

## Jennifer H. Callahan

Shareholder, Director, Industry Group Leader

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### Overview

Jennifer Callahan's practice is focused on all aspects of executive compensation and benefits planning. She advises private and public companies of all sizes across a broad range of industries on the design, implementation and administration of equity and cash compensation arrangements, executive employment agreements, and employee benefit issues. She regularly provides guidance with respect to the tax and governance issues associated with executive employment agreements, equity compensation arrangements, and deferred compensation plans.

In addition to employee benefits and executive compensation, she provides tax and governance advice to tax-exempt organizations, including charitable organizations, schools and universities, healthcare organizations and private foundations, enabling them to navigate the unique tax and regulatory requirements applicable for maintaining tax-exempt status.

Jennifer also has extensive experience and knowledge of state and local tax issues. She advised clients with regard to sales and use tax, ad valorem and business incentives for manufacturers and other employers in Oklahoma.

Her achievements have earned her inclusion in the *Chambers USA Guide to America's Leading Lawyers for Business*, *The Best Lawyers in America* (employee benefits/ERISA law; non-profit/charities law) and *Oklahoma Super Lawyers*, which also named her to its list of "Top 25 Women Lawyers." She was selected by Best Lawyers as the "Oklahoma City Employee Benefits (ERISA) Lawyer of the Year" for 2013, 2016, 2019 and 2023 and "Oklahoma City Non-Profit/Charities Lawyer of the Year" for 2014 and 2021.

Jennifer serves on McAfee & Taft's board of directors and co-chairs the firm's Agriculture and Equine Industry Group.

### Admissions

Oklahoma, 1996

U.S. Tax Court

### Education

J.D., with highest honors, University of Oklahoma, 1996; *Oklahoma Law Review*; Order of the Coif; Phi Delta Phi

M.S. (Accounting), Oklahoma City University, 1993

B.S. (Agricultural Business), *summa cum laude*, California Polytechnic State University, 1991

### Professional Organizations and Memberships

Oklahoma Bar Association

American Bar Association

### Civic Involvement and Leadership

Oklahoma State University Foundation Board of Governors (2017-2023)

Oklahoma Cattlemen's Association (Tax Section)

Regional Food Bank of Oklahoma (Former Member, Board of Directors)

Sunbeam Family Services (Former Member, Board of Directors)

## Representative Experience

- Drafting and implementation of all types of executive compensation plans and agreements, including employee stock option plans (both ISO and NQO), restricted stock plans and other equity based incentive plans, supplemental executive retirement plans, non-qualified deferred compensation plans (and related trusts), employment agreements, and severance/retention agreements.
- Analysis of executive compensation plans and arrangements for 409A compliance.
- Providing advice on golden parachute payments, Code Section 162(m), and severance payment issues incident to business transactions.
- Advising tax-exempt organizations on formation, qualification, governance and issues associated with maintaining their tax-exempt status.
- Formation of family foundations and private foundations and ongoing counseling regarding day-to-day operational matters, board governance and contractual matters.
- Tax planning and administrative aspects of Oklahoma tax law with special emphasis on business incentives, including Oklahoma's Quality Jobs and Small Employer Quality Jobs incentives, and ad valorem and sales tax exemptions.

## Honors and Awards

- Listed in the *Chambers USA Guide to America's Leading Lawyers for Business*
- Selected by peers for inclusion in *The Best Lawyers in America* (employee benefits/ERISA law; non-profit/charities law)
- Named "Oklahoma City Employee Benefits (ERISA) Lawyer of the Year" for 2013, 2016, 2019 and 2023 and "Oklahoma City Non-Profit/Charities Lawyer of the Year" for 2014 and 2021 by *The Best Lawyers in America*
- Listed in *Oklahoma Super Lawyers*
- Rated AV Preeminent by Martindale-Hubbell Peer Review Ratings