



DAVE BERSON

Partner
Berson Law Group LLP

Practice Areas

Startup Business Formation
Mergers and Acquisitions
Business Contracts
Securities Law
FinTech and Blockchain Law
Corporate Governance
Business Taxation
Bank M&A and Regulation
AML/CFT Compliance

Bar Admissions

District of Columbia
Kansas
Missouri

Law School

Columbia University, J.D., 1989

Contact

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SUMMARY

Dave Berson is an attorney who has over 28 years of experience in business law, securities law and banking law. Dave is experienced in startup business formation, mergers and acquisitions, business contracts, private securities offerings, fintech and blockchain law, and corporate governance. Dave is also experienced in financial institution regulatory issues, bank mergers, and assisting banks with cease and desist orders and enforcement actions. Dave has coauthored the book *The Dodd-Frank Wall Street Reform and Consumer Protection Act* (American Bar Association 2011). Dave served as a member of the Bank Counsel Advisory Board of the Missouri Bankers Association from 2008 to 2013. Dave was also the Chair of the American Bar Association Subcommittee on State Banking Law from 2005 to 2007. Dave worked from 1995 to 1998 for members of the U.S. Senate Committee on Banking, Housing & Urban Affairs. During this time, Dave participated in the drafting of securities and banking legislation. From 1989 to 1995, Dave practiced business, securities, and banking law in Washington, D.C.

RELEVANT REPRESENTATION

Dave has advised businesses and financial institutions in the following matters:

Startup Business Formation. Assisted clients in the formation of corporations and limited liability companies. Assisted clients with a wide range of startup business issues, including negotiating funding from venture capital firms.

Mergers and Acquisitions. Conducted merger and acquisition transactions involving corporations, limited liability companies, bank holding companies and banks. Prepared the appropriate documents for mergers, purchase and assumption transactions, and stock purchases.

Business Contracts. Represented numerous businesses in the negotiation and preparation of business contracts, including employment agreements, consulting agreements, vendor contracts, services agreements, lease agreements, purchase and assumption agreements, and merger agreements.

Securities Law. Prepared Private Placement Memoranda, Subscription Agreements, Simple Agreements for Future Equity, Convertible Notes, and Restricted Stock Agreements for the issuance of restricted securities. Assisted in Regulation D private securities offerings to both accredited and non-accredited investors. Advised clients on the restrictions on the resale of privately held securities under SEC Rule 144, Section 4(a)(7) of the Securities Act and the "Section 4(a)(1)(1/2)" resale exemption. Prepared a no action request letter to the Securities and Exchange Commission. Assisted in public offerings of over \$1 billion in mortgage backed securities.

FinTech and Blockchain Law. Advised blockchain, digital asset and cryptocurrency businesses with issues related to startup formation, business contracts, tax compliance, private securities offerings, federal electronic transfer regulatory compliance, anti-money laundering compliance, OFAC compliance, and money transmitter licensing. Created an informational website on U.S. cryptocurrency and digital asset law at: blockchainlawguide.com.

RELEVANT REPRESENTATION (CONTINUED)

Corporate Governance. Advised directors and officers of corporations, insured depository institutions and 501(c)(3) non-profit corporations about their fiduciary duties. Prepared articles of association, bylaws, board resolutions, stockholder resolutions and stockholders agreements for corporations and banks. Employment Agreements. Assisted both executive officers and businesses in the preparation of employment agreements, consulting agreements, independent contractor agreements, retention agreements, and change in control agreements.

Business Taxation. Assisted clients with respect to business taxation issues of sole proprietorships, partnerships, C corporations, and S corporations.

Wage and Overtime Audits. Assisted small businesses in defending wage and overtime audits by the Kansas Department of Labor and the United States Department of Labor.

Bank Mergers and Acquisitions. Assisted clients in the formation of de novo national banks, federal savings associations and bank holding companies. Assisted clients in the formation or purchase of bank branches, insurance agencies and securities brokerage subsidiaries. Assisted banks in selling securities, annuities and insurance to their customers through dual-employee and referral arrangements with securities brokers and insurance agencies.

Bank C&D Orders and Enforcement Actions. Assisted in defending banks and their directors and officers with respect to enforcement actions by regulatory agencies. Assisted banks in troubled condition regarding cease and desist orders and the proposed assessment of civil money penalties. Negotiated MOUs and cease and desist orders with federal banking agencies.

Bank Regulatory Compliance. Assisted banks and bank holding companies regarding compliance with numerous federal and state regulations.

Anti-Money Laundering Compliance. Assisted financial institutions in complying with the AML/CFT compliance regulations and OFAC sanctions compliance program requirements. Prepared anti-money laundering compliance programs for various financial institutions, including a \$35 billion bank holding company with international affiliates and a \$1 billion money services business with international affiliates.

EMPLOYMENT HISTORY

Berson Law Group LLP (Overland Park, KS)

December 2007 to present

Partner in law firm. Website: banktaxlaw.com

Stinson Morrison Hecker LLP (Kansas City, MO)

March 1998 to December 2007

Partner of Stinson Morrison Hecker LLP from 2002 to 2007.

Shareholder of Stinson Mag & Fizzell, P.C. from 2001 to 2002.

Associate of Stinson Mag & Fizzell, P.C. from 1998 to 2000.

United States Senate (Washington, DC)

February 1995 to March 1998

Staff Director of Senate Subcommittee on International Finance from 1997 to 1998.

Legislative Counsel from 1996 to 1997.

Legislative Assistant from 1995 to 1996.

Drinker Biddle & Reath (Washington, DC)

August 1991 to February 1995

Associate in law firm.

Milbank, Tweed, Hadley & McCloy (Washington, DC)

September 1989 to August 1991

Associate in law firm.

EDUCATION

Columbia University, J.D., 1989
University of Richmond, B.A., *summa cum laude*, 1986

SPEAKING ENGAGEMENTS

- *Introduction to Blockchain Law*, Kansas Women Attorneys Association (July 18, 2019).
- *Blockchain and Cryptocurrency Regulation*, ABI Winter Leadership Conference (December 7, 2018).
- *The New Tax Act: Summary of Key Changes for 2018*, Kansas Bar Association Annual Meeting (June 15, 2018).
- *The ABCs of the IRS in 2018 for Entrepreneurs, Startups and Small Business Owners*, Boulder Startup Week 2018 (May 17, 2018).
- *Drafting Contracts In Anticipation of Future Litigation: Controlling Law, Arbitration and More*, NBI Continuing Legal Education Seminar (March 26, 2018).
- *Indemnification Provisions 101: Putting Theory Into Practice*, NBI Continuing Legal Education Seminar (March 26, 2018).
- *Fundamentals of Startup Business Law*, Kansas Bar Association Continuing Legal Education Seminar (January 29, 2018).
- *Tax Tips for Small Businesses*, Kansas Bar Association Continuing Legal Education Seminar (February 6, 2017).
- *Legal Issues of Banks In Troubled Condition*, Missouri Independent Bankers Association Directors & Officers Workshop (May 9, 2012).
- *Bank Failures: Five Things Every Bankruptcy or Commercial Lawyer Should Know*, Kansas City Metropolitan Bar Association (May 10, 2010).
- *AML/BSA Update*, Mid-America Payments Exchange Electronic Payments Law Summit (September 4, 2008).

BOOK

- *The Dodd-Frank Wall Street Reform and Consumer Protection Act: From Legislation to Implementation to Litigation* (American Bar Association 2011).

ARTICLES

- *Overview of Blockchain Technology and US Blockchain Law*, The Computer and Internet Lawyer Journal, Vol. 36, No. 6 (Wolters Kluwer June 2019).
- *Blockchain Law 101: Understanding Blockchain Technology and the Applicable Laws*, The Journal of the Kansas Bar Association (February 2019).
- *Bank M&A: Important Deal Points to Consider Before You Start Negotiating*, Missouri Independent Bankers Association - Show Me Banker Magazine (February 2018).
- *Corporate Housekeeping: Are Your Articles, Bylaws and Shareholders Agreements Up To Date?*, Missouri Independent Bankers Association - Show Me Banker Magazine (July 2017).
- *Selling Stock: Securities Law Compliance for Community Bankers in 2017*, Missouri Independent Bankers Association - Show Me Banker Magazine (March 2017).