
# Michael G. Riley

**Member**

**Cleveland**

**P: 216.348.5454**


“ I have extensive experience helping business owners and executives negotiate compensation and ownership agreements and develop retirement and estate plans. I understand that they do not want problems; they want it done. ”

## Practice Focus

- Executive compensation and governance
- Tax and benefits
- Estate planning and probate

Mike works with executives, directors and business owners to negotiate, design and implement incentive compensation programs. Mike also works with professionals and entrepreneurs in the areas of compensation, succession planning, and estate planning. His focus areas include designing nonqualified deferred compensation arrangements, negotiating executive employment agreements, and estate planning with retirement benefits.

Mike earned his J.D. from Syracuse University College of Law, Summa Cum Laude, in 1987 and a LL.M. in Tax Law from Case Western Reserve University School of Law, in 1996. He received a M.A.T. from Brown University in 1980 and an A.B. from College of the Holy Cross in 1978.

## Representative Cases/Matters

- Negotiation of employment agreement extension and incentive awards for CEO of NYSE-listed company and enforcement of rights in a subsequent hostile acquisition.
- Negotiation of separation agreement on behalf of terminated CEO of NYSE-listed company.
- Representation of founder in exit as executive, director, and shareholder of public company.
- Negotiation of retention incentive for president and CEO of tax-exempt economic development organization.
- Representation of management team in the negotiation of equity incentives in connection with a $1 billion rollup transaction and subsequent $2 billion acquisition by a public company.
- Representation of President of OEM in tax and compensation negotiations in restructuring.
- Negotiating success fee, retention plan, and deferred compensation settlement for presidents of an international market leader in $750 million dollar transaction.
- Representing controlling shareholder in three public companies with combined revenues of over $6 billion dollars in the automotive components market to negotiate senior executive agreements, including retention, change of control, restrictive covenants, and reporting issues.

- Representing successive executive directors to negotiate employment agreements and nonqualified deferred compensation plans with internationally renowned arts organization.
- Representing top management team in negotiation of stock option rights and deferred compensation compliance issues in preparation for initial public offering.
- Representing the CEO in negotiation of employment separation from national benefits consulting firm.
- Negotiating on behalf of company a separation agreement and release of publicly-traded company's CEO.
- Advising minority shareholders of S corporation regarding management buy-out proposal of $50 million dollar aerospace supplier.
- Negotiating employment, retention, and equity participation for executive owners of investment advisory firms acquired by national bank.
- Creating performance unit program for software technology company and negotiating settlement of units in merger.
- Negotiating the president and CEO's employment agreement with national bank and subsequent settlement of that agreement in a sale of the bank.
- Developing bankruptcy reorganization retention plans for key executives of steel company with $720 million in sales.
- Negotiating stock option conversion rights in acquisition of medical technology company by publicly-traded company.
- Designing and drafting elective deferred compensation arrangement for top executives of publicly-traded real estate company.
- Advising compensation committee of university and drafting non-qualified deferred compensation arrangement for university president.
- Advising shareholders of national accounting firm regarding partnership rights and liabilities, deferred compensation, equity interest and restrictive covenants in dissolution.

## Admissions - State

- Ohio

## Education

- Case Western Reserve University School of Law
- Syracuse University College of Law
- Brown University
- College of the Holy Cross

## Honors and Awards

- Named one of the *Best Lawyers in America* (2007-2022)
- Selected for inclusion in *Ohio Super Lawyers* (2005-2019)

## Professional Membership

- Cleveland Metropolitan Bar Association, Estate Planning, Probate & Trust Law Section

- Estate Planning Council of Cleveland

## Public Service and Volunteerism

- Legal Aid Society of Cleveland, Lawyer Referral Network, Tax Law
- Cleveland Metropolitan Bar Foundation, Director and Fellow
- Recovery Resources, Past Chair of the Board of Directors (2015-2017) and Board Member (2004-2018)

## Alerts

- The SECURE Act may affect your estate plan
- Ohio Supreme Court: SERP excluded from municipal income tax
- New proposed rules on executive compensation at financial institutions
- Top tax issues and planning ideas for 2015

## Blog Posts

- Considering tax reduction planning? Take action now
- Estate planning update - Important tax changes ahead
- Guidance on the waiver of 2020 required minimum distributions gives relief – with a deadline of Aug. 31, 2020
- Required distributions for 2020 suspended for many plan participants and IRA owners
- Consider bigger gifts to charity from IRAs in 2020
- The business income deduction: What do the proposed regulations on the business income deduction say about the crack and pack strategy?
- The business income deduction: Are you in the consulting or the sales business?
- The business income deduction: Aggregate related businesses to increase your qualified business deduction
- The business income deduction: Do you qualify for the 20 percent tax break on your business income?
- The business income deduction: Time to rethink your choice of entity?
- Non-qualified deferred compensation: Know it when you see it
- Non-qualified deferred compensation: It’s still in the mix

## News

- 50 McDonald Hopkins attorneys recognized in The Best Lawyers
- 41 attorneys from McDonald Hopkins recognized as 2020 Best Lawyers®
- Seventeen attorneys at McDonald Hopkins named 2019 Ohio Super Lawyers and Rising Stars
- 22 attorneys at McDonald Hopkins named 2018 Ohio Super Lawyers and Rising Stars
- 35 attorneys at McDonald Hopkins selected for inclusion in Best Lawyers® 2018
- 39 attorneys at McDonald Hopkins selected for inclusion in Best Lawyers 2017
- 24 attorneys at McDonald Hopkins named Ohio Super Lawyers and Rising Stars
- 41 attorneys at McDonald Hopkins selected for inclusion in Best Lawyers® 2016

## Podcasts

- Episode 37: Is the Stretch IRA gone? A conversation about the impact of the SECURE Act on estate plans
- Episode 20: A Quick Tour of the Business Income Deduction

## External Publications

- *Stock Options: To Gift or Not to Gift?* Probate Law Journal, September 8, 2014
- *Four Lessons Private Companies Can Learn from Public Companies about Compensating Their Executives*, Smart Business Magazine, March 2012
- *Do You Have A Business Succession Plan?* Associated Pipe Organ Builders of America, November 2009
- *Are you ready to Roth?* McDonald Hopkins Alert, November 2009
- *Why all the talk about Roth IRAs?* McDonald Hopkins Alert, June 2009

## Events

- Planned Giving Course: Using charitable giving to solve difficult income tax problems | Tuesday, October 19, 2021
- Using charitable giving to solve difficult income tax problems | Thursday, November 8, 2018
- 13th Annual Estate Planning Seminar | Monday, September 24, 2018
- Tax Reform Analysis for Nonprofits | Thursday, January 11, 2018
- Tax Reform Analysis: The impact on you and your business | Wednesday, January 10, 2018
- Death, Taxes and Retirement Plans | Thursday, November 10, 2016
- Top tax issues and planning ideas for 2015 | Wednesday, November 18, 2015
- Equity Compensation at Privately-Owned Companies in 2015 and Beyond | Thursday, May 7, 2015

## Speaking Engagements

- *Presentation to Cleveland-Akron FSP - IRA Beneficiary Designations*, Independence, OH, March 16, 2021
- *Executive Compensation Update*, Worldwide Employee Benefits Network, Northeast Ohio Chapter Annual Legal and Regulator Update, March 11, 2021
- *To See or Not to C: A Look at the New Pass-Through Deduction under Section 199A*, Jewish Federation of Cleveland Tax Seminar, June 6, 2018
- *Preparing for 2016 Proxy Season and Beyond*, Society of Corporate Secretaries and Governance Professionals meeting, December 3, 2015.
- *Negotiating Executive Compensation in an Evolving World*, WEB Cleveland Chapter, May 21, 2015.
- *Ten Takeaways for Planning with IRAs and Other Retirement Benefits*, The Estate Planning Council of Cleveland's Special Member/Guest Luncheon, May 12, 2015.
- *Stock Options: To Gift or Not to Gift?*, Probate Law Journal of Ohio, September/October 2014.
- *Trends, Developments and Hot Topics in Executive Compensation and Governance*, Panelist, Association of Corporate Counsel, Northeast Ohio
- *Section 409A Strategies: The Basics and Beyond*, BNA Tax & Accounting Webinar Presentation with Antoinette Pilzner, November 4, 2010.
- *Succession Planning For a Closely Held Business: A Case Study*, 51st Cleveland Tax Institute, October 2008.

- *Nonqualified Deferred Compensation & IRC 409A*, AICPA Advanced Estate Planning Conference, Chicago, Illinois, July 2008.
- *Estate Planning for Qualified Plans*, Ernst & Young University, June 2008.
- *The Law of Deferred Compensation: A Primer for Estate Planners*, The Estate Planning Council of Cleveland, April 2008.
- *Strategies for Executive Stock Options*, UBS WMEP Fall Forum, October 2007.
- *Tax Planning for High Net Worth Individuals*, Ernst & Young University, May 2007.
- *Charitable Donations of Income in Respect of a Descendant 'IRD*', Northern Ohio Planned Giving Counsel, April 2007.
- *Estate Planning With Retirement Benefits*, Trust Administrator, Joint Bank Seminar, Cleveland, Ohio, October 2006.
- *Creditors' Rights and Retirement Benefits: Is My IRA Safe?,* presentation to the Cleveland Bar Association, March 2005.
- *Are You Ready For Retirement?,* Raymond James & Associates 2004 Retirement Forum, October 2004.
- *Retirement and Benefit Plans for Non-Profits in Ohio*, Lorman Educational Seminars, January 2004.
- *Practice Before the IRS: Circular 230*, Cleveland Bar Association, April 2003.
- *Update on Minimum Required Distributions - Final Regs*, Cleveland Estate Planning Institute, October 2002.