

Mergers and Acquisitions Payroll & Human Resources Checklist

The “transition coordinator” can use the following form to help obtain information necessary to analyze and establish the requirements involved in a merger or acquisition.

Name of ComDoc Transition Coordinator(s): _____

ComDoc Contacts:

Payroll Manager: Contact Info

HR Manager: Contact Info

Will all wages, taxes and deductions be transferred to ComDoc?

No Yes. Please complete the entire checklist.

1. Contact Information

Name of predecessor company/owner: _____

Predecessor mailing address: _____

Main contact email address: _____

Current physical location(s): _____

County or counties: _____

Local tax jurisdiction(s): _____

Name and title of payroll contact: _____

Phone number of contact: _____

Email address of contact: _____

2. Payroll Information

Current payroll frequency: _____

Are employees paid currently or in arrears? _____

Date of last pay period: _____

Covering the time frame of: _____

Was any pay held from employees upon hire? _____

What time keeping system is currently used? _____

Does a service bureau process payroll?
 No Yes. Please complete the following:

Service Bureau Name: _____

Contact Name & Phone Number: _____

Please provide the following:

- Employees original hire dates, current salary, draw and or/bonus, and date of last compensation increase
- Sales Compensation plans for all affected sales representatives
- Garnishments and/or Child Support Orders on all affected parties

Are all employees using direct deposit?
 No Yes

Are there any employee loans?
 No Yes. Please provide amortization report.

Number of employees being acquired: Full-time: _____ Part-time: _____

Number of Independent Contractors being acquired: _____

Do you have any resident aliens on the payroll? _____

Are commissions paid through Payroll or Accounts Payable? _____

What is the current Expense Report procedure? _____

3. Tax Information

Tax account numbers*:

Federal EIN _____

State EIN _____

State EIN _____

State EIN _____

Local EIN _____

Local EIN _____

Local EIN _____

SUI Account Number _____

SUI rate _____%

**The predecessor's federal, state and local EINs are critical in a statutory merger or consolidation. If the predecessor has filed a quarterly Form 941 for the current year, the predecessor's federal EIN is reported on the successor's Form W-3 (box h – Other EIN used this year).*

Copies of Employer's Quarterly Federal Tax Returns (Form 941)

Qtr ending: 3/31_____ 6/30_____ 9/30_____

Copies of Federal Tax Deposit (FTD) coupons (Form 8109) and canceled checks or EFTPS deposit records

Qtr ending: 3/31_____ 6/30_____ 9/30_____

Current quarter ending ___/___/___; include deposit for final payroll prior to date of transfer to the successor

Copies of FTD coupons and canceled checks or EFTPS deposit records for FUTA deposits

Qtr ending: 3/31_____ 6/30_____ 9/30_____

Copies of ALL state unemployment insurance reports, including employee continuation sheets

Qtr ending: 3/31_____ 6/30_____ 9/30_____

Copies of all reports, reconciliations and payments for state, city, county and other local income tax withheld

Qtr ending: 3/31_____ 6/30_____ 9/30_____

Current quarter ending ___/___/___; include deposit for final payroll prior to date of transfer to the successor

Copies of any supporting schedules, worksheets and computer reports used in the preparation of the above tax reports

Documentation of any pending discrepancies with federal, state or local taxing authorities – Do you currently have any no match letters?

4. Prior Year Information Required

- Employer copies of Forms W-2 for prior four (4) years
- Returned Forms W-2 for prior four (4) years
- Employer copies of Forms W-3 or for prior four (4) years
- Employer copies of federal tax returns and tax deposits (941 and 940) for prior four (4) years
- Employer copies of quarterly state unemployment returns in accordance with state retention requirements (include employee continuation sheets)
- Employer copies of state, city, county or other local annual income tax reconciliations in accordance with the taxing authorities' retention requirement
- Any payroll or system change within the last few years

5. Worker's Compensation Information

What is the Current Workers Comp Policy Number ? _____

Who is the Current Worker's Compensation Provider? _____

Please provide a copy of the last Worker's Compensation report filed.

Are there any outstanding Workers Comp Claims?

No Yes. Please provide list of type of claim and for whom.

Is the company penalty-rated for Workers Comp?

No Yes. Please provide copy of most recent rating.

Has the company's Workers Comp coverage lapsed?

No Yes. Please indicate date of last month paid: _____

6. Human Resources Contact Information

Main HR Contact Name & Title: _____

Contact phone number: _____

Contact email address: _____

7. Benefits Information

Is Medical Insurance provided?

No Yes. Please provide the following:

Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____

Are deductions pre-tax?

Is Dental Insurance provided?

No Yes. Please provide the following:

Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____

Are deductions pre-tax?

Is Vision Insurance provided?

No Yes. Please provide the following:

Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium

Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____

Are deductions pre-tax?

Is Group Term Life Insurance provided?

No Yes. Please provide the following:

Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____

Are deductions pre-tax?

Is Group Universal Life Insurance Provided?

No Yes. Please provide the following:

Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____

Are deductions pre-tax?

Is Flexible Spending/Dependent Care Provided?

No Yes. Please provide the following:

Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____

Is Short-Term Disability Provided?

No Yes. Please provide the following:

- Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____
- Are deductions pre-tax?

Is Long-Term Disability Provided?

No Yes. Please provide the following:

- Please forward Summary Plan Description
Fully-insured or Self-insured? _____
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Company pays _____% of monthly premium
Monthly Contribution: Employee: _____
Employee + Child: _____
Employee+ Spouse: _____
Family: _____
- Are deductions pre-tax?

Is 401(k) Provided?

No Yes. Please provide the following:

- Please forward Summary Plan Description
Name of Provider: _____
Plan Contact Email Address: _____
Plan Contact Name and Phone Number: _____
Auto Enrollment in place?
 No Yes. If Yes, at _____%
Is there Company Match?
 No Yes. If Yes, _____% up to _____% of compensation
Maximum deferral is: _____%
Vesting schedule: _____
Eligibility: _____

Are there any other retirement plans provided?

No Yes. Please provide the following:

Please forward Summary Plan Description

Name of Provider: _____

Plan Contact Email Address: _____

Plan Contact Name and Phone Number: _____

Are there loans outstanding against any retirement plan?

No Yes. Please provide schedules.

Are Sick Pay benefits provided?

No Yes. Please describe below:

Are Vacation Pay benefits provided?

No Yes. Please describe below:

Is anyone currently on a Leave of Absence?

No Yes. Please indicate name, type of leave and date of commencement:

Is anyone currently on COBRA?

No Yes. Please indicate name and date of commencement:

Are there any other benefits in place?

No Yes. Please list:

8. Employment Information

Are there currently non-compete agreements in place?

No Yes. Please provide copies for all affected individuals.

Are any employees currently under disciplinary action?

No Yes. Please provide names and details below:

What are the normal work hours?

What is the normal work week?

What is the dress code?

Are uniforms worn?

No Yes. Please provide names, amount of payroll deduction, and name of uniform provider.

9. Property & Casualty Information

P & C Contact at Seller

Phone Number

Agent Name & Number

Are any vehicles included in the purchase agreement?

No Yes. Please provide VIN#, year, make & model:

Is there an outstanding loan on any of these vehicles?

No. Original title needs to be transferred to ComDoc.

Yes. Please provide purchase and loan documentation to include outstanding balance and monthly payment information.

Will any employees be driving a company vehicle?

No. Yes. Please provide a completed and signed MVR Disclosure. Joyce to provide copies of fleet insurance ID cards, Accident Policy, Auto Accident Report and Auto Incident Report for post-close meeting with employees.

Are we maintaining operations in the current building after the date of close?

No. Yes. Please provide a copy of the property lease and the following information:

Name and phone # of landlord _____

Year building built _____

Square Footage _____

Construction (i.e. brick) _____

Stories _____

Fire extinguisher/type _____

Amount of insurance needed (Joe Putt to determine):

BPP (Inventory/Contents) _____

BI (Business Income) _____