



# Danielle Hunt

 Partner

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**“Efficient, effective, hardworking, and reliable. I provide outside counsel that looks and feels like part of your inside team. I am an out-of-the box problem-solver who enjoys coming up with practical and elegant solutions to tricky legal problems. I have a true desire to understand clients’ businesses, pinch-points, and goals, and I know I have done something right when clients call with unexpected emergencies, to share well-deserved business successes, or just to kick the tires on a new idea.”**

Danielle Hunt assists clients throughout the Pacific Northwest to meet their corporate, transactional, and regulatory compliance needs. Danielle has comprehensive experience as a general business and transactional attorney with a focus on mergers and acquisitions, business formation, and corporate governance for profit and nonprofit clients.

With a background and concentration in assisting clients in highly regulated industries, Danielle is part of one of the first law firm teams in the state to assist companies operating in Washington’s cannabis market. Since cannabis legalization in 2013, Danielle has helped clients navigate ever-evolving legal challenges, regulatory uncertainty and change, and new market growing pains. In that time, Danielle has developed a dynamic and robust practice advising a wide variety of clients on state and federal legal matters surrounding cannabis, including marijuana, industrial hemp, and CBD. She is frequently called on to structure, draft, and negotiate merger and acquisition transactions and key strategic agreements relating to cannabis matters. Danielle also assists in the preparation of cannabis-specific policies for ancillary business, including financial institutions, and assists landlords, intellectual property companies, manufacturers, and investors in structuring and documenting strategic business relationships with cannabis-related companies.

Danielle also advises clients in other highly regulated industries including alcoholic beverages, health care, and financial institutions. Danielle serves as outside legal counsel to some of the region’s major financial institutions in the area of vendor management, including vendor contract review and negotiation.

## Education

J.D., Seattle University,  
2009

- Note and Comment  
Editor, *Seattle  
University Law Review*

B.A., University of  
Montana, journalism,  
2004

## Bar Admissions

Washington, 2009

## Professional Activities

- King County Bar Association, member
- Washington State Bar Association, member
- American Bar Association, member

## Representative Experience

### Cannabis—Mergers & Acquisitions

- Represented company in multimillion-dollar merger of a management service company with and into a multistate operating cannabis company. Negotiated, drafted, and closed complex transaction on an abbreviated timeframe.
- Represented local cannabis retailer in acquiring additional cannabis retail license. Structured and negotiated transaction involving complex regulatory compliance issues and acquisition of real estate.
- Represented seller in the sale of a western Washington cannabis retail business. Structured, negotiated, and documented multimillion-dollar transaction which included multiple retail locations, the sale of real estate, and the transfer of leasehold interests.
- Represented seller in the sale of a Snohomish County, Washington cannabis producer and processor business. Structured and drafted transaction documents and successfully navigated related regulatory issues surrounding seller financing. Also handled related transfer and documentation of updated lease.
- Represented seller parties in multi-party and multi-step sale of producer and processor business and related equipment, including documentation of complex intellectual property licensing agreement.
- Represented buyer in multi-step sale transaction involving sale of equipment and leasehold interest of cannabis producer/processor, including an option agreement covering potential later purchase of cannabis license. Representation also included advice and guidance related to licensing status and ongoing regulatory enforcement action relating to license.
- Served as local Washington State counsel for buyer in complex, multimillion-dollar reserve takeover of publicly traded cannabis company. As local counsel, representation included handling of state specific due diligence and Washington specific representations and warrants from seller.
- Represented Washington cannabis-related company in regard to partnership dispute and related redemption of ownership interests. Representation included structuring and drafting of complex redemption agreement.

### Cannabis—Regulatory

- Represented cannabis producer in seizure of packaging materials by U.S. Customs and Border Patrol. Assisted with the successful return of seized packaging materials and avoidance of fines.
- Represented numerous parties in navigating regulatory issues involving ownership of cannabis-related businesses, including the structuring, drafting, and vetting of documents with regulators to effect future transfer of ownership interests.
- Assisted client in responding to regulatory inquiry regarding “true party of interest” matter. Successfully handled communication and factual background documentation, leading to “no-action” determination by agency.
- Assisted in successful petition to appoint a general receiver over cannabis producer/processor company, including handling of and interface with Washington State regulators regarding issues relating to receiverships of cannabis companies.
- Reviewed cannabis company website, product descriptions, and labels for compliance with Washington State law and potential U.S. Food & Drug Administration compliance issues.
- Provide guidance and assistance to multiple cannabis companies in review of product labels and other descriptive information for compliance with Washington laws and regulations.

- Regularly provide guidance to clients relating to issues surrounding shipping, import, and export of hemp and hemp-derived CBD, including communications with the United States Postal Service.
- Assist clients engaged in growing and processing of hemp and processing and sale of related CBD products. Representation includes ongoing regulatory guidance and support relating to changing legal developments and guidance to support current business operations in light of legal and regulatory uncertainty.
- Provided guidance to cannabis companies on legal issues surrounding drift of pesticides from neighboring properties to cannabis crops.
- Provided regulatory guidance with respect to marketing activities and event participation for cannabis companies and related intellectual property companies. Representation included review and guidance with regard to advertising content, use of social media, advertising placement, permitted events, permitted event locations, and permitted event activities.

### **Cannabis—Strategic Agreements**

- Assisted in structuring and drafting management services agreements, including providing counsel involving regulatory rules and restrictions relating to ownership and control.
- Drafted and structured loan agreements between Washington cannabis companies and lender, including reviewing communications with Washington State regulators and requesting revision of loan agreements.
- Regularly provide regulatory compliance counsel in connection with structuring of strategic relationships between Washington State cannabis companies, including cannabis purchasing agreements and toll processing agreements.
- Formed and oversaw a team of Miller Nash attorneys to provide contract overflow assistance to online cannabis company in Washington State to cover internal personnel gap.
- Participated in team representing cannabis companies in multimillion-dollar fundraising efforts, including assisting with preparing investor risk disclosures specific to Washington State regulatory requirements and federal legality issues.

### **Cannabis—Ancillary Businesses**

- Provide guidance to financial institutions considering expansion of services to cannabis-related businesses, including preparation of internal policies and procedures relating to provisions of services to cannabis industry participants and reviewing and revising cannabis-specific customer agreements and related documents.
- Provided regulatory guidance and advice to online service provider relating to software compliance platform and solution for financial institutions providing services to cannabis companies.

### **Alcoholic Beverages**

- Member of regulatory team that assisted client in successfully navigating licensing, permitting, and compliance issues relating to opening of experiential brewery facility.
- Assisted client in researching and understanding U.S. alcoholic beverage shipping regulations and compliance issues throughout the United States and developed shipping strategies to meet their business goals.
- Provided preliminary assistance to seller in the structure and negotiation of potential multimillion-dollar sale of Washington State winery. Representation included counsel, guidance, and coordination of due diligence efforts.
- Advised multiple beverage clients on legal status regarding hemp and CBD-infused alcoholic beverages, and assisted clients in strategizing potential production of the same.
- Represented purchaser in the negotiation and documentation of transaction to purchase a western Washington micro-brewery.

### General Business Transactions

- Represented Pacific Northwest nonprofit organization in affiliation with another local nonprofit. Representation included coordination of due diligence and review of complex real estate holdings. Led deal team in the negotiation, drafting, and closing of complex affiliation agreement that included complex corporate governance and nonprofit organizational considerations.
- Represented professional engineering firm in multimillion merger transaction. Representation involved negotiating and drafting merger transaction documents, regulatory assistance involving professional licensure, and coordinating due diligence efforts.
- Represented warranty company in transaction involving sale of majority equity stake. Transaction involved strategizing and successfully executing F reorganization of company prior to sale.
- Represented major internet company in a multimillion-dollar sale of data facility in central Washington State, including structuring, negotiating, and drafting transaction documents and successfully navigating closing of transaction.
- Represented major health-care system in western Washington State in internal consolidation of subsidiary and affiliate entities. Transaction included guidance relating to and successful navigation of regulatory compliance issues and considerations resulting from consolidation.

### Publications

- “A Tale of Two Countries: Does Canada’s Legalization of Cannabis Give it the First Mover Advantage in Franchising,” *Franchise Law Journal* (2019)
- “The STATES Act—A Solution to the Cannabis Banking Problem on the Horizon?” Miller Nash Graham & Dunn, *Bank Law Monitor* (June 2018)
- “DOJ Rescinds the Cole Memo—What It Means for Your Financial Institution,” Miller Nash Graham & Dunn, *Bank Law Monitor* (Jan. 2018)
- “The Tension Between Financial Institutions and Recreational Marijuana Businesses,” Miller Nash Graham & Dunn, *Bank Law Monitor* (Feb. 2017)
- “Keeping the “Limited Liability” in Your Limited Liability Company,” Miller Nash, *News You Can Use* (June 2013)
- “Shifting Standards: Washington’s Regulation of Nonsurgical Cosmetic Procedures,” *Washington Healthcare News* (Oct. 2011)
- “Barriers to Care Removed, but State Obstacles Still in Place: The Future of Telemedicine in Washington State,” *Washington Healthcare News* (Nov. 2010)
- “Know Your Rights: A Legal Guide for People Living With Multiple Sclerosis,” National Multiple Sclerosis Society & Washington Appleseed Center for Law in the Public Interest (2008)
- “Recent Litigation Puts Fair Market Value of Physician Compensation Under The Microscope,” Miller Nash, *News You Can Use* (Nov. 2008)

### Presentations

- “Cannabis Banking: The Time Is Now,” Washington Bankers Association, 2019 Bankers Convention (July 2019)
- “Understanding and Negotiating Vendor Terms That Can Bite,” Initiative Accelerator (Jan. 2019)
- “Emergency Preparedness For Your Business,” Initiative Accelerator (Jan. 2019)
- “Business Law for Paralegals,” Lorman Education Services (Feb. 2018)
- “The Regulation of Medical Spas in Washington: Practice, Ownership, and Marketing Considerations,” Washington State Bar Association CLE Seminar, Critical Issues in Health Care (June 2012)

### Recognition & Honors

- Selected for inclusion as a Washington Super Lawyer—Rising Stars, 2016-present