



SCOTT ROGERS

Partner
Real Estate

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Scott Rogers has 28 years experience with a wide array of commercial real estate projects, representing both institutional and private interests in transactional and litigation matters. His expertise includes all aspects of real estate investment including acquisition, development, financing, management, leasing, and disposition. Scott's representation of lenders includes loan origination and loan enforcement matters including workouts, foreclosures, collection actions, note sales, REO dispositions and co-lender issues.

In addition, Scott was Vice President and Senior National Underwriting Counsel for the National Commercial Services Division of First American Title Insurance Company where his responsibilities included legal analysis, risk management, problem-solving and decision-making for a wide variety of commercial real estate transactions on a national basis.

He is the former Chair of and long-time Advisor to the Executive Committee of the Real Property Section of the State Bar of California, and former Editor of and Advisor to the Section's flagship publication, the California Real Property Journal. He frequently acts as an expert witness in litigation matters providing consultation and testimony on various aspects of commercial real estate including lending, workouts, foreclosures, title insurance, escrow and due diligence. He is a frequent speaker and author on a variety of commercial real estate topics.

Representative Matters/Cases

- Sale/Leaseback of 22,000 SF Office Building, Mountain View Area, Represented Large Charitable Foundation
- Refinancing of 64 Unit Apartment Building, San Francisco Nob Hill Area, Represented Private Investment Group
- Sale of 48 Unit Broken Condo Project, Petaluma Area, Represented Bank REO Department
- Sale of 3000 Unit Apartment Complex, San Francisco Area, Represented Large National Insurance Company

Related Services

- Corporate Restructuring and Creditors' Rights
- Land Use and Natural Resources
- Real Property Litigation
- Real Estate
- Acquisitions and Dispositions
- Commercial Finance
- Leasing

Related Industries

- Real Estate

Bar & Court Admissions

- State Bar of California, 1982
- U.S. District Court for the Northern and Central Districts of California

Education

- University of California Los Angeles, School of Law (J.D.,

- Purchase/Leaseback of 33 Shopping Centers, Pacific Northwest Area, Represented Large National Insurance Company
- Sale of High Rise Office Building, San Francisco Area, Represented National Title Insurance Company
- Sale of Former Industrial Property, Active Superfund Site, Developed into High Tech Campus, Silicon Valley Area, Represented International Industrial Company
- Purchase of 5 Large Single Tenant Retail Properties, San Francisco Bay Area, Represented National Insurance Company
- Workout of Portfolio of 18 Real Estate Loans, San Francisco Bay Area, Represented Regional Bank Upon Acquisition From FDIC
- Workout Portfolio of 12 Real Estate Loans, San Francisco Bay Area, Represented Community Bank
- Deed in Lieu of Foreclosure, 60,000 Acres – Agricultural, Sacramento Area, Represented Large National Bank
- Lease of Floor in High Rise Office Building, Downtown San Francisco, Represented Law Firm
- Sale of Large Mobile Home Park in San Jose Area, Part of Closed Superfund Site, Represented Family Group of Real Estate Investors
- Triple Net Lease of 30,000 SF Single Tenant Building, San Jose Airport Area, Represented National Airport Services Company
- Origination of Gap Financing, Mid-Rise Office Building, South San Francisco Area, Represented Private Lending Group
- Sale of Loan Portfolio, Real Estate Secured Loans, San Francisco Bay Area, Represented Community Bank
- Purchase of Landmark Hotel Property, Downtown San Francisco Area, Represented Large Pension Fund
- Lease of 200,000 SF Warehouse Building, San Francisco Bay Area, Represented Real Estate Investment Trust
- Purchase of Vineyard Properties, Napa Valley Area, Represented International Beverage Company
- Origination of Real Estate Loans, Various Retail, Multi-Family and Office Properties, Northern California Area, Represented National Life Insurance Companies

- 1982), M.B.A., 1982
- University of California, Irvine (B.A., 1978), Phi Beta Kappa, Magna cum laude

Publications

- “Debunking the Sham Guaranty Defense,” State Bar of California Real Property Section, E-Bulletin, November 2016
- “Contractual Indemnification Provisions: Clear Drafting is Essential,” The Marin Lawyer, November 2016
- “‘In Rem’ Relief from Stay – Affords relief from serial bankruptcies for real estate lenders,” Orange County Business Journal, November 2015
- “The Lender’s Foreclosure Bid: More Art than Science,” The Marin Lawyer, September 2015
- “The Perils of Participation,” California Mortgage Finance News, Summer 2015
- “Contractor’s License – Obtain or Refrain” The Marin Lawyer, July 2015
- “Being Neighborly May Give Rise to an Irrevocable License,” The Marin Lawyer, March 2015

- "The Full Credit Bid: Avoiding (Expensive) Unintended Consequences," California Mortgage Finance News, Winter 2014
- "Loan Modification Law in California – A Review of Recent Loan Modification Cases and Their Impact on the Federal Home Affordable Modification Program," California Real Property Journal, August 2014
- "Broker Liability – A Little Bit of Clarity," The Marin Lawyer, July 2014
- "Equitable Subrogation: A Bit More Clarity For An Often Opaque Remedy," The Marin Lawyer, June 2014
- "Real Estate Lenders Relief From Serial Bankruptcies – aka "In Rem" Relief From Stay," California Mortgage Finance News, Spring 2014
- "Trustee's Foreclosure Sale May Not Be Final Where Trustee Makes An Erroneous Bid," The Marin Lawyer, December 2013
- "Failure To Name A Trustee In A Deed Of Trust Does Not Invalidate The Power Of Sale Provision," CMBA Legal News, Summer 2013
- "SB-1186 – The New Accessibility Inspection Lease Disclosure Requirement Leaves Unanswered Questions," The Marin Lawyer, April 2013
- "California Contracts No Longer Set In Stone," The Registry, April 2013
- "Legal Update: The Parol Evidence Rule Gets Clipped: Contract Fraud Cases are Expected to Spike," State Bar of California Real Property Section, E-Bulletin, March 2013
- "Case Alert: Deed of Trust that Fails to Name Trustee Held to Be Enforceable," State Bar of California Real Property Section, E-Bulletin, December 2012
- "Equitable Subrogation: A Timely Old Remedy to Salvage Lien Priority," California Mortgage Bankers Association Legal News (Winter 2012)
- "Legislative Update: New Accessibility Disclosure Requirements Imposed on Commercial Leases by SB 1186," State Bar of California Real Property Section, E-Bulletin, November 2012
- "'Dual Tracking' Can Be Risky to Lenders and Loan Servicers," The Marin Lawyer, Volume 43, Issue 10, 2012
- "Receiver Wars: Competing Rights to Rents and Profits Among Multiple Secured Lenders," CMBA Legal News, Spring 2012
- "Row on the Row: How to Spend Nearly \$16 million And Not Acquire a Property," *The Registry* (September 2011)
- "California Title Insurance Practice," *Continuing Education of the Bar (June 2011 Update)*
- "Be Careful When You Propose: You May Be Bound," *California Mortgage Bankers Association Legal News* (Summer 2011)
- "California Mechanics Lien Laws: Change Is Upon Us," *CMBA Legal News* (Spring 2011)
- "Brokers Beware – Short Sales May Be Long On Real Estate Broker Liability," *The Marin Lawyer* (Volume 42, Issue 1, 2011)
- "Leases and Emails and Notices – Oh, My!" *The Marin Lawyer* (Volume 41, Issue 10, 2010)
- "Wrongful Foreclosure – Verbal Assurance That Foreclosure Sale Will Be Postponed May Be Enforceable," *The Marin Lawyer* (Volume 41, Issue 7, 2010)
- "Tenancy In Common – Partition Available Notwithstanding Right of First Refusal Provision," *The Marin Lawyer* (Volume 41, Issue 6, 2010)
- "Brokerage Commission – Earned at Execution of Contract or Upon Closing?" *The Marin Lawyer* (Volume 40, Issue 11, 2009)
- "New Light on Going Dark," *The Registry* (July 2009)

- “Award of Liquidated Damages Upheld in a Retail Lease Where the Tenant Improperly Discontinued Operations,” *The Marin Lawyer* (Volume 40, Issue 7, 2009)
- “Smoking Gun: Property Owners Fear Liability For Harm Caused By Common-Area Smoking Regulations,” *The Registry* (May 2009)
- “Title Coverage May Be Terminated Upon Dissolution of Entity,” *The Marin Lawyer* (Volume 40, Issue 4, 2009)
- “Secondhand Smoke in Common Areas May Constitute a Public Nuisance,” *The Marin Lawyer* (Volume 40, Issue 2, 2009)
- “Grantor Beware – Exclusive Easement May Preclude Any Use of the Land by the Grantor,” *The Marin Lawyer* (Volume 40, Issue 1, 2009)
- “Automatic Subordination Clauses in Leases – Not a Sure Thing,” *The Marin Lawyer* (Volume 39, Issue 12, 2008)
- “Word On The Street – Dealing in Down Markets,” *The Registry* (November 2008)
- “Typical Purchase Contract May Be An Unenforceable Option,” *California Real Property Law Journal* (Volume 26, Number 4, 2008)
- “Changes to California Notary Acknowledgment and Jurat Forms and Requirements,” *California Real Property Journal* (Winter 2007)
- “The New 2006 ALTA Policies: The Industry Listens!” *California Real Property Journal* (Winter 2006)
- “A Practical Guide to Transfer Taxes in California,” *California Real Property Journal* (Summer 2005)
- “New Commercial Title Insurance Endorsements,” *Real Property Law Reporter* (July 2005)
- “New Title Endorsements for Commercial Lenders,” *Commercial Mortgage Finance News* (Winter 2005)
- “Commercial Title Insurance Endorsements: The Basics for Owners and Lenders,” *California Real Property Law Journal* (Spring 2004)
- “Title Insurance for Church Loans,” *Church Management News* (Fall 2004)

Speaking Engagements

- Periodic Guest Lecturer, Real Estate Law, Menlo College
- Real Property – Basics for Estate Planners, Continuing Education of the Bar
- Commercial Distressed Assets and Opportunity Conference
- CFA Institute of San Francisco -Commercial Real Estate Outlook and Opportunities
- San Francisco Real Estate Investment Forum
- State Bar of California Real Property Section Annual Retreat
- California Mortgage Bankers Association – Commercial Mortgage Deal Makers Forum
- Practising Law Institute – Commercial Real Estate Finance Seminar
- Probate and Estate Planning Practice Section of the San Francisco Paralegal Association
- Real Estate Finance Subsection (Northern California) of the State Bar of California
- Barry Slatt Mortgage Company – Conduit Finance Panel
- First American Title Insurance Company – National Underwriters Conference
- In House/MCLE Training Presentations:

- Village Properties Wells Fargo Bank
- Fremont Investment & Loan
- Stein & Lubin
- Pillsbury Winthrop
- Heller Ehrman White & McAullife
- Miller Starr & Regalia
- Jeffer Mangels Butler & Marmaro
- Farella Braun & Martel
- Steinhart and Falconer
- Sonoma Valley Bank
- Sierra Vista Bank

Awards & Honors

- Northern California “Super Lawyer” 2010-2013, 2015, 2019-2020
- Northern California “Super Lawyer” Business Edition, 2012
- AV® Preeminent™ rating with LexisNexis/Martindale Hubbell

Memberships & Associations

- State Bar of California, Real Property Section – Former Chair and Advisor
- Former Editor of and Advisory Board Member for the California Real Property Law Journal
- Advisory Board Member Continuing Education of the Bar (CEB) Real Property Publications
- Marin County Bar Association – Former Board Member and Treasurer
- San Francisco Bar Association – Real Estate Section
- California Real Estate Brokers License (currently inactive)
- Elected to American College of Mortgage Attorneys (ACMA) in 2008