

Ross Keogh is a shareholder in the firm's rapidly growing Missoula, Montana office. His practice focuses on helping clients create and manage tax-efficient business structures and capital syndication, particularly in the context of start-ups, real estate and the Opportunity Zone incentive.



Contact information

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Capabilities

Corporate Transparency Act
Mining & Water Rights
Natural Resources, Real Estate &
Renewable Energy Taxation
Planning & Structuring
Renewables
Tax
Environmental & Natural Resources
Tax Controversies
Water Rights, Quality & Infrastructure
Real Estate
Aviation

Licensed/Admitted

Montana
U.S. Dist. Court, Dist. of Montana
U.S. Tax Court
Wyoming
U.S. Dist. Court, Dist. of Wyoming
Utah
North Dakota

A Different
LEGAL
PERSPECTIVE

Ross P. Keogh

Office Managing Shareholder, Missoula
Missoula | Jackson | Salt Lake City

Biography

Ross Keogh leads the firm's tax practice. His team counsels clients on complex tax and economic structuring and the monetization and transfer of tax credits under the Inflation Reduction Act. His team is known for their structuring charts which allow for immediate alignment on tax and economic implications of the deal, allowing for transactions to close at the speed of business.

Ross is a leading expert on a variety of tax incentives, including the Opportunity Zones Tax Provision (section 1400Z-2), Section 45V the Hydrogen Production Tax Credit, Section 170(f) dealing with the donation of conservation easements, and Section 468B providing for Qualified Settlement Funds. Ross provides advice to clients in tax planning and deal structuring around the creation, sale or purchase of businesses or real property and the management of litigation proceeds and settlements. His experience as an economist and attorney enables him to directly and dynamically advise clients on the tax and business implications of transactions and to tax-efficiently structure their capital stack. Ross leads Parsons' tax team in routinely advising clients on securing gain exclusion or deferral under the tax code, including Section 1202 the qualified small business stock exclusion (QSBS), Section 1400Z-2, Section 1031—providing deferral for exchanges of real property, and the provisions allowing for tax-free capitalization of partnerships and corporations such as Section 721, Section 351 and Section 368.

Experience

Hydrogen Production Tax Credit

Advising LADWP on the monetization of the 45V hydrogen production tax credit and the Section 48 investment tax credit associated with the development of the ACES Project in Delta, Utah, the world's first integrated green hydrogen production, storage and combustion facility.

Private Equity Transaction

Ross was the lead tax architect in the simultaneous roll up of over 60 dental support organizations in reliance on Section 721 as part of the recapitalization of Salt Lake City based dental support organization.

Real Estate Syndication and Capitalization

Counsel for multiple developers in capital syndication and associated real estate acquisitions.

Integrated land donations in conjunction with resort and housing developments

Advised multiple clients on leveraging tax deductions associated with open space parcels integrated into developments and conservation easements and utilization of Section 170(f).

Complex Settlement Fund Distribution

Counsel for trustee of a qualified settlement fund organized under Section 468B in the distribution of the fund and a variety of complex tax issues to distribute over \$5 million to over 10,000 beneficiaries.

Qualified Opportunity Fund for Acquisition of Hotels

Advised client on the creation of qualified opportunity fund under Section 1400Z-2 and the acquisition of projects in three markets to support the development of extended stay hotels.

Ongoing Property Acquisitions

Advised client on the acquisition of real property and associated equity syndication real estate investments in the Intermountain West to successfully acquired four individually syndicated projects with more ongoing.

Complex Property Acquisitions in Expedited Time Frame

Represented company who acquired three properties from four different sellers and completed multiple simultaneous closings in an expedited time frame leveraging Section 1031 to defer capital gain.

ASJ Ventures, LLC Acquisition

Counseled the client on the acquisition and \$3 million financing of 1,250 units of a partially completed subdivision near Wye, Montana with significant upzoning potential.

111X Pacific, LLC - Acquisition and Financing

Represented the developer in the near-simultaneous \$46M acquisition of three adjacent properties in the core of downtown Tacoma, Wash. in reliance on the opportunity zone incentive, and the associated syndication and financing for the development of a mixed-use integrated project.

Facilitated Deal to Install Largest Solar Array in Montana

Represented a developer in a first-of-its-kind deal in Montana with third-party financing between to design and install a solar array - the largest behind-the-meter array currently known in Montana.

Environmental, Social and Governance (ESG) Project

Assisted on an environmental, social and governance (ESG) project for the San Juan County Clean Energy Foundation LLC to establish a fund designed to contribute to the near communities.

Established Tax-Advantaged Trusts and Lease Agreements

Counsel to private individuals on the use of LLCs and trusts to set up tax-advantaged structures.

Lead Counsel on the sale of a multi-state truck parts importer and wholesaler to TruckPro, LLC

Accomplishments

Academic

University of Montana School of Law (Juris Doctorate, 2014, with Honors)

- Honors: Jessup Moot Court Team, Member
- Honors: Recipient of the Margery Hunter Brown Assistantship
- Law Review: Public Lands and Resources Law Review, Editor

University of Montana, Master of Economics degree

- Thesis: "Market Power and Regulatory Failures in the Montana Wholesale Electricity Market"

Vassar College, Bachelor of Arts degree

Associations

Professional

State Bar of Montana

American Bar Association - Section of Taxation

Articles

"New Entity Registration Requirements Under the Corporate Transparency Act." Dec. 4, 2023

"Beneficial Ownership Reporting – Start Your Engines," Oct. 16, 2023

"Implications of the Inflation Reduction Act for the Natural Resource Sector: How Resulting Tax Incentives and Fees Could Affect Your Business," Aug. 15, 2022

"Superfund Chemical Excise Taxes Restored and Expanded by Jobs Act," June 21, 2022

"Tax Traps for Startups with No Income," *Utah Business Magazine*, April 12, 2022

"IRS Again Provides Extraordinary Flexibility for Opportunity Zone Investors in the Wake of the Pandemic," Jan. 25, 2021

"The Enhanced and Expanded Employment Retention Credit," Jan. 12, 2021

"Tonix Pharmaceuticals buys 44 acres in Hamilton, plans vaccine production facility," December 28, 2020

“New COVID Relief Statute: Second Round of PPP Loans, Extension of FFCRA Leave Rights, and Tax Code Changes,” Dec. 23, 2020

“A Portion of Payroll Taxes May Be Deferred for the Vast Majority of Workers Beginning Sept. 1, 2020, and Continuing Through Dec. 31, 2020,” Aug. 29, 2020

“PPP Loan Program Modified – More Time to Spend, Fewer Restrictions on Spending,” June 5, 2020

“Strategies on Acing the SBA’s new PPP Loan Forgiveness Application,” May 18, 2020

“\$2 Million PPP Safe Harbor Announced by SBA,” May 13, 2020

“Paycheck Protection Loan Amnesty Program Ends Soon – May 7 – Should You Return Your Loan?” May 4, 2020

“Relief Fund Payments to Healthcare Providers Under the CARES Act,” April 23, 2020

“CARES Act PPP Loans Interim Final Rule Released,” April 3, 2020

Presentations

“The Corporate Transparency Act,” Feb. 8, 2023

“Inflation Reduction Act – Board Observations,” Rocky Mountain Chapter of the Energy Bar Association, Nov. 17, 2022

“MTLA Annual Convention,” August 5, 2021

“Accessing BUILD Grants to Improve Infrastructure,” March 19, 2021

“The Coronavirus “Response Act” – COVID-19 Relief and Tax Benefit Opportunities in 2021,” Jan. 14, 2021

“Strategies on Acing the SBA’s New PPP Loan Forgiveness Application,” May 20, 2020

“Moving Forward: Resuming Business in a Changed Environment,” May 7, 2020

“Natural Resources Industry Liquidity, Compliance and Operational Challenges,” April 1, 2020