

# Lee Spinks

## PARTNER

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Lee Spinks is general counsel to a number of small and midsize closely held corporate clients and medical practice groups. He represents these clients in a variety of matters, including business organization, agreements between owners, employment contracts, and vendor and customer agreements and disputes.



### OFFICE LOCATION

301 S. College St., Suite 2900  
Charlotte, NC 28202

### JURISDICTIONS LICENSED

North Carolina

*“It is not enough to know just the facts and the law. I want to know you and your business. Only then can we work together to resolve today's issues in ways that help achieve your long term goals.”*

## BIOGRAPHY

Lee represents clients in state and federal courts, before administrative agencies, and in ADR proceedings including arbitration, mediation, and summary jury trials. He focuses his litigation practice on matters involving alleged accounting malpractice, “balance sheet” and reps and warranties disputes between buyers and sellers of businesses, claims made against banks, and other corporate, commercial, and banking litigation matters involving accounting issues and financial damages claims. Lee also represents corporations, limited liability companies, and partnerships, and the shareholders, members or partners thereof, in disputes involving the rights of majority and minority owners.

Lee represents medical practices in negotiating exclusive provider, physician recruitment, medical director, joint venture, and other agreements with hospitals, health systems, and outpatient centers. He represents hospitals in corporate governance matters, organizational issues, negotiation and documentation of affiliations and other relationships, and in litigation (other than professional liability claims).

## AREAS OF FOCUS

### LITIGATION

- Represented bank in defense of action by the buyer of a technology leasing subsidiary seeking in excess of \$23 million for alleged breaches of reps and warranties in purchase agreement; on eve of arbitration, action settled for a small fraction of claim.
- Represented solid waste management company against a county and another solid waste company in litigation in both state and federal court regarding enforceability of long term landfill contract under which county guaranteed all solid waste of county would be delivered to client’s new landfill; issues involved included authority of county to contract and assure performance under state laws, claims that contract violated interstate commerce clause of U.S. constitution, and options available to county to assure waste delivery without violating commerce clause; matter successfully settled with client retaining contract, and receiving additional seven figure payments each year over life of contract to compensate for waste not delivered
- Represented specialty textile manufacturer in action against international software systems company that sold client computer hardware and a defective software system, for a seven-figure contract price, intended to integrate inventory, manufacturing, supply, accounting, billing, and other functions. Action settled by payment to client of 100% of all amounts paid to supplier, plus interest, plus client’s retention of all CPUs, servers, and other hardware acquired, and retention of right to use certain custom-designed manufacturing software.
- Currently representing mortgage lender in fidelity bond claims seeking recovery of eight-figure losses from fraudulent mortgage loan scheme.
- Represented major grocery chain in defense of arbitration proceeding filed by owner of, and lenders to, shopping center who claimed that grocery chain caused bankruptcy of shopping center owner, default under loans, and several million dollars in damages by allegedly breaching a disputed lease provision by “going dark” and opening a new store in nearby, even though client had continued rent payments. Arbitrators rejected damage claims, limiting their award to the approximate present value of the remaining payments due under the lease (liability for remaining lease payments was not contested).

- Represented seller of motor manufacturer and servicer in action against purchaser of assets that alleged damages for breaches of reps and warranties. Purchaser withheld payments due under terms of sale and real estate leases, under claim of offset. Utilized cross-default provisions in sales and lease agreements, obtained order evicting buyer from leased business locations (ownership of which had been retained by seller), leading to early and favorable settlement for seller.
- *Alfred B. Cooper, Sr., And Rhoda G. Cooper v. United States of America*, 779 F. Supp. 833, (EDNC 1991) – Represented taxpayers in tax refund case involving issue of first impression in North Carolina, whether “dry sand beach” (above mean high tide line) was privately owned or was public property under “public trust doctrine.” Court rejected government’s arguments for imposing public trust doctrine or finding an express or implied dedication of the property, and held that taxpayers had owned the more than one-half mile long strip of dry sand beach, and thus were entitled to charitable deductions for periodic gifts of beach segments to municipality (remaining issue of valuation of property was favorably settled).
- Represent automobile dealerships in acquisitions, shareholder disputes, franchise issues, real estate development matters, captive warranty reinsurance companies, issues involving compensation of management employees, and other business matters.

## **OUTSIDE GENERAL COUNSEL SERVICES**

### **HEALTH CARE**

- Represented owners of medical practice in growth and development of six office practice, and six freestanding cancer treatment centers, including issues relative to exemption of four centers from CON requirements; and subsequently represented owners in exploring, negotiating, and consummating sale of practice and the treatment centers for eight-figure amount, plus guaranteed long term management and physician services employment contracts.
- Regularly represent nephrologists and nephrology practices in negotiation of Medical Director agreements with dialysis centers.
- Lead attorney in a number of mergers of medical practices, involving the design of mutually acceptable corporate governance, compensation, management, and operational agreements.
- Ongoing representation of physicians, medical practices, treatment centers, and ancillary health care facilities in regard to third-party contracting, employment contracts, recruiting agreements, compensation models, credentialing issues, reimbursement issues, and other business matters.
- Represented owner of radiation therapy facility in locating buyer, negotiating and consummating sale of facility for eight-figure amount.
- Represented directors of nonprofit hospital corporation in action against county that had created the nonprofit corporation and transferred hospital assets to it, when commissioners voted to remove and replace the directors; while dispositive motions were pending the matter settled, with directors being reinstated and county agreeing to clarifications of the limitations on its authority over nonprofit hospital corporation.
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## **CREDENTIALS**

### **EDUCATION**

University of North Carolina, JD, 1980

Furman University, BA, 1977, *cum laude*

## **NOTABLE ACCOMPLISHMENTS**

Ranked among *Law & Politics* magazine's North Carolina "Super Lawyers," (Business and Corporate Law) 2006 – 2007