



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

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

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Good Feels Inc

Phone Number: 617-201-6025
Email Address: jason@uprocket.us

Business Address 1: 1 Shady Ln
Business City: Medway
Business State: MA
Business Zip Code: 02053
Business Address 2:
Mailing Address 1: 1 Shady Ln
Mailing City: Medway
Mailing State: MA
Mailing Zip Code: 02053
Mailing Address 2:

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.: \$

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: Owner / Partner

Other Role: CEO

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

No documents uploaded

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
Plan for Liability Insurance	17. Plan for Obtaining Liability Insurance.pdf	pdf	5f725c829bb9f307992887ef	09/28/2020
Business Plan	17. Business Plan.pdf	pdf	5f9b33a4dd2d7407bedea3ae	10/29/2020
Proposed Timeline	17. Proposed Timeline.pdf	pdf	5f9c748f3bf49c082a424c5f	10/30/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	18. Dispensing procedures.pdf	pdf	5f72600ce4c06f07e61d1b88	09/28/2020
Restricting Access to age 21 and older	18. Restricting Access to age 21 and older.pdf	pdf	5f7df61fbe635707e886e5a1	10/07/2020
Quality control and testing	MFG - Testing Marijuana and Marijuana Products_V1.pdf	pdf	5f860873564e5f07d034de0e	10/13/2020
Record Keeping procedures	MFG - Recordkeeping_V1.pdf	pdf	5f860882ac4d5e07c7f9fee9	10/13/2020
Quality control and testing	MFG - Contamination Prevention_V1.pdf	pdf	5f8608e19bb9f3079928b305	10/13/2020
Quality control and testing	MFG - Daily Facility Cleaning_V1.pdf	pdf	5f8608e98012da07a0d96881	10/13/2020
Quality control and testing	MFG - Equipment Cleaning and Maintenance_V1.pdf	pdf	5f8608fcac4d5e07c7f9fef1	10/13/2020
Safety Plan for Manufacturing	MFG - Product Recalls_V1.pdf	pdf	5f860978a54dc507c1f55182	10/13/2020
Storage of marijuana	MFG - Inventory Storage_V1.pdf	pdf	5f8611a5f3e55207cefa6779	10/13/2020
Storage of marijuana	MFG - Environmental Controls_V1.pdf	pdf	5f8612028109e507db04292a	10/13/2020
Inventory procedures	MFG - Daily Inventory Management_V1.pdf	pdf	5f861293a54dc507c1f551ba	10/13/2020
Plan to Obtain Marijuana	MFG - Acquiring Wholesale Marijuana_V1.pdf	pdf	5f8612cc8109e507db04292e	10/13/2020
Energy Compliance Plan	MFG - Energy Efficiency and Conservation_V1.pdf	pdf	5f86130e8012da07a0d968c8	10/13/2020
Qualifications and training	MFG - Employee Training_V1.pdf	pdf	5f861386e4c06f07e61d482c	10/13/2020
Inventory procedures	MFG - Tracking Inventory Items_V1.pdf	pdf	5f8614bee4c06f07e61d4838	10/13/2020
Transportation of marijuana	GNL - Transportation Overview_V1.pdf	pdf	5f86153d5f18f707b2bf3d83	10/13/2020
Safety Plan for Manufacturing	GNL - Internal Quality Assurance Audit_V1.pdf	pdf	5f861566d4713f079b927892	10/13/2020

Prevention of diversion	18. Prevention of Diversion.pdf	pdf	5f861ecdf3e55207cefa67ad	10/13/2020
Sample of unique identifying marks used for branding	Logo - Bottle Example.pdf	pdf	5f8ee5582e6b2a39ace126c4	10/20/2020
Sample of unique identifying marks used for branding	Logo - Primary.pdf	pdf	5f8ee55ad4b816396368c9c8	10/20/2020
Sample of unique identifying marks used for branding	Logo - Secondary Mark.pdf	pdf	5f8ee55be2cc3d396a45556b	10/20/2020
Personnel policies including background checks	Employee Handbook.pdf	pdf	5f8f0907cdad0b38f56c135b	10/20/2020
Maintaining of financial records	18. Maintaining of financial records.pdf	pdf	5f8f0fc7d691d0398fcf7f7f	10/20/2020
Inventory procedures	MFG - Inventory Audits and Discrepancies_V1.pdf	pdf	5f9872884a2789086108b0eb	10/27/2020
Method used to produce products	18. Method used to produce products.pdf	pdf	5f987f32dd2d7407bede9ba0	10/27/2020
Security plan	Good Feels Security Layout 10-23-2020.pdf	pdf	5f9981afdfcf9f07cd942ba2	10/28/2020
Diversity plan	18. Diversity Plan.pdf	pdf	5f9b37f30daeb60847faa6a5	10/29/2020
Types of products Manufactured.	18. Types of Products Manufactured.pdf	pdf	5f9b4a0757d9d707ee4d6a11	10/29/2020
Security plan	18. Security Plan.pdf	pdf	5f9b5ece75aac308359ab3d1	10/29/2020

ATTESTATIONS

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

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

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

Notification:

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 4:00 PM
Tuesday From: 10:00 AM	Tuesday To: 4:00 PM
Wednesday From: 10:00 AM	Wednesday To: 4:00 PM
Thursday From: 10:00 AM	Thursday To: 4:00 PM
Friday From: 10:00 AM	Friday To: 4:00 PM
Saturday From: Closed	Saturday To: Closed
Sunday From: Closed	Sunday To: Closed

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:



4. Name of municipality:

Medway

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

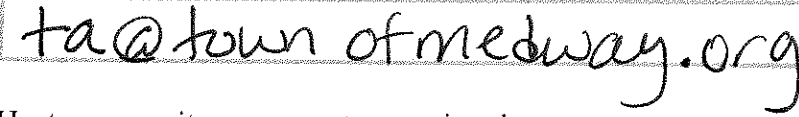
Michael E. Boynton



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:







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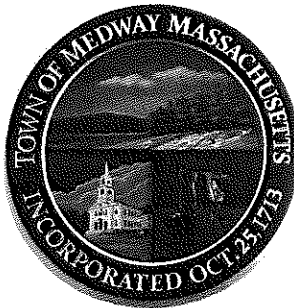
Plan to remain compliant with local zoning

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 20th 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

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

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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

Good Feels

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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 or 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

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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:

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- 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.



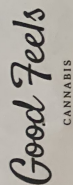
Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



Attachment B



NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT

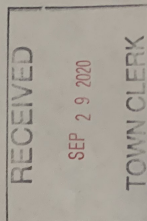
GOOD FEELS INC
23 JAYAR RD SUITE 6

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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

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





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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**

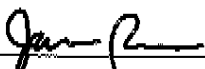
Director(s): **Jason Reposa, One Shady Lane, Medway, Massachusetts 02053**

- 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 initial "W".

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 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

Plan for Obtaining Liability Insurance

Good Feels Inc plans to contract with Amplified Insurance to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Good Feels will consider additional coverage based on availability & cost-benefit analysis.



CANNABIS

Business Plan

Jason Reposa

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.

		Launch	Year 1	Year 2	Year 3
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.



CANNABIS

Restricting Access

Good Feels Inc has taken extensive measures, including seeking external expertise in security, building and architecture to ensure that all unwanted physical access is prevented.

For all other access, visitors are recorded and required to sign-in and provide proof they are over the age of 21 prior to entering the facility.

Badges must be worn at all times for staff and visitors. Visitors will be accompanied by a staff member and provided with PPE appropriate for the area they are visiting.

Staff are required to be 21 years or older to be considered for employment.



MFG - Testing Marijuana and Marijuana Products

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

Policy:

Good Feels Inc must provide documentation of its compliance with the Commission's testing requirements.

Good Feels Inc must have all production batches tested by and independent testing laboratory before releasing any marijuana from Good Feels Inc's manufacturing 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 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; and
- 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 is a CMO:

- Good Feels Inc must follow CMR 935.502.160 (2019) - "Testing of Marijuana, MIPs, and other Products".
- Records must be kept separate and designated by adult or medical use;
- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one applicable to medical use, and one applicable to adult use.

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; or
 - Such other testing system approved by the Commission.

Policy Citations: CMR 935.500.130(4) (2019); CMR 935.501.130(4) (2019); CMR 935.500.105(1)(h) (2019); CMR 935.501.105(1)(h) (2019); CMR 935.500.120(6) (2019); CMR 935.501.120(6) (2019); CMR 935.500.160(1) (2019); CMR 935.500.160(2) (2019); CMR 935.500.160(3) (2019); CMR 935.500.160(4) (2019); CMR 935.500.160(5) (2019); CMR 935.500.160(6) (2019); CMR 935.500.160(10) (2019); CMR 935.501.160(1) (2019); CMR 935.501.160(2) (2019); CMR 935.501.160(3) (2019); CMR 935.501.160(4) (2019); CMR 935.501.160(5) (2019); CMR 935.501.160(6) (2019); CMR 935.501.160(10) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.502.160 (2019); CMR 935.500.301(5) (2019); CMR 935.501.301(5) (2019); CMR 935.500.200 (2019); CMR 935.501.200 (2019); CMR 935.500.105(8)(f) (2019)

Purpose:

This document outlines procedures Good Feels Inc must follow when marijuana is to be tested by an Independent Testing Laboratory.

Scope:

Cultivation, Testing, QC

Employee Responsible:

Manufacturing Manager, Director of Compliance

Definitions:

Cannabinoid - any of several compounds produced by marijuana plants that have medical and psychotropic effects.

Cannabinoid Profile - amounts, expressed as the dry weight percentages of THC, CBD, THCa, and CBDA in a marijuana product. Amounts of other cannabinoids may be reported, but are not required.

CBD - cannabidiol.

CBDA - cannabidiolic acid .

Container - refers to the storage vessel the harvest batch is kept during the final stages of processing. This might include turkey bags, tubs, etc.

Cultivation Batch - a collection of cannabis or marijuana plants from the same seed or plant stock that are cultivated and harvested together, and receive an identical propagation and cultivation treatment including, but not limited to:

- Growing media;
- Ambient conditions;
- Watering and light regimes; and
- Agricultural or hydroponic inputs.

Clones that come from the same plant are one cultivation batch. Good Feels Inc must assign and record an RFID tag to each cultivation batch for the purposes of production tracking, product labeling, and product recalls.

Edible Cannabis Products, Edible Marijuana Products, or Edibles - a cannabis or marijuana product that is to be consumed by humans by eating or drinking. These products, when created or sold by a Marijuana Establishment or MTC, shall not be considered a food or a drug as defined in M.G.L. c. 94, § 1.

Independent Testing Laboratory - a laboratory that is licensed or registered by the Commission and is:

- Currently and validly licensed under 935 CMR 500.101: Application Requirements, or formerly and validly registered by the Commission;
- Accredited to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission;
- Independent financially from any MTC, Marijuana Establishment or Licensee; and
- Qualified to test marijuana and marijuana Products, including MIPs, in compliance with M.G.L. c. 94C, § 34; M.G.L c. 94G, § 15; 935 CMR 500.000: Adult Use of Marijuana; 935 CMR 501.000: Medical Use of Marijuana; and Commission protocol(s).

Laboratory Agent - an employee of an Independent Testing Laboratory who transports, possesses or tests medical-use Marijuana or MIPs in compliance with 935 CMR 501.000: Medical Use of Marijuana. For the purposes of testing, a Laboratory Agent may register under 935 CMR 501.029: Registration of Independent Testing Laboratory Agents or 935 CMR 500.029: Registration and Conduct of Laboratory Agents.

Marijuana-Infused Product (MIP) - a marijuana product infused with marijuana that is intended for use or consumption including, but not limited to, edible cannabis products, ointments, aerosols, oils, and tinctures. A marijuana-infused product (MIP), when created or sold by a Marijuana Establishment or an MTC, shall not be considered a food or a drug as defined in M.G.L. c. 94, § 1. MIPs are a type of marijuana product.

Pesticide - any substance or mixture of substances intended for preventing, destroying, repelling or mitigating any pest or any

substance or mixture of substances intended for use as a plant regulator, defoliant or desiccant; except that the term “pesticide” shall not include any article that is a “new animal drug” as designated by the United States Food and Drug Administration.

Production Batch - a batch of finished plant material produced at the same time, using the same methods, equipment and ingredients. Good Feels Inc must assign and record an RFID tag to each production batch for the purposes of production tracking, product labeling and product recalls. Production Batches shall be traceable to one or more cannabis or marijuana cultivation batches.

Ready-to-Use Condition -

- For production batches that will be dispensed to patients, ready-to-use means ready for packaging or post-packaging.
- For other production batches, ready-to use means ready for use as an intermediate or ingredient in making other products.

Testing - the process and procedures provided by an approved laboratory for testing of marijuana and marijuana products.

Tetrahydrocannabinol (THC) - a cannabinoid that is the primary psychoactive ingredient in usable marijuana.

THCA - tetrahydrocannabinolic acid.

Tincture - a cannabis-infused alcohol or oils concentrate administered orally in small amounts using a dropper or measuring spoon. Tinctures are not considered an edible marijuana product under 935 CMR 500.000: Adult Use of Marijuana and are not subject to the dosing limitations applicable to Edible Marijuana Products.

Unreasonably Impracticable - that the measures necessary to comply with the regulations, ordinances or bylaws subjects Good Feels Inc to unreasonable risk, or require such a high investment of risk, money, time or any other resource or asset that a reasonably prudent businessperson would not operate a Marijuana Establishment.

Resources:

M.G.L. c. 94G, § 15, [Protocol for Sampling and Analysis of Finished Medical Marijuana Products](#), [Cannabis Control Commission Testing Protocols](#), Commission’s Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries, 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(8)(e)
(2019)

CMR 935.501.105(8)(e)
(2019)

CMR 935.500.105(8)(b)
(2019)

CMR 935.501.105(8)(b)
(2019)

1. Create a production batch in METRC and Good Feels Inc's computerized seed-to-sale system after physical production of a batch of MIPs.
2. Assign and attach an RFID tag to each production batch.

B. Contacting Independent Testing Laboratory

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.
2. Include the sample size in Good Feels Inc's Sampling Log or Sampling Form for the production batch to be tested.

Note: Please see "Protocol for Sampling and Analysis of Finished Medical Marijuana Products" in the Resources section for more information.

C. Preparing for sample collection once production batch is in ready to use condition.

1. 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 affixed that include the following information:
 - Production batch numbers;
 - Sample ID;
 - Date and time of sample collection; and
 - 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.
 - **Note:** Please see the Commission's [Protocol for Sampling and Analysis of Finished Medical Marijuana Products](#) for more information.

Best Practice

2. 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.
- Set up all sampling jars with the appropriate labels affixed.

- 3.
4. Decontaminate all sampling equipment.
5. Wash your hands and put on disposable gloves.

CMR 935.500.105(3)(b)(9) (2019)

CMR 935.501.105(3)(b)(9) (2019)

CMR 935.500.105(3)(b)(2)(a) (2019)

CMR 935.501.105(3)(b)(2)(a) (2019)

D. Sample Collection

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. **Note:** Please see the Commission's [Protocol for Sampling and Analysis of Finished Medical Marijuana Products](#) for more information on accurate and representative sampling of a marijuana dried flower production batch.

[Best Practice](#)

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.

CMR 935.500.105(13)(a)(10) (2019)

CMR 935.501.105(13)(a)(10) (2019)

4. Place samples in a cooler with ice or refrigerator until transport or destruction.

CMR 935.500.105(3)(b)(15) (2019)

CMR 935.501.105(3)(b)(15) (2019)

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.

E. Transportation of Testing Samples.

1. Weigh the samples under video surveillance.
-

CMR 935.500.105(13)(a)(7) (2019)	CMR 935.501.105(13)(a)(7) (2019)
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2. Prepare a shipping manifest in METRC. Confirm that the manifest is correctly filled out. Look for the following:
 - Good Feels Inc's name, address, and registration number;
 - The names and registration numbers of the agents who transported the marijuana products;
 - The name and registration number of the Good Feels Inc Agent who prepared the manifest;
 - Good Feels Inc's name, address, and registration number;
 - A description of the marijuana products being transported, including the weight and form or type of product;
 - The mileage of the transporting vehicle at departure from Good Feels Inc's premises and mileage on arrival at the testing laboratory;
 - The date and time of departure from Good Feels Inc and arrival at the testing laboratory for each transportation;
 - A signature line for the laboratory agent who receives the marijuana products;
 - The weight and inventory before departure; and
 - The vehicle make, model, and license plate number.

CMR 935.500.105(13)(a)(10) (2019) CMR 935.501.105(13)(a)(10) (2019)

3. Place all the samples in a shipping container.

CMR 935.500.105(13)(a)(10) (2019) CMR 935.501.105(13)(a)(10) (2019)

4. Move the shipping container containing the samples to the temperature-controlled space of Good Feels Inc's transport vehicle.

CMR 935.500.105(3)(b)(16) (2019) CMR 935.501.105(3)(b)(16) (2019)

5. Ensure that all necessary credentials and documentation are on-hand prior to transport. **Note:** Please see Good Feels Inc's GNL - Transportation Overview SOP for more information on transportation requirements.

CMR 935.500.160(7) (2019) CMR 935.501.160(7) (2019)

F. Storing production batch while awaiting test results:

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; and
 - In bold, capital letters, no smaller than 12 point font, "**PRODUCT NOT TESTED.**"

CMR 935.500.105(3)(b)(15) (2019) CMR 935.501.105(3)(b)(15) (2019)

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; and
 - Makes it easy to locate.

CMR 935.500.105(3)(b)(15) (2019)

CMR 935.501.105(3)(b)(15) (2019)

G. Receiving Test Results

1. If the samples for a production batch pass testing, then proceed with packaging, labeling, and transfer.
2. Notify the Commission within 72 hours if the samples for a production batch 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(3)(a)(1)
(2019)CMR
935.500.160(3)(b)
(2019)CMR
935.500.160(3)(c)
(2019)CMR
935.501.160(3)(a)(1)
(2019)CMR
935.501.160(3)(b)
(2019)CMR
935.501.160(3)(c)
(2019)

3. If remediating product, submit a re-test, prior to remediation, to a testing laboratory that is different than the first lab that conducted the initial testing.
4. If submitting samples for testing after remediation, use the same testing laboratory that proved the initial failed test results.

CMR 935.500.160(12) (2019)

CMR 935.501.160(11) (2019)

H. Maintain all records documenting marijuana testing for at least two years after the closure of Good Feels Inc, 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) (2019)

CMR 935.501.105(9)(g) (2019)

1. All test results.

CMR 935.500.160(4) (2019)

CMR 935.501.160(4) (2019)

2. Good Feels Inc's Sampling Log or Sampling Forms.
3. Good Feels Inc's written policy for responding to failed lab test results.

CMR 935.500.160(3)(a)(1) (2019)

CMR 935.501.160(3)(a)(1) (2019)

4. All manifests to and from testing labs. **Note:** Manifests are required to be kept for a minimum of one year. However, it is a best practice to maintain records for the longest retention period provided by the Commission.

CMR
935.500.105(9)(b)
(2019)CMR
935.501.105(9)(b)
(2019)CMR
935.500.105(9)(c)
(2019)CMR
935.501.105(9)(c)
(2019)CMR
935.500.105(13)(f)(5)
(2019)CMR
935.501.105(13)(f)(5)
(2019)



MFG - Recordkeeping
Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

Policy:

Good Feels Inc records must be kept current and be made immediately available for inspection by the Commission upon request. Any changes or additions to Good Feels Inc's required records must be reported to the Commission within five business days.

Good Feels Inc's compliance efforts will be demonstrated through its organized recordkeeping system. Organizational tools, such as large 3 ring binders, will be used. All hard copy records that are required to be maintained will be organized by subject.

In addition, records will be organized by year, month and in chronological order. This will allow for ready and immediate access for any records by the Commission upon request. Also, Good Feels Inc will be able to access records required for licensure and renewal with ease. **Note:** Please see "Guidance on Renewing a Marijuana Establishment License" in the Resources section for more information.

An archiving system will be established. All records that must be maintained in hard copy format on-site will be copied and/or stored electronically to ensure no records are lost in the event of a disaster or theft. Any loss or unauthorized alteration of records will be reported immediately to the Commission and appropriate officials. **Note:** Please see Good Feels Inc's GNL - Incident Reporting and GNL - Securing Confidential Information SOPs 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. **Note:** A contract with a third-party service does not relieve Good Feels Inc of its recordkeeping responsibilities as required by the Commission.

Required records that are subject to inspection include:

- Written operating procedures;
- Inventory records;
- Seed-to-Sale tracking records;
- Personnel records;
- Business records; and
- Waste disposal records. **Note:** Simplifya's new license-specific Massachusetts SOP bundle contains the majority of required written operating procedures, with the exception of:
 - OSHA workplace safety standards;
 - Staffing Plan;
 - Patient education and outreach, as applicable;
 - Policies and procedures for pricing;
 - Procedures for disclosing Good Feels Inc's Board of Directors, Members, and Executives to any individual upon request;
 - Policies and procedures for maintaining an alcohol, smoke, and drug-free workplace;
 - Policies for alternate price lists for patients with documented Verified Financial Hardship;
 - A description of Good Feels Inc's hours of operation and after-hours contact information, which shall be provided to the Commission and made available to law enforcement authorities on request; and
 - Procedures for reporting any changes or additions to the content of any information that is required by the Commission.

In addition, Good Feels Inc is required to keep a catalog of all the products it actively manufactures. The following must be included for each product being actively manufactured:

- Description;
- Photograph or illustration;
- Packaging design;
- Dosage amounts; and
- Expected cannabinoid profile. **Note:** This is an adult-use requirement, and a best business practice for MTCs.

If Good Feels Inc is a CMO:

- Records must be kept separate and designated by adult or medical use;

- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one applicable to medical use, and one applicable to adult use.

Policy Citations: CMR 935.500.104(2) (2019); CMR 935.501.104(2) (2019); CMR 935.500.105(1)(g) (2019); CMR 935.501.105(1)(g) (2019); CMR 935.500.105(9) (2019); CMR 935.501.105(9) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.500.301(3) (2019); CMR 935.501.301(3) (2019); CMR 935.500.302(1) (2019); CMR 935.501.302(1) (2019); CMR 502.105(9) (2019); CMR 935.500.103(4)(c) (2019); CMR 935.501.103(4)(c) (2019); CMR 935.500.130(5)(h) (2019)

Purpose:

This document describes the recordkeeping requirements that must 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 manufacturing facility.

Scope:

Facilities, Books & Records

Employee Responsible:

Manufacturing Manager, Director of Compliance, Director of Security, Human Resources Director, Manufacturing Facility Employees

Definitions:

CMO - (Colocated Marijuana Operations) - an MTC operating under a medical license, and a Marijuana Establishment operating under at least one adult-use license on the same premises. Colocated Marijuana Operations pertain to manufacturing, product manufacturing, and retail licenses, but not any other adult-use license.

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts Marijuana laws.

Commission Delegee(s) - other state or local officials or agencies working in cooperation with the Commission by agreement, to carry out the Commission's responsibilities and to ensure compliance with the adult-use, medical-use, and colocated operations laws, and any other applicable federal or state laws.

Escrow - a legal concept describing a [financial instrument](#) whereby an asset or escrow money is held by a third party on behalf of two other parties that are in the process of completing a transaction. Escrow accounts might include escrow fees managed by agents who hold the funds or assets until receiving appropriate instructions or until the fulfillment of predetermined contractual obligations. Money, securities, funds, and other assets can all be held in escrow.

Generally Accepted Accounting Principles (GAAP) - are a set of rules that encompass the details, complexities, and legalities of business and corporate accounting. The Financial Accounting Standards Board (FASB) uses GAAP as the foundation for its comprehensive set of approved accounting methods and practices.

Marijuana Establishment - a marijuana cultivator (Indoor or Outdoor), Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Microbusiness, Independent Testing Laboratory, Marijuana Retailer, Marijuana Transporter, DeliveryOnly Licensee, Marijuana Research Facility, Social Consumption Establishment or any other type of licensed Marijuana-related business, except a Medical Marijuana Treatment Center (MTC).

Medical Marijuana Treatment Center (MTC) - formerly known as a Registered Marijuana Dispensary (RMD) a licensed entity that acquires, cultivates, possesses, processes (including development of related products such as ediblemarijuana or marijuana products, MIPs, tinctures, aerosols, oils, or ointments), transports, sells, distributes, delivers, dispenses, or administers marijuana, products containing cannabis or marijuana, related supplies, or educational materials to Registered Qualifying Patients or their personal caregivers for medical use. Unless otherwise specified, MTC refers to the site(s) of dispensing, manufacturing, and preparation of cannabis or marijuana for medical use.

Premises - any indoor or outdoor location over which a Marijuana Establishment, MTC, or its agents may lawfully exert substantial supervision or control over entry or access to the property or the conduct of persons.

Registered Qualifying Patient - a Qualifying Patient who was formerly and validly issued a Registration Card by the DPH or is currently and validly issued a temporary or an annual Registration Card by the Commission.

Verified Financial Hardship - that an individual is a recipient of MassHealth, or Supplemental Security Income, or the individual's income does not exceed 300% of the federal poverty level, adjusted for family size.

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](#)

MFG - Recordkeeping

A. General Recordkeeping Requirements

1. Maintain books and records for at least two years after the closure of Good Feels Inc, in a form and manner acceptable by the Commission.

CMR 935.500.105(9)(g) (2019) CMR 935.501.105(9)(g) (2019)

2. Maintain all financial records with generally accepted accounting principles.

CMR 935.500.105(9) (2019) CMR 935.501.105(9) (2019)

3. Maintain 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) (2019) CMR 935.501.450(2) (2019)

4. Submit an Incident Report to the Commission if any loss or unauthorized alterations of records occur. **Note:** Please see Good Feels Inc's GNL - Incident Reporting SOP for more information on this process.

CMR 935.500.110(9)(a)(6) (2019) CMR 935.501.110(9)(a)(6) (2019)

5. Exercise due diligence in preserving and maintaining all required books and records if there is any loss of electronically maintained records.

6. Using Good Feels Inc's GNL - Securing Confidential Information SOP, 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. 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)
(2019)

CMR 935.501.301(3)
(2019)

CMR 935.500.302(1)
(2019)

CMR 935.501.302(1)
(2019)

8. Work in coordination with the Compliance Director to conduct a comprehensive review of Good Feels Inc's records at least once quarterly to ensure that:

- Commercial cannabis activity is accurately recorded in METRC and Good Feels Inc's computerized seed-to-sale system, and
- All other records are being maintained as required by applicable law, regulation, and Good Feels Inc policy.

Best Practice

B. General Written Standard Operating Procedures (SOPS) - Maintain the following written standard operating procedures as required by the Commission:

CMR 935.500.105(9)(a) (2019) CMR 935.501.105(9)(a) (2019)

1. Good Feels Inc's Security Plan.

CMR 935.500.105(1)(a) (2019) CMR 935.501.105(1)(a) (2019)

2. Employee security policies, including personal safety and crime prevention techniques. **Note:** Please see Good Feels Inc's MFG - Opening and Closing Procedures for information on personal safety and crime prevention techniques.

CMR 935.500.105(1)(b) (2019) CMR 935.501.105(1)(b) (2019)

3. A description of Good Feels Inc's hours of operation and after-hours contact information.

- Provide this information to the Commission.
- Make this information available to the law enforcement officials upon request
- Report any changes to this information to the Commission within 5 business days.

CMR 935.500.104(2) (2019) CMR 935.500.105(1)(c) (2019) CMR 935.501.105(1)(c) (2019)

4. Waste disposal procedures, including storage of marijuana to be disposed.

CMR 935.500.105(1)(d) (2019) CMR 935.501.105(1)(d) (2019)

5. Price list for marijuana products.

CMR 935.500.105(1)(f) (2019) CMR 935.501.105(1)(f) (2019)

6. Procedures to ensure accurate recordkeeping, including inventory tracking and wholesale transfer protocols.

CMR 935.500.105(1)(g) (2019) CMR 935.501.105(1)(g) (2019)

7. Quality Control plans, including product testing for contaminants in compliance with Massachusetts marijuana testing regulations.

CMR 935.500.105(1)(h) (2019) CMR 935.501.105(1)(h) (2019)

8. Staffing Plan and personnel records.

CMR 935.500.105(1)(i) (2019) CMR 935.501.105(1)(i) (2019)

9. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies.

CMR 935.500.105(1)(j) (2019) CMR 935.501.105(1)(j) (2019)

10. Alcohol, smoke and drug-free workplace policies.

CMR 935.500.105(1)(k) (2019) CMR 935.501.105(1)(k) (2019)

11. A plan describing how Confidential Information will be maintained.

CMR 935.500.105(1)(l) (2019) CMR 935.501.105(1)(l) (2019)

12. A plan for the immediate dismissal of any Good Feels Inc agent who has:

- Diverted Marijuana, which shall be reported to Law Enforcement Authorities and to the Commission;
- Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission;
- Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a

felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of any other jurisdiction.

CMR 935.500.105(1)(m)(1) (2019)	CMR 935.500.105(1)(m)(2) (2019)	CMR 935.500.105(1)(m)(3) (2019)	CMR 935.501.105(1)(m)(1) (2019)	CMR 935.501.105(1)(m)(2) (2019)	CMR 935.501.105(1)(m)(3) (2019)
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13. Procedures for making a list of all Good Feels Inc Board of Directors, Members and Executives available on request by any individual. **Note:** This requirement may be fulfilled by placing this information on Good Feels Inc's website.

CMR 935.500.105(1)(n) (2019) CMR 935.501.105(1)(n) (2019)

14. Policies and procedures for cash handling including, but not limited to:

- Storage;
- Collection frequency; and
- Transport to Good Feels Inc's financial institution.

CMR 935.501.105(1)(o) (2019) CMR 935.500.105(1)(o) (2019)

15. Pricing standards and procedures, including:

- How Good Feels Inc determines its prices for marijuana;
- A record of Good Feels Inc's charged prices;
- Policies and procedures for the provision of marijuana to Registered Qualifying Patients with Verified Financial Hardship. **Note:** This is a medical-only requirement.

CMR 935.501.105(1)(p) (2019)

16. Policies and procedures to prevent the diversion of Marijuana to individuals younger than 21 years old. **Note:** This is an adult-use only requirement.

CMR 935.500.105(1)(p) (2019)

17. Policies and procedures for energy efficiency and conservation that shall include:

- Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation, and energy efficiency measures), and a plan for implementation of such opportunities;
- Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
- Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

CMR 935.500.105(1)(q)(1) (2019)	CMR 935.501.105(1)(q)(1) (2019)	CMR 935.500.105(1)(q)(4) (2019)	CMR 935.501.105(1)(q)(4) (2019)	CMR 935.500.105(1)(q)(3) (2019)	CMR 935.501.105(1)(q)(3) (2019)	CMR 935.500.105(1)(q)(2) (2019)	CMR 935.501.105(1)(q)(2) (2019)
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Policies and procedures to promote workplace safety consistent with OSHA standards. Such plans must include, at a

18. minimum:

- A Hazard Communication Plan;
- Personal Protective Equipment Assessment;
- Fire Protection Plan; and
- An Emergency Action Plan.

CMR 935.500.105(1)(r) (2019)

CMR 935.501.105(1)(r) (2019)

C. Manufacturing Specific SOPs - Maintain the following manufacturing-specific policies and procedures for:

1. Identifying, recording, and reporting diversion, theft, or loss.

CMR 935.500.130(5)(a) (2019)

CMR 935.501.130(5)(a) (2019)

2. Correct all errors and inaccuracies in inventory, in compliance with Massachusetts marijuana inventory regulations.

CMR 935.500.130(5)(a) (2019)

CMR 935.501.130(5)(a) (2019)

3. Handling voluntary and mandatory recalls of marijuana. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by Good Feels Inc to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety.

CMR 935.500.130(5)(b) (2019)

CMR 935.501.130(5)(b) (2019)

4. Ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed. Such procedures shall provide for written documentation of the disposal of the marijuana. The policies and procedures, at a minimum, must be in compliance with Massachusetts marijuana waste disposal laws.

CMR 935.500.130(5)(c) (2019)

CMR 935.501.130(5)(c) (2019)

5. Transfers, acquisitions, and sales, which must be in compliance with Massachusetts marijuana transportation laws.

CMR 935.500.130(5)(f) (2019)

CMR 935.501.130(5)(e) (2019)

6. Reducing energy and water usage, engaging in energy conservation and mitigating other environmental impacts.

Note: These policies and procedures, at a minimum, must be in compliance with Massachusetts laws.

CMR 935.500.130(3) (2019)

CMR 935.501.130(3) (2019)

D. Inventory and Seed-to-Sale Tracking Records - Maintain the following:

CMR 935.500.105(1)(g)
(2019)CMR 935.501.105(1)(g)
(2019)CMR 935.500.105(9)(b)
(2019)CMR 935.501.105(9)(b)
(2019)

1. All inventory audits, which must include the following at a minimum:

- Date of the audit;
- Summary of the inventory findings; and

- Name(s), signature(s), and title(s) of the individual(s) who conducted the audit.

CMR 935.500.105(8)(d) (2019) CMR 935.501.105(8)(d) (2019)

2. METRC transport manifests.

CMR 935.500.105(13)(f)(5) (2019) CMR 935.501.105(13)(f)(5) (2019) CMR 935.500.105(8)(k) (2019)

3. Invoices.

4. Third-party vendor contracts.

5. Product recall records.

CMR 935.500.130(5)(b) (2019) CMR 935.501.130(5)(b) (2019)

6. Testing records.

CMR 935.500.160(4) (2019) CMR 935.501.160(4) (2019)

E. Personnel Records - Maintain the following personnel records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions.

CMR 935.500.105(9)(d)(1) (2019) CMR 935.501.105(9)(d)(1) (2019)

2. A personnel record for each Good Feels Inc Agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with Good Feels Inc and must include, at a minimum, the following:
 - All MCT or Marijuana Establishment Agent registration materials submitted to the Commission.
 - Documentation of verification of references.
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision.
 - Documentation of all required training, including:
 1. The topics discussed;
 2. Name and title of presenters;
 3. Location of training;
 4. Date and time;
 5. Good Feels Inc employee signature.
 - Privacy and confidentiality training;
 - Statement of training that includes the following:
 - Documentation of Responsible Vendor Training. **Note:** Responsible Vendor Training is an adult-use requirement only.
 - A copy of the application that Good Feels Inc submitted to the Commission on behalf of any prospective Good Feels Inc agent. **Note:** This is a medical-only requirement.
 - Documentation of periodic performance evaluations.
 - A record of any disciplinary action taken.

CMR 935.500.105(9)(d)(2)(f) (2019)	CMR 935.501.105(9)(d)(2)(g) (2019)	CMR 935.500.105(9)(d)(2)(h) (2019)	CMR 935.501.105(9)(d)(2)(i) (2019)	CMR 935.501.105(9)(d)(2)(j) (2019)	CMR 935.500.105(9)(d)(2)(k) (2019)	CMR 935.500.105(9)(d)(2)(l) (2019)	CMR 935.501.105(9)(d)(2)(m) (2019)	CMR 935.500.105(9)(d)(2)(n) (2019)	CMR 935.501.105(9)(d)(2)(o) (2019)	CMR 935.500.105(9)(d)(2)(p) (2019)	CMR 935.501.105(9)(d)(2)(q) (2019)	CMR 935.501.105(9)(d)(2)(r) (2019)	CMR 935.501.105(9)(d)(2)(s) (2019)	CMR 935.500.105(2)(b)(5) (2019)
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3. A staffing plan that will demonstrate accessible business hours and safe manufacturing conditions.

CMR 935.500.105(9)(d)(3) (2019) CMR 935.501.105(9)(d)(3) (2019)

4. Personnel policies and procedures.

CMR 935.500.105(9)(d)(4) (2019) CMR 935.501.105(9)(d)(4) (2019)

5. All background check reports obtained in accordance with:

- M.G.L. c. 6, § 172;
- 935 CMR 501.029: Registration of Independent Testing Laboratory Agents;
- 935 CMR 501.030: Registration of Medical Marijuana Treatment Center Agents;and
- 803 CMR 2.00: Criminal Offender Record Information (CORI).

CMR 935.500.105(9)(d)(5) (2019) CMR 935.501.105(9)(d)(5) (2019)

F. Good Feels Inc Business Records - Maintain the following manual or computerized business records, at a minimum:

1. Assets and liabilities.

CMR 935.500.105(9)(e)(1) (2019) CMR 935.501.105(9)(e)(1) (2019)

2. Monetary transactions.

CMR 935.500.105(9)(e)(2) (2019) CMR 935.501.105(9)(e)(2) (2019)

3. Books of accounts, which shall include:

- Journals;
- Ledgers;
- Supporting documents;
- Agreements;
- Checks;
- Invoices; and
- Vouchers. **Note:** All financial records are to be maintained according to generally accepted accounting principles.

CMR 935.500.105(9)(e)(3) (2019) CMR 935.501.105(9)(e)(3) (2019)

4. Sales records including the quantity, form, and cost of marijuana products.

CMR 935.500.105(9)(e)(4) (2019) CMR 935.501.105(9)(e)(4) (2019)

5. Salary and wages paid to each employee, stipend paid to each board of directors member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Good Feels Inc, including Persons or Entities Having Direct or Indirect Control over Good Feels Inc.

CMR 935.500.105(9)(e)(5) (2019) CMR 935.501.105(9)(e)(5) (2019)

6. Good Feels Inc's insurance information or maintenance of escrow. **Note:** Reports documenting compliance with the Commission's requirements for liability coverage or maintenance of escrow must be made in a form and manner determined by the Commission.

CMR 935.500.105(10)(d) (2019) CMR 935.501.105(10)(d) (2019)

7. Energy Efficiency and Conservation records, including but not limited to:
- Certification from a Massachusetts Licensed Mechanical Engineer that Good Feels Inc's 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.
 - Energy and water usage reports for Good Feels Inc's manufacturing facility.

[Best Practice](#)

8. Energy Compliance Letter from a licensed energy professional.

[Best Practice](#)

9. Hazardous Waste Manifests.

[Best Practice](#)

10. Contracts with licensed hazardous waste transporters and disposal facilities.

[Best Practice](#)

11. All fire safety, alarm, and municipal permits.

[Best Practice](#)

12. Good Feels Inc's permit(s) to keep, store, handle or otherwise use flammables or combustibles at each place of operation within Good Feels Inc's manufacturing facility.

CMR 935.500.130(6) (2019) CMR 935.501.130(6) (2019)

13. Good Feels Inc's Operations and Management Profile included with its application for licensure, including but not limited to Good Feels Inc's Manufacturing Plan, including a detailed summary of the policies and procedures for manufacturing, consistent with state and local law.

CMR 935.500.101(c)(8)(e) (2019) CMR 935.501.101(c)(8)(e) (2019)

G. Security Records - Maintain all records related to Good Feels Inc security, facility access control, and visitor access control. Include, at a minimum, the following:

1. Good Feels Inc's Security Plan, including the following:
- Surveillance system operating instructions and specifications; and
 - Surveillance Equipment Maintenance Log.

CMR 935.500.110(1)(q) (2019) CMR 935.501.110(1)(q) (2019)

2. Good Feels Inc's floor plan or layout, including:

- All Limited Access Areas;
- Entrances and exits;
- Walls;
- Partitions;
- Counters;
- Production areas;
- Storage areas;
- Disposal areas;
- Identification when Good Feels Inc will be using flammable or combustible solvents or other materials.

CMR 935.500.110(1)(p)
(2019)

CMR 935.501.110(1)(p)
(2019)

CMR 935.500.110(4)(b)
(2019)

CMR 935.501.110(4)(b)
(2019)

3. Visitor Access Logs.

CMR 935.500.110(4)(e) (2019)

CMR 935.501.110(4)(e) (2019)

4. Any alternative security provisions or additional safeguards.

CMR 935.500.110(1)(n) (2019)

CMR 935.501.110(1)(n) (2019)

5. Good Feels Inc's requests for alternative security provisions or additional safeguards, and the Commission's responses.

CMR 935.500.110(2)(c) (2019)

CMR 935.501.110(2)(c) (2019)

6. Incident Reports.

CMR 935.500.110(9)(c) (2019)

CMR 935.501.110(9)(c) (2019)

H. Waste Disposal Records - Maintain the following waste records:

CMR 935.500.105(9)(g) (2019)

CMR 935.501.105(9)(g) (2019)

1. Good Feels Inc Waste Logs that document the handling and/or disposal of marijuana waste, that includes the following at a minimum:

- Date;
- Type and quantity disposed or handled;
- Manner of disposal or other handling;
- Location of disposal or handling;
- Names and signatures of the two Good Feels Inc agents present during the disposal or handling. **Note:** Disposal records are to be kept for a minimum of three years. However, it is a best practice to maintain all business records for the longest time frame afforded by the Commission, which is a minimum of two years after the closure of Good Feels Inc, in a form and manner acceptable by the Commission.

CMR 935.500.105(9)(f)
(2019)

CMR 935.501.105(9)(f)
(2019)

CMR 935.500.105(12)(d)
(2019)

CMR 935.501.105(12)(d)
(2019)

2. Liquid disposal records.

CMR 935.500.130(3) (2019) CMR 935.501.130(3) (2019)

3. Hazardous Waste records, including:

- Hazardous Waste Manifests; and
 - Contracts with Hazardous waste transporters and licensed hazardous waste treatment and disposal facilities.
-



MFG - Contamination Prevention

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

Policy:

Good Feels Inc is aware that it is their duty to protect public health throughout all aspects of their manufacturing operations. If Good Feels Inc manufactures MIPS for Qualifying Medical Patients, Good Feels Inc understands it is also their duty to protect the health of medical patients, who can be considered a highly susceptible population (HSP). It is Good Feels Inc's responsibility to ensure that the manufacturing of marijuana is conducted in a sanitary manner as to not create contamination and pose a health risk.

All manufacturing staff will be trained in, and expected to conform to, sanitation requirements

Employees will not be allowed to work if they are sick. Designated hand washing sinks with running water at appropriate temperatures will be maintained. Drying devices, such as a sanitary towel service, will be used.

Edibles must be prepared, handled, and stored in compliance with the following sanitation requirements:

- *All licenses -*
- 105 CMR 300.000: "Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements";
- 105 CMR 590.000: "State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments".

- Medical Licenses - 105 CMR 500.000: "Good Manufacturing Practices for Food".

Good Feels Inc will make all possible efforts to prevent the following types of contamination:

- Chemical - Solvents, toxic metals, and cleaning supplies such as bleach and degreasers;
- Physical - such as metal shavings, glass, hair, band-aids;
- Biological - such as parasites, viruses, bacteria; and
- Cross-contamination - allergens, or any chemical, physical or biological contaminants.

Only individuals necessary for the manufacturing of MIPS will be allowed access to production areas. All visitors entering Good Feels Inc's facility will be monitored so contamination of marijuana does not occur.

All equipment, utensils, walls, and contact surfaces must be cleaned and sanitized as frequently as necessary to prevent microbials from growing and spreading to a minimal infective dose (MID). Good Feels Inc will have adequate lighting in all areas where marijuana is stored and equipment and utensils are cleaned.

Floors, walls, and ceilings must be constructed in such a manner that they may be adequately cleaned and kept in good repair. Plumbing shall be of adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the manufacturing facility and to properly convey sewage and liquid disposable waste from the facility. There shall be no cross-connections between the potable and waste-water lines. **Note:** Good Feels Inc must cease operations and contact Good Feels Inc's Director of Compliance if there is no running water or a sewage back up, as these pose imminent health hazards.

Separate and defined areas designated for specific operational activities and other control systems will be utilized to prevent cross-contamination of marijuana.

All chemical, poisonous, and toxic agents, including but not limited to solvents and sanitizers must be:

- Distinctly labeled;
- Stored in a separate area from marijuana products; and
- Below all other products and items, so that in the event of a spill, no products or items are contaminated.

Animals will be prohibited from entering the facility, except for guard or service dogs in areas where there is no risk of contamination of marijuana or contact surfaces.

Good Feels Inc will not accept raw materials or transfer marijuana that is contaminated and has failed contaminant testing. Contaminated product will be properly collected, quarantined, and disposed of. Materials will be acquired from safe and approved sources.

If Good Feels Inc is a CMO:

- Good Feels Inc must follow CMR 935.502.105(3) (2019) - "Requirements for Handling of Marijuana".
- Records must be kept separate and designated by adult or medical use;
- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one for medical use, and one for adult use.

Policy Citations: CMR 935.500.150(2) (2019); CMR 935.501.150(2) (2019); CMR 935.500.130(4) (2019); CMR 935.501.130(4) (2019); CMR 935.500.105(3)(c) (2019); CMR 935.500.105(3)(b)(1) (2019); CMR 935.500.105(3)(b)(2) (2019); CMR 935.500.105(3)(b)(3) (2019); CMR 935.500.105(3)(b)(4) (2019); CMR 935.500.105(3)(b)(6) (2019); CMR 935.500.105(3)(b)(7) (2019); CMR 935.500.105(3)(b)(8) (2019); CMR 935.500.105(3)(b)(9) (2019); CMR 935.500.105(3)(b)(10) (2019); CMR 935.500.105(3)(b)(15) (2019); CMR 935.501.105(3)(c) (2019); CMR 935.501.105(3)(b)(1) (2019); CMR 935.501.105(3)(b)(2) (2019); CMR 935.501.105(3)(b)(3) (2019); CMR 935.501.105(3)(b)(4) (2019); CMR 935.501.105(3)(b)(6) (2019); CMR 935.501.105(3)(b)(7) (2019); CMR 935.501.105(3)(b)(8) (2019); CMR 935.501.105(3)(b)(9) (2019); CMR 935.501.105(3)(b)(10) (2019); CMR 935.501.105(3)(b)(15) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.502.105(3) (2019)

Purpose:

This document describes the procedures that will be implemented by Good Feels Inc to ensure manufacturing employees take the necessary steps to prevent contamination at Good Feels Inc's manufacturing facility.

Scope:

Manufacturing, Sanitation, QC

Employee Responsible:

Manufacturing Facility Manager, Facility Maintenance Manager, Manufacturing Facility Employees

Definitions:

Biological Contamination - generally refers to contamination of our food or environment with microorganisms.

Chemical Contamination - term used to indicate situations where chemicals are either present where they shouldn't be, or are at higher concentrations than they would naturally have occurred. Chemical contaminants can be found as organic and inorganic molecules in mass produced products used day to day by almost everybody. These include plastics, resins, pharmaceuticals, disinfectants, deodorants, detergents, petroleum products, road runoff, pesticides and biocides, along with the results of landfill and incineration.

Cross-Contamination - the accidental transfer of contaminants from one surface or substance to another, usually as a result of improper handling procedures.

Disinfectant - a chemical that kills most pathogens, but leaves a chemical residue.

Highly Susceptible Population - a population is highly susceptible to foodborne illness if it is immunocompromised, preschool-age children, older adults, and individuals who receive services at custodial care, health care, assisted living, child/adult day care center, kidney dialysis center, hospital, nursing home, or nutritional or senior center.

Imminent Health Hazard - a significant threat or danger to health that is considered to exist when there is evidence sufficient to show that a product, practice, circumstance, or event creates a situation that can cause food infection, food intoxication, disease transmission, vermin infestation, or hazardous conditions.

Integrated Pest Management - A comprehensive strategy of pest control whose major objective is to achieve desired levels of pest control in an environmentally responsible manner by combining multiple pest control measures to reduce the need for reliance on chemical pesticides; more specifically, a combination of pest controls which addresses conditions that support pests and may include, but is not limited to, the use of monitoring techniques to determine immediate and ongoing need for pest control, increased sanitation, physical barrier methods, the use of natural pest enemies and a judicious use of lowest risk pesticides when necessary

Minimal Infective Dose (MID) - the smallest quantity of infectious material that regularly produces infection.

Pathogen - a specific causative agent (such as a bacterium or virus) of disease.

Personal Protective Equipment (PPE) - refers to protective clothing, helmets, goggles, or other garments or equipment designed to protect the wearer's body from injury or infection.

Pest - any insect, rodent, nematode, fungus, weed, or other form of terrestrial or aquatic plant or animal life or virus, bacteria, or other microorganism (except viruses, bacteria, or other microorganisms on or in living man or in other living animals) which the Commissioner or the administrator of the Environmental Protection Agency declares to be a pest.

Pesticide - any substance or mixture of substances intended for preventing, destroying, repelling or mitigating any pest or any substance or mixture of substances intended for use as a plant regulator, defoliant or desiccant; except that the term "pesticide" shall not include any article that is a "new animal drug" as designated by the United States Food and Drug Administration.

Physical Contamination - happens when actual objects contaminate foods and other substances.

Production Area - a Limited Access Area within the MTC or Marijuana Establishment where cannabis or marijuana is handled or produced in preparation for sale.

Norovirus - a group of viruses that are a common cause of [food poisoning](#) and acute [gastroenteritis](#) ("stomach flu") that can strike quickly with force and make a person feel very sick but which typically resolves within 2-3 days. The characteristic symptoms are nausea, vomiting, [diarrhea](#), and abdominal cramping. The diarrhea is not bloody. [Fever](#), if present, is low-grade. [Dehydration](#) is the main complication, especially in infants and the elderly, and may need medical attention.

Safety Data Sheet (SDS) - a document that lists information relating to occupational safety and health for the use of various substances and products, such as solvents, pesticides, or other agricultural chemicals.

Sanitize - reduces pathogen count to a safe level.

Tobacco Mosaic Virus - a virus that infects plants, especially tobacco plants. The virus can be spread to cannabis plants, where it can slow growth and reduce yields. The [infection](#) causes characteristic patterns, such as "[mosaic](#)"-like [mottling](#) and discoloration on the [leaves](#).

Resources:

105 CMR 590.000: "State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments", 105 CMR 500.000: 'Good Manufacturing Practices for Food', 105 CMR 300.000: "Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements", Master safety data sheet binder, Equipment Sanitation and Maintenance Log, Personal Protective Equipment (PPE), cleaning & sanitizing agents, cleaning equipment made with stainless steel or other inert material, pest control devices and traps, chemical testing kits

MFG - Contamination Prevention

A. Contamination Prevention during Manufacturing of Marijuana

CMR 935.500.130(4) (2019)

CMR 935.501.130(4) (2019)

CMR 935.500.150(2) (2019)

CMR 935.501.150(2) (2019)

1. Ensure that all employees who are responsible for edible production are working in compliance with the following, as applicable:

- *All licenses -*

- 105 CMR 300.000: "Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements"; and
- 105 CMR 590.000: "State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments".

- Medical Licenses - 105 CMR 500.000: "Good Manufacturing Practices for Food".

CMR 935.500.130(2)(a)
(2019)

CMR 935.500.130(5)(g)
(2019)

CMR 935.501.130(2)(a)
(2019)

CMR 935.501.130(5)(f)
(2019)

2. Instruct all manufacturing facility employees to:

- Wash hands before starting work, after breaks, when changing gloves, and any time when hands may have become soiled or contaminated;
- Change gloves after every task;
- Maintain adequate personal hygiene while on duty;
- Store all personal items in an employee storage area that is separate from all production areas; and
- Store beverages in a designated beverage area that is separate from all production areas. **Note:** Please see Good Feels Inc's Employee Health and Sanitation SOP for more information.

CMR
935.500.105(3)(b)(2)(a)
(2019)

CMR
935.501.105(3)(b)(2)(a)
(2019)

CMR
935.500.105(3)(b)(2)(b)
(2019)

CMR
935.501.105(3)(b)(2)(b)
(2019)

CMR
935.500.105(3)(b)(2)(c)
(2019)

3. Educate all employees, especially tobacco users, about Tobacco Mosaic Virus.

- Inform them that they run the risk of carrying the virus on their hands if they consume tobacco in any way.
- Instruct employees to wash their hands after they use tobacco.

4. Maintain designated hand-washing sinks that are adequate and convenient to agents within production areas. **Note:** Hand washing or sanitizing areas must include running water that can run hot water between 100 and 120 degrees F, and a sanitary towel service or suitable drying device.

CMR 935.500.105(3)(b)(3) (2019)

CMR 935.501.105(3)(b)(3) (2019)

5. Observe all manufacturing facility personnel in all aspects of marijuana manufacturing, processing, handling,

packaging, and labeling, to ensure they are adhering to their sanitation training. **Note:** Please see Good Feels Inc’s GNL - Internal Quality Assurance Audit for more information.

Best Practice

- 6. Closely monitor all visitors at Good Feels Inc’s manufacturing facility to ensure they don’t contaminate any marijuana or marijuana products.

- 7. Perform visual inspections of plant material prior to manufacturing to ensure there is no:
 - Dirt;
 - Sand;
 - Debris;
 - Any foreign matter;
 - Mold;
 - Mildew;
 - Pests;
 - Rot; or
 - Gray and black plant material.

CMR 935.500.105(3)(a)(2) (2019)	CMR 935.501.105(3)(a)(2) (2019)	CMR 935.500.105(3)(a)(3) (2019)	CMR 935.501.105(3)(a)(3) (2019)
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- 8. If any mold, mildew, pests, rot, or gray and black plant material are found, stop production and quarantine affected plant material. Conduct an investigation as needed.

B. Pest Control

CMR 935.500.130(4) (2019)	CMR 935.501.130(4) (2019)	CMR 935.500.150(2) (2019)	CMR 935.501.150(2) (2019)
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- 1. Utilize integrated pest management to help prevent and control infestations. Use the following methods at a minimum:
 - Quarantine newly acquired wholesale plant materials for a few days to ensure no signs of infestation arise.
 - Prevent standing water from forming.
 - Confirm that any water reservoirs are sealed and filtered.
 - Maintain environmental conditions to minimize optimal pest habitat.
 - Ensure humidity levels are appropriate and do not promote pathogen growth.
 - Establish protocols to prevent pests from entering the facility on workers’ clothing, shoes or equipment.
 - Regularly inspect plant material for signs or symptoms of pest infestations. Place traps like yellow sticky cards in strategic locations to help detect early infestations of flying insect pests.

C. Contamination Prevention During Storage

CMR 935.500.130(4) (2019) CMR 935.501.130(4) (2019) CMR 935.500.150(2) (2019) CMR 935.501.150(2) (2019)

1. Quarantine newly acquired wholesale plant material for a few days to ensure that signs of infestation do not arise.
2. Confirm that all marijuana set for disposal and unrecoverable marijuana waste are quarantined from working inventory in Good Feels Inc's inventory storage safe, steel cabinet, or vault. **Note:** Please see Good Feels Inc's MFG - Inventory Storage and MFG - Collecting Marijuana Waste SOPs for more information.

CMR 935.500.105(11)(b) (2019) CMR 935.501.105(11)(b)(2019) CMR 935.500.105(3)(b)(15) (2019) CMR 935.501.105(3)(b)(15) (2019) CMR 935.500.130(4) (2019) CMR 935.501.130(4) (2019) CMR 935.500.130(5)(c) (2019) CMR 935.501.130(5)(c) (2019)

3. Provide continual environmental monitoring for temperature, ventilation and humidity where all marijuana is stored.

CMR 935.500.105(11)(a) (2019) CMR 935.501.105(11)(a) (2019)

4. Maintain Good Feels Inc's storage area in a clean and orderly condition.

CMR 935.500.105(11)(c) (2019) CMR 935.501.105(11)(c) (2019)

5. Conduct systematic pest control to maintain the storage area free from infestation by insects, rodents, birds, and pests of any kind.

CMR 935.500.105(11)(d) (2019) CMR 935.501.105(11)(d) (2019)

6. Do not store toxic items in the same area as products used for the manufacturing of marijuana.

CMR 935.500.105(3)(b)(10) (2019) CMR 935.501.105(3)(b)(10) (2019)

7. Identify and store all toxic chemicals in a manner that prevents contamination of marijuana.

CMR 935.500.105(3)(b)(10) (2019) CMR 935.501.105(3)(b)(10) (2019)

D. Sanitary Operations

CMR 935.500.130(4) (2019) CMR 935.501.130(4) (2019) CMR 935.500.150(2) (2019) CMR 935.501.150(2) (2019)

1. Instruct manufacturing facility personnel to clean, sanitize, and sterilize production areas:
 - In between production batches; and
 - At the beginning and end of their shift.
2. Instruct manufacturing facility personnel to clean, sanitize, and disinfect all contact surfaces, equipment, and utensils at appropriate intervals to prevent malfunctions or contamination. **Note:** Norovirus can live on a food contact surface for up to two weeks.

CMR 935.500.105(3)(b)(9) (2019) CMR 935.501.105(3)(b)(9) (2019)

3. Instruct all manufacturing employees to always wear appropriate PPE when cleaning and sanitizing rooms, equipment, and utensils.
4. Ensure that employees are using, storing, and disposing of the correct cleaning, sanitizing, and sterilization products and in accordance with the product manufacturer's instructions. **Note:** Chemical containers cannot be reused. Instruct manufacturing facility agents to saturate any cloths used to wipe surfaces in the facility with sanitizer as it is a violation to reuse dry towels to wipe surfaces.

CMR 935.500.105(3)(b)(10) (2019)

CMR 935.501.105(3)(b)(10) (2019)

5. Confirm that manufacturing facility agents are using chemical testing kits to ensure that the correct sanitizer and disinfectant concentrations are being used when cleaning contact surfaces.
6. If Good Feels Inc personnel uses disinfectant, ensure that they are cleaning the residual chemical off of all contact surfaces as to not create chemical contamination.

CMR 935.500.105(3)(b)(9) (2019)
CMR 935.501.105(3)(b)(9) (2019)
7. Instruct the Facility Maintenance Manager to keep the facility grounds maintained in a condition that protects against the contamination of any and all manufacturing products and materials.
8. Control and prevent pests from entering the facility by:
 - Installing adequate screens on all windows and exterior entrances, and checking screens monthly for defects;
 - Using and checking traps, glue boards, and baits on a regular basis, and replacing them as needed;
 - Removing and properly disposing of litter, clutter, and waste from the facility and surrounding grounds in order to minimize the development of odor and the potential for attracting and harboring pests;
 - Keeping dumpsters and dumpster areas clean, covered, and closed;
 - Using pesticides and/or a certified, registered pest control service ONLY under precautions and restrictions that protect against the contamination of marijuana, approved marijuana products, and product packaging materials.

CMR 935.500.105(3)(b)(8) (2019)
CMR 935.501.105(3)(b)(8) (2019)
9. Clean out pest traps or any other pest control devices at a minimum of once a week.

CMR 935.500.105(3)(b)(8) (2019)
CMR 935.501.105(3)(b)(8) (2019)
10. Check the facility for visible rodent droppings and insects.

CMR 935.500.105(3)(b)(8) (2019)
CMR 935.501.105(3)(b)(8) (2019)
11. Contact a pest control company or exterminator if evidence of pests is found.

CMR 935.500.105(3)(b)(8) (2019)
CMR 935.501.105(3)(b)(8) (2019)
12. When an exterminator arrives to the manufacturing facility, sign the exterminator into the Visitor Log and give them a visitor tag with their name on it. Escort the visitor the entire time they are on Good Feels Inc's premises. **Note:** Please see the Visitor Access Control SOP for more information.

CMR 935.500.110(4)(e) (2019)
CMR 935.501.110(4)(e) (2019)
13. Shut down manufacturing facility operations if there is no hot water, a sewage back-up, evidence of an infestation, or other potential or actual imminent health hazard.

CMR
935.500.105(3)(b)(11)
(2019)

CMR
935.501.105(3)(b)(11)
(2019)

CMR
935.500.105(3)(b)(12)
(2019)

CMR
935.501.105(3)(b)(12)
(2019)

CMR
935.500.105(3)(b)(13)
(2019)

CMR
935.501.105(3)(b)(13)
(2019)

E. Recordkeeping - Keep and maintain accurate and comprehensive records relating to facility contamination prevention in Good Feels Inc business records at Good Feels Inc's

manufacturing facility, and make them available to the Commission upon request. Ensure to maintain the following, at a minimum:

1. Facility Cleaning Logs.
2. Employee sanitation training records.

CMR 935.500.105(9)(d)(2)(d) (2019) CMR 935.501.105(9)(d)(2)(d) (2019)

3. Exterminator and other contractor invoices related to Good Feels Inc's contamination prevention efforts.

CMR 935.500.105(9)(e)(2) (2019) CMR 935.501.105(9)(e)(2) (2019)



MFG - Daily Facility Cleaning

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/21/2019

Policy:

Good Feels Inc is aware that it is its duty to protect the health of medical patients, consumers, visitors, and Good Feels Inc staff throughout all aspects of their manufacturing operations. It is Good Feels Inc's responsibility to ensure that the production of marijuana products is conducted in a sanitary manner as to not create contamination and pose a public health risk. Daily facility cleaning will help ensure the sanitary operations of Good Feels Inc's manufacturing facility.

The Manufacturing Facility Manager, in coordination with the Facility Maintenance Manager and Director of Manufacturing, will ensure the inside and outside of Good Feels Inc's manufacturing facility is maintained in a sanitary condition. Additionally, it is the responsibility of the manufacturing facility Manager to document the findings and any corrective actions regarding facility maintenance and cleaning in the Facility Maintenance Log.

All floors, walls, and ceilings in Good Feels Inc's manufacturing facility will be constructed of materials, and in a manner that they can be adequately cleaned and kept clean and in good repair.

Good Feels Inc will:

- Follow all applicable local building and fire codes;
- Ensure that there is adequate lighting in all areas where marijuana products are stored and equipment and utensils are cleaned;
- Store all toxic items in an area separate from marijuana inventory;
- Use waste bins constructed of smooth, corrosion resistant, and easily cleanable material, with solid and tight-fitting covers; and
- Have enough waste bins as to not encourage overfilling.

Routine daily sanitation and maintenance practices include:

- Trimming outdoor landscaping so people cannot hide from cameras in the foliage;
- Maintaining a regular daily schedule for cleaning and maintenance activities;
- Keeping manufacturing areas clean, dry, and free of mold, mildew, debris and other clutter;
- Removing trash;
- Maintaining cracks, window frames and door frames, drain areas, and floor joints with sealant to limit pest movement;
- Eradicating any weeds or pest habitats surrounding the facility;
- Controlling airborne contamination as needed where marijuana products or contact surfaces are exposed;
- Inspecting the facility for mold and having a mold expert address any mold found in the facility immediately;
- Checking that any pipes within 20 feet of the building are closed-ended and not leaking;
- Cutting grass and weeds to minimize harborage areas for pests;
- Removing any food or water supply outside of the facility that could attract and support a pest population;
- If pests are found on the facility, capturing and removing them or contacting your pest control service provider to capture and remove the pests; and
- Checking that all dumpsters are closed to exclude pests. Close any dumpsters that are open.

This SOP can be conducted in conjunction with Good Feels Inc's MFG - Contamination Prevention SOP.

If Good Feels Inc is a CMO:

- Records must be kept separate and designated by adult or medical use; and
- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one applicable to medical use, and one applicable to adult use.

Policy Citations: CMR 935.500.150(2) (2019); CMR 935.501.150(2) (2019); CMR 935.500.130(4) (2019); CMR 935.501.130(4) (2019); CMR 935.500.105(3)(b) (2019); CMR 935.501.105(3)(b) (2019); CMR 935.500.105(3)(c) (2019); CMR 935.501.105(c) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.500.110(5)(g) (2019); CMR 935.501.110(5)(g) (2019)

Purpose:

This document describes the procedures that will be implemented by the Facility Maintenance Manager, in coordination with the manufacturing facility Manager to ensure that manufacturing facility personnel take the necessary daily steps to ensure the interior and exterior of Good Feels Inc's manufacturing facility is maintained in a sanitary condition.

Scope:

Manufacturing, QC, Sanitation

Employee Responsible:

Facility Maintenance Manager, manufacturing facility Manager, manufacturing facility Employee, Director of Manufacturing

Definitions:

CMO - (Colocated Marijuana Operations) - an MTC operating under a medical license, and a Marijuana Establishment operating under at least one adult-use license on the same premises. Colocated Marijuana Operations pertain to manufacturing, product manufacturing, and retail licenses, but not any other adult-use license.

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts Marijuana laws.

Disinfectant - a chemical that kills most pathogens, but leaves a chemical residue.

Package - any container or receptacle used for holding marijuana or approved medical marijuana products.

Pathogen - a specific causative agent (such as a bacterium or virus) of disease.

Sanitizer - a chemical that reduces pathogen count to a safe level.

Resources:

Facility Maintenance Log, interior and exterior purpose brooms, dust mop, cleaning and sanitizing agents, trash can liners, hand towels, soap and toilet paper, pest control devices and traps, chemical testing kits

MFG - Daily Facility Cleaning

A. Instruct manufacturing facility agents to conduct the following daily pre-operational cleaning and sanitizing tasks:

CMR
935.500.105(3)(c)
(2019)

CMR
935.501.105(3)(c)
(2019)

CMR
935.500.130(4)
(2019)

CMR
935.501.130(4)
(2019)

CMR
935.500.150(2)
(2019)

CMR
935.501.150(2)
(2019)

1. Remove any litter or waste on the manufacturing facility's grounds.

CMR 935.500.105(3)(b)(5) (2019)

CMR 935.501.105(3)(b)(5) (2019)

2. Manage any overgrown weeds and grass within the immediate vicinity of the facility so that the premises does not constitute an attractant, breeding place, or harborage for pests.

CMR 935.500.105(3)(b)(8) (2019)

CMR 935.501.105(3)(b)(8) (2019)

3. Ensure all trees, bushes, and other foliage outside of the facility does not allow for a person or persons to conceal themselves from sight. When foliage is too overgrown, trim it.

CMR 935.500.110(5)(g) (2019)

CMR 935.501.110(5)(g) (2019)

4. Clean all work areas clean and sanitary to keep them dry and free of mold, mildew, debris, and other clutter or trash.

5. Clean and sanitize contact surfaces and utensils between manufacturing batches, at the beginning and end of each shift, between each task, and as often as needed to prevent contamination of surfaces, utensils, and marijuana.

- Use a chemical testing kit as needed to ensure that the proper concentration of sanitizer is used.
- If a disinfectant is used, confirm that any residual chemical is cleaned up as to not constitute a source of chemical contamination.

CMR 935.500.105(3)(b)(9) (2019)

CMR 935.501.105(3)(b)(9) (2019)

6. Dust under and around any computers.

CMR 935.500.105(3)(b)(8) (2019)

CMR 935.501.105(3)(b)(8) (2019)

7. Disinfect toilet bowls (including pipes and valves).

CMR 935.500.105(3)(b)(13) (2019)

CMR 935.501.105(3)(b)(13) (2019)

8. Restock hand towels, soap and toilet paper.

CMR 935.500.105(3)(b)(3) (2019)

CMR 935.501.105(3)(b)(3) (2019)

9. Clean and disinfect handwashing stations and mirrors.

CMR 935.500.105(3)(b)(3) (2019)

CMR 935.501.105(3)(b)(3) (2019)

10. Empty and clean trash bins, and replace the trash can liners.

CMR 935.500.105(3)(b)(5) (2019)

CMR 935.501.105(3)(b)(5) (2019)

11. Sweep, mop, and/or vacuum floors as applicable.

CMR 935.500.105(3)(b)(8) (2019)

CMR 935.501.105(3)(b)(8) (2019)

B. After manufacturing facility agents have completed the above pre-operation cleaning and sanitizing tasks:

CMR 935.500.130(4) (2019) CMR 935.501.130(4) (2019) CMR 935.500.150(2) (2019) CMR 935.501.150(2) (2019)

1. Perform a visual inspection of the cleaning upon completion.
2. Instruct personnel to clean and sanitize all equipment and other utensils that comes into contact with marijuana between each production batch, or at the end of the shift during which they were used.

CMR 935.500.105(3)(b)(9) (2019) CMR 935.501.105(3)(b)(9) (2019)

3. Identify and store all toxic chemicals in a manner that prevents contamination of marijuana products.
 - Store all toxic cleaning chemicals in an area that is separate from products used for manufacturing marijuana.

Note: The Commission may require Good Feels Inc to demonstrate the intended and actual use of any toxic item.

CMR 935.500.105(3)(b)(10) (2019) CMR 935.501.105(3)(b)(10) (2019)

4. Document all daily cleaning and maintenance tasks, any findings, and any corrective measures in the Facility Maintenance Log. If findings are significant, notify the Director of Manufacturing.
5. Submit an Incident Report if a facility shut down requires an emergency response from the following public safety personnel:
 - Municipal fire departments;
 - Public works or municipal sanitation departments; and
 - Municipal inspectional services department. **Note:** Please see Good Feels Inc's GNL - Incident Reporting for more information on this process.

CMR 935.500.110(9)(a)(7) (2019) CMR 935.501.110(9)(a)(7) (2019)

6. Maintain employee sanitation training records in Good Feels Inc business records, and make them available to the Department upon request.

CMR 935.500.105(9)(d)(2)(d) (2019) CMR 935.501.105(9)(d)(2)(d) (2019)

7. Keep and maintain accurate and comprehensive records relating to facility cleaning and maintenance, including the Facility Maintenance Log, in Good Feels Inc business records for at least two years after the closure of Good Feels Inc.

CMR 935.500.105(9)(g) (2019) CMR 935.501.105(9)(g) (2019)



MFG - Equipment Cleaning and Maintenance

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

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; and
- 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 Facility Maintenance Manager, in coordination with the Director of Manufacturing, 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 Facility Maintenance Manager, in coordination with the Director of Manufacturing, 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; and
- Inspection of equipment for cleanliness immediately before use.

If Good Feels Inc is a CMO:

- Records must be kept separate and designated by adult or medical use;
- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one applicable to medical use, and one applicable to adult use

Policy Citations: CMR 935.500.150(2) (2019); CMR 935.501.150(2) (2019); CMR 935.500.130(4) (2019); CMR 935.501.130(4) (2019); CMR 935.500.105(3)(b)(4) (2019); CMR 935.501.105(3)(b)(4) (2019); CMR 935.500.105(3)(b)(7) (2019); CMR 935.501.105(3)(b)(7) (2019); CMR 935.500.105(3)(b)(9) (2019); CMR 935.501.105(3)(b)(9) (2019); CMR 935.500.105(3)(b)(10) (2019); CMR 935.501.105(3)(b)(10) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.502.105(3) (2019)

Purpose:

This document describes the procedures that will be implemented by the Facility Maintenance Manager, in coordination with the Director of Manufacturing, 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:

QC, Sanitation, Manufacturing

Employee Responsible:

Facility Maintenance Manager, Manufacturing Facility Employees

Definitions:

Audit Report - a written opinion of an internal or external auditor regarding Good Feels Inc's business practices such as quality assurance, inventory, and delivery. Contains a checklist to assist auditor.

Cannabis or Marijuana Accessories - equipment, products, devices or materials of any kind that are intended or designed for use in planting, propagating, cultivating, growing, harvesting, manufacturing, compounding, converting, producing, processing, preparing, testing, analyzing, packaging, repackaging, storing, containing, ingesting, inhaling or otherwise introducing cannabis or marijuana into the human body.

CMO - (Colocated Marijuana Operations) - an MTC operating under a medical license, and a Marijuana Establishment operating under at least one adult-use license on the same premises. Colocated Marijuana Operations pertain to Manufacturing, product manufacturing, and retail licenses, but not any other adult-use license.

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts Marijuana laws.

Correct Action Request Form - document used to originate a corrective action. Its purpose is to investigate a problem that has already happened for root cause analysis and resolution to prevent recurrence.

Equipment Sanitation and Maintenance Log - A written record of major equipment cleaning, maintenance and will include the date, time, and which piece of equipment is being cleaned. The employee performing the cleaning and maintenance will date and sign or initial the log indicating that the work was performed. Entries in the log shall be in chronological order.

Resources:

Equipment Sanitation and 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 Director of Manufacturing, instruct relevant employees to:

CMR
935.500.105(3)(b)(9)
(2019)

CMR
935.501.105(3)(b)(9)
(2019)

CMR
935.500.130(4)
(2019)

CMR
935.501.130(4)
(2019)

CMR
935.500.150(2)
(2019)

CMR
935.501.150(2)
(2019)

1. Inspect equipment for cleanliness prior to use.
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).
3. Physically remove product debris by hand or with tools such as scrapers.
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.
5. Apply an EPA-registered sanitizer to parts and clean according to manufacturer's directions.
6. Rinse the equipment parts with potable water.
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.
8. Check and reassemble the equipment.
9. Properly store all cleaning and sanitizing chemicals separately from marijuana inventory and other product processing areas.

CMR 935.500.105(3)(b)(10) (2019)

CMR 935.501.105(3)(b)(10) (2019)

10. Document and record all equipment cleaning and maintenance in the Equipment Sanitation and Maintenance Log.

B. Check that the employees have filled out, at a minimum, the following information in the Equipment Sanitation and Maintenance Log:

1. Equipment manufacturer information.
 2. The date the equipment was put into service, if known.
 3. The date and time of the cleaning/maintenance.
 4. Employee name and, if applicable, agent identification number.
 5. A detailed description of the cleaning/maintenance.
 6. The name of the tradesperson, if applicable.
 7. The date when the next service is required.
-

C. Conducting audits on equipment and utensil cleaning and maintenance

1. Frequently and randomly, audit equipment and utensil cleaning procedures and related documentation. **Note:** Please see Good Feels Inc's GNL - Internal Quality Assurance Auditing SOP more information.
 2. Record findings in an Audit Report.
 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.
-

D. Recordkeeping

1. Maintain all records related to equipment cleaning and maintenance, including Equipment Cleaning and Maintenance Logs, for at least two years after the closure of Good Feels Inc, in a form and location acceptable by the Commission. Maintain documentation for the following:

CMR 935.500.105(9)(g) (2019) CMR 935.501.105(9)(g) (2019)



MFG - Product Recalls

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

Policy:

Good Feels Inc will investigate all complaints, returns, and adverse events, and issue product recalls as needed. It is the responsibility of Good Feels Inc's Director of Compliance, in coordination with Good Feels Inc's Director of Manufacturing and Manufacturing Facility Manager, to investigate all adverse events and complaints, and oversee all recalls. Procedures will include:

- Quarantining affected batches from working inventory in the limited access area while Good Feels Inc conducts an investigation;
- Submitting samples to the Department or an approved laboratory for retesting and reanalyses as applicable;
- Reviewing standard operating procedures to ensure that all marijuana is cultivated, harvested, processed, and handled in accordance with sanitation principles and Massachusetts marijuana regulations.

In the event of a mandated recall, Good Feels Inc's Director of Compliance, in coordination with the Director of Manufacturing, will notify all relevant Manufacturing Facility Managers and provide them with all necessary information, such as batch numbers and strain names. Manufacturing Facility Managers will be instructed to:

- Look for the affected product using the provided batch numbers.
- Immediately quarantine the product in question; and
- Notify all Manufacturing facility agents to not handle the affected product in any way until further notice.

It is Good Feels Inc's responsibility to monitor their own product, and initiate recalls as needed. Good Feels Inc Manufacturing employees will be trained to inspect plant material, and to report any signs of infestation or other issues that can affect public health, well-being, and safety.

All documentation involving product recalls will be kept in Good Feels Inc's records for at least two years after the closure of Good Feels Inc, and made available to the Commission upon request.

Policy Citations: CMR 935.500.130(5)(b) (2019); CMR 935.501.130(5)(b) (2019); CMR 935.500.130(5)(c) (2019); CMR 935.501.130(5)(c) (2019); CMR 935.500.105(3)(a) (2019); CMR 935.501.105(3) (2019)

Purpose:

This document describes the procedures the Director of Compliance and Inventory Manager must take when a product recall, whether voluntary or required by the Commission, is initiated.

Scope:

Quality

Employee Responsible:

Director of Compliance, Manufacturing Facility Manager, Manufacturing Facility Agent, Inventory Manager

Definitions:

CMO - (Colocated Marijuana Operations) - an MTC operating under a medical license, and a Marijuana Establishment operating under at least one adult-use license on the same premises. Colocated Marijuana Operations pertain to Manufacturing, product manufacturing, and retail licenses, but not any other adult-use license.

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts Marijuana laws.

Commission Delegee(s) - other state or local officials or agencies working in cooperation with the Commission by agreement, to carry out the Commission's responsibilities and to ensure compliance with the adult-use, medical-use, and colocated operations laws, and any other applicable federal or state laws.

Good Feels Inc's Chosen Computerized Seed to Sale System - PC-based software designed to track the Manufacturing, manufacturing and sale of marijuana and marijuana product. Good Feels Inc's chosen computerized seed to sale system shall be used to track and record all commercial marijuana activity at the facility, and must integrate with METRC in a form and manner determined by the Commission.

Cultivation Batch - a collection of cannabis or marijuana plants from the same seed or plant stock that are cultivated and harvested together, and receive an identical propagation and Manufacturing treatment including, but not limited to: growing media, ambient conditions, watering and light regimes and agricultural or hydroponic inputs. Clones that come from the same plant are one batch. Good Feels Inc must assign and record a RFID tag number to each Manufacturing batch for the purposes of production tracking, product labeling and product recalls.

Limited Access Area - an indoor or outdoor area on the premises of a marijuana establishment or MTC where marijuana is cultivated, stored, weighed, packaged, processed, or disposed, under the control of a marijuana establishment or MTC, with access limited to only the agents designated by Good Feels Inc.

Manufacture - to compound, blend, extract, infuse or otherwise make or prepare a cannabis or marijuana product.

Marijuana-Infused Product (MIP) - a marijuana product infused with marijuana that is intended for use or consumption including, but not limited to, edible cannabis products, ointments, aerosols, oils, and tinctures. A marijuana-infused product (MIP), when created or sold by a Marijuana Establishment or an MTC, shall not be considered a food or a drug as defined in M.G.L. c. 94, § 1. MIPs are a type of marijuana product.

METRC (Seed-to-Sale Electronic Tracking System) -a system designated by the Commission as the system of record (Seed-to-sale SOR) or a secondary electronic tracking system used by a Marijuana Establishment or an MTC or an Independent Testing Laboratory. This system shall capture everything that happens to an individual marijuana plant, from seed and Manufacturing, through growth, harvest and manufacture of marijuana products and MIPs, including transportation, if any, to final sale of finished products. Seed-to-sale Electronic Tracking System shall utilize a unique-plant identification and unique batch identification. It will also be able to track agents' and Registrants' involvement with the Marijuana Product. Any secondary system used by the Marijuana Establishment or an MTC or an Independent Testing Laboratory must integrate with the SOR in a form and manner determined by the Commission.

Production Batch - a batch of finished plant material, cannabis resin, cannabis concentrate, or marijuana-infused product produced at the same time, using the same methods, equipment and ingredients. Good Feels Inc must assign and record an RFID tag to each production batch for the purposes of production tracking, product labeling and product recalls. All Production Batches shall be traceable to one or more cannabis or marijuana cultivation batches.

Removal of Product - an order issued against a Marijuana Establishment to remove and prohibit sales of categories of products, product types, specific product types or specific brands of products after notice and on a determination that the Marijuana or Marijuana Product poses a substantial risk to the public health, safety or welfare, including, but not limited to, when the product is especially appealing to persons younger than 21 years of age.

RFID - Radio-Frequency Identification - A technology that uses electromagnetic fields to automatically identify and track tags attached to objects. The tags contain electronically stored information. Passive tags collect energy from a nearby RFID reader's interrogating radio waves. Active tags have a local power source (such as a battery) and may operate hundreds of meters from the RFID reader. Unlike a barcode, the tags don't need to be within the line of sight of the reader, so it may be embedded in the tracked object.

Resources:

METRC, Good Feels Inc's chosen computerized seed-to-sale system, Good Feels Inc Incident Log, computer, resources used for quarantining, destroying, and disposing of marijuana waste

MFG - Product Recalls

A. In the event of a voluntary or involuntary recall or notification of a product adversely affecting public safety, perform the following actions:

CMR 935.500.130(5)(c)
(2019)

CMR 935.501.130(5)(c)
(2019)

CMR 935.500.130(5)(b)
(2019)

CMR 935.501.130(5)(b)
(2019)

1. Obtain the information for the product in question, at a minimum:
 - Strain or product name;
 - Cultivation and production batch numbers; and
 - Reason for the recall (ie. contamination, failed testing, etc.)
2. Immediately locate and quarantine the production batch in question.
 - Clearly label the storage container of affected product so nobody transfers or uses the product.

CMR 935.500.105(11)(b)
(2019)

CMR 935.500.105(3)(b)(15)
(2019)

CMR 935.501.105(3)(b)(15)
(2019)

CMR 935.501.105(11)(b)
(2019)

3. Look up the inventory tracking history in METRC and Good Feels Inc's chosen computerized seed-to-sale system for the product in question, and investigate the chain of custody.
 - Determine the magnitude of the issue.
 - Determine how many products Good Feels Inc manufactured using the cultivation and/or production batch that the recall was issued for, or has been identified to have the potential to adversely affect public health.
4. Issue a notice of the recall, if a recall has not been put in place by the Commission or other regulatory authority.
5. Contact all licensed marijuana establishments and/or MTCs who acquired the product in question.
 - Inform them of the recall and provide all applicable batch numbers.
6. Notify the Commission within 24 hours of the recall. Provide as much information as possible, including but not limited to:
 - Reason for the recall;
 - Batch number(s) affected;
 - Amount or quantity being recalled;
 - Facilities that were contacted; and
 - Date(s) of recall. **Note:** Please see Good Feels Inc's GNL - Incident Reporting SOP for more information on this process.
7. Dispose of all marijuana that was affected by the recalls, using Good Feels Inc's Waste SOPs.

CMR 935.500.105(12)(a) (2019)

CMR 935.501.105(12)(a) (2019)

B. Recordkeeping

1. Maintain all books and records related to product recalls, and make them available to the Commission upon request.

At a minimum, include the following:

- Complaint documentation;
- Test results; and
- Disposal records.

CMR 935.500.105(9)(b) (2019) CMR 935.501.105(9)(b) (2019)

2. Maintain all records for at least two years after the closure of Good Feels Inc, in a form and location acceptable by the Commission.

CMR 935.500.105(9)(g) (2019) CMR 935.501.105(9)(g) (2019)



MFG - Energy Efficiency and Conservation

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

Policy:

Good Feels Inc must meet the requirements outlined in this document as a condition of obtaining a final license or license renewal. Manufacturing operations must maintain policies and procedures for energy efficiency and conservation, and meet all applicable environmental laws, regulations, permits and other applicable approvals.

As such, Good Feels Inc will seek legal counsel to ensure it is meeting the Commonwealth's requirements for energy efficiency and conservation. Please see "Cannabis Energy Guidance" in the Resources section for more information.

Good Feels Inc will maintain an Energy Plan for each manufacturing facility. This Energy Plan will take the following into consideration:

- 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 demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with MassSave or local Municipal Lighting Plant energy efficiency programs

In addition to required policies and procedures, Good Feels Inc Good Feels Inc's adult-use license has the opportunity to obtain an Energy and Environmental Leader rating, if Good Feels Inc has:

- Met or exceeded its 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 their products as being produced using 100% renewable energy.

As a best practice, and if it is not unreasonably impracticable, Good Feels Inc may ensure that the building used for its 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; or
 - IECC Section C.402.
 - **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 meet Massachusetts State Building Code requirements and all Massachusetts amendments:
 - 780 CMR: State Building Code;
 - IECC Section C.403; or
 - 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.

Good Feels Inc may demonstrate their efforts to follow energy efficiency and conservation best practices by submitting an energy compliance letter and supporting documentation with its building plans. The energy compliance letter must be prepared by a Massachusetts licensed professional engineer or Massachusetts licensed registered architect. In addition, Good Feels Inc may submit an updated energy compliance letter with supporting documentation to document any changes, as well as with its renewal application.

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.

If Good Feels Inc is a CMO:

Records and SOPs must be kept separate and designated by adult or medical use licenses. **Note:** SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs.

Purpose:

This document covers energy efficiency and conservation requirements established by the Commission. This SOP can be used with Good Feels Inc's MFG - Environmental Plan SOP.

Scope:

Facilities, Reporting Requirements

Employee Responsible:

Director of Compliance, Facility Maintenance Manager, Manufacturing Facility Manager

Definitions:

ASHRAE - The American Society of Heating, Refrigerating and Air-conditioning Engineers

Building Envelope - the physical separator between the conditioned and unconditioned environment of a [building](#) including the resistance to air, water, heat, light, and noise transfer. The building envelope is all of the elements of the outer shell that maintain a dry, heated, or cooled indoor environment and facilitate its [climate control](#). Building envelope design is a specialized area of architectural and engineering practice that draws from all areas of [building science](#) and indoor climate control.

The many functions of the building envelope can be separated into three categories:

- Support (to resist and transfer structural and dynamic loads);
- Control (the flow of matter and energy of all types); and
- Finish (to meet desired aesthetics on the inside and outside).

CMO - (Colocated Marijuana Operations) - an MTC operating under a medical license, and a Marijuana Establishment operating under at least one adult-use license on the same premises. Colocated Marijuana Operations pertain to cultivation, product manufacturing, and retail licenses, but not any other adult-use license.

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts marijuana laws.

IECC - International Energy Conservation Code.

Manufacture - to compound, blend, extract, infuse or otherwise make or prepare a cannabis or marijuana product.

Mass Save - an initiative sponsored by Massachusetts' natural gas and electric utilities and energy efficiency service providers, including Berkshire Gas Company, Blackstone Gas Company, Cape Light Compact, Columbia Gas of Massachusetts, Eversource, Liberty Utilities, National Grid, and Unitil.

Unreasonably Impracticable - that the measures necessary to comply with the regulations, ordinances or bylaws subjects Good Feels Inc to unreasonable risk, or require such a high investment of risk, money, time or any other resource or asset that a reasonably prudent businessperson would not operate a Marijuana Establishment.

Resources:

Good Feels Inc's MFG - Environmental Plan SOP, Good Feels Inc's Energy Plan, MFG - Safety Plan and Emergency Procedures SOP, Personal Protective Equipment, 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, [Cannabis Energy Guidance, 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:

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

CMR 935.500.105(q)(2) (2019) CMR 935.501.105(q)(2) (2019)

2. Energy strategies for transportation, including but not limited to:

- The use of vehicles that use alternative fuels. **Note:** Please see "Cannabis Energy Guidance" in the Resources section for more information.

Best Practice

3. Potential energy use reduction opportunities, including:

- Use of natural lighting;
- Heat recovery;
- Ventilation; and
- Energy efficiency measures.

CMR 935.500.105(q)(1) (2019) CMR 935.501.105(q)(1) (2019)

B. Energy Efficiency Plan

CMR 935.500.105(1)(q)(1)
(2019)

CMR 935.501.105(1)(q)(1)
(2019)

CMR 935.500.130(3)
(2019)

CMR 935.501.130(3)
(2019)

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

CMR 935.500.105(1)(q)(4) (2019) CMR 935.501.105(1)(q)(4) (2019)

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

- Lighting schedules;
- Active load management; and
- Energy storage.

CMR 935.500.105(1)(q)(3) (2019) CMR 935.501.105(1)(q)(3) (2019)

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

4. Consider purchasing Energy-Star electric products.

CMR 935.500.105(1)(q)(1) (2019) CMR 935.501.105(1)(q)(1) (2019)

5. Identify and consider sources of renewable energy.

CMR 935.500.105(1)(q)(2) (2019) CMR 935.501.105(1)(q)(2) (2019)

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

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

CMR 935.500.105(1)(q)(2) (2019)

CMR 935.501.105(1)(q)(2) (2019)

7. Use Good Feels Inc's MFG - Safety Plan and Emergency Procedures SOP to train manufacturing facility employees on:

- Personal safety and crime prevention techniques;
- Safely handling all solvents when extracting THC from marijuana plant material; and
- How to respond to a disaster.

CMR 935.500.105(1)(j) (2019)

CMR 935.501.105(1)(j) (2019)

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

[Best Practice](#)

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

Note: Please see "Cannabis Energy Guidance" in the Resources section.

CMR 935.500.105(13)(h) (2019)

CMR 935.501.105(13)(h) (2019)

10. 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 the closure of Good Feels Inc, in a form and location acceptable by the Commission.

CMR 935.500.105(9)(g) (2019)

CMR 935.501.105(9)(g) (2019)

1. A report of Good Feels Inc's energy and water usage over the previous 12 month period.
2. Energy compliance letter with supporting documentation.
3. 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 the facility.



MFG - Employee Training

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/22/2019

Policy:

Good Feels Inc will ensure that all Good Feels Inc agents complete training prior to working for Good Feels Inc's manufacturing facility. All agents must receive training on:

- Confidentiality;
- Privacy;
- Security;
- Inventory Tracking; and
- Other topics specified by the Commission.

Good Feels Inc employees responsible for tracking and entering product into METRC must receive training in a form and manner determined by the Commission. At a minimum, staff shall receive eight hours of on-going training annually. Good Feels Inc's Administrators must have attended and successfully completed all required METRC training.

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.

such as:

- Safely using extraction equipment;
- Extraction procedures;
- Methods for recognizing the signs of insect infestation on newly acquired plant material.

Current and future owners, managers, and employees of Good Feels Inc's Marijuana Establishments who handle or will handle marijuana are required to complete Responsible Vendor Training. **Note:** This requirement is applicable to any new or renewed license issued after July 1, 2019. If your license has not yet been renewed since July 1, 2019, this training must be complete before your license renewal.

- New employees must 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. **Note:** Responsible Vendor Training is an adult-use requirement only. However, it is a best business practice to hold Good Feels Inc's MTC and its MTC agents accountable to the same set of standards. Responsible Vendor Training requirements can be used as training guidelines for MTCs.

The core curriculum for Responsible Vendor Training encompasses the following:

- Scientifically based evidence on the physical and mental health effects based on the type of marijuana product;
- Diversion prevention and prevention of sales to minors;
- Compliance with all tracking requirements;
- Acceptable forms of identification. Training shall include:
 - How to check identification;
 - Spotting false identification;
 - Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the commission;
 - Provisions for confiscating fraudulent identifications; and
 - Common mistakes made in verification.
- Other key state laws and rules affecting owners, managers, and employees, which shall include:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability;
 - License sanctions;
 - Waste disposal;
 - Health and safety standards;
 - Prohibition of bringing marijuana onto licensed premises;
 - Permitted hours of sale;
 - Good Feels Inc conduct;
 - Permitting inspections by state and local licensing and enforcement authorities;

- Licensee responsibilities for activities occurring within licensed premises;
- Maintenance of records;
- Privacy issues; and
- Prohibited purchases and practices.

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.

Training documents, employee job descriptions, and SOPs will be used as a baseline to evaluate Good Feels Inc employee performance. Periodic performance evaluations will take place using Good Feels Inc's GNL - Internal Quality Assurance Audit SOP, 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.

If Good Feels Inc is a CMO:

- CMO agents who participate in both medical and adult-use activities must receive appropriate training for both sides of the business;
- Records must be kept separate and designated by adult or medical use;
- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one for medical use, and one for adult use.

Policy Citations: CMR 935.500.105(2)(a) (2019); CMR 935.501.105(2) (2019); CMR 935.500.105(2)(b)(1) (2019); CMR 935.500.105(2)(b)(2) (2019); CMR 935.500.105(2)(b)(3) (2019); CMR 935.500.105(2)(b)(4) (2019); CMR 935.500.105(2)(b)(5) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.502.105(2) (2019); CMR 935.500.105(9)(d)(2) (2019); CMR 935.501.105(9)(d)(2) (2019); CMR 935.500.105(1)(k) (2019); CMR 935.500.105(1)(k) (2019); CMR 935.500.105(2)(b)(7) (2019)

Purpose:

This document describes responsibilities that shall be implemented by the Director of Human Resources, in coordination with the Director of Manufacturing, as a condition of employment regarding manufacturing training.

Scope:

Manufacturing, Employees, Quality

Employee Responsible:

Director of Manufacturing, Director of Human Resources, Compliance Director, Manufacturing Facility Employees

Definitions:

Agent Registration Card - an identification card issued by the Commission to a Marijuana Establishment or Laboratory Agent. The Registration Card allows access into Commission-supported databases. The Registration Card facilitates verification of an individual registrant's status, including, but not limited to the identification by the Commission and Law Enforcement Authorities.

CMO - (Colocated Marijuana Operations) - an MTC operating under a medical license, and a Marijuana Establishment operating under at least one adult-use license on the same premises. Colocated Marijuana Operations pertain to manufacturing, product manufacturing, and retail licenses, but not any other adult-use license.

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts Marijuana laws.

DPH - the Massachusetts Department of Public Health, unless otherwise specified. DPH is the agency that administered the Medical Use of Marijuana Program prior to 2019.

Good Manufacturing Practices (GMPs) - a system for ensuring that products are consistently produced and controlled according to quality standards.

Marijuana Establishment - a marijuana cultivator (Indoor or Outdoor), Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Microbusiness, Independent Testing Laboratory, Marijuana Retailer, Marijuana Transporter, DeliveryOnly Licensee, Marijuana Research Facility, Social Consumption Establishment or any other type of licensed Marijuana-related business, except a Medical Marijuana Treatment Center (MTC).

METRC (Seed-to-Sale Electronic Tracking System) -a system designated by the Commission as the system of record (Seed-to-sale SOR) or a secondary electronic tracking system used by a Marijuana Establishment or an MTC or an Independent Testing Laboratory. This system shall capture everything that happens to an individual marijuana plant, from seed and manufacturing, through growth, harvest and manufacture of marijuana products and MIPs, including transportation, if any, to final sale of finished products. Seed-to-sale Electronic Tracking System shall utilize a unique-plant identification and unique batch identification. It will also be able to track agents' and Registrants' involvement with the Marijuana Product. Any secondary system used by the Marijuana Establishment or an MTC or an Independent Testing Laboratory must integrate with the SOR in a form and manner determined by the Commission.

Medical Marijuana Treatment Center (MTC) - formerly known as a Registered Marijuana Dispensary (RMD) a licensed entity that acquires, cultivates, possesses, processes (including development of related products such as ediblemarijuana or marijuana products, MIPs, tinctures, aerosols, oils, or ointments), transports, sells, distributes, delivers, dispenses, or administers marijuana, products containing cannabis or marijuana, related supplies, or educational materials to Registered Qualifying Patients or their personal caregivers for medical use. Unless otherwise specified, MTC refers to the site(s) of dispensing, manufacturing, and preparation of cannabis or marijuana for medical use.

Responsible Vendor - a Marijuana Establishment that the Commission has determined to have completed the initial training requirements and has maintained its training requirements.

Responsible Vendor Training Program - a program operated by an education provider accredited by the Commission to provide an annual minimum of three hours of required training to Marijuana Establishment Agents. The program shall be mandatory and the topics covered shall include, but not be limited to: an understanding of different products and methods of consumption including Edibles; potency; effects; secondhand absorption time; procedures to ensure that Consumers are not overserved; procedures for mitigating the risk of an impaired Consumer and ensuring the safety of patrons and the general public in the event of impairment.

Resources:

Good Feels Inc Employee Handbook, applicable Good Feels Inc SOPs, and any other Good Feels Inc training materials

MFG - Employee Training

A. General Overview of Laws, Regulations, and Regulatory Agencies in Relation to Good Feels Inc's Operations:

1. Provide employees with current information about workers' rights, Massachusetts worker's compensation, and labor laws.
2. Provide employees with an overview of local, state, and federal laws, regulations, 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.
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; and
 - The DPH.
4. Inform employees that the following violations that can result in immediate employee dismissal:
 - Diversion of marijuana;
 - Engaging in unsafe practices with regards to Good Feels Inc's operations; and
 - Conviction, plea deal, or not contest involving a felony drug offense involving distribution to a minor.

CMR 935.500.105(1)(m) (2019) CMR 935.501.105(1)(m) (2019)

5. Inform employees that the following could result in the revocation of their Agent Registration Card:
 - Failure to notify the Commission within five business days after becoming aware that their Agent Registration Card has been lost, stolen, or destroyed;
 - Failure to notify the Commission within five business days after a change in the registration information contained in the application or required by the Commission, such as:
 - Physical address; or
 - Open civil, judicial, or criminal investigations or pending actions.
 - Selling, transferring, distributing, or giving marijuana to an unauthorized person;
 - Fraudulent use of an Agent Registration Card;
 - Conviction, guilty plea, plea of no contest, or admission to a violation of any law.

CMR 935.500.032 (2019) CMR 935.501.032 (2019)

6. 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:

- Properly verify the age of an individual prior to allowing them access to Good Feels Inc' premises;
- Properly verify a patient's or caregiver's medical registration documents;
- Enter inventory into METRC;
- Maintain Good Feels Inc's facility in a clean, orderly, and sanitary order;
- Cooperate or otherwise comply with an inspection, including failure to comply with a subpoena; and
- Comply with Administrative Hold, Removal or Prohibition of Products, Quarantine Order procedures.

CMR 935.500.321(2)(i) (2019)	CMR 935.501.321(2)(i) (2019)	CMR 935.500.340(6) (2019)	CMR 935.501.340(6) (2019)	CMR 935.500.301(7) (2019)	CMR 935.501.301(7) (2019)	CMR 935.501.105(8)(f) (2019)	CMR 935.500.302(5) (2019)	CMR 935.501.302(5) (2019)	CMR 935.500.335(11) (2019)	CMR 935.501.335(11) (2019)	CMR 935.500.450(7)(a) (2019)	CMR 935.501.450(7)(a) (2019)	CMR 935.500.450(7)(e) (2019)	CMR 935.500.450(7)(c) (2019)
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7. Instruct employees that Good Feels Inc is an alcohol, smoke, and drug free workplace.

CMR 935.500.105(1)(k) (2019) CMR 935.501.105(1)(k) (2019)

8. Instruct employees to:

- Always cooperate with Commission personnel 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.

CMR 935.500.301(1) (2019) CMR 935.501.301(1) (2019)

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

- Being able to point out state and local business licenses, floor plans, fire safety permits, etc.;
- Being able to locate any and all business records; and
- Being proficient 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) (2019) CMR 935.501.301(3) (2019)

B. Compliance with Inventory Tracking and Inventory Management Requirements

1. 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, teach the employee how to:
 - Accurately enter and record information into METRC and Good Feels Inc's chosen computerized seed-to-sale system;
 - Record and report waste in METRC;
 - Create, adjust, and finish packages in METRC;
 - To report and compliance notifications; and
 - Report all entry errors immediately. **Note:** Please see Good Feels Inc's CLT -Tracking Inventory Items, and "YouTube Training Videos" in the Resources section for more information.

CMR 935.500.105(2) (2019) CMR 935.501.105(2) (2019)

C. Responsible Vendor Training - Adult-Use Marijuana Establishments

1. Ensure that all current Good Feels Inc owners, managers, and employees who handle marijuana have taken or are scheduled to take a Responsible Vendor Training class. **Note:** This requirement is applicable to any new or renewed license issued after July 1, 2019. If you license has not yet been renewed since July 1, 2019, this training must be complete before your license renewal.

CMR 935.500.105(2)(b)(1) (2019)

2. Ensure that all new employees take Responsible Vendor Training within 90 days of hire. **Note:** This requirement is applicable to any new or renewed license issued after July 1, 2019. If you license has not yet been renewed since July 1, 2019, this training must be complete before your license renewal.

CMR 935.500.105(2)(b)(2) (2019)

3. Monitor Good Feels Inc employees' training dates to ensure that everyone is taking Responsible Vendor Training once a year. **Note:** This requirement is applicable to any new or renewed license issued after July 1, 2019. If you license has not yet been renewed since July 1, 2019, this training must be complete before your license renewal.

CMR 935.500.105(2)(b)(3) (2019)

4. Maintain all Responsible Vendor training records for each owner, manager, or employee, or administrator, if applicable, for at least four years. **Note:** This requirement is applicable to any new or renewed license issued after July 1, 2019. If you license has not yet been renewed since July 1, 2019, this training must be complete before your license renewal.

CMR 935.500.105(2)(b)(5) (2019) CMR 935.500.105(2)(b)(4) (2019)

D. Security Training

1. Go over measures taken by Good Feels Inc to secure the manufacturing facility and prevent unauthorized access to the licensed premises with employees. Ensure agents know how to:
 - Properly verify identification and age.
 - Spot false identification.
 - Confiscate false and fraudulent identification.
 - Avoid common mistakes in ID verification.
 - Manage visitors upon access into Good Feels Inc's facility.
 - Restrict access to the limited access area. **Note:** The following Good Feels Inc SOPS can be used as training documents:
 - MFG - Facility Access Control; and
 - MFG - Visitor Access Control.

Best Practice

2. Teach employees about personal security techniques. **Note:** The following SOPs can be used as training documents:

- MFG - Opening and Closing Security Procedures;
- MFG - Safety Plan and Emergency Procedures.

Best Practice

E. Confidentiality Training

CMR 935.500.105(2) (2019)

CMR 935.501.105(2) (2019)

1. Instruct employees to never disclose any confidential information, including but not limited to:
 - Good Feels Inc's application materials;
 - Employee application materials and background checks;
 - Good Feels Inc's SOPs or price lists; and
 - Proprietary information, including Good Feels Inc's proprietary extraction techniques.

F. Training Specific to Manufacturing Operations

CMR 935.500.105(2) (2019)

CMR 935.501.105(2) (2019)

1. Provide employees with Good Feels Inc's product catalog, which must include:
 - All marijuana products actively manufactured at Good Feels Inc's facility;
 - The following for each product actively manufactured:
 - Description;
 - Photograph or illustration;
 - Packaging design;
 - Dosage amounts; and
 - Expected cannabinoid profile. **Note:** This is an adult-use requirement, and a best business practice for MTCs.

CMR 935.500.130(5)(h) (2019)

2. Provide all extraction employees with a Safety Data Sheet for each solvent used at Good Feels Inc's facility.
 - Train all extraction employees on how to respond to a chemical spill. **Note:** Good Feels Inc's MFG - Safety Plan and Emergency Procedures can be used as a training document.
3. Train and instruct employees to safely handle all equipment used at Good Feels Inc's manufacturing facility.
4. Teach Good Feels Inc personal safety and how to respond to all potential emergencies at Good Feels Inc's manufacturing facility. Conduct regular drills. **Note:** Good Feels Inc's MFG - Safety Plan and Emergency Procedures can be used as a training document.
5. Use the following to train employees on topics such as Good Manufacturing Practices and regulatory food handling

sanitation requirements:

- Medical Licenses - 105 CMR 500.000: “Good Manufacturing Practices for Food”.
- All licenses -
 - 105 CMR 300.000: “Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements”;
 - 105 CMR 590.000: “State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments”.
 - MFG - Employee Health and Sanitation;
 - MFG - Contamination Prevention; and
 - MFG - Daily Facility Cleaning.

G. Good Feels Inc Employee Training Records - Maintain in each of Good Feels Inc’s employee files and within Good Feels Inc’s business records the following:

1. Documentation of all required training, including:
 - Training regarding privacy and confidentiality requirements;
 - Signed statement of the Good Feels Inc employee indicating the date, time, and place they received the training; and
 - The topics discussed, including the name and title of presenters.

CMR 935.500.105(9)(d)(2)(d) (2019) CMR 935.501.105(9)(d)(2)(d) (2019)

2. Responsible Vendor Training. **Note:** Responsible Vendor Training training documentation must be kept for at least four years.

CMR 935.500.105(2)(b)(5) (2019)

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

CMR 935.500.105(9)(d)(2)(c) (2019) CMR 935.501.105(9)(d)(2)(c) (2019)

4. Periodic performance evaluations.

CMR 935.500.105(9)(d)(2)(f) (2019) CMR 935.501.105(9)(d)(2)(f) (2019)

5. Disciplinary records.

CMR 935.501.105(9)(d)(2)(g) (2019) CMR 935.500.105(9)(d)(2)(g) (2019)



GNL - Internal Quality Assurance Audit

Good Feels Inc.

Version:	1
Effective Date:	09/24/2019
Last Revised:	12/16/2019

Policy:

Is it Good Feels Inc's responsibility to adhere to its Management and Operations Profile, as well as standard operating procedures (SOPs) that are described in its application materials. In addition, Good Feels Inc must stay compliant with all relevant local, municipal, state and federal regulations as they apply to legal marijuana in the state of Massachusetts.

Therefore, members of Good Feels Inc's middle and senior management team will establish a regular schedule for monitoring Good Feels Inc personnel as they conduct their duties to ensure conformance.

Good Feels Inc will use its standard operating procedures on file as a baseline for assessing performance. If Good Feels Inc is a CMO, then standard operating procedures (SOPs) and record keeping requirements must reflect both medical and adult-use regulations.

- Records must be kept separate and designated by adult or medical use; and
- SOPs can be in one document, providing that it complies with both medical and adult-use regulations for SOPs. Otherwise, Good Feels Inc may maintain two sets of operating procedures; one applicable to medical use, and one applicable to adult use.

Non-conformances and Corrective Action requests can occur on the following levels:

- Individual employee;
- Group of individuals;
- Department-wide;
- Facility-wide; and
- Good Feels Inc-wide.

Good Feels Inc employees will be issued a Corrective Action Request Form if they are observed to be non-compliant with Massachusetts marijuana law and/or Good Feels Inc's Management and Operations Profile. Disciplinary measures will be taken if Good Feels Inc employees consistently demonstrate non-conformance. Moreover, Good Feels Inc's Director of Compliance or Facility Manager will report any issues to be found with Good Feels Inc's SOPs, and initiate facility, department, or Good Feels Inc-wide corrective action as needed. Corrective Action Request Forms will be issued accordingly and followed up on to ensure relevant employees are responding to the Corrective Action Request. **Note:** Good Feels Inc must immediately dismiss any Marijuana Establishment or Medical Marijuana Treatment Center Agent who has done the following:

- Diverted marijuana;
- Engaged in unsafe practices; or
- 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.

Please see Good Feels Inc's Employee Dismissal SOP for more information.

Policy Citations: CMR 935.501.103(2)(d) (2019); CMR 935.500.103(2)(d) (2019); CMR 935.502.105(1) (2019); CMR 935.502.105(9) (2019); CMR 935.500.105(9)(a) (2019); CMR 935.501.105(9)(a) (2019); CMR 935.500.105(9)(d)(4) (2019); CMR 935.501.105(9)(d)(4) (2019); CMR 935.501.105(1)(m)(1) (2019); CMR 935.501.105(1)(m)(2) (2019); CMR 935.501.105(1)(m)(3) (2019); CMR 935.500.105(1)(m)(1) (2019); CMR 935.500.105(1)(m)(2) (2019); CMR 935.500.105(1)(m)(3) (2019)

Purpose:

This document covers the steps Good Feels Inc's Facility Manager will take, in coordination with the Director of Compliance and Human Resources Manager, to ensure that Good Feels Inc personnel are conducting their duties in compliance with Massachusetts marijuana law and Good Feels Inc's Management and Operations Profile.

Scope:

Quality, Employees

Employee Responsible:

Facility Manager, Director of Compliance, Human Resources Manager

Definitions:

Commission - the Massachusetts Cannabis Control Commission. The Commission has authority to implement all Massachusetts Marijuana laws.

CMO (Colocated Marijuana Operations) - an MTC operating under a License or registration pursuant to 935 CMR 501.000: Medical Use of Marijuana, and a Marijuana Establishment operating under at least one License pursuant to 935 CMR 500.000: Adult Use of Marijuana, on the same Premises. Colocated Marijuana Operations pertain to cultivation, product manufacturing, and retail licenses, but not any other adult-use License.

Corrective Action Request Form - document used to originate a corrective action. Its purpose is to investigate a problem that has already happened for root cause analysis and resolution to prevent recurrence.

Generally Accepted Accounting Principles - are a set of rules that encompass the details, complexities, and legalities of business and corporate accounting. The Financial Accounting Standards Board (FASB) uses GAAP as the foundation for its comprehensive set of approved accounting methods and practices.

Non-Conformance - any deviation from work standards, practices, procedures, regulations, management system. performance etc. that could either directly or indirectly lead to injury or illness, property damage, damage to the workplace environment, or a combination of these.

Resources:

Good Feels Inc Management and Operations Profile, Good Feels Inc SOPs, training documents, Corrective Action Request Form, Audit Report.

GNL - Internal Quality Assurance Audit

A. Performing the Audit

1. Review the SOP(s) to be audited to understand the Good Feels Inc expectations that employee(s), department, or facility must be following.
[Best Practice](#)
 2. Review the findings of the previous audit to later review whether previously needed corrective action has been properly addressed.
[Best Practice](#)
 3. Prepare a dated Audit Report of the areas, steps or procedures to be audited, using the established Good Feels Inc SOP (or SOPs) for the task being audited as a baseline control measure.
[Best Practice](#)
 4. Conduct the initial audit.
 - Observe the individual(s) and/or process(es), using an item or items from the SOP as a checklist.
 - As items from the checklist are being audited, record all findings - positive and negative - on the Audit Checklist of the Audit Report and Corrective Action Request Form. Categorize all negative findings as critical, major, or minor.
[Best Practice](#)
 5. Review and present the results of the audit with the manager responsible for overseeing the procedure(s) being audited to ensure that both you and the manager are in agreement with the results of the audit.
[Best Practice](#)
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B. Addressing Non-Conformances

1. When non-conformances are agreed upon and noted during an internal audit, reference them in the Audit Report, and fill out a Corrective Action Request Form for the person, people, department, or facility responsible.
[Best Practice](#)
 2. Perform a one-on-one with the employee who is responsible for the non-conformance.
 - Ask another Good Feels Inc manager or supervisor to witness the one-on-one.
 - Provide the employee responsible for the non-conformance a dated copy of the Corrective Action Request Form.
 - Discuss the area(s) of non-conformance.
 - Train and instruct the employee on the correct SOP, using training materials as needed.
 - Assign a date to follow up on the corrective action to be taken.
 - Sign the Corrective Action Request and collect a signature from the employee responsible for the non-conformance and the Facility Manager responsible for overseeing the employee.
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[Best Practice](#)

3. Report progress of internal audits to senior management.

[Best Practice](#)

4. Follow-up on the audit as close as possible to the agreed upon date on the Corrective Action Request Form and assess the effectiveness of the action taken.

[Best Practice](#)

5. Note any findings of the follow-up in the Audit Report and Corrective Action Request Form.
 - When the findings are found to be satisfactory, close out the Corrective Action Request and end the process, or repeat the process beginning with the next Corrective Action Request Form that needs to be addressed.
 - When the findings of the follow-up are found to be incomplete or unsatisfactory, note the reason on the Corrective Action Request Form and set-up a new follow-up date.

[Best Practice](#)

6. If any issues are found to be persistent, report them to senior management and Human Resources along with suggestions for solutions.

[Best Practice](#)

7. When you deem it necessary, request a re-audit in order to determine if the actions taken were effective. When the corrective actions have not been effective, or have raised new issues and/or challenges in productivity, determine and initiate further corrective actions, and disciplinary measures, if applicable.

[Best Practice](#)

8. Report all corrective and disciplinary actions to the Human Resources Manager.

[Best Practice](#)

9. If a Good Feels Inc employee needs to be dismissed, use Good Feels Inc's Employee Dismissal SOP.

[Best Practice](#)

C. Recordkeeping

1. Keep and maintain records relating to internal quality assurance auditing, including SOPS, Audit Reports and Corrective Action Request Forms, in Good Feels Inc business records. Maintain all records with generally accepted accounting principles, and make them available to the Department upon request.

CMR 935.500.105(9)(a) (2019)	CMR 935.501105(9)(a) (2019)	CMR 935.500.105(9)(d)(4) (2019)	CMR 935.501105(9)(d)(4) (2019)
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2. Keep and maintain records relating to employee non-conformances in the employee's personnel file, including Corrective Action Request Forms, periodic evaluations, and all other disciplinary records. If the employee leaves Good Feels Inc, maintain their file for 12 months after their termination with Good Feels Inc. Maintain all records with

generally accepted accounting principles, and make them available to the Department upon request.

CMR 935.500.105(9)(d)(2)(f) (2019)	CMR 935.500.105(9)(d)(2)(e) (2019)	CMR 935.501.105(9)(d)(2)(e) (2019)	CMR 935.501.105(9)(d)(2)(f) (2019)
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3. Maintain all records for at least two years after the closure of Good Feels Inc, in a form and location acceptable by the Commission.

CMR 935.500.105(9)(g) (2019)	CMR 935.501.105(9)(g) (2019)
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Employee Handbook

Last Updated 10/20/2020

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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 CCC rules 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 15th and end of month 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 will create a workplace with minimal noise and good lighting and offer free healthy snacks, wellness programs.

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 present at our premises, 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 call or email your manager as soon as 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 working

Remote working 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 10 a.m. to 4 p.m. on weekdays. You may have a specific time you are to begin work. Please refer to your manager for further instruction. In general, office workers may come to work at any time between 9 a.m. and 11 a.m., depending on your team's needs.

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 20 days of Paid Time Off (PTO) per year. Your PTO accrual begins the day you join our company and you receive 1.7 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.



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).



CANNABIS

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

Goal 1 -- Hiring for a diverse workforce

- Diverse workforce made up of:
 - 50% women;
 - 30% minorities and;
 - 20% 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.

Goal 2 -- Inclusion Program

- Maintain measurements made up of:
 - 85% Job Satisfaction
 - Zero reports of non-inclusive behaviors

Program: Quarterly 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 shall come from a 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.