

Jeffrey L. Vogt

Associate

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Overview

Jeff Vogt is a transactional lawyer whose practice encompasses a broad range of complex business and commercial matters, with an emphasis on commercial real estate transactions. His extensive experience in this area includes transactions involving the sale and acquisition of improved and unimproved real property, financing with debt and equity components, commercial lending, construction and development, management and brokerage agreements, and the representation of landlords and tenants in commercial leases, including office, shopping center, industrial, and ground leases. He has also represented clients in the negotiation and administration of various other real property development agreements, including master declarations, reciprocal easements, covenants, and other similar instruments. Jeff's clients include real estate developers, investors, borrowers and lenders, private equity funds, nonprofit organizations, and publicly held and private companies of all sizes.

Jeff's diverse experience additionally includes representing both public and private companies in joint venture transactions, mergers and stock and asset acquisitions and sales of all sizes and complexity, and corporate governance and entity formation matters.

Jeff's achievements have earned him inclusion in *The Best Lawyers in America: Ones to Watch* (banking and finance law; business organizations; corporate law; mergers and acquisitions law; real estate law) and *Oklahoma Super Lawyers'* list of "Oklahoma Rising Stars," which recognizes the state's top up-and-coming attorneys.

Representative Experience

- Represented Freymiller Trucking, a leading provider of refrigerated transportation and logistics services, in the sale of a majority stake in the company to California-based Angeles Equity Partners, LLC in partnership with KJM Capital, LLC.
- Represented Trinity School, a private K-12 school serving students with learning differences, in the lease and renovation of a historic three-story brick building that had previously served as an Oklahoma City public elementary school prior to its closure.

Admissions

Oklahoma, 2015

Education

J.D., with highest honors, University of Oklahoma, 2015; Nathan Scarritt Prize; Note and Comment Editor, *Oklahoma Law Review*; Order of the Coif; Order of the Barristers; National Order of Scribes; Comfort Scholar; 17 American Jurisprudence Awards

B.B.A. (Finance), *summa cum laude*, University of Oklahoma, 2012

Professional Organizations and Memberships

Oklahoma Bar Association

- Represented Continental Resources, Inc. and BancFirst Corporation in establishing their special purpose joint venture SFPG, LLC, and SFPG's purchase of the Santa Fe Plaza Parking Garage, downtown Oklahoma City's largest municipal parking garage, from the Central Oklahoma Transportation and Parking Authority.
- Represented Harding Fine Arts Academy Foundation, Inc., in the acquisition and renovation of the historic Harding High School property in a public bidding process and the contemporaneous renewal of its charter with the Oklahoma City Public Schools district.
- Represented Tyson Foods and its subsidiaries in all real estate aspects of its acquisition of the poultry rendering and blending assets of American Proteins, Inc. and AMPRO Products, Inc. The transaction included the negotiation of all real estate documents, including ground leases and various easement agreements; complex curative title matters; and extensive review of title work, surveys and zoning reports for multiple properties across five states.
- Represented an international heating, ventilation and air conditioning company in connection with the negotiation of a long-term lease and improvements of an 80,000-square-foot building in Oklahoma City, Oklahoma, for the manufacturing and warehousing of HVAC components.
- Represented three Oklahoma-based healthcare entities in connection with the construction, financing, ownership and operation of a new 6-story, 228,338-square-foot hospital building on the campus of Oklahoma Heart Hospital South. The representation involved real estate matters, including the drafting and negotiation of a long-term ground lease agreement, the implementation of a reciprocal easement scheme at the Oklahoma Heart Hospital South campus, the relocation of an existing pipeline easement, and the purchase of an off-site water detention parcel, as well as the negotiation of the construction loan agreement, the real estate mortgage, and other related financing documents.
- Represented a publicly traded corporation and its real estate development subsidiary in the divestiture of Barnett Shale surface real estate assets as part of the company's divestiture of all its mineral interests in the Barnett Shale play. The purchaser acquired the Barnett Shale assets in a multi-directional transaction that involved more than \$800 million in consideration. The representation included all surface real estate aspects of the transaction, including the review, audit and preparation of deeds for nearly 200 properties.
- Represented a private equity fund in the acquisition of a multi-tenant office building in the Uptown/ Turtle Creek district of downtown Dallas, Texas, for a total purchase price of approximately \$20.5 million. The representation included all aspects of the transaction, including the negotiation and preparation of purchase agreement, loan documentation, and all transfer and closing documents in connection with the transactions; advice and counsel regarding complex title and survey matters, adverse possession matters, zoning and planning issues, and leasing and operational diligence; and advice and counsel regarding tax implications and the formation of a special purpose entity.
- Represented a Texas-based third-party provider of transportation and logistics management services in all aspects of its merger with a Florida-based competitor. The combined company is one of the largest multimodal, agent-based freight management service providers in the United States, approaching \$1 billion in gross revenue annually.
- Represented a publicly traded borrower in all aspects of its \$60 million real estate term loan and its \$50 million revolving loan.
- Represented a major regional bank in all aspects of a \$15 million term loan for the refinance of indebtedness secured by 20 quick service restaurants spread throughout Texas, South Carolina and Georgia.
- Represented a large, privately owned operator of hospitals, clinics, outpatient therapy, and imaging centers in the Oklahoma City metro market in the redemption and purchase of a retiring member's interests. The transaction involved the redemption and purchase of the retiring member's interest, as well as the transition and acquisition of certain practice assets from the retiring member, including an assignment and

assumption of lease, a sublease arrangement, and a personal property transfer.

- Represented the real estate development affiliate of a large publicly traded oil and gas company in all aspects its sale of the majority of condominium units at Sherwood Arms Condominiums and Grandmark Condominiums, two condominium developments located in an upscale neighborhood in Oklahoma City, to two separate buyers. The representation included addressing complex issues relating to the existence and exercise of preferential rights with respect to the purchase of the condominium units.
- Represented an Oklahoma real estate holding company in all aspects of the sale of an approximately 29,000-square-foot commercial exercise facility to the Oklahoma City Ballet.
- Represented an Oklahoma real estate holding company in all aspects of the sale of the Nichols Hills Executive Building, an approximately 13,000-square-foot commercial office building located in an upscale neighborhood in Oklahoma City, to a real estate investment firm.
- Represented the real estate development affiliate of a large publicly traded oil and gas service company in its divestiture of improved and unimproved real property as part of the company's Chapter 11 bankruptcy proceedings and finalization of its plan of reorganization.
- Represented a real estate development company in its sale of 17 acres of infill urban real property located in Fort Worth, Texas, to the developer and operator of a high-end recreational and entertainment venue. The transaction involved substantial replatting and other zoning and regulatory aspects.
- Represented a real estate development company in its sale of 19 separate, non-contiguous parcels of improved and unimproved real property in Oklahoma City. The properties included numerous commercial office buildings, medical office space, high-end restaurant and warehouse space.
- Represented a real estate development company in all aspects of a charitable donation of a 67,000-square-foot office complex to a statewide service organization that provides training, consulting and advocacy services to nonprofit organizations in Oklahoma. The transaction included public dedication of various infrastructure improvements and regulatory matters.
- Represented a privately held company that specializes in the production of base oils and blended lubricants through the re-refining of used waste oil in its joint venture transaction for the construction of a state-of-the-art used oil processing facility.
- Represented lenders and borrowers in numerous term loans and revolving credit facilities to companies in a broad range of industries, including shopping centers, hotels, quick serve restaurant chains, and the acquisition and development of unimproved and improved real property.
- Representation of clients in sales and acquisitions of unimproved and improved real property, including negotiation and documentation of purchase and sale agreements, title and survey diligence, regulatory compliance, and land use issues.
- Representation of landlords and tenants in all aspects of commercial leasing transactions, including ground leases, single-occupant leases, and multi-tenant office, retail or shopping center, and industrial leases.

Honors and Awards

- Selected by peers for inclusion in *The Best Lawyers in America: Ones to Watch* (banking and finance law; business organizations; corporate law; mergers and acquisitions law; real estate law)
- Named to *Oklahoma Super Lawyers'* list of "Oklahoma Rising Stars," which recognizes the state's up-and-coming attorneys