Barbara Klepper

Shareholder

(405) 552-2249 | barbara.klepper@mcafeetaft.com | Oklahoma City

Overview

Barbara Klepper's practice focuses on all aspects of tax and family wealth planning as well as executive compensation and employee benefits planning. She advises clients of all sizes regarding general tax planning for corporations, partnerships, and individuals, tax structuring for complex business transactions, and estate and trust administration. She also focuses on all tax and general aspects of executive employment agreements, cash and equity compensation arrangements, complex Section 409A issues, deferred compensation plans, benefits planning in mergers and acquisitions, and general retirement and health and welfare plans, and is experienced in working with the Department of Labor and the IRS in connection with such issues.

Barbara also has specific expertise representing multiemployer/ Taft-Hartley plans and participating employers on funding issues, reorganization issues, fiduciary and prohibited transaction liability, and collection of delinquent contributions, and she frequently represents both multiemployer and single employer plans, their sponsors, and fiduciaries in audits and investigations by the IRS, the Department of Labor, and the Pension Benefit Guaranty Corporation.

In addition, Barbara practices in the formation and administration of tax-exempt organizations, including charitable organizations and private foundations, and she advises clients on the unique and complex tax and regulatory requirements for maintaining tax-exempt status. She also has significant experience advising clients on complex tax issues including corporate aircraft taxation and reporting as well as taxation of fringe benefits.

Barbara's achievements have earned her inclusion in *Oklahoma Super Lawyers*' list of "Oklahoma Rising Stars," which recognizes the state's top up-and-coming attorneys. In 2018, she was accepted into the inaugural class of the 2018 Heart of America Fellows Institute of the American College of Trust and Estate Counsel (ACTEC).

Admissions

Oklahoma, 2012

Education

LL.M. (Taxation), New York University, 2018

J.D., *summa cum laude*, Oklahoma City University, 2012; Articles Committee, *Oklahoma City University Law Review*, Merit Scholar, Academic Fellow, CALI Awards in Advanced Legal Writing and Federal Jurisdiction

M.M., *magna cum laude*, Oklahoma City University, 2008

B.M., *magna cum laude*, University of Oklahoma, 2005

Professional Organizations and Memberships

Oklahoma County Bar Association (Board of Directors, Young Lawyers Division)

Oklahoma Bar Association

SouthWest Benefits Association

ACTEC Heart of America Fellows Institute (Inaugural Class)

Civic Involvement and Leadership

Upward Transitions (Young Professionals Board of Directors)

Brightmusic (Board of Directors, Secretary)

Representative Experience

- Represented a global corporation in the equity purchase of a U.S. simulation software company in all matters pertaining to U.S. tax, employee benefits, and executive compensation issues, including negotiations involving benefits transition services.
- Represented an orthopedic physicians group in the sale of all of its assets to a regional hospital in all matters pertaining to tax. employee benefits and executive compensation.
- Represented a physician-owned hospital in a merger with a 501(c)(3) hospital organization in all matters pertaining to employee benefits and executive compensation, including the successful conversion of a retirement plan into a multiple employer plan.
- Represented a CEO in connection with new employment with a nationally-renowned charitable organization, including successful negotiations regarding equity compensation, salary, and benefits.
- Represented the seller in the sale of a large software development company in all matters pertaining to employee benefits and executive compensation, including analysis and negotiations regarding 280G issues, and incentive compensation awards.
- Represented the seller in the sale of an Oklahoma prosthetics company in all matters pertaining to employee benefits, executive compensation, and tax, including the successful negotiations and implementation of an incentive bonus plan as part of the purchase agreement.
- Represented a large Canadian holding company with respect to the sale of two of its U.S. subsidiaries in all matters pertaining to its employee benefits reorganization and post-sale structure, including design and implementation issues with respect to transition and shared services agreements, retirement plan organization, and offering of health and welfare benefits.
- Representation of clients before the IRS regarding plan determination requests.
- Representation of clients involving employee benefits plan self-corrections utilizing the Employee Plans Compliance Resolution System (EPCRS).
- Representation of large and small employers regarding compliance-related issues with the Patient Protection and Affordable Care Act.
- Representation of hospitals, physicians and other healthcare providers in drafting and negotiating professional services contracts, service agreements and employment contracts.
- Advises employers of all sizes regarding complex compliance issues associated with retirement plans.
- Advises clients regarding health and welfare plans, including COBRA and HIPAA compliance, healthcare reform issues, multiple-employer welfare arrangements, and ERISA compliance issues.
- Representation of clients before the U.S. Department of Labor during investigations and in correcting plan errors.
- Counsels clients regarding their fiduciary responsibilities.
- Counsels employers regarding corporate aircraft and fringe benefit taxation issues.
- Represented a leading manufacturer of metal buildings and structural steel components in all matters pertaining to its executive compensation, retirement and health and welfare plans as part of a merger transaction.

Honors and Awards

- Named to *Oklahoma Super Lawyers*' list of "Oklahoma Rising Stars," which recognizes the state's up-and-coming attorneys