



## CHRIS S. BROWN

Shareholder

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### PRACTICE AREAS

Business & Finance  
Mergers & Acquisitions  
Taxation

Chris Brown's practice focuses on mergers and acquisitions. He frequently advises clients on the tax and economic terms of M&A deals, with an emphasis on tax planning and deal implementation. On the buy side, Chris advises both institutional investors and fund managers on key aspects of buy-side deal work, including the tax structure, spin-offs, mergers, rolled equity, incentive compensation, and various partnership tax issues. On the sell-side, Chris frequently advises clients that are preparing for an exit transaction. He advises selling parties on letter of intent terms, working capital, due diligence, tax planning for founders and other stakeholders, rolled equity, deferred compensation and state tax issues. With 27 years of tax practice experience, Chris has gained broad knowledge in all aspects of federal income tax law, and routinely reviews a client's overall tax and accounting systems in the context of major transactions. He also has considerable experience in managing tax disputes involving the IRS and Washington Department of Revenue along with contract claims related to tax issues in business transactions.

Chris has a particular interest in alternative energy. He has assisted several solar technology companies with tax and corporate law matters and with sell-side transaction planning. He has also advised a major utility on Washington state tax issues involving wind and hydro projects. He is a presenter on tax and legal issues related to alternative energy, particularly on changes of law and policy under the 2022 Inflation Reduction Act and under Washington law.

In addition to his tax practice, Chris serves as general counsel to a number of businesses, providing guidance in corporate, LLC and partnership law matters. He routinely advises on contract negotiation, joint ventures and equity compensation. In addition, Chris has extensive experience in LLC and partnership law, advising clients in complex voting and economic arrangements and drafting and negotiating LLC and partnership agreements.

## **REPRESENTATIVE MATTERS:**

- Buy-side tax counsel to investment fund's purchase of farming and food processing business from Washington agricultural cooperative.
- Tax counsel to majority-stake sale of electric contractor business.
- Tax counsel for buy-side fund acquiring an agricultural processing business.
- Lead counsel in exit sale of closely held printing company.
- Lead counsel in negotiation and closing of asset acquisition involving an environmental engineering company
- Represented public utility owner in settling a dispute with Washington Department of Revenue over excise taxes associated with a wind energy transaction
- Special tax counsel to founders in a software company asset sale by a pass-through entity to a public company, with significant earn-out terms
- Lead counsel to debt work-out arrangement involving aerospace parts manufacturer.
- Tax counsel to exit sale by an entrepreneur to a public company buyer
- Represented purchasing corporation in addressing an unexpected post-closing sales tax liability; handled appeal and negotiated settlement with Washington Department of Revenue
- Tax advisor to purchaser of a multi-state service business; primary negotiator of post-closing claims involving state and federal tax issues and favorable purchase price adjustment
- Served as tax counsel to many executives in addressing tax and legal issues related to significant compensation events, such as termination, change of control, acceleration of stock options, and Section 409A and golden parachute matters
- Numerous engagements involving the review, negotiation and drafting of LLC and limited partnership agreements, including review of private equity fund and other investment fund agreements, conversion of LLCs into corporations, creation of new voting or management terms, drafting of complex distribution terms, and the revision of existing LLC agreements

## **PRESENTATIONS & PUBLICATIONS:**

- Executive Editor (Tax Content), Washington Partnership and Limited Liability Company Deskbook, 3<sup>rd</sup> Edition (published by Washington State Bar Association).
- Adjunct Professor at the University of Washington School of Law Graduate Tax Program (Advanced Partnership Taxation), 2011-2015
- Author, "The Tax Treatment of Bad Debts and the Discharge of Debt," CLE, WSBA Tax Section, (December 2014)

## **PROFESSIONAL & CIVIC ASSOCIATIONS:**

- Washington State Bar Association
  - Partnership and LLC Law Committee, 2006-present
  - Tax Section
- American Bar Association, member
  - Section of Environment, Energy and Resources (Renewable, Alternative, and Distributed Energy Resources Committee)
- Energy Bar Association, member

**PROFESSIONAL & CIVIC ASSOCIATIONS (Continued)**

- Seattle Tax Group, co-president and member

**BAR & COURT ADMISSIONS:**

- Washington State Bar

**EDUCATION:**

- J.D., University of Washington School of Law
- B.A., Cornell University

**AWARDS & RECOGNITION:**

- *Best Lawyers in America*®, Tax Law
- "Washington Super Lawyer," Super Lawyers Magazine®, Tax Law