

EXIT PLANNING: Tale of two companies

This is a story about two different business owners who took two different exit paths and experienced vastly different results.

BY MATTHEW J. LAPOINTE, ESQ.

Estella Havisham and Abel Magwitch each founded construction companies as C corporations in the mid-1980s, in similar but non-competing markets. In the early 2000s, Estella and Abel each decided that they wanted to retire and exit their businesses by 2010.

In 2002, Estella and Abel each hired a well-respected business valuation firm to appraise their businesses and each was pleasantly surprised to learn that their companies were worth about \$5 million. Both Estella and Abel decided that they wanted to increase their businesses' values to \$8 million over the next eight years and then retire.

Estella began by investing heavily in equipment and went on a hiring spree to keep up with the high housing demand. She typically worked 60-hour weeks. Always a hard worker who didn't see the need for consultants and attorneys, the only advisor she spoke to was her CPA, and that was only during tax season. Despite her CPA's suggestions, Estella did not convert her C-corporation to an S-corporation, knowing that she could "zero out" every year by paying herself bonuses and by maximizing her deductions. Hard work and a drive to succeed in a man's industry had gotten her this far, and she was sure it would bring her a successful retirement.

After getting his appraisal, Abel called his CPA, alerting her of his desire to exit his company within eight to 10 years. Abel's CPA directed him to an attorney she knew who specialized in business transition planning. The attorney first reviewed Abel's estate plan to make sure all was in order. He then asked Abel about his management team, inquiring whether they had the wherewithal to run the company in the



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event something happened to Abel. Identifying the gaps in his management team, Abel went to work filling them, while the attorney prepared employment agreements with strong incentive programs and non-competition covenants.

The CPA filed the necessary paperwork to convert Abel's C-corp to an S-corp, a process that would take about 10 years because of the built-in gains Abel had amassed over the years. The CPA encouraged Abel to build up the company's reserves, initially by taking less in current compensation. Over the next five years, as his management team got up to speed, Abel gradually went from working 60-hour weeks to 30-hour weeks. His attorney referred him to a business broker with a proven track record in the construction industry, who identified two smaller competitors for acquisition to broaden

the company's market share. By the end of 2007, Abel was confident that he had key employees in place who could either buy the company when he was ready to retire or could run the company if Abel chose to sell to an outside buyer.

The "Great Recession" hit the housing industry like a hurricane in 2008, and both companies suffered. Estella's cash flow fell dramatically. She had to lay off most of the people she had hired several years earlier. The equipment she had purchased often sat unused. Through hard work and determination, Estella kept the business afloat and kept to her plan to retire by 2010. Although her business was valued at just \$6 million in 2010 (\$2 million short of her \$8 million goal), Estella decided to sell because she was tired of working 60-hour weeks. The

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A Message from the Managing Partner



At Blalock Walters, we are constantly focused and committed to make forward progress

BY JONATHAN D. FLEECE, ESQ.

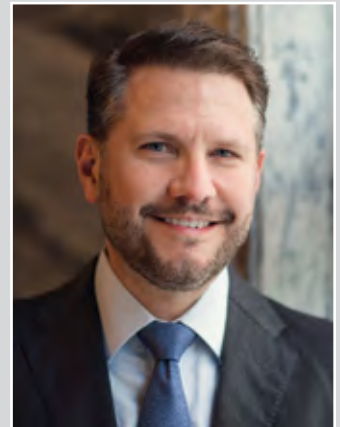
How about a quick review of a word from the Webster's Dictionary?

The definition of **progress** in its noun form is, "forward or onward movement toward a destination." The verb form is "advance or develop toward a better, more complete or modern state." At Blalock Walters, we are constantly focused and committed to making forward progress. **For us, progress would be incomplete without always keeping high-quality service to our clients and dedication to our community in the forefront.**

More and more of our clients require regional access and solutions to their opportunities and challenging issues. Consumers are rarely focused on county lines. Banks loan to clients more so than locations. Commuters don't even recognize when they cross over from Manatee to Sarasota or vice versa. Tampa Bay is becoming more and more one collective region, politically, economically, culturally and socially. Go Lightning, Rays and Bucs!

To better serve our clients, referral sources, friends and the regional community, the firm is thrilled to share some exciting news about our progress. **We have expanded our Sarasota office in the Sarasota One Tower.** Yes, we will occupy more square feet, present an enhanced modern image, deploy more cutting-edge technology and will be adding a few new faces to a team. Yet equally important to this progressive office move is reaffirming the firm's mission, which is to provide dedicated and innovative counsel that makes a positive difference for our clients and community.

We can never achieve true progress alone. A celebration in solitude would be no fun at all! Success requires teamwork, collective goals, collaboration, cooperation, communication and execution of action plans. Ultimately, without your support yesterday, today and tomorrow, our combined success and progress would not be possible. And for that, we thank you. The people of Blalock Walters look forward to making further progress together, in Sarasota, Manatee, Florida and beyond. ■



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To better serve you, we have expanded our office in the Sarasota One Tower.

Please note our new Sarasota address is 2 North Tamiami Trail, Suite 400, Sarasota, Florida 34236.

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best offer she got was for \$5.5 million. While her attorney was able to lessen the tax hit by allocating a sizable portion of the purchase price to personal goodwill, the company's C-corp status resulted in "double taxation," of the remainder of the purchase price, resulting in a \$2.25 million net payout to Estella.

Abel's company felt pain during the recession, too, but his layoffs were minimal, thanks to the cash he had saved through strategic tax planning. The two companies he bought years earlier increased his business' value to \$15 million, and his strong management team made his company attractive to buyers despite the Great Recession. His conversion to an S corporation lowered the taxes on his company's sale and in 2010, he sold to an outside buyer, netting \$10 million post-tax.

When starting their businesses, both Estella and Abel had big plans. They both worked hard and implemented strategies that they thought would help them reach their financial goals. Building value in their business and protecting that value were paramount. But one sought out professional advice and the other decided to go it alone. Both suffered setbacks, and both ended up selling their businesses as planned. But Abel benefited greatly by consulting with appropriate experts well before his planned exit date. He implemented their recommendations and ended up much better off than Estella who decided to save money by not consulting with experts and going it alone.

Blalock Walters is a business-focused law firm. We handle business formations, purchases and sales, and exit planning. We work with other professionals, such as CPAs, business consultants, and investment bankers to help business owners maximize the value of their companies.

Do you have an exit strategy for your business? Contact Matt Lapointe to start a discussion about exit planning or for answers to other business law inquiries at mlapointe@blalockwalters.com or 941.748.0100. ■

AFFILIATIONS AND HONORS



The information in this newsletter is not intended as legal advice, but rather as a service to our clients, friends and other Internet users. If you have questions about any of the information contained in the newsletter, please contact an attorney for a consult. Please keep in mind that contacting us by itself does not establish an attorney-client relationship. Therefore, you should not convey any confidential information to us until a formal attorney-client relationship has been established after our thorough conflict of interest procedures have been completed. We welcome your inquiries, but please keep the above information in mind, as well as the fact that electronic mail on the Internet is not secure in most instances. Accordingly, you should not send confidential or sensitive information in e-mail messages. Thank you for your interest in Blalock Walters.

BLALOCK WALTERS
REVIEW

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To update your contact information or add a co-worker or friend to this newsletter mailing list, please contact Marketing Director Jill McGarry at 941.748.0100 or email sorendorff@blalockwalters.com



Jill McGarry, Marketing Director



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TAX DISCLAIMER

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To ensure compliance with Treasury Department regulations, we advise you that, unless otherwise expressly indicated, any tax advice contained in this communication (including any attachments) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or applicable state or local tax law provisions or (ii) promoting, marketing or recommending to another party any tax-related matters addressed herein. This publication is not intended as legal advice, which may often turn on specific facts. Readers should seek legal advice before acting with regard to the subjects mentioned herein. Citations omitted due to space limitations but available upon request.

New Direct Primary Care models for Florida

After three failed attempts, the Florida Legislature successfully passed a bill specifically allowing and regulating direct primary care models in Florida. This new law will allow physicians to confidently accept a flat monthly fee from patients to cover their medical needs without fear of the program falling under the purview of the Florida Office of Insurance Regulation.

BY ANN K. BREITINGER, ESQ.

The new Direct Primary Care (DPC) model law will take effect July 1, 2018. DPC practice models eliminate the fee-for-service payment structure and instead accept one monthly flat fee intended to cover all of the comprehensive primary care needs of the patient for the month.

Advocates of the DPC practice model tout the model as a means to allow physicians to focus on patient care rather than the financial incentives of increased procedures and tests. Increased time spent with the patient and unhurried interactions are also advantages of the DPC model.

House Bill 37 "Direct Primary Care Agreements" specifies that DPC agreements do not constitute insurance and are not subject to the Florida Insurance Code and provides requirements for agreements between the physician and patient. The law pertains to medical doctors, doctors of osteopathy, chiropractors and nurses.

Pursuant to the new law, a DPC agreement must:

- Be in writing.
- Be signed by the primary care provider or an agent of the primary care provider and the patient, the patient's legal representative, or the patient's employer.
- Allow a party to terminate the agreement by giving the other party at least 30 days' advance written notice. The agreement may provide for immediate termination due to a violation of the physician-patient



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relationship or a breach of the terms of the agreement.

- Describe the scope of primary care services that are covered by the monthly fee.
- Specify the monthly fee and any fees for primary care services not covered by the monthly fee.
- Specify the duration of the agreement and any automatic renewal provisions.
- Offer a refund to the patient, the patient's legal representative, or the patient's employer of monthly fees paid in advance if the primary care provider ceases to offer primary care services for any reason.
- Contain, in contrasting color and in at least 12-point type, the following

statement on the signature page: "This agreement is not health insurance and the primary care provider will not file any claims against the patient's health insurance policy or plan for reimbursement of any primary care services covered by the agreement. This agreement does not qualify as minimum essential coverage to satisfy the individual shared responsibility provision of the Patient Protection and 74 Affordable Care Act, 26 U.S.C. s. 5000A. This agreement is not workers' compensation insurance and does not replace an employer's obligations under chapter 440."

If you are interested in developing a DPC model practice or need to update your existing DPC model documents, please contact a member of our health law department at 941.748.0100. ■

Conducting employee performance evaluations



Anne Chapman, Labor & Employment Law



BY ANNE W. CHAPMAN, ESQ.

Most supervisors would say that conducting employee performance evaluations is not an area of their job that they look forward to. However, there are many benefits to conducting timely evaluations of employees. Furthermore, evaluations do not have to be time consuming or complex.

Most employees would like feedback concerning how they are performing in a position. It also provides the employee an opportunity to voice his/her concerns and/or offer input. This conversation can allow the employer to be aware of potential issues and address them before they become a bigger problem. A written performance evaluation creates documentation for the employee's personnel file that may be beneficial when making future decisions.

The focus of the evaluation should be on performance and behavior. The evaluator should be as objective as possible and focus on concrete examples. Several topics should be covered at an annual performance evaluation, including the expectations of the employee's position, whether the employee has met the expectations, accomplishments of the employee, areas for improvement and goals for development. Likewise, the review should allow the employee to provide feedback to the employer.

Preparation is the key to being able to cover the topics as well as clearly communicate to the employee. Making notes and recording performance throughout the year concerning employees makes the process easier. Being able to cite specific examples to support your assessment and detailing assignments and specific contributions of the employee adds credibility to the evaluation.

Constructive criticism can be helpful but should be thoughtful with specific examples provided whenever possible. Constructive criticism is not accusatory or vague. As a general rule, alternating positive and negative comments works best. Where a performance expectation is not being met, a plan should be developed on how the employee can meet the expectation and assistance can be offered when appropriate.

Setting aside sufficient time to conduct the evaluation in advance is also important. The evaluation does not have to be long, but it should not be rushed. Both small issues (specific task, particular customer interaction) and big issues (attendance, communication style) should be discussed at the annual performance evaluation. However, employers should not wait until the annual evaluation to discipline an employee. Rather, discipline issues can be discussed at an evaluation, but should be addressed on an ongoing basis.

At the end of the evaluation, an employee should know what is expected of him or her, why the expectations are important and how he or she is doing in meeting these expectations.

If the employee disagrees with the evaluation, the employer should not debate the issue. Rather, the employer should be polite but firm and remind the employee that he/she can respond in writing. For known problem employees, the evaluator should be short and specific.

Making timely performance evaluations a priority can help an employer address issues early on and avoid future problems. With preparation, evaluations can be relatively simple discussions that provide feedback and assistance to an employee.

Contact Anne Chapman with your labor and employment questions and matters at achapman@blalockwalters.com or 941.748.0100. ■

Making timely performance evaluations a priority can help an employer address issues early on and avoid future problems

NEW PARTNERSHIP AUDIT RULES

Why you may need an updated Partnership or LLC Operating Agreement

BY KRISTEN H. EHRILCH, ESQ.

In 2015, the Bipartisan Budget Act completely overhauled the IRS audits rules for partnerships, which includes limited liability companies (LLCs) taxed as partnerships and their partners.

Those rules will go into full effect for tax returns filed for the 2018 tax year. While there is uncertainty on the application of these rules until we receive more guidance from the IRS, the important aspect of these new partnership audit rules is that if there is a tax deficiency or adjustment by the IRS to a partnership return, the partnership itself will be liable for any tax due, rather than passing that liability to the individual partners.

This may have an impact on the purchase and sale of partnership interests, since the liability for tax adjustments will remain with a partnership following the sale of one or more partners.

Who is effected?

Entities which are taxed as partnership for US federal income tax purposes, e.g., partnerships and certain LLCs.

Importantly, certain small partnerships may make an election to “opt out” if the partnership has 100 or fewer partners. This is an option that smaller partnerships may want to consider with their tax advisors. If a partnership has another partnership as a partner, the partnership may be prohibited from opting out of these new rules despite having 100 or fewer partners.

This is how to opt out

Partnerships which can and want to opt out, must make an affirmative election to opt-out annually on a timely filed return and must include information regarding each partner’s name and Taxpayer Identification Number.

Current and future partnership and LLC operating agreement issues

Partnerships and LLCs can proactively address issues which may arise related to the new partnership audit rules, by reviewing and potentially amending their partnership agreements or LLC operating agreements to include provisions which address the following:

- ✓ The new rules no longer use the term “Tax Matters Partner” instead entities will need to designate a partnership representative;
- ✓ Assignments should be disallowed of partner interests to persons (or entities) that would preclude the ability of the partnership to opt-out (if the partnership wants to preserve the ability to elect to opt-out);
- ✓ A mechanism to determine which partner(s) will determine if the entity should elect to opt-out or stay in the new partnership regime;
- ✓ How an entity-level tax liability will be paid (including who should bear the liability if the partnership is unable to pay such tax obligation);
- ✓ In the event of an audit adjustment, committing to making certain partnership elections.

These items should also be discussed and negotiated during the transfer, sale and formation of such entities. Particularly, partners should consider who should bear the burden of historic liabilities, if the partnership itself is now liable for audit adjustments under the new rules.

How Blalock Walters can help

Blalock Walters can review your current partnership or LLC operating agreement and make any needed amendments. Email these tax attorneys for more information:

Jenifer Schembri at jschembri@blalockwalters.com or
Kristen Ehrlich at kehrlich@blalockwalters.com ■



Kristen H. Ehrlich
Estate Planning, Tax Law

Tax Law
Changes
For 2018

BASICS: Qualified business income deductions

While partners, members and shareholders of pass-through entities were provided a potential tax reduction in the 2017 Tax Reform Act in the form of a 20 percent Qualified Business Income Deduction of their pass-through earnings, determining an owner's eligibility for and the calculation of the deduction are not so simple.

BY JENIFER S. SCHEMBRI, ESQ.

Here are some of the basic concepts of the deduction and its calculation.

Generally speaking:

- ✓ All taxpayers other than C-Corporations are eligible for the 20 percent deduction.
- ✓ Partnerships and S-Corporations which are "tiered" will need to calculate at this deduction and each entity level.
- ✓ Trusts and Estates that own pass-through entities are also eligible for the deduction.
- ✓ The deduction is not limited to taxpayers who itemize and is available to all taxpayers, similar to the standard deduction.
- ✓ The deduction will sunset on December 31, 2025.

INCOME THRESHOLDS LIMITATIONS DO NOT APPLY

Taxpayers with taxable income of less than \$157,500 (for individuals) or \$315,000 (if married filing jointly), will qualify for the 20 percent deduction and will not be subject to any limitations, including the following:

- Not subject to the service business limitation
- Not subject to wage limitations

The deduction will be equal to 20 percent of the taxpayer's qualified trade or business income, not including capital gains and salary or compensation to the taxpayer.

Once taxpayers exceed \$157,500 (for individuals) or \$315,000 (if married filing jointly), the amount of the 20 percent deduction is still allowed without considering the limitations, but the amount of the deduction is phased out until the taxpayer's income reaches \$207,500 (for individuals) or \$415,000 (if married filing jointly). Once these income amounts are achieved, the limitations will fully apply (i.e.

\$207,500/\$415,000) in determining the 20 percent deduction, including:

- The service business limitation
- The wage limitations

SERVICE BUSINESS LIMITATION

The 20 percent deduction (once the income thresholds are reached) do not apply to a "specified service trade or business."

A "specified service trade or business" includes any trade or business involving the performance of services in the fields of health, law, accounting, actuarial science, performing arts, consulting, athletics, financial services, brokerage services or any trade or business where the principal asset of such trade or business is the reputation or skill of one or more of its employees or a business which involves the performance of services that consist of investing and investment management, trading or dealing in securities (as defined in section 475(c)(2)), partnership interests, or commodities.

The businesses of engineering and architecture are specifically excluded from the definition of a specified service trade or business.

WAGE LIMITATIONS AND HOW TO CALCULATE THE DEDUCTION:

Step #1: Determine the deductible amount for each qualified trade or business (QBT) as follows:

The deductible amount for each QBT is the lesser of 20 percent of the income related to that QBT allocated to the taxpayer; or

the greater of 50 percent of the W-2 wages with respect to the QBT allocated to the taxpayer; or

the sum of 25 percent of the W-2 wages and 2.5 percent of the unadjusted basis,



Jenifer Schembri,
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immediately after acquisition, of all "qualified property" allocated to the taxpayer.

For purposes of this calculation "qualified property" is tangible property in service, which is accounted for at the fair value when placed in service and will be considered for the longer of 10 years or the applicable depreciation period.

Step #2: The taxpayer's deductible amount is equal to the lesser of the following amounts:

The taxpayer's combined qualified income amount (CQBIA), or the sum of the following:

- The deductible amounts for each qualified trade or business (QBT) determined in step #1 above, and
- 20 percent of the taxpayer's qualified real-estate investment trust (REIT) dividends.
- 20 percent of the taxpayer's taxable income over any net capital gain.

This is a summary of the calculations for the qualified business interest deduction. If you have questions about your specific business and how to plan for your 2018 taxes, please contact our tax attorneys at 941.748.0100 or email Jenifer Schembri directly at jschembri@blalockwalters.com. ■



PRACTICAL THINGS

I've learned about Social Security and Medicare

BY DANA CARLSON GENTRY, ESQ.

1 Set up an online account with Social Security and get an annual statement of your future benefits each year as soon as you start earning any income.

A close friend of mine years ago had a tax return preparer transpose numbers in his social security number while completing forms for Social Security. This friend was self-employed, and effectively paid twice as much into the Social Security system as those persons who work for others. In that case, due to the error, his income was not properly credited to him. He only had three years to straighten it out with the government, or he would have lost the ability to count that income toward his future payments; and it took about that long with multiple communications and correspondence to correct the mistake.

Set up your Social Security online account as early as possible, or at least at the same time you are hired for your first permanent full time employment, and do not wait until you are close to full retirement. At that point any errors made when you were in your 20's cannot be corrected.

2 Run math calculations before you elect to take Social Security payments early (at 62 years) or at "normal" retirement age (now about 66 years).

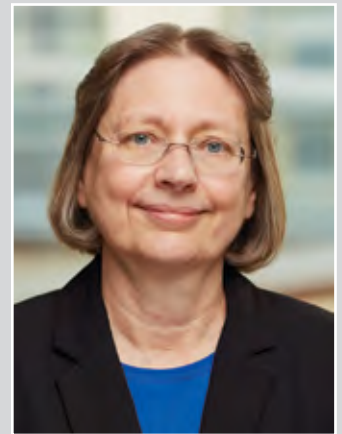
For years I never paid much attention to those annual statements from Social Security, other than to check that the government had properly accounted for my income each year for those future monthly payments in my golden years.

Then last year it was time to focus on the actual numbers, not for myself, but for my older spouse. We calculated that it was better for him to defer receiving Social Security monthly payments until the age of 70 because the monthly payments would be much higher (maybe \$700 to \$800 more per month). Being "almost" empty-nesters it made sense to wait since we still had one steady income for a full-time worker (me).

When I started practicing law years ago, most individuals were living to their 70s or low 80s. But now I have many clients living into their 90s,

and a few who have lived for a century. Unfortunately, some of them who did not have good supplemental pensions from private employers in addition to Social Security are outliving their savings. For other individuals, those pension amounts and Social Security payments together are not keeping up with the increase in the cost of living.

If you plan to live a very long time, that extra monthly income from deferring Social Security payments may be critical for slowing down the inevitable invasion of the principal of your savings that occurs when you no longer can live independently.



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3 When you elect to defer Social Security payments, you must set up automatic deductions of part B Medicare (medical insurance) payments from your bank account so make sure you have adequate funds in the account to make those payments.

Although my spouse deferred actual Social Security payments, he is covered by Medicare, which means he is also required to pay for part B. For retirees who are receiving social security, the part B payment is automatically taken out of your account and is usually reflected in the bank statements along with the amount of Social Security payments deposited since all payments and deductions are now done electronically.

But when you defer social security payments, part B is not automatically taken out at first. You have to complete forms for automatic deduction and pay the first three months up front by check. Don't worry though, the government sends you a notice with an explanation and a self-addressed envelope for you to mail the payment back. However, once you are on the automatic payment system you still may get monthly paper notices about the amount owed with a self-addressed envelope. Read it carefully, in small print in one corner you will see a statement that this is not a bill and the amount is automatically being debited from your account.



Your Part B payment for Medical Insurance will be in addition to the amount you pay monthly to another health insurance company for supplemental insurance.

Medicare Part A (Hospital Insurance) and Part B (Medical Insurance), do not cover the entire bill or cost of medical care, so most people buy supplemental health insurance, and the amount of monthly payments to that health insurance company will vary depending on the type of supplemental plan you choose.

In general, if an expense is a covered expense, Part B will pay 80 per cent after the applicable deductible is met, so most people pay for supplemental insurance to cover all or a portion of the 20 per cent Medicare Part B does not pay. Practically speaking, the type of “supplemental” health insurance you need may depend not only on your age and marital status, but also if you have other dependents (i.e. minor or adult children).



Whether you elect to defer social security payments or not, always look at your total income including your spouse's income if you are married once you reach Medicare eligibility age.

The biggest shock to most people who are frugal and have saved independently for retirement to supplement their Social Security income is the monthly premium they have to pay individually for Part B.

In 2018, the basic Medicare Premium is \$134 per month, and many people only pay that amount. However, others pay more than this base amount due to an income-related monthly adjustment amount (IRMAA) the Social Security Administration (SSA) uses. The SSA is allowed access to your IRS records. They look at those records two years before your retirement year to calculate your Part B amount. If you are

married filing jointly the SSA bases that calculation on your both your incomes in that year.

The SSA definition of income is a modified adjusted gross income amount (MAGI) that includes your adjusted gross income (i.e. wages, capital gains, etc.) and also your tax exempt income, proceeds from the sale of property, withdrawals from an individual retirement account and conversions from traditional to Roth IRAs. (The figures used for single, head of household or qualifying widower are adjusted so most people will end up paying the same part B under the calculations whether they file jointly or separately; however, if you are married filing separately you are immediately placed in the highest bracket calculation, even if you would be in a lower bracket if you had filed jointly with your spouse).

As an example, let's assume a couple had total modified adjusted gross income (MAGI) of \$300,000 in 2016. At retirement in 2018, the former working spouse's part B payment would be \$134 plus an additional \$214.60, for a total of \$348.60 per month in Part B payments. In this situation, if the retiring spouse is no longer working the spouse can request a review to reduce the additional amount provided the “loss” of the spouse's wage income puts the couple's MAGI in a lower range bracket in the SSA tables, and the spouse submits appropriate proof of the event (i.e. letter from employer about retirement).

In another example, let's assume a widow's MAGI for 2016 was \$300,000 due primarily to a \$250,000 capital gain for selling the home she had lived in for 30 years. In 2018, her part B payment would be \$134 plus \$294.60 or \$428.00 per month. However, the SSA will not reduce the amount of Part B payment since a one-time capital gain is not on the list of exceptions for reducing MAGI. The SSA reasons that the next year part B will be adjusted again (downward) since this event will not happen again.

Questions? Contact Dana Gentry for advisement at dgentry@blalockwalters.com or 941.748.0100. ■





BEHIND THE *Suit*

With Robert Stroud



Robert Stroud leads our corporate and health care practice groups and is also Florida Board Certified in Health Care Law.

First job? My first job was working in concrete over the summer of my freshman year of high school. It was physically demanding, and the pay was great for a high school student. My first business was retrieving golf balls from golf course ponds and then selling them, which had a pretty good COGS at \$0!

What motivates you to work hard? My motivation comes from wanting to be able to provide for my wife and two children and wanting to contribute to my clients' successes. A big component of working hard is being available and responsive to your clients, exceeding expectations and deadlines. I'm lucky to have a very understanding spouse, among her other great qualities, and she doesn't give me a hard time about working long hours.

Who is your favorite cook and what dish of his/hers do you like best? I believe I'm smart enough to answer this question correctly—my wife, Emily! Chicken Milanese and, of course, Taco Tuesdays!

If you were a super-hero, your powers would be... Telekinesis and the ability to fly. Maybe they would call me the birdman (no relation)!

My hidden talent is... Poker! I'm always in for a poker game with friends. The secret is patience coupled with everyone else's impatience. I enjoy the strategy of the game which is the same attribute that I enjoy in the practice of law.

On the weekends... I spend quality time with my wife, children and friends, which usually involves Saturdays at my daughter's soccer game and at my son's lacrosse games. Sunday afternoons, we love to take our boat for a cruise or go to the sandbar at Big Pass. If I'm being totally honest, I carve out some time to catch up at work, too.

What has been your favorite vacation? And what destinations are on your bucket list? I love to travel and introduce my children to new places. While I really enjoy skiing, my favorite vacation has been to Morgan's Rock in Nicaragua. Morgan's Rock is an eco-lodge with 4,000 acres of jungle on the Pacific Ocean—truly unique experience. My bucket list includes the Maldives and New Zealand.

Favorite TV show? Without a doubt, *Peaky Blinders*. I'm excited for Season 5 next year.

What are you reading now? I struggle to find the time to read for pleasure, however, I'm reading *The Power of Habit* by Charles Duhigg.

Favorite band? I like most genres of music, but Coldplay is my favorite band. Their concerts are electrifying and suitable for the entire family. ■



Robert and his wife, Emily, cheering on the University of Florida Gators.

Family vacation at Nemaocolin Woodlands.

The kids enjoying cold shaved ice on a warm day in Hawaii.

Making a Difference...



\$2000 raised at Cheers for Charity family event



Cheers for Charity, a women's giving circle co-founded by attorney Amanda Tullidge, hosted Pearls, Polos & Ponies at Sarasota Polo Club. The well-attended, family-friendly event raised more than \$2,000 for local charities! ■

BW attorneys serve at Bradenton Area Economic Development's 30th Hob Nob Bar-b-que

The Blalock Walters team hosted a booth at the Bradenton Area Economic Development Corporation's 30th Annual Hob Nob Bar-B-Que. We enjoyed networking with new and familiar faces, supporting local businesses and restaurants and serving delicious Chimichurri Steak, grilled to perfection by Pier 22. ■



Jenifer Schembri and Mark Barnebey



Kerry Ward, Matt Lapointe and Jonathan Fleece attend the Hob Nob Bar-B-Que sponsored by the Bradenton Area Economic Development Corporation.

Superman's son presents message of giving more than you take at Tidewell Hospice luncheon

We are proud to support Tidewell Hospice and enjoyed their annual Signature Luncheon, featuring keynote speaker Will Reeve, the son of the late Christopher Reeve (aka "Superman").

Will shared his profound message of hope, heartache and "always giving more than you take." Will tragically lost both of his parents, leaving him an orphan at age 13. He provided insight into building and thriving within a support system, much like the incredible support services Tidewell Hospice provides. ■



Standing: John Vita, Susie Bowie, Greg DeMeuse and Alexander John
Seated: Will Robinson and Bob Blalock

We Care Manatee Casino Night raises money to support medical care for low income families

It's not beginner's luck for us! We have been proudly supporting We Care Manatee and its Casino Night fundraiser for many years.

Proceeds from the event help facilitate free medical care for low-income, uninsured residents of Manatee County.

Corporate and health care attorney Ann Breitinger (right) serves on the We Care Manatee board of directors. ■



Mark Barnebey, Marianne Barnebey, Alex Breitinger, Amanda Tullidge, Ann Breitinger, Brad Laudicina and Paige Laudicina



WE MAKE A DIFFERENCE

About Us...



Will Robinson named distinguished alumni by Leadership Manatee Alumni Association

The Leadership Manatee Alumni Association honored Will Robinson as the 23rd Kent C. Schulz Distinguished Alumni Award recipient during the April luncheon.



Will Robinson (center) with Kent C. Schulz's son, Eric Schulz, and Will's grandfather, Richard Conard.

A 2007 graduate of Leadership Manatee, Will's community service has included serving on more than a half-dozen nonprofit boards, including the Manatee Chamber of Commerce and the Lakewood Ranch Medical Center. He has been the chair of the board for Meals on Wheels PLUS of Manatee, the City of Bradenton Downtown Development Authority and 12th Judicial Circuit Nominating Commission [nominated by Gov. Scott]. He is also heavily active in the Goodwill Manasota Veterans Task Force and the Food Bank of Manatee. Robinson was also named "40 under 40" in 2014 by the Business Observer and "People to Watch" by Biz(941) in 2015 and is a graduate of Leadership Florida, Class XXIX.

The award, developed 23 years ago after Kent Schulz died of cancer, was presented at the association's annual meeting and luncheon at the Manatee Convention Center.

Past recipients include John Horne, Rae Downing, Sandy Kirkpatrick, Rick Fawley, Jamie Carter, Rose Carlson, Amanda Horne, Tom Seguin, Bob Bartz, Betsy Benac, Darrell Turner, John Vita, Edie Bustle, Connie Shingledecker, Diana Davis, Linda Agresta, Ruth Lawler, Cliff Walters, Robert King, Gerry Russell, Bob Sweat, Brenda Rogers and Bob Sweat. ■

Cliff and Susie Walters welcome granddaughter

Layton Logan Burnsed was born in March 2018 and has already stolen the hearts of her grandparents. ♥



Attorney Alexander John weds Alana in March

Congratulations to corporate and health care attorney Alex John on the marriage to his beautiful bride, Alana. The couple wed March 17 at Disney's Grand Floridian Resort & Spa followed by two exciting weeks traveling through Italy. ■





Congratulations

CLIFF WALTERS

Named 2018 Robert P. Bartz Outstanding Leadership Award

Recipient at annual Manatee Chamber of Commerce Dinner

Close friends and colleagues call him a leader, a role model, a true professional, a family man. Cliff Walters, whose long-standing selfless service and commitment to our community, has offered his personal and professional expertise to nonprofit organizations, has encouraged volunteerism and philanthropy and has made a significant impact on both Manatee and Sarasota Counties.

Jonathan Fleece
Managing Partner, Blalock Walters, P.A.

Cliff operates with the highest level of integrity and is devoted to seeing that Manatee County achieves a future that is far closer to its nearly unlimited potential.

Stephen M. Knopik
Chairman and CEO, Beall's Inc.

Cliff and Bob (Bartz) shared many similar qualities; a great respect by their peers, a quiet but respected leadership quality and a love for this County they have called home for most of their lives.

Michael Maddaloni
Vice President, Treasurer, Beall's Inc.



Judge Gilbert A. Smith Sr. honored with dedication

The Jury Assembly Room of the Manatee County Judicial Center was dedicated to Judge Gilbert A. Smith Sr.

We were honored to be among the esteemed judge's family, elected officials, friends and notables from Sarasota, Manatee and beyond who gathered to honor his memory.

"Judge Gilbert Smith Sr. was a man of intellect and integrity who was an empathetic but impartial decision maker," said Cliff Walters. "We were blessed to have a man of his caliber presiding in court over the matters that impacted all of us in this community. And he had a laugh that a hyena would appreciate! He is missed."

Judge Smith's legal career spanned more than four decades, and he served as Senior Judge in the 12th Judicial Circuit through 1998. ■



Cliff Walters and Mary Levine (top) as well as Charles Telfair, Fred Moore and Chuck Johnson attend the dedication of the Jury Assembly Room of the Manatee County Judicial Center to Judge Gilbert A. Smith Sr.

Attorney Scott Rudacille Voted Readers' Choice Winner for 9th Time

Thank You Again!

Scott Rudacille is Board Certified in City, County and Local Government Law and is a member of The Florida Bar.

The dedicated and innovative attorneys at **Blalock Walters** make a positive difference for our clients and community.



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ATTORNEYS AT LAW

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Finance Law | Business & Corporate | Business Litigation
Estate Planning | Health Care Law
Labor & Employment Law | Land Use Law
Local Government Law | Real Estate Law | Tax Law



2006, 2007, 2008, 2009, 2011,
2012, 2013, 2015 and 2018

OUR EMPLOYEES' HEALTH AND WELLBEING

Greatest asset any business can have

BY JILL MCGARRY, MARKETING DIRECTOR

Winston Churchill believed that healthy citizens are the greatest asset any country can have. At Blalock Walters, we share that philosophy by supporting the health and wellbeing of all our employees.

The firm recently created a structured corporate wellbeing program called **Blalock Walters BeWell** for a number of reasons:

- To support employees' positive health behaviors,
- Reduce elevated health risks,
- Improve productivity and decrease absenteeism,
- Improve employee recruitment and retention and
- Sustain high employee morale.

As studies show, employee health affects more than just health care costs. **A healthy workforce is a more productive workforce.**

The success of BeWell is driven by a unique strategy and involves a framework that outlines five elements of wellbeing: Community Wellbeing, Career Wellbeing, Physical Wellbeing, Financial Wellbeing and Social Wellbeing.

The program's mission is to encourage employees' personal and professional productivity as well as physical and mental wellbeing by fostering a worksite culture that supports employees' voluntary desire to make healthy lifestyle choices.

A successful wellbeing program takes time. Ours is constantly evolving so that it can be integrated into the fabric of the Blalock Walters culture. BeWell has the support of our leadership team and commitment from our employees. During its inception and thereafter, we survey our employees to determine their interests and desires in our workplace wellbeing program. The results help us in planning events and initiatives that our employees seek and will engage in.

We believe a higher level of wellbeing awareness is essential to success.

Fortunately, Americans are becoming more and more health conscious. But due to higher stress, longer work days and constant multitasking, it is more difficult to find the time to act on wellness goals.

By providing education, motivation, tools and social support, the firm hopes that BeWell will ignite, change and maintain positive, healthy behaviors.

We encourage local businesses and organizations to incorporate on-site wellness program or opportunities to sustain a healthy working environment.

There are many local resources to provide ideas and coaching including the Manatee County Health Department and various Manatee Chamber of Commerce members.

For more information about our wellbeing program, BeWell, please feel free to contact Managing Partner Jonathan Fleece or Marketing Director Jill McGarry at 941.748.0100. ■



The mission of the Blalock Walters BeWell

program is to encourage employees' personal and professional productivity, and physical and mental wellbeing by fostering a worksite culture that supports employee's voluntary desire to make healthy lifestyle choices.

It includes the five areas of community, career, physical, financial and social wellbeing.



As part of the community wellbeing element of our BeWell program, employees contributed toys to Turning Points, a local organization helping homeless children and families (top). As part of the physical wellbeing element, we enjoy PiYo (pilates/yoga) classes together at the Palmetto Art Center.



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We have expanded our office in the Sarasota One Tower. Our new Sarasota address is 2 North Tamiami Trail, Suite 400, Sarasota, FL 34236

Thank you to our administrative professionals

Susan Bradley ■ Lisbeth Bruce ■ Nicole Carlock ■ Kerri Comstock
Jennifer Davis ■ Amanda Fister ■ Martin Forbes ■ Michele Gardner
Kim Godbee ■ Dianna Greiner ■ Ellen Helm ■ Mary Ann Hostetler
Chris Huddleston ■ Ashley Lepper ■ Toni Lombardi ■ Marty Martin
Laraine McCool ■ Jill McGarry ■ Jackie Mori ■ Sarah Orendorff
Eileen Pennington ■ Nancy Robbins ■ Karen Sandmire ■ Candice Staszewski ■ Linda Taylor ■ Marcia Uliano ■ Margie Woodham

In honor of Administrative Professionals Day, we hosted a special luncheon for our staff to express our sincere appreciation for their hard work and dedication. They are instrumental to the operation and success of Blalock Walters.

Thank you for all that you do!

