



## Michael Wiener

Partner

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Michael Wiener is a tax partner who focuses on structuring real estate and corporate transactions. Clients rely on Michael's ability to analyze complicated tax issues and to implement creative solutions.

Michael is an expert in structuring all types of tax-deferred Section 1031 exchange transactions, including forward exchanges, reverse exchanges, and build-to-suit exchanges. He has extensive experience structuring real estate dispositions by partnerships and limited liability companies where either the partners or members want to exchange separately or only some partners or members want to exchange while others want to sell for cash. Michael also has deep expertise structuring real estate acquisitions where multiple purchasers are completing exchanges or where fresh cash is being invested alongside exchange proceeds. His expertise extends to California's property tax and transfer tax rules.

Michael has substantial experience structuring joint ventures and both negotiating and drafting complex distribution and tax allocation provisions in partnership agreements and limited liability company operating agreements. Michael also has experience drafting the non-tax portions of joint venture agreements, such as management provisions and transfer restrictions. He also often provides tax advice in connection with M&A transactions.

Since the passage of the Tax Cuts and Jobs Act of 2017, Michael has become an expert on the qualified opportunity zone statute and related treasury regulations. Michael has structured numerous investments in qualified opportunity zones, has both published and spoken on the topic, and has advised investors, qualified opportunity funds and qualified opportunity zone businesses on compliance issues. Michael's experience ranges from working with closely held funds to advising on widely syndicated offerings.

Michael has successfully represented clients in audits by the Internal Revenue Service (IRS) and California Franchise Tax Board, and is admitted to practice before the United States Tax Court.

Michael's patience, attention to detail and deep understanding of the business issues involved in transactions allow him to structure transactions in the most tax-efficient manner possible without sacrificing the client's business objectives. Michael thoroughly explains transaction structures and their tax consequences, and his clear drafting style makes his partnership and operating agreements easy to read and follow.

As a trusted advisor and expert in tax matters, Michael has been quoted in *Law360*, *Bloomberg Tax*, *GlobeSt.com*, *Los Angeles Business Journal*, *RE Business Online*, *Bisnow*, *Daily Journal*, and other prominent business, real estate, and legal publications.

### **Professional Affiliations**

- Los Angeles County Bar Association
- Beverly Hills Bar Association

### **Awards**

- Listed in *Los Angeles Times* as a "Banking & Finance Visionary," 2022

### **Bar Admissions**

- California
- New York

### **Education**

- New York University School of Law (J.D.)
- New York University School of Law (LL.M.)
  - Taxation
- Columbia University (B.A., *with honors*)

## **Representative Matters**

- Represented Watt Ventures, one of the largest developers, owners, and managers of real estate on the West Coast, in the restructuring of its company into five new entities.
- Represented a privately held real estate firm in a complicated sale of 8 property tracts containing multiple student housing buildings in Knoxville, Tennessee, which involved transfers of tenancy in common interests, 1031 exchanges, and a loan assumption.
- Represented family real estate partnership in the acquisition of multi-family properties involving numerous 1031 exchanges, loan assumptions, and preferred equity investments.
- Represented family office in diversifying its real estate portfolio through a series of 1031 exchanges, including forward exchanges, exchange last reverse exchanges, and exchange first reverse exchanges.
- Represented real estate partnerships in restructuring related to 1031 exchanges.
- Represented both sponsors and in syndicated tenancy-in-common structures.
- Structured a deed-in-lieu of foreclosure acquisition as part of a 1031 exchange.
- Advised sponsors, developers and investors on structuring qualified opportunity zone deals.