

**COUNCIL OF TAXATION SECTION  
MINUTES OF REGULAR MEETING**

**November 21, 2013**

A regular meeting of the Council of the State Bar of Michigan Taxation Section was held on November 21, 2013, at 9:00 am at the offices of Honigman Miller Schwartz and Cohn LLC located at 39400 Woodward Avenue, Suite 101, Bloomfield Hills Michigan. Lynn Gandhi, Chairperson of the Taxation Section, presided.

**COUNCIL MEMBERS PRESENT**

Lynn Gandhi	James Combs	William Lentine
Michael Antovski	Carolee Kvorik Cameron	Tammie Tischler
Wayne Roberts	Paul V. McCord	

**COUNCIL MEMBERS ABSENT**

Alexander Domenicucci	Jackie Cook	Frank Henke
Marjorie Gell	Marla Carew	Andrew C. Lane

**COMMITTEE CHAIRPERSONS PRESENT**

Sean Cook	Stephanie Teitsma	
Evan Kaploe	Mickey Bartlett	
Andrew MacLeod	Tamika Mayes	

**COMMITTEE CHAIRPERSONS ABSENT**

Hassan Jaafar		

**OTHERS PRESENT**

George Gregory		
Eric Skinner		

Council Chairperson, Lynn Gandhi, called the meeting to order at 9:00 AM.

## MINUTES

The Council Meeting Minutes of October 16, 2013 were presented. The requisite number of Council members were not present to constitute a quorum to approve and adopt the minutes.

## TREASURER'S REPORT

The State Bar of Michigan had not prepared the financials. Accordingly, there was no Treasurer's Report to provide.

## COUNCIL ACTIVITIES

1. 2014 Tax Conference – Carolee Kvoriak Cameron

Carolee Kvoriak Cameron reported that the agenda for the 2014 Tax Conference is in good shape with only a few points to firm up. Carolee will provide a more full report post-meeting.

2. 2015 Tax Conference – James Combs

James Combs was present but did not have an update to report.

3. Michigan Tax Lawyer – Jackie Cook

Jackie Cook was not present but did provide the following written report:

I am working on gathering articles for the Winter 2014 volume. Articles are due 1/1/2014. I've reach out to the chairs of the business entities, SALT, and young lawyers committees requesting their assistance identifying volunteers from their committees to submit articles by 1/1/2014.

Anyone on Council who has something to include in the Winter 2014 volume should feel free to email to me.

We are still waiting for the State Bar to post the vintage volumes of the MTL that I provided to the SBM in April. They indicted they were going to post them by 9/30/2013, but I'm not aware that they've been posted yet. Please let me know if you have any updates from the SBM. We need them posted to the website no later than 1/1/2014 so that we can include something in the Winter 2014 volume about them being available as a part of the 40<sup>th</sup> Anniversary volumes next year.

4. Internet – Andrew Lane

Andrew Lane was not present but did provide the following written report:

I am in the process of updating the Tax Section's web-page. As part of this update, we need to add or refresh some of the bios. So that the bios are relatively consistent in presentation, I have included Lynn's [Gandhi] bio below as an example. Please limit your bio to [no] more than 250 words.

5. Membership Outreach Coordinator-Tammie Tischler

Tammie is in touch with U of M and MSU. She is reaching out to Cooley and Wayne.

6. Tax Court Lunches-Tammie Tischler

Tammie reported that the Tax Court will be in Detroit in March and June, and will confirm with the IRS specific dates for the Tax Court Lunches. Discussion was also held regarding adding an educational program immediately following the lunches.

7. Federal & State Legislation – William Lentine

William Lentine reported on the following federal updates:

- *International.* Max Baucus is proposing a one-time 20 percent tax on all existing profits held overseas. There are two more proposals coming.
- *Tax Extenders.* Due to sequestration and discord nothing will happen in 2013 with regard to tax extenders.
- *Section 752 and Historic Boardwalk.* Guidance is still pending and unlikely to occur in 2013.

8. Directory – Frank Henke

Frank Henke was not present but provided an update through Sean Cooke.

Annual Meeting-Frank Henke

Frank Henke was not present. Sean Cooke provided a report in Frank's absence, indicating there are no updates to report.

9. After Hours Tax Series-Jeff Kirkey

Jeff Kirkey was not present and no written report was provided.

10. Grant Program-Marla Carew

Marla Carew was not present and no written report was provided.

11. Pro Bono Project / Community – Paul McCord

Paul McCord was present and reported that there have been a total of 8 referrals through the program; consisting mainly of collection due process cases. There were no new referrals in October and November.

12. IRS Area Counsel Liaison Report – Eric Skinner/Rob Heitmeyer

Eric Skinner reported that there was not much of a practical impact due to the furlough. Eric noted that a number of IRS Appeals Officers are set to retire.

13. Probate and Estate Planning Section Liaison Report

George Gregory reported that the last Probate and Estate Planning Section meeting was held on November 16, 2013. The By-Laws were changed to include Probate Registrars as associate members even if they are not attorneys. The Section also adopted a web policy and a listserv policy. Right to work and State bar legislation/litigation concerns the Probate and Estate Planning Section.

There is more information at <http://michbar.org/probate/> including minutes and agenda.

14. Young Lawyer's Section Liaison Report – Phil Admiraal

Phil Admiraal was not present and no written report was provided.

15. State Bar of Michigan Liaison Report-Richard Siriani

Richard Siriani was not present and no written report was provided.

16. Program Facilitator Report – Erin-leigh Sexton

Erin-leigh Sexton reported that if anyone is interested in renting facilities for meeting they should reach out to her as soon as possible. Facilities are getting booked-up quickly for Spring 2014 events.

## COMMITTEE ACTIVITIES

1. Business Entities – Andrew MacLeod

Andrew MacLeod reported that Business Entities had a presentation on October 24, 2013 on the topic of Section 304. There were approximately 10 attendees. Andrew also indicated that the following presentations will be held:

- In January, Andrew MacLeod will be providing a presentation on purchase price allocations.
- In March, James Combs will be providing a presentation on selected Section 355 issues.

Andrew is working on putting together a presentation for September. Topic is to be determined.

The Committee will be providing a presentation at the Annual Tax Conference on the topic of Historic Tax Credits.

Lastly, the Committee is considering changing its name to clarify its area of coverage and reflect its federal tax emphasis.

2. Employee Benefits – Mickey Bartlett

Mickey Bartlett was present and reported that a speaker has been secured for the joint presentation with Estate and Trusts regarding the Windsor case.

Mickey is in the process of securing meeting dates for the Employee Benefits Committee. She is discussing possible meetings with MACPA and ASPPA.

3. Estates and Trusts – Sean Cook

Sean Cook was present and reported that the Estates and Trusts Committee will be providing a joint presentation at the Annual Tax Conference with the Employee Benefits Committee regarding the Windsor case. Stout Risius Ross will also be presenting at the Annual Tax Conference on the topic of valuation issues.

Sean clarified that the January Committee meeting will be held on January 22, 2014 not January 16, 2014 as previously reported. The location of the meeting is to be determined.

Lastly, Sean reported that meetings have been schedule for May 8, 2014 and September 18, 2014. Topics are to be determined.

4. Practice and Procedure – Evan Kaploe

Evan Kaploe was present and reported that there are no firm meeting dates as of yet. Evan is attempting to set a March meeting to correspond with the Tax Court Luncheon. The Committee will be holding joint meetings with the SALT and International Taxation Committees.

5. State and Local – Tamika Mayes

Tamika Mayes was present and reported that the Tax Topics and Tea event provided good networking event, but competed with the Tiger's playoff game for attendance. Tamika is attempting to secure a joint lunch with the Tax Tribunal.

On December 10, 2013, there will be a Tribunal Luncheon hosted by SALT and the Business Entities Committee.

The SALT Committee will have two breakout sections at the Annual Tax Conference. One of which will be with Practice and Procedure and the other is to be determined.

There will be a joint event with the Young Lawyers Section in March. Topic and date to be determined.

Tamika is also interested in having (i) a breakfast roundtable on sales and use tax with regard to cloud computing, and (ii) a joint event with the Property Tax Section in the Spring.

6. International Law – Hassan Jaafar

Hassan Jaafar was not present but did provide the following written report:

Bill Henson, Randall Janiczek, Joel Mitchell will be presenting at the Annual Tax Conference. Their presentation will be about FATCA update for 1/2 of the session and tax structuring for private equity portfolio companies.

7. Young Lawyers – Stephanie Teitsma

Stephanie Teitsma was present and reported that the Committee will be holding three meetings:

- On January 24, 2014, at MSU with the International Law Committee on various sub-specialties within the practice of International Tax Law.
- On March 30, 2014, a networking event with held with SALT in the Detroit area.
- On June 6, 2014, a networking event will be held in Grand Rapids.

**OLD BUSINESS**

Task Force re Michigan Treasury Proposed Appeals Administration

Wayne Roberts reported that he will be drafting a formal position and will circulate it to Council prior to our next meeting. The position may need to change in light of jurisdictional change in the Court of Claims.

Task Force re Michigan Supreme Court Amicus Request

Evan Kaploe, on behalf of the Ad Hoc Committee, provided an Amicus Brief Proposal which was circulated during the meeting. The proposal addresses the following to two issues:

- Whether the taxpayer's response, as described in the pleadings and exhibits, to the Department of Treasury's audit determination letter constituted a claim for refund.
- Whether the taxpayer's request for an informal conference, in spite of its later withdrawal of that request, was a claim for refund.

The Council had active discussion regarding the proposal, but could not vote due to the lack of quorum at the meeting. Accordingly, a motion will be circulated electronically to approve the Amicus Brief Proposal.

## NEW BUSINESS

### Federal Tax Solicitation - James Combs.

James Combs reported that there are many opportunities for the section to comment on, such as Federal Tax Incentives, Regulatory Proposals, and Revenue Rulings. James will work with the Business Entities Committee and other interested members to further explore and organize these opportunities.

### Discussion of Change in Court of Claims Jurisdiction.

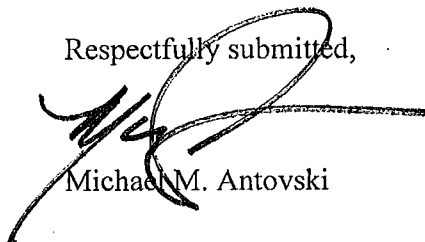
Lynn Gandhi provided a copy of the Order issued by the State of Michigan Court of Claims indicating that proceedings in all matters pending in the Court of Claims as of the November 12, 2013 are STAYED for a period of 30 days from the date of the clerk's certification of order (which was certified on November 14, 2013).

The Court of Claims website provides FAQs. Lynn Gandhi noted that:

- the Court of Claims will continue to date stamp claims but not assign such cases to Judges as this time.
- the new court was given jurisdiction over use tax claims but not sale tax claims. This appears to be a glitch which may be fixed with a trailer bill or addressed later by the court or legislature.

There being no further business, upon motion duly made by Mickey Bartlett, seconded by Sean Cook, and unanimously approved. The meeting was adjourned at 11:08 AM.

Respectfully submitted,



Michael M. Antovski