

Featuring Speakers From:

- Ashby Law Group PLLC
- C3 Law Group PLLC
- Dorsey & Whitney LLP
- Gleam Law PLLC
- Harris Bricken LLP
- Jeffers, Danielson, Sonn & Aylward PS
- Lane Powell PC
- Salal Credit Union
- Washington State Department of Financial Institutions

Who Should Attend:

Attorneys, industry participants, state and local government regulatory officials, lenders, and investors

A comprehensive seminar on

Cannabis Business Banking and Finance

Creative financing options, unique cannabis risk factors, strategies for structuring ownership and operations to best protect assets, investor due diligence



February 9, 2018

Seattle, Washington

Silver Cloud Hotel Seattle - Broadway

Credits: 6.50 WA CLE (call about others)
Quick when/where: 8:30 a.m., 1100 Broadway

Cannabis Business Banking and Finance Seminar

February 9, 2018 | Seattle, Washington
Silver Cloud Hotel Seattle - Broadway

Yes! Please register me:

Name: _____

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What type of credits do you need? _____

For which state(s)? _____

Register my colleague:

Name: _____

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For which state(s)? _____

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Phone: _____ **Fax:** _____

If you cannot attend in person, check boxes to order:

- Live Homestudy Webcast Homestudy Replay
 Course Materials



8:00 Registration Opens

8:30 Introduction & Overview
Robert McVay, Esq., *Program Co-Chair*
 Harris Bricken LLP ~ Seattle, WA
Sam Mendez, Esq., *Program Co-Chair*
 C3 Law Group PLLC ~ Seattle, WA

8:45 Planning, Financing, and Operating in the Face of Unpredictable Federal Law
 How to structure ownership and operations to best protect assets from seizure; how to set up financing to be able to offer lenders or investors a security interest in assets; how to avoid potential anti-racketeering law violations
Lewis M. Horowitz, Esq.
 Lane Powell PC ~ Seattle, WA
 Dealing with a hostile federal tax environment: Current IRS policies towards cannabis businesses; enforcement priorities; tips for setting up operations to minimize the size of the target on your back; how to respond when the IRS contacts you
Jim Hunt, Esq.
 Harris Bricken LLP ~ Seattle, WA

10:00 Break

10:15 Banking for Cannabis Businesses under Washington State Law
 Regulatory structures and issues: New developments; regulatory policy priorities; issues that need to be resolved from the agency’s perspective and plans for addressing them
Joseph M. Vincent, Esq., *Director of Legal Affairs*
 Washington State Department of Financial Institutions
 Olympia, WA
 Key issues from a banker’s perspective
Carmella Houston, *Vice President of Business Services*
 Salal Credit Union ~ Seattle, WA
 Key issues from the regulated community’s perspective
Sam Mendez, Esq., *Program Co-Chair*

11:45 State Taxation: How does the State Collect and Use It?
 Challenges and potential liabilities from an operational perspective
Roger E. Goodman, Esq.
 Gleam Law PLLC ~ Seattle, WA

12:15 Lunch (on your own)

1:30 Financing and Fundraising: Addressing the Unique Cannabis Risk Factors
 How to identify the unique risks of a cannabis business and present them in a disclosure document providing protection from investor failure to disclose lawsuits under federal and state securities laws
Christopher Barry, Esq.
 Dorsey & Whitney LLP ~ Seattle, WA
 Investor due diligence: What an investor should, and you should expect to, have on their checklist
Robert McVay, Esq., *Program Co-Chair*
 Tips on how to prepare the company for presenting itself in the best light
Sean Badgley, Esq.
 C3 Law Group PLLC ~ Seattle, WA

3:30 Break

3:45 Growing Your Cannabis Business Through Mergers & Acquisitions
 Washington residency and financing requirements for acquiring a cannabis business; the pros and cons of asset acquisitions vs. stock acquisitions; the need to consider what happens with debt and intellectual property; due diligence for buyer and seller
Joshua Ashby, Esq.
 Ashby Law Group PLLC ~ Bellevue, WA
 Appraisal: Nuances and challenges for valuing cannabis businesses
Lindsey J. Weidenbach, Esq.
 Jeffers, Danielson, Sonn & Aylward PS ~ Wenatchee, WA

5:00 Evaluations and Adjourn



About the Seminar



What previous attendees have said:

“This is the most valuable CLE I’ve attended since law school.”

“Very knowledgeable presenters.”

“I was so impressed by all speakers!”

“The content was fascinating.”

One of the biggest issues for the cannabis industry is finance. This seminar focuses on new, creative financing options in the face of federal laws against cannabis as well as an unpredictable federal administration. You will hear about current IRS policies and how to respond when the IRS contacts you; state taxation and how the state collects and uses taxes; how to structure ownership and operations to best protect assets from seizure; and how to set up financing for lenders and investors to avoid potential racketeering law violations.

Our distinguished speakers will address investor due diligence and how to address the unique cannabis risk factors and present them in a private placement memorandum. You will hear about growing your cannabis business through mergers & acquisitions, including the pros and cons of asset vs. stock acquisitions and considerations of debt and intellectual property. An important topic includes the nuances and challenges for valuing cannabis businesses.

We hope you will be able to attend this timely and informative program.

Program Co-chairs: Robert McVay, Harris Bricken LLP, and Sam Mendez, C3 Law Group



Robert McVay, *Program Co-Chair*, Harris Bricken LLP, focuses on helping clients in the regulated substances industry to plan, protect, and expand their businesses. He has assisted countless clients with company formation, Washington State regulatory compliance, and intellectual property protection, and also assists clients in the areas of export controls, customs, regulatory and trade compliance.

Sam Mendez, *Program Co-Chair*, C3 Law Group PLLC, focuses on business law, intellectual property, and cannabis law. He is experienced in corporate counsel, intellectual property, litigation, and policy research, and previously was the Executive Director of the Cannabis Law & Policy Project (CLPP) at the University of Washington School of Law.

Joshua Ashby at Ashby Law Group PLLC began working with his first startup in 1997 and has successfully assisted many more start-up and established companies since then. He has experience negotiating manufacture and wholesale agreements from Europe to South America, and previously lived in East Asia.

Sean Badgley, founder of C3 Law Group PLLC, works exclusively with Washington’s emerging cannabis industry. His role includes advising clients in I-502 compliant cannabis businesses, civil and administrative legislation, and successful representation against the Washington State Liquor Board.

Christopher Barry, Of Counsel at Dorsey & Whitney LLP, has acted as lead counsel in a broad variety of complex financing transactions and acquisitions and is an internationally recognized expert in structuring and competing cross-border financings and acquisitions. He advises clients who participate in the cannabis industry, including non-U.S. interests, concerning regulatory and financing matters.

Roger E. Goodman, State Representative and attorney at Gleam Law PLLC, is a nationally recognized drug policy reformer. He has dedicated over a decade to cannabis policy reform issues. His invaluable insight combined with his focus on marijuana business development and government relations helps clients navigate the highly regulated cannabis industry.

Lewis Horowitz is Chair of Lane Powell PC’s Taxation Practice Group and Co-chair of the Cannabis Practice Group. Lewis is also a Certified Exit Planning Advisor qualified to assist private companies with their succession planning.

Carmella Houston, Vice President at Salal Credit Union, created and manages the Business Services Division, including a portfolio of C&I and CRE loans and 350+ business accounts as well as 150+ cash management analysis accounts. She initiated niche market opportunities including banking state licensed and regulated cannabis businesses, as one of the the first financial institutions in the nation to openly lend to the industry.

Jim Hunt, at Harris Bricken LLP, has spent his legal career advising individuals, non-profit organizations, closely -held businesses, and Fortune 100 companies on tax law, including U.S. federal tax and Washington state tax controversies. He represents a wide variety of clients in the cannabis industry. He served from 2014 through 2016 as Chair of the State and Local Tax Committee of the WSBA.

Joseph Vincent, Executive Staff member at Washington State Department of Financial Institutions, serves as the Director of Legal Affairs.

Lindsey J. Weidenbach, Principal with Jeffers, Danielson, Sonn & Aylward PS, focuses her practice on tax law and 1031 exchanges, business and corporate law, as well as working with agriculture, highly regulated industries, and estate planning.



Registration & Other Seminar Information

To Register:

Call us at: 206-567-4490

Fax the registration form to us at: 206-567-5058

Email us at: registrar@lawseminars.com

Online: www.lawseminars.com

Mail the registration form on the front page.

Walk-ins are welcome, subject to space availability.

Registration is complete when we receive payment or agree to later payment.

Tuition: Regular tuition for in person or webcast attendance for this program is \$595 with a group rate of \$535 each for two or more registrants from the same firm. For government employees, we offer a special rate of \$445. For students, people in their job for less than a year, and public interest NGO's, our rate is \$297.50. All rates include admission to all seminar sessions, food and beverages at breaks, and all course materials. Materials will be available for download and review a few days before the seminar. Make checks payable to Law Seminars International. Financial aid is available to those who qualify. Contact our office for more information.

Substitution & Cancellation:

You may substitute another person at any time. We will refund tuition, less a \$50 cancellation fee, if we receive your cancellation by 5:00 p.m. on Friday, February 2, 2018. After that time, we will credit your tuition toward attendance at another program or the purchase of a webcast or audio replay.

Seminar Location: The seminar will be held at the Silver Cloud Hotel Seattle - Broadway at 1100 Broadway in Seattle, WA 98122. Call the hotel directly at (206) 325-1400 for reservations or use your favorite hotel booking site to find the best deal for you.

Continuing Education Credits:

Live credits: This program qualifies for 6.50 WA MCLE credits. Upon request, we will apply for, or help you apply for, CLE credits in other states and other types of credits.

Time Shift Your Content: Webcast and audio replays, with course materials, are available for \$595. The course materials alone are available for \$100. Replays will be available within three business days after the seminar or from the date we receive payment.

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Our Co-Chairs:



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 Harris Bricken LLP



Sam Mendez, Esq.
 C3 Law Group

General Webcast Info

- High quality audio & video
- View slide decks like you were in the room
- Works on any platform, any device

Live Webcasts

- Participate from anywhere
- Includes the ability to ask questions
- Qualifies for live credits in most states

Video Replays

- Allow you to time-shift your content
- The streaming version has navigation tools and search capabilities that allow you to quickly find the portions most important to you
- The Vodcast option allows you to make effective use of in-flight plane time

Audio Podcasts

- Perfect for making more effective use of the time you spend commuting

Law Seminars International News:

Related Seminars & Webcast Replays:

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SEPA & NEPA	January 10, 2018	Seattle, WA
Sustainable Groundwater Planning in California	February 5-6, 2018	Los Angeles, CA
Wine & Liquor Law	February 26, 2018	Vancouver, BC
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