CMU Entrepreneurs

Do It Right the First Time!

Presented by:
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Choice of Legal Entity Type

- What did you (or would you) choose and why?
  - LLC, C Corp., S Corp., SMLLC, Ltd. P-Ship
- Initial concerns - liability and taxes
- Income tax on exit
  - C Corp double tax cost vs. possible 1202 capital gain exclusion
- Will future investors care?
- Can we switch later? Does the timing matter?
Founders Preliminary Concerns

- Am I an employee or self-employed? Does this impact how I get paid for my services?
  - W-2 vs. Guaranteed Payment if using an LLC

- Are early stage losses deductible on my personal tax return if I formed as an LLC? Is this true even if the losses were “funded” by another member/party?

- Does an IRS 83(b) election need filed for any restricted shares/units (e.g. those with a vesting period) I/others receive?
  - Timing is critical – 30 day rule for IRS filing. Send certified
  - Keep a signed copy
Employee Benefits and Retirement Plan

- Owners need for health, disability and/or life insurance?
  - Term insurance is inexpensive at a young age
- Choice of a retirement plan (e.g. 401k) “down the road”
  - Roth IRA as a substitute until you have a plan?
- Retention of key employees - special incentives? (stock options/etc.)
  - Rules are complicated. You will need some advice here.
Payroll Taxes

- Payments for services – are they your employees (W-2) or independent contractors (1099-MISC)?
  - Think “control”
  - Classification of interns?
- Should we outsource payroll?
- Before first payment, obtain:
  - Form I-9 for each new employee hire
  - Form W-9 for each independent contractor
- Don’t pay anyone before a “system” is in place!
- EE withholdings have to be timely paid – could have personal responsibility/liability
Sales and Use Tax

- Are you required to collect and remit on your revenue?
  - If so, a tracking system needs implemented
  - If you are selling something, you may depending on who you are selling to, where they are located and what they are doing with your product

- Are you required to pay on your purchases?
  - E.g. – items used in manufacturing have exemptions

- Watch for “use” tax on out of state purchases

- Before you bill your first customer - do your homework and/or get some advice on the rules

- Avoid surprises – sales tax audits are not uncommon
Accounting

- **Who will keep records?**
  - Trade-off of inside vs. outside cost

- **Is Excel enough in year one?**
  - Cash receipts and disbursements by “category” and reconciled to your checkbook/bank statement
  - Save receipts – write the check #, date, and business use

- **Do we need accounting software? (e.g. QuickBooks)**
  - Benefit of software – balance sheet, P&L, SOCF
  - If you have inventory, software is a must
Employee Expense Reimbursement Policies/Recordkeeping

- Accountable vs. non-accountable plan - tax differences
  - Actual expenses vs. allowances
  - Recordkeeping – expense reports

- Reimbursement for automobile business use
  - IRS standard mileage rate x business miles (need support)

- What can my business reimburse me for? – use common sense for what is business vs. personal
  - What about meals (e.g. lunches)?
Early Stage Issues

- State registration outside of legal formation
  - PA Form 100 – one-stop shopping
    - Do this ASAP. Legal counsel will not do this.
  - Keep your IRS/PA welcome letters/etc – account #s will be needed by income/payroll tax preparers

- When does business “begin” under the federal tax law and its impact on early stages expenses/losses
  - Tax concern only. Your books will show a loss

- Use of convertible debt
  - Interest needs properly accrued to determine stock on conversion
  - 1099-INT will need issued for accumulated interest on conversion
Keystone Innovation Zone

- A PA tax credit created for designated geographical zones to foster innovation and create entrepreneurial opportunities
  - Greater Oakland and Pittsburgh Central KIZ
- Calculated based off of an increase in revenue
  - Need base year
- Apply online: https://www.esa.dced.state.pa.us/Login.aspx
Is Your Company Doing R&D?

- A source of eventual “found money”
  - Federal rule of thumb – 6.5% times the sum of gross wages, supplies and 65% of outsourced US R&D
  - You get a credit for actual costs incurred. If “you” are doing the R&D for equity only, that doesn’t count

- Documentation is important by employee and by project
  - Time records are the best

- Utilization of credits will be deferred until profit is made and tax is owed.
  - 20 year carry-forward, though

- Unused PA (but not federal) credits can be sold for cash – 10% or so discount
Thoughts from Years of Experience

- Rule of Thumb #1 – Economics First – Taxes Second
- Rule of Thumb #2 – Minimize Taxes – but Sleep Well
- Final thought – Doing it right the first time may cost more in the ST but much less in the LT!
Contact Information

Thank you for coming!

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