

# **Outlines**

## **Succession Planning**

**[Rodney Retzner]**

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- Cash Flow for the Surviving Spouse
- The Business Real Estate
- Children who do not work in the business
- Positioning the Surviving Spouse to Get Valuation Discounts
- The valuation mechanism is unclear, inappropriate or out of date
- Valuation discounts
- Transfers incident to a divorce
- Tax Charging Clauses
- The Direction to Retain the Business Ownership Interest
- Resolving deadlock
- Subchapter S protection
- Acknowledgement of Self-Dealing and Conflict of Interest and Waiver
- Powers of the Business Advisor

# Buy-Sell Agreements

[Robert Greising]

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Choice of Entity

Types of Documents

Common Structure compared to Complex Structure

Capital Structures

1. Multiple Classes
2. Profit Interests

Governance Structures

1. Members vs. Board of Managers
2. Reserved Rights
3. Voting Groups

Transfer Provisions

1. Rights of First Refusal
2. Tag Along/Drag Along
3. Put/Call Options
4. Valuation Approaches

Liquidity Events

1. Dispute Resolution
2. Monetization/Incentive

Distributions

1. Mandatory/Tax
2. Discretionary
3. Priority
4. Dissolution/Liquidation