

#### Practice Areas

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- Estate Planning & Administration
- Tax Planning
- Tax Controversy & Litigation
- State and Local Tax Planning & Controversy
- Tax
- Corporate, Securities & Finance

#### Education

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- New York University School of Law, LL.M. in Taxation, 2014
- University of South Carolina School of Law, J.D., cum laude, 2013
- University of Houston, B.A. in Philosophy, 2004

#### Honors

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- Texas Super Lawyers, Rising Star (2022-2023)
- Best Lawyers in America "Ones to Watch" (2022-2024)
- Editor in Chief, ABA Real Property, Trust & Estate Law Journal, 2012-2013
- Albert C. Todd III Estate Planning Award, 2013

### Stuart H. Clements

Shareholder

Houston

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Stuart Clements advises both individual and institutional clients in federal, state, and international tax planning and controversy matters, including income, employment, and excise tax considerations. Mr. Clements has experience resolving taxpayer issues at the administrative level for taxpayers in IRS examination or collection status, including negotiating pre-assessment modifications, installment agreements, offers in compromise, and requests for collection due process relief. Mr. Clements has also handled civil tax litigation matters, including proceedings before the United States Tax Court and United States District Court.

Mr. Clements is also engaged in an estate planning and probate administration practice, handling design and drafting of wills, trusts, and business succession planning for high net-worth individuals and fiduciaries, and provides representation in both contested and non-contested probate proceedings.

In addition to his estate planning experience, Mr. Clements also has experience providing tax and business services, including formation and restructuring planning to achieve strategic tax and business objectives. Mr. Clements works with business owners, corporate officers, and other advisors in structuring and implementing business transactions, including acquisitions and dispositions, reorganizations, and corporate financing arrangements, to provide efficient solutions to tax and business issues across a variety of industries.

#### Representative Matters

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- Assisted in the acquisition of a \$45 million privately held business interest, including purchase and sale agreements, tax structuring, security and loan documentation, and deferred compensation plan terminations
- Assisted in the design and implementation of business succession and estate plan of second generation business owners with multiple retail branches across Texas
- Designed and implemented business and trust formation for high-net worth individual seeking to provide assistance to special needs relative, while maintaining anonymity, tax efficiency, and limited liability

- Best Brief, Kate Bockman Memorial 2L Moot Court Competition, 2011

#### **Bar Admissions**

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- Texas
- Board Certified Tax Law, Texas Board of Legal Specialization

#### **Court Admissions**

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- U.S. District Court for the Western District of Texas
- U.S. Tax Court

### **Stuart H. Clements, *Continued***

- Assisted with the valuation of multi-million dollar business interest in advance of majority takeover
- Prepared a C corporation to S corporation conversion for closely-held real property investment corporation, which included analyzing relevant law, preparing documentation, implementing tax year conversion, and advising the client on the steps to be taken
- Negotiated tax lien releases to clear title and facilitate commercial real estate transaction between defunct Texas corporation and private equity investor
- Advised clients in structuring and implementation of complex Section 1031 like kind exchange transactions
- Performed complex executive compensation analysis as part of a compensation reconstruction proposal for a major oil refinery
- Evaluated provisions of the Patient Protection and Affordable Care Act and made recommendations to multiple small businesses with respect to Applicable Large Employer Mandate provisions
- Advised corporate concert promoters regarding foreign artist withholding requirements
- Drafted tax opinion respecting domestic and international tax consequences of certain transactions involving both intangible and real property interests for U.S. Virgin Islands client
- Successfully defended a nonparty accountant from disclosing client tax documentation as part of a deposition subpoena in a non-compete breach lawsuit
- Assisted in the negotiation of a full concession of \$2 million hobby loss assessment with IRS Appeals for individual taxpayer
- Advised tax practitioner and practitioner's staff in preparer penalty proceeding initiated by the IRS
- Assisted in the negotiation of an Offer in Compromise Based on Doubt as to Liability of high net worth estate centering around valuation dispute of 160-acre commercial real estate tract, saving the client more than \$4 million in estate tax
- Represented plaintiff in civil fraud case as an adversary proceeding in U.S. Bankruptcy Court consisting of state and federal claims
- Defended client in a Department of Justice transferee liability claim, successfully convincing the U.S. District Court to abandon an unfavorable recommendation from the magistrate judge suggesting resolution on a motion for summary judgment
- Represented former chairman of the board of a Houston hospital in Trust Fund Recovery Penalty case

## **Stuart H. Clements,** *Continued*

- Tried case before the U.S. Tax Court, involving an issue of first impression in interpreting an exemption provision in the U.S.–China Tax Treaty

### **Professional Affiliations**

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- American Bar Association, Tax Section
- State Bar of Texas, Tax Section, Tax Controversy Committee
- State Bar of Texas, Tax Section, U.S. Tax Court Pro Bono Program
- Houston and San Antonio Bar Associations
- San Antonio Chamber of Commerce, Legislative Committee

