

## Jason M. Powell

Principal

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As a results-oriented dealmaker, Jason enjoys creating solutions that bring together great people, projects and capital.

When working on sophisticated business and financing transactions, Jason focuses on the big picture to ascertain his clients' strategic business direction and formulate risk mitigation strategies to protect corporate capital and profitability.

His extensive experience includes advising businesses, lenders, investors, startups, and real estate investment companies and developers across the United States, on business transactions from formation to exit, acquisition, due diligence, real estate securities offerings, joint ventures, disposition and financing of real estate.

Jason regularly advises his clients on matters that include:

- All types of transaction matters during a business's life cycle, including equity financings for startups and business combination transactions such as mergers and acquisitions
- Forming and operating real estate syndications, real estate funds, mortgage pools, and performing and non-performing note pools
- Drafting securities offering documentation, including private placement memoranda and subscription agreements for capital raise projects

### Services

Business & Corporate Finance  
Securities & Finance  
Consumer Brands  
Emerging Companies  
Family-Owned & Closely Held Businesses  
Food & Beverage  
Luxury Law  
Mergers & Acquisitions  
Real Estate  
Real Estate Funds & Syndications

### Admissions

Oregon, 2017  
Washington, 2008  
Idaho, 2015

- Negotiating, structuring and drafting agreements related to real estate acquisition, disposition, joint venture, and financing activities

Passionate about real estate investing, Jason frequently speaks, writes and teaches on the topic, and is also a real estate investor himself. He has authored two books about private money lenders and is working on an eBook focusing on real estate syndication.

## Education

J.D., University of Montana, Alexander Blewett III School of Law, 2008

Certificate in Venture Finance, VC University Online (University of California, Berkeley), 2021

Certificate in Commercial Real Estate, Cornell University, 2018

M.S., Montana State University - Billings, Sports Management, 2000

B.S., Montana State University - Billings, Finance & Economics, 1999

## News

Startup Q&A With Jason Powell Featured on Silicon Florist Blog

*Silicon Florist*, 2.24.22

*Law360* Profiles Jason M. Powell, Foster Garvey's Newest Principal

*Law360*, 8.4.21

Foster Garvey Welcomes Jason M. Powell as Principal in the Business & Corporate Finance Practice

*Foster Garvey Newsroom*, 8.2.21

## Speaking Engagements

"The Duality of Real Estate Syndication."

Event

4.26.24

"Securities/Raising Capital," National Federation of Paralegal Associations 2021 Convention

Speaking Engagement

Portland, OR (In-Person and Virtual Event), 10.7.21

## Legal Alerts

Deciphering the Overhauled SEC Rules for the Private Fund Industry – What Advisers Need to Know

9.21.23

## Publications

Summary Chart: Regulation D, Rule 506 vs. Regulation A+ For Real Estate Syndications and Funds

*Foster Garvey Publication , 2022*

Comparison Chart: Crowdfunding for Real Estate Investors - *Regulation D Rule 506(c)* vs. *Regulation A+*

*Foster Garvey Publication , 2022*

Comparison Chart: Raising Capital for Real Estate Investors - *Regulation D Rule 506(B)* vs. *Regulation D Rule 506(C)*

*Foster Garvey Publication , 2022*

An Introduction to Crowdfunding

*Foster Garvey Publication, 2022*

An Introduction to Real Estate Syndication

*Foster Garvey Publication, 2022*

Real Estate Joint Ventures - *Is My Joint Venture a Security?*

*Foster Garvey Publication, 2022*

Real Estate Syndication Fees - *How Do Fund Managers/Sponsors Make Money?*

*Foster Garvey Publication, 2022*

Regulation D Exemptions and Bad Actor Disqualification

*Foster Garvey Publication, 2022*

Common Exemptions Used for Real Estate Syndications and Funds

*Foster Garvey Publication, 2022*

Crowdfunding for Real Estate Investors - *Regulation D, Rule 506(C)* vs. *Regulation A +*

*Foster Garvey Publication, 2022*

Documenting a Private Placement Offering

*Foster Garvey Publication, 2022*

Elements of a Private Placement Memorandum Involving Real Estate

*Foster Garvey Publication, 2022*

PITCH: How to Present Your Real Estate Deal to Private Money Lenders

FOUNDATION: A Comprehensive Guide to Finding, Structuring, and Working with Private Money Lenders

Entity Selection for Real Estate Investors

Structuring Joint Ventures for Real Estate Investors

The Ultimate Guide to Self-Directed IRAs for Real Estate Investors: Discover How To Control And Grow Your Retirement Fund

Understanding Self-Directed IRAs

*Private Lender*, January/February 2018

Understanding the Difference Between 506(c) and Regulation A+

*Private Lender*, July/August 2017

## Experience

### Representative Work: Corporate/M&A

Represented client in the sale of its business for \$75 million.

Assisted client in the preparation and presentation of due diligence materials in connection with company's \$300 million reverse merger into a SPAC.

Assisted client in conducting due diligence (including preparation of a due diligence memo) in connection with a potential \$75 million acquisition.

Represent buyer in connection with the acquisition of 11 acres plus improvements for \$8 million.

### Representative Work: Securities

Prepared Regulation D offering documents for \$100 million real estate opportunity zone fund focused on multifamily investment opportunities through the southeastern United States.

Prepared Regulation D offering documents for \$250 million offering, the proceeds of which would be used for investing in oil and gas exploration and production projects.

Prepared Regulation D offering documents for \$50 million offering, the proceeds of which would be used for the purchase and operation of mobile home parks.

Prepared Regulation D offering documents for \$25 million offering, the proceeds of which were used to purchase and operate multifamily apartment complexes.

Prepared Regulation D offering documents for \$50 million offering, the proceeds of which were to be used to engage in operational businesses within the recreational and medical marijuana industry.

Prepared Regulation D offering documents for \$50 million offering, the proceeds of which would be used for secured private money lending.

**Representative Work: Real Estate**

Represent real estate developer on the acquisition, finance and renovation of an \$8.8 million apartment complex.

Represent real estate developer on the acquisition, finance and construction of an \$8.7 million apartment complex.

Represent gas distribution company in the acquisition of 13 retail distribution locations.

Represent real estate developer on the acquisition, finance and renovation of an \$8.5 million apartment complex.