# Joseph C. Mandarino

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## Areas of Practice

Art Practice | Italian Practice | Fund Formation | Global Transport Practice | Global Supply Chains and Onshoring | Manufacturing | State and Local Tax | Tax Law | Tax Controversy

Joseph C. Mandarino is a Partner in the Tax Practice of Smith, Gambrell & Russell, LLP.

Mr. Mandarino's practice focuses on tax and finance. He is well versed in a wide variety of businesses and transactions:

- Structuring M&A transactions, for both purchasers and sellers.
- International transactions (inbound and outbound).
- Structuring private equity funds for a variety of different investment objectives, asset classes, and investor types, including limited partnerships and RICs.
- Workouts, restructurings and bankruptcy.
- Transactions involving C corporations, S corporations, partnerships and LLCs.
- Financial products.
- Natural resources, including timber and energy.
- Negotiating executive compensation and incentive arrangements (qualified and non-qualified) for both corporations and pass-through entities.
- Estate and business succession planning.
- Tax-exempt organizations, including healthcare, education, advocacy and religious organizations.
- State and local income, property, excise, and sales and use taxes, including qualifying for state and local incentives, optimizing multi-state operations, structuring efficient remote seller arrangements, and obtaining voluntary disclosure agreements.
- GAAP/tax compliance, including disclosure and ASC 740-10 issues.

Mr. Mandarino's practice also includes representation in tax controversy work. This includes handling and assisting in tax audits and appeals, obtaining rulings or advice from federal, state and foreign tax authorities, and regulatory hearings, as well as Tax Court and District Court litigation.

Mr. Mandarino writes and speaks extensively on a wide range of business, tax and finance topics. He has published over 100 articles in journals and in-house newsletters, and has participated in over 200 presentations and seminars. His articles have appeared in the National Law Journal, Mergers & Acquisitions magazine, Tax Notes Today, the Journal of Real Estate Taxation, the Journal of S Corporation Taxation, the Journal of Multistate Taxation, Tax & Finance Newsletter, the Journal of Taxation and Regulation of Financial Institutions, the ABA Probate & Property Journal, and the NYU Institute on Federal Taxation. In addition, he has spoken at meetings and seminars organized by numerous organizations, including the American Bar Association, the White House Conference on Small Business, the U.S. Small Business Administration, the Georgia Electronic Commerce Association, the Federation of Exchange Accommodators, the International Reinsurance Conference, the Service Corps of Retired Executives, the American Health Lawyers Association, the Southeastern Health Law and Policy Forum, and the United Way, as well as several panel-type TV discussion programs.

## Experience

- Helped a private company re-structure its operations to minimize phantom income and rationalize its flow-through of tax benefits.
- Helped a U.S. company re-structure its European operations and obtained several foreign tax rulings to make its withholding and VAT obligations more efficient.
- Structured a leveraged blocker arrangement for a private equity fund to facilitate foreign investment.
- Obtained a favorable resolution of a variety of issues for a corporate taxpayer at the IRS Appeals division.
- Obtained an accounting method change for a taxpayer to make its state income tax obligations more efficient.
- Helped a technology company reorganize its operations to rationalize its state and foreign tax obligations.
- Helped a US company structure its acquisition of several UK businesses and then integrate these operations in a tax-efficient manner.

## Admissions

Georgia

## Memberships

American Bar Association, Section of Taxation

International Fiscal Association

American Health Lawyers Association

Smith Gambrell Russell

## Publications and Speaking Engagements

- 1031 Exchanges: 2024 Guide, NBI (June 4, 2025).
- IRC 163(j) Business Interest Deduction Limitation Rules and How to Avoid Them, Strafford (April 28, 2025).
- Tax Law Update under the Trump Administration, Rossdale (April 23, 2025).
- IRC 754 Elections for Tax Counsel, Strafford (April 10, 2025).
- Partnership Allocations of Rehabilitation, New Market, and Other Tax Credits, Strafford (March 26, 2025).
- Advanced Issues in Real Estate Transactions – 1031 Exchanges, NBI (February 26, 2025, and October 10, 2025).
- Death of a Partner or Shareholder: Tax Implications, Strafford (February 20, 2025).
- Asset Sale vs. Stock Sale – for CPAs, Strafford (January 9, 2025).
- Complex Tax Provisions in LLC Operating Agreements, Strafford (December 16, 2024).
- LLC Exit Strategies: Sale, Dissolution, Succession, NBI (December 6, 2024).
- Structuring Waterfall Provisions in LLC and Partnership Agreements, Strafford (December 5, 2024).
- LLC Taxation: Partnership vs. S-Corp, NBI (November 7, 2024).
- Advanced Tax Planning in Real Estate Investment, NBI (October 16, 2024).
- Commercial Real Estate Tax Planning 2024 – Selected Tax Topics, NBI (September 23, 2024).
- Moore v. United States:  The Supreme Court Cooks Up Moore Bad Tax Analysis, AITSG (August 13, 2024).
- Tax Complexities in the Sale of Partnerships and LLCs, Strafford (August 7, 2024).
- Worthlessness Deductions for Partnerships, Strafford (July 23, 2024).
- Correcting Capital Account Errors on Partnership Returns, Strafford (July 17, 2024).
- 1031 Exchanges: 2024 Guide, NBI (June 28,2024, and December 17, 2024).
- Advising Small Businesses, NBI (June 13, 2024).
- Single Member LLCs, NBI (June 3, 2024).
- Advanced Business Formation, NBI (May 8, 2024).
- Tax Issues for Airplane Purchases, Strafford (April 23, 2024).
- Choice of Entity for Single Owner Business, SGR Corporate Section (February 29, 2024).
- Asset Sale vs. Stock Sale – for Lawyers, Strafford (February 22, 2024).
- Business Skills for Lawyers, NBI (February 21, 2024, and November 12, 2024).
- Tax Issues in Transferring LLC and Partnership Interests, Strafford (January 25, 2024).
- Change of Business Structure: Tax, Legal, and Business Factors, NBI (January 22, 2024).
- Advising Single-Owners Businesses, NBI (January 17, 2024).
- IRC 754 Elections for Tax Counsel, Strafford (January 5, 2024; and March 13, 2024).
- Asset Sale vs. Stock Sale – for CPAs, Strafford (January 4, 2024).