

Faustino N. Bowerman Of Counsel

faust.bowerman@foley.com

New York

212.338.3508



Faust Bowerman is a member of the Business Law Department as Of Counsel, focusing exclusively on federal income tax matters related to public finance. With a specialized practice, Faust provides legal counsel on a wide array of issues involving tax-exempt governmental bonds, tax-exempt qualified private activity bonds, arbitrage rebate and yield restriction, and tax-exempt bond controversy matters.

Faust's practice is dedicated to federal income tax matters within the public finance space, offering strategic guidance on complex tax structuring and compliance matters. He regularly assists clients with development of tax policies and procedures, post-issuance tax-exempt bond compliance, IRS private letter ruling requests, and tax-exempt bond controversy matters, including representing clients in IRS examinations and negotiating voluntary closing agreements.

His expertise extends to a wide range of tax-exempt financings and public finance projects, including multifamily and single-family housing finance, governmental and qualified private activity bonds, tax-credit bonds, and arbitrage consulting and compliance. Faust has provided counsel to governmental issuers, 501(c)(3) tax-exempt organizations, and private sector clients, including lenders, borrowers, developers, and investors, on financing transactions involving pool bond issues, qualified hedges, securitizations, volume cap recycling, and loan programs, including recycling and participations. He has also advised on project and program financing for diverse sectors, including housing projects, educational facilities, cultural facilities, healthcare facilities, transportation and utility infrastructure, and mixed-use developments.

With a client-centric approach and a deep understanding of the federal income tax code and regulations governing tax-exempt bonds, Faust helps clients navigate the complex and evolving landscape of tax-exempt public finance, while delivering tailored solutions that support his clients' financial and strategic objectives.

Representative Experience:

- Represented state and local government issuers in Internal Revenue Service (IRS) audits of tax-exempt bonds, including both complex and general audits, securing favorable outcomes on issues related to single-family and multifamily housing programs.*
- Advised on an ongoing IRS audit involving a national health care system and a 501(c)(3) hospital acquisition financing.*
- Successfully concluded multiple IRS audits in recent years for state and local issuers and conduit borrowers.*
- Represented state and local housing finance agencies in multifamily housing bond issuances under open, parity resolutions and single-project conduit structures working with some of the most active issuers in the nation.*
- Advised in structuring of conduit construction financings for major mixed-income housing developments using bank letter of credit-supported variable rate demand obligations (VRDOs), including multi-tranche, multi-year transactions.*
- Advised on multifamily financings utilizing Fannie Mae and Freddie Mac credit enhancement and forward purchase commitments.*
- Counseled on non-public bank financings for multifamily projects, including both direct purchases of conduit bonds and back-to-back loan structures.*
- Structured short-term IRS Section 142(d) tax-exempt bonds for construction-period-only loans, including transactions involving conversion to permanent financing through forward GSE commitments in four percent LIHTC deals.*
- Structured security provisions for short-term bonds and loans using pledged accounts funded by permanent financing sources such as FHA-insured or GSE-backed loans and HUD Section 202 capital advances to avoid over-issuance and ensure compliance with arbitrage rebate and yield restriction rules.*
- Regularly advises issuers on federal tax law developments, maintains relationships with IRS and Treasury officials, and monitors and interprets changes in federal tax statutes and regulations.*
- Participated in the drafting of comments on proposed federal tax regulations and authored client memoranda on finalized or proposed changes affecting tax-exempt finance.*
- Secured private letter rulings from the IRS when necessary to clarify ambiguous areas of federal tax law and confirm federal tax treatment for clients.*
- Assisted federal legislators and agency administrators on tax policy issues at client request.*
- Drafted proposed federal legislation on multifamily finance issues, including reforms to private activity volume cap recycling, private activity bonds for residential rental projects, the LIHTC 50% test, and hurricane disaster relief provisions.*

**Matters handled prior to joining Foley.*

Community Involvement

- Tax Exempt Financing Committee, Section of Taxation, American Bar Association
- National Association of Bond Lawyers

Practice Areas

- [Corporate](#)
- [Finance](#)
- [Taxation](#)

Education

- Southern Methodist University Dedman School of Law, LL.M., Taxation
- Southern Methodist University Dedman School of Law, J.D.
- The University of Texas at Austin, B.A., Government

Admissions

- New York
- Texas