

2015 ESOP Invitational

March 22-24, 2015

Pinehurst Resort

80 Carolina Vista Drive • Village of Pinehurst, NC 28374 • 800-487-4653 • www.pinehurst.com

Hosted by:



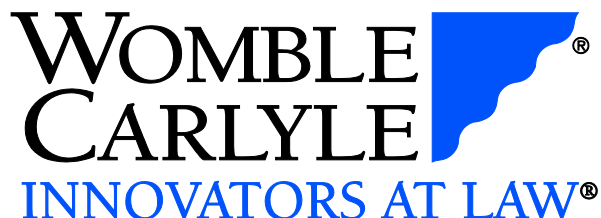
Schedule at a Glance

- **Sunday, March 22:** Employee Ownership Foundation Golf Tournament, Welcome Reception and Tournament Awards
- **Monday, March 23:** Chapter Awards Presentation, Two-track Conference Featuring Technical and Communication Sessions, Employee Ownership Foundation Raffle, Social and Dinner
- **Tuesday, March 25:** Two-track Conference until 11:45 a.m. Employee Ownership Foundation Raffle Wrap Up

Quick Links

- Conference Registration: <https://www.esopassociation.org/meetingregistration/?meetingID=79>
- Hotel Reservations: Pinehurst Resort • 877.423.6419 • Reserve by February 20 • Rate: \$131
- Golf Outing Registration: <http://www.esopassociation.org/docs/default-source/mid-atlantic-chapter/2015-mac-car-esop-invitational-golf-registration---pinehurst.pdf?sfvrsn=0>

Conference GOLD Sponsors:



Conference Silver Sponsor

**Murray Securus
South Park Advisors, LLC
Stout Risius Ross, Inc.**

SUNDAY, MARCH 22: ESOP Invitational Conference Schedule

11:30 am Employee Ownership Foundation Golf Outing Check In & Warm Up (tee times begin at noon)

Event includes golf, cart, driving range, and prizes. Funds raised will support the Employee Ownership Foundation on behalf of Carolinas and Mid-Atlantic ESOP Chapter members. Register as an individual or put together a foursome. **Event sponsors are welcome!** (See separate Golf Registration Form for complete details.)



5:30 – 6:30 pm Conference Registration & Employee Ownership Foundation Raffle Item Drop-Off

6:00 – 7:00 pm Hosted Reception & Golf Tournament Awards - Everyone Welcome

Everyone is invited to meet, greet, and network at an opening reception. Enjoy light refreshments. Golf tournament champions will be announced. (Dinner is on your own following the reception.)

MONDAY, MARCH 23: ESOP Invitational Conference Schedule

7:00 – 8:00 am Registration & Coffee (Pick up a voucher to enjoy a buffet breakfast in the Carolinas Dining Room on your own before sessions begin.)

8:00 – 8:45 am General Session

Welcome and Introductions, Chapter Awards Presentations, Agenda Overview

Mike Willard, Carolinas Chapter President, Steve Earle, Mid-Atlantic Chapter President

Keynote Address: ESOPs: Opportunity Triggers Optimism and Possible Dashed Expectations

J. Michael Keeling, President, The ESOP Association

High expectations are often never met. What will it be for ESOPs?



Visit the Employee Ownership Foundation Raffle Table

Your chance to win valuable gifts and support a great cause! The Raffle closes on Tuesday morning. All proceeds will be contributed to The Employee Ownership Foundation on behalf of the Carolinas and Mid-Atlantic members.

Concurrent Breakout Sessions

Track 1

Topics in this track focus on sessions of value to ESOP Fiduciaries and topics focusing on the Cultural and Communication side of ESOP activities.

9:00 – 10:00 am (Session 1)

ESOPs in English

Steven King, Gala Industries

Brandi Garrett, Flippo Construction Company, Inc.

Scott Francis, Wiley|Wilson

Learn ESOP Basics and the key players in the ESOP Game.

OR

Track 2

Sessions in this track focus on technical and legal issues facing ESOP Companies.

Managing Your ESOP for the Long Term: 10 Things You Can Do to Help Make Your ESOP Sustainable

Judy Kornfield, ESOP Economics, Inc.

Having an ESOP that thrives over the long-term requires attention to an array of business issues as well as ESOP practices. We will explore the drivers of sustainability, ranging from plan design and repurchase obligations to management succession planning and corporate governance.

10:15 – 11:15 am (Session 2)**Defining Ownership – It Begins With You!**

Dan Marcue, The ESOP Association

Mike Willard, Salem Distributing Company, Inc.

Steve Earle, Mid South Building Supply, Inc.

This motivating and participatory session will discuss how ownership is defined and what motivates you and others in the workplace. We will also discuss how your attitudes and actions impact how we react and change the ability to influence others.

Administration Consternation

Dolores Lawrence, Blue Ridge ESOP Associates

Rebecca Hoffman, Principal Financial Group

Let's discuss the issues that trip up plan sponsors, including: 1) Compensation - what is in and what is out; 2) Use of dividends to pay ESOP loans; 3) Distribution timing when an ESOP loan is outstanding; 4) Use of checking accounts to record contributions and loan payments; 5) dealing with death and disability benefits.

11:30 – 12:30 pm (Session 3)**Financial Literacy**

Paul Horn, WorkPlace Consultants LLC

What employees need to know about saving for retirement.

Capital Strategies for ESOP Companies

Matt Keene, Chartwell Capital Solutions

Steve Nelson, Chartwell Capital Solutions

Using a case study format, we will illustrate the impact of various decisions on the ESOP company capital structure, share price and return rates for all stakeholder groups. We start with a basic valuation illustration and layer on the impacts of alternate business expansion strategies, shareholder return strategies including the repurchase obligation, and equity compensation.

12:30 – 1:30 pm Lunch and Networking**Keynote: The DOL Fiduciary Process Agreement: How Did We Get Here and Where Are We Going?**

Ted Becker, Drinker Biddle & Reath LLP

Ted Becker, Chair of The ESOP Association Interdisciplinary Advisory Committee on Fiduciary Issues, who negotiated over an 18-month period with the DOL to reach the Fiduciary Process Agreement entered into with GreatBanc Trust Company last year, will give insights into issues of concern to the DOL that are and are not addressed in the Agreement, how the ESOP community has been implementing the Agreement, and how the Agreement may affect ESOP transactions and administration going forward.

1:45 – 2:45 pm (Session 4)**ESOPs R 4 Everyone!**

Gale Marett, Salem Distributing Company, Inc.

Dennis Lofe, Wilson Senior Care

Carla Erickson, Withers & Ravenel

Three companies will share what ESOP information is communicated with their employee-owners, including the creative ways they convey this information.

Life After Dudenhoeffer

John Burgess, Seyfarth Shaw LLP

Ted Becker, Drinker Biddle & Reath LLP

William Whitehurst, Womble Carlyle PLLC

This session will take a look at the fiduciary landscape in the wake of the Fifth Third Bank v. Dudenhoeffer Supreme Court case. Discussion will focus on fiduciaries of private ESOP companies and look at some "real world" ideas to deal with the decision and other cases decided since then.

3:00 – 4:00 pm (Session 5)**Best Practices for Internal Trustees**

Merri Ash, First Bankers Trust Services

Steve Greenapple, Steiker, Greenapple and Croscut, P.C.

Garett Turbyfill, Carris Reels

Learn the responsibilities for internal trustees and the special issues they face using a checklist approach. Discussion will include the new DOL guidelines under the Fiduciary Process Agreement.

Raising Debt and Equity for Growing ESOP Companies

Greg Hogan, SC&H Capital

Michael Holzman, Dickinson Wright

This session will provide attendees with guidance on raising growth capital for ESOP companies. We will provide an update on current debt and equity market conditions and discuss how ESOP companies should approach raising growth capital. The session will focus on common issues facing ESOP companies in securing various forms of financing including senior debt, mezzanine debt and private equity.

4:10 – 5:10 pm (Session 6)**Ten Things You Need to Know About Your Valuation**

Paul Horn, WorkPlace Consultants, LLC

Dave Bogus, Ellin & Tucker Chartered

Understand the important factors that impact and influence your annual ESOP stock valuation using fun examples and

Deferring Capital Gains Taxes Using the Section 1042 Rollover

Chris Horner, Dickinson Wright

Nick Francia, UBS Financial Services

Tom Roback, Blue Ridge ESOP Associates

Panelists will provide attendees with a basic understanding of

role playing.

how a business owner can defer recognition of the long-term capital gain realized in connection with a leveraged ESOP transaction. Specifically, this session will discuss significant requirements that must be satisfied before a business owner can take advantage of this tax planning strategy and simple rules of thumb that can be used to evaluate whether the strategy should be considered by the business owner.

6:15 – 8:00 pm Networking Reception and Dinner at the Donald Ross Clubhouse

Congratulate chapter award winners, network with colleagues at a casual reception and dinner.

Conference Bronze Sponsors

Chartwell Capital Solutions, Inc.
Dickinson Wright PLLC
First Bankers Trust Services, Inc.
Smith Anderson
Wiley|Wilson

Corporate Capital Resources, LLC
Ellin & Tucker, Chartered
Principal Financial Group
Tucker & Meltzer LLC
Withers & Ravenel

TUESDAY, MARCH 24: ESOP Invitational Conference Schedule

(Use your voucher and enjoy breakfast in the Carolinas Dining Room on your own before sessions begin.)

Concurrent Breakout Sessions

Track 1

Topics in this track focus on sessions of value to ESOP Fiduciaries and topics focusing on the Cultural and Communication side of ESOP activities.

OR

Track 2

Sessions in this track focus on technical and legal issues facing ESOP Companies.

8:00 – 9:00 am (Session 7)

Board of Directors and Trustee Roles
Richard C. Mapp III, Kaufman & Canoles
Christopher McLean, Kaufman & Canoles
Steve Earle, Mid South Building Supply, Inc.
Steven King, Gala Industries

What are the respective roles and responsibilities of Boards of Directors, ESOP Committees and ESOP Trustees? Discussion will focus on the various 1) duties, 2) standards, and 3) the special "B" Corp. election.

Sustainable Stock Repurchase Strategies for Maturing ESOP Companies
Michael Coffey, Corporate Capital Resources, LLC
Brant Armentrout, ComStock Advisors

This session specifically discusses case studies where a positive balance has been struck between the costs of ESOP stock repurchases and participant expectations. Fiduciary prudent cost control and plan management are quite attainable, but require the identification and coordination of the optimal strategy each year for redeeming, recycling, rebalancing and/or releveraging shares in the ESOP.



Last Chance to Visit the Employee Ownership Foundation Raffle Table

This is your final opportunity to win valuable gifts and support a great cause! The Raffle closes at 9:15 on Tuesday morning. All proceeds will be contributed to The Employee Ownership Foundation on behalf of the Carolinas and Mid-Atlantic members. Winning raffle tickets will be posted. Pick up your prize before the conference ends at 11:45.

9:00 – 9:30 am Raffle closes. Winning tickets posted at 9:20. Hotel room checkout.

Educational Sessions Continue – See Following Page

9:30 – 10:30 am (Session 8)

Open Book Management

Connie Burnette, Wiley|Wilson

Nick Verna, Social & Scientific Systems, Inc.

Victor Brannon, American Maritime Holdings

One of the key concepts leading to success for ESOP companies is Open Book Management. When employee-owners are informed and aware of their company's financial goals and measures of performance, a direct increase in buy-in, trust, and involvement occurs. Hear how some companies share information about their company's performance with employee-owners. Share your company's outlook toward Open Book Management and your measures of success. Discuss what types of information to share (or not share) and how to most effectively communicate with different groups of employee-owners.

Selling Your ESOP Company: Tales from the Trenches

Caryn McNeill, Smith Anderson

Mike Zeller, Moore & Van Allen

John Hommel, GreatBanc Trust Company

Scott Levine, Stout Risius Ross

They say all good things must come to an end. But the existence of an ESOP adds an additional layer of complexity to the sale of a company. Join us as the advisors involved with a recent sale transaction recap certain of the ESOP-related specifics. Discussion will include the additional players, obligations, decisions points and processes that are necessary where an ESOP is involved.

10:40 – 11:40 am (Session 9)

ESOP Communication Committees

Dan Marcue, The ESOP Association

Markita Madden, ComSonics

Chad Duke, Scott Insurance

Participate in an engaging discussion on putting together, running, maintaining and revitalizing an effective ESOP Communications Committee.

Overhauling Your ESOP – What to do When Your Business Conditions Change Drastically Post Transaction

Lisa Tilley, Corporate Capital Resources

William Gust, Gentry Locke Rakes & Moore

In every business "things happen". This session will cover what to do to modify or adapt a transaction structure to salvage stock value when cash flow is tight. Goals include evaluation of different strategies available to protect shareholder value in an unfavorable business climate; visit roles and responsibilities for action for leveraged ESOPs where the sponsor is experiencing a tough time; and documentation of the process. Don't panic, there are solutions.

NOTE: Speakers are confirmed at the time of publication. The roster may change.

The Conference is not pre-certified for CPE/CLE Credit. Certificates of Attendance may be used to individually apply for CPE/CLE Credit.

11:45 am: Close of Conference & EOF Raffle Item Pick up – Lunch on your own. Thank you for attending!

REGISTRATION FORM

2015 ESOP INVITATIONAL

MARCH 23-24, 2015 PINEHURST RESORT, NC

Registration Form for Members paying via check.

You do not need to submit this form if you register using the following online link:

<https://www.esopassociation.org/meetingregistration/?meetingID=79>

Be sure to log in to activate the lower member pricing.

Early Bird Registration Deadline	March 2th
Final Registration Deadline	March 16th

Registration Fee Members	Early Bird By March 2nd	After March 2nd	Number Attending
1 st & 2 nd Attendees (per company)	\$185.00	\$200.00	_____
3 or more Attendees (per company)	\$170.00	\$185.00	_____
Dinner Only Guest – Monday Evening	\$60.00	\$60.00	_____
Registration Fee Non-Members	Early Bird By March 2nd	After March 2nd	Number Attending
Each Attendee	\$260.00	\$280.00	_____

Cancellation Policy – No refunds will be given after March 16th. Substitutions will be accepted.

**Please include the number for each category. Registration fee includes all meals and breaks.

REGISTRATION INFORMATION

Name:	Email:
Name:	Email:
Name:	Email:
Name:	Email:
Name:	Email:
Company:	
Address:	

EMPLOYEE OWNERSHIP FOUNDATION FUNDRAISER – RAFFLE DONATION

I/My Company would like to donate the following item to the EOF fundraiser raffle: _____

Hotel Information: A block of rooms is being held for this event. Room rate: \$131/night + tax. Reservation deadline: **February 20th. Call 877.423.6419 to make your reservation. Request “ESOP Conference Rate”.**

Please return completed form and payment to:

Shelly Dennis *The ESOP Association * 385 March Hill Road * Walpole, NH 03608 * sdennis@esopexec.org

