



## Justin S. Daniels

Shareholder

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Justin Daniels provides corporate advice to growth-oriented and middle-market domestic and international businesses with a focus on the technology sector.

Justin's corporate practice consists of representing domestic and international businesses and business owners in all aspects of their growth cycles, from structuring new ventures, raising capital, deploying technology, and advising about acquisitions and divestitures to reviewing and negotiating key vendor, employment, and customer contracts. He has closed M&A transactions valued collectively at more than \$2 billion.

Justin advises his corporate clients on the deployment and scaling of technology ranging from SaaS, fintech, data centers to autonomous vehicles, artificial intelligence, mobile edge computing, drones, and cryptocurrency. Since data is critical to every transaction, he helps clients make informed business decisions while managing data privacy and cybersecurity risk.

When it comes to cybersecurity, Justin uses a pragmatic business approach to addressing cyber as a business enterprise risk at every stage in the business lifecycle. He specifically advises the C-suite and boards on identifying and managing cybersecurity risk with respect to mergers and acquisitions, investment capital transactions, lending, vendor and customer contracts, and cyber insurance. He leads breach incident response teams on ransomware and wire fraud cases in industries ranging from medical IT, health care SaaS, and logistics to manufacturing. Companies regularly seek Justin's advice about preparing to handle breach response and proactively managing cybersecurity risks.

In October 2022, Justin and his wife Jodi co-authored and released the book "Data Reimagined: Building Trust One Byte at a Time," which helps business executives create trust with their customers through their privacy and cybersecurity business practices. The book became a *Wall Street Journal* and *USA Today* best seller. The Daniels also co-host together the "She Said Privacy/He Said Security" podcast, which is consistently ranked as a top podcast in the privacy space.

Smart city technology is a focus area for Justin. He represents the Curiosity lab in Peachtree Corners that began by helping it build cybersecurity and privacy into the DNA of their infrastructure as part of its launch. The innovation lab has a 5G-enabled three-mile autonomous vehicle test track, a 25,000-square-foot innovation center and an intelligent network of connected IoT devices. The representation expanded into advising Peachtree Corners on the deployment of smart city technology ranging from autonomous vehicles, drones, SaaS-based civic apps, and digital cameras. Justin is an FAA-licensed Part 107 Commercial UAS (drone) pilot.

Justin is currently the co-chair of Baker Donelson's Blockchain and Digital Assets practice. Since 2017, he has also provided strategic advice to clients relating to blockchain technology. He represents a publicly traded company that is one of the largest crypto mining operations in the United States. He has extensive and significant experience in negotiating and drafting power contracts, crypto mining hosting agreements, and related critical data center and infrastructure necessary to engage profitably in cryptocurrency mining.

Justin also counsels clients about creating non-fungible token (NFTs) exchanges, through the creation and iteration of business models that address regulations including federal and state money transmitter laws, AML/KYC, privacy and cybersecurity, as well as whether tokens are considered securities.

Justin is also a nationally recognized keynote speaker. He spoke at RSA, the world's largest cybersecurity conference event in 2022, on the topic of "Autonomous Vehicles and Drones: Privacy and Security vs. Surveillance" and in 2021 on leading breach incident response with law enforcement. He has given numerous keynote presentations on topics including cybersecurity and M&A risk, artificial intelligence, integrated blockchain solutions, and balancing technological innovation versus privacy and security.



## Representative Matters

### M&A and Investment Transactions

- Represented a publicly held company in the \$45.2 million purchase of a mining facility and related mining equipment that included more than 6,000 of the latest-generation mining machines.
- Represented a publicly held company in the \$25.1 million purchase of a mining facility and related mining equipment that included more than 3,400 of the latest-generation mining machines.
- Represented a publicly held company in the \$50 million development of a new crypto mining facility that included the power contract, purchase of 1,000 mining machines, and procurement of facilities necessary to host the machines.
- Represented a publicly held company in the \$7 million purchase of a data center that will be redesigned into a crypto mining facility.
- Represented the lender in a \$40 million financing of a data center that included drafting operating covenants relating to ongoing cybersecurity requirements of the facility.
- Represented the seller in the sale of 18 car wash sites in a transaction valued at more than \$100 million.
- Represented a shareholder in the \$110 million sale of a management software company to a strategic buyer in a cross-border transaction.
- Represented a shareholder in the \$50 million sale of a health care business to a private equity fund.

### Technology/Cybersecurity/Smart City

- Representing a smart city 2,000 acre development in the state of Georgia that has a living laboratory component as part of a larger innovation hub across biosciences, agriculture, and sustainability with respect to the technology, cybersecurity, and data privacy aspects of the planned development. Represented a smart city in the technology, cybersecurity, and data privacy aspects of the deployment of mobile edge computer kiosks throughout the city.
- Represented a smart city in the technology, cybersecurity, and data privacy aspects of the deployment of four fully autonomous shuttles including addressing data ownership, sharing, storage and cybersecurity issues.
- Represented a transportation lab in the development of strategy and parameters for attracting companies to test drones indoors and outdoors at the facility as well as the evaluation and implementation of the 2021 FAA rules allowing flight over people and vehicles in certain circumstances.
- Represented an international fintech company in deploying their fintech app in the U.S. that included cybersecurity and privacy issues on a federal and multi-state level along with derivative rights issues relating to intellectual property matters.
- Represented a municipality on technology, cybersecurity, and privacy aspects of deploying a fintech app for use by citizens and local merchants.
- Represented a Fortune 100 client in their negotiations with an artificial intelligence (AI) human resources vendor for the global rollout of an AI tool designed to align job candidates with available employment opportunities.

### Incident Response

- Managed a data breach incident for a public company. Led the incident response team managing breach notification in multiple states, overseeing crisis communications, and analysis of materiality under new SEC cyber rules.

- Managed a data breach incident for a private equity-backed health care software development company. Led the incident response team managing breach notification in multiple states, law enforcement interaction, overseeing crisis communications, and ransom negotiation with threat actor.
- Managed a ransomware incident for a national transportation and logistics company. Led the incident response team in managing breach notification in multiple states, law enforcement interaction, overseeing crisis communications, and compliance with relevant breach notification laws in 30 states.
- Led an incident response team for a medical information technology company after a ransomware incident. Oversaw HIPAA issues, regulator issues and breach notification in multiple states, and managed law enforcement interaction, overseeing crisis communications and litigation arising from the data breach.
- Represented a private equity backed-technology SaaS company in responding to a ransomware incident. Led the incident response team in managing forensic analysis of the incident, law enforcement interaction, overseeing crisis communications and analysis of relevant state breach notification laws.
- Represented a U.S. distribution company for an international lubricants company in managing phishing incident that led to significant wire fraud. Managed the response in dealing with U.S. privacy laws, GDPR, law enforcement interaction and breach notification in more than 14 states.



## Professional Honors & Activities

- Selected to *Georgia Super Lawyers* in Business/Corporate (2024)
- Named a Georgia Rising Star by *Georgia Super Lawyers* (2006, 2007, 2009 and 2010)
- Named as one of Georgia's Legal Elite in Corporate Law, by *Georgia Trend Magazine* (2013)
- Creator and Leader – Inaugural Atlanta Cyber Week (2017)



## Publications

- "3 2 1... Impact! Early Results under the SEC's Cybersecurity Governance Rule," *Security Scorecard* (February 2024)
- Co-author – "D&O Liability and the SEC Cyber Rules," *Directors & Boards* (November 2023)
- Co-author – "Using AI in Cyber Incident Response Demands a Total Safety Check," *Bloomberg* (November 2023)
- "Show Your Work: The SEC Cyber Rules and Documenting Materiality Analysis Under NIST FIPS 199" (October 2023)
- "NIST Framework Can Nudge Companies Toward Trustworthy AI Use," *Bloomberg Law* (August 2023)
- "Cyber Vendor Deals Should Open Door to Attorney-Client Privilege," *Bloomberg Law* (May 2023)
- "A Baker's Dozen: Top Questions In-House Legal Counsel Should Consider Asking to Better Understand AI including ChatGPT" (April 2023)
- Co-author – "Practical Perseverance Prognostication During Crypto Winter," *Law.com/Legaltech News* (December 2022)
- "2022 Blockchain Co. Bankruptcies Raise Regulation Questions," *Law360* (December 2022)
- Co-author – "Blockchain Projects Need Smarter Contracts That Build Resiliency," *Bloomberg Law* (November 2022)
- Co-author – "Bitcoin Mining M&A in the Crypto Downturn Requires Due Diligence," *Bloomberg Law* (November 2022)
- Co-author – "Data Reimagined: Building Trust One Byte at a Time," with Jodi Daniels, *Lioncrest Publishing* (October 2022)
- "Non-Fungible Tokens: Buyer Beware!," *CrowdFund Insider* (February 2022)
- "Cybersecurity Due Diligence: The 3-Layer Chocolate Cake Approach," *Mergers & Acquisitions* (October 2021)

- Co-author – "OCC Issues Guidance on Safekeeping and Custody Services for Cryptocurrency," republished in *Corporate Compliance Insights* (August 2020)
- "Test Phish Reveals Group's Cyber Danger," *The Daily Report* (July 2018)
- "Improving the Enterprise InfoSec Prospecting Process: Atlanta CISOs Share Their Perspective," *ITSP Magazine* (September 2017)
- "Commentary: Atlanta Can Become a Global Cybersecurity Capital," *Global Atlanta* (July 2017)
- "Your Company Has Been Hacked; Should You Call the Government?," *Daily Report* (July 2017)
- Co-author – "Here's How We Can Make Atlanta the Next Cyber Hub," *Hypepotamus* (June 2017)
- Co-author – "Cybersecurity Public Private Partnerships: Challenges and Opportunities," *Law Journal Newsletters' Cybersecurity Law & Strategy* (February 2017)
- "Atlanta's Chance to be Recognized for Cybersecurity," *Atlanta Business Chronicle* (September 2015)
- "Baker Donelson Planning Cyber Business Accelerator," *Atlanta Business Chronicle* (August 28 – September 3, 2015)
- "Atlanta Plays a Key Cybersecurity Role," *Atlanta Journal-Constitution* (February 2015)



## Speaking Engagements

- The Cryptocurrency Markets: Virginia Tech, MBA Program (January 2023)
- "Law Enforcement and Blockchain," Atlanta Blockchain Center (October 2022)
- "Drones and Autonomous Vehicles: Privacy & Security vs. Surveillance," RSA Conference (June 2022)
- "A Ransomware Tale," Mississippi Society of CPAs' Health Care Services Conference (September 2021)
- Closing Keynote Speaker – "Inconvenient Necessity: Managing Cyber Risk in Integrated Technology Solutions," Qubit Conference (May 2021)
- "Ransomware Attacks: Prevention, Detection, and Mitigation," Cyber-Risk & Data Privacy Summit (January 2021)
- "Phisherman Bait: A Data Breach Story and Lessons Learned," CPA Academy (October 20, 2020)
- "Navigating the Virtual Road to Autonomous Driving: Using Simulations to Test, Train, and Validate Autonomous Vehicles," American Bar Association CLE Webinar (October 19, 2020)
- "How a City Addressed Cybersecurity and Privacy in the DNA of its Smart Transportation Zero-Cost Testing Facility," Cybersecurity Symposium for Smart Cities '20 (October 14, 2020)
- "Locking Down Your Data: Adapting to Lawyers Working Remotely," Practising Law Institute (September 2020)
- "M&A and Cyber Risk: Where Opportunity and Risk Converge," CPA Academy (September 2020)
- "Integrated AI/Blockchain Solutions: Debating Innovation vs. Privacy & Security," CPA Academy (September 2020)
- "Lessons Learned From Tackling Cyber Threats & Vulnerabilities During the COVID-19 Pandemic," Infosec Connect Virtual Event (July 2020)
- Panelist – "How Do You Identify And Manage Hidden Cyber Risk You May Be Assuming In Your Third Party Contracts," Infosec Connect Virtual Event (July 2020)
- "The International Cyber Drill Experience: Cross-Border Breach" (December 2019)
- "The Cyber Drill Experience," Windham Brannon Insights 2019, Atlanta, Georgia (December 2019)
- "The Cyber Drill Experience: M&A Edition," Fulcrum Equity Partners Executive Summit, Atlanta, Georgia (October 2019)
- "The Cyber Drill Experience," Tech Alpharetta, Atlanta, Georgia (September 2019)
- "The Cyber Drill Experience," Infraguard, Atlanta, Georgia (September 2019)
- "The Cyber Drill Experience," Cybercon, Atlanta, Georgia (September 2019)
- "Innovation vs. Security: How Blockchain and Future Technology Shape Infosec," Cybercon, Atlanta, Georgia (September 2019)

- Keynote Speaker – "Integrated Healthcare Blockchain Solutions," WBR Infosec Healthcare Connect, Ft. Lauderdale, Florida (August 2019)
- "Integrated Blockchain Solutions – Balancing Benefit vs. Risks," Accounting and Finance Show, New York, New York (July 2019)
- Keynote Speaker – "M&A and Cyber Risk: Where Opportunity and Risk Meet," WBR Retail Finance Connect, Miami, Florida (June 2019)
- "The March of the Chain Gang: Understanding Security Risk in Integrated Blockchain Solutions," Secureworld Atlanta (May 2019)
- "M&A and Cyber Risk: Where Opportunity and Risk Intersect," Invest Augusta (May 2019)
- "Cryptomining Malware: A New Major Headache with Hidden Risks," Secureworld (November 2018)
- "AI and Blockchain: The Latest Development in the Innovation vs. Security Debate," Secureworld, Denver, Colorado (October 2018)
- "AI and Blockchain: The Latest Development in the Innovation vs. Security Debate," Secureworld, Atlanta, Georgia (May 2018)
- "Simulated Phishing Cyberattack," Metro Atlanta Chamber Technology Leadership Council (May 2018)
- "The Great Debate: Innovation Versus Security," InfraGard Atlanta Members Alliance (IAMA) Annual A-LIST conference (February 2018)
- Speaker – Why You Hold the Key to Cybersecurity, 9th Annual TEDxPeachtree: Beneath the Surface, Atlanta, Georgia (October 2017)
- Featured – "Tech Tuesday: Cybersecurity, Digital Divide, Killer Robots, and Oreos," radio interview, The Dana Barrett Show (August 2017)
- Featured – "Tech Tuesday: Baker Donelson, Georgia Department of Economic Development," radio interview, The Dana Barrett Show (January 2016)
- Moderator – "Strengthening the U.S.-Israeli Partnership through Binational Investment in Cybersecurity Technology," Securing Your Future: Staying Ahead of Developments in Cybersecurity and its Impact on Technology, Advanced Manufacturing, Logistics, Health Care and Energy, Atlanta, Georgia, (August 2015)
- Moderator – "The Future of Southeast U.S. Cybersecurity Eco-System," Securing Your Future: Staying Ahead of Developments in Cybersecurity and its Impact on Technology, Advanced Manufacturing, Logistics, Health Care and Energy, Atlanta, Georgia (August 2015)
- Moderator – "CIO Product Pitch," Securing Your Future: Staying Ahead of Developments in Cybersecurity and its Impact on Technology, Advanced Manufacturing, Logistics, Health Care and Energy, Atlanta, Georgia (August 2015)
- "Anatomy of the Economics of a Series A Term Sheet," Atlanta Technology Village, Atlanta, Georgia (July 2015)
- Guest Lecturer – "Anatomy of a Series A Term Sheet," Emory University MBA Program, Atlanta, Georgia (March 2015)
- Moderator – "Latest Developments in Cyber Security: Assessing the Current Threat and Response," Baker Donelson and BDO USA, LLP seminar (November 2014)
- Guest Lecturer – "Anatomy of a Series A Term Sheet," Emory University MBA Program, Atlanta, Georgia (November 2014)
- Panelist – "Drafting IP Indemnities and Protections Against Online Infringement Claims," National Legal Teleconference, Legal Seminars International (July 2014)
- Featured Speaker – "Risk Management Considerations for Cross Border Technology Transactions," Legal Seminars International, Navigating Risk in Data & Technology Transactions Conference, Atlanta Georgia (March 2014)
- Guest Lecturer – "Entrepreneurship: From Idea to Exit," Emory University MBA Program, Atlanta, Georgia (September 2013)



- Featured Speaker – "Anatomy of an Operating Agreement," Aarons Grant & Habif, LLC, Atlanta, Georgia (May 2013)
- Featured Speaker – "Decoding the Asset Purchase Agreement," Atlanta Chapter, Georgia Society Certified Public Accountants (GSCPA), Atlanta, Georgia (April 2013)
- Featured – "Nuts & Bolts M&A: Understanding the Asset Purchase Agreement," legal seminar, Global Capital Connection (April 2013)
- Featured – "Understanding the Asset Purchase Agreement," National Business Institute (December 2012)
- "International Business Transaction Considerations," legal seminar for Gross Collins, P.C. (November 2012)
- Featured – "Nuts and Bolts M&A," Dekalb County Chapter, Georgia Society Certified Public Accountants (GSCPA), Atlanta, Georgia (July 2012)
- Featured – "Anatomy of an Operating Agreement," Dekalb County Chapter, Georgia Society Certified Public Accountants (GSCPA), Atlanta, Georgia (July 2012)
- "Selected LLC Operating Agreement Topics," Cherry Deckert & Holland (June 2012)
- Panelist – "M&A Experts Panel – Selling Your Business: The Process, the Pitfalls, What Really Matters," Technology Association of Georgia (April 2012)
- "LLC Operating Agreement Waterfalls," Gross Collins, P.C. (April 2012)
- "Practical M&A," Cobb County Chapter, Georgia Society Certified Public Accountants (GSCPA), Atlanta, Georgia (November 2011)
- "LLC versus the S-Corp," teleconference for the National Business Institute (October 2011)
- Panelist – "Technology M&A – Identify Your Goal Then Prepare and Execute," Technology Association of Georgia (August 2011)
- Featured – "Protecting your IP," interview on Malcom Out Loud television show (August 2011)
- "Practical Considerations in M&A Transactions," Atlanta Chapter, American Institute of Certified Public Accountants (AICPA), Atlanta, Georgia (June 2011)
- Featured – "Choosing the Right Legal Counsel," interview on Malcom Out Loud television show (June 2011)



## Webinars

- The SEC Cyber Rules and Materiality: Show Your Work! (October 31, 2023)
- The Latest Blockchain Dish: The BLT of NFT Recording (February 2022)
- Smart City Transformation Through ARPA Funds (December 2021)



## Education

- Duquesne University, J.D. and M.B.A., 1998
- Virginia Tech University, B.A. in political science, cum laude, 1993



## Admissions

- Georgia, 1999
- Pennsylvania, 1998
- U.S. District Court for the Northern District of Georgia