

Episode 29

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SPEAKERS

Jason Duff, Connor W. Kinsey, Ethan DeLeon

- C** **Connor W. Kinsey** 00:00
on the civil side, so excluding criminal law, which is what most people probably traditionally think of when they think of what attorneys do. We don't really do that. Yeah. But within the civil practice of law, there's litigation, which is the courtroom dispute stuff, and there's transactional work, which is setting up businesses, negotiating contracts, the paperwork sort of stuff. Um, and with— within our firm and, and within most bigger city firms, but it's a little bit unusual in a smaller community. We do probably equal share of both.
- E** **Ethan DeLeon** 00:37
Hey everyone, my name is Ethan DeLeon and I'm here with our founder and CEO of Small Nation, Jason Duff.
- C** **Connor W. Kinsey** 00:46
Joining us on the show today, we have partner at TDNH Law, Connor Kinsey.
- E** **Ethan DeLeon** 00:50
We want to welcome you to the Small Nation podcast where we share some of the valuable lessons with what we have learned about entrepreneurship, real estate, economic development, and more. The point of this podcast is to create value for you, the listener, to create a space to learn, talk about what's trending, and inspire others. Thanks, Ethan. Connor, welcome to the show.
- C** **Connor W. Kinsey** 01:06
Thank you.
- J** **Jason Duff** 01:07
So Connor, uh, you and I share something in common. We are just about the same age. Is that right?
- C** **Connor W. Kinsey** 01:14
11 days.

J

Jason Duff 01:15

11 days. And who's 11 days wiser? That's a debatable question.

C

Connor W. Kinsey 01:23

I know who's older and I'm looking at him.

J

Jason Duff 01:28

So No, I, I'm excited to have Connor on the show today because Connor is an attorney. He happens to be our attorney here at Small Nation. And we've been working hard. Yeah, that's okay. Well, knock on wood, you know, we've not been in any litigating matters to date.

C

Connor W. Kinsey 01:45

We've never been a defendant.

J

Jason Duff 01:46

We've never been a defendant.

C

Connor W. Kinsey 01:47

All right.

J

Jason Duff 01:48

So I'm knocking on wood for that. Famous last words. You heard that on the podcast. I did knock. I think this is laminate, though. I'm worried that it doesn't count. I hope it does. No, uh, you know, Connor, uh, and I had a chance to meet through introduction of his father Gary. And, uh, for those folks, um, that may be listening or from the area, Gary Kenzie is an icon. He— there is not a guy, any— anyone like him that I have ever met. And early in my business career, Gary, uh, took me under his wing. Um, I needed someone to advise me to get an insurance policy. And Gary spent time as a young business owner teaching me the different types of insurance products that are out there and really listened to what my goals were. And probably the thing that surprised me the most, and that speaks the quality of who he is, that at some point after we had done business and I had grown my companies, you know, 10 or 15 years, he called me up and he made a change with one of the carriers, one of the insurance carriers that he represented. And he had a disagreement with them with another customer and was no longer going to have that carrier in his agency. But because the level of, um, premium that I was paying and I'd never had a claim or exposure with that carrier, he actually said, I am going to be calling up my competitor and sending you to them because I do feel for your portfolio of business you would be best represented to stay with this carrier even though I'm no longer going to have them in my brokerage. Wow. I fought with him saying, no, you are the person that I trust. You are the person I want to work with. And he was very resolute in saying, I understand all of those things, but I am still, by the oath of what I do, of my profession, this is decision you need to do.

C

Connor W. Kinsey 03:49

The oath of an insurance agent.

J

Jason Duff 03:52

Now he's not here to defend himself, but truthfully From that conversation, I, I had a chance, and he would always speak of Connor, um, and his son and what his son was doing. And, uh, you know, a few years had passed, and, uh, he did an introduction because Connor moved to the, the Logan County, right?

C

Connor W. Kinsey 04:10

Yeah.

J

Jason Duff 04:11

So tell us about that journey.



Connor W. Kinsey 04:14

Uh, shortly after I graduated from high school, my father is from a rural part of Eastern Ohio. And, um, after he graduated from high school, moved to Columbus, worked in an insurance company at the time on the corporate side. While at that insurance company, met my mother, who's from suburban Chicago, and they ended up making a home, raising a family in a suburb of Columbus. But I don't think my father ever really fully embraced the suburban life and lifestyle. So that shortly after— and I'm the, the youngest — after I graduated from high school, it was about 5 minutes later that they had purchased an insurance agency up here in Russell's Point on Indian Lake and had relocated. I then went to college down OU at Athens, came back to Columbus for graduate school, which is when I met my wife. And we got married— well, we started dating in 2006, 2007, which was about the time I finished graduate school. Graduated school, spent about 5 years living and working in Columbus at a— in the Columbus office of an international law firm. But then, not probably 6 months or so after we got married, started having, you know, bigger picture discussions about do we really want to spend our entire life within 1 mile of the house, the homes that we both grew up in. Hey, there's this kind of unique opportunity because through my mother— actually not my father, but through my mother or her career— when they moved up here, she began working for a large commercial general contractor based out of Bellefontaine, and through that contact, um, had some involvement with that company's attorneys in a construction litigation context. So actually, through her, I had become aware of Thompson Dunlap and Heidinger, this law firm up here in, in Logan County with its principal office in Bellefontaine, but also an Indian Lake office. Um, I had gotten to know some of these guys, and actually, my first job out of law school. I was an in-house attorney for SWACO, the Solid Waste Authority of Central Ohio, which is the organization, the quasi-governmental, or I guess it is technically a political subdivision. It is a political public entity that manages and operates the Franklin County Sanitary Landfill, uh, just southwest of Grove City on 71, just outside the Outer Belt. And, um, that was my very first job, was an assistant general counsel for that organization., and we often found ourselves involved in litigation. And part of my job, I guess, was to, um, select, retain, manage, supervise outside counsel on litigation projects. And, um, through my mother's referral, and, and, um, it was shortly after, about the same time as, uh, Thompson Dunlap Heidinger had been wildly successful in a lawsuit involving this large commercial contractor locally successfully suing Walmart in federal court and riding high upon that recommendation. Yeah, I brought, um, brought some of the guys from Thompson Dunlap and Heidinger down actually to SWACO to talk to them about serving as outside litigation counsel. That didn't really ever come to fruition because that organization being within Franklin County in a political organization itself with a very political board, felt that despite, you know, zero difference in quality of service whatsoever and far lower, more reasonable Logan County attorney fee hourly rates, it was in the best interest of the organization to stick with local counsel. Surprise. Yeah, that it was highly political. So that didn't directly lead to any work, but it led to me having a wonderful personal connection, uh, with some more of the attorneys at Thompson Dunlap and Heidinger. And, um, left Swaco, went to work at the big firm for about 2 years, and got married during that period of time. Started having those lifestyle sort of conversations where, geez, you know, here's a maybe another opportunity, something else that we can look at. The idea of living on a lake and even on an island on a lake became very attractive. My wife wanted to go back to school to get her teach, degree in teaching. It just kind of all fell in place very naturally. I remember one, it was a Wednesday afternoon in

October of 2011, picking up the phone and calling one of my now current partners who I'd gotten to know again through my mother's connection with her former employer. Called him one afternoon. I think probably an hour later we were eating chicken wings at the B-Dubs in Dublin, just off of Avery Road. It was probably a week or two after that I had been offered and accepted a position with Thompson Dunlap and Heidinger. Started sometime after the first year, and the rest, as they say, is history.

J

Jason Duff 09:25

We're glad that you said yes.

C

Connor W. Kinsey 09:26

Yeah, well, it wasn't me saying yes, it was them saying yes, I wanted to come. And it was just a— it just worked out very well, serendipitous.

J

Jason Duff 09:33

So one of, um, Connor's senior partners was my attorney originally when I first started, and his name was Rob McDonald. And Rob is one of the most astute, detailed, and knowledgeable attorneys in real estate that I have ever met. And another conversation that happens is sometimes your advisors and mentors, they deserve, if they've worked a long career, to retire at some point. And Rob kind of put a bug in my ear to say, listen, it's been great working with you, and I love working with you, but I'm probably not going to be around in this firm forever. Yeah. And I want to introduce you— and he brought up the name Connor Kenzie, and I said, is that Gary's son? And he said yes. And I think we decided to do our first deal together.

C

Connor W. Kinsey 10:17

I think if my memory serves correctly, and I don't— I'm not going to get this 100% correct, but I, I think this is fairly accurate, is that after I joined the firm, shortly after I joined the firm, my first actual retained project with you is that, um, you historically had been having— is getting jammed up in some way, shape, or form with the state, uh, regarding your, your billboards that are located just to the west of 68, uh, along 33 there. That property that there at some point had been, I believe, some sort of maybe dedicated—

J

Jason Duff 10:55

and then it was a railroad easement.

C

Connor W. Kinsey 10:56

Railroad.

J

Jason Duff 10:57

Really old railroad easement, hundreds of years old, that for us, they, they, the, the railroad wanted to get rid of that. The state wanted to get that, that ground, you know, back to the owners that surrounded it.

C

Connor W. Kinsey 11:09

Yeah.

J**Jason Duff** 11:09

For us, it could be very valuable because being right on the highway, we could build additional billboard signs. But it takes sometimes— this is where attorneys become really important. They can navigate that bureaucracy and understand what, what part of the state to contact, how to properly write the letters. And I think we successfully were able to get that.

C**Connor W. Kinsey** 11:31

Yeah. I hate to burst your bubble, but my, my recollection of it actually is that that getting that right of way vacated by the state was something that you had been working on. And I don't know if Rob had been working on it for you previously for an extended period of time, but all of the paperwork, I believe everything was complete. It was just sitting on a bureaucrat's desk somewhere in Columbus. And you contacted me and said, you know, hey, we're working on this. Can you help us out with this? We're trying to get this one across the finish line. Oh yeah, sure, whatever. Yeah, I'll take care of it right away. And my recollection is, is I, I think that day, and I'm not sure that I did anything, but I, I think it was like that day or the next day that, that the, that it resolved. But it resolved that it was just—

J**Jason Duff** 12:24

there's your— but to Jason, it was that you were the guy who got it done.

C**Connor W. Kinsey** 12:28

Listen, but I think I called, I think I called somebody. I, I have a vague recollection of calling somebody. She's like, yeah, it actually it was on my desk. It just went out yesterday. It's all taken care of.

J**Jason Duff** 12:38

Do you know what I love about your profession is you get other people to pay you to learn.

C**Connor W. Kinsey** 12:45

Well, pay me to spin my wheels. I'm not sure I learned anything. Yeah, it's, it's, uh, conceptually a strange thing that I do. That's for, for certain. It's, uh, you know, just the, the notion of in a direct sense selling time. Yeah, attention is somewhat of an amorphous sort of concept that I sell my time. And also, it's one of those things that if you think about it too deeply, you know, it becomes kind of morbid in a strange way. But it is— yeah, it is a unique profession. And, um, when I, when I was working in-house at Swayco, my first job out of school, because I was an employee of an organization as an in-house attorney, I did not actually in a minute-by-minute sort of sense, keep track of my time for billing purposes. But then when you become accustomed to doing that over a period of time, even though it's kind of a pain in the butt, you become used to doing that, and it just, um, draws your attention to so many things that I don't think people, uh, in different professions that are not just driven absolutely 100% by time, like you know, you just become very sensitive to certain things. Like, hey, that could have been a 5-minute conversation instead of an hour-long meeting. I really have to applaud my wife because I, I think that's a mentality that becomes very ingrained in you professionally. It's tough to divorce or step away from when you, when you get home. Like, hey, yeah, time, time is literally quite, quite literally money here, so we need to be very efficient about all things. And, you know, Yeah, it's a strange, strange line of work. I'm in, so that's funny.

J**Jason Duff** 14:26

So Jason, I have to— I'm curious, when was the point that you realized you may need legal help in your business adventures? Well, I got to be honest, in the beginning I was a little cheap because I would jump to the internet, as I'm sure a lot of entrepreneurs who may be listening to—

C**Connor W. Kinsey** 14:42

not trying to call you out.

J**Jason Duff** 14:43

I was like, you know, okay, I need this rental agreement. Yeah, I had built a self-storage facility and part of the nature of that business is you're renting self-storage units and people are paying you rent every month. And I just assumed, like, starting out that, you know, I would give them the unit number and they would pay me. Well, that was a bad assumption because a lot of people wouldn't pay and then they would leave their stuff or they, you know, would, would put their neighbor's stuff in there. I mean, it's just this whole plethora of a web of challenges. And that's where I realized I needed an agreement. Yeah. And, you know, understanding and learning about contracts, like, there are so many types of legal documents, and oftentimes, like, your, your nature is, I'm just gonna go to the internet and find a blank template. And, um, in about every case that I've ever done that, I've regretted it. But this is where, you know, getting introduced to an attorney is someone that is your advisor to really understand what you're trying to accomplish and asking those clarifying questions and then constructing an agreement that you can, you know, work with, uh, your, your business partner, could be your tenant, could be, um, you know, establishing the documents that you need to start a new entity. There is so many different ways that, you know, over the years I, I come to Connor with, with, with problems that I have or, or things that I need, and he is the resource to help get those contracts and those agreements in place. Yeah, awesome. So I know in our conversation you were explaining to me a little bit about the types of work that you do. So you mentioned contracts, but, you know, you've explained to me that it's not just a specific niche necessarily. You know, you've partnered with us for the past 10 years to help, you know, do business. So can you explain about, you know, just a high-level basis of some of the areas that you work with us?

C**Connor W. Kinsey** 16:35

Yeah, that's working with a client like Small Nation and with Jason.

J**Jason Duff** 16:41

Is amazing.

C**Connor W. Kinsey** 16:43

Yeah, well, no, it really, it really is.

J**Jason Duff** 16:45

I'm saying, so he was paused there, so I thought I'd just throw that in there. No, no, no, okay.

C**Connor W. Kinsey** 16:49

I didn't realize we had sound effects.

J**Jason Duff** 16:51

I haven't used those in a while.

C**Connor W. Kinsey** 16:52

There you go. Uh, I do not come from a family of attorneys, so that when I, when I decided to go to law school, which was probably my sophomore year of college, it was a decision made and I'm going to be perfectly candid with you guys, is made on two things. Growing up, I had a number of friends whose parents were attorneys, and I could tell that they did well financially, and that was attractive to me, even though I had no idea really what they did. I just knew, hey, it seems like Ross Fulton's dad's got a pretty good thing going on. So that, that was one driver. And then secondly, also, you know, you get into You know, you're in high school and the goal, the next thing is going to college and you get to college and it's like, well, what am I going to do after college? It's like, I don't really like working. I could just keep going to school. That's more attractive to me than, than getting a job. So I could prolong that as long as possible. So it was a combination of personal greed and laziness.

J**Jason Duff** 17:58

This is going to be a great show, by the way, that drove me into this profession.

C**Connor W. Kinsey** 18:03

Without really knowing at that point what an attorney does other than just what you glean from the media, television, movies, things like that, conversations. A lawyer does that, oh, they're marching the courtroom and they're going to fight for your rights, or, you know, they're wheeling and dealing and putting together these, you know, that you kind of have, have that in mind. But, and you start law school, and that first year of law school where you're taking all your basic foundational classes, to a large degree reinforces that notion that, that, you know, this is what a lawyer does, and it's in some ways exciting and glamorous and everything else like that. And you have that in mind, and that's good and exciting, and, uh, you know, was a good fit for me, and I, I liked that. And then I actually got down to the practice, and that first job at Sueco was a good job, but I, I went into that knowing that that was a temporary stop for me. I think I was there for 14 months, I believe. And then I got the— the— and I came out right in the middle of a recession where firms were laying people off left and right. So I was very fortunate to get that job at Sweco as a first job. But then when, you know, essentially the first real opportunity I had to, to go work for a mega firm, I took. Um, and in a lot of ways, the legal profession is analogous to the medical profession, where at a certain level it becomes so technically specific. It becomes so specialized, so deep, that when you end up in a— in one of those big monster firms, the law is so complex in some ways that you're working on one very specific, such a narrow issue of the law that is 1 inch wide but 10 miles deep. But that's all I do every day. And I got into this, um, practice group at my firm that all we did was represent— and within one specific type of transaction, which which was an equity investment in a tax credit financed real estate development project, whether low-income housing, new markets, which is effectively the commercial equivalent of low-income housing. Mm-hmm. It's commercial development in what's called a qualified census tract, which is a low-income area. Um, and also what are called historic rehabilitation tax credits, which is self-explanatory. Uh, but we worked solely on those types of, of transactions. and we only represented the ultimate equity investor in those types of transactions. So within one very narrow set of— one very narrow, specialized, and somewhat unusual type of transaction, we only ever represent one party on one side of that transaction. It is so specialized, so narrow.

J**Jason Duff** 20:44

That sounds boring. I was gonna say, it sounds so exciting.

C**Connor W. Kinsey** 20:46

Well, there is within the practice group, and I kind of joke about this because Yeah, kind of joke about this internally within the firm, but there's one guy at the top of that practice group who we referred to him as the Wizard of Oz. And he—

J**Jason Duff** 21:00

that's a cool title.

C**Connor W. Kinsey** 21:01

Yeah, he's probably in his 80s, but he was the first guy there in the morning, the last. He lived in the— I really lived in the office. Like, I could show up at the office at an odd time, like 10 o'clock on a Saturday night, Mike's there. It's just weird. Yeah, that guy's gonna lay on his deathbed and say— that's what I think of Jason, by the way.

J**Jason Duff** 21:18

Yeah, well, that guy's gonna be called the Wizard of Oz.

C**Connor W. Kinsey** 21:20

I love that. That guy's gonna lay on his deathbed up and said, man, I just wish I could have worked a little bit more. Yeah, it would have been great. And he was in his office, door closed, and he, uh, had a headset, uh-huh, probably from the '80s, maybe one of the first headsets to be on the phone all day. Yeah, a little wire.

J**Jason Duff** 21:38

I like that.

C**Connor W. Kinsey** 21:39

Mike, Mike coming out here. It was just on the phone all day because he had— his career initially had been with the Internal Revenue Service. He was with the IRS. Then in 1986 Coming through the Reagan administration, there's this broad-based tax code reform, but part of it was the creation and introduction of these federal income tax credits for investments in these sorts of projects. And so he had worked for the IRS when that was, you know, had taken part in actually developing the law and the code surrounding that. So he was one of the real experts in this area. Transactions are such that the equity investor, the party that ultimately receives the federal income tax credits, has to meet a very specialized and stringent set of requirements to be a qualified investor in those sorts of projects, to where you're really, based upon market cap and the size of the— and sophistication of the investor, you're really narrowing it down to a very small pool of, like, truly national banks and life insurance, other forms of insurance companies.

J

Jason Duff 22:43

Those sound like exciting people. Yeah. So that's all—

C

Connor W. Kinsey 22:46

and they pool money together.

J

Jason Duff 22:48

Yeah.

C

Connor W. Kinsey 22:48

To form what's called a syndicated loan fund, which is effectively a bank account. And that bank account then is the actual instrument that makes the equity investment. And I can tell I'm boring myself. So, so, and we would represent those bank accounts. Yeah. So you literally don't have a client. Like, there isn't actually a person.

J

Jason Duff 23:06

Uh, you didn't see yourself doing that forever?

C

Connor W. Kinsey 23:09

It didn't exactly mirror what I had envisioned myself doing when I made the decision to go to law school.

J

Jason Duff 23:15

Defending all the murderers and everything you see on There's no defending anything. Can you speak to, on any given day, what are the kind of things that you're working on?

C

Connor W. Kinsey 23:25

My responsibility with those sorts of transactions— again, you have the, the top guy at the top of the pyramid within our practice group. Yeah, one real true actual partner guy who's the one with all the connections, because in that entire universe there might only be like 30 potential clients that actually can be the equity investor in those sorts of projects. And of those 30 in the entire country, he represents 18 of them or something, you know, he So that, that was what you were doing.

J

Jason Duff 23:51

I'm actually more— what are you doing now? Yeah. The exact opposite. Okay.

C**Connor W. Kinsey** 23:56

Tell us about that. The exact opposite. That, that practice was inch wide, 10 miles deep. Yep. One, not, not what I was looking to do. That firm, that practice area could never represent Jason Duff, Small Nation. Because in any given day working with you, as opposed to populating these tax credit generated operating agreements for an equity investor that's truly a bank account, not really understand what the heck I'm doing. In the morning, might be getting a call that, hey, we've got this tenant that's, you know, flicking cigarette butts onto the roof of the neighboring building, getting phone calls that they're going to, you know, Sue me, report me to this, that. What should I do? That, that could be the call at 9 o'clock. 10 o'clock, hey, uh, we've got a prospective tenant for this location over here. Um, we think that this is a good match, part of their business model. We'd like to help them acquire a, uh, a liquor permit for on-premises consumption. Okay, that might be something else that comes up in the same day. Oh, by the way, we have another property that we just acquired that we need to do significant renovations to for truly, you know, public safety purposes. And we have all these tenants that are either refusing or very much dragging their feet in terms of getting out. What are we going to do about that? Also, I've got the city of Bellefontaine all over me about a separate location where a tenant's allegedly operating in violation of a fire code. And by the way, also, we need to start talking about what's going to happen with all of my various business entities' interests in the event that I take a left turn onto US 33 someday, come into work and get plowed over by a truck. Yeah, that's a normal day. Yeah, so that's, that's widespread now, widespread, uh, touching almost any major area of practice and can all be happening simultaneously.

J**Jason Duff** 26:17

Sure. What I appreciate about TDH Law and, and the work that Connor does is that within his firm they have other attorneys that do have specialties in other areas. So he, you know, works in a, a small town firm which the, the benefit of that is you build relationships with many of those other people that you get to know. They're customers of yours, you're customers of theirs. Um, but just the willingness to— when I have an issue, someone actually picks up the phone, listens, and then responds. You know, sometimes when you work through an internet attorney or you're with a big law firm in a major city, you're simply a number. And, and I do appreciate all those situations that Connor just described are, are things that can all happen the same day. Yeah. And then some days things are pretty quiet for a few weeks. But, you know, we— as you're building your business, there is the kinds of documents of entity formation. There's partnership agreements. There's lease agreements. I mean, these are all templates. And once we get the template and we get the rhythm down, as you're scaling and growing your business, you've got something you can work off. Now, I would probably say most of our leases, they do have customizations or unique— Connor calls them wrinkles— that, that we kind of need to vet out or talk through to, to personalize that agreement for that deal.

C**Connor W. Kinsey** 27:40

Yeah, one of the really neat things personally, um, that is as a direct result of working with, with Jason, with Small Nation and your business model is very often when you have a tenant, a prospect, a business that you believe, you know, is a good fit within the community, a good tenant for you to partner with either as a landlord or in another capacity, that that then usually also becomes a business referral to me, to our firm to work with them. So it is this incredible snowball effect with the momentum that Small Nation has created. Within Bellefontaine and really throughout small communities all over the state of Ohio. It's bizarre small world sort of stuff that not all that long, it was right at the end of October, we gave a presentation to the Ohio Bar Association regarding the small town development model and Small Nations work and the types of unique legal issues and pitfalls that spring up with that type of economic development, the type of economic development that Jason does every day. And afterwards, after that presentation, Jason and I were milling around a little bit, talking with some of the attendees. A gentleman comes up and starts talking to me and Jason, asks me, where's Jason from? I said, well, he's from Huntsville. It's, you know, I don't know if you're familiar with it, a little bit northeast of, or a little bit northwest of Columbia. I'm from northwest Ohio. Oh yeah, whereabouts you from? You've never heard of it. Try me. Turns out he is from the same small town that my in-laws are from and live in way up in the very northwest corner of the state, Williams County, Bryan, Ohio. And Jason and the Small Nation team are actively involved with counseling and assisting Williams County and the city of Bryan with the Small Nation model of small town revitalization, economic economic development. So it's just, you know, here we're giving a presentation in Columbus.

J**Jason Duff** 29:56

It goes, it goes both ways. And that's the thing about, you know, when Connor saw the work that we're doing, he knows of other relationships and professionals that we should connect with. So yeah, meeting, I think it was your father-in-law, and your father-in-law introduced us to the Community Foundation in Bryan, Ohio. And we started interacting and meeting folks from the chamber, folks from the downtown, other business owners. And the thing that they articulated that they need is they needed help identifying and creating a new community brand. And so last week was pretty exciting. If you've not had a chance, you need to go to Bryan, Ohio's brand new community website. They launched their brand new brand, which is Live the Sweet Life in Bryan, Ohio. But none of that would have happened without that— though, these kinds of business connections.

C**Connor W. Kinsey** 30:43

Okay, I will let Rick Kuhlman— yeah, let him know— just shout it out, Rick Kuhlman, know that That's where that came from.

J**Jason Duff** 30:51

Terrific. Yeah.

C

Connor W. Kinsey 30:52

One thing I like to do in this podcast is take some of the power away from the fear of the unknown by asking some of the simple questions. So Connor, what does a relationship between an attorney and a business normally look like?

J

Jason Duff 31:01

Is that like a retainer basis?

C

Connor W. Kinsey 31:03

Like, well, it depends. Yeah, the simple answer is it depends. Um, kind of, I guess, a common quip is that everybody, every attorney is a, you know, a liar, cheater, and a thief, except for my attorney.

J

Jason Duff 31:17

My attorney's okay.

C**Connor W. Kinsey** 31:18

Uh, that's usually how that, that plans out in a certain sense. But with a business client, particularly with a new business client, um, we as a firm and I individually, we, we really do everything we can, you know, that we get nowhere, um, by having— and we're not a firm that operates on one-touch, one-off relationships with clients. That, that's just not a sustainable business model, particularly in a smaller area like, like Logan County, or— I mean, that's just not long-term a sustainable model for anybody. Um, so we do, and we've been doing it for a long time very successfully, have a pretty good gauge, um, on how we can best help our clients succeed. And with our clients' success comes our success. Yeah. And, you know, how that plays into the client fee agreement how fees are structured, what appropriate hourly rates are given the, you know, the experience of the attorney and the sophistication necessary for the work, that I, I don't know of an instance where we would ever make our services either cost prohibitive or even difficult for a client. That our biggest— if a client comes and says, I want to start a new business "Help me form an LLC." That's not, you know, and that should never be the last touch that we have with that client. That it would be our hope that we can continue to grow that relationship with that client as they grow their business. That, you know, and, you know, setting up an LLC is simple enough, but let's say, "Hey, your business is going big guns. You want to add some new employees. Do we need to start taking a look at whatever sort of human relation, human resources policies you have in place? What do we need to start doing?" troubleshooting on that front. Hey, you're looking at acquiring some new equipment, you're looking at different financing options for doing that. As your business expands, grows, and is successful, the number of different avenues in which you're going to need legal advice, resources of a, of a business attorney, is just gonna— it's gonna influence as well— flower out from there. Sure. And that's where that relationship really can develop in a firm like our firm. That, boy, um, other than— well, I guess we, we do do some criminal defense work, but only outside— excuse me, only outside of Logan County. Um, we do not do any, uh, consumer bankruptcy sort of work. We do a little bit domestic work, but by and large, we are a full-service civil or corporate business law firm. That within our firm there are very few questions, challenges, areas in which a small business client is going to need assistance that we're not able to assist.

J**Jason Duff** 34:25

Yeah. So let me ask you this. I know we were talking before that redevelopment can sometimes lead to controversy. Yes. And I feel like we see that quite often. So does that mean you're, you know, as you partner with businesses, that you are prepared to defend them, to go all the way to court if that needs to happen? Is that common for most?

C**Connor W. Kinsey** 34:48

Yeah, we as a firm have both, in kind of terms of art within the legal world, that there's on this, on the civil side, so excluding criminal law, which is what most people probably traditionally think of when they think of what attorneys do. We don't really do that. Yeah, but within the civil practice of law, there's litigation, which is the courtroom dispute stuff, and there's transactional work, which is setting up businesses, negotiating contracts, the paperwork sort of stuff. And within our firm and within most bigger city firms, but it's a little bit unusual in a smaller community, We do probably equal share of both, but within those two areas of practice, um, based upon personality types largely, there, there tends to be specialization with attorneys that they tend to just by virtue of personality type gravitate either towards, hey, I like the excitement and drama and conflict litigation of litigation there, and that's real, or I don't like that stuff, that's too stressful, I like helping Yeah, I enjoy getting lost in the weeds and details of working out this contract. Yeah, um, the, the most attorneys by personality type tend to gravitate one direction or the other.

J**Jason Duff** 36:10

Yeah. One thing that I think works really well between Connor and I is the idea of risk and risk assessment. So, uh, oftentimes I will bring a deal or an opportunity that I'm working on and I will give the Cliff Notes to Connor and share with him, hey, I'm looking at this building or project, these are the things that are involved. And usually the first thing that he'll say to me, why are you buying this?

C**Connor W. Kinsey** 36:34

Yeah, yeah.

J**Jason Duff** 36:36

I mean, you know, I— we've been through properties that are missing roofs. We've been through properties that have some of the worst roach infestations that you've ever seen. But you know what I like about Connor? He asked the discerning questions because he is looking out for me. Knowing that my risk profile is probably a lot higher than his.

C**Connor W. Kinsey** 36:57

It is.

J**Jason Duff** 36:58

It is. It is.

C**Connor W. Kinsey** 36:59

There's no problem.

J**Jason Duff** 37:00

It is. But, you know, it is an opportunity. You kind of want that around your team. Yeah. Because it shouldn't always be. And he has protected me of maybe putting those thoughts into my head that I should do a little more due diligence or I should negotiate better because of the risk profile of a particular deal. Yeah, it's good.

C**Connor W. Kinsey** 37:21

So, so for the most part, you act as a transactional lawyer, you know, like getting things done. Small Nation, yeah, sure. Yeah, it can vary from— and I'm very much the, the dino— dinosaur relic, um, and unusual within the practice generally, and then even within my firm, that I do a fair amount of both transactional and litigation work. However, with Small Nation, again, knock on wood, as we have been ever so much, uh, that we've been very fortunate to, for the most part, avoid any sort of litigation. Yeah, that's awesome. Yeah, that's fortunate.

J**Jason Duff** 37:56

But that's not—

C**Connor W. Kinsey** 37:56

that doesn't happen by accident, right?

J**Jason Duff** 37:58

That's been—

C**Connor W. Kinsey** 37:58

that's taken a lot of work to prevent things, and right, to make sure you're prepared up front. By accident, it's, um, that yes, we have done a very effective job to this point, um, of accurately identifying risk and adequately, uh, knowing when to hold them and when to fold them on, on certain disputed points. We've been very effective at that to this point. But that being said, I tell clients this all the time, generally speaking, anybody can get sued. Anybody can sue anybody at any time for any reason. Yeah. So although we've put a lot of very diligent thought and effort into avoiding major litigation.

J**Jason Duff** 38:45

It's always out there.

C**Connor W. Kinsey** 38:46

It's all— it's always out there. And you can be as careful as you can possibly be and think, you know, there's no exposure there, but somebody can still sue you. It just happens, right? So really, it's more just a happy coincidence than anything else. Yeah.

J**Jason Duff** 38:58

The other big thing that we have been working on together, and this is kind of the next phase— we work really hard to accumulate things and to build businesses, but it's finding ways to protect what you've built. And that's been kind of a new thing for me, is that I've got kind of this appetite to grow, grow, grow. But I also have seen through stories and connections I've had with friends and others that you have more to lose the more that you start, um, the more activities, the more businesses, the more partners that you have. And so probably a lot of the phase of our conversations and work that we've been doing in the last year or two is how How do we protect it? Can you kind of maybe speak for someone that's listening like that? What are some of the things that, um, you see from your purview that are important to protect and how to set those things up?

C**Connor W. Kinsey** 39:44

That's a great, uh, great point, Jason. Something that a lot of people miss the connection, or it just for whatever reason, um, there's often a blind spot with small business owners, um, that your business, and not just necessarily the tangible assets of your business, but the business itself, the, the intrinsic, uh, intangible asset that is your business is often the most valuable asset that you have in a lot of different ways. And like with a lot of your businesses, Jason, you are the sole member, the— so you are the business even though there's a legal entity set up. So no, you're not the business, but you're the business. And that needs to be front center of your mind whenever you start thinking about— which everybody should do, and nobody does it at the right period of time usually. I encourage anybody, earlier is better than later— the, the interplay between your business, your business succession planning, and your estate plan, that those have to go together. And I see so many instances, you know, even within my own family, and we see it all day, every day, very extremely intelligent, sophisticated people that for whatever reason have an inconsistency, um, or sometimes multiple inconsistencies between their estate planning and their business succession plan. And many people don't even have a succession plan in place. It's just one of those things that Oh yeah, you know, got run over by a reindeer or whatever, and the business— oh my gosh, what, what a nightmare that has left there. Yeah. Um, so yeah, that is something that we've been working on a lot of late to make sure that not only does the business succession plan exist and the estate plan exists, but those are two, uh, complementary pieces of the same puzzle.

J**Jason Duff** 41:50

Yeah, it's being intentional about thinking about the future, right?

C**Connor W. Kinsey** 41:54

And, and it's more than just you.

J**Jason Duff** 41:55

It's your family, you know, and, and the, you know, the businesses that you've, you've built. You put a lot of work into building it and growing it, and then, you know, if anything happens to you, then what, right?

C

Connor W. Kinsey 42:06

Right. Yeah. And so often there's no then what, right?

J

Jason Duff 42:08

Yeah. So thanks for sharing that. I know you got to get out of here pretty soon, um, but thank you so much for just being on and sharing a little bit of your story with us, and thank you for the work that you do. Um, you know, obviously we are very— keeps us out of jail.

C

Connor W. Kinsey 42:22

So far there's never been a risk of that.

J

Jason Duff 42:24

Oh, okay, okay, good.

C

Connor W. Kinsey 42:27

Yeah, you guys are— it's truly a pleasure, uh, to get to work with Jason, with the entire Small Nation team, because as I was saying, that was, uh, like a light bulb going on when I began working with— oh, this, I— this is what I wanted to do. This suits me. This this fits. Yeah, this is why I want to become an attorney, as opposed to, oh, I'm, you know, trapped in a, in a, an office on the 18th floor of, you know, this—

J

Jason Duff 42:54

hey, that could have been you in a few years with the headset and with the, the phone, you know, because I never want to live there.

C

Connor W. Kinsey 43:00

It never would have been me. That was your future until you changed. No, that was, that, that was a wonderful learning experience.

J

Jason Duff 43:09

Well, thank you so much for being on today.

C **Connor W. Kinsey** 43:11

Um, what are some of the professional development resources such as books podcasts courses? I mean education that helped you along your journey could be even professional development groups yeah um well not no no no no no more I'll believe you but probably the entire law firm model, is set up to at least create the ability, although not everybody necessarily capitalizes on it, but to have those mentor-mentee relationships, professional development, you know, as you're talking about working with Rob, right, within the firm for any number of years as you're coming up. And, um, Rob's fantastic and always has been very fantastic, in working with younger attorneys and, you know, being able to identify skill sets in, in younger attorneys that, uh, lend themselves well to either particular practice areas or particular clients, or in the case of you and I, a marriage of the two where the, the interests, the talents, and the personalities all come together. And it's like, oh, they're of course, you know, Jason and Connor are going to work together. So he's having those sorts of relationships, and he's not the only one within the firm or even other attorneys outside the firm. But those personal relationships, that's been very—

J **Jason Duff** 44:50

That mentorship.

C **Connor W. Kinsey** 44:52

Instrumental in development. There's truly a reason that they refer to it as practicing the law because you never actually— you know, it's a constant development. Um, and, you know, boy, if you aren't willing to, to learn and put in the, the time to learn and the, the grinding that really goes with that, um, it would be very evident in the short run. Um, you know, that working with other more experienced attorneys, that, that's been extremely helpful. Um, other professional— be willing to learn from your clients also. That, that it's very easy for an attorney, very— and I see this all the time Uh, it's very easy for an attorney to sit back and say, oh, what a silly client's out here, you know, making these sorts of decisions against my advice. What a—

J **Jason Duff** 45:43

well, it could be a learning experience.

C **Connor W. Kinsey** 45:44

Not just a learning experience, but, you know, the, the client, the business person's actually out there risking it. Um, no, I mean, I'm serious that, you know, Jason's putting his money, his money, you know, into these sorts of decisions. It's very easy for me to sit back and say, oh, what a what a silly, risky investment or endeavor that is. And I'm really doing Jason a— doing everybody a disservice, you know, if I am having that mindset, as opposed to saying, let me, let me put myself in Jason's shoes and look at this transaction from his eyes. And yes, I, I learned in law school that these, you know, this type of risk inherent in that sort of thing, but the business realities here are not we're not in an academic environment here. This is, is real life. Yeah. And if I'm unable to understand, speak that language, I'm not going to do very well in terms of having relationships with my clients.

J**Jason Duff** 46:41

Sure.

C**Connor W. Kinsey** 46:41

What I've seen, actually, I see it a lot of times, and they usually end up coming to our firm and sticking with us very happily, is, you know, clients working with attorneys that have that purely academic viewpoint. Yeah. And don't see the, the business realities of operating a business. And it's easy for me to dictate what the law says you should do, but the reality is that a lot of clients are going to take first stabs at drafting documents themselves. That's fine. That's the reality. And that's not something that, you know, necessarily I should be chastising anybody for, because in the same situation, I'd probably be doing the same thing. Yeah, but just understand that that's reality and, uh, gaining through knowledge and relationships the way to say, great idea, but, you know, let's take a look at this sort of stuff. Training, knowing that that relationship with that client is not going to be a one-off sort of situation, but building that relationship in the future really takes a tremendous amount of empathy and understanding of the client's position.

J**Jason Duff** 47:45

The big thing that I hope listeners got from today's podcast was the importance of surrounding yourself with good, great advisors, and advisors that are not just with you for that first transaction but are with that — with you for life, um, and can understand how your business evolves, how your family evolves, how your personal life— I mean, protecting all that you have worked hard to earn, that is one of the most important relationships you can have, um, in on your team. Yeah, that's great. Last thing, Connor, is where can people follow you and keep up with what's happening with TD&H. You have a website, LinkedIn?

C**Connor W. Kinsey** 48:22

We do have a website. We have a firm website.

J**Jason Duff** 48:24

You're Snapchatting, I think, right now.

C**Connor W. Kinsey** 48:26

I'm not entirely sure what that is.

J**Jason Duff** 48:31

See, that's what's great. Send him a fax. You'd love a fax.

C**Connor W. Kinsey** 48:36

No, no, no faxes though. You're going too far the other way. Okay, sorry. Faxes are discouraged. We— our firm has a website, tdhlaw.com.



Jason Duff 48:47

There's a great photo of you on there, by the way.



Connor W. Kinsey 48:49

There is.



Jason Duff 48:50

Yeah, I saw that today. It was a little, little dated.



Connor W. Kinsey 48:53

Okay, it could be tremendously dated. Uh, yeah, we have, we have a website. We do have a Facebook page, I believe. Um, yeah, Thompson Dunlap and Heidinger.



Jason Duff 49:05

I'll link it in the show notes.



Connor W. Kinsey 49:06

Okay, yeah, Facebook page. Um, yeah, not a lot of social media presence.



Jason Duff 49:13

That's fine. That's great. You got your clients. Good for you.



Connor W. Kinsey 49:15

We, we are client-focused.



Jason Duff 49:18

Yep. Yep.



Connor W. Kinsey 49:18

For sure. Client-focused. All right.



Ethan DeLeon 49:21

Well, thank you everyone for tuning in and checking out the Small Nation podcast. You can find us anywhere that you listen to your podcasts, including Spotify, Apple Podcasts, and even the Small Nation YouTube channel. I hope you were able to pull some value from that conversation, and we hope to see you in the next one.



Connor W. Kinsey 49:33

If you enjoyed it, be sure to leave a like, comment, or a 5-star review to help more people to discover this podcast.

E

Ethan DeLeon 49:39

And stay tuned to Small Nation on social media to keep up with all the cool projects happening here. And until next time, this is Ethan with the Small Nation Podcast signing off.

C

Connor W. Kinsey 49:47

Thanks.

J

Jason Duff 49:48

The music's a little late today.