violations of regulations and state laws**

We acknowledge that any actions taken, or programs instituted, by this plan will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Goal #1 -- Hiring with a preference to those from a disproportionately impacted area, or with non-violent marijuana drug convictions

- Good Feels will post job opportunities online and in the local newspaper, the Worcester Telegram & Gazette.
- We estimate the job postings will occur once a quarter
- Massachusetts residents with non-violent marijuana drug convictions will be encouraged to apply
- Our goal is to hire at least 30% of our employees with these qualities
- Success is determined by measuring the number of employees meeting these qualities

Goal #2 -- Support and partner with licensed cannabis businesses and other business owners in disproportionately impacted areas.

- Through procurement of cannabis material and other resources we pledge to maintain a preference to purchase from companies certified as being either from social equity or economic empowerment license types, or doing business in areas of disproportionate impact.
- Our goal is to purchase at least 25% of our materials through those businesses
- Success is determined by recording and maintaining these relationships

Goal #3 -- Pay a living wage for all employees

- We believe in paying more than the minimum. We can provide a better standard of living for people in areas of disproportionate impact by paying them a living wage.
- All employees will earn at least \$20/hr for part-time employees, or the equivalent for full-time employees.
- Success is determined by auditing payroll records



BY-LAWS  
OF  
**GOOD FEELS INC.**

ARTICLE I  
SHAREHOLDERS

*Section 1. Annual Meeting.* The Corporation shall hold an annual meeting of shareholders at 10:00 A.M. on the second Tuesday of April of each year. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

*Section 2. Special Meetings.* Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 percent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

*Section 3. Place of Meetings.* All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

*Section 4. Requirement of Notice.* A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this

Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

*Section 5. Waiver of Notice.* A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

*Section 6. Quorum.*

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

*Section 7. Voting and Proxies.* Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to

tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

*Section 8. Action at Meeting.* If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are 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 shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

*Section 9. Action without Meeting by Written Consent.*

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

*Section 10. Record Date.* The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

*Section 11. Meetings by Remote Communications.* Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

*Section 12. Form of Shareholder Action.*

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

*Section 13. Shareholders List for Meeting.*

(a) After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

## ARTICLE II

### DIRECTORS

*Section 1. Powers.* All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

*Section 2. Number and Election.* The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of

Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

*Section 3. Vacancies.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

*Section 4. Change in Size of the Board of Directors.* The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

*Section 5. Tenure.* The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

*Section 6. Resignation.* A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

*Section 7. Removal.* The shareholders may remove one or more Directors with or without cause. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

*Section 8. Regular Meetings.* Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

*Section 9. Special Meetings.* Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

*Section 10. Notice.* Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe

the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

*Section 11. Waiver of Notice.* A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

*Section 12. Quorum.* A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

*Section 13. Action at Meeting.* If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

*Section 14. Action Without Meeting.* Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

*Section 15. Telephone Conference Meetings.* The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director

participating in a meeting by this means is considered to be present in person at the meeting.

*Section 16. Committees.* The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

*Section 17. Compensation.* The Board of Directors may fix the compensation of Directors.

*Section 18. Standard of Conduct for Directors.*

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.



(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

*Section 19. Conflict of Interest.*

(a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one of the following is true:

(1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of

those shares, however, is counted in determining whether the transaction is approved under other Sections of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

*Section 20. Loans to Directors.* The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

## ARTICLE III

### MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic

transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

## ARTICLE IV

### OFFICERS

*Section 1. Enumeration.* The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

*Section 2. Appointment.* The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

*Section 3. Qualification.* The same individual may simultaneously hold more than one office in the Corporation.

*Section 4. Tenure.* Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

*Section 5. Resignation.* An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

*Section 6. Removal.* The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

*Section 7. President.* The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 8. Treasurer.* The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

*Section 9. Secretary.* The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 10. Standards Of Conduct For Officers.* An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

## ARTICLE V

### PROVISIONS RELATING TO SHARES

*Section 1. Issuance and Consideration.* 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 shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall 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.

*Section 2. Share Certificates.* If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

*Section 3. Uncertificated Shares.* The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

*Section 4. Record and Beneficial Owners.* The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

*Section 5. Lost or Destroyed Certificates.* The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to

indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

## ARTICLE VI

### CORPORATE RECORDS

#### *Section 1. Records to be Kept.*

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

(i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

(ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of State.

*Section 2. Inspection of Records by Shareholders.*

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of shareholders described in Section 1(a) of this Article.

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

(1) his or her demand is made in good faith and for a proper purpose;

(2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(3) the records are directly connected with his or her purpose; and

(4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

*Section 3. Scope of Inspection Right.*

(a) A shareholder's agent or attorney has the same inspection and copying rights as the shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense, with a shareholder's demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder's demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

*Section 4. Inspection of Records by Directors.* A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

## ARTICLE VII

### INDEMNIFICATION

*Section 1. Definitions.* In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.



"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal.

## *Section 2. Indemnification of Directors and Officers.*

(a) Except as otherwise provided in this Section, the Corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

*Section 3. Advance for Expenses.* The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

*Section 4. Determination of Indemnification.* The determination of whether a Director officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two or more Disinterested Directors, by the Board of Directors by a majority vote of all the Disinterested Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more Disinterested Directors appointed by vote;

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two Disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as Disinterested Directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a Disinterested Director may not be voted on the determination.

*Section 5. Notification and Defense of Claim; Settlements.*

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these Bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified,

the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two Disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as Disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

*Section 6. Insurance.* The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

*Section 7. Application of this Article.*

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these Bylaws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of the Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

## ARTICLE IX

### AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these Bylaws, requires action by the shareholders.

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these Bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A By-Law dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

(f) If the Board of Directors is authorized to amend the Bylaws, approval by the Board of Directors of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.

**D**

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Organization

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

### ARTICLE I

The exact name of the corporation is:

Good Feels 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:

n/a

### 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	275,000	\$0.01

*\*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

#### 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.

Not applicable

#### ARTICLE V

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

Not applicable

#### ARTICLE VI

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

See Attachment Article VI

*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:  
**One Shady Lane, Medway, Massachusetts 02053**
- b. The name of its initial registered agent at its registered office:  
**Jason Reposa**
- c. The names and street 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: **Jason Reposa, One Shady Lane, Medway, Massachusetts 02053**

Treasurer: **Jason Reposa, One Shady Lane, Medway, Massachusetts 02053**

Secretary: **Jason Reposa, One Shady Lane, Medway, Massachusetts 02053**

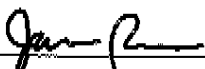
Director(s): **Jason Reposa, One Shady Lane, Medway, Massachusetts 02053**

- 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:  
**Manufacturing**
- f. The street address of the principal office of the corporation:  
**One Shady Lane, Medway, Massachusetts 02053**
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

One Shady Lane, Medway, Massachusetts 02053, which is  
*(number, street, city or town, state, zip code)*

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

Signed this 21st day of August, 2020 by the incorporator(s):

Signature: 

Name: Jason Reposa

Address: One Shady Lane, Medway, Massachusetts 02053



# **The Commonwealth of Massachusetts**

**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## **Attachment Sheet**

### Article VI

1. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal liability of directors to corporation. No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit.
3. Shareholder vote required to approve matters acted on by shareholders. The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
4. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting, and the notice requirements of Section 7.04(d) have been complied with.
5. Authorization of directors to make, amend or repeal bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws requires action by the shareholders.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

August 21, 2020 11:03 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: September 29, 2020

To Whom It May Concern :

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

**GOOD FEELS INC**

is a domestic corporation organized on **August 21, 2020** , 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: 20090617540

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

Processed by: mas



Commonwealth of Massachusetts  
Department of Revenue  
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1119628864  
Notice Date: September 29, 2020  
Case ID: 0-001-004-258



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



GOOD FEELS INC  
1 SHADY LN  
MEDWAY MA 02053-2264

### ***Why did I receive this notice?***

The Commissioner of Revenue certifies that, as of the date of this certificate, GOOD FEELS INC 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) 887-6400 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](http://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



CANNABIS

**Attestation for Department of Unemployment Assistance**

**10/27/2020**

Good Feels currently holds no employees. Therefore we are not able to register with the Department of Unemployment Assistance until hiring our first employees. Upon registration with the department, Good Feels will maintain Good Standing as defined by the department.

Signed

Jason Reposa, CEO Good Feels



CANNABIS

## Business Plan

Jason Reposa

[jason@getgoodfeels.com](mailto:jason@getgoodfeels.com)

### Executive Summary

Good Feels Inc. was established in 2020 to provide safe alternatives to smoking and vaping. Our vision is to have non-combustibles be the main way to consume cannabis and to see the improvement, or elimination, of the issues that have plagued cannabis such as the failed war on drugs. We are seeking a Marijuana Product Manufacturing (MPM) license through the Cannabis Control Commission (CCC).

### Vision

With the massive public image failure of tobacco companies, we believe that smoking and vaping will never be mainstream again. We create products that bring the benefits of cannabis without the harm of consuming it through combustion.

### Mission

Good Feels creates functional and effective cannabis formulas. Our mission is to use technology to create consumer-driven products that allow consumers to get the full benefits of the cannabis plant without sacrifice.

### Team

#### CEO

Jason Reposa, CEO, is a well experienced operator having built many businesses over his lifetime. Most recently Jason sold his company, MBTmedia, to a publicly traded company during his last tenure as Founder/CEO. A 20+ year veteran of software and computer technology, he now is focused on entering the CPG space with a renewed appetite for being a positive change agent. A true "learner" in the purest sense, Jason has the desire and drive to learn every single component of cannabis and the manufacturing of cannabis products.

## Architect

Good Feels has engaged Joe the Architect and is being project managed by Alex Siekierski.

## Builder

Good Feels has engaged Popularis Construction to take the architectural drawings and build the space to spec.

## Security Team

Good Feels has engaged American Alarm and Communications to provide a design, install and monitoring of the facilities.

## Location

Medway is our hometown. Being located right off of 495 provides us access to all parts of Massachusetts. Currently, it is home to three other cannabis companies. The town has the officials and experience to support the launch and operation of cannabis operators.

## Financials

Good Feels is currently funded by CEO, Jason Reposa. The initial investment is \$200,000 to build, and operate Good Feels for 6 months after launch.

## Operations

Our operating policies and procedures are covered in our Operating Policy Manual. Daily operations will be carried out by Registered Agents licensed by the CCC. We will hire and train our first employee during the build-out of the facility.

## Community Support

Good Feels has worked closely with the town and understands we have a mutual benefit to seeing the company succeed. Good Feels held a Community Outreach Meeting, which was circulated online, in a local newspaper and to all abutters. We satisfactorily answered all questions from all participants.

## Outlook

Good Feels anticipates a net loss of \$-143,735 during the preoperational period. Our aim is to keep costs low and controlled, selectively using capital to spend where necessary. Revenue through the first full year of operation is expected to be \$518,400, with a Net Profit of \$72,117.

As with all cannabis companies operating in the licensed Massachusetts market, there are hefty state and local taxes to consider when scaling the business. During the first full year, nearly \$100,000 in taxes will be paid. The following income statement carries from commencement of operations through the next 3 full years.

		<b>Launch</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>
Revenue			518,400	1,036,800	2,073,600
-- Cases			120	240	480
COGS			183,514	308,966	501,811
-- Cost of THC (per kg)			30,000	25,000	20,000
-- Cost of ingredients (per kg)			900	800	700
Gross Profit			334,886	727,834	1,571,789
Operating Expenses		143,735	163,268	346,095	629,704
-- Non-payroll expenses		133,735	78,268	86,095	94,704
-- Payroll expenses					
-- -- Operators			75,000	150,000	225,000
-- -- Managers				100,000	100,000
-- -- Executives					200,000
-- CCC Fees		10,000	10,000	10,000	10,000
EBITDA		-143,735	171,618	381,739	942,085
Corporate Taxes			99,501	217,741	490,230
-- Federal			70,326	152,845	330,076
-- State			29,175	64,896	160,154
-- Local			15,552	31,104	62,208
Net Profit		-143,735	72,117	163,998	451,855
Charitable Donation (min)			3,606	8,200	22,593

## Anticipated Timeline

### December 2020

We're currently working through the local permitting process and expect to be complete by the end of 2020. If we are required to do a follow up session with the Planning and EDC board, we may end up securing our permit in January 2021. The delay of this process doesn't result in moving any upcoming timelines.



## January 2021

Our CEO will begin working with licensed cannabis companies to secure Letters of Intent (LOIs) from retail dispensaries, and form relationships with distillate oil wholesalers. If the opportunity to work with Delivery companies is available at this time, we will also begin to secure those relationships.

## February 2021

We begin to build out our facility. At this point we have secured all building materials and components to ensure the completion of the build. All of the planning of risk scenarios that have taken place in 2020 has given us an advantage in managing any exogenous events that would have taken us off course.

While our builder continues to build out the facility we anticipate posting our first jobs online and in the local newspaper, the Worcester Telegram & Gazette. Our first hires will be for Operators to help in the manufacture of our products. The CEO will continue to maintain the relationship with the CCC.

## March 2021

We expect to receive our Provisional License in March of 2021. After receiving our Provisional License we will continue building out the facility in accordance with our architectural diagrams, which details our anticipated building program.

## April 2021

The buildout has completed. We begin to finalize the hiring of our first employees and begin onboarding. Registering as an agent with the CCC and Responsible Vendor Training will be required for all employees.

Once we have employees we will secure insurance for general liability, product liability, and worker's compensation. In addition, we will help secure bank accounts for our employees from GFA CU and establish a payroll provider, and other benefits packages.

## May 2021

After a successful inspection from the Cannabis Control Commission, our Final License has been granted. SOPs have been checked and double-checked. We run through the process many times and have put in place additional checks to ensure we are operating safely, securely and efficiently.

## June 2021

We commence operations. The operators hired in April will begin to manufacture products and the CEO will maintain recordkeeping, financial and otherwise, and oversee operations.

## Ongoing

We will continue to improve our operations throughout the year while hitting our financial goals and our goals set forth in our Plan for Positive Impact.



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
10/06/2021

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).

<b>PRODUCER</b> Farquhar & Black Insurance Agency 85 Exchange Street - Suite 101  Lynn MA 01901-1475		<b>CONTACT NAME:</b> Christopher Kennedy <b>PHONE (A/C, No, Ext):</b> (781) 599-2200 <b>FAX (A/C, No):</b> (781) 581-3940 <b>E-MAIL ADDRESS:</b> Chris@FandBInsurance.com	
		<b>INSURER(S) AFFORDING COVERAGE</b>	
		<b>INSURER A:</b> James River Insurance Company	
		<b>INSURER B:</b>	
		<b>INSURER C:</b>	
		<b>INSURER D:</b>	
		<b>INSURER E:</b>	
		<b>INSURER F:</b>	

## COVERAGES

**CERTIFICATE NUMBER:** Insured

**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"/> <b>COMMERCIAL GENERAL LIABILITY</b>			2021PACKAGE	10/01/2021	10/01/2022	EACH OCCURRENCE \$ 1,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000
							MED EXP (Any one person) \$ 1,000
							PERSONAL & ADV INJURY \$ 1,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE \$ 2,000,000
	<input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						PRODUCTS - COMP/OP AGG \$ excluded
	<input checked="" type="checkbox"/> OTHER: \$2500 Deductible						Deductible \$ 2,500
	<b>AUTOMOBILE LIABILITY</b>						COMBINED SINGLE LIMIT (Ea accident) \$
	<input type="checkbox"/> ANY AUTO						BODILY INJURY (Per person) \$
	<input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS						BODILY INJURY (Per accident) \$
	<input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY						PROPERTY DAMAGE (Per accident) \$
							\$
	<b>UMBRELLA LIAB</b>						EACH OCCURRENCE \$
	<b>EXCESS LIAB</b>						AGGREGATE \$
	<input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS-MADE						\$
	DED RETENTION \$						
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>						PER STATUTE OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	Y / N	N / A				E.L. EACH ACCIDENT \$
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE \$
							E.L. DISEASE - POLICY LIMIT \$
A	Products Liability Coverage \$2500 per occurrence deductible			2021PRODUCTS	10/01/2021	10/01/2022	\$1,000,000 Occurrence \$2,000,000 Aggregate \$2500 Deductible

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

## CERTIFICATE HOLDER

## CANCELLATION

Good Feels, Inc. 23 Jayar Road Suite 6 Medway MA 02053	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 

© 1988-2015 ACORD CORPORATION. All rights reserved.



CANNABIS

## Maintaining of financial records

Good Feels Inc policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall 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, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Good Feels Inc.

All financial data will be backed up regularly to ensure that any computer failure will not result in the loss of records. All physical year end records will be maintained in a locked fire resistant safe for a minimum of two years from each year end.

At least one staff member or vendor with a financial controller background will be chosen to manage the accounting practices and procedures ongoing. If any change in personnel occurs, management will meet to determine and ensure the financial records will continue to be maintained in accordance with requirements above and set forth by the CCC.

Good Feels Inc will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). At minimum Good Feels Inc will conduct a monthly reconciliation of its sales data to determine no manipulation or alteration of sales data has taken place. Good Feels Inc will maintain records that it has performed the monthly analysis and produce it upon request to the Commission.

If Good Feels Inc determines that sales data has been altered it will disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations.

Following the closure of Good Feels Inc, all records will be kept for at least two years at our expense and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). 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 500.140(6)(e).



## Employee Handbook

Last Updated 05/10/2021

<b>Employee Handbook</b>	<b>1</b>
Employment Basics	3
Employment contract types	3
Equal opportunity employment	3
Recruitment and selection process	4
Background checks	4
Attendance	7
Workplace Policies	7
Confidentiality and data protection	7
Harassment and violence	8
Workplace harassment	8
Workplace violence	9
Supporting victims	9
Workplace safety and health	10
Emergency management	11
Smoking	11
Drug-free workplace	11
Marijuana	12
Alcohol	12
Prescription drugs	12
Dealing with addiction	12
Employee Code of Conduct	13
Dress code	13
Cyber security and digital devices	13
Internet usage	13
Personal Electronic Devices (PEDs)	14
Corporate email	14
Our general expectations	14
Social media	15
Using personal social media at work	15

Conflict of interest	15
Employee relationships	16
Fraternization	16
Dating colleagues	16
Dating managers	16
Friendships at work	16
Employment of relatives	17
Workplace visitors	17
Solicitation and distribution	17
Employee Compensation and Development	18
Compensation status	18
Overtime	19
Payroll	19
Performance management	19
Employee training and development	20
Employee Benefits and Perks	21
Employee health	21
Workers' compensation	21
Work from home	21
Remote working	22
Employee expenses	22
Company vehicle	23
Accidents	23
Parking	23
Company-issued equipment	24
Theft and damage of company equipment	24
Security of company issued devices	24
Working Hours, PTO and Vacation	25
Working hours	25
Paid time off (PTO)	25
Holidays	25
Holiday pay	26
Working on a holiday	26
Sick leave	26
Bereavement leave	27
Jury duty and voting	27
Parental leave	28
Paternity and maternity leave	28
Returning to work after parental leave	28

Employee Resignation and Termination	28
Progressive discipline	28
Resignation	29
Tuition or relocation reimbursement	30
Forced resignation	30
Termination	30
References	31

# Employment Basics

## Employment contract types

- Full-time employees work at least 30 hours per week or 130 hours per month on average.
- Part-time employees are those who work fewer than 30 hours per week.
- Full-time and part-time employees can have either temporary or indefinite duration contracts. Full-time employees under an indefinite duration contract are entitled to our company's full benefits package.

We remind you that, in the U.S., employment is “at-will.” This means that you or our company may terminate our employment relationship at any time and for any non-discriminatory reason(s).

## Equal opportunity employment

Good Feels Inc is an equal opportunity employer. We don't tolerate discrimination against protected characteristics (gender, age, sexual orientation, race, nationality, ethnicity, religion, disability, veteran status.) We want all employees (including executives and HR) to treat others with respect and professionalism. In practice, this means that we:

- Hire and promote people based on skills, experience or potential and try to reduce bias in every process (e.g. through structured interviews.)
- Use inclusive, diversity-sensitive language in all official documents, signs and job ads.
- Conduct diversity and communication training.

Apart from those actions, we commit to penalizing every discriminatory, offensive or inappropriate behavior. To do this properly, we ask you to report any discriminatory action against yourself or your colleagues to HR. Our company will not retaliate against you if you file a complaint or discrimination lawsuit. Any employee who retaliates or discriminates will face disciplinary action.

## Recruitment and selection process

Our hiring steps might vary across roles, but we always aim for a recruitment and selection process that is fair and effective in hiring great people. If you are hiring for an open role, you will likely go through these steps:

1. Identify the need for a new job opening.
2. Decide whether to hire externally or internally.
3. Review job descriptions and write a job ad.



4. Get approval for your job ad.
5. Select appropriate sources (external or internal) to post your job opening.
6. Decide on hiring stages and possible timeframes.
7. Review resumes in our company database/ATS.
8. Source passive candidates.
9. Shortlist applicants.
10. Screen and interview candidates.
11. Run background checks and check references.
12. Select the most suitable candidate.
13. Make an official offer.

Steps may overlap, so skip steps when appropriate. Each member of a hiring team might have different responsibilities (e.g. recruiters source and hiring managers interview candidates.) Throughout this process, we aim to keep candidates informed, communicate well with each other and give everyone an equal opportunity to work with us. Ask our recruiters for help whenever you need to enhance candidate experience or write an inclusive job description.

## Background checks

Our employee background check policy refers to our guidelines for investigating our job candidates' backgrounds as part of our hiring process. Background checks help us:

- Get insight into candidates' background.
- Ensure we hire reliable employees.
- Verify candidates' information for truthfulness and accuracy.
- Screen candidates convicted of serious criminal behavior.

## Scope

This employee background check policy applies to candidates who go through our company's hiring process. It may also apply to internal candidates who are being considered for a promotion or transfer.

## Policy elements

Background checks may include:

- Criminal records.
- Credit reports.
- Drug testing.
- Verification reports (e.g. identity, previous employment, education, SSN)
- Driving records.
- Reference checks.

All candidates aren't required to pass every type of background check we offer before our company hires them. Each position has its own requirements. For example, driving records may be relevant to field reliable salespeople and drivers, but not to hire office managers. The basic background screening includes verification reports and reference checks.

Local laws may prohibit or restrict certain types of background checks. We'll comply with legal guidelines at all times.

Criminal record checks are essential if candidates are interviewing for positions where they will:

- Represent our company and deal with our clients or stakeholders.
- Have access to sensitive and confidential information.
- Handle money and finances.

### **When should you conduct an employee background check?**

In most cases, background checks cost time and money. We advise hiring managers and HR staff to conduct checks sparingly: preferably, on the final round of shortlisted candidates in the hiring process or a candidate they've chosen to hire. Local laws may require a candidate to have an offer in hand before we ask permission for a background check. We'll comply with all laws.

Background screening shouldn't be used as a way to disqualify someone or reduce the number of applicants for a position. Background checks are meant to reinforce a hiring decision and ensure candidates who have been selected for a job are suitable.

### **Our company's responsibilities**

Hiring managers and HR staff must:

- Inform candidates that a background check is required in the position's job advertisement.
- Ask candidates to provide written permission before conducting a background check and let them know how long the process will take.
- Hire a reputable and reliable background check provider. Criteria to consider when choosing a provider are: cost, legality, commitment to confidentiality and turnaround time. If our current provider doesn't meet our requirements for these criteria, HR should search for a new provider.
- Inform candidates of the results of their background checks and what we plan to do (reject or move candidates to the next hiring phase.) Background check providers should give candidates copies of their results.
- Conduct a background check on all candidates who pass through the interview phase for a specific position without discriminating against certain individuals.
- Give candidates information they need to dispute a report or address any issues a background check turns up.

Hiring managers/HR must tell candidates a clean background check doesn't guarantee employment, unless they've already received a verbal job offer.

### **What to make of negative findings**

Criminal records don't automatically disqualify candidates from the hiring process, unless they are convicted of serious criminal acts (e.g. sexual assault.) We will judge the substance of criminal records according to these criteria:

- Number of criminal convictions for the same offense.
- Time elapsed from the most recent criminal conviction.
- How the criminal conviction relates to the position.

Note that HR/hiring managers will consider convictions, not arrests, when reviewing a candidate's background check.

HR and hiring managers should keep the company's interests in mind when rating the seriousness of any issues background checks uncover. For example, candidates who are considered for a position that involves driving a company vehicle should have at least a two-year clean driving record. HR and hiring managers should reject candidates convicted of driving while intoxicated within the last two years.

Generally, if hiring managers and HR decide a particular candidate would bring high or unreasonable risk to our company, they should reject the candidate.

HR and hiring managers can call candidates to discuss the results of their background checks in cases of minor discrepancies (e.g. a suspended license.) If candidates answer satisfactorily, they may still be hired to work with our company.

### **Procedure**

We aim for a transparent hiring process that respects candidates' rights. We advise hiring managers and HR staff to follow this procedure for background screening:

1. Hiring managers and HR discuss whether a background check is needed for a position and what the check will include.
2. Hiring managers note in the job ad that a background check is required before employment.
3. When the final candidates (one or more finalists) are selected, hiring managers or HR contact the candidates to get written permission for background checks and explain the process. This can be done through an Applicant Tracking System (ATS.)
4. If candidates refuse to go through background screening, HR informs them that they won't be considered for the position. If candidates provide written permission, background-check providers can initiate the review.
5. Once HR receives background check results, staff discusses them with hiring managers to decide next steps for the candidates and the position.

6. Hiring managers inform candidates of their decisions and ensure they get copies of their individual background check reports. If there are negative findings, HR/hiring managers must let candidates know how to dispute the report.

Our confidentiality and data protection policies always apply to information background checks uncover.

## Attendance

We expect you to be present during your scheduled working hours. If you face an emergency that prevents you from coming to work one day, contact your manager as soon as possible. We will excuse unreported absences in cases of serious accidents, and acute medical emergencies. But, whenever possible, we should know when you won't be coming in.

## Workplace Policies

### **Safety, health and confidentiality**

This section describes workplace policies that apply to everyone at our company: employees, contractors, volunteers, vendors and stakeholders alike. These policies help us build a productive, lawful and pleasant workplace.

### Confidentiality and data protection

We want to ensure that private information about clients, employees, partners and our company is well-protected. Examples of confidential information are:

- Employee records
- Unpublished financial information
- Data of customers/partners/vendors
- Customer lists (existing and prospective)
- Unpublished goals, forecasts and initiatives marked as confidential

As part of our hiring process, we may ask you to sign non-compete and non-disclosure agreements (NDAs.) We are also committed to:

- Restrict and monitor access to sensitive data.
- Develop transparent data collection procedures.
- Train employees in online privacy and security measures.
- Build secure networks to protect online data from cyberattacks.
- Establish data protection practices (e.g. secure locks, data encryption, frequent backups, access authorization.)

We also expect you to act responsibly when handling confidential information.

You must:

- Lock or secure confidential information at all times.
- Shred confidential documents when they're no longer needed.
- Make sure you view confidential information on secure devices only.
- Only disclose information to other employees when it's necessary and authorized.
- Keep confidential documents inside our company's premises unless it's absolutely necessary to move them.

You must not:

- Use confidential information for your personal benefit or profit.
- Disclose confidential information to anyone outside of our company.
- Replicate confidential documents and files and store them on insecure devices.

This policy is important for our company's legality and reputation. We will terminate any employee who breaches our confidentiality guidelines for personal profit.

We may also discipline any unintentional breach of this policy depending on its frequency and seriousness. We will terminate employees who repeatedly disregard this policy, even when they do so unintentionally.

## Harassment and violence

To build a happy and productive workplace, we need everyone to treat others well and help them feel safe. Each of us should do our part to prevent harassment and workplace violence.

### Workplace harassment

Harassment is a broad term and may include seemingly harmless actions, like gossip. We can't create an exhaustive list, but here are some instances that we consider harassment:

- Sabotaging someone's work on purpose.
- Engaging in frequent or unwanted advances of any nature.
- Commenting derogatorily on a person's ethnic heritage or religious beliefs.
- Starting or spreading rumors about a person's personal life.
- Ridiculing someone in front of others or singling them out to perform tasks unrelated to their job (e.g. bringing coffee) against their will.

Sexual harassment is illegal and we will seriously investigate relevant reports. If an employee is found guilty of sexual harassment, they will be terminated.

If you're being harassed, whether by a colleague, customer or vendor, you can choose to talk to any of these people:

- **Offenders.** If you suspect that an offender doesn't realize they are guilty of harassment, you could talk to them directly in an effort to resolve the harassment. This tactic is

appropriate for cases of minor harassment (e.g. inappropriate jokes between colleagues.) Avoid using this approach with customers or stakeholders.

- **Your manager.** If customers, stakeholders or team members are involved in your claim, you may reach out to your manager. Your manager will assess your situation and may contact HR if appropriate.
- **HR.** Feel free to reach out to HR in any case of harassment no matter how minor it may seem. For your safety, contact HR as soon as possible in cases of serious harassment (e.g. sexual advances) or if your manager is involved in your claim. Anything you disclose will remain confidential.

## Workplace violence

Violence in our workplace is a serious form of harassment. It includes physical and sexual assault, destruction of property, threats to harm a person or property and verbal and psychological abuse. We want to avoid those incidents altogether, but we also want to be ready to respond if needed.

For this reason, we ask you to:

- Report to HR if you suspect or know that someone is being violent. Your report will be confidential and we will investigate the situation with discretion.
- Call our building's security if you witness incidents of severe physical violence (e.g. ones that involve a lethal weapon.) For your safety, avoid getting involved.

We will treat employees who verbally threaten others as high risk and they will receive an appropriate penalty. If HR finds that an employee commits an act of violence, we will terminate that employee and possibly press criminal charges. Employees who damage property deliberately will be solely responsible for paying for it.

## Supporting victims

To support victims of workplace violence, we may:

- Cover relevant medical bills.
- Pay for mental health treatment if needed.
- Provide victims with our lawyer's services to help them file lawsuits.

## Get help early on

Seek help from others early on to mitigate conflicts. For example:

- If you experience conflicts with a colleague, ask your manager for advice before tensions escalate. If these conflicts persist, ask HR whether you could attend conflict resolution seminars with your colleague.

- If you are experiencing personal or work troubles, ask for help from a mental health professional. Check with your insurance provider to determine whether they cover any mental health services or ask HR for information on our Employee Assistance Program (EAP). Your discussions will remain confidential.

Our workplace is founded on mutual respect and we won't allow anyone to compromise this foundation.

## Workplace safety and health

Our company is committed to creating a hazard-free workplace. To this end, we will ensure workplace safety through preventative action and emergency management.

### **Preventative action**

Preventative actions are any actions we take to avoid injuries or illnesses related to the workplace. We will periodically conduct risk assessments and job hazard analyses through a workplace safety committee to uncover health risks to employees. And we will establish preventative measures to address risks accordingly.

At a minimum, we will:

- Hold employee training sessions on safety standards and procedures.
- Make sure employees who work in dangerous locations are safe.
- Provide protective gear like gloves, protective uniforms and goggles.
- Direct inspectors and quality control employees to evaluate equipment and infrastructure regularly.

We also expect you to take safety seriously. Always use protective equipment and follow standards whenever necessary. If you deliberately disregard our guidelines, we may terminate you for your own and others' safety.

## Emergency management

Emergency management refers to our plan to deal with sudden catastrophes like fire, floods, earthquakes or explosions. Our emergency management provisions include:

- Functional smoke alarms and sprinklers that are regularly inspected.
- Technicians (external or internal) available to repair leakages, damages and blackouts quickly.
- Fire suppression and other fire protection equipment that are easily accessible.
- An evacuation plan posted on each floor and online.
- Fire escapes and safety exits that are clearly indicated.

## Smoking

Good Feels Inc is a smoke-free workplace. You can smoke in designated smoking areas. Any other area in our workplace (like restrooms, lobby, offices, staircases, warehouses) is strictly smoke-free to protect non-smokers.

We also advise you to:

- Extinguish your cigarettes and discard them in outdoor ashtrays, cigarette urns.
- Avoid smoking when you have scheduled meetings with clients or vendors.
- Avoid smoking near flammable objects and areas.

Setting off fire alarms and causing fires by smoking are serious offenses. If you are found responsible, you may face disciplinary action up to and including termination.

## Drug-free workplace

Good Feels Inc is a drug-free workplace. Whether you are an employee, contractor or visitor, you must not bring, use, give away or sell any drugs on company premises. If you are caught with illegal drugs, or show that you are under the influence of substances, you will face disciplinary action up to and including termination.

A list of prohibited drugs and substances includes, but isn't limited to:

- Heroin
- Cocaine
- Methamphetamine in any form

## Marijuana

We prohibit employees from consuming recreational marijuana or marijuana infused products during working hours, but they may consume outside of the workplace during non-working hours.

You must not use medical marijuana in our workplace. We have the right to terminate you if your off-duty use of medical marijuana makes you unable to complete your job duties correctly.

## Alcohol

We prohibit employees from consuming alcohol during working hours, but they may consume alcoholic drinks in moderation at company events.



## Prescription drugs

If you feel that a prescription drug (e.g. an anxiety medication) unexpectedly affects your senses, thinking or movement, ask for the rest of your day off. If your manager suspects substance abuse, you may face disciplinary action.

We expect employees who hold safety-sensitive jobs (e.g. machine operators or drivers) to be fully alert and capable of performing their duties at all times. We may terminate you if we conclude your prescription drug use creates severe safety risks. If you need to use prescription drugs for a limited time and you think they may impair your abilities, use your PTO or sick leave. If your job includes secondary tasks that are safety-sensitive and your prescribed drugs affect your ability to perform these tasks, we can make reasonable accommodations to ensure you and your colleagues' safety.

## Dealing with addiction

Being sober is a prerequisite to thriving at our company and we want to help you as much as possible. We offer Employee Assistance Programs (EAP) that can help employees overcome addictions. If you face a relevant problem, please reach out to HR.

We won't tolerate substance addiction that results in violent, offensive or inappropriate behavior.

# Employee Code of Conduct

As an employee, you are responsible to behave appropriately at work. We outline our expectations here. We can't cover every single case of conduct, but we trust you to always use your best judgement. Reach out to your manager or HR if you face any issues or have any questions.

## Dress code

Our company's official dress code is Casual. This includes attire appropriate for production staff, such as full length pants and closed toe shoes/boots. However, an employee's position may also inform how they should dress. If you frequently meet with clients or prospects, please conform to a more formal dress code. We expect you to be clean when coming to work and avoid wearing clothes that are unprofessional (e.g. workout clothes.)

As long as you conform with our guidelines above, we don't have specific expectations about what types of clothes or accessories you should wear.

We also respect and permit grooming styles, clothing and accessories that are dictated by religious beliefs, ethnicity or disability.

## Cyber security and digital devices

This section deals with all things digital at work. We want to set some guidelines for using computers, phones, our internet connection and social media to ensure security and protect our assets.

### Internet usage

Our corporate internet connection is primarily for business. But, you can occasionally use our connection for personal purposes as long as they don't interfere with your job responsibilities. Also, we expect you to temporarily halt personal activities that slow down our internet connection (e.g. uploading photos) if you're asked to.

You must not use our internet connection to:

- Download or upload obscene, offensive or illegal material.
- Send confidential information to unauthorized recipients.
- Invade another person's privacy and gain access to sensitive information.
- Download or upload pirated movies, music, material or software.
- Visit potentially dangerous websites that can compromise our network and computers' safety.
- Perform unauthorized or illegal actions, like hacking, fraud or buying/selling illegal goods.

### Personal Electronic Devices (PEDs)

We allow use of PEDs, such as mobile phones, at work. But, only in non-production areas. We also want to ensure that your devices won't distract you from your work or disrupt our workplace. We ask you to follow a few simple rules:

- Use your cell phone in a manner that benefits your work (business calls, productivity apps, calendars.)
- Keep personal calls brief and use an empty meeting room or common area so as not to disturb your colleagues.
- Avoid playing games on your phone or texting excessively.
- Don't use your phone for any reason while driving a company vehicle.
- Don't use your phone to record confidential information.
- Don't download or upload inappropriate, illegal or obscene material using our corporate internet connection.

Also, you must not use your phone in areas where cell phone use is explicitly prohibited (e.g. any food production area.)

## Corporate email

Email is essential for some employees. You can request a corporate email, but it will be given only if it's necessary for your work. You should use your company email primarily for work, but we allow some uses of your company email for personal reasons.

- Work-related use. You can use your corporate email for work-related purposes without limitations. For example, you can sign up for newsletters and online services that will help you in your job or professional growth.
- Personal use. You can use your email for personal reasons as long as you keep it safe, and avoid spamming and disclosing confidential information. For example, you can send emails to friends and family and download ebooks, guides and other safe content for your personal use.

## Our general expectations

No matter how you use your corporate email, we expect you to avoid:

- Signing up for illegal, unreliable, disreputable or suspect websites and services.
- Sending unauthorized marketing content or emails.
- Registering for a competitor's services, unless authorized.
- Sending insulting or discriminatory messages and content.
- Spamming other people's emails, including your coworkers.

In general, use strong passwords and be vigilant in catching emails that carry malware or phishing attempts. If you are not sure that an email you received is safe, ask our HR.

## Social media

We want to provide practical advice to prevent careless use of social media in our workplace. We address two types of social media uses: using personal social media at work and representing our company through social media.

### Using personal social media at work

You are permitted to access your personal accounts at work. But, we expect you to act responsibly, according to our policies and ensure that you stay productive. Specifically, we ask you to:

- Discipline yourself. Avoid getting sidetracked by your social platforms.
- Ensure others know that your personal account or statements don't represent our company. For example, use a disclaimer such as "opinions are my own."
- Avoid sharing intellectual property (e.g trademarks) or confidential information. Ask your manager or PR first before you share company news that's not officially announced.
- Avoid any defamatory, offensive or derogatory content. You may violate our company's anti-harassment policy if you direct such content towards colleagues, clients or partners.

- Representing our company through social media
- If you handle our social media accounts or speak on our company's behalf, we expect you to protect our company's image and reputation. Specifically, you should:
- Be respectful, polite and patient.
- Avoid speaking on matters outside your field of expertise when possible.
- Follow our confidentiality and data protection policies and observe laws governing copyrights, trademarks, plagiarism and fair use.
- Coordinate with our Marketing department when you're about to share any major-impact content.
- Avoid deleting or ignoring comments for no reason.
- Correct or remove any misleading or false content as quickly as possible.

## Conflict of interest

When you are experiencing a conflict of interest, your personal goals are no longer aligned with your responsibilities towards us. For example, owning stocks of one of our competitors is a conflict of interest.

In other cases, you may be faced with an ethical issue. For example, accepting a bribe may benefit you financially, but it is illegal and against our business code of ethics. If we become aware of such behaviour, you will lose your job and may face legal trouble.

For this reason, conflicts of interest are a serious issue for all of us. We expect you to be vigilant to spot circumstances that create conflicts of interest, either to yourself or for your direct reports. Follow our policies and always act in our company's best interests. Whenever possible, do not let personal or financial interests get in the way of your job. If you are experiencing an ethical dilemma, talk to your manager or HR and we will try to help you resolve it.

## Employee relationships

We want to ensure that relationships between employees are appropriate and harmonious. We outline our guidelines and we ask you to always behave professionally.

## Fraternization

Fraternization refers to dating or being friends with your colleagues. In this policy, "dating" equals consensual romantic relationships and sexual relations. Non-consensual relationships constitute sexual violence and we prohibit them explicitly.

## Dating colleagues

If you start dating a colleague, we expect you to maintain professionalism and keep personal discussions outside of our workplace.

You are also obliged to respect your colleagues who date each other. We won't tolerate sexual jokes, malicious gossip and improper comments. If you witness this kind of behavior, please report it to HR.

## Dating managers

To avoid accusations of favoritism, abuse of authority and sexual harassment, supervisors must not date their direct reports. This restriction extends to every manager above an employee.

Also, if you act as a hiring manager, you aren't allowed to hire your partner to your team. You can refer them for employment to other teams or departments where you don't have any managerial or hiring authority.

## Friendships at work

Employees who work together may naturally form friendships either in or outside of the workplace. We encourage this relationship between peers, as it can help you communicate and collaborate. But, we expect you to focus on your work and keep personal disputes outside of our workplace.

## Employment of relatives

Everyone in our company should be hired, recognized or promoted because of their skills, character and work ethic. We would not like to see phenomena of nepotism, favoritism or conflicts of interest, so we will place some restrictions on hiring employees' relatives.

To our company, a "relative" is someone who is related by blood or marriage within the third degree to an employee. This includes: parents, grandparents, in-laws, spouses or domestic partners, children, grandchildren, siblings, uncles, aunts, nieces, nephews, step-parents, step-children and adopted children.

As an employee, you can refer your relatives to work with our company. Here are our only restrictions:

- You must not be involved in a supervisory/reporting relationship with a relative.
- You cannot be transferred, promoted or hired inside a reporting relationship with a relative.
- You cannot be part of a hiring committee, when your relative is interviewed for that position.

If you become related to a manager or direct report after you both become employed by our company, we may have to transfer one of you.

## Workplace visitors

If you want to invite a visitor to our offices, please ask for permission from our HR first. Also, inform our front-office of your visitor's arrival. Visitors should sign in and show identification according to Massachusetts Cannabis Control Commission regulation 935 CMR 500.510 (4)(e). They will receive badges and will be asked to return them to front-office once their visit is complete.

When you have office visitors, you also have responsibilities. You should:

- Always tend to your visitors. Visitors must always be accompanied.
- Keep your visitors away from areas where there are dangerous machines, chemicals, confidential records or sensitive equipment.
- Prevent your visitors from proselytizing your colleagues, gathering donations or requesting participation in activities while on our premises.

Anyone who delivers orders, mail or packages for employees should remain at our building's reception or gate. If you are expecting a delivery, front office employees will notify you so you may collect it.

## Solicitation and distribution

Solicitation is any form of requesting money, support or participation for products, groups, organizations or causes which are unrelated to our company (e.g. religious proselytism, asking for petition signatures.) Distribution means disseminating literature or material for commercial or political purposes.

We don't allow solicitation and distribution by non-employees in our workplace. As an employee, you may solicit from your colleagues only when you want to:

- Ask colleagues to help organize events for another employee (e.g. adoption/birth of a child, promotion, retiring.)
- Seek support for a cause, charity or fundraising event sponsored, funded, organized or authorized by our company.
- Invite colleagues to employee activities for an authorized non-business purpose (e.g. recreation, volunteering.)
- Ask colleagues to participate in employment-related activities or groups protected by law (e.g. trade unions.)

In all cases, we ask that you do not disturb or distract colleagues from their work.

# Employee Compensation and Development

In this section, we outline our guidelines for compensating employees according to their employment status. We also describe our performance management and employee development policies.

## Compensation status

There are two types of employees under FLSA guidelines:

Non-exempt employees, who are covered by the FLSA's minimum wage and overtime provisions.

Exempt employees, who aren't covered by the FLSA because they meet three exemption criteria: (a) they are paid at least \$23,600 per year (\$455 per week), (b) they are paid on a salary basis, and (c) they perform exempt job duties ("executive," "professional" and "administrative.") Most employees must meet all three criteria to be exempt.

If you are unsure as to whether you should be exempt or not, please ask HR to clarify your status.

The FLSA excludes some types of jobs (e.g. railroad workers, truck drivers) because they are covered by other federal laws. Some other workers, like outside salespeople, are excluded by definition. Feel free to ask HR for clarifications any time.

## Overtime

Occasionally, we may need you to work more than your regular working hours. We will pay for overtime work according to local and national laws.

If you are an exempt employee, you are not entitled to overtime pay by federal law. In the event that an exempt employee must work overtime, we will set a cap for overtime hours at 10 hours per week to prevent overworking and burnout.

If you are a non-exempt employee, you are entitled to overtime pay of one and a half times your wage. Please record your overtime hours accurately, so we can calculate your pay correctly. We also ask you to work overtime only after it's authorized by your supervisor to make our record-keeping easier.

## Payroll

We pay your salary or wage every two weeks by bank transfer. If you are an hourly employee, you should be diligent using timesheet software so we can accurately calculate your pay.

## Performance management

We have built our performance management practices to:

- Ensure you understand your job responsibilities and have specific goals to meet.
- Provide you with actionable and timely feedback on your work.
- Invest in development opportunities that help you grow professionally.
- Recognize and reward your work in financial or non-financial ways (e.g. employee awards.)

To meet these objectives, we have:

Established quarterly performance reviews. During these reviews, your manager will fill out your performance evaluation report and arrange a meeting with you to discuss it. Through these discussions, managers aim to recognize employees who are good at their jobs, identify areas of improvement and talk about career moves. Pay increases or bonuses are not guaranteed. But, we encourage managers to recommend rewards for their team members when they deserve them. There won't be any forced ranking or other comparison between employees, as our goal is to help all employees improve and develop their careers.

Instructed all managers to meet with their team members once per week to provide feedback and talk about their work and motivations. This way, you can receive feedback in a timely manner and avoid surprises during your quarterly performance review.

### **How we expect managers to lead employees**

If you manage a team, you are responsible for your team members' performance. To conduct effective regular meetings and performance evaluations, we expect you to:

- Set clear objectives. Your team members should know what you expect of them. When you first hire someone to your team, ensure they understand their job duties. Set specific goals for each team member (and team-wide if applicable.) Revisit those goals during quarterly performance reviews.
- Provide useful feedback. During scheduled meetings with your team members, give them both guidance and praise, as appropriate. Be fair and specific to help them understand and implement your feedback.
- Keep your team members involved. There should be two-way communication between you and your team. Make your expectations clear, but always take your team members' motivations and aspirations into account. Discuss training and development opportunities that may interest your team members.
- Keep logs with important incidents about each one of your team members. These logs help you evaluate your team, but may also prove useful when rewarding, promoting or terminating your team members.



## Employee training and development

We owe our success to our employees. To show our gratitude, we will invest in our employees professional development. We want employees to feel confident about improving their efficiency and productivity. We also want to help our employees achieve personal growth and success.

Each employee has \$500 annually to spend on educational activities or material. Subscriptions and books are included in this budget, unless they are necessary for you to complete your everyday duties. Send your expenses to HR by email.

Apart from online courses, we offer these training opportunities:

- Formal training sessions (individual or corporate.)
- Employee coaching and mentoring.
- Seats at industry conferences.
- On-the-job training.
- Job shadowing.
- Job rotation.

Development is a collective process. Team members and managers should regularly discuss learning needs and opportunities. And it's HR's responsibility to facilitate any development activities and processes.

## Employee Benefits and Perks

In this section, we describe what we offer to our employees. We provide information on our health insurance plans and benefits like work from home options and company-issued equipment.

## Employee health

Employee health is important to us. We don't discriminate against people with disabilities or health conditions, but we want to do everything possible to help employees stay healthy. At a minimum, we provide group health insurance to all eligible employees. For more information about our insurance package, contact HR.

We have also established non-smoking and substance abuse policies to protect employee health. We aim to create a workplace with minimal noise and good lighting and offer free healthy snacks, and a self-directed wellness program.

Wellness program reimbursement examples include:

- Gym (in-person or virtual) memberships
- Yoga/Meditation memberships
- Personal training

You may claim up to \$100 per month in wellness activities. To claim a reimbursement for the wellness program you will be required to submit a receipt and proof of usage documentation.

## Workers' compensation

We strive to keep our workplace safe, but accidents may happen occasionally. Employees who are injured at work (by accident or disease) can receive wage replacement, medical care and rehabilitation benefits according to workers' compensation laws, when appropriate. Please inform us of your injury as soon as possible. Ask HR for forms that you need to file a claim or contact your state agency for workers' compensation.

Our company has a workers' compensation policy according to guidelines of the states (or countries) we operate in. Our workers compensation policy is part of our corporate insurance coverage. Please refer to that document for coverage details, which includes details on wage replacement benefits, medical treatment, vocational rehabilitation, and other benefits. If you have a workers compensation claim please submit it to our HR department.

## Work from home

If your job doesn't require you to be on-site, you can occasionally work from home (WFH). We offer unlimited WFH days, however if you intend to take off more than two consecutive WFH days, communicate this to your manager.

Please inform your manager that you want to work from home at least 24 hours in advance. You can also set a recurring WFH day per week. If there's a rare emergency, you may work from home without having received prior approval, but notify your manager as soon as reasonably possible.

When you are working from home, please use an internet connection and devices that are fast and secure. Choose a place without loud noises or distractions. And, check in with your team frequently to make collaboration easier.

If there is inclement weather (e.g. a blizzard) please check your email to see if the office is officially closed. If you judge that your commute during inclement weather is dangerous, let us know. We will not force you to come to work if your safety is at stake or if there is an official travel warning.

## Remote workers

Remote work refers to working from a non-office location on a temporary or permanent basis. If you're an office-based employee, you may work remotely for a maximum of two consecutive weeks per year. You may arrange this if you are a new parent or suffer from a short-term disability. If you have another reason, talk to your manager. Submit your remote working requests at least one week in advance.

If you work remotely permanently, we ask that you adhere to our security, confidentiality and equal opportunity policies just like your office-based colleagues.

## Employee expenses

There are some expenses that we will pay directly on your behalf (e.g. hotel rooms for work-related travel.) But, we ask you to keep track and report on those reimbursable expenses that you pay yourself. We reimburse employee expenses that are related to:

- Business travel
- Relocation
- Education and training
- Upon approval, outings with business partners or colleagues

Not all travel expenses are reimbursable. For example, we will pay for your transportation to an airport for work-related travel, but not to a museum for a personal visit. Before traveling for business, contact HR to clarify which expenses are reimbursable within your particular trip. Please keep receipts for all reimbursable expenses. You can submit them to your manager within 30 days after the date of each expense. If your manager approves your expenses, you will receive your reimbursement within two pay periods through payroll or check.

## Company vehicle

You may drive a company vehicle if you:

- Need it as an indispensable part of your job (e.g. truck drivers and delivery drivers.)
- Receive it as a benefit attached to your job.

Either way, your vehicle belongs to our company. You may use your company vehicle for personal reasons as our company vehicle policy permits. You will get reimbursed only for approved, business-related expenses.

To get a company vehicle, you should have a valid driver's license and a clean driving record for at least two years. Drive safe and sober and respect traffic laws and fellow motorists. You

should also check your car regularly to ensure gas, tire pressure and all car fluids are at appropriate levels.

We expect you to avoid:

- Smoking in a company car.
- Leasing, selling or lending a company car.
- Using a company car to teach someone how to drive.
- Leaving your company car unlocked, unattended or parked in dangerous areas.
- Allowing unauthorized people to drive a company car, unless an emergency mandates it.

On our part, we will ensure that our cars are safe and in good condition, as well as appropriately insured.

## Accidents

If you are involved in an accident with a company car, contact our HR department immediately, so we can get in touch with our insurance provider. You shouldn't accept responsibility or guarantee payment to another person without authorization.

Follow this policy's guidelines to avoid disciplinary action. For minor offenses, like allowing unauthorized people to drive a company car, we will reprimand you or reclaim your car. But for more serious offenses, like causing an accident while intoxicated, we may terminate you.

## Parking

We will prioritize parking space assignments for employees with disabilities, executives and employees who drive company vehicles. We will then allocate our remaining parking spaces on a first-come, first-served basis. Interns and trainees may also receive parking spaces. If you want to receive a parking spot, file your request with our HR department.

We expect you to keep our parking lot clean and use only your assigned space. Please behave responsibly to avoid causing damage, injury or loss of property.

We will not assume any liability for theft, vandalism, fire or damage regarding an employee's vehicle in our parking lot.

## Company-issued equipment

As an employee, you may receive a company cell phone, laptop or other device, or furniture. Unless otherwise mentioned in your contract, any equipment we offer belongs to our company and you may not sell it or give it away. You are also responsible for keeping our equipment safe

and in as good condition as possible. If your equipment breaks or malfunctions, let us know so we can arrange to get it repaired.

If you are part of our corporate cell phone plan, please use your phone within our plan's restraints. You may have to pay any extra charges yourself.

### Theft and damage of company equipment

Our equipment is insured for theft and damage. We ask you to inform us within 24 hours if your equipment is stolen or damaged. We might be able to trace stolen laptops and cell phones. Please also file a theft statement (affidavit) with the police and submit a copy to us.

### Security of company issued devices

We advise you to keep your company-issued computer, tablet and cell phone secure. You can do this if you:

- Keep all devices password-protected.
- Ensure you do not leave your devices unattended.
- Install security updates for browsers and other systems as soon as updates are available.
- Log into company accounts and systems through secure and private networks only.
- Follow all instructions for disk encryption, anti-malware protection and password management that you received along with your equipment.

## Working Hours, PTO and Vacation

In this section, we explain our provisions for your working hours and time off. We include several types of leave and holidays.

### Working hours

Our company operates between 7 am to 8 pm, Sunday – Saturday. You may have a specific time you are to begin work. Please ask your manager for further instruction.

Some departments may work after hours, too (e.g. customer support, shipping.) If you work in these departments, you will follow a shift schedule as needed.

### Paid time off (PTO)

Employees receive 10 days of Paid Time Off (PTO) per year. Your PTO accrual begins the day you join our company and you receive 5/6<sup>th</sup> days per month. You can take your PTO at any time

after your first month with us and you can use time off you haven't accrued yet. You will earn one additional day per year after your first year with our company, with a cap at 25 days overall.

If you want to use PTO, send a request to your manager. If your manager or HR approves, you are permitted to take your leave. You do not have to specify a reason for requesting PTO.

You cannot transfer any remaining PTO to the next year. We encourage you to use your time off throughout the year.

If you leave our company, we may compensate accrued PTO with your final paycheck according to local law. When the law doesn't have provisions, we will compensate accrued leave to employees who were not terminated for cause.

## Holidays

Our company observes the following holidays:

- New Year's Day
- Martin Luther King Day
- President's Day
- Good Friday/Easter Monday
- Memorial Day
- Independence Day
- Labor Day
- Indigenous People's Day / Columbus Day
- Veterans Day
- Thanksgiving Day
- Day after Thanksgiving Day
- Christmas Day

If a holiday falls on a day when our company doesn't operate (e.g. Sunday), we will observe that holiday on the closest business day.

Our company offers a floating day, which you can take as a holiday any day you choose. If you want to observe a religious holiday that isn't included in our list, we may allow you to take unpaid time off for that day. Or, you may use your PTO.

## Holiday pay

Exempt employees are entitled to their normal compensation without any deductions.

Permanent non-exempt employees receive holiday pay as a benefit after they have worked with us for more than three months.

## Working on a holiday

These holidays are considered “off-days” for most employees. If you need a team member to work on a holiday, inform them at least three days in advance.

If you are a non-exempt employee, you will receive your regular hourly rate with a premium for working on a holiday. If you are an exempt employee, we will grant you an additional day of PTO that you must take within 12 months after that holiday.

We won't count hours you worked on a holiday to decide whether you are entitled to overtime pay.

## Sick leave

We offer one week of paid sick leave. In states or countries where employees are entitled to a greater number of sick leave days by law, we will follow that law. You can take sick leave to recover from short-term illness, injuries, mental issues and other indisposition. If you have the flu or other contagious disease, please use your sick days.

If you become sick, inform your manager and send a sick leave request. You may take a partial day off or work from home, but we advise you to rest and recuperate for a day before returning to work.

Use your PTO or arrange for a flexible work schedule if you want to attend routine health care (e.g. doctor's/dentist's appointments.)

Occasionally, we may ask you to submit a physician's note or other medical certification and/or complete a sick leave form. We will do this for insurance purposes if you are absent for more than three days of sick leave.

## Bereavement leave

Losing a loved one is traumatizing. If this happens to you while you work with us, we want to support you and give you time to cope and mourn.

For this reason, we offer three days of paid bereavement leave. You may take your bereavement leave on consecutive days to:

- Arrange a funeral or memorial service.
- Attend a funeral or memorial service.
- Resolve matters of inheritance.
- Fulfill other family obligations.

- Mourn.

If you have to travel long-distance for a funeral or service, you can take two additional unpaid days off. If you require more time, please use your PTO.

## Jury duty and voting

If you are called for jury duty and you are an exempt employee, you can take one day off without deduction from your salary. If local or national law stipulates more days of paid jury duty leave, we will follow the law.

On election day, you can take up to four hours to vote. If your trip lasts more than a day, please use your PTO.

Hourly employees may take one unpaid day off for jury duty and voting. If local or national law obliges us to provide hourly employees with paid jury duty leave, we will follow the law.

To keep good records, we ask you to bring us a copy of your summons for jury duty and a document that proves you served.

## Parental leave

Caring for a newborn is an exciting time for parents. We want to support new mothers and fathers in their first months of parenthood with paternity and maternity leave. Afterwards, we will continue to support parents with flexible work options.

## Paternity and maternity leave

Our company offers three months of paid maternity and paternity leave. If local or national law stipulates longer leave, we will follow the law.

If you are about to be a new mother or father (either through childbirth or adoption), talk to HR to arrange your leave. Please give us at least three months notice before your leave begins.

Depending on local or national law, pregnant women can take part of their leave before labor. If you suffer complications during childbirth or have other issues, you can ask for an unpaid leave extension of up to two months. Contact HR as soon as possible to arrange this.



## Returning to work after parental leave

We are committed to helping new parents transition back to work after their leave ends. We offer:

- Remote working/ Flexible hours.
- Partial-paid day care.
- A private space to act as a lactation room.

## Employee Resignation and Termination

In this section, we describe our procedures regarding resignation and termination of our employees. We also refer to our progressive discipline process that may sometimes result in termination.

We remind you that in the U.S. employment is “at-will.” This means that you or our company may terminate our employment relationship at any time and for any non-discriminatory reason.

## Progressive discipline

Here we outline steps we will take to address employee misconduct. We want to give employees a chance to correct their behavior when possible and assist them in doing so. We also want to ensure that we thoroughly investigate and handle serious offenses.

Our progressive discipline process has six steps of increasing severity. These steps are:

- Verbal warning
- Informal meeting with supervisor
- Formal reprimand
- Formal disciplinary meeting
- Penalties
- Termination

Different offenses correspond to different steps in our disciplinary process. For example, minor, one-time offenses (e.g. breach of our dress code policy) will trigger Step 1. More severe violations (e.g. sexual harassment) will trigger step 5.

If you manage employees, inform them when you launch a progressive discipline process. Pointing out a performance issue is not necessarily a verbal warning and may be part of your regular feedback. If you judge that progressive discipline is appropriate, let your team member know and ask HR to help you explain our full procedure.

Managers may skip or repeat steps at their discretion. Our company may treat circumstances differently from that described in this policy. But, we are always obliged to act fairly and lawfully and document every stage of our progressive discipline process.

Keep in mind that our company isn't obliged to follow the steps of our progressive discipline process. As you are employed "at-will" in the U.S, we may terminate you directly without launching a progressive discipline process. For serious offenses (e.g. sexual harassment), we may terminate you without warning.

## Resignation

You resign when you voluntarily inform HR or your manager that you will stop working for our company. We also consider you resigned if you don't come to work for three consecutive days without notice.

You are not obliged to give us advance notice before resigning. But, for efficiency's sake, and to make sure our workplace runs smoothly, we ask that you give at least two weeks notice, if possible. If you hold a highly specialized or executive position, we ask that you give us at least a month's notice, when possible.

We accept verbal resignations, but we prefer that you submit a written and signed notice of resignation for our HR records. We will reply with an acceptance of resignation letter within two days. HR will inform your manager that you are resigning if you haven't already done so. Whether you want to announce your resignation to your team is up to you, but we encourage you to be open.

## Tuition or relocation reimbursement

If you have relocated or studied at our company's expense, you are bound by your contract to remain with us for at least two years. If you resign before that period, you may have to reimburse us for part or all of these expenses.

## Forced resignation

You can resign anytime at your own free will and nobody should force you into resignation. Forcing someone into resigning (directly or indirectly) is constructive dismissal and we won't tolerate it. Specifically, we prohibit employees from:

- Creating a hostile or unpleasant environment.
- Demanding or coaxing an employee to resign.
- Victimizing, harassing or retaliating against an employee.

- Forcing an employee to resign by taking unofficial adverse actions (e.g. demotions, increased workload).

## Termination

Terminating an employee is always unpleasant but sometimes necessary. If that happens, we want to ensure we act lawfully and respectfully.

We may terminate an employee either for cause or without cause.

- For cause termination is justified when an employee breaches their contract, engages in illegal activities (e.g. embezzlement), disrupts our workplace (e.g. harasses colleagues), performs below acceptable standards or causes damage or financial loss to our company.
- Without cause termination refers to redundancies or layoffs that may be necessary if we cease some of our operations or re-assign job duties within teams. We will follow applicable laws regarding notice and payouts.

We will offer severance pay to eligible employees. We may also help employees who were terminated without cause to find work elsewhere, if possible.

We may also compensate accrued vacation and sick leave upon termination, depending on local law. Whenever local law doesn't have relevant stipulations, we will pay accrued leave only to those who weren't terminated for cause. We will also take into account union agreements and abide by agreed terms.

If you manage team members, avoid wrongful dismissal. When you terminate an employee for cause, we expect you to be certain you made the right choice and keep accurate performance and/or disciplinary records to support your decision.

## References

When we terminate employees, we may provide references for those who leave in good standing. This means that employees shouldn't have been terminated for cause. If you are laid off, you may receive references. Please ask your manager.

If you resign, you may ask for references and your manager has a right to oblige or refuse.

Employee Name: \_\_\_\_\_

Employee Signature: \_\_\_\_\_

Date: \_\_\_\_\_

# GNL - Employee Suspension or Termination

Good Feels Inc.



Version	<b>V4</b>
Effective Date	<b>09/22/2021</b>
Last Revised	<b>02/23/2021</b>

## Policy

Good Feels Inc. will immediately dismiss any agent who has done the following:

- Diverted marijuana
- Engaged in unsafe practices
- Has been convicted or entered a guilty plea, plea of no contest, 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 any other jurisdiction
- Immediately after dismissing an employee from Good Feels Inc.'s premises, the Operations & Compliance Manager, in coordination with the Director of Finance & Administration, is to immediately revoke all access permissions for that employee for each facility that they worked at, including but not limited to:
  - METRC
  - Facility access keycards and/or key codes
  - Good Feels Inc.'s POS system
  - Email
  - Any and all applicable registries, including but not limited to medical patient registries

If necessary, door entry codes will be changed if one code is shared by Good Feels Inc. staff.

The Commission will be notified no more than one business day after a Good Feels Inc. agent ceases to be associated with Good Feels Inc.. All agent registration cards become void as soon as the agent is no longer associated with Good Feels Inc.. If Good Feels Inc. has employed the agent at multiple locations, the Operations & Compliance Manager will ensure that each card under the former agent's name is voided by notifying the Commission.

All Good Feels Inc. employee lists will be updated as soon as possible, including but not limited to:

- METRC Authorized Users List
- Limited Access Area Authorized Agents List
- Surveillance and Alarm System Users List
- Good Feels Inc. Employee Contact List

**Adult-use Policy Citations:** CMR 935.500.030(4) (2021); CMR 935.500.030(8) (2021); CMR 935.500.033(1)(a) (2021); CMR 935.500.105(1)(m) (2021); CMR 935.500.110(1)(i) (2021); CMR 935.500.110(1)(j) (2021).

**Medical Citations:** CMR 935.501.030(4) (2021); CMR 935.501.030(8) (2021); CMR 935.501.033(2)(a) (2021); CMR 935.501.105(1)(m) (2021); CMR 935.501.110(1)(i) (2021); CMR 935.501.110(1)(j) (2021).

## Purpose

This document describes grounds for dismissal in addition policies and procedures that Good Feels Inc. will follow when employees are terminated, suspended, or voluntarily cease employment.

## Scope

Employees, Security, Inventory Tracking, Books and Records, Reporting Requirements, Facilities

## Employee Responsible

Operations & Compliance Manager, Production Manager, Director of Finance & Administration

## Definitions

n/a

## Resources

Personnel files, Employee Access Control Log, METRC Authorized Users List, Limited Access Area Authorized Agents List, Surveillance and Alarm System Users List, Good Feels Inc. Employee Contact List

## GNL - Employee Suspension or Termination

### A. Immediate dismissal of an employee who has diverted marijuana, engaged in unsafe practices, or has been convicted of a felony or other offense that would render the employee ineligible to maintain employment with Good Feels Inc.:

#### Best Practice

1. Meet with Good Feels Inc.'s management team to discuss the situation. Ask another Manager or Director of Finance & Administration to witness the dismissal.

**Note:** This is a managerial best practice to ensure there is always a witness for employee discussions.

#### Best Practice

2. Prepare a termination letter before speaking with the agent to be dismissed, if practical.

#### Best Practice

3. Invite the agent to be dismissed to a private area on Good Feels Inc.'s premises, such as the manager's office. Only do so if at least one other member from middle or senior management is present as a witness. Ask unrelated employees to leave the area if needed.

#### Best Practice

4. Once everyone has sat down, Tell the agent they are dismissed from their duties due to the below applicable actions:

- Diverting marijuana
- Engaging in unsafe practices with regard to Good Feels Inc. operations
- Been convicted of an offense that renders the agent ineligible to work for Good Feels Inc.

CMR 935.500.105(1)(m)(1)-(3) (2021)

CMR 935.501.105(1)(m)(1)-(3) (2021)

5. Ask the agent that is being dismissed to gather their belongings and leave the premises. Request the assistance of a security guard or if needed.

CMR 935.500.110(1)(b) (2021)

CMR 935.501.110(1)(b) (2021)

6. Notify the appropriate authorities:

- If the terminated agent diverted marijuana, report the diversion to local law enforcement and the Commission
- If the terminated agent engaged in unsafe practices with regards to Good Feels Inc.'s operation, report the situation to the Commission

**Note:** Please see Good Feels Inc.'s Incident Reporting SOP for more information.

CMR 935.500.105(1)(m)(1)-(3) (2021)

CMR 935.501.105(1)(m)(1)-(3) (2021)

7. Proceed to the section of the SOP titled "Access Credentials Return" to remove the terminated agent's access into Good Feels Inc.'s premises as well as all electronic databases.

#### Best Practice

### B. Dismissal of an employee who has not responded to disciplinary action.

#### Best Practice

1. Obtain the employee's file, and collect all documents that detail their disciplinary issues, including but not limited to:

- Documentation of verbal warnings
- Corrective Action Requests
- Periodic Performance Evaluations
- Any disciplinary actions taken

CMR 935.500.105(9)(d)(2)(e) (2021)

CMR 935.500.105(9)(d)(2)(f) (2021)

CMR 935.501.105(9)(d)(2)(f) (2021)

CMR 935.501.105(9)(d)(2)(h) (2021)

2. Arrange a meeting with other relevant management, the Director of Finance & Administration, and the Operations & Compliance Manager to discuss the termination. Request another member of middle or senior management to witness the termination.

#### Best Practice

3. Prepare a termination letter before speaking with the agent to be dismissed, if practical.

#### Best Practice

4. Invite the agent to be dismissed to a private area on Good Feels Inc.'s premises, such as the manager's office. Only do so if at least one other member from middle or senior management is present as a witness.

#### Best Practice

5. Ask unrelated employees to leave the area if needed.

#### Best Practice

6. Inform the employee that due to their disciplinary record, they are dismissed from their duties with Good Feels Inc..

#### Best Practice

7. Ask the agent that is being dismissed to gather their belongings and leave the premises. If the agent being dismissed is refusing to leave, explain that it is against Massachusetts marijuana law for them to remain on the premises without a valid reason. Request the assistance of a security guard if needed.

#### Best Practice

CMR 935.500.110(1)(b) (2021)

CMR 935.501.110(1)(b) (2021)

8. Proceed to the section of the SOP titled "Access Credentials Return" to remove the terminated agent's access into Good Feels Inc.'s premises as well as all electronic databases.

#### Best Practice

### C. Access Credentials Return

#### Best Practice

1. After dismissing employee and ensuring the former agent is no longer on the premises, begin the process of removing the ex-employee from all of Good Feels Inc.'s databases and systems.

#### Best Practice

2. Contact Good Feels Inc.'s Director of Finance & Administration, and Operations & Compliance Manager, and inform them of the termination or suspension. If the ex-employee works at multiple facilities, ensure that the following steps in the SOP are performed at all facilities that the ex-employee was affiliated with.

#### Best Practice



3. Collect any access credentials the ex-employee may have had, including their agent registration card and any keys.

CMR 935.500.110(1)(i) (2021)

CMR 935.501.110(1)(i) (2021)

CMR 935.500.110(1)(j) (2021)

CMR 935.501.110(1)(j) (2021)

CMR 935.500.033(1)(a) (2021)

CMR 935.501.033(2)(a) (2021)

4. Do not allow any other employee to use the terminated employee's credentials. Allowing an agent to use another agent's credentials is grounds for disciplinary action against Good Feels Inc.'s license, including suspension or revocation.

CMR 935.500.450(7)(b) (2021)

CMR 935.501.450(7)(b) (2021)

5. Notify the Commission within one business day of the agent's termination with Good Feels Inc..

CMR 935.500.030(4) (2021)

CMR 935.501.030(4) (2021)

6. Update any shared access codes, passwords, or other security mechanisms.

CMR 935.500.110(1)(i) (2021)

CMR 935.501.110(1)(i) (2021)

CMR 935.500.110(1)(j) (2021)

CMR 935.501.110(1)(j) (2021)

7. Remove the ex-employee's user information and other intangible access mechanisms from the following Good Feels Inc. accounts, at a minimum:

- METRC
- Good Feels Inc.'s POS system
- Good Feels Inc. email
- Medical patient registry, if applicable
- Third-party delivery software
- Surveillance and alarm systems
- Alarm codes, passwords, and other intangible access mechanisms provided to the terminated employee

CMR 935.500.110(1)(i) (2021)

CMR 935.501.110(1)(i) (2021)

CMR 935.500.110(1)(j) (2021)

CMR 935.501.110(1)(j) (2021)

8. Update all relevant employee lists, including but not limited to:

- METRC Authorized Users Log
- Limited Access Area Authorized Agents List
- Good Feels Inc. contact list
- Surveillance System and Alarm System Authorized Users List
- Good Feels Inc. list of active, employed agents

#### Best Practice

9. In the case of a suspended employee, deactivate the keycard in the Access Control System, and document it in the system as a "suspended employee."

#### Best Practice

10. When the suspension is lifted, update their information and issue a new ID and access credentials to the employee.

#### Best Practice

11. Maintain all documents and records regarding suspended and terminated employees in Good Feels Inc. business records for at least 12 months after the termination of the Good Feels Inc. agent.



CMR 935.500.105(9)(d)(2)(f) (2021)

CMR 935.501.105(9)(d)(2)(h) (2021)

**D. Maintain the terminated employee's records for at least 12 months after their termination. Include, at a minimum, the following:**

**Best Practice**

1. All materials submitted to the Commission.

CMR 935.500.105(9)(d)(2)(a) (2021)

CMR 935.501.105(9)(d)(2)(a) (2021)

CMR 935.501.105(9)(d)(2)(e) (2021)

2. Documentation of verification of references.

CMR 935.500.105(9)(d)(2)(b) (2021)

CMR 935.501.105(9)(d)(2)(b) (2021)

3. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision.

CMR 935.500.105(9)(d)(2)(c) (2021)

CMR 935.501.105(9)(d)(2)(c) (2021)

4. 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 presenter.

CMR 935.500.105(9)(d)(2)(d) (2021)

CMR 935.501.105(9)(d)(2)(d) (2021)

5. Documentation of periodic performance evaluations.

CMR 935.500.105(9)(d)(2)(e) (2021)

CMR 935.501.105(9)(d)(2)(f) (2021)

6. A record of any disciplinary action taken.

CMR 935.500.105(9)(d)(2)(f) (2021)

CMR 935.501.105(9)(d)(2)(h) (2021)

7. Notice of completed responsible vendor and eight-hour related duty training.

CMR 935.500.105(9)(d)(2)(g) (2021)

CMR 935.501.105(9)(d)(2)(g) (2021)

**MFG - Employee Training**  
**Good Feels Inc.**



Version	<b>V2</b>
Effective Date	<b>01/08/2021</b>
Last Revised	<b>04/09/2021</b>

## Policy

Good Feels Inc. will ensure that all Good Feels Inc. agents complete training prior to performing their job functions at Good Feels Inc.'s manufacturing facility. Training shall be tailored to the roles and responsibilities of the job function of each Good Feels Inc. agent, and at a minimum will include training on:

- Confidentiality
- Privacy
- Security
- Inventory tracking
- Other topics as specified by the Commission

Good Feels Inc. employees responsible for tracking and entering product into METRC will receive training in a form and manner determined by the Commission. At a minimum, staff shall receive eight hours of on-going training annually. All Good Feels Inc. administrators will have attended and successfully completed all required METRC training. Current and future Good Feels Inc. owners, managers, and employees who handle or will handle marijuana are required to complete Responsible Vendor Training. New employees will take the class within 90 days of hire. All employees are required to take a refresher course once a year to maintain their designation as a Responsible Vendor. Administrative employees who do not handle marijuana may take the class on a voluntary basis. Good Feels Inc. will maintain Responsible Vendor Training records for at least four years, and make them available to the Commission upon request

In addition to general employee training, Good Feels Inc. will provide supplemental, hands-on training to employees with specific and comprehensive job duties, as needed. Good Feels Inc. will ensure that all personnel receive annual refresher training. This annual refresher training will be completed within 12 months of the previously recorded training completion date. In addition to refresher training, Good Feels Inc. will conduct periodic performance evaluations with Good Feels Inc. agents to ensure they are following training, Massachusetts marijuana regulator requirements, and Good Feels Inc. policies and procedures.

Good Feels Inc.'s training documents, employee job descriptions and duties, and SOPs will be used as a baseline to evaluate Good Feels Inc. employee performance. Periodic performance evaluations will take place, and Good Feels Inc. employees will be provided feedback and guidance on their performance. Disciplinary action will take place if a Good Feels Inc. employee consistently demonstrates that they are not responding to training and guidance. All performance evaluations, sit-downs, and disciplinary actions will be recorded and maintained in the employee's records.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2020\)](#); CMR 935.500.105(2) (2021); CMR 935.500.105(1)(k) (2021).

**Medical Policy Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); CMR 935.501.105(1)(k) (2021); CMR 935.501.105(2) (2021).

**GMP Policy Citations:** 21 CFR 211.25(a) (2020); 21 CFR 110.10(c) (2020); CMR 105.500.005(H)(12) (2016).

## Purpose

This document describes training requirements for all Good Feels Inc. owners, employees and administrators.

## Scope

Manufacturing, Employees, Good Manufacturing Practices

## Employee Responsible

Production Manager, Operations & Compliance Manager, Manufacturing Facility Employees

## Definitions

n/a

## Resources

Good Feels Inc. Employee Handbook, applicable Good Feels Inc. SOPs, and any other Good Feels Inc. training materials, [METRC YouTube Training Videos](#)

# MFG - Employee Training

## A. Responsible Vendor Training

Best Practice

1. Confirm that all Good Feels Inc. agents who handle or sell marijuana successfully complete the Responsible Vendor Training Program Basic Core Curriculum within 90 days of hire.

CMR 935.500.105(2)(b)(2) (2021)

CMR 935.501.105(2)(b)(2) (2021)

CMR 935.500.002 (2021)

2. Ensure that all Good Feels Inc. owners, managers, and employees who handle marijuana have taken a Responsible Vendor Training class to maintain Good Feels Inc.'s Responsible Vendor designation upon license renewal.

CMR 935.500.105(2)(b)(1) (2021)

CMR 935.501.105(2)(b)(1) (2021)

CMR 935.500.002 (2021)

3. Confirm all employees receive eight hours of annual training, four of which are Responsible Vendor Training Program hours.

**Note:** Any additional RVT hours over the four-hour RVT requirement count toward the eight-hour total training requirement.

CMR 935.500.105(2)(a)(2) (2021)

CMR 935.500.105(2)(b)(3) (2021)

CMR 935.501.105(2)(a)(2) (2021)

CMR 935.501.105(2)(b)(3) (2021)

CMR 935.500.105(2)(a)(1) (2021)

CMR 935.501.105(2)(a)(1) (2021)

CMR 935.500.002 (2021)

4. Conduct non-RVT training in-house, or use a third-party vendor.

**Note:** Basic on-the-job training that Good Feels Inc. provides in the ordinary course of business may be counted toward the eight-hour total training requirement.

CMR 935.500.105(2)(a)(3) (2021)

CMR 935.501.105(2)(a)(3) (2021)

5. Register agents for Commission-approved Advanced Core Curriculum courses after they have completed the Basic Core Curriculum once advanced classes are offered.

CMR 935.500.105(2)(b)(6)(a) (2021)

CMR 935.500.105(2)(b)(4)(f) (2021)

CMR 935.501.105(2)(b)(6)(a) (2021)

CMR 935.501.105(2)(b)(4)(f) (2021)

CMR 935.501.002 (2021)

## B. In-House Training - General Overview of Laws, Regulations, and Regulatory Agencies in Relation to Good Feels Inc.'s Operations:

Best Practice

1. Provide employees with current information about workers' rights, Massachusetts worker's compensation, and labor laws.

Best Practice

2. Provide employees with an overview of local, state, and federal laws, regulations, and ordinances that impact Good Feels Inc. and the cannabis industry as a whole. Explain to employees that marijuana is still federally illegal, which places a risk on them, however small.

Best Practice

3. Give an overview of the state and local regulatory agencies involved in licensing Good Feels Inc. and overseeing the enforcement of rules pertaining to Good Feels Inc.'s operations, including:
- The Massachusetts Cannabis Control Commission

- The Massachusetts Department of Agricultural Resources (MDAR)
- The Massachusetts Department of Public Health (DPH)

#### Best Practice

4. Discuss possible license violations and discuss ways these actions of non-compliance can be avoided at all times.

#### Best Practice

5. Instruct employees to never consume alcohol, cannabis, or any drugs while on the premises and on duty for Good Feels Inc..

CMR 935.500.105(1)(k) (2021)

CMR 935.501.105(1)(k) (2021)

CMR 935.500.002 (2021)

6. Inform employees that the following violations that can result in immediate employee dismissal:

- Diversion of marijuana and marijuana product
- Engaging in unsafe practices with regards to Good Feels Inc.'s operations
- Conviction, plea deal, or not contest involving a felony drug offense involving distribution to a minor

CMR 935.500.105(1)(m)(1)-(3) (2021)

CMR 935.501.105(1)(m)(1)-(3) (2021)

CMR 935.500.002 (2021)

7. Instruct employees to:

- Always cooperate with the Commission, Commission Delegee(s), and personnel from any other state or local regulatory body performing an inspection
- Never interfere with, obstruct, or impede regulatory personnel who are exercising their duties. Make sure to mention that inspections can be conducted with or without notice

**Note:** Please see Good Feels Inc.'s Handling of Regulatory Audits and Inspections, and Regulatory Audit and Inspection Preparation SOPs for more information.

CMR 935.500.301(2) (2021)

CMR 935.501.301(2) (2021)

CMR 935.501.002 (2021)

8. Instruct management personnel about Commission or other regulatory body inspection procedures. This includes:

- Pointing out state and local business licenses, floor plans, fire safety permits, etc.
- Locating any and all business records
- Proficiency at using the surveillance system, including playback of a specific date and time range, taking screenshots, and locating all cameras throughout the facility

**Note:** Some inspectors will be looking for compliance-related items outside the scope of cannabis-specific requirements, such as building and fire code requirements.

CMR 935.500.301(3) (2021)

CMR 935.501.301(3) (2021)

CMR 935.501.002 (2021)

### C. Inform employees that the following could result in the revocation of their agent registration card:

#### Best Practice

1. Fraudulent use of an agent registration card including, but not limited to, tampering, falsifying, altering, modifying, duplicating, or allowing another person to use, tamper, falsify, alter, modify, or duplicate an agent registration card.

CMR 935.500.032(1)(c) (2021)

CMR 935.501.032(1)(c) (2021)

CMR 935.500.002 (2021)

2. Selling, transferring, distributing, or giving marijuana to an unauthorized person.

CMR 935.500.032(1)(d) (2021)

CMR 935.501.032(1)(d) (2021)

CMR 935.500.002 (2021)

3. Failure to notify the Commission within five business days after becoming aware that their agent registration card has been lost, stolen, or destroyed.



CMR 935.500.032(1)(e) (2021)

CMR 935.501.032(1)(e) (2021)

CMR 935.501.002 (2021)

4. Failure to notify the Commission within five business days after a change in the registration information contained in the agent's application or required by the Commission, such as physical address or open civil, judicial, or criminal investigations or pending actions.

CMR 935.500.032(1)(f) (2021)

CMR 935.501.032(1)(f) (2021)

5. Conviction, guilty plea, plea of no contest, or admission to a violation of any law.

CMR 935.500.032(1)(g) (2021)

CMR 935.500.032(1)(h) (2021)

CMR 935.501.032(1)(g) (2021)

CMR 935.501.032(1)(h) (2021)

- D. **Discuss the following possible license violations that may result in the suspension or revocation of Good Feels Inc.'s license, in addition to consequences for the Good Feels Inc. employee(s) responsible for the violations. Discuss how administrative or disciplinary action can result as a failure to:**

**Best Practice**

1. **Adult-Use Only** - Properly verify the age of an individual prior to allowing them access to Good Feels Inc.'s premises.

CMR 935.500.450(7)(e) (2021)

CMR 935.500.002 (2021)

2. Enter inventory into METRC, the required seed-to-sale electronic tracking system.

CMR 935.500.105(8)(f) (2021)

CMR 935.501.105(8)(f) (2021)

CMR 935.500.002 (2021)

3. Maintain Good Feels Inc.'s facility in a clean, orderly, and sanitary order.

CMR 935.500.450(7)(a) (2021)

CMR 935.501.450(7)(a) (2021)

4. Cooperate or otherwise comply with an inspection, including failure to comply with a subpoena.

CMR 935.500.301(7) (2021)

CMR 935.501.301(7) (2021)

CMR 935.500.302(5) (2021)

CMR 935.501.302(5) (2021)

5. Comply with Administrative Hold orders.

CMR 935.500.321(2)(i) (2021)

CMR 935.501.321(2)(i) (2021)

CMR 935.500.002 (2021)

6. Comply with Removal or Prohibition of Product orders.

CMR 935.500.335(11) (2021)

CMR 935.501.335(11) (2021)

7. Comply with Quarantine Order procedures.

CMR 935.500.340(6) (2021)

CMR 935.501.340(6) (2021)

CMR 935.500.002 (2021)

- E. **Compliance with Inventory Tracking and Inventory Management Requirements**

**Best Practice**

1. Confirm that all agents responsible for tracking and entering product into METRC receive training in a form and manner determined by the Commission. Make sure staff receives eight hours of on-going training annually.

**Note:** Please see the link to the Massachusetts METRC website in the Resources section.

CMR 935.500.105(2)(a)(4) (2021)

CMR 935.501.105(2)(a)(4) (2021)

2. At a computer and after the employee has completed the system training provided by METRC, pull up METRC and have employee enter his/her unique username and login. Using employee's METRC account as a reference, confirm that the employee can:
  - Accurately enter and record information
  - Record and report waste
  - Create, adjust, and finish packages
  - Report compliance notifications
  - Report all entry errors immediately

**Note:** Please see Good Feels Inc.'s Tracking Inventory Items SOP, and the link to METRC YouTube Training Videos in the Resources section for more information.

#### Best Practice

### F. Security Training

#### Best Practice

1. Using Good Feels Inc.'s Facility Access Control SOP, go over measures taken by Good Feels Inc. to secure the manufacturing facility and prevent unauthorized access to the premises with employees.

CMR 935.500.110(1)(d) (2021)

CMR 935.501.110(1)(d) (2021)

CMR 935.500.002 (2021)

2. Using Good Feels Inc.'s Visitor Access Control SOP, teach employees how to handle visitors.

CMR 935.500.110(4)(e) (2021)

CMR 935.501.110(4)(e) (2021)

CMR 935.500.002 (2021)

CMR 935.501.002 (2021)

3. Using Good Feels Inc.'s Personal Safety and Emergency Plan SOP, teach employees about personal security techniques and emergency planning.

CMR 935.500.105(1)(b) (2021)

CMR 935.501.105(1)(b) (2021)

CMR 935.500.105(1)(j) (2021)

CMR 935.501.105(1)(j) (2021)

4. Reference Good Feels Inc.'s Opening and Closing Security Procedures SOP to teach employees about personal security techniques as well as proper beginning and end of day procedures.

CMR 935.500.105(1)(b) (2021)

CMR 935.501.105(1)(b) (2021)

### G. Confidentiality Training - Instruct employees to always safeguard and never disclose any confidential information, including but not limited to:

#### Best Practice

1. Confidential application materials.

CMR 935.500.105(1)(l) (2021)

CMR 935.501.105(1)(l) (2021)

CMR 935.500.002 (2021)

2. Good Feels Inc.'s Security Plan

CMR 935.500.105(1)(l) (2021)

CMR 935.501.105(1)(l) (2021)

3. Any other confidential information protected by confidentiality law.

CMR 935.500.105(1)(l) (2021)

CMR 935.501.105(1)(l) (2021)

CMR 935.500.002 (2021)

### H. Training Specific to Manufacturing Operations

Best Practice

1. **Adult-Use -**  
Provide employees with Good Feels Inc.’s product catalog, which must include all marijuana products actively manufactured at Good Feels Inc.’s facility, and the following information for each product actively manufactured:
- Description
  - Photograph or illustration
  - Packaging design
  - Dosage amounts
  - Expected cannabinoid profile

**Note:** Although this is an adult-use requirement, it is a best business practice for MTCs.

CMR 935.500.130(5)(h) (2019) CMR 935.500.002 (2021)

2. Teach Good Feels Inc. personal safety and how to respond to all potential emergencies at Good Feels Inc.’s manufacturing facility, including chemical spills. Conduct regular drills.

CMR 935.500.105(1)(j) (2021) CMR 935.501.105(1)(j) (2021)

3. Instruct employees to safely handle the equipment used at Good Feels Inc.’s facility, including, without limitation, extraction equipment,

Best Practice

I. **Recordkeeping - Maintain the following training records for four years:**

CMR 935.500.105(2)(a)(5) (2021) CMR 935.501.105(2)(a)(5) (2021)

1. Inventory training

CMR 935.500.105(2)(a)(4) (2021) CMR 935.501.105(2)(a)(4) (2021)

2. Responsible Vendor Training Program records.

CMR 935.500.105(2)(a)(5) (2021) CMR 935.501.105(2)(a)(5) (2021) CMR 935.500.002 (2021)

J. **Recordkeeping - Maintain the following records for at least 12 months after the termination of an agent:**

Best Practice

1. All agent application materials submitted to the Commission.

CMR 935.500.105(9)(d)(2)(a) (2021) CMR 935.501.105(9)(d)(2)(a) (2021) CMR 935.500.002 (2021)

2. Documentation of verification of references.

CMR 935.500.105(9)(d)(2)(b) (2021) CMR 935.501.105(9)(d)(2)(b) (2021)

3. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision.

CMR 935.500.105(9)(d)(2)(c) (2021) CMR 935.501.105(9)(d)(2)(c) (2021)

4. Documentation of all required training, including:



- Training regarding privacy and confidentiality requirements
- Signed statement of the individual indicating:
  - The date, time, and place they received training
  - The topics discussed
  - The names and titles of presenters

CMR 935.500.105(9)(d)(2)(d) (2021)

CMR 935.501.105(9)(d)(2)(d) (2021)

5. Documentation of periodic performance evaluations.

CMR 935.500.105(9)(d)(2)(e) (2021)

CMR 935.501.105(9)(d)(2)(f) (2021)

6. Notice of completed Responsible Vendor Training Program and inhouse training for Good Feels Inc. agents.

CMR 935.500.105(9)(d)(2)(g) (2021)

CMR 935.501.105(9)(d)(2)(g) (2021)

CMR 935.500.002 (2021)

7. A record of any disciplinary action taken.

CMR 935.500.105(9)(d)(2)(f) (2021)

CMR 935.501.105(9)(d)(2)(h) (2021)

# MFG - Energy Efficiency and Conservation

Good Feels Inc.



Version	<b>V4</b>
Effective Date	<b>09/19/2021</b>
Last Revised	<b>04/09/2021</b>

## Policy

Good Feels Inc. will meet the requirements described below as a condition of license renewal. Good Feels Inc. will maintain policies and procedures for energy efficiency and conservation, and meet all applicable environmental laws, regulations, permits, and other applicable approvals. Good Feels Inc. will seek legal counsel as applicable to ensure it is meeting all requirements for energy efficiency and conservation.

Good Feels Inc. will maintain an Energy Plan for its manufacturing facility that considers the following:

Required policies and procedures that include:

- Identification of potential energy use reduction and renewable energy generation opportunities
- A plan for implementation of such opportunities
- Submission of building plans showing where energy generators could be placed on the site, and, if applicable, an explanation of why the identified opportunities were not pursued
- Strategies to reduce electric demands, such as lighting schedules, active load management and energy storage
- Engagement with MassSave or local municipal lighting plant energy efficiency programs

In addition, Good Feels Inc. has the opportunity to obtain an Energy and Environmental Leader rating, if Good Feels Inc. has:

- Met or exceeded energy and environmental impact goals for its registration period
- Consistently documented and complied with best management practices for energy use, waste disposal, and environmental impact
- Documented that renewable energy credits representing 100% of Good Feels Inc.'s energy usage have been retired
- Labeled all its products as being produced using 100% renewable energy

As a best practice, and if practical, Good Feels Inc. may ensure that the building used for manufacturing operations meets the following energy efficiency and equipment standards:

- The building envelope meets minimum Massachusetts Building Code requirements and amendments including but not limited to:
  - 780 CMR: State Building Code
  - ASHRAE Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code
  - IECC Section C402

**Note:** Manufacturing facilities using existing buildings may demonstrate that they are executing all best practices possible by showing that the envelope insulation complies with Type Factory Industrial F-1 minimum standards, as further defined in guidelines issued by the Commission.

HVAC and dehumidification systems will meet the following:

- 780 CMR: State Building Code
- IECC Section C403
- ASHRAE Chapter 6 as applied or incorporated by reference in 780 CMR: State Building Code

**Note:** Good Feels Inc. may provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code, and that such systems have been evaluated and sized for the anticipated loads of Good Feels Inc.'s manufacturing facility.

### If Good Feels Inc. is an adult-use license only:

- Requirements for HVAC and dehumidification systems will not apply if Good Feels Inc.'s manufacturing facility is generating 80% or more of the total annual onsite energy use for all fuels (expressed on a MWh basis) from an onsite clean or renewable generating source, renewable thermal generation, as provided in M.G.L. c. 25A § 11F & 11F½
- Good Feels Inc. must document that renewable energy credits or alternative energy credits representing the portion of Good Feels Inc.'s energy usage that have not been generated on-site has been purchased and retired on an annual basis

**Note:** These are not required by Good Feels Inc.'s manufacturing facility, but are considered energy efficiency and conservation best practices.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.110\(4\)\(f\) \(2021\)](#); [CMR 935.500.040\(3\)\(c\) \(2021\)](#); [CMR 935.500.105\(1\)\(q\) \(2021\)](#); [CMR 935.500.130\(3\) \(2021\)](#); [CMR 935.500.105\(13\)\(h\) \(2021\)](#); [CMR 935.500.040\(1\)\(c\) \(2021\)](#).

**Medical Use Policy Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.040\(3\)\(c\) \(2021\)](#); [CMR 935.501.040\(1\)\(c\) \(2021\)](#); [CMR 935.501.105\(1\)\(q\) \(2021\)](#); [CMR 935.501.105\(13\)\(h\) \(2021\)](#); [CMR 935.501.130\(3\) \(2021\)](#).

## Purpose

This document covers energy efficiency and conservation requirements established by the Commission.

**Scope**

Facilities, Reporting Requirements, Sanitation, Quality, Energy

**Employee Responsible**

Operations & Compliance Manager, Production Manager

**Definitions**

n/a

**Resources**

Personal protective equipment (PPE), Good Feels Inc.’s Management and Operations Profile, 780 CMR: State Building Code, International Energy Conservation Code (IECC) Sections C.402 and C.403, ASHRAE Chapters 5.4, 5.5, and 6 as applied or incorporated by reference in 780 CMR: State Building Code, M.G.L. c. 25, § 21, [Commission's Energy and Environment Compiled Guidance](#), [Commission's Checklists for Energy Compliance](#), [Mass Save website link](#)

# MFG - Energy Efficiency and Conservation

A. **Audit Good Feels Inc.’s current energy efficiency and conservation policies and procedures, and look for the following:**

CMR 935.500.105(1)(q) (2021)

CMR 935.501.105(1)(q) (2021)

1. Potential renewable energy opportunities, including where generators can be placed on-site.

CMR 935.500.105(1)(q)(2) (2021)

CMR 935.501.105(1)(q)(2) (2021)

2. Energy strategies for transportation, including but not limited to the use of vehicles that use alternative fuels.

**Note:** Please see the links to the Commission's Energy and Environment Compiled Guidance and Checklists for Energy Guidance in the Resources section for more information.

CMR 935.500.105(13)(h) (2021)

CMR 935.501.105(13)(h) (2021)

3. Potential energy use reduction opportunities, including:

- Use of natural lighting
- Heat recovery
- Ventilation
- Energy efficiency measures

CMR 935.500.105(1)(q)(1) (2021)

CMR 935.501.105(1)(q)(1) (2021)

B. **Energy Efficiency Plan**

CMR 935.500.105(1)(q)(1) (2021)

CMR 935.500.105(1)(q)(1) (2021)

CMR 935.500.130(3) (2021)

CMR 935.501.130(3) (2021)

1. Engage with MassSave or local Municipal Lighting Plant energy efficiency programs.

**Note:** Please see the link to the Mass Save website in the Resources section for more information.

CMR 935.500.105(1)(q)(4) (2021)

CMR 935.501.105(1)(q)(4) (2021)

2. Implement strategies to reduce electric demand, such as:

- Lighting schedules
- Active load management
- Energy storage

CMR 935.500.105(1)(q)(3) (2021)

CMR 935.501.105(1)(q)(3) (2021)

3. Use and purchase energy efficient pumps, cooling systems, and other equipment whenever possible.

**Best Practice**

4. Consider purchasing Energy-Star electric products.

CMR 935.500.105(1)(q)(1) (2021)

CMR 935.501.105(1)(q)(1) (2021)

5. Identify and consider sources of renewable energy.

CMR 935.500.105(1)(q)(2) (2021)

CMR 935.501.105(1)(q)(2) (2021)

6. Include the following in Good Feels Inc.’s Energy Plan:

- Building plans showing where energy generators could be placed on-site
- An explanation of why identified opportunities for renewable energy were not pursued, if applicable

CMR 935.500.105(1)(q)(2) (2021)

CMR 935.501.105(1)(q)(2) (2021)

7. Monitor energy and water usage, and report energy and water usage to the Commission.

**Best Practice**

8. Create and maintain a transportation plan that takes environmental and energy efficiency factors into consideration.

CMR 935.500.105(13)(h) (2021)

CMR 935.501.105(13)(h) (2021)

9. Perform the following actions to Good Feels Inc.’s manufacturing facility, if it is not unreasonably impracticable:

- Insulate perimeter (side and end walls), foundation, and distribution piping
- Install windbreaks on the north side to reduce wind-induced heat loss
- Install automatic closing doors
- Weather strip doors, vents, fan openings
- Repair broken or torn glazing
- Use aspirated thermostats or thermometers for more uniform temperature control
- Use the largest diameter fans with the smallest motor that meets ventilation requirements

**Best Practice**

C. **Recordkeeping Requirements - Maintain all energy efficiency and conservation records for Good Feels Inc.’s renewal application, and for at least two years after Good Feels Inc. ceases to operate, in a form and location acceptable by the Commission. Make them available to the Commission upon request.**

CMR 935.500.105(9)(g) (2021)

CMR 935.501.105(9)(g) (2021)

CMR 935.500.002 (2021)

1. A report of Good Feels Inc.’s energy and water usage over the previous 12 month period.

**Best Practice**

2. Good Feels Inc.'s energy efficiency and conservation policies and procedures.

CMR 935.500.105(9)(a) (2021)

CMR 935.501.105(9)(a) (2021)

CMR 935.500.105(1)(q)(1)-(4) (2021)

CMR 935.501.105(1)(q)(1)-(4) (2021)

# MFG - Equipment Cleaning and Maintenance

Good Feels Inc.



Version	V4
Effective Date	10/06/2021
Last Revised	04/09/2021



## Policy

Good Feels Inc. will ensure equipment is maintained and cleaned at appropriate intervals to prevent malfunctions or contamination that would alter the safety, identity, strength, quality, or purity of marijuana products. All equipment and other utensils that come into contact with marijuana or marijuana products will be cleaned and sanitized at the end of the shift during which they are used. All sanitizers and disinfectants used to clean equipment and utensils at Good Feels Inc.'s facility will be registered with the Environmental Protection Agency (EPA) and used in accordance with labeled instructions.

In order to maintain sanitary conditions of utensils and equipment at Good Feels Inc.'s facility, there will be:

- Enough space for placement of equipment and storage of materials at Good Feels Inc.'s facility as is needed
- Adequate safety lighting in all areas where equipment or utensils are cleaned

Good Feels Inc. will create detailed descriptions of the methods and materials used for cleaning and the methods of disassembling and reassembling equipment to assure proper cleaning and will document all cleaning, sanitization, sterilization, and maintenance of equipment and utensils used at the facility. Good Feels Inc. will maintain logs to document the cleaning and maintenance of equipment and utensils. All major pieces of equipment will have a dedicated Equipment Sanitation and Maintenance Log.

The Production Manager, in coordination with the Operations & Compliance Manager, will conduct audits on equipment and utensil cleaning and maintenance and related documentation to ensure thorough and adequate cleaning of all equipment and utensils.

Additionally, the Production Manager, in coordination with the Operations & Compliance Manager, will ensure that employees use all cleaning, sanitizing, and sterilizing products in accordance with the product manufacturer's instructions. This includes:  
Disassembling and reassembling equipment as necessary to assure proper cleaning and maintenance  
Protection of clean equipment from contamination before use  
Inspection of equipment for cleanliness immediately before use

Whenever the the same equipment for manufacturing multiple cannabis products is used, Good Feels Inc. will ensure that all of the product-contact surfaces of the equipment are fully washed and rinsed in a manner sufficient to clear the equipment of any residual contaminants or allergens before the second product is manufactured.

This document will be utilized in conjunction with the PRP (Prerequisite Program for Repairs and Maintenance) to keep all equipment functioning and well maintained.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.105\(3\)\(d\) \(2020\)](#); [CMR 935.500.110\(4\)\(f\) \(2021\)](#); [CMR 935.500.150\(2\) \(2021\)](#); [CMR 935.500.130\(4\) \(2021\)](#); [CMR 935.500.105\(3\)\(b\) \(2021\)](#).

**Medical Policy Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.105\(3\)\(e\) \(2021\)](#); [CMR 935.501.105\(3\)\(b\) \(2021\)](#); [CMR 935.501.130\(4\) \(2021\)](#); [CMR 935.501.150\(2\) \(2021\)](#).

**GMP Policy Citations:** 21 CFR 110.35(a)-(e) (2018); 21 CFR 110.40(a)-(g) (2018); 21 CFR 110.80 (2018); 21 CFR 110.80(b)(1)-(2) (2018); 21 CFR 110.80(b)(7) (2018); 21 CFR 110.93 (2018); 21 CFR 211.67(a) (2020) ; 21 CFR 211.67(b) (2020); 21 CFR 211.63 (2020) ; 21 CFR 211.44 (2020); [CMR 105.500.005\(H\)\(5\)-\(6\) \(2016\)](#); [CMR 105.500.005\(H\)\(2\) \(2016\)](#); [CMR 105.500.005\(E\) \(2016\)](#).

## Purpose

This document describes the procedures that will be implemented by the Production Manager, in coordination with the Operations & Compliance Manager, to ensure manufacturing employees take the necessary steps to clean and sanitize all equipment used at Good Feels Inc.'s facility so as to prevent contamination.

## Scope

Quality, Sanitation, Manufacturing, Good Manufacturing Practices

## Employee Responsible

Production Manager, Manufacturing Facility Employees

## Definitions

n/a

## Resources

Equipment Maintenance Log, Audit Report, Corrective Action Request Form, cleaning & sanitizing agents and other cleaning supplies





# MFG - Equipment Cleaning and Maintenance

A. In coordination with the Production Manager, instruct relevant employees to:

- CMR 935.500.105(3)(b)(9) (2021)
- CMR 935.501.105(3)(b)(9) (2021)
- CMR 935.500.130(4) (2021)
- CMR 935.501.130(4) (2021)
- CMR 935.500.150(2) (2021)
- CMR 935.501.150(2) (2021)
- 21 CFR 211.67(b)(1) (2020)

1. Inspect equipment for cleanliness prior to use.

21 CFR 110.80 (2020)

21 CFR 211.67(b)(6) (2020)
2. Disassemble the equipment. Place the parts in the designated tubs, racks, etc. (Simple equipment and hand tools are cleaned and sanitized in the same manner, but they do not require disassembly and reassembly).

21 CFR 211.67(b)(3) (2020)
3. Physically remove product debris by hand or with tools such as scrapers.

21 CFR 211.67(b)(3) (2020)
4. Observe equipment for missing parts or surfaces that are worn to the extent that debris will accumulate and cause product contamination. Replace or repair parts/surfaces in accordance with the manufacturer's instructions, as applicable, and document what was done in the Equipment Sanitation and Maintenance Log.

21 CFR 211.67(b)(3) (2020)

21 CFR 211.67(c) (2020)

CMR 105.500.005(H)(5)-(6) (2016)
5. Apply an EPA-registered sanitizer to parts and clean according to manufacturer's directions.

21 CFR 110.35(a) (2020)

21 CFR 211.67(b)(3) (2020)

CMR 105.500.005(H)(5)-(6) (2016)
6. Rinse the equipment parts with potable water.

21 CFR 211.67(b)(3) (2020)

CMR 105.500.005(H)(5)-(6) (2016)
7. Sanitize equipment with an EPA-registered sanitizer that is mixed and used according to the manufacturer's instructions, and if required, rinse with potable water.

21 CFR 211.67(b)(3) (2020)
8. Check and reassemble the equipment.

Best Practice

9. Properly store all cleaning and sanitizing chemicals separately from marijuana inventory and other product processing areas.

CMR 935.500.105(3)(b)(10) (2021)

CMR 935.501.105(3)(b)(10) (2021)

21 CFR 110.35(b)(2) (2020)

21 CFR 110.93 (2020)
10. Document and record all equipment cleaning and maintenance in the Equipment Maintenance Log along with relevant PRP forms.

21 CFR 211.67(c) (2020)

21 CFR 211.182 (2020)

B. Check that employees have filled out, at a minimum, the following information in the Equipment Maintenance Log:

21 CFR 211.67(c) (2020)

21 CFR 211.182 (2020)

1. Equipment manufacturer information.

**Best Practice**

2. The date the equipment was put into service, if known.

**Best Practice**

3. The date and time of the cleaning/maintenance.

**Best Practice**

4. A detailed description of the cleaning/maintenance.

**Best Practice**

5. Employee name and, if applicable, agent identification number.

**Best Practice**

6. The name of the tradesperson, if applicable.

**Best Practice**

7. The date when the next service is required.

**Best Practice**

#### **C. Conducting audits on equipment and utensil cleaning and maintenance**

**Best Practice**

1. Frequently and randomly, audit equipment and utensil cleaning procedures and related documentation.

**Best Practice**

2. Record findings in an Audit Report.

**Best Practice**

3. If the audit results in negative findings, fill out a Corrective Action Request Form to submit it to the Director of Manufacturing, who will decide what actions need to be taken moving forward.

**Best Practice**

#### **D. Recordkeeping - Maintain all records related to equipment cleaning and maintenance for at least two years after the closure of Good Feels Inc., in a form and location acceptable by the Commission. Make these records available to the Commission upon request:**

CMR 935.500.105(9)(g) (2021)

CMR 935.501.105(9)(g) (2021)

CMR 935.500.002 (2021)

1. Equipment Maintenance Logs

21 CFR 211.67(c) (2020)

21 CFR 211.182 (2020)

2. Good Feels Inc.'s equipment cleaning and maintenance policies and procedures.

CMR 935.500.105(9)(a) (2021)

CMR 935.501.105(9)(a) (2021)

3. Contracts and agreements for services received that relate to equipment cleaning and maintenance, such as third-party contractor services for Good Feels Inc.'s equipment.

CMR 935.500.105(9)(e)(2) (2021)

CMR 935.500.105(9)(e)(3) (2021)

CMR 935.501.105(9)(e)(2) (2021)

CMR 935.501.105(9)(e)(3) (2021)

4. Documentation of Good Feels Inc.'s compliance, or lack thereof, with applicable testing requirements and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

CMR 935.500.130(4) (2021)

CMR 935.501.130(4) (2021)

# MFG - Facility Access Control

Good Feels Inc.



Version	V5
Effective Date	09/19/2021
Last Revised	04/08/2021

## Policy

Good Feels Inc. will follow its Security Plan and maintain a commercially viable, up-to-date security alarm system to prevent unauthorized access to Good Feels Inc.'s manufacturing facility, limited access areas, and security system equipment and recordings.

Good Feels Inc.'s manufacturing facility will be securely locked and protected from unauthorized entry at all times. Good Feels Inc.'s manufacturing facility will be enclosed on all sides by permanent walls and doors, and secured against unauthorized entry. All facility windows will be of reinforced glass and will be tinted, in addition to being monitored by the facility's central alarm system. All external locks will be equipped with access controls. For doors into secure storage areas and all entries and exits into the manufacturing facility, Good Feels Inc. will use locks and lock cylinders, which are burglary resistant, non-residential, and commercial-grade. On-site surveillance rooms will always remain locked and will not be used for any other function.

Appropriate security measures to deter and prevent the theft and diversion of marijuana and marijuana products will be implemented. All manufacturing will take place in designated production areas within Good Feels Inc.'s securely locked limited access areas monitored by a surveillance camera system. Marijuana products will not be visible from a public place outside of Good Feels Inc.'s manufacturing facility without the use of binoculars, optical aids or aircraft.

Alarm systems will have the ability to remain operational during a power outage and:

Have a duress alarm, panic alarm, or holdup alarm connected to local public safety or law enforcement authorities  
Be equipped with a failure notification system to Good Feels Inc.'s manufacturing facility of any failure in the alarm system within five minutes of the failure, via telephone, email, or text message

Good Feels Inc. will have a back-up alarm system that:

- Has all the capabilities of the primary system, and is provided by a company supplying commercial grade equipment, who will be a different company than the company supplying the primary security system
- Will demonstrate that it meets the Commission's satisfaction alternate safeguards to ensure continuous operation of a security system

In addition, Good Feels Inc. will maintain a commercially viable, up-to-date video surveillance system. All video surveillance systems will be equipped with:

- Digital video cameras
- 24 hours per day, 7 days per week recording capabilities
- The ability to remain operational during a power outage

The Operations & Compliance Manager will ensure all locks and security equipment are in good working order, and that all keys are not left in locks or stored in a location accessible to those other than specifically authorized personnel. Employee proximity cards, access codes, and other access hardware credentials will be distributed on a limited and individual basis to authorized manufacturing facility personnel.

Floor plans, elevation drawings, and all records relating to manufacturing facility access control will be kept in Good Feels Inc.'s Security Plan. These records are to be made available to the Commission, local law enforcement agencies, or local licensing authorities upon request. Good Feels Inc. will develop and maintain sufficient additional safeguards as required by the Commission for special security concerns.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.105\(1\)\(a\) \(2021\)](#); [CMR 935.500.105\(1\)\(b\) \(2021\)](#); [CMR 935.500.105\(1\)\(j\) \(2021\)](#); [CMR 935.500.110 \(2021\)](#).

**Medical Policy Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.105\(1\)\(a\) \(2021\)](#); [CMR 935.501.105\(1\)\(b\) \(2021\)](#); [CMR 935.500.105\(1\)\(j\) \(2021\)](#); [CMR 935.501.105\(3\)\(d\) \(2021\)](#); [CMR 935.501.110 \(2021\)](#).

## Purpose

This document provides a general description of the security equipment installed, access barriers implemented, and measures taken by Good Feels Inc. to secure the manufacturing facility and to prevent unauthorized access.

## Scope

Security, Facilities, Reporting Requirements, Books and Records, Employees

## Employee Responsible

Operations & Compliance Manager, Production Manager, Manufacturing Facility Agents

## Definitions

n/a

**Resources**

Good Feels Inc.’s Security Plan, detailed floor plans indicating the activities performed in each area, Tools and equipment used by the Security Commission, employee proximity cards

# MFG - Facility Access Control

## A. Manufacturing Facility Access Control

- CMR 935.500.105(1)(a) (2021)
- CMR 935.501.105(1)(a) (2021)
- CMR 935.500.110(1)(d) (2021)
- CMR 935.501.110(1)(d) (2021)

1. Positively identify all individuals who seek access to the premises, including outside vendors, contractors, and visitors. Ask for their valid government-issued identification. Only allow individuals who physically possess their valid, unexpired government-issued ID.

**Note:** Please see Good Feels Inc.'s Visitor Access Control SOP for more information.

- CMR 935.500.110(1)(a) (2021)
- CMR 935.501.110(1)(a) (2021)
- CMR 935.500.002 (2021)

2. **Adult-Use** - Only allow Good Feels Inc. agents who physically possess their agent registration card and individuals who are 21 years or older access to Good Feels Inc.'s manufacturing facility.

- CMR 935.500.110(1)(a) (2021)
- CMR 935.500.030(7) (2021)
- CMR 935.501.030(7) (2021)

3. Confirm that Good Feels Inc.'s facility prominently displays security system notification signage.

**Best Practice**

4. Confirm that Good Feels Inc.'s manufacturing facility final license is posted in a conspicuous place on the premises.

- CMR 935.500.103(2)(e) (2021)
- CMR 935.501.103(2)(e) (2021)

5. Ensure that Good Feels Inc.'s local permits (i.e. zoning, fire, taxes, etc.) are posted conspicuously on the premises where required by local law.

- CMR 935.500.170(1) (2021)
- CMR 935.501.170(1) (2021)

6. Verify with the facility maintenance crew that the facility’s perimeter doors are equipped with the following:

- Commercial-grade, non-residential door locks
- Automatic locking hardware
- Electric strike
- Biometric access controls
- Contact alarms to prevent unauthorized entry
- Back-up alarm that has all the same capabilities as the primary alarm system
- Closed Circuit Television (CCTV) cameras that may be supplemented with fixed and pan-tilt-zoom (PTZ) cameras

- CMR 935.500.110(5)(a)(1) (2021)
- CMR 935.501.110(5)(a)(1) (2021)
- CMR 935.500.110(5)(c) (2021)
- CMR 935.501.110(5)(c) (2021)

7. Verify with the facility maintenance crew and project management team members that the facility’s windows are:

- Tinted
- Of reinforced glass
- Equipped with hefty window locks that are visible from the outside
- Equipped with alarms

- CMR 935.500.110(5)(a)(1) (2021)
- CMR 935.501.110(5)(a)(1) (2021)
- CMR 935.500.110(5)(c) (2021)
- CMR 935.501.110(5)(c) (2021)

8. Confirm all locks and security equipment are in good working order.



CMR 935.500.110(1)(h) (2021)

CMR 935.501.110(1)(h) (2021)

9. Install video cameras in all areas that contain marijuana and marijuana products, and at all points of entry and exit. If video cameras are already installed, verify that they are working properly.

**Note:** Please see Good Feels Inc.'s Surveillance Overview SOP for a comprehensive list of the areas that need to be covered by video surveillance.

CMR 935.500.110(5)(a)(4) (2021)

CMR 935.501.110(5)(a)(4) (2021)

10. **Adult-Use** - Install motion detectors, if used, in a location where it can adequately detect motion, but also without causing any false alarms.

**Note:** The best location for a motion detector is usually in the corner of the room, away from any windows, about 6 to 8 feet off the ground. Please see Good Feels Inc.'s Surveillance Overview SOP for more information.

CMR 935.500.110(5)(a)(5) (2021)

11. Install smoke and fire alarms. If alarms or switches are already installed, verify that they are working properly.

**Best Practice**

12. Check that the outside perimeter of Good Feels Inc.'s facility is sufficiently lit to facilitate surveillance.

CMR 935.500.110(1)(k) (2021)

CMR 935.501.110(1)(k) (2021)

13. Where applicable, confirm that trees, bushes, and other foliage outside the facility will not allow for a person or persons to conceal themselves from sight.

**Note:** Shrubs should not exceed 3 feet in height, and trees should be trimmed up to 7 feet to allow natural surveillance.

CMR 935.500.110(5)(g) (2021)

CMR 935.501.110(5)(g) (2021)

14. Check that no marijuana products are visible to anyone from the exterior of the facility. This involves verifying the tint of the windows

CMR 935.500.110(1)(l) (2021)

CMR 935.501.110(1)(l) (2021)

15. Take measures to prohibit loitering in and around Good Feels Inc.'s manufacturing facility, including educating manufacturing facility personnel about confronting loiterers.

CMR 935.500.110(1)(b) (2021)

CMR 935.501.110(1)(b) (2021)

16. Work with the Operations & Compliance Manager and the Production Manager to make sure that all manufacturing facility personnel are visibly displaying their agent identification badge at all times while at Good Feels Inc.'s manufacturing facility.

CMR 935.500.110(4)(d) (2021)

CMR 935.501.110(4)(d) (2021)

17. Review Good Feels Inc.'s Disaster Plan with all staff, and confirm everyone is trained for a fire and other emergencies.

**Note:** Please see Good Feels Inc.'s Safety Plan and Emergency Procedures SOP for more information.

CMR 935.500.105(1)(j) (2021)

CMR 935.501.105(1)(j) (2021)

**B. Limited Access Areas, Security Systems, and Surveillance Rooms - Confirm the following:**

CMR 935.500.105(1)(a) (2021)

CMR 935.501.105(1)(a) (2021)

CMR 935.500.110(1)(e) (2021)

CMR 935.501.110(1)(e) (2021)

1. All marijuana and marijuana products are securely stored a vault and in a manner that prevents diversion, loss, or theft.

CMR 935.500.110(1)(f) (2021)

CMR 935.501.110(1)(f) (2021)

CMR 935.501.105(3)(d) (2021)

CMR 935.500.002 (2021)

2. All safes, vaults, and any other equipment or areas used for the production, manufacturing, storage, including prior to disposal, of marijuana or marijuana products securely locked and protected from entry, except for the actual time required to remove or replace marijuana.

CMR 935.500.110(1)(g) (2021)

CMR 935.501.110(1)(g) (2021)

3. All marijuana and marijuana products are packaged in a secure production area located within the limited access area.

CMR 935.500.105(3)(a)(5) (2021)

CMR 935.501.105(3)(a)(5) (2021)

CMR 935.500.002 (2021)

4. All limited access areas are securely locked and accessible only to the minimum number of authorized employees essential for operation.

CMR 935.500.110(4)(c) (2021)

CMR 935.501.110(4)(c) (2021)

5. All limited access areas are identified by the posting of a sign that is a minimum of 12 inches by 12 inches, and states, in lettering that is at least one inch tall:

“Do Not Enter - Limited Access Area - Access Limited to Authorized Personnel Only”

**Note:** The language of the sign will exactly match the language within the quotations above.

CMR 935.500.110(4)(a) (2021)

CMR 935.501.110(4)(a) (2021)

6. Keys, combination numbers, passwords, and other access and security measures to the limited access area are only accessible to authorized employees and keys are not left in locks.

CMR 935.500.110(1)(i) (2021)

CMR 935.501.110(1)(i) (2021)

CMR 935.500.110(1)(j) (2021)

CMR 935.501.110(1)(j) (2021)

7. Locks and security equipment are in good working order.

CMR 935.500.110(1)(h) (2021)

CMR 935.501.110(1)(h) (2021)

8. Restrict access to the limited access area to:

- The minimum number of employees essential for operations
- The Commission or Commission Delegee(s) acting in accordance with their authority
- Local law enforcement
- Fire safety personnel
- Emergency medical personnel responding to an emergency, acting within their lawful jurisdiction and official capacity

CMR 935.500.110(4)(c) (2021)

CMR 935.501.110(4)(c) (2021)

CMR 935.500.002 (2021)

9. Maintain security system equipment and recordings in a secure location to prevent theft, loss, destruction, and alterations.

**Note:** If the surveillance room is on-site, keep the surveillance room locked, and do not use it for any other function.

CMR 935.500.110(5)(b) (2021)

CMR 935.501.110(5)(b) (2021)

CMR 935.500.110(5)(e) (2021)

CMR 935.501.110(5)(e) (2021)

10. Access to surveillance areas and security equipment is restricted to:

- People essential to surveillance operations
- Law enforcement agencies acting within their lawful jurisdiction
- Fire safety personnel
- Security system service personnel
- Representatives of the Commission
- Commission Delegates

CMR 935.500.110(5)(d) (2021)

CMR 935.501.110(5)(d) (2021)

CMR 935.500.110(5)(e) (2021)

CMR 935.501.110(5)(e) (2021)

11. Maintain a current list of authorized Good Feels Inc. employees and service employees who have access to any surveillance room. Make the list available to the Commission upon request.

CMR 935.500.110(5)(e) (2021)

CMR 935.501.110(5)(e) (2021)

12. Keep all security equipment in full operating order and test equipment at least once every 30 calendar days.

CMR 935.500.110(5)(f) (2021)

CMR 935.501.110(5)(f) (2021)

13. Notify the Commission within 24 hours of an alarm activation or other event that requires response by public safety personnel including, but not limited to, local law enforcement, municipal fire departments, public works or municipal sanitation departments, and municipal inspectional services department, or security personnel privately engaged by Good Feels Inc..

CMR 935.500.110(9)(a)(7) (2021)

CMR 935.501.110(9)(a)(7) (2021)

14. Develop and maintain sufficient additional safeguards as required by the Commission for special security concerns.

CMR 935.500.110(1)(n) (2021)

CMR 935.501.110(1)(n) (2021)

### C. Required Floor Plans

CMR 935.500.105(1)(a) (2021)

CMR 935.501.105(1)(a) (2021)

1. Maintain a Good Feels Inc.'s floor plan or layout of the Good Feels Inc.'s facility, and share with local law enforcement authorities. Describe all limited access areas in a form and manner determined by the Commission. Include the following in Good Feels Inc.'s floor diagram:

- Entrances and exits
- Walls
- Partitions
- Counters
- Disposal areas
- Storage areas
- All production areas
- Identification of when Good Feels Inc. will be using flammable or combustible solvents or other materials

CMR 935.500.110(1)(p) (2021)

CMR 935.501.110(1)(p) (2021)

CMR 935.500.110(4)(b) (2021)

CMR 935.501.110(4)(b) (2021)

CMR 935.500.002 (2021)

2. Share Good Feels Inc.'s Security Plan with law enforcement authorities, including police and fire departments, in the municipality where Good Feels Inc.'s manufacturing facility is located.

CMR 935.500.110(1)(q) (2021)

CMR 935.501.110(1)(q) (2021)

3. Periodically update Good Feels Inc.'s Security Plan and policies and procedures with all applicable law enforcement

authorities, if modified in any way.

CMR 935.500.110(1)(q) (2021)

CMR 935.501.110(1)(q) (2021)

- D. **Recordkeeping - Maintain the following records for at least two years after Good Feels Inc. ceases to operate, in a form and location acceptable by the Commission. Make all records available to the Commission upon request:**

CMR 935.500.105(9)(g) (2021)

CMR 935.501.105(9)(g) (2021)

CMR 935.500.002 (2021)

1. Good Feels Inc.'s facility access control and security policies and procedures.

CMR 935.500.105(9)(a) (2021)

CMR 935.501.105(9)(a) (2021)

# MFG - Opening and Closing Security Procedures

Good Feels Inc.



Version	V4
Effective Date	10/03/2021
Last Revised	04/08/2021

## Policy

Opening and closing of a licensed marijuana facility can present unique security risks. At these times, employees are particularly vulnerable to threats. Good Feels Inc. will therefore enact strict and comprehensive policies to ensure the safety of employees during opening and closing times. These procedures will be part of Good Feels Inc.'s Security Plan, which is to be shared and updated as needed with local law enforcement authorities in the municipality where Good Feels Inc.'s manufacturing facility is located.

Good Feels Inc. will maintain a description of the manufacturing facility's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement authorities on request, and updated to maintain accuracy. Trees, bushes, and other foliage outside of Good Feels Inc.'s facility will be maintained to prevent people from concealing themselves from sight.

It is the responsibility of the Operations & Compliance Manager to adopt and implement daily opening and closing security procedures at Good Feels Inc.'s manufacturing facility. Security personnel and a Good Feels Inc. manager or supervisor will perform and oversee opening and closing daily security inspections. Only authorized management will have access to tangible and intangible facility access mechanisms, such as keys, security codes, biometric access controls, etc. The development of corrective actions, delegation of duties, and the mandated expedience of such corrective actions will be determined by Good Feels Inc.'s Operations & Compliance Manager.

When opening the facility, a manager, supervisor, or security personnel will conduct a perimeter check from a safe distance of the premises to check for security threats. Upon safe entry into the facility, the manager will check that:

- Lighting is operational and allows for effective surveillance
- All alarm and surveillance systems are properly functioning
- There are no security threats surrounding or inside the building

When closing the facility, Good Feels Inc.'s security personnel and manager or supervisor will perform initial and final walk-throughs of the facility and perimeter of the premises to ensure:

- No employees, authorized individuals, or any other individuals are still present in the facility
- All inventory is secure
- All alarm and surveillance systems are properly functioning
- There are no security threats outside of the building when all Good Feels Inc. personnel leave

Good Feels Inc.'s Disaster Plan will be followed in the event of a fire or other emergency. All Good Feels Inc. employees will be trained on emergency procedures, and know where all panic, holdup, or duress alarms are located.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.105\(1\)\(a\) \(2021\)](#); [CMR 935.500.105\(1\)\(b\) \(2021\)](#); [CMR 935.500.105\(1\)\(c\) \(2021\)](#); [CMR 935.500.105\(1\)\(j\) \(2021\)](#); [CMR 935.500.110\(1\)\(q\) \(2021\)](#); [CMR 500.105\(8\)\(j\) \(2021\)](#); [CMR 935.500.110\(5\)\(g\) \(2021\)](#).

**Medical Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.105\(1\)\(a\) \(2021\)](#); [CMR 935.501.105\(1\)\(b\) \(2021\)](#); [CMR 935.501.105\(1\)\(c\) \(2021\)](#); [CMR 935.501.105\(1\)\(j\) \(2021\)](#); [CMR 501.105\(8\)\(n\) \(2021\)](#); [CMR 935.501.110\(5\)\(g\) \(2021\)](#); [CMR 935.501.110\(1\)\(q\) \(2021\)](#).

## Purpose

This document describes the procedures that will be followed when opening and closing Good Feels Inc.'s facility in order to ensure that it is secure.

## Scope

Security, Employees, Facilities, Reporting Requirements, Books and Records, Inventory Management, Inventory Tracking, Employees

## Employee Responsible

Production Manager, Manufacturing Facility Employees

## Definitions

n/a

## Resources

Access control tools used by Good Feels Inc.'s Security Department, keycards, agent identification badges, mobile phone, back-up alarm arming station





# MFG - Opening and Closing Security Procedures

## A. Opening Procedures - Production Manager

- CMR 935.500.105(1)(a) (2021)
- CMR 935.501.105(1)(a) (2021)
- CMR 935.500.105(1)(b) (2021)
- CMR 935.501.105(1)(b) (2021)

1. Conduct a perimeter check of Good Feels Inc.'s manufacturing facility premises and surrounding areas. If you notice suspicious activity or criminal behavior, do not approach the premises. Stay a safe distance away, call 911 and Good Feels Inc.'s senior management.

- CMR 935.500.105(1)(j) (2021)
- CMR 935.501.105(1)(j) (2021)
- CMR 935.500.002 (2021)

2. Ensure that the perimeter of the facility is illuminated, and all exterior lighting is operational. If there is non-working lighting, confirm the dark area is safe and immediately contact Good Feels Inc.'s senior management.

- CMR 935.500.110(1)(k) (2021)
- CMR 935.501.110(1)(k) (2021)

3. Upon entering the facility, relock the front door or gate and disarm Good Feels Inc.'s perimeter alarm system using the arming station.

- CMR 935.500.110(5)(a)(1) (2021)
- CMR 935.501.110(5)(a)(1) (2021)
- CMR 935.500.110(1)(d) (2021)
- CMR 935.501.110(1)(d) (2021)
- CMR 935.500.002 (2021)

4. If you are threatened while disarming the system, activate the duress alarm, panic alarm, or holdup alarm into the arming station.

- CMR 935.500.110(5)(a)(3) (2021)
- CMR 935.501.110(5)(a)(3) (2021)
- CMR 935.500.105(1)(j) (2021)
- CMR 935.501.105(1)(j) (2021)

5. After disarming the alarm system, walk around the premises and look for signs of intruders or forced entry. Pay special attention to restrooms, closets, and other areas where an intruder may hide.

### Best Practice

6. If an intruder is suspected or forced entry is noticed, immediately leave Good Feels Inc.'s facility and call 911 and Good Feels Inc.'s Security Department.

**Note:** Please see Good Feels Inc.'s Safety Plan and Emergency Procedures SOP for more information.

- CMR 935.500.105(1)(j) (2021)
- CMR 935.501.105(1)(j) (2021)

7. Keep the front door locked until opening time.

- CMR 935.500.110(1)(d) (2021)
- CMR 935.501.110(1)(d) (2021)

8. Confirm that interior lighting is working, and that lighting conditions are sufficient to facilitate surveillance.

- CMR 935.500.110(5)(a)(4) (2021)
- CMR 935.500.110(5)(a)(4) (2021)

9. Check the surveillance system to make sure it is fully operational, and that the date and time stamp is correct.

- CMR 935.500.110(5)(a)(7) (2021)
- CMR 935.500.110(5)(a)(7) (2021)
- CMR 935.500.110(5)(f) (2021)
- CMR 935.500.110(5)(f) (2021)

10. Report any problems with the surveillance system to Good Feels Inc.'s Director of Security immediately.



CMR 935.500.110(5)(f) (2021)

CMR 935.501.110(5)(f) (2021)

11. Conduct beginning of shift or process inventory audits. Investigate discrepancies, using Good Feels Inc.'s Inventory Audits and Discrepancies SOP.

CMR 935.500.105(8)(c)(1) (2021)

CMR 935.501.105(8)(c)(1) (2021)

## B. Closing Procedures - Production Manager and Security Personnel

CMR 935.500.105(1)(a) (2021)

CMR 935.501.105(1)(a) (2021)

CMR 935.500.105(1)(b) (2021)

CMR 935.501.105(1)(b) (2021)

1. At closing time, lock all entry doors from the inside.

CMR 935.500.110(1)(d) (2021)

CMR 935.501.110(1)(d) (2021)

2. Inform all employees to:

- Remain together and inside the building while nightly closing procedures are being conducted
- Wait until they are cleared to go outside by security or management

### Best Practice

3. Do not allow vendors, service technicians, or any other authorized individuals access into the facility unless they have been given prior authorization.

### Best Practice

4. Begin Good Feels Inc.'s nightly closing procedures. If there is any emergency, activate the duress alarm, panic alarm, or holdup alarm into the arming station.

CMR 935.500.105(1)(j) (2021)

CMR 935.501.105(1)(j) (2021)

CMR 935.500.110(5)(a)(3) (2021)

CMR 935.501.110(5)(a)(3) (2021)

CMR 935.500.002 (2021)

5. Conduct closing audits and investigate discrepancies, using Good Feels Inc.'s Inventory Audits and Discrepancies SOP.

CMR 935.500.105(8)(c)(1) (2021)

CMR 935.501.105(8)(c)(1) (2021)

6. Upload daily sales from to METRC, the required seed-to-sale electronic tracking system.

CMR 935.500.105(8)(b) (2021)

CMR 935.501.105(8)(b) (2021)

CMR 935.500.002 (2021)

7. Store all marijuana inventory in the vault located within the limited access area, and firmly close and lock all vault doors.

CMR 935.500.110(1)(f) (2021)

CMR 935.500.110(1)(g) (2021)

CMR 935.501.110(1)(f) (2021)

CMR 935.501.110(1)(g) (2021)

CMR 935.501.105(3)(d) (2021)

CMR 935.500.002 (2021)

8. Confirm that all keys that provide access to marijuana products are stored where unauthorized personnel cannot access them and not left in locks.

CMR 935.500.110(1)(i) (2021)

CMR 935.500.110(1)(j) (2021)

CMR 935.501.110(1)(i) (2021)

CMR 935.501.110(1)(j) (2021)

9. Conduct a final walk-through of the premises before final closing. Confirm the following:

- All marijuana inventory and other negotiable items and valuables have been properly and securely stored
- All electronic equipment is turned off, such as space heaters

#### Best Practice

10. Instruct employees to grab their belongings and prepare for departure from the building as a group.

#### Best Practice

11. Turn off all lights except for those lights which will allow the lobby to remain visible from the street after hours.

#### Best Practice

12. Verify that the employee exit door is locked from the outside.

CMR 935.500.110(1)(d) (2021)

CMR 935.501.110(1)(d) (2021)

13. Activate the back-up alarm system.

CMR 935.500.110(5)(c) (2021)

CMR 935.501.110(5)(c) (2021)

14. Ensure that people are leaving the area in a safe manner, and preferably in groups of 3 or more.

#### Best Practice

### C. Incident Reporting

#### Best Practice

1. Notify the Commission and law enforcement authorities within 24 hours of an alarm activation or other event that requires response by public safety personnel, or any other emergency.

CMR 935.500.110(9)(a)(7) (2021)

CMR 935.501.110(9)(a)(7) (2021)

CMR 935.500.002 (2021)

# MFG - Recordkeeping

Good Feels Inc.



Version	V3
Effective Date	10/03/2021
Last Revised	04/09/2021

## Policy

These tasks will be completed when conducting any activity that is required to be recorded under state or local law and regulation or company policy. Good Feels Inc. will keep all necessary books and records required to render a full account of all commercial cannabis operations conducted at Good Feels Inc.'s facility for at least two years following the closure of Good Feels Inc..

The Commission and other licensing authorities, may inspect the licensed premises and examine any records related to, owned, or created by Good Feels Inc., and upon request, will be granted full access to inspect all facility records as necessary to perform official government functions and duties.

Required Good Feels Inc. records and Good Feels Inc.'s secure document storage system are all considered to be maintained on the premises, provided that any records exclusively maintained in electronic format can be produced in a legible, hard copy format upon request. All records that must be maintained in hard copy format on-site will be copied and stored electronically as well to ensure no records are lost in the event of a disaster and are protected from debris, moisture, contamination, hazardous waste, fire, and theft.

Good Feels Inc.'s compliance efforts will be demonstrated through its organizational system. All hard copy records that are required to be maintained will be organized by subject. In addition, records will be organized by month and in chronological order. This will allow for ready and immediate access for any records.

Good Feels Inc. will make best efforts to secure all confidential records and information, including but not limited to consumer records, protected patient records, as applicable, employee information, and other records required to be protected from disclosure by law.

**Note:** Please see M.G.L. c. 4, § 7, cl. 26 and M.G.L. c. 94I, §3 for more information.

Recordkeeping activities may be delegated as necessary. Good Feels Inc. may elect to contract with a third party for record custodial or management services. All persons with recordkeeping responsibilities must be informed that a contract with such a service does not relieve Good Feels Inc. of the recordkeeping responsibilities described here and in applicable state and local laws and regulations.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.105\(8\)\(i\) \(2021\)](#); [CMR 935.500.105\(8\)\(j\) \(2021\)](#); [CMR 935.500.105\(1\)\(g\) \(2021\)](#); [CMR 935.500.105\(1\)\(l\) \(2021\)](#); [CMR 935.500.105\(8\)\(g\) \(2021\)](#); [CMR 935.500.105\(3\)\(a\)\(3\) \(2021\)](#); [CMR 935.500.105\(9\)\(g\) \(2021\)](#).

**Medical Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.105\(8\)\(m\) \(2021\)](#); [CMR 935.501.105\(8\)\(n\) \(2021\)](#); [CMR 935.501.105\(1\)\(g\) \(2021\)](#); [CMR 935.501.105\(1\)\(l\) \(2021\)](#); [CMR 935.500.105\(8\)\(k\) \(2021\)](#); [CMR 935.501.105\(3\)\(a\)\(3\) \(2021\)](#); [CMR 935.501.105\(9\)\(g\) \(2021\)](#).

**GMP Policy Citations:** [CMR 105.500.005\(l\) \(2016\)](#); [21 CFR 211.180 \(2020\)](#); [21 CFR 21.100 \(2020\)](#).

## Purpose

This document describes the recordkeeping requirements that will be fulfilled as a condition of licensure, as well as the Good Feels Inc.'s corporate policies governing inspection of records that will be maintained at Good Feels Inc.'s dispensary.

## Scope

Manufacturing, Books & Records, Inventory Tracking, Security, Good Manufacturing Practices

## Employee Responsible

Production Manager, Operations & Compliance Manager, Director of Finance & Administration

## Definitions

n/a

## Resources

Computer, METRC, relevant logs and documents discussed in tasks section, physical storage device(s), secure cloud storage system, Waste Logs, Visitor Logs, Good Feels Inc.'s Security Plan, Guidance on Renewing a marijuana establishment License, 830 CMR 62C, DOR Directive 16-1

## MFG - Recordkeeping

### A. General Recordkeeping Requirements

#### Best Practice

1. Maintain books and records for at least two years after Good Feels Inc. ceases to operate, in a form and manner acceptable by the Commission.

CMR 935.500.105(9)(g) (2021)

CMR 935.501.105(9)(g) (2021)

CMR 935.500.002 (2021)

2. Maintain all financial records with generally accepted accounting principles.

CMR 935.500.105(9) (2021)

CMR 935.501.105(9) (2021)

3. Maintain documentation of Good Feels Inc.'s compliance, or lack thereof, with applicable testing requirements and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

CMR 935.500.130(4) (2021)

CMR 935.501.130(4) (2021)

4. Maintain the required information in a format that is true, complete, legible, current, and readily understood by a reasonably prudent business person.

CMR 935.500.450(2) (2021)

CMR 935.501.450(2) (2021)

5. Secure all confidential records, including but not limited to:

- Protected patient records, as applicable
- The Commission's confidential database, as applicable
- Confidential application materials
- Other confidential information

CMR 935.500.105(1)(l) (2021)

CMR 935.501.105(1)(l) (2021)

CMR 935.500.002 (2021)

6. Keep records on physical storage devices stored within locked server enclosures. Confirm that copies of these records are uploaded and archived on a secure cloud storage system.

#### Best Practice

7. Submit an Incident Report to the Commission if any loss or unauthorized alterations of records related to marijuana, marijuana products, or qualifying patients, caregivers or MTC agents occur.

CMR 935.500.110(9)(a)(6) (2021)

CMR 935.501.110(9)(a)(6) (2021)

CMR 935.500.002 (2021)

8. Exercise due diligence in preserving and maintaining all required books and records if there is any loss of electronically maintained records.

#### Best Practice

9. Provide the Commission on-demand access to Good Feels Inc.'s on-premises records when requested during normal business hours or hours of apparent operation.

CMR 935.500.301(3) (2021)

CMR 935.501.301(3) (2021)

CMR 935.500.302(1) (2021)

CMR 935.501.302(1) (2021)

CMR 935.501.002 (2021)



# MFG - Safety Plan and Emergency Procedures

Good Feels Inc.



Version	<b>V9</b>
Effective Date	<b>10/03/2021</b>
Last Revised	<b>04/08/2021</b>



## Policy

Good Feels Inc.'s Operations & Compliance Manager, in coordination with the Director of Finance & Administration, will maintain a Disaster Plan and ensure all Good Feels Inc. personnel are trained on such procedures. Topics will include fire and other emergencies such as:

- Personal safety and crime prevention
- Natural disasters
- A hostile or violent employee, visitor, or unknown person
- Earthquake or other severe weather
- Chemical spill
- Robbery or hostage situation

Good Feels Inc.'s facility will be equipped with:

- First aid kits
- CPR instructional posters and materials
- Signage identifying the contact information for the closest emergency responders and hospital systems
- Smoke and carbon dioxide detectors (hardwired with battery backup power)
- Fire extinguishers that are appropriate for the types of fires that may occur at Good Feels Inc.'s licensed facility
- Devices capable of sending a prerecorded voice message requesting dispatch
- Alarms, such as duress alarms, panic alarms, and holdup alarms
- Evacuation route maps

The Operations & Compliance Manager is to create and post evacuation route maps in each work area within Good Feels Inc.'s facility, which will include the following information:

- Emergency exits
- Primary and secondary evacuation routes
- Locations of fire extinguishers
- Fire alarm pull stations' locations

It is Good Feels Inc.'s responsibility to follow policies and procedures to promote workplace safety consistent with Occupational Safety and Health Act (OSHA) standards. Good Feels Inc. will furnish to its employees with employment and a workplace that is free of hazards that can are or likely to cause death or serious physical harm.

**Note:** Please see 29 U.S.C. 651 including the general duty clause under 29 U.S.C. 654, for more information.

The Operations & Compliance Manager will ensure Good Feels Inc. agents comply with the following rules, which are incorporated by reference:

- [29 CFR Parts:](#)
  - [1903](#)
  - [1904](#)
  - [1910](#)
  - [1915](#)
  - [1917](#)
  - [1918](#)
  - [1926](#)
  - [1928](#)
  - [1977](#)

Good Feels Inc.'s telephone system or security alarm system will be used to the greatest extent possible. The building fire alarm system will be continuously monitored for alarm by a contracted service. Emergency and evacuation drills will be scheduled, conducted, and recorded by the Operations & Compliance Manager.

Additionally, Good Feels Inc. will ensure that a sufficient number of employees have advanced occupational first aid training and that at least one such trained employee is on duty during all hours of operation. Management will conduct regular unannounced fire and other emergency drills throughout the year to ensure employees incorporate Good Feels Inc.'s emergency response plans.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.105\(1\)\(b\) \(2021\)](#); [CMR 935.500.105\(1\)\(j\) \(2021\)](#); [CMR 935.500.105\(1\)\(r\) \(2021\)](#).

**Medical Policy Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.105\(1\)\(b\) \(2021\)](#); [CMR 935.501.105\(1\)\(j\) \(2021\)](#); [CMR 935.501.105\(1\)\(r\) \(2021\)](#).

## Purpose

This document establishes procedures and duties for personal safety, disaster planning, and crime prevention.

## Scope



Security, Employees, Manufacturing, Facilities, Reporting Requirements

**Employee Responsible**

Operations & Compliance Manager, Director of Finance & Administration, Production Manager, Manufacturing Facility Agents

**Definitions**

n/a

**Resources**

[Occupational Health and Safety Act of 1970](#), [29 CFR Parts 1903, 1904, 1910, 1915, 1917, 1918, 1926, 1928, and 1977](#), [29 US Code 651](#), [29 US Code 654](#) Good Feels Inc.'s Disaster Plan, facility evacuation maps, panic alarm, holdup alarm, duress alarm, fire extinguishers, PPE, spill cleanup kit, emergency eyewash station

# MFG - Safety Plan and Emergency Procedures

A. **Crime Prevention and Personal Safety - Instruct all Good Feels Inc. employees to:**

- CMR 935.500.105(1)(j) (2021)
- CMR 935.501.105(1)(j) (2021)
- CMR 935.500.105(1)(b) (2021)
- CMR 935.501.105(1)(b) (2021)

- 1. Remove and secure their agent registration card out of public sight when on break as to not be identified as a marijuana facility employee.

Best Practice

- 2. Always use situational awareness and be observant, especially on break in the surrounding immediate area of Good Feels Inc.'s manufacturing facility.

Best Practice

- 3. Trust their intuition and always err on the side of caution when presented with unknown or suspicious situations.

Best Practice

- 4. Never allow unknown and unauthorized individuals into Good Feels Inc.'s facility. Always check credentials when people are attempting to enter Good Feels Inc.'s manufacturing facility.

- CMR 935.500.110(1)(a) (2021)
- CMR 935.501.110(1)(a) (2021)

- 5. Inform a member of Good Feels Inc. management or security if there is suspicious activity on or around Good Feels Inc.'s premises.

Best Practice

B. **Safety Plan - Cleaning Chemicals**

Best Practice

- 1. Maintain Safety Data Sheets for every chemical used at Good Feels Inc.'s manufacturing facility.

Best Practice

- 2. Train and educate staff about the cleaning chemicals they will be responsible for using.

Best Practice

- 3. If using CO2 install the appropriate equipment to monitor PPM levels. Ensure that PPM levels are in compliance with 527 CMR 1.00: *The Massachusetts Comprehensive Fire Code*.

- CMR 935.500.130(5)(i) (2021)
- CMR 935.501.130(5)(g) (2021)

C. **Evacuation - Fire or Other Disaster:**

Best Practice

- 1. Begin at the farthest reach of the facility and ensure that the occupants ahead of you have evacuated. Direct occupants to the exits and tell them where to reassemble.

#### Best Practice

2. Activate alarms, such as fire, panic alarms, duress alarms, or holdup alarms, on Good Feels Inc.'s premises, as necessary.

CMR 935.500.110(5)(a)(3) (2021)

CMR 935.501.110(5)(a)(3) (2021)

CMR 935.500.002 (2021)

3. Call 911. Provide the following information:
  - Nature of medical emergency
  - Location of the emergency (address, building, room number)
  - Your name and phone number from which you are calling

#### Best Practice

4. Conduct a quick search as you go to make sure hazardous equipment is shut off, doors are closed, and no one is left behind.

#### Best Practice

5. Instruct all employees and visitors to, if applicable:
  - Always keep calm
  - Assist disabled individuals or others who need assistance
  - NEVER use elevators
  - NEVER gather in lobbies
  - NEVER open a door without first checking for heat
  - NEVER touch any suspicious items or suspected bombs
  - NOT run or panic
  - NOT re-enter the building until authorized

#### Best Practice

6. If, in the case of a fire, a stairway is full of smoke, go to another stairway. If there is smoke in the hall, stay low, cover your mouth with a damp cloth or handkerchief, visualize where the exits are, stay close to and use the wall to guide you so you do not become confused.

#### Best Practice

7. If there is no smoke, you may have trouble getting people to evacuate. Be assertive, positive, and insistent.

#### Best Practice

8. Evacuate disabled individuals or others who need assistance ONLY under the direction of authorized emergency personnel, or when there is an immediate threat to personal safety and security.

#### Best Practice

9. Once outside of the facility, conduct a headcount by using the checklist to account for all occupants in your area of responsibility.

#### Best Practice

10. Immediately report to law enforcement personnel any missing persons on your list and their last known location.

#### Best Practice

11. Return conditions to a normalized and secure state. If applicable, notify utility companies of any incidences.

**Best Practice**

**D. Unauthorized Entry Response**

**Best Practice**

1. In the event a threat is present to persons, cash, or product due to unauthorized entry, notify law enforcement utilizing a panic alarm, only if it can be safely done without being noticed by the intruder.

**Best Practice**

2. Keep employees and visitors, if applicable, calm during the intrusion.

**Best Practice**

3. If you are caught in an open or exposed area either:
  - Look for a safe and secure hiding area.
  - Run out of the area, if you can safely make it out. If you decide to run, stay low and do not run in a straight line.
  - Attempt to keep objects (trees, vehicles, trash cans, etc.) between you and the hostile person. When away from immediate area of danger, summon help and warn others.
  - Assume a prone position and lay as still as possible if the intruder is causing death or physical injury to others and you are unable to run or hide.
  - Fight back, if this is your last and best option, depending on the situation.

**Best Practice**

4. DO NOT resist the intruder or use or encourage the use of weapons or force against the intruder.

**Best Practice**

5. Alert other employees of the situation using predetermined signals or text messages, only if safe to do so.

**Best Practice**

6. Follow the intruder's commands in order to shorten the time of the incident. If the intruder demands a certain amount of money or product, only give them that amount. Do not argue with the intruder, but do not volunteer to help.

**Best Practice**

7. Make note of and remember details, such as:
  - The number of intruders
  - The physical characteristics of the intruder(s), such as weight, scars, tattoos, hair color, or speech patterns, the clothing worn by the intruder(s)
  - Any names used by the intruder(s)
  - A description of any weapons shown, such as barrel length and color, color of the grip, or whether it was an automatic or a revolver

**Best Practice**

8. When the intruder(s) leave(s), do not follow them. Secure the facility and place a notice that the business is closed due to an emergency, if possible.

#### Best Practice

9. If you have not done so already, call the police and, if needed, the ambulance.

#### Best Practice

10. Once emergency personnel have arrived and taken over the situation, obey all commands.

#### Best Practice

11. Once the threat is over, render first aid to anyone injured near you, if applicable, and summon emergency aid responders.

#### Best Practice

12. Do not allow anyone beside emergency personnel on site and do not move or clean any objects or surfaces as this may be considered tampering with evidence.

#### Best Practice

13. Request that witnesses stay or obtain their contact information.

#### Best Practice

14. Return conditions to a normalized and secure state. Corrective procedures that may be required include:

- Change all security codes
- Replace locks and issue keys only to authorized employees
- Ensure any video of the incident is archived
- Restore security devices and/or apparatus to working condition
- Repair any physical damage to the facility
- Provide employees counseling, if needed
- Update Good Feels Inc.'s Security Plan
- Perform a security retraining as soon as possible
- Modify Employee Access Control Log as deemed appropriate

#### Best Practice

15. If Good Feels Inc.'s business hours or after-hours contacts change, update that information in Good Feels Inc.'s Security Plan.

CMR 935.500.105(1)(c) (2021)

CMR 935.501.105(1)(c) (2021)

## E. Chemical Spill Response

#### Best Practice

### 1. In the Event of a Major Spill:

- Immediately activate the nearest fire alarm and evacuate the building.
- Call 911 and provide details of the accident including:
  - Location
  - Class of hazardous materials involved
  - Size of spill
  - Description of any personal injuries
  - Control measures already taken

- Your name and phone number
- How you can be identified when emergency personnel arrive at the scene

Best Practice

2. Major Spill - Continued

If the accident involves personal injury or chemical contamination, follow the above steps as appropriate, and at the same time:

- Move any victims from the immediate area of fire, explosion, or spill (if this can be done without further injury to the victim or you)
- Locate nearest emergency eyewash or safety shower
- Remove any contaminated clothing from the victim(s) and flush all areas of the body contacted by chemicals with copious amounts of water for 15 minutes (unless you know the chemical to be reactive with water; check the chemical's Material Safety Data Sheet if possible)
- Administer first aid as appropriate and seek medical attention

Best Practice

3. In the Event of a Minor Spill:

- Contact Good Feels Inc.'s Operations & Compliance Manager
- Notify Good Feels Inc. personnel and neighbors of the accident.
- Isolate the area, closing doors and evacuate the immediate area as necessary.
- Remove ignition sources and unplug nearby electrical equipment.
- Establish exhaust ventilation, if possible, by turning on fume hoods.
- Locate the spill kit.
- Choose appropriate personal protective equipment

Best Practice

4. Minor Spill - Continued

- Confine and contain the spill by covering or surrounding it with appropriate absorbent material
- Neutralize acid and base spills prior to cleanup
- Sweep solid material into a plastic dust pan and place in a sealed 5 gallon container
- Wet mop spill area. Be sure to decontaminate broom, dustpan, etc.
- Put all contaminated items (gloves, clothing, etc.) into a sealed 5 gallon container or plastic bag

Best Practice

5. Use Good Feels Inc.'s Chemical and Hazardous Waste SOP to properly store and dispose of any spilled chemicals

CMR 935.500.130(3) (2021)

CMR 935.501.130(3) (2021)

CMR 935.500.105(12)(a) (2021)

CMR 935.501.105(12)(a) (2021)

F. Reporting Requirements

Best Practice

1. Proceed to Good Feels Inc.'s Incident Reporting SOP after conditions have returned to a normalized state.

CMR 935.500.110(9)(a)(7) (2021)

CMR 935.501.110(9)(a)(7) (2021)

**MFG - Testing Marijuana and Marijuana Products\_**

**Good Feels Inc.**



Version	<b>V6</b>
Effective Date	<b>10/03/2021</b>
Last Revised	<b>04/08/2021</b>



## Policy

For each batch of cannabis product, there will be appropriate laboratory determination of satisfactory conformance to final specifications for the cannabis product prior to further distribution release.

Good Feels Inc. must have all production batches tested by an independent testing laboratory before releasing any marijuana from Good Feels Inc.'s manufacturing facility for wholesale transfer. In addition, the Commission may direct Good Feels Inc. to test marijuana as part of its inspection process. Good Feels Inc. will maintain documentation of its compliance, or lack thereof, with applicable testing requirements and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Good Feels Inc. will maintain a Sampling Log or Sampling Forms to track all sampling events. Any tools that contact the samples should be made of stainless steel or other inert material and sanitized to avoid potential contamination of the sample. Appropriate sample containers should be made of suitable materials.

Good Feels Inc. must maintain the results of all testing for no less than one year. Testing results shall be valid for a period of one year. Marijuana with testing dates that are older than one year are expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

The approved laboratory will test for the following:

- Contaminants
- Pesticides
- Plant-growth regulators
- Heavy metals
- Mold
- Mildew
- Any other analyte as required by the Commission
- Cannabinoid profiles

Good Feels Inc. must maintain a written policy for responding to lab test results that indicate contaminant levels are above acceptable limits. **Note:** MTCs must make this written policy available to its patients and caregivers.

If Good Feels Inc. operates in Duke or Nantucket Counties:

- Good Feels Inc. does not have to use an independent testing laboratory until one is available on the island
- Good Feels Inc. is required to test its products in a manner that is not unreasonably impracticable, but also adequately protects the public health in the opinion of the Commission. Such testing may include:
  - A modified on-premises testing system approved by the Commission if the label on any marijuana or marijuana product so tested discloses in capital letters: "WARNING: LIMITED TESTING FOR CONTAMINANTS AND PESTICIDES"
  - A testing facility in the island counties that does not meet the criteria for an Independent Testing Laboratory, but is approved by the Commission for testing by Marijuana Establishments or MTCs located in the island counties
  - Such other testing system approved by the Commission

Good Feels Inc. must provide documentation of its compliance with the Commission's testing requirements.

**Adult-Use Policy Citations:** [CMR 935.500.003 \(2021\)](#); [CMR 935.500.030\(9\) \(2021\)](#); [CMR 935.500.105\(3\)\(d\) \(2020\)](#); [CMR 935.500.110\(4\)\(f\) \(2021\)](#); [CMR 935.500.105\(3\)\(a\)\(3\) \(2021\)](#); [CMR 935.500.105\(1\)\(h\) \(2021\)](#); [CMR 935.500.200 \(2021\)](#); [CMR 935.500.105\(8\)\(b\) \(2021\)](#); [CMR 935.500.105\(8\)\(f\) \(2021\)](#); [CMR 935.500.130\(4\) \(2021\)](#); [CMR 935.500.160 \(2021\)](#); [CMR 935.500.301\(5\) \(2021\)](#).

**Medical Policy Citations:** [CMR 935.501.003 \(2021\)](#); [CMR 935.501.030\(8\) \(2021\)](#); [CMR 935.501.105\(3\)\(e\) \(2021\)](#); [CMR 935.501.105\(3\)\(a\)\(3\) \(2021\)](#); [CMR 935.501.105\(1\)\(h\) \(2021\)](#); [CMR 935.501.105\(8\)\(b\) \(2021\)](#); [CMR 935.501.105\(8\)\(f\) \(2021\)](#); [CMR 935.501.130\(4\) \(2021\)](#); [CMR 935.501.160 \(2021\)](#); [CMR 935.501.200 \(2021\)](#); [CMR 935.501.301\(5\) \(2021\)](#).

**GMP Policy Citation:** 21 CFR 211.65 (2020).

## Purpose

This document outlines procedures Good Feels Inc. must follow when marijuana is to be tested by an Independent Testing Laboratory.

## Scope

Manufacturing Testing, Quality, Good Manufacturing Practices

## Employee Responsible

Production Manager, Compliance & Operations Manager

## Definitions



n/a

**Resources**

Sample Collection Logbook, disposable gloves, stainless steel decontaminated tools such as tongs and bowls, clean decontaminated surface for sample collection, airtight sample containers, batch labels, sample label, label printer, packaging sealer

# MFG - Testing Marijuana and Marijuana Products\_

## A. Creating Traceable Production Batches

- CMR 935.500.105(1)(h) (2021)
- CMR 935.501.105(1)(h) (2021)
- CMR 935.500.002 (2021)

1. After physical production of a batch of MIPs, create a production batch in METRC, the required seed-to-sale electronic tracking system, and Good Feels Inc.'s computerized seed-to-sale system, if applicable.

- CMR 935.500.105(8)(b) (2021)
- CMR 935.501.105(8)(b) (2021)
- CMR 935.500.002 (2021)

2. Assign and attach an RFID package tag to each production batch.

- CMR 935.500.105(8)(e) (2021)
- CMR 935.501.105(8)(e) (2021)

## B. Contacting Good Feels Inc.'s Chosen Independent Testing Laboratory

- 21 CFR 211.165(a) (2020)
- CMR 935.500.002 (2021)

1. Contact the Independent Testing Laboratory that Good Feels Inc. will be sending its samples to, and find the minimum sample size for the production batch that Good Feels Inc. is testing.

Best Practice

2. Include the sample size in Good Feels Inc.'s Sampling Log or Sampling Form for the production batch to be tested.

Best Practice

## C. Preparing for sample collection once production batch is in ready to use condition.

Best Practice

1. Clean, sanitize, and disinfect the stainless steel table to be used for sample collection.

- CMR 935.500.105(3)(a)(4) (2021)

2. Assemble all equipment and tools needed for the sampling procedure, including but not limited to:

- Disposable gloves
- Stainless steel decontaminated tools
- Stainless steel bowl
- Clean, decontaminated stainless steel surface
- Sample containers with sampling labels, to be affixed, that include the following information:
- Production batch number
- Sample ID
- Date and time of sample collection
- Name of Good Feels Inc. agent who collected the samples
- Container labels and pen with indelible ink
- Supplies to thoroughly clean, decontaminate, and dry sampling equipment between each sample
- A cooler with ice to keep samples cool until refrigeration or shipment to a laboratory

- CMR 935.500.105(3)(b)(9) (2021)
- CMR 935.501.105(3)(b)(9) (2021)
- CMR 935.500.002 (2021)

3. Prepare an entry in Good Feels Inc.'s Sampling Log or Sample Collection Form that includes the minimum sampling size established by the Independent Testing Laboratory.

**Best Practice**

4. Set up all sampling jars with the appropriate labels affixed.

**Best Practice**

5. Decontaminate all sampling equipment.

CMR 935.500.105(3)(b)(9) (2021)

CMR 935.501.105(3)(b)(9) (2021)

6. Wash your hands and put on disposable gloves.

CMR 935.500.105(3)(b)(2)(a) (2021)

CMR 935.501.105(3)(b)(2)(a) (2021)

CMR 935.500.105(3)(b)(2)(b) (2021)

CMR 935.501.105(3)(b)(2)(b) (2021)

**D. Sample Collection**

21 CFR 211.165(a) (2020)

1. Obtain the minimum sample amount established by the independent testing laboratory. Ensure that the sample is representative of the maturity and composition of the entire production batch.

21 CFR 211.165(c) (2020)

21 CFR 211.166(a)(1) (2020)

CMR 935.500.002 (2021)

2. Place the samples in clean, airtight sample containers.

**Best Practice**

3. Confirm that all sample containers are firmly closed and have sample labels affixed.

**Best Practice**

4. Place samples in a cooler with ice or refrigerator until transport or destruction.

CMR 935.500.105(3)(b)(15) (2021)

CMR 935.501.105(3)(b)(15) (2021)

5. Log the collection of samples in Good Feels Inc.'s Sampling Log or Sample Collection Form. Include, at a minimum, the following information:

- Sample collection date and start time
- Production batch numbers
- Sample ID
- Number of samples taken
- Good Feels Inc. agent responsible for the sampling
- General description of product type and batch number sampled
- General description of the sampling procedure(s) used
- Description of any difficulties or inconsistencies with Good Feels Inc.'s Sampling Plan
- Record of batches that could potentially be impacted should analysis results indicate unacceptable contamination levels

**Best Practice**

6. Proceed to Good Feels Inc.'s Transportation Overview SOP, which can be found in the General package, for next steps on compliant transport of commercial marijuana to an independent testing laboratory.

CMR 935.500.160(8) (2021)

CMR 935.501.160(8) (2021)

## E. Storing production batch while awaiting test results:

### Best Practice

1. Label the production batch awaiting test results with the following information:

- Production batch number
- The name and accreditation number of the laboratory responsible for the testing
- The date the samples were taken
- In bold, capital letters, no smaller than 12 point font, "*PRODUCT NOT TESTED*"

CMR 935.500.105(3)(b)(15) (2021)

CMR 935.501.105(3)(b)(15) (2021)

CMR 935.500.002 (2021)

2. Store and secure the batch in a manner that:

- Prevents tampering or transfer prior to test results being reported
- Prevents against contamination of any of Good Feels Inc.'s products
- Makes it easy to locate

CMR 935.500.105(3)(b)(15) (2021)

CMR 935.501.105(3)(b)(15) (2021)

## F. Receiving Test Results

### Best Practice

1. If batch samples pass testing, then proceed with packaging, labeling, and transfer.

CMR 935.500.160(11) (2021)

CMR 935.501.160(11) (2021)

CMR 935.500.002 (2021)

2. If batch samples fail testing, do not release the batch for packaging, labeling, and transfer. These samples must either be reanalyzed, remediated, or destroyed.

CMR 935.500.160(11) (2021)

CMR 935.501.160(11) (2021)

21 CFR 211.165(f) (2020)

3. If you choose to reanalyze the sample, send a sample from the same batch for reanalysis at the same independent testing laboratory that provided the initial failing test.

CMR 935.500.160(13)(a) (2021)

CMR 935.501.160(12)(a) (2021)

CMR 935.500.002 (2021)

4. If the sample fails the retest, either destroy or attempt to remediate the product.

CMR 935.500.160(13)(a) (2021)

CMR 935.501.160(12)(a) (2021)

5. If the sample passes the retest, submit a sample from the same batch to a second independent testing laboratory other than the original testing laboratory for a second confirmatory test.

CMR 935.500.160(13)(a) (2021)

CMR 935.501.160(12)(a) (2021)

CMR 935.500.002 (2021)

6. If the sample fails the second confirmatory test, either destroy or attempt to remediate the product.

CMR 935.500.160(13)(a) (2021)

CMR 935.501.160(12)(a) (2021)

CMR 935.500.002 (2021)

7. If the batch passes both re-tests, proceed to packaging and labeling for sale.

CMR 935.500.160(13)(a) (2021)

CMR 935.501.160(12)(a) (2021)

8. If you choose to remediate the product, submit samples to an independent testing laboratory for a new test, using this SOP.

**Note:** You may send the remediated product to the same testing laboratory that tested the failed product.

CMR 935.500.160(13)(b) (2021)

CMR 935.501.160(12)(b) (2021)

CMR 935.501.002 (2021)

21 CFR 211.115(a) (2020)

9. If batch samples pass the new test, then proceed with packaging, labeling, and transfer.

CMR 935.500.160(11) (2021)

CMR 935.501.160(11) (2021)

CMR 935.501.002 (2021)

CMR 935.500.160(13)(b) (2021)

CMR 935.501.160(12)(b) (2021)

10. If the samples for a production batch fail the retest, you may either destroy the batch or remediate the product a second time.

CMR 935.500.160(13)(b) (2021)

CMR 935.501.160(12)(b) (2021)

CMR 935.500.002 (2021)

21 CFR 211.115(a) (2020)

11. If the samples fail testing after the second remediation attempt, then dispose of the entire production batch and its representative samples. Do not sell, transfer, or otherwise dispense the failed batch, if applicable. No product may be remediated more than twice.

CMR 935.500.160(13)(b) (2021)

CMR 935.501.160(12)(b) (2021)

CMR 935.500.002 (2021)

21 CFR 211.165(f) (2020)

12. Notify the Commission within 72 hours if batch samples do not pass testing and cannot be remediated. Include a plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

CMR 935.500.160(4)(a)(1)-(2) (2021)

CMR 935.500.160(4)(b) (2021)

CMR 935.500.160(4)(c) (2021)

CMR 935.501.160(4)(a)(1)-(2) (2021)

CMR 935.501.160(4)(b) (2021)

CMR 935.501.160(4)(c) (2021)

13. Use Good Feels Inc.'s Collecting Marijuana Waste and Rendering Marijuana Waste Unusable SOPs if you choose to dispose of batches that failed testing,

CMR 935.500.160(13)(c) (2021)

CMR 935.501.160(12)(c) (2021)

14. Do not sell, transfer, or otherwise distribute batches with testing dates over one year old. Place marijuana with expired test results on hold and separate the batch from working inventory. Dispose of the product or restart this SOP.

**Note:** Marijuana or marijuana products with testing dates in excess of one year are considered expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

CMR 935.500.160(5) (2021)

CMR 935.501.160(5) (2021)

CMR 935.500.002 (2021)

- G. **Recordkeeping - Maintain all records documenting marijuana testing for at least two years after Good Feels Inc. ceases to operate, in a form and manner acceptable by the Commission. Make these records available to the Commission upon request. Include, at a minimum, the following:**

CMR 935.500.105(9)(g) (2021)

CMR 935.501.105(9)(g) (2021)

CMR 935.501.002 (2021)

1. Good Feels Inc.'s policies and procedures for creating samples and sending them to an independent testing laboratory.

CMR 935.500.105(9)(a) (2021)

CMR 935.500.105(9)(a) (2021)

2. Good Feels Inc.'s METRC and internal inventory tracking system records for marijuana testing.

CMR 935.500.105(9)(b) (2021)

CMR 935.500.105(9)(c) (2021)

CMR 935.501.105(9)(b) (2021)

CMR 935.501.105(9)(c) (2021)

3. All test results.

**Note:** Maintain test results for at least one year.

CMR 935.500.160(5) (2021)

CMR 935.501.160(5) (2021)

4. Good Feels Inc.'s Sampling Log or Sampling Forms.

**Best Practice**

5. Good Feels Inc.'s written policy for responding to failed lab test results.

CMR 935.500.160(4)(a)(1)-(2) (2021)

CMR 935.501.160(4)(a)(1)-(2) (2021)

6. Documentation of Good Feels Inc.'s compliance, or lack thereof, with applicable testing requirements and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

CMR 935.500.130(4) (2021)

CMR 935.501.130(4) (2021)

7. All manifests to and from testing labs.

**Note:** Manifests are required to be kept for a minimum of one year.

CMR 935.500.105(13)(f)(5) (2021)

CMR 935.501.105(13)(f)(5) (2021)



## Prevention of Diversion

Good Feels, Inc's operating policies and procedures ensure prevention of diversion, theft, and illegal or unauthorized conduct pursuant to the CCC's Adult Use of Marijuana regulations codified in 935 CMR 500. Considerations regarding diversion prevention measures include, but are not limited to, marijuana establishment agent accountability, and identifying, recording, and reporting diversion, theft, or loss. Marijuana in the process of transport, analysis, or retail sale is to be stored and tracked in a manner that prevents diversion, theft, or loss.

More specifically, diversion measures include policies and procedures requiring that:

- Identification is verified on the premises to ensure that only individuals 21 years or older are permitted in Good Feels, Inc's adult-use marijuana establishment.
- If Good Feels, Inc's adult-use marijuana establishment ever becomes co-located with an RMD, operations of the marijuana establishment and RMD will be separated at the point of sale, and the adult use operation is restricted to those individuals 21 years of age or older pursuant to 935 CMR 500.101(2)(e)(4).
- Providing samples or giving away marijuana to consumers is prohibited (except in the case of co-located facilities where RMD applicants are providing reduced cost or free marijuana to patients with documented verified financial hardship per 105 CMR 725.100(A)(6)).
- Employees are made aware of crime prevention techniques pursuant to 935 CMR 500.105(1)(b).
- Any marijuana establishment agent who has diverted marijuana is immediately dismissed, and this is reported to law enforcement and to the CCC pursuant to 935 CMR 500.105(1)(l).
- All employees involved in the handling and sale of marijuana for adult use complete a responsible vendor training program with a curriculum covering diversion prevention and prevention of sales to minors, and comply with all other marijuana establishment agent training requirements under 935 CMR 500.105(2).
- Good Feels, Inc will only engage in reasonable marketing, advertising, and branding practices that do not promote the diversion of marijuana, and comply with all other marketing and advertising requirements under 935 CMR 500.105(4).
- Warning statements required by the CCC's regulations are affixed to all applicable products, and that Good Feels, Inc's labels comply with all other labeling of marijuana and marijuana products requirements under 935 CMR 500.105(5).
- Tamper or child-resistant packaging is used for applicable marijuana products, and that Good Feels, Inc's products comply with all other packaging of marijuana and marijuana products requirements under 935 CMR 500.105(6).
- Good Feels, Inc maintains real-time inventory, and tracking and tagging all marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the CCC.



- Records are kept for inventory, seed-to-sale tracking for all marijuana products, personnel (including documentation of the completion of required training), and waste disposal, and that Good Feels Inc comply with all other record keeping requirements under 935 CMR 500.105(9).
- Marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, is stored in a separate area, until such products are destroyed; and that Good Feels Inc comply with all other storage requirements under 935 CMR 500.105(11).
- Two or more marijuana establishment agents witness and document how the marijuana waste is disposed of or otherwise handled, and that Good Feels Inc comply with all other waste disposal requirements under 935 CMR 500.105(12).
- All transported marijuana products are linked to the seed-to-sale tracking program, that all vehicles transporting marijuana are staffed with a minimum of two marijuana establishment agents, and that any vehicle accidents, diversions, or other reportable incidents that occur during transport are reported to the CCC and law enforcement within 24 hours, and that Good Feels Inc comply with all other transportation requirements under 935 CMR 500.105(13).
- All security requirements under 935 CMR 500.110 are followed, including:
  - Implementing sufficient safety measures to deter and prevent unauthorized entrance into areas containing marijuana and theft of marijuana at Good Feels Inc's adult-use marijuana manufacturing location;
  - Adopting procedures to prevent loitering and to ensure that only individuals engaging in activity expressly or by necessary implication permitted by the CCC's regulations and its enabling statute are allowed to remain on the premises;
  - Storing all finished marijuana products in a secure, locked safe or vault in such a manner as to prevent diversion, theft, and loss;
  - Restricting access to employees, agents or volunteers specifically permitted by Good Feels Inc, agents of the CCC, state and local law enforcement and emergency personnel, and all other limited access areas requirements under 935 CMR 500.110(4);
  - Implementing an adequate security system to prevent and detect diversion, theft or loss of marijuana, notifying law enforcement and the CCC within 24 hours of a diversion, theft or loss of any marijuana product, and all other security and alarm requirements under 935 CMR 500.110(5); and
  - Obtaining, at Good Feels Inc's own expense, a security system audit by a vendor approved by the CCC, and all other security audits requirements under 935 CMR 500.110(8)





## **Welcome to Good Feels**

It is a pleasure to welcome you into the Cannabis Industry!

Over the course of the next two weeks and beyond, you will receive the training and knowledge to deliver world class service to our guests for their complete cannabis needs. In our dispensaries, we focus on compassion and continued cannabis education which results in the best guest care in the state. Providing a consistent level of quality and delight to our customers with compassion and care drives loyalty to our brand and business.

By showing you how we create some of the most sought after THC and CBD products in the cannabis industry, you gain the knowledge to speak deeply to the quality, care, and pride that we take in every aspect of our business at Good Feels Inc. while helping us maintain and improve our products. Our product lines Seltzer and Beverage Enhancer both made with 100% renewable energy in our carbon neutral facility.

Within the production facility, each employee is trained in the following areas highlighted in this training guide to ensure that all operations run smoothly and uninterrupted for maximum quality and satisfaction.

The roles at the dispensary are the following: Production Team Member, Production Manager, and Operations & Compliance Manager. No matter the role, it is important to provide a strong knowledge base for every employee we hire so that we continue to grow, educate, and elevate ourselves.

Taking the time and care to make sure that each new employee feels supported and well trained will ensure we continue to have the best people in this industry on our production floor. We encourage you to ask questions, share your thoughts, and give constructive feedback as we continue to develop and grow our Good Feels Inc. family. Lastly, HAVE FUN!

### **RFID Key FOB Best Practices**

Good Feels Inc employees will receive a key fob that uses radio frequency identification (**RFID**) technology for proximity based access throughout the facility. There are a few items to keep in mind as best practices with the key fob / card devices.

1. Avoid submerging RFID fob/card in any liquids.
2. Avoid exposure to high capacity magnetic fields.
  - a. The RFID can be compromised and rendered useless if exposed.
3. Avoid exposure to extreme temperatures hot or cold.
4. If a key fob or card is lost or stolen, notify internal Good Feels Inc. Managers immediately so access and permissions to that card and device can be removed.

### **Registered Agent Badges**

Each employee working in any role at the dispensary ***must display their Registered Agent Badge at all times***. This identification is a crucial part of Good Feels Inc.'s compliance obligation to the state of Massachusetts' Adult Use Marijuana Program. If a badge is not present with an employee while they are clocked in for a shift, the employee will be sent home.

### **Registration Annual Follow Up**

Good Feels Inc. administrators will handle the registration process of your ME Agent badge for each employee annually, typically 30-60 days before it expires so there will be no lapse in eligibility to work. If you notice your expiration time approaching, it is recommended that you notify a manager to engage the process.

### **Lost / Misplaced Registered Agent Badge**

Employees that lose a Registered Agent badge must report to a manager as soon as possible. The regulations state that we must report a lost or stolen registered agent card to the CCC within 5 business days. In this event, Good Feels Inc. administrators can arrange a temporary card with the CCC, but there is a chance a lost badge could lead to a missed work day.

## **Employee Breaks**

Massachusetts State Law dictates that if an employee works a 6 hour shift or more, they are **required** to take one thirty minute break that they must clock out for.

Lunch breaks are arranged by the Manager on duty. You will always be offered to take a break at a reasonable time, but understanding that forfeiting the break will result in a thirty minute deduction from your total day as it is state law.

If you are in need of an additional break during your shift, please discuss with your Manager on Duty. To prevent any issues of liability, you must clock out during any break throughout your shift, especially when leaving the building.

## **Good Feels Inc. Dress Code**

During hours of operation, employees are expected to present a clean and neat appearance and to dress according to the requirements of their positions.

All Production Employees will be measured for production clothing. At the beginning of every shift production employees will collect their production clothing from the front including pants, shirt, hats, and boots. Employees will then change in the restroom/changing area before starting work in the production room. We are a manufacturing company producing edible products, it is the responsibility of every employee to ensure that no outside contaminants are brought into our facility. Changing into production clothes, which will be cleaned regularly by a service, is just one component of keeping the facility clean.

While on the production floor no other garments will be allowed other than the production clothes provided for employees by the company, this includes hats or other head garments.

To ensure that Good Feels Inc. is a fragrance-free workplace, employees are prohibited from bringing onto the premises any natural or artificial scents that could be distracting or annoying to others. Personal fragrant products (fragrances, colognes, lotions, powders and other similar products) that are noticeable to others should not be worn by employees. Employees required by medical necessity to use medicinal lotions or skin creams that contain odors easily noticeable to others may request a reasonable accommodation from their supervisor. Any employee with a concern about scents or odors should contact his or her supervisor.

## New Employee Training Manual

### New Hire Initial Paperwork and Training:

- Read Employee Manual
- Sign up for Direct Deposit
- After 60 days sign up for healthcare
- Complete CORI background check form and submit to Director of Finance & Administration
- After CORI has been successfully returned, fill out Agent Registration and submit to Director of Finance & Administration
- Once Agent Registration has been confirmed by the CCC register for Responsible Vendor Training with Stoker Compliance
- Move on to Job Training

### Job Training for all new hires:

- Schedule SOP training with Compliance Manager
  - SOPs to be covered include:
    - All security SOPs
- Compliance Manager or Production Manager will hold in person training for security SOPs for all new hires. Training will continue until the trainer is satisfied with progress and will log successful completion of SOP training in Employee file

### Production Team Member Job Training

- Work with Production Manager to register for Servsafe training course
- Schedule & Complete Servsafe training, submit certification to Director of Finance & Administration
- Schedule SOP training with Compliance Manager for job specific SOPs particularly all Manufacturing SOPs. Training will continue until the trainer is satisfied with progress and will log successful completion of SOP training in Employee file
- Schedule Right to Know training with Production Manager and document training after completion
- Working with Production Manager cover additional in person walkthroughs of all assigned SOPs
  - After initial in person training, the Production Manager will assign you to shadow either themselves or another Production Team Member until such time as they are satisfied with progress
- **At any time an employee can be required to be retrained if found deficient on a process or procedure**



## Diversity Plan

Good Feels, Inc will promote a diverse and inclusive workforce. Our policies outline that no one is to be discriminated against due to gender, ethnicity, disability, sexual identification or orientation. We've submitted documentation to the Supplier Diversity Office to confirm our ownership is 100% Minority Business Enterprise.

## Measurement

We acknowledge that the progress or success of this plan must be documented upon renewal (one year from provisional licensure, and each year thereafter).

## Advertising, Branding, Marketing and Sponsorship

We acknowledge that this plan will adhere to the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments, as required by 935 CMR 500.105(4)

## No violations of regulations and state laws

We acknowledge that any actions taken, or programs instituted, by this plan will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

## Goals

- To be achieved by end of CY 2022 or within 1 year of commence operations whichever comes sooner

### **Goal 1 -- Hiring for a diverse workforce**

- Diverse workforce made up of:
  - 30% women;
  - 20% minorities and;
  - 10% veterans

**Program:** We will advertise once a quarter for open positions online and in the local newspaper, the Worcester Telegram & Gazette, stating that the establishment is specifically looking for women, minorities, or veterans to work for the establishment.

**Metrics:** Success of the program will be determined by the count of the number of individuals hired who are women, minorities, and veterans. This number will be assessed from the total number of individuals hired to ensure that 50% of all individuals hired fall within this goal.

**Pre-launch metrics:**

- Current workforce made up of:
  - 33% women;
  - 17% minorities and;
  - 17% veterans

## **Goal 2 -- Inclusion Program**

- Maintain measurements made up of:
  - 85% Job Satisfaction
  - Zero reports of non-inclusive behaviors

**Program:** Quarterly, after commence operations, we will survey our employees with questions around job satisfaction, safety and inclusiveness.

**Metrics:** Success of the program will be determined by maintaining a minimum of 85% job satisfaction and zero reports of non-inclusive behaviors.

## **Goal 3 -- Supplier Diversity**

- A minimum of 25% of our supplies, after commence operations, shall come from companies that are majority owned businesses by:
  - Women
  - Minorities
  - Veterans

**Program:** As we look for suppliers of our materials, equipment, services or otherwise, we aim to retain them from diverse businesses as defined by the goal. For example: If we purchase cannabis oil on the licensed wholesale market, we would first aim to source our cannabis oil from companies which are considered diverse as defined by the goal.

**Metrics:** Success of the program will be determined by count of the number of companies which we've purchased supplies from.