

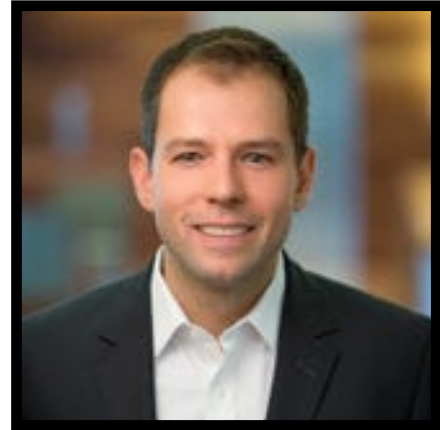
Thomas M. Karnes

Portland, OR
Shareholder

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Areas of Practice & Industry Specialties

Corporate Law; Health Care Law; Start-Ups & Early Stage Companies



Thomas M. Karnes is a Shareholder in Buchalter's Portland office and a member of the Firm's Corporate and Health Care Practice Groups. Mr. Karnes focuses his practice on representing closely held businesses, healthcare organizations, professional service firms and technology ventures. In addition to counseling clients in relation to governance and related matters, Mr. Karnes frequently advises clients in a full range of business transactions, including acquisitions, divestitures, mergers, management restructuring, joint ventures, and other structures. He has been recognized as an Oregon Rising Star by *Super Lawyers* from 2010-2013 in tax law and from 2018-2019 in business law.

Mr. Karnes served as a law clerk for the Oregon Department of Justice's Trial Division while he was in law school, working in the Employment and Torts Group. He also clerked at the Lewis & Clark Low-Income Taxpayer's Clinic.

Professional Activities

- Oregon State Bar, member
- Oregon State Bar, Health Law Section, Executive Committee, Secretary, 2016 to present
- Classroom Law Project, Board Member, 2018 to present

Publications

- "Credits Against the Oregon Corporate Minimum Tax Under *Con-Way, Inc. & Affiliates v. Department of Revenue*," Oregon State Bar, Tax Section Newsletter, Vol. 16, No. 1, Winter 2013.
- ORS Chapter 174—Statutory Rules of Construction. Thomas M. Karnes and Anne E. Villella. Interpreting Oregon Law – Oregon CLE 2009.

Presentations

- "Working Effectively with In-House Counsel," Multnomah County Bar Association, September 2018.
- "Jurisprudence," adjunct lecturer, National College of Natural Medicine, 2015.
- "Tax & Entity Considerations for Mission-Driven Entrepreneurs," Co-Presenter, Oregon State Bar, Tax Section, New Lawyers Committee, 2011.
- "Expiration of Energy Tax Credits," Real Estate Development Incentives, The Seminar Group, 2011.

Representative Matters

Representative M&A Transactions

- Represented venture backed fin-tech company in the sale to publicly traded buyer
- Represented closely held beverage services company with regional footprint in the sale to publicly traded buyer
- Represented food and beverage company in the sale of its multi-generational family business to private

equity buyer

- Represented food and beverage company in the sale of its multi-generational family business to publicly traded company
- Represented a regional hospital system in the acquisition of a chain of on-demand primary care health clinics
- Represented Medicaid organization in the acquisition of in-home primary care and hospice practice
- Advised professional engineering and associated services firm in multiple strategic acquisitions
- Represented professional services company with international operations implementing employee ownership program
- Outside general counsel to regional chain of on-demand primary care health clinics
- Represented investment company in fund deployment projects
- Resolution of combative shareholder deadlock in closely held media company

Education

Mr. Karnes received his J.D., *cum laude*, from Lewis and Clark School of Law in 2008. While attending Lewis & Clark, he was the Editor of Submissions of the *Lewis & Clark Law Review*. Mr. Karnes earned his B.A. in Economics from Willamette University.

Bar Admissions

- Oregon