



CANNABIS

Our Cannabis Group attorneys have expertise in the key disciplines required to succeed in the cannabis industry including regulatory/compliance, real estate, corporate, licensing and intellectual property. Our team includes attorneys with in-house, operational experience with multi-state operators and other industry participants and investment professionals. The group regularly counsels clients on matters involving medical and adult-use marijuana and hemp across the US.

We take an interdisciplinary approach to serve clients' needs in this quickly evolving industry. We exemplify the entrepreneurial spirit of RCCB working with clients to further their business goals.

SERVICES

- Debt and equity investments
- Regulatory compliance advisory, including navigating multi-state regulations, and banking and capital markets
- Due diligence and mock audits of vertical operational infrastructure
- Fund formation and investments
- Business startup considerations, including financing, corporate formation and structuring, and tax implications
- Mergers and acquisitions
- Labor and employment matters
- Intellectual property
- Cyber security
- Litigation

RELATED PRACTICES

Corporate & Business
Business Restructuring & Bankruptcy
Tax
Real Estate
Intellectual Property
Employment
Litigation

CONTACT

Neil M. Willner
Associate
212.994.0456
nwillner@rccblaw.com

TEAM

Roger J. Braunfeld
Alyssa J. Brodzinski
Jonathan Grosser
Marc E. Hirschfield
Marc Skapof
Jennifer Ilana Tintenfass
Donna A. Tobin
Neil M. Willner

- Real estate and land use
- Public Company related issues, including security settlement, clearing and cross-border issues

CLIENTS

- Investors, including investment funds and high-net-worth individuals
- Private Equity Companies
- Owners
- Dispensaries/retailers
- Distributors
- Cultivators
- Directors and officers
- Technology companies
- Delivery companies
- Container and packaging companies
- CBD, Hemp and other related companies throughout the cannabis vertical
- Industry trade associations and lobbying organizations

REGULATORY ADVICE AND EXPERIENCE

Our regulatory attorneys have experience in highly-regulated industries including counseling companies in the hemp and marijuana space, as well as serving as regulatory counsel for cannabis industry trade associations. In addition to helping clients navigate the disharmonized state of marijuana and hemp regulation, our attorneys regularly provide critical counsel in connection with M&A transactions, and conducting due diligence on acquisition targets. Our attorneys have served as local counsel on transactions across the United States, including California, New York, New Jersey, Massachusetts and Pennsylvania facilitating transactions through navigation of local regulations and interaction with regulators.

- Developing, implementing and maintaining regulatory enterprise risk management infrastructure for U.S. multi-state operators.
- Advising on cross-border securities law issues unique to the cannabis industry
- Counseling a California-based marijuana and hemp vertical on the permissibility of hemp-derived ingredients in regulated marijuana products. This ongoing engagement has encompassed over 20 states and includes discussions with state regulators.
- Regulatory Counsel to the ATACH Beverage Counsel, tasked with creating model regulations for the cannabis beverage sector. In this regard, we are currently working with regulators in NJ and NY and the legislature in PA.
- Served as outside regulatory counsel to an international bank underwriting an RTO, which at the time, was the largest in the cannabis industry.

- Served as local California counsel on a transaction representing the purchaser of an entity with over a dozen marijuana licenses in the state.
- Advise multiple clients in the retail hemp space on the permissibility of foods and beverages containing hemp-derived cannabinoids in nearly every state. We have worked with clients on strategy regarding hemp-derived delta 8 THC, CBG, CBN, and other novel cannabinoids.
- Counseling over a half-dozen clients across all stages of the cannabis vertical in crafting responsive comments to Pennsylvania's proposed permanent medical marijuana rules.

INDUSTRY INVOLVEMENT

We are deeply entrenched in the cannabis industry. Neil Willner serves as regulatory advisor to the American Trade Association for Cannabis and Hemp's (ATACH) CBD Task Force and ATACH's Cannabis Beverage Council and Capital Markets Council. Working with both C-suite executives and in-house counsel for some of the largest operators in North America, Neil has quarterbacked policy efforts like responsive comments to the DEA and USDA's hemp IFRs, as well as state-level rulemaking comments in Oregon, New York, Pennsylvania, Massachusetts, Connecticut and Florida. Not only do we advise the private sector, but we also work with associations comprised of state regulators like CANNRA.

EXPERIENCE

- Advising on regulatory matters in over a dozen jurisdictions with legal cannabis programs
- Serving as counsel to promoters raising funds to invest in various segments of the cannabis industry
- Serving as counsel to investors investing in cannabis businesses
- Advising investors and operators in medical marijuana dispensaries
- Counseling on real estate matters, including sale/leasebacks and land use matters
- Counseling on business structure and capital raising activities and debt financing
- Counseling with regard to general business matters including employment issues

TRANSACTIONAL EXPERIENCE

- Represented a vertically integrated cannabis company in negotiating a \$35 million senior secured loan for expansion and working capital.
- Represented a cannabis company in cash and stock purchase of a competitor.
- Represented a cannabis licensee in structuring, documenting and raising of capital for the acquisition of interests in multiple state licensed medical and adult-use cannabis cultivation and dispensary.
- Counseled investors in connection with a private placement to raise of capital for investment in state licensed medical and adult use cannabis cultivation and dispensary facilities.
- Counseled high-net worth individuals and family offices in connection with the review, negotiation and drafting of investor related agreements to deploy capital in cannabis.

- Advised landlords, tenants and property owners on the leasing, acquisition and disposition of real property in connection with cannabis related activity.
- Assisted clients with numerous sale/leaseback transactions throughout the country, including in California, Michigan, Illinois, Ohio, New York, Massachusetts, Pennsylvania, New Jersey and Virginia.
- Obtained zoning relief for medical and recreational cannabis dispensaries and cannabis cultivation facilities.

NEWS

Neil Willner Discusses Hemp Law and Policy at the ICBA CLE Program
January 5, 2024

Corporate/M&A & Private Equity Practice Recognized in 2023 Chambers USA Guide and Four Attorneys Named Among Leaders
Chambers USA Guide, June 7, 2023

Neil Willner to Speak at Cannabis Law Institute 2023: Igniting Legal Excellence in the Cannabis Industry
May 23, 2023

RCCB Sponsors 2022 PACT Capital Conference
November 16, 2022

Gary S. Kaminsky and Neil M. Willner Named Among The Global Top 200 Cannabis Lawyers
September 2, 2022

PUBLICATIONS

New Year, New Reporting Requirements: What the Corporate Transparency Act Means for Your Business
RCCB Client Alert, December 20, 2023