DarrowEverett LLP

Keith E. Phillis - Partner

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Bio

Keith E. Phillis is a Partner and the Chair of our Energy and Infrastructure Practice Group, and Practice Leader in our Private Wealth Services and Tax Practice Groups. Keith represents a wide range of clients, from individuals to large public and private business entities.

Keith's private wealth planning representation includes advising individuals and businesses on estate planning, wealth and asset preservation planning, tax mitigation and business succession planning strategies. Keith routinely prepares estate planning, estate settlement, gifting, and asset preservation documentation, such as wills, revocable and irrevocable trusts (i.e. DAPTs, ILITs, IDGTs, SNTs, QPRTs, GRATs, CRUTs, SLATs, and D4A), powers of attorney, health care proxies, and living wills.

Keith assists renewable energy project developers and owners at every stage of the project life cycle. He regularly negotiates leases, easement agreements, EPC Agreements, Power Purchase Agreements and Net Metering Agreements, Payment In Lieu of Tax Agreements, decommissioning bond security agreements, asset purchase agreements and membership interest purchase agreements, and debt and tax equity financing agreements.

Keith’s tax experience includes extensive involvement with the structuring and sale of investment assets in a wide range of industries. He works with managers, accountants, and in-house counsel of companies to resolve a variety of tax-related issues, from business formation, to compensation and benefit plans, to acquisition and financing. In addition to tax planning and structuring transactions, Keith’s tax practice includes representation before the IRS and state tax authorities, Federal and State tax courts, and local tax authorities.

Practice Areas

- Energy & Infrastructure
- Tax
- Private Equity, Capital Markets, & Securities
- Trusts & Estates

Prior Experience

Before joining the DarrowEverett team, Keith served as Managing Partner of a New England-based law firm, focusing his practice on providing transactional and outside counsel support to developers and owners of renewable energy projects. Keith’s practice also included providing a variety of estate and business planning services for individuals and small businesses. In addition, Keith previously served as General Counsel for a Massachusetts-based renewable energy project developer.

Representative Matters

- Negotiated and closed the sale of a to-be-constructed 145 megawatt solar photovoltaic system in Upstate New York, which included a reimbursement of pre-construction development costs and other definitive Membership Interest Purchase Agreement terms.
- Negotiated and closed a substantial tax equity investment of on behalf of a New England-based renewable energy developer. We drafted corporate investment documents and amendments to loan documents, performed lien searches and assisted with title.
- Reviewed, analyzed, negotiated and drafted investment and corporate documents for a solar developer investing in a sizable Massachusetts solar energy project as a tax equity investor.
- Represented an owner/investor in a complex multistate business separation of a real estate company and its subsidiaries which involved financing through multiple lenders, transfers

of real estate, as well as all interests in the old and new real estate entities. We not only provided the above-mentioned representation, but also negotiated the agreement that governed the transactions, drafted the documents to facilitate the transfers and changes to corporate governance, performed due diligence and cured title and corporate defects found during the process, coordinated financing and loan modifications work with multiple lenders, and reorganized and streamlined our client's portfolio and holdings.

- Settled cases before the Massachusetts Appellate Tax Board by negotiating PILOT Agreements on behalf of three solar developers against the Town of Carver, MA.
- Organized Spousal Limited Access Trusts and Nevada Wealth Preservation Trusts for various high net-worth clients.

Insights

- The Forecast Calls For Sun: What New Administration's First 30 Days Means for Solar Industry - via JD Supra, February, 2025
- How Will New Congress Impact Tax and Estate Planning Strategies? - via JD Supra, November, 2024
- Estate Planning for Your Real Estate Business: Tips to Preserve Value - via JD Supra, July, 2024
- Buy, Sell, Pay Taxes: SCOTUS Decision Places Its Own Premium on Buy-Sell Insurance - via JD Supra, June, 2024
- Decisions, Decisions: Choice of Entity vs. Choice of Tax Classification - via JD Supra, June, 2024

Media Appearances

- Video Interview: Navigating Renewable Energy Projects (March 2024)
- Media Interview: Navigating the Future of Real Estate: Adaptive Reuse, Tax Strategies, and Financing Innovations (March 2024)
- Webinar: Basic Tax Concerns When Drafting Wills and Trusts in Connecticut (September 2023)
- Bloomberg Tax Guest Author: Massachusetts Tax Court Plan Seeks to Reduce Costs, Improve Ease (May 2023)

Bar Admissions

- U.S. District Court, Massachusetts
- U.S. District Court, Rhode Island
- U.S. Tax Court
- Connecticut Bar
- Massachusetts Bar
- Rhode Island Bar

Education

- Boston University School of Law, LL.M. in Taxation
- Roger Williams University School of Law, J.D., *magna cum laude*
- Central Michigan University, B.A., French, German, European Studies, *magna cum laude*
- Central Michigan University, B.S., Political Science, *magna cum laude*

Accolades

- Super Lawyers – Rising Stars, 2023-2024 (Tax)