

Martha J. Nahill Frahm

Director

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Martha is a tax lawyer who advises on federal and state tax planning for businesses and individuals relating to business formations, mergers & acquisitions, divestitures, and partnership formations including venture capital and real estate joint ventures.

Martha also represents tax exempt and charitable organizations including educational institutions, health care organizations, academic medical centers, foundations, and other non-profit and charitable tax-exempt organizations. She counsels clients on a wide range of legal issues such as formation, corporate governance, conflicts of interest, state and federal filing requirements, unrelated business taxable income, nonprofit joint ventures and collaborations, executive compensation, lobbying and advocacy limitations, charitable giving, and conservation easements. She represents clients before the Internal Revenue Service and the Massachusetts Department of Revenue in connection with the determination of exempt status, audits and ruling requests.

In addition, Martha works closely with the firm's private client and trust lawyers to guide clients through a range of wealth transfer and other tax related matters to maximize benefits. She assists entrepreneurial families with closely-held businesses on wealth transfer and succession planning advice, including family limited partnership structuring. She also helps high-net worth families with family business succession issues, charitable planning, and foundation development matters.

Martha is a sought out speaker who is knowledgeable about a wide variety of tax-exempt issues including structuring joint ventures between for-profit and non-profit organizations.

Accolades

- Massachusetts Super Lawyers, 2007-2012
- Massachusetts Super Lawyers: Rising Stars

Affiliations

- American Health Lawyers Association

- Boston Bar Association
 - Council Member, Governance Committee member
 - Co-Chair of the Tax-Exempt Organizations Section Continuing Legal Education Committee, 2017
 - Chapter 180 Working Group Member, 2017
 - Inaugural Co-Chair, Tax-Exempt Organizations Committee, 2010-2012
 - Business Law Section Steering Committee Member
 - Co-Chair, Tax-Exempt Organizations Committee, Tax Section, September 2007-2012
 - Bylaw Review Committee Member, 2011-2012

Admissions

- Massachusetts

Education

- Tufts University (B.A., 1995)
- Boston University School of Law (J.D., *cum laude*, 2000)
- Boston University School of Law (LL.M., 2005)

Representative Matters

Provincetown Commons: A Home for Creativity and Innovation

Representation of Provincetown Commons, Inc., in connection with corporate formation, governance, obtaining tax exempt status, lease/contract review and negotiation, and obtaining local permits and approvals.

Provincetown Commons is renovating, adapting and programming a nearly century-old community center located in the heart of Provincetown, MA, for use by the local community. The revitalized community center will provide year-round working space and professional support to area artists, other members of the local creative economy, and start-up businesses, and will serve as a gathering space for educational and community initiatives, as well as for the Outer Cape Cod community at large. Aiming to contribute to strengthening Provincetown's year-round economy, the Provincetown Commons will serve as a nexus for creativity, collaboration, and new economic opportunity.

As general counsel to Provincetown Commons, Goulston & Storrs attorneys created formation documents, registered the corporation with the Secretary of the Commonwealth and Massachusetts Attorney General, and obtained 501(c)(3) tax exempt status from the IRS. We worked closely with

Provincetown Commons on all aspects of the re-development process, including negotiation of the lease and related documents with the Town of Provincetown, obtaining local permits and approvals and negotiating the construction contract with the contractor. Provincetown Commons had its grand opening in late 2018, and we continue to provide legal support and counsel to the transformative community center.

Provincetown Commons pre-renovation



Provincetown Commons post-renovation



Photos courtesy of Provincetown Commons

Tax Advice for Canadian Private Equity Real Estate Fund and Public Company

Representation of Canadian private equity real estate fund and public company on numerous securitized transactions for their US operations. Also provide this client advice on general tax and structuring, financing transactions, joint ventures, formation agreements, REMIC structuring, and REPO transactions. Additionally, assist the client with the ground-up and re-development of structured single family residences, rental property and manufactured housing structure agreements.

Like-Kind Real Estate Exchanges of Real Estate Property

Assist companies and individuals with like-kind real estate exchanges of real estate property. Advise clients on the proper structuring rules associated with this kind of transaction.

Tax Structuring Advice to Non-Profit Universities and Academic Medical Centers

Provides a range of tax structuring advice to non-profit universities and academic medical centers. This advice includes management structuring, operational and investment matters, governance, policy development, mergers and acquisitions and technology transfer and licensing agreements.

Publications

December 30, 2020

PPP2, Real Estate, and Tax Highlights of Year-end COVID-Relief Act (The Consolidated Appropriations Act, 2021)

April 13, 2020

CARES Act Update: IRS Provides Additional Relief for Taxpayers, Partnerships

April 7, 2020

Massachusetts Nonprofit Corporate Governance – Emergency Powers

April 3, 2020

Federal and Selected State Tax Updates in Response to Coronavirus (COVID-19)

April 3, 2020

SUMMARY: CARES Act for Non-Profits

March 26, 2020

Summary of CARES Act

December 2017

Tax Reform Advisory: Exempt Organizations