



Gregory W. Berger

Shareholder

gberger@bhfs.com

303.223.1158

Denver, Colorado Washington, DC

Greg Berger works closely with the Government Relations Group on representing clients before Congress and Treasury on significant tax policy and legislative issues. Greg has extensive experience in corporate and partnership taxation, state and local taxation and public finance. He is co-chair of the firm's Tax Group and serves as a member of the firm's Pro Bono Committee. Highly respected for his broad vision and extensive legal knowledge, Greg is a former member of the Brownstein Management Committee.

Greg's practice focuses on a wide range of tax matters, including acquisitions, joint ventures, real estate transactions, government affairs and private equity transactions, state and local taxation and tax-exempt financing. Greg has been involved in many of the significant legislative tax proposals in recent years, including the Small Business Jobs Act of 2010, relief from cancellation of indebtedness, FIRPTA reform and distressed debt issues.

Practices

Tax, Tax, Government Relations

Representative Matters

- Successfully developed and implemented strategies for C-level executive separations, including oversight of related investigations, then negotiated and litigated to favorable results issues related to the separation, including severance, equity-related transactions and other complex terms.
- Represented a healthcare company in creating innovative new joint venture ownership structure for in vitro fertilization labs, leveraging best of breed technologies and best practices through licensing and management systems. Provided tax advice in connection with innovative corporate and business structure achieving business priorities while addressing competing requirements in areas of corporate, tax, insurance, consumer finance, and health care, including restrictions on corporate practice of medicine, fee splitting, self-referral, and anti-kickback.
- Served as bond counsel for \$10 million of privately placed municipal debt financing for an expansion of the Gila Regional Medical Center in Silver City, New Mexico.
- Represented DLJ Real Estate Capital Partners in its restructuring of two joint ventures with Noble House Group.
- Represents client to obtain guidance which would facilitate workouts of distressed debt.
- Represents client on international tax reform.
- Representing Fortress Investment Group and its affiliates in the making of a preferred equity investment in an entity owning a large Colorado Shopping Mall with ongoing construction components, including the negotiation of the buy-out of a partner in such entity, representation of the joint venture entity in its acquisition of a simultaneous refinance loan from Wells Fargo Bank, the negotiation of a management agreement with the sponsor regarding the management of the Property and representation of client in all aspects of the structuring of the investment and transactions from a tax perspective in 2012.

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- Represented SIMEON Commercial Properties in the financing, acquisition and development of apartments in San Jose, California.
 - Structure capital funding of \$500M multi-unit apartment developments in Texas, North Carolina, Florida, and Utah.
 - Represented KSL Capital Partners, LLC as the purchaser in its \$130 million acquisition of the Royal Palm Hotel located in Miami Beach, FL, including \$90 million of seller financing. Brownstein also negotiated the purchase and sale agreement and seller financing documents, completed due diligence and closed the acquisition in less than 60 days.
 - Brownstein worked closely with industry leaders, House Committee on Ways and Means members, Senate Finance Committee members and the Joint Committee on Taxation to solve existing barriers to foreign capital by successfully passing an amendment to the Foreign Investment in Real Property Tax Act (FIRPTA).
 - Served as bond counsel for Albuquerque Academy in the Village of Los Ranchos de Albuquerque, NM \$36 million educational facilities refunding and improvement revenue bonds (Albuquerque Academy Project), Series 2010. Certain proceeds of the Series 2010 bonds will be used to finance the cost of improvements to the Albuquerque Academy campus.
 - Served as counsel to Strategic Analytics Inc., a global software and services company in the retail lending industry, in connection with the sale of all of the outstanding stock of the company.
 - Led a large coalition of diverse companies and industries to pass a temporary provision in the 2009 American Recovery and Reinvestment Act that allows for a ten year deferral of cancellation of indebtedness income. The first five years will be tax free, with ratable payments in each of the last five years. This provision will apply to debt for cash, equity or other debt, and should prove to be an important tool for companies that need to restructure debt in the midst of this severe economic down turn.
 - Represented the College of Santa Fe, New Mexico, in the \$30 million sale of its real estate assets to the City of Santa Fe, and its personal property assets to an affiliate of Laureate Education.
 - Brownstein represents Verge, a family of venture capital funds, in the formation of their first and second funds, a sidecar fund and the majority of their investments to date.
 - Served as special counsel in connection with the delivery of a total of \$338 million Certificates of Participation (Ralph L. Carr Justice Complex and Colorado History Center Projects) evidencing proportionate interests in base rentals and other revenues under an annually renewable master build-to-suit lease purchase agreement between CHS/CJS Building, Inc. as lessor and the State of Colorado as lessee.
 - Represented Vail Resorts, Inc. in its \$40.5 million acquisition of Colorado Mountain Express, a resort ground transportation business. Brownstein also handled the related real estate, tax, environmental, ERISA and employment aspects of the transaction.
 - Served as bond counsel in connection with the issuance of \$38,490,000 Santa Margarita/Dana Point Authority Bonds, Series 2009 for California's Santa Margarita Water District Improvement Districts Nos. 2, 3 and 4 General Obligation Bonds.
 - Served as special counsel in connection with the financing of the \$105,000,000 County Detention Facility by Adams County, Colorado. This financing evidenced proportionate interests in the assignment of base rentals and other revenues under an annually renewable lease purchase agreement between Adams County Detention Facility Leasing Trust 2009 as lessor, and Adams County, Colorado as lessee.
 - Served as special COP counsel in connection with a \$17,735,000 lease purchase financing of the new Denver Botanic Gardens parking garage. Certificates of Participation, Series 2008B, evidenced a proportionate interest in the base rentals and other revenues under an annually-renewable lease purchase agreement between the Denver Botanic Gardens Parking Facility Trust 2008 as lessor, and the City and County of Denver as lessee.

Community

Board Member and Chair, Bringing Back the Arts

Denver Community Leadership Forum - 2000

Board of Directors, Gateway Regional Metropolitan District

Former Board Member and Chair, Cherry Creek Schools Foundation

Former Board Member, Corporate Partners Committee, Denver Museum of Nature and Science

Former Board Member and Treasurer, Parent Pathways

Publications & Presentations

- How Do Opportunity Zone Deals Really Work?, *Brownstein Client Alert*, January 10, 2019
- Treasury Releases Guidance on Business Interest Deduction Limits, *Brownstein Client Alert*, December 7, 2018
- Treasury Releases Guidance on Opportunity Zones, *Brownstein Client Alert*, November 2, 2018
- Treasury Releases Guidance on Opportunity Zones, *Brownstein Client Alert*, October 24, 2018
- What Will the 2018 Midterms Mean for Business?, *Brownstein Podcast Series*, October 23, 2018
- Ballot Boxes Driving Policy, With Big Business Implications, *Brownstein Client Alert*, October 18, 2018
- Brownstein Podcast Series: New Tax Incentives in Qualified Opportunity Zones, *Brownstein Podcast Series*, October 8, 2018
- Treasury Releases Long-Anticipated Guidance on Taxation of Passthrough Entities, *Brownstein Client Alert*, August 9, 2018
- Understanding The Tax Cuts and Jobs Act, *Brownstein Podcast Series*, March 28, 2018
- The Trump Agenda: What's Next for Business?, *Brownstein Podcast Series*, October 23, 2017

Education

- LL.M., 1991, New York University School of Law, Taxation
- J.D., 1986, University of Colorado Law School
- B.A., 1983, *magna cum laude*, University of Colorado

Admissions

- Colorado
- U.S. District Court, District of Colorado

Recognition

Best Lawyers in America, 2010-2019

Colorado Super Lawyers, 2010-2013, 2018

Staff Editor, *University of Colorado Law Review*

Membership

American Bar Association

Colorado Bar Association

Denver Bar Association