

# The 14<sup>TH</sup> Annual Tri-State ESOP Conference



Presented by the  
Ohio / Kentucky and Indiana Chapters  
of The ESOP Association

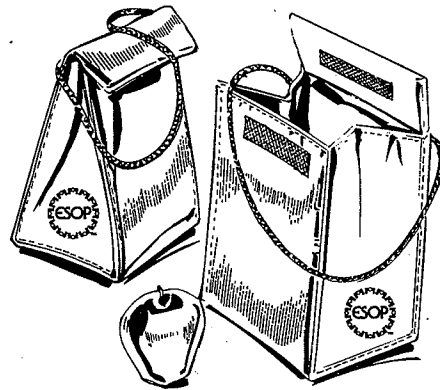


Thursday, June 18, 2015  
8:45 A.M. to 3:00 P.M. (Eastern)

**PACK YOUR LUNCH BAG WITH ESOP EDUCATION**

**Crowne Plaza Louisville  
Airport Hotel  
830 Phillips Lane  
Louisville, KY 40209  
502.367.2251**

(This conference has not been pre-certified, but  
should meet the requirements for CPE  
Credits for CPA's in Ohio, Kentucky and Indiana)



## CONFERENCE SPONSORS

**STITES & HARBISON** PLLC  
ATTORNEYS

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## CONFERENCE PROGRAM

## REGISTRATION / CONTINENTAL BREAKFAST

## WELCOME / ANNOUNCEMENTS / RECOGNITION OF SPONSORS

**Sherry P. Porter, Ohio / Kentucky Chapter Vice President - Kentucky**  
**Tracy E. Woolsey, Indiana Chapter President**

**Tracy E. Woolsey, Indiana Chapter President**

## PRACTICAL ECONOMICS: AN INVESTMENT MANAGER'S PERSPECTIVE

**Steve Skalka, J.D., C.P.A., Horizon Bank, Michigan City, IN**

Steve joined Horizon Bank in January 2003 and became Senior Vice President, Investment Management, in February 2014. He is responsible for shaping and effectively communicating the direction of Horizon Bank's Investment Division. Steve develops portfolio strategies aimed at enhancing the risk / adjusted returns among the vast range of Horizon's account types and relationships and maintains a current awareness of changes within the wealth management industry, including new investment strategies, taxation, and wealth transfer techniques. He regularly performs analysis on individual equity and fixed income securities, as well as mutual funds. Steve is a member of Horizon's Trust & Investment Committee, Horizon's Trust Administration Committee, Horizon's E.S.O.P. Committee and Horizon's Trust Officer's Committee. He has a J.D., *magna cum laude*, from the Valparaiso University School of Law and a B.A., Accounting, with distinction, from Purdue University.

**9:45 A.M. ~ CONCURRENT BREAKOUT SESSIONS**

## TIPS FOR NEW ESOPs ~ GETTING OFF TO A GOOD START

**Jim Bado, Workplace Development Incorporated, Findlay, OH**  
**Joseph Borowski, GBQ Consulting LLC, Columbus, OH**

**Joseph Borowski, GBQ Consulting LLC, Columbus, OH**

ESOPs can be powerful motivational tools, but only if employees understand the most important aspects of the ESOP and the benefits it can provide. In this session, we will provide ideas about generating excitement about your new ESOP, or reinvigorating interest in your existing ESOP. Topics covered will include communications ideas, ideal roles of ESOP committees, as well as effectively communicating how ESOP valuations work and how company performance impacts ESOP stock value.

## 5 KEY RETIREMENT STEPS FOR ESOP EMPLOYEES

**Steven E. LeClair and Renee A. Milyori, UBS Financial Services, Inc., Dublin, OH**  
**James B. Martin, Jr., Stoll Keenon Oaden PLLC, Louisville, KY**

**James B. Martin, Jr., Stoll Keenon Oaden PLLC, Louisville, KY**

Ensure the joy of retirement. Join us as we review a case study which will discuss the following: 1) Your retirement income ~ maximize income / minimize taxes; 2) Investment strategies ~ preserve your principal; 3) Estate planning ~ provide for family / loved ones; 4) Risk management ~ protect your assets; and, 5) Other legacy goals.

## THINGS YOU NEED TO KNOW ABOUT ADMINISTERING YOUR ESOP (BUT WERE AFRAID TO ASK!)

**W. Robert Gutmann, Jr., Bryan, Pendleton, Swats & McAllister, LLC, Louisville, KY**  
**Sherry P. Porter, Wyatt Tarrant & Combs, LLP Louisville, KY**

**Sherry P. Porter, Wyatt Tarrant & Combs, LLP, Louisville, KY**

This session will cover ESOP specific topics, as well as basic retirement plan topics like: How long do you have to keep plan records? When does your plan need to be amended or restated? Do you have to get a determination letter and why? How often should you update your SPD? What is the difference between redeeming and recycling shares? Can we get sued for our actions? When (and why) do we need a mid-year appraisal? Can dividends be used to make loan payments? Am I a fiduciary? How do we prepare for an audit?

## AM I ANALYZING A POTENTIAL ACQUISITION CORRECTLY AS AN ESOP COMPANY?

**George Cassiere, Pace Financial Group, Fishers, IN**

**Michael J. Nader, Faegre Baker Daniels LLP, Fort Wayne, IN**  
**Thomas Totten, Nyhart, Indianapolis, IN**

**Thomas Totten, Nyhart, Indianapolis, IN**

Many ESOP companies are endeavoring to grow internally and through acquisitions. When an ESOP company completes an acquisition, the value of the company should go up, but there are also added participants from the target company. This session will focus on proper analysis of the potential acquisition.

11:00 A.M. ~ BREAK

**11:15 A.M. ~ CONCURRENT BREAKOUT SESSIONS**

**Session A COMMUNICATING THE RIGHTS & RESPONSIBILITIES OF EMPLOYEE OWNERSHIP**

*Jarred Cook, Luckett & Farley, Louisville, KY*

*Peter E. Jones, Schatz Brown Glassman Kossow LLP, Columbus, OH*

What decisions do employee owners have a legal right to participate in? How can an employee owner's day-to-day contributions and behavior affect the success of the company? How do ESOP companies communicate the meaning of "shared ownership"? This session will briefly review the basic legal relationship between ESOP participants and the company and the disclosures required by law. Using case studies, we will then move from what you must do to what successful ESOP companies do to develop an ownership culture and encourage employee owners to think like business owners.

**Session B IMPROVING THE GOVERNANCE OF ESOP COMPANIES**

*Tim Everidge, Radian Research, Inc., Lafayette, IN*

*Alexander L. Mounts, Krieg DeVault LLP, Indianapolis, IN*

The presenters of this session will blend real-world practicality with acknowledged principles for ESOP company governance. They will discuss: 1) the importance of drawing distinctions among the responsibilities of the board of directors, management, ESOP committees, trustees, and plan administrators; and, 2) the governance practices that respect and address the different sources of fiduciary and management responsibilities.

**Session C DOL AUDITS, FORECAST PROJECTIONS & ESOP VALUATIONS ~ OH MY!**

*Steven A. Goodman, Lynch, Cox, Gilman & Goodman, P.S.C., Louisville, KY*

*Hillary Hughes, Prairie Capital Advisors, Inc., Cedar Rapids, IA*

*Stephen James, Mortenson Family Dental Holdings, Inc., Louisville, KY*

This panel will discuss the recent focus of audits on financial statement projections, the use of forecast in the valuation analysis, and recommended procedures for reviewing and vetting projections. In addition, the panel will provide insight into and tips for preparing for the audit, working with auditors, and responding to information requests. The panel is comprised of an attorney, an ESOP valuation expert, and an ESOP trustee / chief financial officer of an ESOP company.

**12:30 p.m. ~ LUNCHEON**

**BREAKFAST / LUNCHEON SPONSORS**



**Olson Mills Law Firm, LLC**

.....  
Focused on Employee Stock Ownership Plans



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CPAs / ADVISORS



*The Leader in ESOP Administration*



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**HARDING, SHYMANSKI  
& COMPANY, P.S.C.**  
Certified Public Accountants  
and Consultants

**DISCOUNTED REGISTRATION FEES AVAILABLE THROUGH JUNE 11, 2015**

## 1:45 P.M. ~ CONCURRENT BREAKOUT SESSIONS

### Session A WHAT IS BENEFICIAL OWNERSHIP? WHAT DOES THAT MEAN TO ME?

*Lori Stuart, Crowe Horwath LLP, Columbus, OH (Moderator)*  
*Jodi Lamb, Big G Express, Shelbyville, TN*  
*Leslie Newlin, Opportunities for Positive Growth, Inc., Fishers, IN*

How often do you get these questions from your employee owners? This session will focus on ESOP communications related to helping employee owners understand beneficial ownership and "what it means." ESOP companies will share their experience and communication ideas to help you answer these questions.

### Session B FIDUCIARY REVIEW OF A VALUATION REPORT

*Andrew J. Manchir, Katz, Sapper & Miller, Indianapolis, IN*  
*David Van Ness, Horizon Trust & Investment Management, Indianapolis, IN*

In this session, we will provide an introduction to new ESOP companies, as well as a refresher course for mature ESOP companies, with respect to general ESOP practices and procedures for the fiduciary review of the annual valuation report. Topics being covered include: 1) ESOP big picture; 2) legal / trust requirements; 3) trustee responsibility; 4) the importance of process; 5) valuation report review; 6) reconciliation; 7) common errors; 8) other considerations; and, 9) the GreatBanc / DOL settlement and its impact on valuation reports going forward.

### Session C DIVERSIFICATION & DISTRIBUTION ISSUES

*Amber Lloyd, Retirement Management Services, LLC, Louisville, KY*  
*Thomas Mills, Olson Mills Law Firm, LLC, Indianapolis, IN*  
*Jackie Salmon, OneAmerica, Indianapolis, IN*

This session will explore ESOP distributions, with an emphasis on diversification distributions. Issues covered will include: 1) who is eligible for a distribution; 2) timing; 3) determining the amount; 4) forms of payment; and, 5) withholding. (This session will not cover repurchase obligation determination, etc.) Participants should come away with a better understanding of this important part of ESOP administration.

### Session D LEGAL UPDATE: ESOP LITIGATION & DOL AUDITS

*Philip J. Gutwein II, Faegre Baker Daniels LLP, Indianapolis, IN*  
*Ben F. Wells, Dinsmore & Shohl LLP, Cincinnati, OH*

This session will review recent decisions and developments, including settlements, in important cases that the ESOP community has been monitoring. It will also address recent trends in DOL audit activity. We'll focus on the real-world implications of these ESOP cases and audits and discuss the takeaways that you can implement at your company to reduce your risk of litigation and enhance your ability to withstand an audit. This session is relevant to board members and executives at ESOP companies, ESOP trustees (internal and external), ESOP committee members, and other ESOP professionals.

## DIRECTIONS TO THE CROWNE PLAZA LOUISVILLE AIRPORT HOTEL

**From I-65:** Either direction (north/south) take Exit 131-B. Follow the signs to the Kentucky Exposition Center. Turn left at the first stop light (Phillips Lane). The Crowne Plaza is the first hotel on the left.

**From I-64:** Take the Watterson Expressway (I-264) West. Take Exit 11, following signs to the Kentucky Exposition Center Main Gate. Turn left at the first stop light (Phillips Lane). The Crowne Plaza is on the left.

**From I-264 East:** Take Exit 12, following signs to the Kentucky Exposition Center Main Gate. Turn left at the first stop light (Phillips Lane). The Crowne Plaza is on the left.

**From I-264 West:** Take Exit 11, following signs to the Kentucky Exposition Center Main Gate. Turn left at the first stop light (Phillips Lane). The Crowne Plaza is on the left.

## THE ESOP ASSOCIATION ~ SERVING THE ENTIRE ESOP COMMUNITY

# REGISTRATION FORM ~ Deadline to Register is June 11, 2015

Ohio / Kentucky & Indiana Chapters  
of The ESOP Association  
14<sup>TH</sup> Annual Tri-State ESOP Conference  
Thursday, June 18, 2015

Crowne Plaza Louisville Airport Hotel  
830 Phillips Lane  
Louisville, KY 40209  
502.367.2251

Registration **MUST BE RECEIVED** by  
**June 11, 2015, to receive discounted pricing.**

On or Before  
6/11/15

After 6/11/15  
and Walk-ins

ESOP Association Member - First Attendee

\$125.00

\$150.00

ESOP Association Member - Each Additional Attendee

\$110.00

\$135.00

Non-member (Each Attendee)

\$200.00

\$225.00

If you are a non-member of The ESOP Association, do you have an ESOP? \_\_\_\_ Yes \_\_\_\_ No

If you are a non-member of The ESOP Association, are you an ESOP service provider? \_\_\_\_ Yes \_\_\_\_ No

TO REGISTER AND PAY BY CREDIT CARD ONLINE, go to [www.esopassociation.org](http://www.esopassociation.org).

Under the "Chapters" menu, click on "Chapter Events" and scroll down to

"Ohio / Kentucky & Indiana Chapters - 14th Annual Tri-State ESOP Conference (Louisville, KY)"

## TO REGISTER AND PAY BY CHECK, COMPLETE THE FORM BELOW

Provide each attendee's name *AS IT SHOULD BE PRINTED ON THEIR NAME TAG*. **Beside each attendee's name, state their position within the company, i.e., CEO, President (P), VP, CFO, HR Department Personnel (HR), ESOP Committee Member (ECM), New Employee Owner (NEO), etc.**

Name(s) \_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ Phone \_\_\_\_\_

Contact Person \_\_\_\_\_ E-mail \_\_\_\_\_

(Required for Registration Confirmation)

Enclosed is a check, made payable to **The ESOP Association**, in the amount of \$ \_\_\_\_\_

Return completed registration form **WITH**  
**PAYMENT** by June 11, 2015, to:

Karrie Imbrogno  
ESOP Chapter Administrator  
PO Box 407  
Amherst, OH 44001-0407

**(DO NOT** send registration and  
payment to The ESOP Association's  
PO Box in Baltimore, MD)

### CANCELLATION POLICY

**NO REFUNDS** will be given after June 11, 2015.  
Substitutions will be accepted. (Non-member fees  
apply if a non-member professional replaces a  
member professional.)

### QUESTIONS? CONTACT:

Karrie Imbrogno  
ESOP Chapter Administrator  
440.989.1552 or [karrie@esopchapters.com](mailto:karrie@esopchapters.com)