



The Mid-Year Review: Your Secret Weapon (Now That Everything Is Uncertain)

Let's face it: Waiting until December to check your business's financial pulse is like waiting for your engine to seize before checking the oil. In this economy? Downright reckless. We're not just talking about garden-variety economic jitters. Tax laws may change, and tariffs are doing the cha-cha with your vendor relationships. A mid-year financial review isn't optional—it's your business's lifeline.

Why a Mid-Year Review Isn't "Nice to Have"—It's "Gotta Have"

Think of it like this: Ignoring a mid-year review is like navigating with a paper map in the age of GPS. You might get where you're going, but you'll burn a lot more fuel (read: money) and make a few wrong turns along the way.

Seriously, pausing in June/July lets you:

- **Course-correct, fast.** See those tariffs creeping up? Renegotiate contracts before your margins are roadkill.
- **Sniff out hidden cash leaks.** Maybe your shipping costs are higher than a giraffe's eyebrows. Time to investigate!
- **Prep for tax law curveballs.**

Trump-Era Tax Plans: The Elephant in the Room (and How to Dance Around It)

Okay, let's address the 800-pound gorilla: potential tax law changes under a new administration. While crystal balls are still on backorder, rumors alone can wreak havoc on your SMB's planning.

Here's how a mid-year review transforms you from sitting duck to savvy strategist:

- **Scenario Planning, STAT!** What happens if the corporate tax rate does shift? We can model the impact now and adjust your Q3/Q4 strategies accordingly.
- **Accelerate or Defer? That Is the Question.** Big equipment purchase on the horizon? A review helps you decide if pulling the trigger before year-end (or strategically delaying) could save you serious dough, given potential changes to depreciation rules.
- **Unleash Hidden Deductions.** With tax laws potentially in flux, we'll comb through every possible deduction you might be missing. Think of it as finding spare change in your business's couch cushions... only it adds up to thousands.

Real-World Win: From Struggling Cafe to Thriving Hub

Remember that local café teetering on the brink thanks to surprise tariffs? They didn't just survive; they thrived because of a killer mid-year review. By swapping suppliers and revamping the menu around high-profit items, they turned a potential disaster into a competitive advantage. This isn't luck; it's proactive financial savvy.

Economic Uncertainty: Not a Buzzword, a Battlefield

Global what-now? Supply chain disruptions, fluctuating demand, currency exchange rates doing the tango... it's a chaotic landscape out there. A mid-year review is your armored

vehicle, letting you:

- **Spot the potholes before you hit them.** Is one market tanking? Reallocate resources now instead of waiting for the whole year to go south.
- **Discover new gold mines.** That boutique retailer that lost sales? They uncovered a more profitable customer base by being agile and data-driven.

Ready to Turn Uncertainty into Your Competitive Edge?

We're not about waiting for the sky to fall. We're about building you an umbrella... and a weather forecasting system to boot.

A mid-year review isn't just about crunching numbers. It's about:

- **Future-proofing your business.**
- **Seizing opportunities others miss.**
- **Sleeping soundly at night, knowing you're prepared for anything.**

Whether it's tax law twists, tariff tantrums, or just plain old economic weirdness, we're here to guide you every step of the way.

Contact us today for a mid-year review. Let's make uncertainty your secret weapon for growth.

How Installment Sales Can Benefit Both Property Sellers and Buyers

Article Highlights:

- Receive Payments Over Time
- Understanding Installment Sales
- Variations of Installment Sales
- The Role of Collateral
- Realization of Ordinary and Capital Gains Income
- Pros and Cons from the Seller's Perspective
- Pros and Cons from the Buyer's Perspective
- Example of an Installment Sale
- Consider The Risks and Complexities

When selling a property, one of the options available to sellers is the installment sale. This method allows the seller to receive payments over time rather than a lump sum at the time of sale. This approach can be beneficial for both the seller and the buyer, offering flexibility and potential tax advantages. However, it also involves complexities, particularly regarding the need for collateral as security and the realization of ordinary and capital gains. This article explores the nuances of installment sales, including their variations, pros and cons, and provides an illustrative example.

Understanding Installment Sales - An installment sale is a financial arrangement where the seller allows the buyer to pay for the property over a period of time. This is particularly useful when the buyer cannot afford to pay the full purchase price upfront. The seller, in turn, benefits from a steady income stream and potential tax advantages.

Variations of Installment Sales:

- ***Standard Installment Sale:*** This is the most common form, where the buyer makes regular payments over a specified period. The seller retains a lien on the property until the full purchase price is paid.
- ***Land Contract:*** Also known as a contract for deed, this variation allows the buyer to take possession of the property while the seller retains legal title until the full payment is made.
- ***Lease Option:*** This involves leasing the property with an option to purchase. Part of the lease payments may be credited towards the purchase price.

- Seller Financing: The seller acts as the lender, providing a loan to the buyer for the purchase. This can be structured as an installment sale with interest.

The Role of Collateral - Collateral is a critical component of installment sales, serving as security for the seller. It ensures that if the buyer defaults on payments, the seller can reclaim the property or other assets. Typically, the property being sold acts as the collateral. However, additional collateral may be required depending on the buyer's creditworthiness and the terms of the sale.

Realization of Ordinary and Capital Gains Income - In an installment sale, the seller realizes gains over time as payments are received. This can be advantageous for tax purposes, as it spreads the tax liability over several years. However as with any sale, whether an installment sale or not, the gains are sometimes categorized into ordinary income and capital gains.

- Ordinary Income: Generally, ordinary income comes from the recapture of depreciation or other deductions previously taken. This ordinary income is taxable in the year of the sale. Note: The depreciation recaptured for a real estate property does not recapture as ordinary income.
- Capital Gains: The remaining gain, if any, may be treated as a capital gain or a section 1231 gain, depending on the type of property and if held by the seller for at least a year and a day before the sale. The advantage of long-term capital gains is that the gain may be taxed at rates lower than the rates that apply to the seller's other (ordinary) income.
- Interest Payments: Interest is taxed at the seller's ordinary income tax rate.

Pros and Cons from the Seller's Perspective

Pros:

- Tax Benefits: Spreading the gain over several years can reduce the seller's tax burden in any single year.
- Steady Income Stream: Provides a predictable cash flow, which can be beneficial for retirement planning or reinvestment.
- Increased Buyer Pool: Attracts buyers who may not qualify for traditional financing.

Cons:

- Risk of Default: The buyer may default on payments, requiring the seller to reclaim and resell the property.
- Delayed Full Payment: The seller does not receive the full sale price upfront, which may be a disadvantage if immediate funds are needed, such as to pay off the seller's mortgage.
- Complexity: Requires careful structuring and legal documentation to protect the seller's interests. To qualify as an installment sale for tax purposes, the seller must receive at least one payment after the year of the sale, and needs to make an election to use the installment method on their tax return for the sale year. Once made, the election can be revoked only with the consent of the IRS.

Pros and Cons from the Buyer's Perspective

Pros:

- Easier Financing: Provides an alternative to traditional bank financing, which may be difficult to obtain.
- Flexible Terms: Allows for negotiation of payment terms that suit the buyer's financial situation.
- Immediate Possession: The buyer can take possession of the property while paying for it over time.

Cons:

- Higher Interest Rates: Seller financing may come with higher interest rates compared to traditional loans.

- ***Risk of Repossession:*** Failure to meet payment obligations can result in losing the property and any equity built.
- ***Limited Property Rights:*** In some variations, the buyer may not have full legal title until the final payment is made.

Example of an Installment Sale

Consider a scenario where a seller, Jane, decides to sell her vacation home valued at \$300,000. Jane has owned the property for 8 years and the current mortgage balance is \$100,000. She enters into an installment sale agreement with a buyer, John, who agrees to pay \$30,000 upfront and the remaining \$270,000 over ten years with an interest rate of 5%.

- **Yearly Payment Calculation:** John will make annual payments of approximately \$34,500, which includes both principal and interest.
- **Tax Implications for Jane:** Each year, Jane will report the interest portion of the payment as ordinary income and the principal portion of the gain as capital gain. This spreads her tax liability over the ten-year period.
- **Collateral:** The vacation home serves as collateral. If John defaults, Jane can reclaim the property.
- **Pros for Jane:** She benefits from a steady income stream and reduced immediate tax liability.
- **Cons for Jane:** She faces the risk of John defaulting and the complexity of managing the installment sale. She'll need to find other sources of income with which to pay off her \$100,000 mortgage.
- **Pros for John:** He gains immediate possession of the property and avoids the need for traditional financing.
- **Cons for John:** He pays a higher interest rate and risks losing the property if he defaults.

Installment sales offer a flexible and potentially beneficial way to sell property, particularly when traditional financing is not feasible. They provide tax advantages and a steady income stream for sellers while offering buyers an alternative path to property ownership. However, both parties must carefully consider the risks and complexities involved, particularly the need for collateral and the implications of ordinary and capital gains. By understanding these factors, sellers and buyers can make informed decisions that align with their financial goals.

If you would like to explore how an installment transaction might fit into selling your business, rental, home or other property please contact this office for an appointment.

How to Choose the Perfect Business Entity for Your Venture

Article Highlights:

- Choosing the Right Business Entity
- General Overview of Common Business Structures
- Sole Proprietorships
- Partnerships
- Limited Liability Companies (LLCs)
- C Corporations
- S Corporations

Choosing the right business entity is a critical decision for entrepreneurs and business owners. The type of entity you select can have significant implications for liability, taxation, and the overall management of your business. In this article, we will explore the pros and cons of various business entities, including sole proprietorships, partnerships, limited

partnerships, limited liability companies (LLCs), C corporations, and S corporations which are the most common business structures. We will also discuss liability issues, self-employment taxes, owner limitations, taxation, formation, and dissolution for each entity type.

The business structure one chooses influences everything from day-to-day operations to taxes and how much of their personal assets are at risk. One should choose a business structure that provides the right balance of legal protections and benefits.

GENERAL OVERVIEW OF COMMON BUSINESS STRUCTURES			
Business structure	Ownership	Liability	Taxes
Sole proprietorship	One person	Unlimited personal liability	Self-employment tax Personal tax
Partnerships	Two or more people	Unlimited personal liability unless structured as a limited partnership	Self-employment tax (except for limited partners) Personal tax
Limited liability company (LLC)	One or more people	Owners are not personally liable	Self-employment tax Personal tax or corporate tax
Corporation - C corp.	One or more people	Owners are not personally liable	Corporate tax
Corporation - S corp.	100 people or fewer can include certain trusts and estates. But no partnerships, corporations, or non-resident aliens	Owners are not personally liable	Personal tax
Corporation - B corp.*	One or more people	Owners are not personally liable	Corporate tax
Corporation - Nonprofit*	One or more people	Owners are not personally liable	Tax-exempt, but corporate profits can't be distributed

* Further information about B corporations and B- corporations not included in this material.

Compare general traits of these business structures, but remember that ownership rules, liability, taxes and filing requirements for each business structure can vary by state. The following material is a general overview of these business structures and it is best practice to consult with your legal counsel and this office before making a final decision.

SOLE PROPRIETORSHIP – A business is automatically considered to be a sole proprietorship if it is not registered as any other kind of business. Thus, the sole proprietor's business assets and liabilities are not separate from personal assets and liabilities. As a result, sole proprietors can be held personally liable for the debts and obligations of the business. A sole proprietor may also find it difficult to raise money since banks are hesitant to lend to sole proprietorships.

NOTE: If the business owner is the sole member of a domestic limited liability company (LLC) and elects to treat the LLC as a corporation, then it is not a sole proprietorship.

- **Pros:**
 - *Simplicity and Cost-Effectiveness: Sole proprietorships are the simplest and least expensive business entities to establish. They require minimal paperwork and are easy to manage.*
 - *Complete Control: A sole proprietor has full control over all business decisions and operations.*

- **Tax Benefits:** Income and expenses are reported on the individual's personal tax return, simplifying the tax process. The sole proprietor may also qualify for certain tax deductions available to small businesses.
- **Cons:**
 - **Unlimited Liability:** Sole proprietors are personally liable for all business debts and obligations, which means personal assets are at risk if the business incurs debt or is sued.
 - **Limited Growth Potential:** Raising capital can be challenging, as a sole proprietorship cannot sell stock or bring in partners.
 - **Self-Employment Taxes:** Sole proprietors are responsible for paying self-employment taxes, which cover Social Security and Medicare contributions.
- **Formation and Dissolution:**
 - **Formation:** Establishing a sole proprietorship is straightforward, often requiring only a business license or permit.
 - **Dissolution:** Dissolving a sole proprietorship is equally simple, involving the cessation of business activities and settling any outstanding debts.

PARTNERSHIP - A partnership is the relationship between two or more people in a trade or business together. Each person contributes money, property, labor or skill, and shares in the profits and losses of the business. Partnerships represent the simplest structure for two or more people to be in business together. Two of the most common types of partnerships include:

- **Limited Partnerships (LP):** Which have one general partner with unlimited liability. The other partners have limited liability and generally have limited control over the business. Partnerships are pass-through entities, meaning the partnership does not pay taxes. Instead, income, losses, credits and other tax issues are passed through to the partners in proportion to their partnership ownership and reported on their individual returns.
- **Limited Liability Partnerships (LLP):** A limited liability partnership is also a pass-through entity. The only difference is all the partners have limited liability from debts of the partnership, and the actions of other partners.
- **Pros:**
 - **Shared Responsibility:** Partnerships allow for shared management and financial responsibility, which can ease the burden on individual partners.
 - **Flexibility:** Partnerships can be structured to suit the needs of the partners, with varying levels of involvement and profit-sharing.
 - **Tax Advantages:** Partnerships are pass-through entities, meaning profits and losses are reported on the partners' personal tax returns, avoiding double taxation.
- **Cons:**
 - **Joint Liability:** In a general partnership, each partner is personally liable for the debts and obligations of the business, including those incurred by other partners.
 - **Potential for Conflict:** Disagreements between partners can arise, potentially leading to business disruption.
 - **Self-Employment Taxes:** Partners who aren't limited partners must pay self-employment taxes on their share of the profits.
- **Formation and Dissolution:**
 - **Formation:** Partnerships are formed through a partnership agreement, which outlines the terms of the partnership, including profit-sharing and management responsibilities.
 - **Dissolution:** Dissolving a partnership requires settling debts, distributing assets, and notifying relevant authorities.

LIMITED LIABILITY COMPANY (LLC) - A Limited Liability Company (LLC) is a business structure allowed by state statute. Each state may use different regulations, and those considering an LLC should check with the state before starting a Limited Liability Company. A business must register with the state and pay LLC fees to become an LLC.

Owners of an LLC are called members. Most states do not restrict ownership, so members

may include individuals, corporations, other LLCs and foreign entities. There is no maximum number of members. Most states also permit “single member” LLCs, those having only one owner. Generally, banks and insurance companies cannot be an LLC, and generally there are special rules for foreign LLCs.

- **Pros:**
 - Limited Liability: LLC owners, known as members, are protected from personal liability for business debts and obligations.
 - Flexible Taxation: LLCs can choose to be taxed as a sole proprietorship, partnership, or corporation, providing flexibility in tax planning.
 - Operational Flexibility: LLCs have fewer formalities and regulations compared to corporations, allowing for flexible management structures.
- **Cons:**
 - Regulations: LLCs are subject to varying state laws, which can complicate operations if the business operates in multiple states.
 - Self-Employment Taxes: Members may be subject to self-employment taxes on their share of the profits.
 - Cost: Forming and maintaining an LLC can be more expensive than a sole proprietorship or partnership due to state filing fees and annual reports.
- **Formation and Dissolution:**
 - Formation: LLCs are formed by filing articles of organization with the state and creating an operating agreement.
 - Dissolution: Dissolving an LLC involves filing dissolution documents with the state and settling any outstanding obligations.

C CORPORATION - A corporation is a legal entity that's separate from its owners. Corporations can make a profit, be taxed, and held legally liable.

Corporations provide strong protection to its owners from personal liability, but the cost to form a corporation is higher than other structures.

Unlike sole proprietors, partnerships, and LLCs that are pass-through entities, corporations pay income tax on their profits. In some cases, corporate profits are taxed twice. This happens when the corporation distributes profits to its shareholders in the form of dividends which are taxable to shareholders on their personal tax returns.

Corporations have a separate life from its shareholders. Corporate ownership is in the form of corporate stock which can be purchased and sold without disturbing the corporation.

Ownership in the form of stock gives corporations the advantage of being able to raise capital through the sale of stock, and employee stock options can be a benefit in attracting employees.

- **Pros:**
 - Limited Liability: Shareholders are protected from personal liability for corporate debts and obligations.
 - Unlimited Growth Potential: C corporations can raise capital by issuing stock, making them attractive to investors.
 - Tax Advantages: Corporations can benefit from various tax deductions and credits not available to other entities.
- **Cons:**
 - Double Taxation: C corporations face double taxation, where profits are taxed at the corporate level and again as dividends to shareholders.
 - Complexity and Cost: Corporations require more formalities, including a board of directors, bylaws, and regular meetings, which can be costly and time-consuming.
 - Regulatory Requirements: Corporations are subject to stringent regulatory requirements and reporting obligations.
- **Formation and Dissolution:**
 - Formation: C corporations are formed by filing articles of incorporation with the

- *state and creating corporate bylaws.*
- **Dissolution:** Dissolving a corporation involves a formal process of liquidating assets, settling debts, and filing dissolution documents with the state.

S CORPORATION - S corporations are corporations that elect to pass corporate income, losses, deductions, and credits through to their shareholders for federal tax purposes. Shareholders of S corporations report the flow-through of income and losses on their personal tax returns and are assessed tax at their individual income tax rates. This allows S corporations to avoid double taxation on the corporate income. S corporations are responsible for tax on certain built-in gains and passive income at the entity level.

To qualify for S corporation status, the corporation must meet the following requirements:

- Be a domestic corporation
- Have only allowable shareholders
 - May be individuals, certain trusts, and estates and
 - May not be partnerships, corporations or non-resident alien shareholders
- Have no more than 100 shareholders
- Have only one class of stock
- Not be an ineligible corporation (i.e. certain financial institutions, insurance companies, and domestic international sales corporations)

To become an S corporation, the corporation must submit Form 2553, Election by a Small Business Corporation signed by all the shareholders.

- **Pros:**
 - **Limited Liability:** Like C corporations, S corporation shareholders are protected from personal liability.
 - **Pass-Through Taxation:** S corporations avoid double taxation by allowing income, deductions, and credits to pass through to shareholders' personal tax returns.
 - **Tax Savings on Self-Employment:** Shareholders can receive a salary and dividends, potentially reducing self-employment taxes.
- **Cons:**
 - **Ownership Restrictions:** S corporations are limited to 100 shareholders, and all must be U.S. citizens or residents.
 - **Complex Formation and Maintenance:** S corporations require adherence to strict IRS requirements and ongoing compliance with corporate formalities.
 - **Limited Flexibility in Profit Sharing:** Profits and losses must be distributed according to share ownership, limiting flexibility in profit-sharing arrangements.
- **Formation and Dissolution:**
 - **Formation:** S corporations are formed by filing articles of incorporation and electing S corporation status with the IRS.
 - **Dissolution:** Dissolving an S corporation involves liquidating assets, settling debts, and filing dissolution documents with the state and IRS.

Choosing the right business entity is a crucial decision that can impact your business's success and your personal financial security. Each entity type offers distinct advantages and disadvantages, and the best choice depends on your specific business goals, risk tolerance, and financial situation. It's essential to consult with legal and financial professionals to ensure you select the entity that aligns with your long-term objectives and provides the most benefits for your business. It most likely is appropriate to consult with this office to go over other relevant issues before making the choice.

You did it.

You worked hard, saved consistently, and now you're either enjoying retirement—or it's just around the corner.

You've been told for years to put money into retirement accounts, defer taxes, and wait for the golden years. But wait... no one told you?

Retirement might be your highest-taxed phase yet.

Seriously.

Between Social Security income, Required Minimum Distributions (RMDs), capital gains, Medicare premium adjustments, and even state taxes... it can feel like a financial ambush.

Let's break down why this happens—and what you can do now to soften the blow.

1. RMDs: The Tax Bomb That Starts at Age 73

If you've saved in a traditional IRA or 401(k), you've been enjoying tax deferral for years. But the IRS eventually wants their cut.

That's where RMDs come in.

Once you hit age 73, you're forced to take money out of your retirement accounts—and those withdrawals are taxed as ordinary income.

Why it matters:

- Your RMD could bump you into a higher tax bracket.
- It could trigger higher Medicare premiums (thanks, IRMAA).
- It might even impact how much of your Social Security is taxed.

What to do now:

Consider *Roth conversions* in your 60s to reduce your future RMDs. Yes, you'll pay tax now, but it could save you significantly down the road.

2. Social Security Isn't Always Tax-Free

Up to **85%** of your Social Security benefits could be taxable depending on your total income—including investment income, part-time work, and yes, those RMDs.

Here's the trap:

You think you're getting \$3,000/month from Social Security.

But add in just a few thousand from another source, and suddenly, a big chunk of that is taxable.

Solution:

Work with an advisor who can map out income sources *before* you trigger your benefits. Sometimes, waiting a year or two—or rebalancing your withdrawal strategy—can dramatically reduce taxes.

3. IRMAA: The Medicare Surcharge You Didn't See Coming

This one stings.

You file your taxes, enjoy a good year, and then boom—two years later, your Medicare premiums go up.

That's IRMAA (Income-Related Monthly Adjustment Amount).

If your income exceeds certain thresholds, you'll pay more for Medicare Part B and D—even if the bump was from a one-time event like a Roth conversion or asset sale.

Proactive planning = lower premiums.

A well-timed income strategy can keep you just under IRMAA thresholds. And in some cases, you can file an appeal based on a “life-changing event” like retirement or loss of income.

4. Capital Gains & Selling Assets in Retirement

Selling your long-held investments? Downsizing your home?

These capital gains could push your income higher than expected—and cause a domino effect with taxes, Medicare, and Social Security.

Even if you’re “living off savings,” your tax return may tell a different story.

Pro tip:

There’s a 0% capital gains bracket for certain income ranges. With the right strategy, you can sell appreciated assets without triggering taxes—but timing is everything.

5. State Taxes Still Matter—Even in Retirement

Not all states treat retirees the same. Some tax Social Security, some don’t. Some offer pension exemptions, others tax everything.

If you’re thinking about relocating in retirement, don’t just compare housing costs. Compare tax policies. And if you’re staying put? Learn how your current state impacts your bottom line.

6. Your Filing Status Can Change Your Tax Life

A tough but important truth: Losing a spouse in retirement often means going from “Married Filing Jointly” to “Single.”

Which means:

- Lower standard deductions
- Tighter income thresholds
- Bigger tax bills on the same income

If you’re newly widowed or preparing for that reality, it’s worth building a multi-year tax strategy *now*—not later.

7. You Don’t Have to Navigate This Alone

The retirement tax landscape is not DIY-friendly.

Rules change. Thresholds shift. And one wrong move (or missed opportunity) can cost you thousands.

But with the right guide, you can:

- Smooth out income across years
- Reduce your lifetime tax bill
- Maximize your Social Security and Medicare benefits
- And keep more of the money you worked so hard to earn

Let’s Build a Tax-Smart Retirement Plan—Together

You planned for retirement.

Now it’s time to plan for retirement taxes.

We’re here to help you make smart, proactive decisions that reduce surprises, minimize your tax burden, and give you the peace of mind to enjoy the years ahead.

Contact our office today to schedule a retirement tax check-up. You’ve done the saving—now let’s make sure you keep more of it.

Thank you for selecting our firm for your tax and accounting needs. We appreciate the confidence you have shown in us, and we remain ready to assist you at any time.

Aaron Bagby
Kramer, Jensen & Bagby, LLC

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