

James K. Dyer, Jr.

Sacramento, California
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Shareholder

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Areas of Practice & Industry Specialties

Corporate Law; Mergers and Acquisitions; Financial Services
Regulatory; Financial Institutions Law; Start-Ups & Early Stage
Companies

James (Jim) Dyer is the firm's Chief Financial Officer and Managing Shareholder of the Sacramento office of Buchalter. With more than 30 years of experience as a corporate and bank regulatory lawyer and a background in public accounting, Mr. Dyer serves as outside general counsel to a number of business enterprises ranging from privately held businesses to a publicly-traded company, including financial institutions.

Mr. Dyer guides his clients through complex business and finance transactions as an active member of their management teams, and is known for his approachable demeanor, proven judgment, and unwavering client loyalty and dedication. With over four years of experience as in-house counsel for a large, regional bank holding company, he has developed a unique perspective that many corporate lawyers do not possess.

On any given day, Mr. Dyer assists clients with a variety of general corporate matters, including corporate governance, corporate structuring, and shareholder relations. He has an active financial institutions practice that includes bank mergers and acquisitions and regulatory compliance. When his clients desire to raise money, they turn to Mr. Dyer for assistance with corporate finance and capital strategies. Depending on their approach to expansion, Mr. Dyer assists his clients with organic growth through the development of legal strategies for new products or services or the entry into new markets, drawing up on his extensive mergers and acquisitions experience. With a strong understanding of his clients' businesses, he has a deep bench of experience with general business matters, including contract negotiations, strategic alliances, and the resolution of disputes.

In his role as outside general counsel, Mr. Dyer serves as a trusted advisor and when needed consults with other experienced lawyers in the firm in areas such as dispute resolution, real estate purchases, sales and leasing, intellectual property, employment, and environmental issues.

Mr. Dyer was named 2020 "Lawyer of the Year" in Sacramento by *Best Lawyers* for Corporate Law, and again in 2021 for Business Organizations. He was also recently named 2020 Best of the Best Top 10% of America's Lawyers, and as one of America's Most Honored Lawyers by *The American Registry*. Mr. Dyer has been recognized as a *Best Lawyer in America* in the area of Business Organizations and Corporate Law since 2018. He has also been selected as one of *Northern California's Super Lawyers* since 2016 and as one of Sacramento Magazine's Top Lawyers since 2015.

Representative Matters

- Served as outside general counsel to one of the country's largest credit unions and various community banks in the California Central Valley*
- Advised \$900 million publicly traded bank holding company on acquisition of \$200 million bank in merger transaction valued at \$24 million consisting of half cash and half publicly traded stock, including active

involvement with due diligence, negotiation of Agreement and Plan of Reorganization, advising Board of Directors on fiduciary duties in connection with merger, filing regulatory applications with the Federal Deposit Insurance Corporation and the California Department of Financial Institutions, registering the stock with the Securities and Exchange Commission, rendering a tax opinion, and consummating the merger transaction*

- Advised financial institution in \$250 million note purchase*
- Advised publicly traded bank holding company in \$8 million private equity offering*
- Advised shareholder in acquisition of control of bank holding company, including filing of a Change of Bank Control Application with Federal Reserve Bank of San Francisco*
- Advised seller in sale of regionally branded meat packing company*
- Advised buyer in acquisition of petroleum supply company*
- Advised shareholder in purchase of shares in CA Corporate Code section 2000 dissolution action*
- Advised physicians in separation from medical practice as part of a dispute resolution*
- Structure corporate organization for future national franchisor*
- Structure corporate organization for large, family-owned winery and vineyard*
- Advised energy consulting and engineering firm on split-off transaction*

* Represents experience from a previous law firm.

Professional, Community, and Pro Bono Involvement

- Former appointed member of the following standing committees of the Business Law Section of the State Bar of California: Executive Committee, Corporations Committee and Financial Institutions Committee

Honors and Rankings

- “Northern California Super Lawyer” by *Super Lawyer Magazine*, Business and Corporate, 2016, 2018, 2019
- “Top Lawyer, Banking & Financial Services and Business/Corporate”, *Sacramento Magazine*, 2015-2016
- “Best of the Bar”, *Sacramento Business Journal*, 2015-2016
- “Outstanding Graduating Student in Taxation”, Texas Tech University School of Law, 1990

Publications

- OCC and FDIC “Valid When Made” Rule Reaffirmed: Interest Rate Limitations, or Lack Thereof, on Loans Made By National and State Banks and Federal Savings Associations Remain When the Loan Is Sold or Assigned, February 14, 2022
- Buchalter COVID-19 Client Alert: PPP Loans Now Available to Otherwise-Eligible Companies That Have Ended Their Bankruptcy Proceedings, *Buchalter Client Alert*, April 26, 2021
- Buchalter COVID-19 Client Alert: PPP Application Deadline Extended to May 31, 2021, *Buchalter Client Alert*, March 31, 2021
- Buchalter COVID-19 Client Alert: New Treasury PPP Rules Clarify Recent Changes to PPP Program, Extend Time to Obtain a PPP Loan to March 31, 2021, January 8, 2021
- Buchalter COVID-19 Client Alert: New PPP Changes in the Stimulus Bill: Second PPP Loan for Hardest-Hit Existing PPP Borrowers, Additional Categories of Forgivable Expenses, Tax Deductibility for Expenses Paid with PPP Proceeds, Lender Liability Limitations, Simplified Forgiveness Application for Loans of \$150,000 or Less, and Other Changes, *Buchalter Client Alert*, December 28, 2020
- Federal Banking Regulatory Agencies Issue Notice of Proposed Rulemaking Re: the Role of Supervisory Guidance, *Buchalter Client Alert*, October 30, 2020
- OCC Issues Final Rule Defining “True Lender” – A Bank is the “Lender” if it is Named the Lender in the

Loan Documents or if it Funds the Loan, *Buchalter Client Alert*, October 28, 2020

- Newly Enacted California Consumer Financial Protection Law (AB 1864) Reorganizes and Renames Financial Institutions Regulator for Expanded Oversight of Certain Consumer Financial Services Innovation Sector, *Buchalter Client Alert*, September 10, 2020
- Buchalter COVID-19 Client Alert: CFPB Issues Proposed Rule, FAQs and Revised CHARM Booklet for Transition from LIBOR, *Buchalter Client Alert*, June 5, 2020

Presentations

- Presenter, "Buchalter Presents: StartUp Financing Bootcamp," November 29, 2018
- Speaker, "The Road to TCPA Compliance," Sacramento Chapter of the California Credit Union Collectors Council, May 11, 2017

Education

Mr. Dyer earned his J.D. from Texas Tech University School of Law, where he was distinguished as an Outstanding Graduating Student in Taxation. He earned his B.A. from California State University, Sacramento.

Bar Admissions

- California