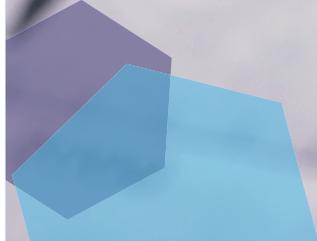


A stack of coins, including several gold-colored coins and silver-colored coins, sits on a financial document. The document features a line graph with the label "weighted index" and a y-axis with values 110 and 100. The x-axis has numerical markers 2, 3, 4, 5, 6, 7, and 8. A blue pen is visible in the background, and a blue geometric overlay is on the right side of the image.

EMPLOYEE BENEFITS / ERISA

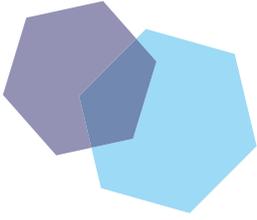
A blue geometric logo consisting of several overlapping shapes in shades of blue and purple, located in the bottom left corner of the page.

BRACEWELL

Employee Benefits / ERISA

With more than 50 years of experience, our benefits team has counseled public and privately held corporations in the design and implementation of various employee benefits programs and employee compensation issues. Our depth of service to clients includes qualified and non-qualified plans, legal compliance, fiduciary responsibility, executive compensation, employment relationships, Qualified Domestic Relations Orders, tax and other withholding issues, fiduciary duties in plan administration, reorganization and termination, bankruptcy and golden parachute agreements. We represent companies and executives in connection with employment, consulting, severance and retention agreements. Additionally, our attorneys are well-versed in Internal Revenue Service Code Sections 162(m), 280G and 409A and their effects on executive compensation.

We advise plan administrators and trustees with respect to the Employee Retirement Income Securities Act (ERISA) fiduciary determinations and duties, potential conflicts of interest and prohibited transactions. We implement and assist in the administration of all qualified plans, such as 401(k) plans, Employee Stock Ownership Plans (ESOP), cash balance plans, pension plans, and money purchase plans, as well as nonqualified plans, including Supplemental Executive Retirement Plans (SERPs), phantom stock retirement programs and all other forms of deferred compensation retirement plans.



*“ERISA litigation is a growing focus for the team.”
The team is described by one client as, “Great lawyers
- when you look at each one individually they are all
highly talented and capable.”*

— Chambers USA (2016)

Our recent notable matters include advising on the following:

BancorpSouth, Inc.

purchase of Central Community Corporation for \$211 million, consisting of 7.25 million shares of common stock and \$28.5 million in cash, including analyzing and negotiating the employee benefits and executive compensation provisions of the merger agreement and assisting the client in negotiating executive employment agreements with the target’s executives

Great Plains Energy Inc.

\$12.2 billion acquisition of Westar Energy, the largest deal in the U.S. electricity distribution market in 2016, including conducting employee benefits and executive compensation due diligence, negotiating merger agreement provisions related to employee benefits and executive compensation, analyzing potential parachute issues, and continuing to assist with the compliance aspects of the negotiated provisions

Kinder Morgan, Inc.

sale of a 50 percent equity interest in the Utopia Pipeline Project to Riverstone Investment Group LLC, including negotiating the employee benefit provisions of the contribution agreement

Pioneer Natural Resources Company

acquisition of 28,000 acres in the Midland Basin from Devon Energy Corporation for \$435 million, including negotiating the employment and employee benefit provisions of the purchase agreement

Prosperity Bancshares, Inc.

parent company of Prosperity Bank, in its acquisition of Tradition Bancshares, Inc. and its wholly owned subsidiary, Tradition Bank. The benefits/compensation role included conducting employee benefits and executive compensation due diligence, negotiating merger agreement provisions related to employee benefits, and analyzing potential issues related to the target’s benefit plans.

Rockland Capital, LLC

acquisition of 100 percent of the equity interests in Michigan Power LP, LLC, which owns a 125 megawatt natural gas-fired combined cycle cogeneration facility located in Ludington, Michigan, from affiliates of ArcLight Capital Partners, LLC, including analyzing and negotiating the employment and employee benefit provisions of the purchase agreement, along with negotiating the employee benefit provisions of the related credit agreement

Venoco, Inc.

bankruptcy filing related to the administration of an ESOP and the implementation and negotiation of various incentive plans pre- and post-bankruptcy

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