

Fabian VanCott



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Practice Areas:



Business Transactions & Corporate Law



Real Estate



Litigation, Trials & Appeals



Tax & Estate Planning

Biography

Steven McMurray is Of Counsel with Fabian VanCott, with significant experience and depth in a broad range of business, real estate and health law matters, having practiced law in Utah since 1971. He has represented clients of every size from start-up companies to national companies with international exposure. For example, he has served as general counsel for a large multi-state retailer and handled all aspects of its business matters, transactions, real estate acquisitions and leasing, and general counsel to a large multi-state company engaged in the health care industry. He especially enjoys business planning and formation of new businesses assisting them in becoming successful enterprises. Steven also represents many real estate clients including developers and commercial property owners in all aspects of acquisitions, obtaining entitlements, construction, and commercial purchases, sales and leasing. His practice also includes representation of a number of health care professionals and professional practices. In addition to broad business and transactional background, Steven has been directly involved in representing many clients in a variety of litigation matters, giving him a unique and practical perspective in dealing with their business, real estate and health law concerns. He is able to bring to bear his breadth and depth of experience, judgment and wisdom gained from years of experience on all matters with which he is involved.

Professional

Rated AV by Martindale Hubbell

Chairman, Fabian VanCott Business, Transaction and Tax Section, 2005-2010

Chairman, Fabian VanCott Real Estate Practice Section, 2003-2005

Managing Attorney, McMurray, McMurray, Dale & Parkinson, P.C. and its predecessor law firms, 1977-2002

Member, American Health Lawyers Association

Member, Utah State Bar (Member, Sections on Corporation/Business Law, Real Property Law, Construction Law, Environmental Law, Probate/Estate Planning)

Member, Davis County Bar

Admitted to Utah State Bar and U.S. District Court, District of Utah, 1971; U.S. Supreme Court, 1979; U.S. Court of Appeals, Tenth Circuit, 1979; U.S. Court of Appeals, Ninth Circuit, 1980

Representative Projects

BUSINESS

Steven has significant experience and depth in a broad range of business and transactional matters including business planning, entity formation and restructuring, business governance, contracts and transactions, intellectual property, licensing, marketing and distribution, finance, mergers, acquisitions, sales, tax planning and minority stockholder/member disputes, litigation and asset protection. His experience ranges from representing large national companies with international exposure to formation of start-up companies.

Specific Business Project Examples:

As general counsel, Steven was actively involved in all day-to-day legal aspects of a large national retailer including all matters relating to corporate management and operation, contracts, leasing, distribution, and human resources. He was also heavily involved in a multi-million dollar sale of this national retailer which included all aspects of the sale including agreement preparation, representations and warranties, tax planning, and assignment of leases pertaining to each retail location, etc.

As general counsel, he has been and is actively involved in the corporate merger and operation of the surviving company involved in payables audits in the health care industry, addition of key stockholders, preparation of Stock Restriction and Redemption Agreements, Stock Option Plans, review and negotiations of contracts, and matters incident to general corporate management.

As general counsel to a large electronic medical records company doing business across the United States, he has been and is actively involved in the legal aspects of the formation of the company, corporate management, contract and license preparation and negotiation.

Representative Projects (cont.)

Business Practice Area Experience:

Mergers and Acquisitions - Steven has been involved in numerous sales and acquisitions of various businesses from large multi-state companies involving many millions of dollars to small sales and acquisitions of local companies. He has participated in structuring the deal from the letter of intent or term sheet stage, preparing and negotiating contracts to final closing. He has broad experience in dealing with some of the most difficult of issues including issues relating to various types of properties and assets such as intellectual property, real estate, equipment, inventory, vehicles and receivables, and has successfully concluded numerous transactions.

Business Formation - Assisting new and emerging businesses with successful formation and assisting them with all of their legal matters as they grow and develop are of particular interest to Steven. He has gained a great deal of satisfaction over the years helping new companies become prosperous and successful.

Business Operation, Management and Transactions - As general counsel to large companies with national exposure, Steven has been intimately involved in such things as advising management, participating in shareholder/member and director/manager meetings, dealing with human resource and employee issues, negotiating and preparing contracts and agreements of numerous types including general business agreements, buy-sell agreements, distribution agreements and intellectual property license agreements. He also has had broad experience in business financial matters including preparing stock option and other benefit plans. He also has broad experience in negotiating and preparing various agreements with legal counsel across the United States.

Litigation - Not only has Steven assisted many companies with their management, operation and transactional matters, he has also litigated many matters for many of his clients over the years. This in-court experience has given him a unique and in-depth perspective which allows invaluable judgment and experience to be brought to bear on the many and varied transactional matters which arise.

Minority Disputes - Minority stockholder/member disputes present some of the most emotionally challenging and difficult problems for both companies and their majority and minority owners, and Steven has a thorough understanding of such problems. He has broad experience in dealing with many minority owner disputes and has brought them to a successful conclusion. He is thoroughly conversant with the issues involved and the approaches to be taken for both the majority and the minority owners.

REAL ESTATE

Steven's practice has a strong emphasis on all aspects of real estate law including acquisitions, easements, development, wetlands, environmental issues, entitlements, construction, leasing and where necessary litigation. He has been involved from simple to complex real estate strategy, transactions and leasing in much of the western United States.

Representative Projects (cont.)

Real Estate Practice Area Experience:

As general counsel to a large multi-state retailer, Steven has negotiated long-term complex leases throughout the west.

He has been lead counsel in the sales and acquisitions of large improved commercial properties along the Wasatch Front, including several very large and complex IRS § 1031 exchanges.

He is counsel to several ranching operations and has handled their acquisitions, sales, water rights, and livestock matters.

He has successfully handled several large real estate developments through all entitlement and easement issues to final approval, construction and sales.

He was lead counsel in stopping a large water pipeline crossing miles of private property based on environmental, land use, zoning and condemnation defenses, and in so doing had to work closely with municipal and county governmental agencies and elected and appointed officials and boards as well as state and federal agencies.

He has been and is counsel to owners' associations.

Real Estate Practice Area Experience:

Acquisitions and Sales - Steven has handled complex to simple real estate acquisitions and sales from the inception of the deal, tax planning, forming and structuring or restructuring the legal entities to take title, structuring the transaction, financing, contract preparation and negotiation, title review and analysis, closing, escrow matters, and passing title. He has dealt with sales of large commercial acreage in very complex §1031 exchanges and has prepared and negotiated all documents incident thereto. He has also handled many small transactions and enjoys helping bring a deal together no matter what the size or complexity.

Development - Taking a project from the acquisition of the property through the vision of what it may become and then to final development and sales is very satisfying to Steven. He has been involved in several such very successful projects and has developed a particular expertise in solving the numerous legal issues encountered and interfacing with local governments throughout the entire entitlement process.

Leasing - He has prepared, reviewed, revised and negotiated numerous leases of all types for both landlords and tenants. Such lease experience has extended to properties throughout the majority of the western United States and have involved a multitude of complex issues.

Ranching Operations - He represents a number of ranching operations and is familiar with the unique issues relating thereto including water rights, grazing rights, easements, permits and liability issues.

Owners' Associations - He has been involved with and represents various owners' associations and developed an expertise in dealing with their unique and often complex issues. He has dealt with their formation and restructuring, voting, general assessments, special assessments and general common property and management issues.

Representative Projects (cont.)

Litigation - Over the years, not only has Steven handled the transactional aspects of real estate matters, but has litigated them as well, giving him unique perspective and wisdom which is brought to bear on all real estate and business matters with which he is involved. Such disputes have involved most aspects of real estate law including boundary and fence line disputes, construction disputes, mechanics lien disputes, disputes regarding representations and warranties in connection with sales and acquisitions, financing disputes, foreclosures (on both sides) and creditor matters. He has great broad experience and significant depth in real estate matters.

HEALTH LAW

Steven represents a number of companies involved in the health care industry, various physicians and physician groups and a clinical research company. His breadth of experience in business and real estate matters is essential when representing health care providers. In addition, he is familiar with and advises his clients with respect to the unique areas pertaining to health care, including matters pertaining to Stark, antitrust, fraud, contracts, employment agreements, billing and coding, insurance, privacy, Medicare and Medicaid. He is a member of the American Health Lawyers Association and has available all of its resources.

Specific Health Care Project Examples:

Steven has successfully merged two large practice groups into a single group serving two hospitals and several surgical centers.

He has merged a large practice group into an even larger practice group serving multiple hospitals and surgical centers.

He has defended insurance and Medicaid fraud claims.

He has written compliance programs and set up audit procedures for billing and coding audits.

He has represented physicians in various physician disputes both on behalf of the group and on behalf of leaving or aggrieved physicians.

Health Law Practice Area Experience:

Practice Formation - Steven has formed and merged various physician practices and operational professional corporations or professional limited liability companies and has become familiar with issues such as ownership structure, asset and equipment leasing, compensation, pertinent anti-trust issues, withholds, Stark issues, employment agreements, non-physician ownership and professional licensing of nurses, assistants and technicians. His breadth of business and real estate background has been invaluable in representing physicians and physician groups.

Physician Disputes - Physicians, like all others, have various business disputes, and Steven has been involved in representing at different times both the company's interests and the interests of individual physicians in such disputes. Such disputes frequently have involved a leaving physician or a physician involved in a conflict of interest.

Representative Projects (cont.)

Insurance and Medicare/Medicaid Fraud - Occasionally issues arise with physicians regarding billing and coding errors or other improper billing practices. Steven has assisted various physicians with respect to such claims and has become familiar with the complexities incident thereto and the devastating consequences thereof, even if no impropriety in fact occurred. He has had to interface with various federal and state officials and representatives of the U.S. Attorney's office and Utah Attorney General's office.

Clinical Research - He represents a professional medical clinical research company and has become familiar with the specialized aspects thereof including licensing, contracting, liability and indemnification issues.

Education

J.D., University of Utah Law School, 1971

Moot Court Competition

Moot Court Board

Community Service

Member, University of Utah Medical Center Planned Giving Committee

Moot Court Judge

Regularly provides pro bono services to those with special needs

Active in local church and community projects