

Speaker 1:

Welcome to PayTalk, the podcast for payroll professionals, with your host Nina Talley. In the podcast, we explore the human side of payroll by speaking with global industry leaders who provide their unique insights to help listeners better understand the issues important to them and their careers.

Nina Talley:

Hey everyone, thanks for joining us for PayTalk, the podcast that brings you payroll's human side. I'm your host Nina Talley. And today we're joined by Rebecca Harshberger, CPP, VP of Payroll Tax at Entertainment Partners, and a member of the APA's board of directors. Today, we're talking all about how to navigate mergers and acquisitions from a tax and payroll perspective. And I really can't think of anyone better suited to discuss this topic with us than Becky. Becky, why don't you give our listeners a little bit of background and how you came to be involved in payroll?

Becky Harshberger:

Yeah, that's a good question because no one ever decides, "I'm going to go to college and major in payroll." So basically like a lot of people that came from a career change, I was a recruiter for many years, and I switched to account management and went to work at the Frick Company. And Frick way back in the 1990s was an unemployment claims' processor.

Becky Harshberger:

And there, I learned all about state unemployment insurance accounts and was noticed by Deloitte. Back then it was Deloitte & Touche, and they asked me to join their state local practice as a state unemployment insurance tax specialist. And when I got there, guess what? I got a ton of questions from clients about payroll and payroll was not something I knew a lot about. So I found the American Payroll Association and I started taking all of their classes and then continued to be a national member of APA and a local member, served on the board of the local chapter. And eventually APA National asked me to represent APA on Earl Pack, which was back then an information reporting program advisory committee to the IRS.

Becky Harshberger:

And that really changed my career once again. I had been at Entertainment Partners for seven or eight years. Didn't really see a path to promotion because I was the director of payroll taxes and how broad... Well, where is there to go from there. But what was interesting is that after serving on Earl Pack for just one year and getting such a broad exposure, I got promoted to VP at Entertainment Partners and took on more and more responsibility. And then eventually joined the National Speakers Bureau at APA. And now I lead the government relations task force for the IRS and the subcommittee. I co-chair both of these committees. I co-chair the subcommittee on unemployment that we recently created due to the pandemic. So it's been quite a convoluted journey into payroll.

Nina Talley:

But I do love that story because it really shows how the APA can give you the tools to like make a promotion for yourself, essentially, to carve a new section out. Thank you so much for sharing that. And before we dive into the meat of this episode of mergers and acquisitions, I do kind of want to quickly touch on your career trajectory. You're a pretty high ranking payroll professional we just covered, but you've never actually filed payroll before. So explain that to our listeners. Like how does that work?

Becky Harshberger:

I know. It's so weird. I have filed payroll in a test environment, but I don't think that counts. And the way I describe it to people is in order to do payroll taxes, you have to understand what's going into payroll. So I divide payroll in my mind into two sections. One section is hours to gross and I really need to understand that hours to gross process. And one of the ways that I really taught myself to really deeply dive into it is I teach the CPP class here in Los Angeles. And I now can teach any of the 14 chapters of payroll source. And when you teach it year over year, you kind of really start to get it. And that's when I came upon this theory of mine.

Becky Harshberger:

So the start of it is hours to gross. And as a payroll tax expert, I really need to understand that piece of it because my job is the second part of payroll. And that's the gross to net. I need to understand all the different deductions and pay codes going into payroll so that each one of those is taxed correctly and at the right moment in time. So it really is quite odd just to be a payroll tax person, but to know a tremendous amount about payroll.

Nina Talley:

I love it. And I think it really showcases payroll is a multifaceted beast. It doesn't have to look like one thing. And so if you have payroll experience in one area, but say maybe you're feeling a little unsatisfied, a little unfulfilled in your current position, you can go brush up on some information with the APA, get better, stronger, faster, leaner, and go and find a completely new aspect of payroll to sort of explore and expand your professional expertise into.

Becky Harshberger:

I just I wanted to say one more thing about that Nina that I think is super important. And that is that the people that you meet when you do get more involved with APA, in addition to all the learning that you do and the classes that you take, those are the people that give you confidence and that stronger voice at work because then you'll have people that you can call and say, "Hey, can you just check me on this? Because I'm being challenged and I'm feeling like I'm a little bit out of my depth, but aren't I right. I'm actually questioning myself." And when you have people you can call and they say, "Nope, you got this." There's just that little bit more of a bounce in your step and confidence in that underlining tone of your voice that that gives you. And I can't overstate that enough.

Becky Harshberger:

There are people that I've met through APA that have really seen me through some tough challenges and I've stayed the course. And for that, my company Entertainment Partners is eternally grateful that it didn't cave in when maybe a labor lawyer challenged me or someone was reading an IRS code section in a way they've never processed a payroll tax returns. So they don't understand how things are placed on a return like I would. So it's really been such a great experience finding the organization and getting involved in it.

Nina Talley:

I love it. And it's sort of like you're creating your own backup posy, your own hype crew that is as educated on the subject as you, but maybe more so in a different area and can just really help you with standing your ground. Because I think that in tax law, in particular, it's very vague and it can be

interpreted in a few different ways. And having those people who have seen various interpretations of the law, standing there with you saying, "No, you're right," is such an invaluable thing to have and hold with you.

Becky Harshberger:

It's your own personal board of directors.

Nina Talley:

Exactly. So a lot of people think that payroll isn't sexy or cool, but you work with entertainment partners. And for those of us who don't know, that means that your hands have touched most major Hollywood productions, at least in a payroll or tax sense. Can you tell us a little bit about your work with EP and how mergers and acquisitions comes into play there?

Becky Harshberger:

Well, it actually comes into play more in line with what the company itself is doing and the times that we have acquired companies. Either we acquired a way back in 2015 or '14, we acquired a competitor. And most recently we acquired two companies that kind of help us in more of a strategic way rather than buying a competitor.

Becky Harshberger:

But I think for mergers and acquisitions, for the entertainment industry as a whole, what we have seen recently, as you all know, is a tremendous amount of growth in the options that we have to view a program. There's all the streaming services that are out there as well as cable television, and they're all producing tremendous content and vying for our monthly dollar. So I do think in the future, maybe not the near future, but soon there's going to be a little bit of that competitor buying competitor going on in the entertainment industry. So I think that in the future, I will be called on to take a look at some of these acquisitions and how they're going to work for the studios.

Nina Talley:

Yeah. And Becky, that's very interesting. I would love to know the tax ramifications of Disney buying Marvel.

Becky Harshberger:

[crosstalk 00:09:51]-

Nina Talley:

[crosstalk 00:09:52] intense. Aside of the beast that you don't get to see. And I think makes you a true inside partner, it is, I would love to stand with you at a cocktail party and just chew your off on how that works. It's so interesting. And I think so few people have a real idea of it and a real can really tell you how the sausage is made and although it might be ugly, it sure is interesting.

Becky Harshberger:

It is. And you really can't... I have to tell, you can't really screw it up because you can always file an amended return. That's what's the beauty of taxes. I always think to myself, if I did payroll and I pushed the button and someone's paycheck was wrong, it's not like you can say, "Let me amend that real quick,

give it back." Because they need to pay their bills. So with a payroll tax return, you actually can, you can fix any mistake known or unknown at the time. You usually have a couple of years to go back and make it right. You may have pay penalties and interest. You may be able to get out of the penalty, but not the interest, but I always think payroll taxes are a lot more forgiving than actual payroll.

Nina Talley:

So mergers and acquisitions are usually a chaotic time for any department in any organization, but it's potentially even more so for a payroll department because a payroll department is often the last one to know about these huge transitions yet is also usually the first to see the ramifications. So let's talk a little bit about how payroll professionals can prepare themselves for these types of massive changes. So how can a payroll make sure that they are a part of the mergers and acquisitions conversation as early as possible.

Becky Harshberger:

So it's really hard to get yourself onto the what's known as the due diligence team. And that's the small group of people at your company that is actually working on the acquisition or the merger. And if you're lucky enough to feel the vibe like something in the office is a little bit different back when we were all in the office, then you could have maybe gotten a hint, the vibe is different, people are working intense hours. They're a little bit more grouchy. You would be able to maybe butt in and say, "Hey, is something going on? Is there any payroll involved?"

Becky Harshberger:

And you may be able to kind of worm your way in for want of a better word into the due diligence team, but more often than not, you're going to be one of the last people to know about it. And as soon as you know about it, the biggest thing that I think happens in the mind of a payroll manager is they start asking open-ended questions and they ask questions that maybe these folks don't have the answer to. And the due diligence team may be like, "Look, I don't have time for this right now." So you really need to think strategically about what you really need to know once you do find out about it. And the critical thing for payroll is what's the date it's going to happen. If there's any way that you can influence that date by advising them to close the transaction at the end of a quarter, if not the end of a quarter, then at the end of a month.

Becky Harshberger:

And if possible, if you're close to year end, if they could close it towards the end of December, that's like a gift. The second question that they should ask is who's my counterpart on the other side of this transaction. It may not be the payroll manager. It may be a staff person. Get their personal cell phone number, make friends with that person. And then the last question to ask is how many countries are involved if it's potentially an international company or how many states are involved. Because the number of employees doesn't really matter in an acquisition as much as how many states are overlapping with the states that your company is already in. So you'll notice what's not on that list. Questions like what payroll system are they on? Do they do payroll taxes in-house? Where are they located?

Becky Harshberger:

The name of the company. They're not going to tell you. Don't ask. What's their payroll cycle? The people on the due diligence committee have no idea if their payroll is weekly, biweekly or semimonthly.

So you want to make sure that the questions that you're asking are something that the team who's actually doing the transaction can answer for you.

Nina Talley:

That's such helpful advice because I think that a payroll professional who's maybe never done or dealt with a merger and acquisition sort of situation before I think it would be, are they paid biweekly? How do they expect to get paid? How can I integrate into their system when it's too early and due diligence team does not care?

Becky Harshberger:

They don't. [inaudible 00:15:05] the last thing, they're like really? I got so many other bigger deal points to worry about than this.

Nina Talley:

And I think it's good to know and mention that there are going to be things about payroll that you're just going to have to put boots on the ground and do, that is something figuring out how to integrate in with the existing payroll system or roll out a new payroll system. Or figure out how to integrate in their pay cycle into yours, or roll out an entirely new pay cycle. That's just something that you're going to have to manage and sort of de up. You're going to have to implement those things yourself, and that can really being prepared for it, knowing that that's something that you're going to have to do yourself as it's all happening, I think is one of the biggest blessings that you can give to yourself. Is just be ready to not have that information and be ready to do it yourself.

Becky Harshberger:

It's that self reliance and self resilience that you just have to depend on during a merger or an acquisition.

Nina Talley:

And I think that mergers and acquisitions are, as we said, chaotic. There's a lot going on in all different departments, but I also think that it's a time for a payroll professional to really carve out a path for themselves and it's a time to shine. And so do you have any suggestions for maybe things that a payroller can do to help them get noticed during this time and maybe elevate their status at the company as it's going through this type of rapid shift?

Becky Harshberger:

Actually, yes. I think that the biggest thing that you really want to understand is why did my business buy this business? And so often we get caught in the weeds of how am I going to merge this payroll into my payroll. And instead of finding out why didn't we buy these guys? It's a very basic question, but be curious, is it a vertical integration? Or was it a strategic acquisition? Did you buy a competitor? And try to understand the tenor of the purchase, was this a marriage of love. These two companies coming together and so excited to be together, or did you just buy the competitor that hates your guts? You have to know that, and sometimes at payroll, you don't realize, but the due diligence team will know if this company hates you and you should find out about that.

Becky Harshberger:

You should know that because it informs you and it keeps your... This going to sound so California. It keeps your heart open to that counterpart that you have on the other side of the transaction. They may be devastated that their company just got bought by your company. And they may not be that comfortable getting you everything, answering your questions, giving you the documents you might ask for. And so that really good, solid understanding of why your company did what they did. And then secondly, what's the tenor of the acquisition would be, it just shows your level of... For one of a better word. I know it's overused, emotional intelligence and a little bit more of that sophistication.

Becky Harshberger:

So just understanding that, and then also understanding the due diligence team, they are completely exhausted. They have been working on this for months and living, breathing, eating, sleeping it. So for them, you asking a bunch of open-ended questions can be very frustrating. What that due diligence team would actually love is for you to just ask for documents that they can get, that they can actually do. But they don't really want to spend time talking too much. So I would say, have a list ready of all the documents that you think are really important, things that really could help the due diligence team. One of the key items I would say that payroll can help with is asking whether or not they've had any IRS or state audits in the last couple of years.

Becky Harshberger:

And what was the disposition of those audits? Because that tells the due diligence team has this company been paying their taxes on time? Had they been paying independent contractors as independent contractors when they should have been paid as employees? That helps the due diligence team when they're looking at potential future liabilities in the acquisition. The other thing have they been paying their 401(k) correctly to their administrator? So you'll want to ask about documents related to contracts. Can I see the 401(k)? I'd like a copy of the 401(k) administration contract, the health care benefits' contract, workers' contract. Wellness, if they have a third party wellness administrator. Any of those contracts may be something that the due diligence team had either not gotten to yet or at the time, it wasn't really top of mind and they never went back to get them.

Becky Harshberger:

So if they outsource payroll to a payroll vendor, get a copy of the contract. Know when that contract expires. Do they have a W2 vendor? Do they have an early way Jack says vendor? All of those things are easily accessed by the due diligence team. A due diligence team will have what's known as a shared document room and those documents would be uploaded by the company that you've acquired. And then you would be given a password and a log on to download those documents. And then of course the basics. You would want copies of their state, SIT and SUI registrations. A list of their officers. If you have to change your officers on their accounts so that you can gain access to view their accounts online, as an example, in a state, their state unemployment, or their state income tax accounts online.

Becky Harshberger:

So all of those things, those asks, they're not really questions, they're document requests. And that's going to elevate you in the eyes of the due diligence team. And what's going to happen is they're going to see the value of having you brought in a little bit earlier, the next time they acquire a company.

Nina Talley:

I think that's such a great point. Don't ask questions, request easily procured deliverables. For somebody who has to manage a merger and acquisition and sort of make sure that all the ducks are in a row. Like you said, they're truly not looking for conversation right now, but if you make a request for a deliverable, they can put that on the agenda.

Becky Harshberger:

Exactly. And it's done, but then you looking at it, you looking at and going, "Hey, did you know that they just signed a new contract for three more years with this vendor?" "Oh, no, we didn't." And so those kinds of little, once you get the documents, really look at them and be thinking kind of with your business person hat before your payroll person hat. And then bringing it to the attention of the due diligence committee.

Nina Talley:

I think that that is such good advice and truly is what I sort of want this podcast to be all about is because that's not something that you would necessarily consider. Because as a payroll professional, you might just be a little overwhelmed by the idea of a merger and acquisition, and you also might be afraid, but there's a way to carve a place for yourself. And it's understanding how to communicate with this team and understanding what their needs from you are and serving them before it becomes a problem, or before they even realize that they need you. That is an excellent way to elevate yourself.

Becky Harshberger:

So there's just one other thing I meant to mention this early on, but I do want to circle back to it. It's okay to ask what type of transaction is this? And there's two types of transactions that you should be aware of: asset or stock. So when you hear asset, you should be thinking, employees are probably moving to a new federal ID number. Your company didn't buy the liability associated with a federal ID number. They're keeping their federal ID number and their state ID numbers too. So that means that if assets are moving to your company, probably some employees are coming with it.

Becky Harshberger:

And that means you and payroll will absolutely be affected by this. So the easy peasy one is the stock acquisition. If you visualize an org chart in your mind with all the little boxes on it, when your company buys the stock of another company, they're just hanging another box on their org chart. That federal ID number is probably not changing. And payroll may continue until year end, and maybe then they go onto your payroll system. But everything kind of goes as it originally was prior to the acquisition for the employees and for payroll. So it's that as soon as you hear that it's an asset acquisition, then know, okay, I am going to be involved and there is some payroll ramifications here.

Nina Talley:

Running payroll in a single country can be a challenge, but running payroll in dozens of countries, scary, right? That's why I want to tell you about CloudPay. They are a leader in global payroll and they happen to be one of the fastest growing payroll companies. CloudPay has been innovating in payroll for over 25 years. And today they help thousands of companies get payroll right in over 130 countries. They also have trusted partnerships with top HCM platforms, so you can seamlessly integrate your HR and payroll data. CloudPay's experts live and breathe global payroll, giving you confidence in payroll results and compliance. They also have a unified global platform with process standardization, dynamic integrations, real-time analytics and robotic process automation.

Nina Talley:

CloudPay's team plus their technology helps companies to improve their payroll every day. So if your global payroll technology needs some innovation visit cloudpay.net and see how CloudPay can modernize your payroll.

Nina Talley:

Are there any specific federal or even state tax regulations that you know of that are regarding mergers and acquisitions that will sort of almost be like a trapdoor pitfall for maybe a payroll professional who's never managed it before and that they should keep an eye on?

Becky Harshberger:

Oh, yeah, it's ugly out there. Just, I hate to sound like a bummer, but when you acquire a company, it takes some states years to review the paperwork that you sent in. And I'm not exaggerating. So there are rules for both the IRS and for the states. And then most of the states will tell you, "You've got to notify us of the acquisition within 30, 60, 90 days." Usually 30 days. You've got to notify us of the acquisition and file certain paperwork by a certain date. And they are going to potentially blend. If you have employees, let's say in California and the target company that you've acquired also has employees in California, prior to the acquisition, you have to state ID numbers, for SIT and SUI.

Becky Harshberger:

And after the acquisition, you may only have one. And what rate should you use? Should you use the rate of the target account? Do you use your own rate? Do you just continue with your own rate? Or will the state blend those two rates together? As of the date of acquisition, some states will blend them together on January 1st, the following year. So you really have to kind of dig in and talk to each state. They will answer the phone. They will talk to you. Look on the state websites for the paperwork that you'll need. And then of course, there's also the situation where you've acquired a company and you don't have any employees where they have employees. And now you're going to register for a new account. And that new account, when you register it, you must tell them the reason for registering is that you are acquiring such and such a company with this ID number, the date of acquisition, and the number of employees involved.

Becky Harshberger:

You may have only bought part of a company. You may have bought just one or two locations in a state where they maybe have three or four locations. So states do highly regulate merger and acquisition when it comes to state unemployment insurance tax accounts. And then with state income tax accounts, you'll also want to be aware of how W2s need to be filed for that state and whether or not you'll file a combined W2 for the full year or two separate W2s for post acquisition and prior to acquisition. So with all of that said, almost every state allows you to carry forward the wage base of state unemployment insurance and state disability insurance if that applies. There's a handful of states that don't let you carry it forward, but most let you carry that forward. But most payroll service providers are not sophisticated enough to load onto your system, the year today, wages are upon the date of acquisition for state unemployment and federal unemployment and social security and Medicare.

Becky Harshberger:

So a company ends up duplicating those taxes. You have three years, you could go back and the states and the IRS to ask for a refund for those duplicated taxes for the year, for the duplication of state unemployment or the duplication of social security on highway journeyers. So there's a lot that you need to learn very quickly about mergers and acquisitions, if it's your first one. But as I started with, and I mentioned it early in the conversation, you can always file an amended return.

Nina Talley:

Exactly.

Becky Harshberger:

So don't sweat it. Just know, "Hey, we can fix it in the end."

Nina Talley:

I think that probably is the biggest relief when it comes to payroll taxes, especially with mergers and acquisitions, is that there is like a safety button that you can press and give yourself just a little more time. So for our listeners who are interested in doing a little more research into the tax ramifications of mergers and acquisitions, don't miss June's issue of pay tech, which also features an excellent article on this topic. Now is the time in our podcast for something we like to call payroll nightmares. We ask our listeners to send us their payroll nightmares to podcasts@americanpayroll.org, or leave us a comment on the APA's Facebook page.

Nina Talley:

For this month, Becky has a nightmare for us. And so I would really love to hear this nightmare on mergers and acquisitions.

Becky Harshberger:

So we've talked a little bit about the exhaustion that people have on their due diligence. And then you're wiped out. You're emotionally beat and not everybody survives the acquisition. And the beloved person that the whole company thought was wonderful just got let go. And to thank them for their service and to make sure that they have a soft landing, maybe your company is going to give them a big check, a bonus, if you will, the golden handshake. And you're responsible for cutting that check. And there is nothing worse than taxing that check wrong. It is you're already, people are at that emotional height, they are drained and frustrated. And now really you didn't tax this correctly. There is just no answer for that.

Becky Harshberger:

Of course, an acquisition could trigger a stock option as well, any kind of an executive pay out. So that is my biggest nightmare. Then I'll give the listeners an example. You cut the bonus check and you don't realize until after the direct deposit is gone, that you use the right bonus code. But for some reason, instead of taking the California required 10.23%, it only took the 6% on the bonus and or worse that federal the bonus pushed them over the million dollars. And you just taxed them at the regular supplemental and not at the over million supplemental for that portion that push them over a million. So that's my payroll nightmare is cutting big checks during an emotionally overwrought time. And it's just the worst.

Becky Harshberger:

I admonish people to put the check in a test environment, put direct deposit on hold, take a physical, look at the check, print it out, print out the taxes, show it to many people. Ask many people to sit quietly and look at it and scrutinize it and make sure that it's completely correct before you let that direct deposit go. It's just the worst, most horrible feeling. And usually they're asking people to cut these checks that don't normally cut checks, right? They're asking the management team of payroll, that payroll director, and what are we going to do? We're going to go to the payroll staff person and say, "Okay, I need you to cut this check. It's for this." And if we depend on our staff person to be perfect, and we don't have that second and third pair of eyes on that big check, that's my nightmare right there. Just the worst.

Nina Talley:

I think that when it comes to talking about payroll and taxes, we can get really into the numbers of it and sort of divorce ourselves a bit from the people and what's going on with the people. And you're completely right. There is nothing worse than letting somebody go who people love. And it's not necessarily any fault of theirs that their job is dissolving. And then you mess up their parachute chart. And then it also causes distrust in the rest of the employees [crosstalk 00:34:28]-

Becky Harshberger:

Ruin reputation.

Nina Talley:

Because that person talks to their former team members. It becomes like a leak in the dam that can burst and cause a lot of distrust in this new company that is... Well, not a new company, in this new arm of your company that is being folded in. So I think that, that's an... Not an excellent nightmare, but an excellent example of a nightmare that you can prevent with just a little bit of extra due diligence. And everyone don't forget, if you would like to be included in our payroll nightmares, send an email to podcast@americanpayroll.org or leave us a comment on the APA's Facebook page. And remember you can always make it anonymous. And we don't like to leave things on a negative nightmare note here at PayTalk. So I have one more question for you, Becky, what is the best piece of payroll advice you've ever been given? Or what is the best piece of advice you wish somebody had given you?

Becky Harshberger:

I wish someone would have told me early in my payroll/payroll tax career, that there's always more than one solution. In payroll, we tend to be very logical and we tend to be told by our mentors and our instructors and our vendors, "Here's how you do this the right way." But in my vast experience at Entertainment Partners in all 57 states and many over 100 foreign jurisdictions, you can brainstorm with state agencies. You can brainstorm with IRS, with your vendors. Pull in as many people as you can, ask for their creativity and their wildly crazy ideas. And you can forge new paths. You can actually do things you would have never thought possible in payroll. So I can't stress it enough. There's always more than one solution.

Nina Talley:

I love that. And I think that, especially because payroll is constantly evolving and our businesses are constantly evolving as we add in companies, as we acquire companies, as we merge in with other

companies that you might have to cut your own path and that's okay. Just make sure that you have people on your side, on the state level, on the federal level, other people in your network who are working in payroll, in mergers and acquisitions, who you can turn to and say, "Hey, does this sound right? Do you think that this would work? Can we have a quick brainstorm session on this?" If you offer your time and energy to your payroll network, they will offer it back to you in turn and it can pay off in spades. It's just about being a little creative in your problem solving.

Becky Harshberger:

And be brave and ask. People love to help you. They would love to help you.

Nina Talley:

I love that. That's such an optimistic way to look at it. And I think that, that's what I'm going to take with me from this episode is that people are here to help and they want to help. And it's not just that they're here to help. They want to help you. And this was such a fun, engaging conversation, Becky. And I know that I feel better after it. It's taxes, are scary. Mergers and acquisitions are scary, but it definitely has given me some insight into how it works and how, if you're flexible with the situation you're going to come out on top. And so thank you so much for your energy and your expertise. The tax landscape relating to mergers and acquisitions is in constant flux. And I really appreciate you taking the time to share some of your insights with us.

Nina Talley:

And I want to take a moment to thank all of our loyal listeners out there. Without you PayTalk would not be possible. Make sure you like it, subscribe. Or if you're feeling particularly moved by our content, leave us a rating and a review on your preferred podcast, streaming service. That is the best way to support this podcast and ensure that we can continue to bring you the human stories that make payroll so personal. Until next time folks, this has been your host Nina Talley with PayTalk.

Speaker 1:

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