

#### Practice Areas

- Employee Benefits & Executive Compensation
- State and Local Tax Planning & Controversy
- Tax
- Tax Controversy & Litigation
- Tax Planning

#### Education

- New York University School of Law, LL.M., 2006
- University of Tulsa College of Law, J.D., with highest honors, 2005
- Baylor University, B.B.A., Finance, 1999

#### Honors

- Best Lawyers in America® - Employee Benefits (ERISA) Law, 2025
- Listed, Best Lawyers in America, 2024
- San Antonio Magazine "Top Attorneys," 2020

#### Bar Admissions

- Texas, 2006
- Oklahoma, 2005

### Katherine Patton Noll

Shareholder

San Antonio

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Katherine is a shareholder in the Tax Planning and Business Transactions and the Tax Controversy Section of Chamberlain Hrdlicka. She represents clients in a broad range of federal and multi-state tax planning and tax controversy matters, applying her legal and finance industry experience to assist clients with business transactions and corporate matters. Her practice focuses on tax and corporate matters, including entity structuring and governance, including choice of entity (partnerships, limited liability companies, S corporations, and C corporations), tax optimization and compliance, reorganizations and internal restructuring, mergers and acquisitions, joint ventures, executive compensation, as well as fringe benefits, and employee benefit plan matters.

She regularly advises counsel on tax issues and teams up with tax departments and accounting firms of clients to achieve an integrated approach toward effective and cost-efficient issue resolution. She also advises companies and individuals on tax compliance and provides representation during audits and has extensive experience with tax strategy regarding the taxation of settlements and judgments.

She is a Co-Chair of Chamberlain Hrdlicka's Qualified Opportunity Zones practice, structuring transactions and advising clients on tax incentives to invest in economically disadvantaged communities through private sector investment vehicles known as Qualified Opportunity Funds (QOFs). Katherine has served as counsel to multiple clients with respect to the creation and investment in QOZ Funds and QOZ Business entities and regularly assists developers and investors in commercial real estate transactions, drafting operating agreements and advising on partnership tax issues and compliance.

#### Experience

**Tax.** Katherine advises businesses on strategic tax issues, including business transactions, the formation of business ventures, drafting operating agreements, and tax planning for corporations, partnerships, and limited liability corporations. She represents individuals, closely-held businesses, publicly-traded corporations and tax-exempt organizations with tax compliance matters. She has significant experience

#### Court Admissions

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- United States Court of Appeals Fifth Circuit
- United States District Court Western District of Texas
- United States Tax Court

### Katherine Patton Noll, *Continued*

with resolving tax and regulatory issues, developing remediation strategies, and representing clients in IRS audits, federal and state administrative appeals, as well as litigation in U.S. Tax Court and Federal District Court. Her experience includes drafting legal opinions, resolving IRS, DOL, and state audit examinations, assisting CPAs with complex tax issues, and obtaining private letter rulings, pre-filing agreements, and penalty abatements. She also has particular experience advising debtors, trustees, and legal counsel regarding the tax aspects of bankruptcy and liquidating trusts, implementing compliance processes for the Foreign Accounts Practice Act (FATCA), and assisting with managing business tax issues related to banking and financial institution products.

**Qualified Opportunity Zones.** Katherine has substantial experience helping clients structure transactions and advise them on tax incentives to invest in economically disadvantaged communities through private sector investment vehicles known as Qualified Opportunity Funds (QOFs).

**Tax-Exempt Entities.** Katherine has experience representing tax-exempt clients, including counseling clients on forming nonprofit corporations, obtaining tax-exempt status with the IRS under IRC Section 501(c)(3), drafting donor agreements and corporate governance policies, analyzing unrelated business taxable income issues, acting as tax counsel on tax-exempt bond issuance, and assisting with IRS information reporting and disclosure. She also advises on post-issuance compliance and represents exempt organizations during audits of special purpose tax-exempt bonds and state tax exemptions.

**Executive Compensation.** In the area of executive compensation, Katherine has experience advising multi-state businesses on fringe benefit tax matters and employment tax issues. She has structured and drafted executive compensation arrangements and long-term deferred compensation plans, including stock options, restricted stock, omnibus incentive plans, golden parachutes, top-hat plans, and split-dollar insurance arrangements. She assists clients with related payroll, information reporting, and compliance matters, and navigating the regulatory complexities of executive compensation and employee benefits, including the IRC Sections 280G and 409A, deduction limitations under IRC Section 162(m), shareholder disclosure requirements, and the Employee Retirement Income Security Act (ERISA).

**Employee Benefits.** She advises clients on both qualified and non-qualified benefit plan issues, including retirement plan and welfare benefit plan administration, information reporting, and compliance with the IRC, ERISA, and COBRA. Katherine

## **Katherine Patton Noll, *Continued***

assists publicly-traded and private companies on employee benefit plan matters, developing policies and procedures, and resolving benefit plan failures through the preparation and submission of voluntary compliance program applications to the IRS and DOL.

### **Professional Affiliations**

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- Texas Bar Association
- Oklahoma Bar Association
- Bexar County Women's Bar Association and Foundation, Past President, Board Member
- American Bar Association, Tax Section
- San Antonio Bar Association
- LEAD Academy - Steering Committee
- San Antonio Economic Development Department External Advisory Group Qualified Opportunity Zones

