

Christopher J. Rogers

Member



Overview

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. He is Chair of the State Bar of Arizona's Business Law Section and Chair-Elect of its Securities Regulation Section.

Contact

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Areas of Focus

- Corporate Law
- Corporate Finance
- Securities
- Intellectual Property
- International Capital Markets
- Venture Capital and Private Equity Funds
- Mergers and Acquisitions
- Real Estate Syndication
- Opportunity Zone Funds and Investments

Education

J.D., American University Washington College of Law (2008)

B.A., International Studies: Global Trade and International Business, Muhlenberg College (2001)

Biography

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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. Mr. Rogers also assists registered investment advisers and investment funds manage SEC obligations. 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 banks, 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 will 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.

Growing up in Utah and Arizona, Chris continued his education and 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.”

Admissions

Admitted to Practice

- Arizona
- New York
- New Jersey

Representative Experience

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 transaction 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

Securities and Securities Offerings

- 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

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, roll-over 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
- 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
- Represented 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

Venture Capital

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

- 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

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 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.

Media and Presentations

Articles

- Co-Author, "[Capital Raising Developments for Qualified Opportunity Funds](#)," *Opportunity Zone*

Magazine, Volume 2, Issue 1 (February 25, 2021)

- Author, "[The Securities Laws Landscape for OZ Funds and their Managers](#)," *Opportunity Zone Magazine, Volume 1, Issue 3* (June 18, 2020)
- Featured, "[Introduction of Regulation Crowdfunding](#)," *Financier Worldwide* (August 2016)
- Author, "[Planning for a Successful Business Partnership](#)," *Construction Executive Magazine* (2016)
- Co-Author, "The Art of the Deal: Know Your (Capital) Market," *Canada Arizona Business Council Resource Guide, Vol. 2* (2014)
- Co-Author, "For Investment Capital, Head to Canada," *Canada-Arizona Business Council Resource Guide, Vol. 1* (2013)

Blogs

- "[IRS Guidance Provides More Coronavirus Relief to Qualified Opportunity Funds and Their Investors - Including Additional Time to Invest](#)," *Jennings Strouss Blog* (June 2020)
- Co-Author, "[Qualified Opportunity Zones: Newly Released Guidance by Internal Revenue Service \(IRS\)](#)," *Jennings Strouss Blog* (April 2019)
- Author, "[New Federal Crowdfunding Rules](#)," *Jennings Strouss Blog* (2016)
- Author, "[Looking Far North to Raise Growth Capital](#)," *Jennings Strouss Blog* (2015)

Presentations

- Co-Presenter, "SEC Developments," *State Bar of Arizona* (December 16, 2020)
- Moderator, "A Celebration of Leadership," *Association for Corporate Growth* (November 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, "The Qualified Crowd: Knowing Which Businesses are OZ Eligible While Pinpointing Trends," *Opportunity Zone Expo Las Vegas* (May 10, 2019)
- "Qualified Opportunity Zones and Qualified Opportunity Funds," *Yuma County Seminar* (May 8, 2019)
- Keynote Speaker, "Opportunity Zones Discussion," *Jewish Federation of Greater Phoenix* (April 2019)
- Panelist, "Qualified Opportunity Zone Discussion," *Law Firm Alliance* (December 2018)
- Panelist, "Qualified Opportunity Zones Seminar," *Jennings, Strouss & Salmon* (November 1st, 2018)
- Speaker, "Foreign Direct Investment From Canada into Arizona," *State Bar of Arizona Business Law Section* (May 2017)
- Featured, "Introduction of Regulation Crowdfunding," *Financier Worldwide* (August 2016)
- Presenter, "Securities: Tackling Future Issues Today," *State Bar of Arizona Convention* (2016)
- Speaker, "Raising Money, Regulation and Litigation in Arizona: Crossing the Border Raising Money

in Canada,” State Bar of Arizona Annual Convention (2015)

- Speaker, “Canadian Capital Market Opportunities,” A U.S. Lawyer’s Perspective, TMX Finance Series (2014)

Memberships

State Bar of Arizona

- Business Law Section
 - Chair, Business Law Section (2020 – 2021)
 - Executive Committee, Business Law Section (2017 – present)
- Securities Regulation Section
 - Chair Elect, Securities Regulation Law Section (2020 – 2021)
 - Vice-Chair, Securities Regulation Law Section (2019 – 2020)
 - Executive Committee, Securities Regulation Law Section (2015 – present)

American Bar Association

- Member, Business Law Section

Association for Corporate Growth

- President-Elect, Board of Directors (2021)
- Member, Arizona Chapter, Board of Directors (2017 – present)

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)

Honors and Awards

- Listed, *Southwest Super Lawyers Rising Star*[®] in areas of Securities and Corporate Finance (2015 – 2018)