

Tax-Exempts and Non-Profits

Many organizations, whether for mission, fund-raising, tax, or historical reasons, operate as non-profit organizations. At Goulston & Storrs, we have extensive experience assisting the executive, legal, investment, marketing, human resources, facilities management, procurement, technology transfer, and other professionals within such organizations in all phases of their operations; we understand our clients' businesses and share in their visions.

We are proud to represent a wide variety of nonprofits, domestically and internationally, that range in both mission and focus, including: public charities, private foundations, social clubs, religious institutions, government associations, educational institutions, government organizations, hospitals and medical facilities, and industry and trade associations.

Our attorneys often act as outside general counsel, helping with anything that comes across our clients' desks. We appreciate and are sensitive to the unique challenges that affect non-profit organizations, including those that relate to their financial and programmatic operations (such as UBTI, financing, and advising on balance sheets), and those that relate to the more abstract issues of mission and governance (such as reputation and risk management, and rights of control).

Our experienced lawyers, paralegals, and business professionals collaborate efficiently and seamlessly across practices and offices to provide sophisticated, well-rounded advice to our clients, addressing:

Business Planning & Strategy

- Organizational formation structuring
- Master planning and enterprise development
- Governance
- Succession Planning
- Strategic alliances, JVs, and collaborations
- Lobbying and political activities
- Commercial co-venturing
- Risk assessment and insurance
- Litigation and alternative dispute resolution

Tax, Financial

- Fiscal sponsorships and grants
- Federal, state and local tax issues, including tax exemption, UBTI and PILOT issues, and sales tax
- Fundraising, donor communication, and solicitation

- Form 990, Form 1023, Form PC, state return review, and other applicable state and federal reporting

Real Estate

- Purchases, sales, and financing
- Public approvals, institutional master plans
- Conservation easements and land trusts
- Land use
- Construction
- Leasing
- Property tax exemption

Corporate

- Intellectual property
- Technology transfers and licensing
- Banking and finance
- Bankruptcy and creditor rights
- Regulatory compliance (federal, state, and local)
- Employment
- ERISA
- Data privacy and security
- Procurement

Though many of our non-profit clients are traditional 501(c)(3) charities, we have significant experience working with clients that operate as 501(c)(4), 501(c)(5), 501(c)(6), 501(c)(7), and more. We help our clients to choose the appropriate form of business entity for any new ventures, which may or may not be a nonprofit.

Representative Matters

Commercial Life sciences Center Development

Represented a non-profit economic development corporation in the development, by a private party, of a commercial life sciences center on a hospital campus.

International Nonprofit Organization Development and Financing of Affordable Elderly Housing and Mixed-Income Developments

Representation of international non-profit organization in the development and financing of affordable elderly housing and mixed-income developments, including a housing development

under the U.S. Department of Housing and Urban Development Section 202 Program and the refinancing of HUD direct loans for projects developed under the Section 202 Program.

International Religious Nonprofit Acquisition and Development of Community Center

Counsel to international religious non-profit in the acquisition and development of a 90,000 square-foot community center in the Upham's Corner area of Boston.

Mixed-Use Development for Arts, Medical and Other Institutional Uses

Representation of multiple private and non-profit organizations in the development and implementation of coordinated mixed-use developments for arts, medical, and other institutional uses.

Non-Profit Organizations Employment Matters

Representation of non-profit organizations regarding employment practices, including employee discipline and termination, employment policies, and investigation and resolutions of employee misconduct, and representation regarding senior executive matters including employment agreements, 409A deferred compensation, severance agreements, split-dollar life insurance arrangements, reasonableness standards and safe harbors to comply with the intermediate sanction rules, employee benefits and executive compensation matters, including the creation of deferred and incentive compensation programs for the executives and overseeing compliance matters for such programs under ERISA and the Tax Code.

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.

International Trademark and Business Model Licensing Strategy for Non-Profit

Developed and implemented an international trademark and business model licensing strategy for a New York-based non-profit organization engaged in promoting entrepreneurship through affiliates in Africa, the Middle East, Europe, the U.S., and Central and South America.

Non-Profit Organization Employment Negotiations and Plans

Advising non-profit organizations in connection with the full range of employment negotiations and plans.

Non-Profit Teaching and Research Hospital Agreements

Representation of a major group of non-profit teaching and research hospitals in technology license agreements, collaboration agreements, and sponsored research agreements.

Non-Profit Community Center Redevelopment

Representation of a non-profit organization in connection with the redevelopment of a defunct community center building into a newly renovated, mixed-use, collaborative working space for local artists and entrepreneurs, including permitting and negotiation of the long-term lease and construction and consulting contracts related to the redevelopment.

Non-Profit Headquarters Acquisition

Representation of a non-profit organization for Latino youth in connection with the purchase of their previously rented building to establish a permanent headquarters, including drafting the conveyance documentation and assisting with acquisition financing, tax matters and other long-term legal matters.

Employment Negotiations and Plans for Non-Profit Organizations

Advises non-profit organizations in connection with the full range of employment negotiations and plans.

Gift Agreements Between Donors and Non-Profits

Negotiating and creating gift agreements between donors and non-profit entities.

Tax Structuring for Non-Profit, Academic Medical Centers

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

International Non-Profit Organization Intellectual Property Agreements

Represented an international non-profit organization in a regional intellectual property ownership and licensing agreement with another international non-profit. The project required establishing the scope of certain jointly owned rights based on collaborative work in one country and negotiating ground rules for each party to make independent use of that intellectual property and modified versions thereof in other territories.