Buchalter

Christopher Rogers

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Shareholder

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Areas of Practice & Industry Specialties
Corporate Law; Mergers and Acquisitions; Fund Formation/Investment Management; Real Estate; Capital Markets and Securities Regulation; Family Office & Wealth Management; Private Equity and Venture Capital; Start-Ups & Early Stage Companies; Technology

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Christopher Rogers is a Shareholder in the Firm's Scottsdale office and a member of the Corporate practice group. Mr. Rogers' practice focuses on corporate, securities, mergers and acquisitions, real estate finance, and all kinds of business transactions. He regularly represents investors and companies as they conduct securities offerings and other finance and capital transactions as well as advising them through ordinary course legal issues.

Clients often turn to Mr. Rogers to organize and advise their businesses and investment funds (including venture, real estate, and qualified opportunity zone investment funds). He offers significant experience in proper governance through operating agreements, equity incentive plans, shareholder agreements, disclosure and offering materials, Securities and Exchange Commission (SEC) compliance, as well as regular legal issues facing any operating business. Regularly serving as transaction counsel in the sale or purchase of small and large businesses, clients often turn to Mr. Rogers for knowledgeable guidance through some of the most important transactions for any business.

His clients include real estate and venture capital funds, investment advisors, founders and entrepreneurs, growing and mature companies and partnerships, and others in industries as diverse as real estate, technology, agriculture, energy, food service, financial technology, manufacturing, emerging industry, finance, entertainment, and others.

Mr. Rogers is active in both the legal and broader business and investment community. He can often be found mentoring entrepreneurs throughout the startup-ecosystem. He serves on the Board of Directors of the Association for Corporate Growth-Arizona Chapter, a leading mid-market private equity organization, and is actively involved with the Arizona Technology Council, Invest Southwest, and Venture Madness. Mr. Rogers holds leadership positions in the State Bar of Arizona, serving on the Executive Council of the Business Law and the Securities Regulation Sections.

He invested his early professional life on the east coast where he worked in Congress as a Legislative Assistant advising a member of the House International Relations Committee on trade, defense and business issues and then later in the political unit at CNN as one of the producers of the daily political debate program "Crossfire."

Awards and Honors

- The Best Lawyers in America©, Corporate Law (2023 & 2024)
- Phoenix magazine, "Top Lawyer," Securities Law (2022)
- Southwest Super Lawyers Rising Stars®, Securities and Corporate Finance (2015 – 2018)

Professional Involvement

Association for Corporate Growth – Arizona

- President, Board of Directors (2022-present)
- Member, Arizona Chapter, Board of Directors (2017 – present)

State Bar of Arizona

- Business Law Section
  - Chair, Business Law Section (2020 – 2021)
  - Executive Committee, Business Law Section (2017 – present)

Securities Regulation Section

- Chair, Securities Regulation Law Section (2021 – 2022)
- Vice-Chair, Securities Regulation Law Section (2019 – 2020)
- Executive Committee, Securities Regulation Law Section (2015 – present)

American Bar Association

- Member, Business Law Section

Canada-Arizona Business Council

- General Counsel (2012 – 2016)

Muhlenberg College Alumni Board

- Director, Governance and Nominations Committee (2010 – 2014)

Business Law Brief

- Jr. Editor (2007 – 2008)

Representative Matters
Mergers, Acquisitions, and Dispositions
Represent Buyers and Sellers in negotiating and completing purchases and sales of operating companies, including negotiating principal purchase agreements, restrictive covenant agreements, rollover transactions, employment agreements, loan and other financial documents, and conducting due diligence. Recent transactions include:

- Buyer’s counsel in acquisition of a hydro-technology company
- Buyer’s counsel in roll-up acquisitions of medical technology companies
- Seller’s counsel in a $40 million sale of healthcare company
- Seller’s counsel in a $100 million sale of government contractor
- Seller’s counsel to an entertainment company
- Seller’s counsel in an $11 million sale of retail goods manufacturer
- Buyer’s counsel to a financial institution in $11 million asset purchase
- Seller’s counsel in a $6 million sale of special education schools and related special education transportation logistics company
- Seller’s counsel in the sale of aerospace parts manufacturing business

- Seller’s counsel in the sale of a restaurant
- Seller’s counsel to autism services company in the sale of controlling interest
- Seller’s counsel in the sale of construction logistics company
- Buyer’s counsel in the acquisition of a construction company
- Seller’s counsel in sales of Registered Investment Advisor (RIA) firms

Investment Fund Formation and Compliance
Represent sponsors in structuring and marketing private investment funds and affiliate entities, including, regulatory compliance and drafting governing documents and offering materials. Recent funds include:

- $50 million Qualified Opportunity Fund focused on multi-family and mixed use real estate development
- $50 million Qualified Opportunity Fund, and $50 million sister fund, each focused on developing novel residential communities
- $100 million project-specific Qualified Opportunity Fund focused on developing office, retail, and restaurant development
- $20 million venture strategy equity investment fund
- $5 million commercial real estate fund
- $20 million mortgage-backed debt fund

Securities and Securities Offerings

- Issuer’s counsel in go-public transaction on Toronto Stock Exchange Venture Exchange
- Issuers counsel in various venture investments, including Seed, Series A, Series B, etc.
- Represented an Internet of Things (IoT) technology company with a private placement of equity securities
- Represent an energy technology company in $10 million private placement
- Represent emerging agribusiness company in $30 million offering of equity and debt, domestically and in Canada
- Represent energy-generation technology company in $12 million private placements of debt and equity
- Represented a financial services firm and its owner in the multi-million dollar sale of a substantial minority interest to employees
- Represented a healthcare technology company in connection with a Series Seed Private Placement
- Seed round Private Placement for nutrition technology company
- Represent a cybersecurity and technology company in private placement of equity

Corporate

- Represented a technology company in negotiating and drafting a software development agreement; drafting an operating agreement and equity incentive plan; and assisting with partnership negotiations
- Represented a media professional in negotiating the terms of separation from the company
- Assisted a start-up gig economy technology company with drafting a software development agreement, establishing its Terms of Use, and reviewing and assisting with other various business agreements
- Drafted the Terms of Use policy for an internet real estate marketing and lead generation technology company
- Represented affiliated real estate companies in drafting limited partnership agreements
- Represented a growing Arizona medical practice in the sale of a minority interest
- Assisted a successful Arizona restaurant chain with forming a legal entity, drafting an operating

agreement, and structuring equity incentive compensation

- Advised medical practice on transition issues following an acquisition
- Represented a partner of a medical practice in his separation from the company
- Represented a cloud-based supply chain software company in stock forfeiture and release

Finance

- Represented an emerging industry company with secured note and equity interest offering transactions totaling $21.75 million
- Represented a senior care facility company in two secured loan and equity transactions totaling $42 million
- Represented U.S. Parent Company in acquisition of $10 million loan to its Latin American Subsidiary
- Represented affiliated real estate companies in negotiating multi-disbursement loan transactions in excess of $20 million
- Represented affiliated real estate companies in various multi-million dollar loan transactions
- Represented an agriculture company in $20 million line of credit refinance
- Represented investment firm with structuring a $700,000 equipment lease financing program
- Represented an Arizona financial institution in the sale of a distressed loan portfolio and in connection with defaulting assets

Venture Capital
Represent venture investors and operating companies in negotiating investments and fund formation. Recent transactions include*:*

- Issuer's counsel in Series A and Series B financings for various issuers
- Seed investment in a gig-economy technology company
- Convertible note offering for mobile device automation technology company
- Several emerging agribusiness investments involving debt and equity
- Represented investor in $300,000 purchase of convertible debt investment in an emerging industry company

Securities Enforcement, Compliance, and Litigation
Represent various registered investment advisers (RIAs) and private investment funds in regulatory compliance, including periodic reports, and in inquiries, audits, and proceedings with the Securities and Exchange Commission, Securities Division of the Arizona Corporation Commission, and other regulators.
Intellectual Property
Outside corporate counsel to companies across a multitude of industries in trademark filings, protection of trade secrets, and assignment and licensing of inventions and other intellectual property.

Publications

- Let's Make A Deal, March 1, 2022
- Potential Regulatory Relief for Sponsors Raising Equity for Qualified Opportunity Funds, *Novogradic Journal of Tax Credits*, April 1, 2021
- Capital Raising Developments for Qualified Opportunity Funds, *Opportunity Zone Magazine*, February 25, 2021
- The Securities Laws Landscape for OZ Funds and their Managers, *Opportunity Zone Magazine*, June 18, 2020

- IRS Guidance Provides More Coronavirus Relief to Qualified Opportunity Funds and Their Investors – Including Additional Time To Invest, *Jennings Strouss Blog* , June 9, 2020
- Qualified Opportunity Zones: Newly Released Guidance by Internal Revenue Service (IRS), *Jennings Strouss Blog* , April 19, 2019
- Introduction of Regulation Crowdfunding, *Financier Worldwide*, July 25, 2016
- New Federal Crowdfunding Rules, *Jennings Strouss Blog* , May 16, 2016
- Planning for a Successful Business Partnership, *Construction Executive*, January 20, 2016
- Looking Far North to Raise Growth Capital, *Jennings Strouss Blog* , September 15, 2015
- The Art of the Deal: Know Your (Capital) Market, *Canada Arizona Business Council Resource Guide*, January 1, 2014
- For Investment Capital, Head to Canada, *Canada-Arizona Business Council Resource Guide*, January 1, 2013

Presentations

- Panelist, " Launching a QOZB: How to Establish and Structure a Qualified Opportunity Zone Business for Best Results and How to Best Navigate Requirements," Opportunity Zone Expo, October 2, 2022
- Presenter, "Contract Provisions And Negotiations For Medical Professionals," Midwestern University Alumni Webinar , October 7, 2021
- Co-Presenter, "SEC Developments," State Bar of Arizona, December 16, 2020
- Moderator, "A Celebration of Leadership," Association for Corporate Growth, November 10, 2020
- Presenter, "Opportunity Zone Incentive: Key Issues for Business, Investors, and Funds," State Bar of Arizona, February 19, 2020
- Co-Presenter, "Qualified Zone Opportunities," Surety Association of Arizona, November 19, 2019
- Presenter, "Qualified Opportunity Zones and Qualified Opportunity Funds," Bell Bank, November 12, 2019
- Presenter, "Pinal County Qualified Opportunity Zone Investment and Development Forum," Pinal County, October 18, 2019
- Panelist, "Qualified Opportunity Zones and Qualified Opportunity Funds," Yuma County Seminar, May 18, 2019
- Panelist, "The Qualified Crowd: Knowing Which Businesses are OZ Eligible While Pinpointing Trends," Opportunity Zone Expo, May 10, 2019
- Speaker, "Opportunity Zones Discussion," Jewish Federation of Greater Phoenix, April 17, 2019
- Panelist, "Qualified Opportunity Zone Discussion," Law Firm Alliance, December 1, 2018
- Panelist, "Qualified Opportunity Zones Seminar," Jennings, Strouss & Salmon, November 1, 2018
- Speaker, "Foreign Direct Investment From Canada into Arizona," State Bar of Arizona Business Law Section, May 17, 2017
- Presenter, "Securities: Tackling Future Issues Today," State Bar of Arizona Convention, June 15, 2016
- Speaker, "Raising Money, Regulation and Litigation in Arizona: Crossing the Border Raising Money in Canada," State Bar of Arizona Annual Convention, January 1, 2015
- Speaker, "Canadian Capital Market Opportunities, A U.S. Lawyer's Perspective," TMX Finance Series, January 1, 2014

Education

Mr. Rogers earned his J.D. from the American University Washington College of Law. He earned his B.A. in

International Studies: Global Trade and International Business from Muhlenberg College.

Bar Admissions

- Arizona
- New York
- New Jersey

Community

- Jennings Strouss Foundation – Vice President, Board of Directors