Bozena M. Diaz

Partner

Business Counseling / Tax

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Overview

Bozena (Bonnie) has over 20 years of experience advising on the federal income tax aspects of mergers and acquisitions, spin-offs, and other divestitures. She regularly counsels clients on tax aspects of business and real estate joint ventures, restructurings and workouts, and taxable and tax-free reorganizations.

Bonnie's practice spans the full lifecycle of transactions. In addition, a significant portion of Bonnie's practice is devoted to international tax, including inbound and outbound planning, foreign tax credit optimization, Subpart F and GILTI compliance, withholding tax issues, FATCA, treaty interpretation, and structuring for controlled foreign corporations (CFCs) and passive foreign investment companies (PFICs). She also counsels on complex tax reporting matters such as 1099 and payroll compliance, PTEP calculations, and IRS disclosures.

Bonnie also regularly works with clients in the renewable energy sector, where she advises developers, investors, and project sponsors on the tax aspects of renewable energy transactions, including tax equity flips, power purchase agreements, and lease arrangements. She also has significant experience in structuring Qualified Opportunity Zone Fund investments for a range of clients and has been a frequent speaker on the subject for industry groups, bar associations, and real estate professionals.

In the area of tax controversy, Bonnie has significant experience with representing clients before the IRS and state taxing authorities in audits, appeals, and voluntary disclosure matters. She has successfully negotiated significant reductions in federal and state tax liabilities on behalf of her clients.

In the area of employee benefits and executive compensation, Bonnie advises on the design, implementation, and compliance of qualified retirement plans (including 401(k) and pension plans), welfare benefit plans, and cafeteria plans. She regularly counsels clients on ERISA fiduciary responsibilities, COBRA, and the treatment of benefits in M&A transactions. Her executive compensation work includes structuring nonqualified deferred compensation plans, Section 409A compliance, equity incentive plans (such as stock options and restricted stock) and advising on Section 280G parachute payment issues. She frequently drafts and negotiates employment and severance agreements.

Prior to joining Archer, Bonnie was a partner and chair of the Tax Department at Cullen and Dykman LLP in New York, where she led the firm's tax practice and advised on high-value, complex matters across a wide range of industries. She also held senior positions at several other leading regional and national firms.

Bonnie is fluent in English and Polish, and conversational in Spanish.

Representative Experience

- Provided tax and structuring advice in the sale of a large private air force company to a private equity firm, and the subsequent restructuring of the company.
- Provided tax and structuring advice in the sale of a leading provider of software and solutions for product traceability, regulatory compliance and brand protection.
- Provided structuring and tax advice with respect to the formation of a Virgin Islands limited liability limited partnership in connection with investment in Qualified Opportunity Zones.
- Represented a client in the merger with a leading paper manufacturer, providing tax and corporate advice with respect to the transaction.
- Represented a leading global insurance provider in the public offering of its common stock, and the concurrent offering by another company of the insurance provider's common stock and common equity units and helped write a legal tax opinion with respect thereto.
- Represented a leading pharmaceutical firm in a repurchase of its outstanding contingent convertible notes and a subsequent registered public offering of new contingent convertible notes and was primarily responsible for writing a legal tax opinion with respect thereto.
- Represented a leading high-technology engineering and manufacturing company in the negotiations of tax issues with respect to obtaining a multi-million dollar credit facility.
- Represented a large hospital firm in the issuance, and subsequent registration, of convertible debt.

Professional and Community Involvement

- New Jersey State Bar Association, Tax Section, Member of the International Tax Committee
- New York State Bar Association, Tax Section
- American Bar Association

- Board Member, Sussex County Youth Orchestras and the New Jersey Ambassadors of Music

Select Articles

- "Pre-Bankruptcy Bonuses," *Quick Read*, National Association of Certified Valuators and Analysts (January 2022)

In the News

- "Experts Say Opportunity Zones' Real Estate Benefits Have Overshadowed Potential Impact on Businesses," *ROI-NJ* (July 2019)
- "Relaxed Deadlines Could Bring New Attention, Momentum to Opportunity Zone Projects," *Real Estate NJ* (August 2020)

Credentials

Education

- New York University School of Law, LLM
- Georgetown University Law Center, JD, *cum laude*
- Drew University, BA

Admissions

- New Jersey
- New York
- U.S. District Court for the Eastern District of New York
- U.S. District Court for the Southern District of New York
- U.S. District Court for the District of New Jersey
- U.S. Tax Court
- U.S. Court of Federal Claims

Offices

- Hackensack, NJ

Areas of Focus

Practice

- Business Counseling
- Tax