



## Primary Contacts



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## Reliable, Agile Counsel for a Dynamic Industry

Miller Nash’s cannabis team was established in early 2013, shortly after legalization of recreational cannabis in Washington State, and we’ve given on-the-ground, practical guidance to the cannabis industry ever since. Our team assists a wide range of clients operating in each sector of the industry, including producers, processors, distributors/wholesalers, retailers, transporters, and quality assurance labs. Having taken part in drafting the initial regulations governing the cannabis industry in Washington and Oregon, and countless amendments and legislation since then, we regularly interact with state agencies and legislative bodies and we understand the context of how state rulebooks have evolved since the inception of the cannabis industry.

Our team of attorneys—with their business and cannabis industry knowledge, strategic mindset, experience advising those operating in highly regulated business environments, and proactive approach to mitigate risk and solve problems—is deeply valued by clients involved in all segments of the industry and at all stages of growth.

Our team is ranked nationally as one of the top firms in Cannabis Law by *Chambers USA*.

Our team provides services across a number of practice areas, including:

- Government & Regulatory Affairs
- Mergers & Acquisitions
- Business Transactions & Entity Formation
- Litigation & Dispute Resolution
- Intellectual Property
- Licensing
- Securities
- Tax
- Real Estate
- Insurance
- Native American Tribes & Organizations
- International Business & Dispute Resolution
- Employment & Labor Law
- Land Use & Environmental

### **Comprehensive Business Transactions**

We structure, negotiate, and draft a wide range of transactional documents and contracts relevant to established businesses and start-ups operating in the complex cannabis industry—including license agreements, services agreements, independent contractor agreements, employment agreements, subscription agreements, leases, assignments, promissory notes, and vendor agreements. Our extensive experience also helps inform clients in understanding and meeting their governance duties by advising them on their obligations in many contexts, including mergers, shareholder’s rights, and acquisitions.

### **Mergers and Acquisitions for Established Businesses and Start-up Companies**

Our team has represented established businesses and start-up companies in numerous mergers and asset purchases and sales, including multimillion-dollar transactions between international and publicly traded multistate operators and local entities. We have experience in structuring, negotiating, and drafting merger and acquisition documents and managing complex closings with an eye for regulatory compliance without sacrificing our clients’ interests.

### **Regulatory Compliance Knowledge**

Armed with a wealth of knowledge and experience with laws, rules, and regulations, we help clients review and assess possible risks of applicable local, state, and federal regulations, and guide them in developing processes and procedures to ensure regulatory compliance. Our team advises on matters such as cannabis regulatory compliance, packaging and labeling, quality assurance testing, pesticides, compliance for CBD and other cannabinoid products, and issues related to hemp production, processing, labeling, and marketing.

### **Contributions to Rulemaking, Policy Development, and Legislative Strategy**

The opinions of our cannabis team attorneys are frequently sought by local governments, state agencies, and legislators to inform rulemaking, policy decisions and changes to the laws, rules, and regulations that govern the cannabis industry. Our involvement with rulemaking in cannabis began with the passage of Washington’s Initiative 502 and Oregon’s Measure 91, and our team remains consistently engaged in monitoring amendments, revisions, and bills that affect the cannabis industry in those states. Our experience and contributions to rulemaking and policy include enforcement reform, residency requirements and access-to-capital, intellectual property licensing, tribal cannabis compacts, omnibus regulatory improvements, and business legitimacy concerns.

### **Multi-State Expansion**

As the cannabis industry grows, cross-border transactions are increasingly important in opening new markets and enabling brands to expand their geographic footprint. Our team has assisted multi-state operators and local partners negotiate complex contracts allowing established stakeholders to expand into new states while minimizing regulatory exposure and costs.

### **Litigation and Dispute Resolution Services**

We have defended a wide range of businesses in the cannabis industry against fines and license suspension and cancellation in actions brought by state agencies, cities, or counties for administrative or similar compliance violations. Additionally, we represent clients in high stakes cases against state agencies and authorities when their regulations violate constitutional mandates or other laws. We frequently assist clients in resolving disputes with partners, investors, or vendors and handle other litigation related to the cannabis industry.

### **Cannabis Related Businesses**

We also help financial institutions, real estate developers and owners, investors, software developers, technology companies, and vendors navigate the opportunities and risks involved in working with licensed cannabis companies. We have assisted in the development of policies and guidelines to document and govern how and to what extent these clients engage with the industry. We have structured, negotiated, and documented a multitude of business arrangements between industry members and supporting businesses, all in the spirit of regulatory compliance.

### **Hemp Businesses**

Our cannabis team also assists businesses engaged in the cultivation, processing, distribution, and sale of hemp and cannabidiol (CBD) products. We help our clients successfully navigate the still-developing legal and regulatory landscape for hemp and hemp-derived CBD products. Our work includes guidance on federal and state laws and regulations, and we have helped clients: develop Farm Bill-compliant state and tribal legislation and regulations; protect intellectual property; provide financial products and services and hemp-related businesses; navigate issues surrounding shipping, packaging, labeling, marketing, import, and export; and on CBD product manufacturing issues. Our cannabis team's consistent monitoring of federal and state agencies and frequent communications with state regulators allows us to offer sophisticated and meaningful insight to best meet the challenges faced by our hemp-industry clients.

### ***A Note on Federal Law***

*Our cannabis practice is limited to advising clients on conduct permitted under state laws. Activities permissible under state law may violate applicable federal drug laws and therefore carry risk of criminal penalties, including forfeiture of property. We are not criminal law lawyers and are unable to advise on criminal law matters relating to cannabis.*