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Salt Lake City's David Gee makes real estate projects happen

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A Can-Do MENTALITY

Salt Lake City attorney David Gee makes real estate projects happen

BY BRIAN KEVIN PHOTOGRAPHY BY KEVIN WINZELER

During any given halftime at Rio Tinto Stadium—the 3-year-old, \$110 million home of Salt Lake City’s Major League Soccer team, Real Salt Lake—a few thousand restless soccer fans head simultaneously for the facilities, repeatedly flushing 469 toilets that are used only a few dozen days out of each year. For many, this may be just random trivia, but to real estate attorney David Gee of the Salt Lake firm Parr Brown Gee & Loveless, the sound of hundreds of toilets flushing in unison is the sound of another successful negotiation.

In his capacity as a Parr Brown shareholder and one of Utah’s top real estate lawyers, Gee (pronounced with a hard “g”) represented Real Salt Lake in connection with the zoning, construction and financing of the team’s new stadium. Gee is known for his savvy in working with state and local governments to establish financing partnerships and acquire development rights for owners. The Rio Tinto project found the native Salt Laker negotiating tax increment benefits with a local redevelopment agency and lobbying state legislators to allow the

use of sales tax law in order to finance bonds in support of the stadium. In the course of such major negotiations, Gee explains, even a 38-year veteran of real estate law can learn something new.

“You can’t imagine the impact on the sewers of halftime at a major sporting event,” he says with a laugh. “It sounds funny, but this is the kind of thing that governments think about all the time.”

Gee understands that successful acquisition and financing deals often pivot around just such details. Is a favorable tax allocation contingent upon sewer capacity? Time to brush up on municipal-scale plumbing codes. Does funding from team sponsors require a logo on the stadium’s new sign? You’d best have a working grasp of signage requirements in federal highway statutes. A good real estate lawyer has to be something of a generalist, able to key in on legal minutiae without losing sight of the big picture. As any of Gee’s longtime colleagues will tell you, his strengths include the ability to see, all at once, both the forest and the trees.



DAVID GEE

- SHAREHOLDER, PARR BROWN GEE & LOVELESS
- REAL ESTATE
- MOUNTAIN STATES SUPER LAWYERS: 2007–2011; TOP 75: 2007–2011
- BEGAN REPRESENTING THE BOYER CO. WHEN IT HAD ONLY TWO BUILDINGS



GEE WAS DRAWN TO THE LAW IN 1970

after studying philosophy and logic at the University of Utah. Enjoying figures and formulas, he gravitated toward tax and administrative law as a U of U law student and as a young associate. In 1975, a law school colleague pointed Gee toward Parr Brown—then called Martineau & Maak—and as he became more involved with commercial transactions, Gee found himself increasingly drawn to financing and real estate.

His interest led him to take on, in those early days, a number of clients that he continues to represent today, including The Boyer Co., one of the largest real estate developers in the West. Boyer had just two modest office buildings in 1976, when Gee's then-partner Dale Kimball (now a federal judge for Utah) introduced Gee to Roger Boyer. The company has since developed some 30 million square feet of commercial space in Utah and beyond, and Gee has helped to acquire and finance much of it, even as the scale of Boyer's projects has soared.

"Some attorneys have an attitude that's mostly about what you can't do," says Boyer, the company's founder and chairman. "Dave asks, 'How can we make this work?' He's a can-do guy. ... He'll often take a complicated problem and communicate to us that it's something that *could* be done—maybe not simply, but that it could be done."

One of the biggest challenges in Gee's career came in 1998, when Boyer proposed a massive, mixed-use, retail and residential complex as part of an urban redevelopment project in downtown Salt Lake. What came to be known as The Gateway was a \$375 million project spanning 40 acres, including a new planetarium, a renovated 1908 train depot and a multimillion-dollar Olympic plaza built for Salt Lake's 2002 Winter Games. Gee worked on the development for years, structuring the initial property acquisition from Union Pacific Railroad Co., hashing out zoning details with the city,

and negotiating leases with major tenants. Part of his challenge was to ensure that The Gateway received adequate financing, with several lenders stepping up to finance the development's office, retail and residential portions. His work helped secure The Gateway's tax-increment financing, in which Boyer received tax rebates from the Redevelopment Agency of Salt Lake City in exchange for infrastructure improvements at the site. The Gateway opened its doors in November of 2001, and it remains a vibrant business district and an SLC landmark.

"To handle something like Gateway," says firm partner Scott Loveless, "you need a broad range of contract knowledge, planning and zoning, real estate, leasing, a very good tax background ... and I've never seen David in any situation where he did not know precisely what the issues were and how they affected his client. ... He's just very, very bright."

During rougher economic times, Gee is often called upon to work with debtors and creditors in high-stakes restructuring deals. Such was the case at the turn of the '90s, when Utah power giant Deseret Generation and Transmission Cooperative (DG&T)—now Deseret Power Electric Cooperative—had to restructure more than \$500 million in debt. The cooperative had invested heavily in an eastern Utah plant and a Colorado coal mine, anticipating a spike in the demand for power that never materialized. Gee spent years negotiating with banks and government agencies to restructure DG&T's debt, an undertaking he still regards as one of the most challenging of his career.

Gee prefers to work "in the background," as he says, "because it actually helps you to get things done." Yet he doesn't shy away from controversial projects, and currently advises Summit County, home to the ski boomtown of Park City, in a battle between residents and resort developers. Gee takes a philosophical stance on the acrimony that real estate proposals can sometimes prompt. "Obviously,

in anything like this, you have people who oppose particular projects," he explains. "Everybody has their point of view, and no one is particularly wrong."

But the most rewarding aspect of his practice, Gee says, are those moments when "you love what you're doing because you feel like you're really helping society and people." In the early 2000s, he served on a committee to help modify statutes surrounding Salt Lake County's Zoo, Arts & Parks (ZAP) tax, a voluntary, one-tenth of a percent sales tax funding the city's cultural and arts enrichment programs. The tax had been criticized over murky allocation of funds and was set to expire, leaving many arts organizations high and dry. Gee and others helped strengthen and clarify the tax ordinance, contributing to its re adoption by Salt Lake County in 2004. Gee now sits on the ZAP tax advisory board, helping guide the County Council in the distribution of the funds. He recently was named to the board of directors for Envision Utah, a coalition of developers, conservationists, planners and community advocates that promotes sustainable growth in one of the country's fastest-growing states. The group seeks to mediate agreements among developers, government agencies and communities, diffusing the us-versus-them mentality that too often characterizes such deals—working, as Gee says, "not as a governmental unit and not by force, but by persuasion."

Equal parts diplomat, number-cruncher and legal trivia buff, Gee nonetheless declines to crow about his knack for problem-solving and detail work. "It's not magic," Gee says. "We live in a society where there are an unbelievable amount of laws and regulations. You've just got to be aware that those are out there and that they may impact a particular project." 

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