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# The 79<sup>th</sup> Annual TAX INSTITUTE

## Unmatched, Practical Insight on Continuously Evolving Federal & State Tax Law

- **Featuring Nina E. Olson!**  
Nina E. Olson is the Executive Director of the Center for Taxpayer Rights. Ms. Olson retired from the IRS at the end of July 2019, and will share her insight and experience as the National Taxpayer Advocate and address the recently enacted Taxpayer First Act of 2019.
- **Plus Comprehensive State and Federal Business and Individual Tax Updates**, Tax Issues in the Gig Economy, International Tax Developments, Ethics and Elimination of Bias Credit Options, and
- **So Much More!**

**December 16 & 17, 2019**

Minnesota CLE Conference Center  
600 Nicollet Mall, Suite 370  
Third Floor City Center, Minneapolis

The 79<sup>th</sup> Annual

# TAX INSTITUTE

Unmatched, Practical Insight  
on Continuously Evolving  
Federal & State Tax Law

**December 16 & 17, 2019**  
Minnesota CLE Conference Center  
Minneapolis

# Timely, Trusted, Thorough – Don’t Miss the Annual Tax Institute!

## MONDAY, DECEMBER 16

8:00 – 8:35 a.m. CHECK-IN & CONTINENTAL BREAKFAST

8:35 – 8:45 a.m. WELCOME & INTRODUCTION  
*Miriam Sahouani*  
*MSBA Tax Law Section Chair*

### 8:45 – 9:30 a.m. Minnesota Department of Revenue Update: The 2019 Omnibus Tax Bill and “Conformity” with Federal Law

The 2019 Minnesota omnibus tax bill recognized many of the federal law changes that affected tax years 2017 and 2018 – thus essentially bringing the state into “conformity” with federal law. Since the bill passed in late May, the department has been reviewing the tax law changes and their impact on its customers, providing guidance, and updating filing systems. The department has been working with tax software providers to ensure they have the resources and information necessary to update their systems to reflect the tax law changes for all affected tax years. This session will outline important aspects of these changes and the department’s work in this area, along with other department updates and resources of interest to Minnesota tax lawyers and practitioners.

*Justin Nieman*

9:30 – 10:30 a.m.

### Important Developments in Individual Taxation

This session will focus on important developments over the last year in individual taxation, including key legislative changes, cases, rulings and other recent developments of interest to practitioners and taxpayers alike.

*Thomas McCarr*

10:30 – 10:45 a.m. BREAK

## 10:45 – 11:45 a.m. SMALL GROUP SESSION A

### 101) Qualified Opportunity Zone Funds – Key Insights on Structuring and Implementing Transactions

The Opportunity Zone program offers exciting options for investment in economically distressed communities. Those possibilities have been more finely-tuned now that the IRS has released additional guidance. The purpose of this discussion is to provide key insights on structuring and implementing transactions, and how the most recent IRS guidance is affecting investor Opportunity Zone investment strategy.

*Zachary J. Robins & James C. Witt*

### 102) Drawing Lines in Shifting Sands: Avoiding UPL as a Non-Practicing or Cross-Border Lawyer

*1.0 ethics credit applied for*

Lawyers who work in non-legal capacities, such as tax advisors or estate planners, strive to advise clients without crossing the line into giving legal advice. Other lawyers find themselves conducting business across state lines. How do you avoid crossing lines you can’t see? This session will cover these various types of possible unauthorized practice of law issues.

*Eric T. Cooperstein*

### 103) Navigating a Case Through the U.S. Tax Court

An IRS trial attorney and private practitioners will provide insights, procedures, and practical considerations in handling a tax case from A to Z. Topics include recent amendments to the Tax Court’s Rules, petition filing and post-filing requirements and considerations (including requests for place of trial, Rule 37(c) motions, and initiation of settlement

discussions with IRS Appeals versus IRS attorney), informal and formal discovery procedures, trial preparation (including stipulations of facts, expert witness reports, exchange of documents, and pre-trial memoranda), and trial and post-trial procedures and considerations (including evidentiary issues and motions in limine, post-trial briefs, Court decisions, Rule 155 filings, and appeal procedures).

*Teri L. Jackson & Masha M. Yevzelman*  
*Sue Ann Nelson, moderator*

11:45 a.m. – 1:00 p.m. INSTITUTE LUNCHEON  
*Embassy Suites Minneapolis*

## 12:15 – 1:00 p.m. LUNCH PRESENTATION

### Demographic Change in Minnesota

The past two decades have meant big changes for Minnesota. The next two decades will bring even greater changes. Minnesota State Demographic Center’s Senior Demographer, Megan Dayton, will talk about how the people of Minnesota are changing and will describe what to expect in the future. She will also provide information on Minnesota’s aging trend and discuss impacts and implications in the areas of health, the state budget, the future labor force, and beyond.

*Megan Robertson Dayton*

1:00 – 1:15 p.m. BREAK

## 1:15 – 2:15 p.m. SMALL GROUP SESSION B

### 201) Tackling Tax Issues in the Gig Economy

This session will address common issues that workers and businesses face in today’s gig economy with a focus on the interplay between those interests. Topics covered will range from the importance of basic recordkeeping for workers to the risk of having your workers converted to employees to nexus traps for businesses utilizing gig workers.

*Kathleen Pfutzenreuter & Benjamin A. Wagner*

### 202) LLCs in a Post-Tax Reform World

This session will focus on how recent tax law changes impact the use of an LLC as a business structure. Does it remain a preferred structure, or has the pendulum swung a different direction? The session will also address the impact of the most significant new rules such as the Sec. 199A deduction, the Sec. 163(j) interest limitation, the Sec. 461(l) loss limitation, and how to strategically position a business to maximize its benefits and minimize tax.

*Joseph F. Schlueter*

### 203) Key Issues in International Structuring and Tax Planning After TCJA

This session will focus on the key international transaction, structuring, tax planning and reporting issues that have surfaced now that we are closing in on two years following enactment of TCJA. Issues to be addressed include the impact of GILTI and related reporting matters, foreign tax credit planning, IP planning and FDII issues, structuring considerations under the new foreign dividend exclusion regime for 10% US corporate owners, etc. We welcome experienced international tax professionals as well as those attendees who wish to learn more about these and other major changes to the Internal Revenue Code in the foreign area made by TCJA.

*Kim Fortin, Kenneth S. Levinson & Gerald J. Morris*

2:15 – 2:30 p.m. BREAK

## 2:30 – 3:30 p.m. SMALL GROUP SESSION C

### 301) Wayfair, I Thought That Was a Sales Tax Case!

Taxpayers and state taxing authorities have had more than a year to react to the Supreme Court’s abandoning of the physical presence standard for sales and use tax nexus in the *Wayfair* decision. The states were very quick to enact sales and use tax economic nexus laws, but very few states have enacted laws to directly apply the decision to income taxes, leaving questions as to whether the decision even applies to income taxes. In this session, the presenters will explore how *Wayfair* might apply to state income taxes and the corresponding implications. The presenters will also discuss how state taxing authorities are approaching economic nexus for income taxes, revisit Public 86-272 after *Wayfair*, and offer practical considerations for taxpayers relating to economic nexus for income taxes.

*Sheila Holt & Michael E. O’Brien*

### 302) 5 Important Considerations in Entity Structuring (and Restructuring)

This session will cover important structuring considerations for various entity types, including: structuring related to changes in organizational dynamics – like new investors, mergers or acquisitions, and succession planning; how to evaluate when to restructure; how to ensure the structuring plan encompasses the right fit for your client’s organization; how to avoid unintended tax consequences and surprise tax bills following a restructure; and more.

*Andrew G. Seifert*

### 303) Resolving IRS and State Audits & Appeals

This session will cover the nuts and bolts of audits and appeals, including methodology (direct vs. indirect); state (multistate) and federal differences and considerations; as well as issues and best practices for handling simultaneous audits.

*Alexander Korzhen & Michael J. Mondelli*

3:30 – 3:45 p.m. BREAK

## 3:45 – 4:45 p.m. INSTITUTE KEYNOTE

### The Taxpayer First Act

The Taxpayer First Act, enacted on July 1, 2019, includes significant taxpayer protections, and mandates the Treasury Department and the Internal Revenue Service to submit to Congress plans for comprehensive redesign of the IRS organization, a comprehensive customer service strategy, and a comprehensive training strategy. Each of these requirements have the potential to radically transform tax administration and the taxpayer’s relationship with the tax agency in either helpful or harmful ways. Nina Olson will reflect on what has led the IRS to this point, and how these mandates should be used to improve taxpayer trust, protect taxpayer rights, and make the IRS a more effective and professional tax agency.

*Nina E. Olson*

4:45 p.m.

### THE ANNUAL TAX INSTITUTE RECEPTION!

Stay for refreshments, appetizers, and engaging conversations!

## TUESDAY, DECEMBER 17

8:00 – 8:30 a.m. CONTINENTAL BREAKFAST

8:30 – 9:45 a.m.

### Minnesota Tax Law Update

This session will discuss recent Minnesota Supreme Court and Minnesota Tax Court income tax and sales tax decisions (as well as an overview of some important cases that currently are pending in the courts). The presenters will also provide an update on recent Minnesota Revenue Department Revenue Notices.

*Sean Iske, Christopher Martin & John O’Mahoney*

9:45 – 10:00 a.m. BREAK

10:00 – 11:15 a.m.

### Federal Business Tax Law Update

A summary of the past year’s statutory, regulatory, and judicial business tax developments.

*Daniel A. Greenhagen*

11:15 – 11:30 a.m. BREAK

## 11:30 a.m. – 12:30 p.m. SMALL GROUP SESSION D

### 401) Recent Trust Taxation Issues Impacting Individuals and Their Owners

The focus on this trust tax update will be on four topic areas that require affirmative planning by both trust, estate and business tax professionals. The topics include: Section 199A deduction opportunities for a trust and its beneficiaries, “material participation” by a trust to minimize net investment income taxed to the trust, obtaining and maintaining the tax-advantaged status of an S-Corporation owned by a trust shareholder, and a trust’s tax residency in light of the Supreme Court holding.

*Kelli A. Hill & Marcia E. Urban*

### 402) Tax Challenges in M&A Due Diligence

This session will outline what it takes to conduct a proper course of due diligence as part of the merger and acquisition process, including a look at the following issues: understanding the various types of transaction taxes that may apply; due diligence best practices for sales and use, real estate transfer, and other transactions; particular sales tax challenges; reserves; and more.

*Maryann D’Angelo, Gina B. DeConcini & Margaret J. Weil*

### 403) Steering Clear of 1031 Exchange Catastrophes, Traps and Pitfalls

This session will cover: related party mishaps; failing to plan your 1031... is planning to fail; breaking up partnerships – T-I-Cs and corporations; alternatives to 1031; California-style state claw backs and nonconformity; Reverse, Construction and Non-Safe Harbor Deals.

*Paul J. Linstroth & Jeffrey R. Peterson*

Take a break and grab some lunch then return to the conference center for the BONUS elimination of bias session.

## GENERAL INFORMATION

### DATE & LOCATION

December 16 & 17, 2019  
Minnesota CLE Conference Center  
600 Nicollet Mall, Suite 370  
Third Floor City Center, Minneapolis

### CANCELLATION POLICY / NO-SHOW POLICY

Paid registrants who cancel before the seminar will receive a full credit on their account, or refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the seminar written materials and PowerPoint presentations through their website account. Passholders may purchase the materials at 50% of the full retail price.

### ACCOMMODATION

If you have a disability and need an accommodation in order to attend, please contact Minnesota CLE as soon as possible at 2550 University Avenue West, Suite 160-S, Saint Paul, MN 55114 or call 651-227-8266 or 800-759-8840.

### CREDITS

Minnesota CLE is applying to the Minnesota State Board of Continuing Legal Education for **11.25 total hours of CLE credit for the Institute (10.25 credits for the main Institute + 1.0 credit for the bonus session)**. Session #102 qualifies for **1.0 ethics credit** and the bonus session qualifies for **1.0 elimination of bias credit**. The maximum number of total credits an attendee may claim is 11.25.

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Minnesota CLE maintains a scholarship program for those individuals with a financial need. Most scholarships awarded are 50% off the seminar price. To obtain a scholarship application, contact Grant at [gdavies@minncle.org](mailto:gdavies@minncle.org) or **651-254-2111**.

### QUESTIONS?

Call **651-227-8266** or **800-759-8840**. Or visit [www.minncle.org](http://www.minncle.org).

**BONUS SESSION!**

1:15 – 2:15 p.m.

### Accommodations for Lawyers with Disabilities – From Law School to Practice

*1.0 elimination of bias credit applied for*

Did you know that at any given time, at least one in every five adults in the US has a disability? Law students and lawyers are no exception. Join us to discuss how one law school is working to welcome and educate students with apparent and unapparent disabilities so that those students can be prepared for the bar exam and practice.

*Shammah Bermudez, Morgan Holcomb & Lynn LeMoine*

Register at [www.minncle.org](http://www.minncle.org) or call 651-227-8266 or 800-759-8840

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