



**Jon Nelsen** focuses on federal income tax matters. His practice includes planning and effecting joint ventures, mergers, acquisitions, and reorganizations, and representing large companies and high net worth individuals in tax controversy matters nationwide.

Mr. Nelsen's extensive tax planning practice includes advising on complex joint venture arrangements for real estate and energy clients and mergers and acquisitions involving a broad range of tax issues, including qualification for reorganization treatment and planning for post-acquisition matters.

Mr. Nelsen's controversy experience includes representing clients in IRS examinations, appeals, fast track mediations, post-Appeals mediation, and pre-filing agreement negotiations. These matters relate to numerous areas of federal income taxation, including financial products issues, debt vs. equity issues, depreciation issues, research and development credit issues, casualty loss issues, section 1033 issues, and normalization issues. Mr. Nelsen also has extensive experience advising clients with respect to FIN 48 issues, Schedule UTP, working with outside auditors, and financial disclosure issues.

### **Representative Experience**

#### Tax Partnerships

- Major commercial real estate developer—complex partnership arrangements and restructurings
- Real estate investment company—numerous complex joint ventures
- NYSE-listed oil and gas company—formation of an approximately \$3.5 billion midstream natural gas pipeline joint venture
- Wind turbine manufacturer—joint venture with operator to take advantage of Treasury grants
- Wind energy investor—joint venture with operator to take advantage of state and Treasury grants



- Leading energy investment private equity firm—numerous engagements in the purchase of offshore pipelines, the purchase of membership interests in a pipeline joint venture, the purchase of natural gas and solid-fuel generation facilities, and the formation of a joint venture with a leading midstream energy company
- Midstream master limited partnership—initial public offering

#### Mergers & Acquisitions

- Major utility—acquisitions of numerous renewable energy projects
- Major utility—advised as to potential acquisition of another utility involving Section 338(h)(10) election considerations
- Large independent E&P company—acquisition of oil and gas assets
- Large independent E&P company—sale of oil and gas assets
- Major energy company—acquisition of cogeneration facility
- Major energy company—acquisition of customer contracts and limited liability company
- Technology company—sale of company involving complex Section 338(h)(10) considerations
- Leading energy services company—numerous acquisitions
- Alternative Energy
- Major solar developer—implementation of residential lease facility
- Major manufacturer—advice as to the availability of production tax credits, investment tax credits, and Treasury Grants for producing electricity from landfill gas facilities
- Major utility—assisted in obtaining Smart Grid grants
- Solar lease provider—structuring to claim Treasury Grants



Tax Litigation/Controversy

- Major energy company—competent authority and MAP negotiations
- Real estate investment company—case before IRS Appeals involving a complete IRS concession on debt vs. equity issue
- Bank holding company—case before IRS Appeals on bad debt deduction
- Major E&P company—case before IRS Appeals on application of straddle and interest capitalization rules
- Major E&P company—fast track mediation with IRS Exam and IRS Appeals on application of bonus depreciation rules
- Major oil field services company—case before IRS Appeals on research and development credit issues
- Major energy company—case before IRS Appeals on oil and gas hedging issue
- Industry leader—post appeals mediation relating to scope of Section 172(f)
- Major receivership—handled federal tax issues related to receivership proceeding
- Major telecommunications company—fast track mediation on application of straddle and interest capitalization rules
- Major energy company—representation throughout audit process before IRS Exam and IRS Appeals with respect to a range of issues, including casualty loss deductibility
- Major utility—contested rate cases before the Texas Public Utility Commission relating to complex tax issues
- Leading education company—Section 1033 issues



### Professional/Community Involvement

State Bar of Texas

United States District Court for the Southern District of Texas

Austin Bar Association

Houston Bar Association

### Bar

Texas – 2006

### Education

University of Colorado – 2002 – B.A., Political Science and History, Phi Beta Kappa

The University of Texas School of Law – 2006 – J.D., with highest honors; Order of the Coif

Associate Editor, *Texas Law Review*

Chancellors

### Awards and Honors

Recognized as a *Texas Super Lawyer-Rising Star* (Thomson Reuters), 2013, 2014, 2015, 2016, 2017, 2018, 2019, & 2020