



Sean M. Zaroogian
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#### MY APPROACH

Litigation is a complex and challenging process, one that makes many people uncomfortable when they find themselves in it. That is where I come in. I have spent my years as an attorney learning to navigate the legal landscape to successfully protect you and your interests in what may feel like a zero-sum game. I know how important it is to be diligent, well-informed, and prepared so as to understand the full scope of a matter and its impact on you and your business. I also understand it is essential to fully comprehend your ultimate objective, placing that first and foremost in strategic decision-making. That is why I go the extra mile to work with you to make sure I understand every facet of your case. When working with me, you can expect a full partnership in devising legal arguments and strategies to advance your interests.

My advocacy brings with it a wealth of experience. I have been involved in trials and arbitrations in a number of cases, having litigated in both state and federal trial and appellate courts around the country. I have also provided consulting work on many new and aging affordable housing deals. Before moving to Minnesota, I practiced in New York City representing large institutional investors, shareholders, governmental bodies, and individuals in securities litigations, shareholder disputes, real estate matters, and class action lawsuits throughout the United States. These cases taught me that each dispute is unique, and the approach for securing a successful outcome should be devised accordingly. Combining this with my experience in the New York State Attorney General's Office, the United States District Court for the District of Massachusetts, and the D.C. Securities Bureau, I have developed an innate ability to advocate on behalf of my clients, whether the subject matter be complex or straight-forward, with an eye always towards the most efficient route to success.

#### SELECT LIHTC "YEAR 15" DISPUTE EXPERIENCE

- Representing a non-profit and affordable housing developer in a dispute over an exercise of a Section 42 ROFR in Coachella, California.
- Representing a non-profit and affordable housing developer in a dispute over an exercise of a Section 42 ROFR in San Diego, California.
- Representing a non-profit and affordable housing developer in a dispute over an exercise of a Section 42 ROFR in Boston, Massachusetts.
- Representing a non-profit and affordable housing developer in a dispute over an exercise of a Section 42 ROFR in Hudson, New York.
- Representing a non-profit and affordable housing developer against an offeror attempting to force a sale of the affordable housing property notwithstanding the existence and exercise of a Section 42 ROFR in Hempstead, New York.
- Representing a non-profit and affordable housing developer in a dispute over the exercise
  of a purchase option following the close of the 15-year compliance period in Brooklyn,
  New York.
- Representing an affordable housing developer in a dispute over its exercise of a purchase option following the close of the 15-year compliance period in Carol Stream, Illinois.
- Representing an affordable housing developer in a dispute involving the exercise of its purchase option following the close of the 15-year compliance period in Tarrant County, Texas.
- Representing an affordable housing developer in a series of disputes involving the exercise of purchase options following the close of the 15-year compliance periods in Illinois and Kentucky.
- Representing an affordable housing developer in a series of disputes involving the exercise of its purchase options following the close of the 15-year compliance periods in and around Buffalo, New York.
- Representing affordable housing developers in a series of disputes in which a LIHTC tax credit investor was attempting to remove the developer as general partner after the close of the 15-year compliance period in Florida.
- Representing a group of individuals in a dispute over an exercise of a purchase option following the close of the 15-year compliance period in Beaufort, South Carolina.
- Representing a co-general partner in a dispute involving a number of affordable housing properties in Spokane Valley, Washington.

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### OTHER REPRESENTATIVE EXPERIENCE

- Represented a large real estate developer against allegations of breach of contract, violations of consumer protection statutes, and unjust enrichment in Minnesota.
- Represented a public employee pension fund as lead plaintiff in a securities litigation class action brought under Sections 10(b) and 20(a) of the Securities and Exchange Act of 1934, relating to a public company's widespread scheme to commit Medicare fraud.
- Represented an investment fund in a securities litigation class action relating to a public company's false representations leading to a multi-billion-dollar goodwill impairment.
- Represented shareholders in a breach of fiduciary duty lawsuit relating to the acquisition of a public company at an unfair price, resulting in a substantial financial recovery.
- Represented shareholders in a breach of fiduciary duty lawsuit relating to the acquisition of a public company at an unfair price and pursuant to an unfair process.
- Represented a class of individuals who were charged exorbitant fees for out-of-network emergency room services provided at in-network hospitals in California.
- Represented a shareholder in a lawsuit seeking the book and records of a public company, which resulted in the filing of a breach of fiduciary duty lawsuit.
- Represented individuals around the country who received exorbitant bills from out-of-network laboratory service providers.
- Represented a class of consumers in a consumer fraud action, which resulted in a successful resolution after class certification.
- Represented shareholders in a breach of fiduciary duty lawsuit against the directors of a public company who received grossly excessive compensation compared to its peers.
- Represented a world renown actress in a private dispute over the destruction of a set of one-of-a-kind rugs.
- Represented a world renown artist in a real property dispute relating to the installation of a public monument in Puerto Rico.

#### **EDUCATION**

- Northeastern University School of Law, J.D. (2014)
- SUNY Geneseo, B.S., Business Administration (2009)

#### BAR ADMISSIONS

- New York, 2015
- Minnesota, 2020
- U.S. District Court, S.D.N.Y., 2015
- U.S. District Court, E.D.N.Y., 2015
- U.S. District Court, D. Minn, 2022
- U.S. Court of Appeals, 2nd Cir., 2019
- U.S. Court of Appeals, 9th Cir., 2022

# **ASSOCIATIONS & MEMBERSHIPS**

- American Bar Association
- Minnesota State Bar Association
- Hennepin County Bar Association

#### **PUBLICATIONS**

- Working Group Member on "Report to the President by the New York City Bar Association Working Group on Litigation Funding," New York City Bar Association (February 28, 2020).
- Co-Author of "Legally Speaking: Evolution of the Aggregator's Playbook" NH&RA Tax Credit Advisor, Issue: May 2023.

## **SPEAKING ENGAGEMENTS**

- "Developer's Roundtable" (Speaker). National Housing & Rehabilitation Association's 2023 Summer Institute, Laguna Niguel, California. August 1, 2023
- "Preservation and Recapitalization Strategies for Year 15" (Panelist). National Housing & Rehabilitation Association's Annual Meeting, Bonita Springs, Florida. March 9, 2023.