

Organization and Function of the Office of
Associate Chief Counsel (Passthroughs and Special Industries)

1. PURPOSE. This document describes the organization and function of the Office of Associate Chief Counsel (Passthroughs and Special Industries) and subordinate branches.
2. ESTABLISHMENT. There is established within the Office of Chief Counsel, Internal Revenue Service, a Passthroughs and Special Industries function, known as the Office of Associate Chief Counsel (Passthroughs and Special Industries). The office is headquartered in Washington, D.C.
3. MISSION. The mission of the Office of Associate Chief Counsel (Passthroughs and Special Industries) is to provide top quality legal advice, litigation services, and litigation support services on tax matters involving income taxes of S corporations (except accounting periods and methods) and certain noncorporate taxpayers (including partnerships and trusts); estate, gift, generation-skipping transfer, and certain excise taxes; depreciation, depletion, and other engineering issues; income tax credits; cooperative housing corporations; farmers' and other cooperatives; the low-income housing credit; research and experimental expenditures; and certain homeowners associations, to the Internal Revenue Service, Office of Chief Counsel, IRS, the Department of the Treasury, and, where appropriate or required, to other government agencies, and the public.
4. ASSOCIATE CHIEF COUNSEL (PASSTHROUGHS AND SPECIAL INDUSTRIES). The function is headed by an Associate Chief Counsel (Passthroughs and Special Industries) [hereinafter ACC (P&SI)], who reports to, and is supervised by, the Deputy Chief Counsel (Technical).
 - a. The ACC (P&SI) formulates, plans, directs, coordinates, and maintains jurisdiction over the policies and programs of the Office of Chief Counsel concerning a broad range of litigation work with respect to Passthroughs and Special Industries for the agency. Generally, the ACC (P&SI):
 - i. In coordination with the Division Counsels (DCs), provides for the litigation of P&SI issues in the United States Tax Court, and in connection with that litigation:
 - (1) determines which of such cases is to be tried, settled, or conceded, and when appropriate, designates cases for litigation;
 - (2) assures consistency of approach in P&SI litigation;
 - (3) prepares and approves Chief Counsel decisions;
 - (4) reviews and coordinates pleadings, briefs, settlement documents, notices of appeal, and other materials prepared in connection with Tax Court litigation of P&SI cases and issues;

- (5) except with respect to certiorari matters, approves recommendations of acquiescence and nonacquiescence in adverse decisions and orders in such cases; and
 - (6) except with respect to certiorari matters, makes recommendations to the Department of Justice (DOJ) regarding appeals, offers in compromise, settlement, or confession of error in such suits or suits pending on appeal;
 - ii. In coordination with the DCs, directs preparations of recommendations concerning defense, settlement, or concession, and authorizes or sanctions counterclaims, third-party complaints, or the commencement of collection suits with respect to refund suits pending in P&SI cases in the United States District Courts or the Court of Federal Claims;
 - iii. Coordinates appellate litigation with the General Counsel and the Commissioner of Internal Revenue as appropriate;
 - iv. Approves for the Chief Counsel notices and announcements pertaining to civil litigation matters under his/her jurisdiction;
 - v. Supervises and coordinates the processing of nondocketed cases submitted for pre-litigation review by the IRS with respect to matters under his/her jurisdiction; and
 - vi. Coordinates large case petitions and other litigation or pre-litigation matters with DCs or other Associate Chief Counsels as necessary or appropriate;
- b. The ACC (P&SI) formulates, plans, directs, coordinates, and maintains jurisdiction over the policies and programs of the Office of Chief Counsel with respect to a broad range of legal guidance and publication work with respect to Passthroughs and Special Industries for the agency, including, in general:
- i. Furnishes, upon request, information, advice, and assistance in the development and drafting of internal revenue legislation and committee reports thereon; initiates recommendations and coordinates with Legislative Affairs in providing advice and assistance on legislative matters; prepares, upon request, memoranda or reports to the Associate General Counsel (Legislation, Litigation, and Regulation) setting forth the views of the Office of Chief Counsel on proposed or pending legislation;
 - ii. Works with Treasury officials with respect to, and directs the drafting and development of, regulations and Treasury Decisions, assesses public comments and conducts public hearings on

proposed regulations, and manages the movement of regulations through the review process within the IRS and Department of the Treasury;

- iii. Provides executive direction to staff engaged in drafting revenue rulings, revenue procedures, announcements, notices, and news releases to be published for the guidance of taxpayers and IRS personnel;
 - iv. Issues technical advice memoranda, Field Service Advice, or other Chief Counsel Advice or determinations responding to questions raised by IRS personnel;
 - v. Issues private letter rulings and general technical information letters in response to requests from taxpayers;
 - vi. Prepares legal opinions with respect to resolution of tax controversies raised in litigation and IRS programs;
 - vii. Drafts and reviews CCDM issuances to be published for the guidance of IRS personnel; and
 - viii. Reviews booklets, training materials, Audit Technique Guides, Coordinated Issue Papers, Appeals Settlement Guidelines, forms, publications and instructions to ensure technical accuracy, and upon request, assists in their preparation;
- c. The ACC (P&SI), with respect to matters within his/her jurisdiction, enters into and approves written agreements with any person relating to the internal revenue tax liability of such person (or of the person or estate for whom he/she acts) in respect to: (i) any prospective or completed transactions if the request to the Chief Counsel for determination or ruling was made before any affected returns have been filed, or (ii) with respect to completed or recurring transactions, if a controversy with respect to proper treatment under the internal revenue laws has been referred to Chief Counsel.
- d. The ACC (P&SI), with respect to matters within his/her jurisdiction, prescribes the extent, if any, to which any ruling, technical advice memorandum or other legal guidance, shall be applied without retroactive effect;
- e. Serves as principal liaison officer for the Chief Counsel with Congressional committees, the Department of the Treasury, the Commissioner's office, the Department of Justice, and other departments and agencies with respect to matters within his/her jurisdiction;

- f. Performs all needful activities to effectively manage the organization and personnel within the Office of the ACC (P&SI) including:
 - i. Partners with the NTEU on the Partnership Council;
 - ii. Develops and executes policies, procedures, and directives designed to manage the budget process of all aspects of office operations;
 - iii. Develops and monitors performance measures and program goals for: the provision of legal services, litigation, and published guidance, and the implementation, compliance and outreach initiatives within his/her jurisdiction;
 - iv. Implements and evaluates operational policies and procedures designed to improve the delivery of legal services;
 - v. Ensures that performance and program goals, strategy, and organizational policies are clearly communicated to employees;
 - vi. Identifies emerging issues in the topical areas within his/her jurisdiction to improve delivery of legal services;
 - vii. Assigns work, reviews the work product, and appraises the performances of subordinate personnel as necessary;
 - viii. Assigns, reassigns, and transfers P&SI personnel among any of the function's subordinate offices, as necessary; and
 - ix. Prepares and maintains records and reports with respect to the work of the function;
- g. Designates an Acting ACC (P&SI), Deputy ACC (P&SI), Branch Chief, or other acting official of the function, during temporary absence of the incumbent;
- h. Performs other functions delegated to him/her from time to time, and redelegates any of his/her functions, except as may be otherwise limited.
- i. Recommends further necessary changes in the organizational structure of the function to the Chief Counsel with reference to changes in the organizational structure of the Internal Revenue Service or other components of the Office of Chief Counsel.

j. Coordinates the work of his/her function with the other functions of the Office and the Internal Revenue Service and disposes of all matters under his/her jurisdiction, referring to the Chief Counsel, the appropriate Deputy Chief Counsel, Associate Chief Counsel, or DC such matters as in his/her discretion seems proper, or as directed.

k. Signs on behalf of the Chief Counsel by use of the "by-line" (described in (30)7(11)0, Office of Chief Counsel Handbook) or in his/her own name as ACC (P&SI) (whichever is appropriate) correspondence and other papers pertaining to the functions of Counsel and which are considered in the course of the official duties of the ACC (P&SI). Except through the use to the by-line, correspondence and other papers are not to be signed in the name of the Chief Counsel by anyone other than the Chief Counsel except in specific situations where he/she authorizes the use of his/her signature.

5. ORGANIZATION STRUCTURE. The Associate Chief Counsel (Passthroughs and Special Industries) supervises two Deputies Associate Chief Counsel (Passthroughs and Special Industries). The Associate Chief Counsel (Passthroughs and Special Industries) also supervises, either directly or through or with his/her deputies, technical or special assistants, and nine or more branches of legal or other professionals.

6. DEPUTIES ASSOCIATE CHIEF COUNSEL (PASSTHROUGHS AND SPECIAL INDUSTRIES). The Deputies Associate Chief Counsel (Passthroughs and Special Industries) report to, and are supervised by, the ACC (P&SI). The deputies perform those functions the ACC (P&SI) is authorized to perform that arise out of, relate to, or concern the respective activities or functions administered by the deputies, subject to the continuing supervision, control, and review of the ACC (P&SI).

a. Upon delegation by the ACC (P&SI), the deputies, or either of them, may supervise all or specified Chiefs, any Special Assistants, Technical Assistants, and staff not otherwise directly supervised by the ACC (P&SI).

b. As prescribed by the ACC (P&SI), the deputies, or either of them, may serve as Acting ACC (P&SI) in the absence of the ACC (P&SI) and may act for or represent the ACC (P&SI) in the development of policies governing the office.

c. The deputies will perform such additional duties as may, from time to time, be assigned by the ACC (P&SI).

7. CANCELLATION. Inconsistent delegations and organizational and functional statements germane to this office or its predecessor office are superseded.

