



THE NEW GUARD

Opportunity Zone Program Update/ Selected 1031 Issues/ New FinCEN Reporting Requirements

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Presentation to the Chattanooga Tax Practitioners Group

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Gerald J. (Gerry) Reihsen, III, an attorney and entrepreneur of four decades global experience, is the principal corporate/securities attorney at Reihsen & Associates, that provides legal services to investors and businesspeople, including for investment funds and businesses in the Opportunity Zone space. Gerry is nationally recognized for his work in the Opportunity Zone incentive ecosystem, speaking and writing on it and advising clients across the country.

Gerry is also of counsel with the full-service business law firm of Ferguson Braswell Fraser Kubasta PC with offices throughout Texas and California, that provides a full range of legal services, including in respect of business creation, real estate matters, capital formation, patents and intellectual property, estate planning, taxation and tax strategies, and commercial litigation.

Gerry is a founder of several businesses, including Coasis Coalition Companies PB LLC, a public benefit company that provides support, services and products to all participants in the Opportunity Zone ecosystem. With his law firms and Coasis, Mr. Reihsen continues and leverages his rich career in corporate-securities law and in founding and building innovative business enterprises, both for-profit and nonprofit, including, among others, Behringer Harvard Funds, a real estate investment fund platform grown to more than \$12 billion in AUM globally, Xybridge Technologies, the leading telecom softswitch tech company of its day (sold to DASAN Zhone Solutions-NASDAQ: DZSI) and Cristo Rey Dallas College Prep, a non-profit high school serving families in low-income communities with a rigorous college prep curriculum and a corporate work-study program.



What Are the Opportunity Zones?

- Original statutory standard same as for New Markets Tax Credits
- 8,761 throughout the United States and Territories (Puerto Rico)
- 37% of the United States
- 35 million Americans
- Unemployment rates 1.6 times higher than average census tract
- Communities both in need of investment and possessing significant investment opportunities

Basic Concepts

- New Section 1400Z of the Internal Revenue Code
- Builds on Section 1031 Concepts of Deferral of Reinvested Gain
- Better/More Powerful in Several Tax and Business Respects
- Deferral of Tax On Capital Gains Reinvested in a Qualified Opportunity Fund (“QOF”)
- Taxation of Reinvested Gains may be Deferred up to 7 Years
- Reduction of Tax on Deferred Gains up to 15% (***expired – pending proposed legislation***)
- Basis Step-Up (Tax-Free Upside) if Held 10+ Years
- Wealth Builder – Grow Tax-Free Value for 20+ Years (2047)
- Must Ultimately Result in Investment in a “Trade or Business”

Who Benefits/Net Benefits

- The Top-Line Investor Receives the Benefits
- Benefits are Not at the Entity (QOF or QOZB), Business or Property Level
- But at the Entity, Business or Property Level Can Obtain Other Benefits, e.g., LIHTC, NMTC, Historical Tax Credits, Grants & Loans
- Production of Ordinary Income Taxed as Usual

However, Tax-Deferred Cash Flow Distributions Can End Up Untaxed

Recurring Ordinary Income Creates Measurable Value that Creates Value for Later Sale After 10 Years with a Step-Up in Basis

- Wealth Builder – Grow Tax-Free Value for 25+ Years (Until 2047)
- State Income Taxes Generally Follow the Opportunity Zone Program, exceptions are New York, California, Massachusetts, North Carolina and Mississippi

Eligible Capital Gains for Opportunity Zone Investment

- **GROSS** Capital Gains (Best Not to Net Against Capital Losses) of Any Type - Sale of Stock, Bonds, Other Securities, Real Estate, Commodities, Cryptocurrency, Art, Coins, Collectibles, Music Catalogues, etc.
- Section 1231 Gains, Gains on the Sale or Exchange of Real or Depreciable Property Used in a Trade or Business and Held over One Year
- Section 1250 Depreciation Recapture
- Cannot be Gains from Related Party Transactions
- Caution; Gains From the Sale of Capital Assets Held as Inventory are Ordinary Gains, Not Capital Gains - A Problem for Developers and Residential Real Estate Flippers

Tax Filer Alert

- ***Take Nothing for Granted – Read the QOF and QOZB Documentation Before Making Tax Filings***
- ***For a QOF to Qualify the Form 8996 for its First Year as a QOF MUST be Included in its TIMELY FILED Tax Return – Timely Filed Means with the TAX Return Filed by the Due Date or the Due Date as Extended – Failure to do the above Forfeits QOF Status unless the Taxpayer Obtains a Private Letter Ruling which Costs up to about \$15,000 Paid to the IRS (plus CPA fees)***
- ***Do not Make the Mistake of Including Non-Qualified Capital Gains as Equity in a Self-Directed QOF – Consult with the Taxpayer to Consider Treating as Loans***

Reinvestment Timing

- Basic Rule Requires Reinvestment of Capital Gains within 180 Days
- Owners of Pass-Through Entities that Generate Capital Gains may Reinvest their Allocated Amounts either
 - (i) within 180 Days after the Date of the Generation of those Capital Gains
or
 - (ii) December 31 of the Year of the Generation of those Capital Gains
Through September 10 (or 9 – leap years) of the Following Year
- Presents Planning Opportunities for Anticipated Capital Gains Events
- Caution – If the Pass-Through Entity Itself Invests that Amount Cannot be Invested by its Owners – The Entity Should Promptly Inform its Owners

Qualified Opportunity Fund (QOF)

- “Qualified Opportunity Fund” (QOF), the Entity into which the Taxpayer Invests
- QOF May (and is advised to) Invest in a “Qualified Opportunity Zone Business” – Must Invest Cash
- Invest into “Qualified Opportunity Zone Property” (QOZP)
- In the Hands of the QOF the Ownership Interests of a QOZB is QOZP
- Broad Flexibility as to Entity Structures
- May be Structured as a Corporation or a Partnership
- Self-Certify to IRS (Form 8996) – ***In an Annual Tax Return for the QOF “timely filed”***
- Must have 90% of its Assets in QOZP on each June 30 and December 31 or Suffer a Penalty
- Ongoing Annual Compliance and Filing of Form 8996

Qualified Opportunity Zone Business (QOZB)

- Qualified Opportunity Zone Business (QOZB) – the Operating Entity
- QOZB Invests in Qualified Opportunity Zone Business Property (“QOZBP”) (slight difference from QOF requirement)
- Broad Flexibility as to Entity Structures
- May be Structured as a Corporation or a Partnership
- Can Combine with Section 1202 Benefits
- Beyond its Annual Return no Special Filings Required for a QOZB
- Simply must qualify as a QOZB on each December 31 (best also if upon start-up) so the QOF can Characterize the QOZB Ownership Interests as QOZP for the QOF
- A “Start-Up QOZB” may Adopt a Working Capital Safe Harbor Plan for its Cash Infusions to Place in Abeyance Various QOZB Compliance Requirements
- Ongoing Annual Compliance as a QOZB – Tax Preparer Should Document This
- Cannot Run or Lease to a “Sin Business” subject to 5% *de minimis* tests

Opportunity Zone Taxpayers/Investors

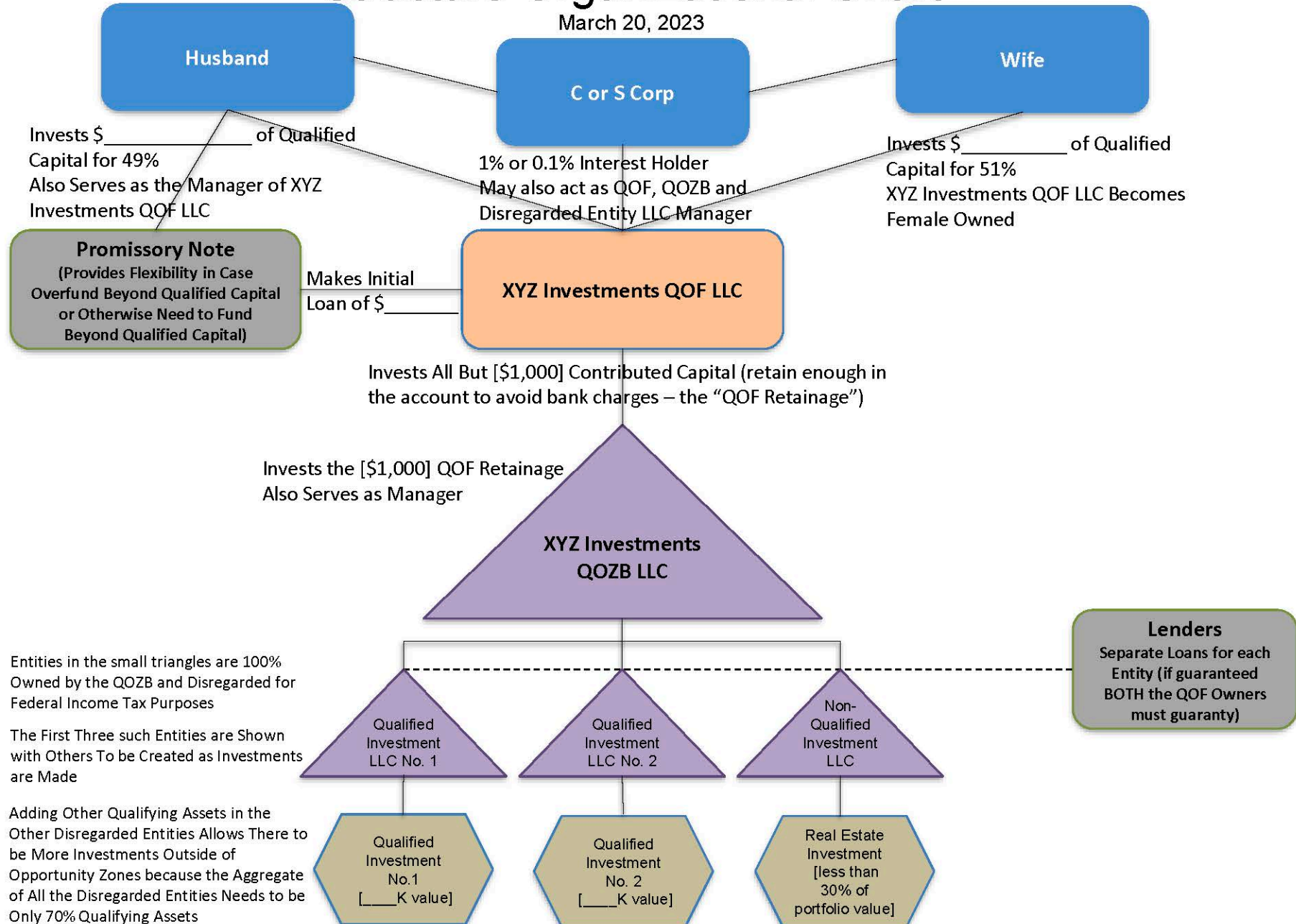
- The Opportunity Zone benefits are to the Taxpayer that Generated the Qualified Capital
- ***Taxpayers/Investors File Schedule D, Form 4797 (Section 1231 gain), Form 8949 and Form 8997 to Reflect Investment in QOF***
- ***Make Sure to Accurately Complete the "Special Gain Code" in Form 8997 In Order to Preserve the Nature of the Gain for When it is Later Taxed***
- ***Ongoing Annual Compliance for Investor – File Form 8997 annually***
- For an Individual in Non-Compliant States Consider Structuring such that the Taxpayer is an Entity in a Compliant State (defers and avoids the gain at the entity level and avoids inclusion on the individual's personal returns)

Qualifying Real Estate Investment

- Substantial Improvement or Original Use Assets - Investment in Previously Used Assets in the Opportunity Zone Not Compliant without "Substantial Improvement"
- Original Use Assets are Assets that Have Never Been Eligible Depreciation Nor Depreciated in the Opportunity Zone
- Previously Unused Assets in the Zone Can Work – Spec Built Rental Assets like Condos, Cabins, Rental Homes, Duplexes – Even Commercial Assets Not Originally Set Up as Opportunity Zone Investments
- Developed Assets from Raw Land, Land with Developments Abandoned for at Least Three Years or Substantially Improved Existing Assets
- When Land has Existing Improvements "Substantial Improvement" Means Improvements with a Value At Least Equal to the Existing Improvements (exclude Land Value)
- Development on Leased Land (related party ground leases)
- Real Estate Acquired From a Local Government Held Via Involuntary Transfer (Including Abandonment, Bankruptcy, Foreclosure, or Receivership)

Self-Directed Opportunity Zone Structure Organizational Chart

March 20, 2023



Qualified Opportunity Zone Businesses (QOZBs)

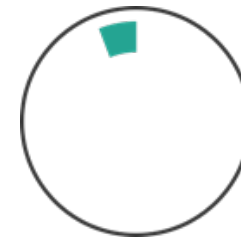
An Active Trade of Business in which Substantially all of the Tangible Property Owned or Leased is Qualified Opportunity Zone Business Property ("QOZBP") (slight difference from QOF requirement)



At least 50% of
Income Derived from
Active Conduct and
from the Opportunity
Zone



Substantial Portion of
Intangible Property
Used in Active
Conduct of Business



< 5% Unadjusted
Basis of Property is
Nonqualified
Financial Property

QOZB Asset Requirements

At least 70% of Total Tangible Assets must be owned or leased QOZBP (30% Opportunity)

QOZBP is Tangible Property Used in a Trade or Business of a QOF or in an Active Trade of Business of a QOZB

Substantially all the Use of those Tangible Assets Use is in an Opportunity Zone (90% of the QOZB's holding period)

40% of Intangibles must be Used in the Active Trade or Business of the QOZB

QOZB Revenue Nexus Requirement

Revenue may be Worldwide but at least 50% of the QOZB's Total Gross Income Must Be Attributable to Business Activities in Opportunity Zones

The Qualifying Waterfall:

- i. Actual Locus of Revenue
- ii. At least 50% of the services performed (based on hours) for such business by its employees and independent contractors (and employees of independent contractors) are performed within the Opportunity Zone, or
- iii. At least 50% of the services performed for the business by its employees and independent contractors (and employees of independent contractors) are performed in the Opportunity Zone, based on amounts paid for the services performed, or
- iv. BOTH (A) the tangible property in the Opportunity Zone and (B) the management and operational functions performed in the Opportunity Zone are necessary to generate at least 50% of the QOZB's total gross income, or
- v. Under all the facts and circumstances, at least 50% of the QOZB's total gross income derived from conduct in the Opportunity Zone

QOZB Cash Safe Harbor

- Having Cash Can Result in Non-Compliance
- The Ethos of the Opportunity Zone Law is to Cause Prompt Investment into Trades or Businesses in these Communities
- Cash Safe Harbor for QOZBs - Safe Harbor for Budgeted Working Capital if Used for A Start-Up QOZB's Acquisition, Construction, or Substantial Improvement of Tangible Property or for Business Start-Ups
- ***Draft QOZB Documents Along the Lines of the Developed Tax Concepts for the Avoidance of the Accumulated Earnings Tax***

Opportunity Zone Superiority vs. 1031 Investing

	Opportunity Zone (OZ)	1031
Source of Funds	Any Capital Gains* (no tax basis)	Sales of Real Estate (RE) (basis + gains)**
Qualifying Investments	Any Tangible Property and Businesses with 70%+ in QOZBs	If RE Sold in the U.S. Must Exchange into U.S. RE
Investor Reinvestment	Into Qualified Opportunity Fund (QOF) Not the Underlying Asset/Business	Directly into the Replacement RE Asset via Accommodator
Timing	Direct Taxpayer – 180 Days Pass-Through Entity – 180 Days & 12/31 of Sale Year Through Approximately 9/10 of Following Year	Must Identify One or More Replacement RE Assets within 45 Days and Close Investment Within 180 Days
Investor Technicalities	Very Few Technicalities – No Need to Track Proceeds from Prior Gains, Can Borrow to Invest, Can Have Years To Make the Ultimate Opportunity Zone Investment	Strict 45 days to nominate up to three potential replacement properties and 180 acquire the property(ies)
Proceeds Flexibility	Flexible – Can Invest Less than All Gains without Penalty	No Flexibility – Must Place All Prior Sale Proceeds Directly with an Accommodator
Uninvested Proceeds	Subject Only to Pro Rata Capital Gains Tax \$100K LTCG and Reinvest \$50K Taxed on \$50K = \$10K Tax	All Uninvested Amount are “Boot” and 100% Taxed up to Total Tax – \$100K LTCG and Reinvest \$50K - \$20K Tax

Opportunity Zone Superiority vs. 1031 Investing

	Opportunity Zone (OZ)	1031
Economic Reality	Can Reinvest at a Lower Cap Rate and Develop to a Higher One or Choose Non-Correlated Investments	Low Ability to Develop – No Real Improvement in Economic Circumstances
Timing of Step-Up In Basis	Any Time from Ten Years Hold Through 2047 Thus, May Benefit the Actual Investor	No Step-Up In Basis For Investor Only For Heirs (Swap Till You Drop)
Additional Tax Benefits	Deferral of Tax on Originally Invested CG to 2026 10% Deemed Basis in that CG is Invested by 2021	None
Ability to Grow Portfolio (Captive QOF)	Can Add Future Capital Gains Into 2027 and at Any Time Lend Into the Portfolio, Refinance the Portfolio or Add Non-Qualified Equity to Build Portfolio Value Through 2047	Can Build Only the Replacement RE Value Through Market Accretion, Investing Additional Amounts and Later 1031s
Estate Planning	Heirs Responsible for Deferred CG Tax, But No Estate Tax on Appreciation, and Tack the Holding Period and Receive the Ten-Year Step-Up in Basis	Heirs Owe No Capital Gains Tax But Value of the 1031 Asset included for Estate Tax
Investment Flexibility	Significant Timing and Investment Flexibility Can Invest far Beyond Real Estate – Businesses & Other Assets	No Flexibility Only Like-Kind Real Estate
Develop vs. Completed RE	Generally MUST Develop RE, but Can Acquire Previously Unused (Spec) Re and From City	Generally MUST Reinvest in Completed Assets – Hard to Develop

Tax Filer Alert

- *It is a Common Incorrect Assumption that Choosing 1031 Investing Precludes Opportunity Zone Investing because both have a 180 Day Investment Requirement*
- *When Setting Up a 1031 Structure Proceeds from the First Leg Sale Goes Directly to a Qualified Intermediary (QI) and Cannot be Returned until the Second Leg Investment is Made or the 180 Day Period Expires in a Failed 1031*
- *Many Are Not Aware that a Failed 1031 (including a Partial Failure) Presents a Tax Planning Opportunity – A Taxpayer May Either Consider the Date of the First Leg Sale or the 180 Date that the Proceeds from the First Leg Sale are Returned by the QI under the Section 453 Installment Sale Rules by Filing a Form 6252*
- *Therefore, for a Failed 1031, a Taxpayer Can Start the 180 Day Period to Invest in a QOF on the Date of the Return from the QI of the Uninvested Proceeds from the First Leg Sale*
- *Even if the Taxpayer Decides Not to Undertake an Opportunity Zone Investment for a 1031 Sale Done in the Second Half of a Year This Installment Sale Approach can Defer Taxation to the Following Year*
- *Side Note, that Taxpayers MUST Complete the 1031 exchange THE EARLIER OF within 180 Days after the Dale of the First Leg Property, or the due date of the Tax Return – Therefore, if the Regular Tax Filing Date Comes Before the Tax Filing Date an Extension of the Filing Date May be Made to Successfully Accomplish the 1031 Transaction*

The “Self-Directed/Captive” Opportunity Zone Solution

1. Individuals, Families, Family Offices, etc. Can Create Roth IRA-Type Arrangements to Build Tax Free Wealth over a 20+ Year Period
2. Can Contribute Not Just Qualified Capital Gains Equity, but Non-Qualified Equity and Loans
3. Important to Note that the Ability to Contribute Qualified Capital Gains is Currently Slated to End September 2027
4. Thereafter Make Loans and Keep Income and Refinance Proceeds in the Structure to Grow the Portfolio
5. Make a Disposition by 2047 for a Fair Value Basis Step-Up (may be to a related party)

Issues/Mitigants

1. Tax on the Initially Invested Qualified Capital Gains Due for Tax Year 2026 (Paid in 2027) at Rates that May be Higher Than Today/Negligible Financial Effect and Higher Rates Make the Ten-Year Basis Step-Up Much More Valuable
2. Liquidity Needed in 2027 to Pay Tax on the Initially Invested Qualified Capital Gains/Refinance All or Some Assets (Better to Pay from Other Resources for Captive Structures)
3. New Administrations May Change the Rules/A Bipartisan Incentive So (Knock on Wood) They Don't Mess it Up

Proposed Amending Legislation

- Several Proposed Bi-Partisan Bills Have Been Offered Without Meaningful Results
- Many Trump Tax Reform Elements Expire After 2025 so Comprehensive Tax Legislation is Expected that Year – Represents the Only Likely Chance for Amending and Extending the Opportunity Zone Program
- Better than Amending the Existing Opportunity Zone Statute would be to Extend the Program and Reinstitute it for a Newly Designated Additional 25% of Each State's Underinvested Communities

Proposed Amending Legislation Terms

The Amending Legislation to Date provides for:

1. Disqualifying Certain Census Tracts Previously Designated as Qualified Opportunity Zones;
2. Designating Unpopulated Industrial Brownfields as Qualified Opportunity Zones;
3. Requiring Information Reporting for QOFs and QOZBs Taxpayers Investing therein;
4. Penalties for Failing to Comply with the Information Reporting Requirements;
5. Extending the Taxation Deferral and QOF Investment of Invested Capital Gains to 2028;
6. Reinstating Reductions in the Deferred Capital Gain Tax;
7. Allowing For Feeder Funds To Invest In a QOF (Fund of Funds – QOFs Investing In QOFs); and
8. Federal Funding for Certain Projects.

Corporate Transparency Act

- The CTA, starting January 1, 2024, requires “Reporting Companies”, being domestic entities created by the filing of a document with a secretary of state and non-US entities that have registered to do business in the United States. to report identifying information about the individuals who directly or indirectly own or control the company, unless the entity is eligible for an exemption to reporting.
- Penalties for Failure to File BOI Report, Failure to Update and Failure to Correct Inaccuracies, being Civil Penalties of \$500 per day (subject inflation adjusted, so now \$591) and Criminal Penalties of a \$10,000 fine, imprisonment of up to 2 years, or both – So a Year of Civil Penalties is over \$200,000
- Is Such an Extreme New Requirement on State Formed Entities and their Owners Constitutionally Valid – Maybe Not (Discussed Later)

CTA Breadth

- Estimated that about 32.6 million pre-existing entities (pre-2024) will be required to make Beneficial Ownership Information (BOI) Reports
- An additional estimated 5 million entities per year will be required to make BOI Report
- BOI Reports Require Information Provided to FinCEN regarding the Entity and its Beneficial Owners, and, if Created after 2023, its “Company Applicants”
- BOI Reports “Confidential”

Excluded and Excepted Enterprises

- **Non-State Filing Entities**, Sole Proprietorships (not an entity), General Partnerships, Unincorporated Associations, Wealth Planning Trusts (Because no Document Filed with the State for Creation, but not Statutory Trusts, e.g., Delaware Statutory Trusts) and Foreign Entities not Registered to do Business with a State or Indian Tribe
- **Reporting Companies**, being Securities Reporting Issuers and Exchange Act Registered Entities, Governmental Authorities, Banks, Credit Unions, Depository Institution Holding Companies, Money Service Businesses, Securities Broker-Dealers, Securities Exchanges and Clearing Agencies, Investment Companies and Registered Investment Advisors, Venture Capital Fund Advisors, Insurance Companies, State-Licensed Insurance Producers, Commodity Exchange Act Registered Entities, Accounting Firms registered under the Sarbanes-Oxley Act, Public Utilities, Financial Market Utilities, Pooled Investment Vehicles, Tax-Exempt Entities, Entities Assisting a Tax-Exempt Entity, Large United States Located Operating Companies (having more than 20 full-time employees and more than \$5M gross receipts reported to IRS in prior year), Subsidiaries of Certain Such Exempt Entities and Inactive Entities

Filing Deadlines

- ***Companies Formed or Registered Prior to January 1, 2024*** Must File BOI Report by January 1, 2025
- ***Companies Formed or Registered in 2024*** Must File BOI Report within 90 days of Formation
- ***Companies Formed or Registered in or after 2025*** Must File BOI Report within 30 days of Formation
- ***Updated or Corrected BOI Reports*** Must be Filed within 30 Days of the Event the Event Causing the Update becoming Aware of the Error

CTA Beneficial Owners

- Beneficial Owners are Those Who Control or own a Reporting Company
- An Individual can be a Beneficial Owner through the Substantial Control Test, the 25% Ownership Test, or both
- A Reporting Company may have Multiple Beneficial Owners

Substantial Control – A Very Broad Concept

- General Rule. An individual may Directly or Indirectly (including as a Trustee of a Trust) Exercise Substantial Control over a Reporting Company through any Contract, Arrangement, Understanding, Relationship or Otherwise
- This Includes **Direct Control**: Through (i) Board of Directors representation, (ii) Ownership or Control of a Majority of the Voting Rights, ((iii) Rights Associated with any Financing Arrangement or Interest
- Also Includes **Indirect Control**: Through (i) Controlling One or More Intermediate Entities that Separately or Collectively Exercise Substantial Control over a Reporting Company or (ii) Arrangements or Financial or Business Relationships with other Individuals or Entities Acting as Nominees

Company Applicants

- Company Applicants Include at most Two Individuals Who are Either (1) The Person Who Directly Files the Document with a Secretary of State or Similar Office, and (2) if More than One Person is Involved in the Filing of the Document, the Individual Primarily Responsible for Directing or Controlling the Filing
- The Signer the Creation or Registration Document is not Relevant (e.g., an “Incorporator”)
- The Company Applicant described in (2) above is the Individual Primarily Responsible for Directing or Controlling the Filing of the Document (i.e., the Individual Responsible for Making the Decisions about the Filing of the Document, Such as how the Filing is Managed, What Content the document Includes, and When and Where the Filing Occurs

Is the CTA Constitutional?

- On March 1, 2024, the U.S. District Court for the Northern District of Alabama in National Small Business United, d/b/a the National Small Business Association, et al. v. Yellen, the Court Entered a Declaratory Judgment that the BOI Reporting Rule of the CTA was Unconstitutional because the Legislation cannot be Justified as an Exercise of Congress' enumerated powers.
- The Court Granted Plaintiffs' Motion for Summary Judgment and Enjoined the Department of the Treasury and FinCEN from enforcing the CTA against the Plaintiffs.
- As a result, the Government is not Currently Enforcing the CTA against the Plaintiffs ONLY, being Isaac Winkles, Reporting Companies for which Isaac Winkles is the Beneficial Owner or Applicant, The National Small Business Association, and Members of the National Small Business Association (as of March 1, 2024).

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- The Court Granted Plaintiffs' Motion for Summary Judgment and Enjoined the Department of the Treasury and FinCEN from enforcing the CTA against the Plaintiffs.
- As a result, the Government is not Currently Enforcing the CTA against ***the Plaintiffs ONLY***, being Isaac Winkles, Reporting Companies for which Isaac Winkles is the Beneficial Owner or Applicant, The National Small Business Association, and Members of the National Small Business Association (as of March 1, 2024).
- Thus, ***all Other Parties ARE NOT Relieved from their Obligations under the CTA by this Case***

Suggestions for CPAs

- The Above is a Summary and there are Many nuisances to the CTA and BOI Reports – Advise Clients to Consult with their Legal Counsel or BOI Report Filing Specialists
- Do Not Agree to Make BOI Filings for Clients – No Need to Take on Potential Legal Liability (The Penalties Add up Fast!)
- Don't Risk Undertaking the Unauthorized Practice of Law – Do Not Delve into the Areas which Might be Considered Legal Services, e.g., Setting up a Client's Entities (unless a Licensed Lawyer)
- Include in Engagement Agreements a Disclaimer as to the CPA's non-involvement in the Client's CTA matters and Similar Client Obligations (Example on Following Slide)
- A CPA may become aware of a client with a BOI report Riling Obligation or Updating Obligation Feel Free to Let the Client Know on the Impending Obligation but Add a Note that this is a Courtesy and the CPA Does Not Track or Have Responsibility for This
- The CTA is part of the Bank Secrecy Act so Banks May Ask CPAs to Confirm Clients' Compliance by Requesting a Comfort Letter and other supporting information – Avoid Comfort Letters they are Uncharted Water for CTA Compliance
- CPAs May Now have to Gather and Maintain more Information Clients for CTA Compliance, which Increases the Client Data that Needs Protecting – Failure to do so can Increase the Firm's Data Security Liability Exposure

Example Engagement Agreement Disclaimer

Assisting with compliance for business licensing and good standing and other reporting requirements (apart from any tax filings for which we are specifically engaged to provide our services), including filings for annual entity reports or pursuant to the Corporate Transparency Act ("CTA") and the beneficial ownership information ("BOI") reporting thereunder, is not within the scope of our services. You have sole responsibility for such compliance and the collection of any relevant information for such filings. We shall have no liability resulting from your failure to accurately and timely make such filings or otherwise to so comply. Consider consulting with legal counsel if you have questions regarding the applicability of any such compliance and reporting requirements and issues surrounding the collection of relevant information.

Presented by [Gerald J. \(Gerry\) Reihsen, III](#), Principal Corporate/Securities Attorney at [Reihsen & Associates](#) and Senior Of Counsel to [Ferguson Braswell Fraser Kubasta PC](#) (<https://www.fbfk.law>), a law firm providing the broad range of commercial law services to business clients of all types. Gerry can be reached at (214) 908-2009 greihsen@swordshieldlaw.com or greihsen@fbfk.law.

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