



## **Aaron D. Lovaas**

Partner

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Aaron Lovaas is a partner in Newmeyer Dillion's Las Vegas office. Aaron helps his clients tackle both business opportunities and challenges, drawing on his deep blend of transactional and litigation skills. Aaron's unique experience enables him to spot the issues from the perspectives of both a transactional attorney and litigator. When it comes to understanding the demands shouldered by business owners, Aaron's been there - having owned and managed his own boutique law firm for 12 years.

Aaron's substantial experience in both transactional and litigation matters spans a wide business spectrum in industries as diverse as real estate development, construction, manufacturing, telecommunications, financial services, nightclub management, and petroleum franchising, to name a few. Additionally, throughout his career, he has been engaged by not only local and national clients, but also by clients located internationally. Aaron has represented clients from Australia, Canada, Germany, Israel, Russia and other global locations, all with business interests or litigation matters in Nevada.

### **Litigation**

Over the course of his career, Aaron has helped hundreds of clients resolve business disputes through negotiation, mediation, arbitration, trials and appeals. Aaron is keenly aware that the economic, emotional and time consuming tolls of litigation are considerations very often as critical to a business client as the client's legal rights and remedies. Aaron continuously advises his clients as to all such considerations so that litigation strategy in one matter does not eclipse overall business strategy. Aaron regularly appears in state, federal and bankruptcy courts and has litigated cases in the following diverse practice areas, among others:

- Real estate, including mechanics lien issues, specific performance issues, title defect and breach of escrow issues, lenders' covenants, restrictive covenants, and many others. In the course of this representation, Aaron has represented property owners, commercial tenants, land developers, general contractors, trade sub-contractors, title companies and lenders.

- Corporate litigation, including allegations of malfeasance and breaches of fiduciary duties among partners and shareholders.
- Litigation of business torts, including allegations of fraud, intentional interference, and unfair trade practices.
- Litigation of general breach of contract allegations including services agreements, sales agreements, franchising agreements and debtor/creditor situations.

### **Transactional**

In his transactional practice, Aaron helps entrepreneurs, established companies, and business owners of almost every kind successfully maneuver through the issues of entity formation, governance, acquisitions, sales, and general business contracts in a wide variety of business fields. Aaron regularly represents clients from the inception of a transaction through its closing and applies a thoughtful, client-specific approach to each transaction. Matters representative of his transactional practice include:

- Entity selection and formation, often for foreign clients forming U.S. based subsidiaries.
- Designing the structures of intertwined entities to maximize liability protections.
- Preparing LLC Operating Agreements, corporate By-Laws, and drafting internal governing documents such as Buy/Sell Agreements and Shareholder Agreements ranging from the simple to the complex.
- Advising entity principals and management as to the ramifications and restrictions of existing Operating Agreements, By-Laws and other governing documents.
- Preparation and review of a wide variety of general business contracts such as leases, construction/development agreements, non-disclosure/solicitation/circumvention agreements, executive compensation/severance agreements, due diligence matters, services agreements, partnership and joint venture agreements.
- Outside general counsel services, advising business clients on all manner of legal issues, from litigation to corporate governance, as well as general business advice.

### **Alternative Dispute Resolution**

Aaron readily recognizes that it makes economic, business and often emotional sense to take advantage of opportunities to resolve disputes by alternative means. To this end, he is occasionally engaged as a private mediator, assisting parties of burgeoning disputes reach sensible and creative solutions. Aaron also served as a court-appointed arbitrator for approximately eight years and continues to do so on occasion through private engagement.

### **Services**

- Business Litigation
- Business Organizations & Reorganizations

- Business Transactions
- Construction Litigation
- Corporate Matters: Acquisitions, Securities, & Mergers
- Healthcare
- Real Estate Litigation
- Real Estate Transactions

### **Awards & Recognition**

- Selected to the Mountain States Super Lawyers list, 2010-2020
- Selected to the Mountain States Rising Stars list by Super Lawyers, 2008-2009
- “Top Lawyers in Nevada” by The Legal Network – 2015, 2016
- “Top Attorneys in the Mountain States” by Salt Lake Magazine – 2015, 2016
- “Top 100 Litigation Lawyers in Nevada” by the American Society of Legal Advocates – 2014
- “Top Lawyers in Southern Nevada” by Vegas, Inc. for Business Law – 2012
- 10.0 “Superb” ranking by Avvo.com in Business Law and Business Litigation

### **Professional Affiliations**

- LawPact, International Association of Business Law Firms
- American Bar Association - Section of Business Law; Sports & Entertainment Law Forum
- University of Nevada Las Vegas, Lee Business School Alumni Board of Directors (2013 – 2019)

### **Admissions**

- Nevada, 1995
- U.S. District Court, District of Nevada, 1995
- U.S. Court of Appeals, Ninth Circuit, 2000

### **Education**

- University of Nevada, Las Vegas (*M.B.A., 2002*)
  - Lee Business School
- Seattle University School of Law (*J.D., cum laude, 1995*)
  - Puget Sound Inns of Court
- University of Nevada, Las Vegas (*B.A., 1992*)

- Political Science

## **Certifications**

- Diploma in Advanced Trial Advocacy Skills - National Institute for Trial Advocacy, New Orleans, Louisiana, 2002

## **Successes**

### **Newmeyer Dillion Defends National Homebuilder From Purchase Contract Cancellation in Las Vegas**

Newmeyer Dillion successfully defended a national homebuilder against claims brought by purchasers seeking to cancel the purchase contract for a new home in Las Vegas. Claimants demanded a refund of deposits that the contract stated were nonrefundable and that were unlikely to be recouped if the home was later sold to another buyer with different tastes. The dispute was the first to test the homebuilder's Nevada-specific contract, which we drafted and tailored from the homebuilder's California contract with an eye toward managing litigation risk in the jurisdiction in order to protect the client from the outset. Our strategy focused on demonstrating that the provisions of this Nevada-specific purchase agreement protected the homebuilder throughout the construction process and did not entitle the claimants to a refund. Ultimately, the arbitrator agreed that our client was not required to issue a refund or provide a credit to the claimants towards the purchase of a new home, in a rare total defense arbitration award.

### **Negotiated and closed asset sale to publicly traded entertainment group**

Represented nightclub owner/operating entity in sale of 100% of its assets to publicly traded entertainment company headquartered in Texas in complex cash, stock, and options transaction.

### **Negotiated, documented and closed 100% stock acquisition of out of state corporation**

Represented purchaser in acquisition of 100% of stock of a construction company based in Florida, including all due diligence and ancillary corporate work.

### **Prevailed in binding arbitration for trade contractor under Nevada's Prompt Pay Act**

Flooring contractor demanded arbitration against commercial builder for monies due under subcontract and associated delay damages. Prevailed in claims of violation of Nevada's Prompt Pay Act, recovering nearly half a million dollars in unpaid pay applications and change orders for the client.

### **Successfully closed \$8 million patent acquisition transaction for Nevada purchaser**

Represented purchaser in acquisition of a number of patents, patent rights, licenses and production rights from the inventor for approximately \$8 million, including, in coordination with the parties' retained patent lawyer, preparation of the asset purchase agreement and all necessary ancillary agreements for the transaction in addition to forming all of the required entities and subsidiaries for the purchaser.

**Successfully defended against business tort claims and claims of “imputed partnership” for real estate investor in week-long bench trial**

Two real estate investors with properties in California, Nevada, and Texas terminated their relationship, after which, the other party alleged the two had actually been “partners” and asserted claims of fraud and other business torts, as well as claims of an “imputed partnership” with the client, seeking damages of nearly \$8 million. Defense judgment issued as to all tort and partnership claims.

## **News**

June 29, 2020

**Newmeyer Dillion's Aaron Lovaas Named to 2020 Mountain States Super Lawyers List**

May 31, 2019

**Newmeyer Dillion Las Vegas Attorneys, Aaron Lovaas & Casey Quinn, Named to 2019 Mountain States Super Lawyers List**

June 11, 2018

**Newmeyer Dillion's Aaron Lovaas & Casey Quinn Recognized by Super Lawyers**

June 12, 2017

**Newmeyer Dillion Attorney Aaron Lovaas Selected to the Mountain States Super Lawyers List for 8th Straight Year**

January 3, 2017

**Aaron Lovaas Joins Newmeyer Dillion's Las Vegas Branch as its Newest Partner Bringing the Total of New Attorneys to Three**

## **Publications**

April 21, 2020

**Nevada OSHA Provides Additional Requirements for Construction Employers to Address Feasibility of Social Distancing at Construction Sites**

April 1, 2020

**All Statutes of Limitation, Legal Deadlines, and Licensure Renewal Deadlines Tolled in Nevada**

March 27, 2020

**The Pandemic of Litigation Sure to Follow the Coronavirus**

March 23, 2020

**Nevada Codifies Definitions of Essential vs. Non-Essential Business**

February 28, 2019

**Restrictions on Out-of-State Real Estate Brokers Being Challenged in Nevada**

August 2018

**Esports: A Whole Different Ball Game**

Nevada Lawyer

September 28, 2017

**Nevada Doubles-Down as a Pro-Business Leader: Officer and Director Powers, and What Every Company Must Know About SB203**

June 20, 2017

**Nevada's Home Building Industry Can Breathe Easier: No Action on SB250 Leaves Current Attorneys' Fees Provisions Intact**

June 2018

**Is Post-Judgment Discovery of a Non-Party's Assets Allowed in Nevada? The Answer: It Depends**

Nevada Lawyer

## Events

January 17, 2019

**Newmeyer Dillion's 2019 Builder Update**

*The Pacific Club*

September 17, 2018

**Legal Issues with eSports**

*State Bar of Nevada CLE Program*

February 14, 2018

**Newmeyer Dillion's 2018 Builder Update**

*The Pacific Club*

## Las Vegas Roots

*"When I was younger and mentioned to people that I was from Las Vegas, I would often be met with the response – "I didn't know that anyone was actually from Las Vegas!" I hear that response less so as the years go by, but there is no denying that my family has deep roots here in Southern Nevada. I've seen a lot of changes here over the years, and that has served me well in forming a kinship with those other locals and businesses who have called Las Vegas home as I have. How deep are those roots? Perhaps not as deep as some, but deep nonetheless.*

*When I was born, the population of Las Vegas was just over 200,000. Elvis was appearing regularly at The International (now the Westgate); Evel Knievel's jump over the Caesar's Palace fountains was a recent event; and the very first World Series of Poker was played at Binion's Horseshoe. My high school job was as a pool valet at the Las Vegas Hilton and after I graduated from Clark High School, I attended UNLV when the Runnin' Rebels won the NCAA basketball championship. I remember the MGM fire, the Pepcon explosion, local news footage of mobsters blown up in their cars, and all of the casino implosions to make room for something bigger, shinier, and even more exciting. I live in a city where 10 of the 15 largest hotels in the world sit as neighbors on one street, and as I drive across the Las Vegas Strip everyday on my way to and from work I think, "Nowhere else in the world is this happening."*

*Still, my Las Vegas life experience pales in comparison to that of my parents. My mother's family moved to Southern Nevada when she was only a baby, after her father had lived in a tent in the desert, working to construct Hoover Dam along with scores of others. Once the U.S. government had built some worker housing, in what was to become Boulder City, Nevada, my grandfather sent for his family. After the Dam was complete, my mother's family moved to tiny Henderson (now the second largest city in the state). My mother graduated from Basic High School (named for the Basic Magnesium Plant) in Henderson, spending part of her childhood playing on the shores of Lake Mead, behind Hoover Dam that her father had helped to build.*

*About 20 miles away, my father's family had moved to near downtown Las Vegas in 1947. My grandfather was one of Nevada's delegates to the 1952 Republican National Convention and my father's older brother was a football star at Las Vegas High School. According to my father, a favorite high school pastime was to drive a little north of town and park along the highway in the desert to watch the mushroom clouds as the Nevada Test Site exploded atomic bombs. They blew up the bombs on towers above ground in those days, and although "ground zero" was over 80 miles away, my father describes the "flash of light," the "rush of wind," and the "sound of thunder" that seemed to last forever, that made each trip out to watch the mushroom clouds so exciting. Wow . . . He then worked 40 years in the casino industry and in that time likely saw just about everything the Las Vegas mystique is built on – and probably more.*

*There are not many of us in Southern Nevada who share this kind of history, but for those of us who do, it helps us to relate to one another, and helps us better serve the more recent members of our communities who might benefit from the experience and insight we natives have with this unique place. I offer that experience and insight to my clients, and I think they appreciate it."*