



Sharon Brown

She | Her | Hers

Partner

New York

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Education

- Cornell University, Certificate, Executive Women in Leadership
- New York Law School, LLM, Taxation
- Long Island University, *With Distinction*, MS
- New York University, Certificate, Financial Risk Management
- Suffolk University Law School, *Cum Laude*; *Suffolk Transnational Law Review*, Executive Board Member and Chief Note Editor, JD
- Northeastern University, BS

Practices & Industries

- Public Finance
- Tax
- Tax Credits

Admitted to Practice

- New York
- District of Columbia

Court Admissions

- US Tax Court

Biography

Sharon serves as a co-chair of Barclay Damon's Public Finance Practice Area. With over 25 years of legal experience, her practice features a particular emphasis on the federal tax treatment of tax-exempt bond financings. In these matters, Sharon assists her clients in the tax structuring of governmental and private activity bond transactions. Sharon has served as bond counsel, underwriters' counsel, special-tax counsel, and borrower's counsel on a wide variety of public finance transactions, including single-family and multifamily housing; power and energy; 501(c)(3) financings for higher education, health care, assisted living, and cultural institutions; and general obligation bond and note issues for infrastructure projects for cities, towns, villages, and school districts across New York State. Moreover, she has extensive transactional experience with multifamily housing financings involving low-income housing tax credits, historical tax credits, and a variety of issuer and government subsidies and incentives.

She counsels state and local governmental entities, financial institutions, and not-for-profit organizations on a variety of public finance tax issues. She has worked on transactions involving multi-modal structures, complex refundings, derivative products, multiple-year tranches, draw-down bonds, recycled volume cap bonds, pooled financings, private placements, limited public offerings, general-obligation bonds, and revenue bonds.

Sharon additionally advises issuers and borrowers on IRS examinations of tax-exempt bond transactions and post-issuance tax compliance.

Sharon's experience as a tax attorney has given her the ability to simplify complex tax concepts, making her an essential resource for her clients. Additionally, Sharon's pleasant demeanor is a distinctive element of her client relationships.

In addition to her practice, Sharon serves as the firm's diversity partner and as chair of the Diversity Partner Committee. In her

role, she leads the firm's diversity, equity, and inclusion initiative, authoring innovative policies and advising firm leadership on effectively recruiting and using the productive talents, energy, and creativity of a diverse workforce for maximum organizational effectiveness and the best use of intellectual capital. Sharon is also a member of the firm's Wellness Committee.

Outside Barclay Damon, Sharon is a federal income tax adjunct professor at New York Law School.

Bar Associations

- American Bar Association
- American Bar Foundation, Fellow
- New York State Bar Association Committee on Diversity, Equity, and Inclusion Member and Events Subcommittee Chair; Task Force on Racism, Social Equity, and the Law Member and Housing Committee Co-Chair; Women in Law Section Executive Board Member

Selected Memberships & Affiliations

- National Association of Bond Lawyers
- New York State Association for Affordable Housing
- New York State Government Finance Officers Association
- National Association of Women Lawyers
- Women in Housing and Finance, Inc.

Representative Experience

- Serves as tax counsel in connection with the development and preservation of thousands of affordable housing units in mixed-use and mixed-income developments across the United States that are financed with tax-exempt bonds and 4 percent low-income housing tax credits; backed by traditional bank letters of credit; or involve Fannie Mae and Freddie Mac credit enhancement, HUD risk-sharing program insurance, derivative products through public offerings, and the direct loan or purchase of bonds.
- Served as tax counsel to a state and local housing finance agency in connection with the creation of a multifamily tax-exempt warehousing facility that provides recycling and bond-volume cap preservation.
- Serves as tax counsel to not-for-profit sponsors, managing members, and owner entities in the development, preservation, and financing of affordable residential rental projects containing units for supportive housing, involving 9 percent low-income tax credits and various other subsidies.

- Serves as tax counsel to state and local governments in the issuance of tax-exempt bonds for capital projects.
- Serves as tax counsel to issuers and borrowers in financings for 501(c)(3) educational, health care, and cultural institutions.
- Serves as tax counsel on pooled bond programs for state financing authorities.
- Serves as tax counsel in connection with IRS audits.
- Serves as pro bono tax counsel in connection with business formation and application for 501(c)(3) status.

Prior Experience

- Hawkins Delafield & Wood LLP, Tax Group

Selected Community Activities

- New York Law School, Adjunct Professor
- Saint Saviour Catholic Academy, Board of Trustees
- The Episcopal Diocese of Long Island, Conference Committee Chair
- CERTIFI by Mercy University Women in Leadership Certificate Program, Advisory Board Member

Selected Honors

- *City & State New York*, Who's Who in Budgeting and Finance, 2024
- *The Best Lawyers in America*®: Public Finance Law, 2023, 2024
- The National Black Lawyers Top 100, 2020–2024
- Law360, Influential Women in Tax Law, 2019
- *The Bond Buyer*, Trailblazing Women in Public Finance Award, 2018

Selected Speaking Engagements

- New York Law School 16th Annual Tax Lawyering Workshop, "Tax Opinions: Best Practices for Establishing the Factual Basis"
- New York Law School, "Diversity in Tax Practice"
- Bonadio Group's College & University Educational Breakfast Series at Clarkson University, "Qualified 501(c)(3) Bonds: Post-Issuance Tax Compliance"
- New York State Association for Affordable Housing Annual New York City Conference, "Tax-Exempt Bonds"
- New York Law School Summer International Tax Program, "Introduction to Sales and Use Taxes in the United States, VAT in France, and the European Union and Sales and Excises Taxes in the United States: A Comparative Tax Law Discussion"

Selected Media

- Law360 Pulse, "Barclay Damon Partners Talk 100% Pro Bono Participation"
- New York Law School, "Sharon Brown '13 LL.M Named an Influential Woman in Tax Law"
- Law360, "Influential Women in Tax Law: Barclay Damon's Sharon Brown"
- Law360, "Public Finance Atty Joins Barclay Damon's NYC Office"

Selected Alerts & Blog Posts

- IRS Allows Telephonic TEFRA Hearings Indefinitely
- Revised IRS Form 8038-CP
- The IRS Clarifies Standards for LLCs to Receive Determination Letter of 501(c)(3) Status
- Tax-Exempt Bond Provisions Included in the Infrastructure Investment and Jobs Act
- NYS Governor Hochul Signs Amendment to Open Meetings Law