

## TAX LAW

### ERISA, EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

At Gallagher & Kennedy, we have experience in designing and implementing employee benefit and executive compensation programs that serve the needs of employers and their employees. Our attorneys counsel clients regarding the best benefit and compensation practices for their organizations and provide expertise in all aspects of employee benefits and executive compensation law.

#### EMPLOYEE BENEFITS

Gallagher & Kennedy attorneys work with employers to simplify the painstaking and time-consuming task of managing benefit plans. Our experience includes advising clients in connection with the design, implementation and operation of:

- Retirement plans, including both defined benefit plans and defined contribution plans, such as 401(k) plans, 403(b) plans and ESOPs
- All types of health and welfare plans, including:
  - > medical, dental and life insurance
  - > short-term and long-term disability
  - > severance
  - > dependent care assistance programs
  - > health savings and reimbursement accounts
  - > insurance wrap plans
  - > Section 125 cafeteria plans and flexible spending arrangements
  - > qualified transportation fringe benefit plans

We also advise clients regarding:

- Compliance with federal and state regulatory requirements, including:
  - > ERISA, the Internal Revenue Code (Code), HIPAA, ACA and COBRA
  - > Nondiscrimination testing
  - > Reporting and disclosure obligations
  - > Fiduciary duties under ERISA
  - > Claims for benefits and claims of retaliation

#### EXECUTIVE COMPENSATION

We counsel clients on the design, administration and restructuring of non-qualified deferred compensation arrangements, equity-based compensation, supplemental and “top hat” plans, executive employment agreements, golden parachute arrangements, change in control agreements, rabbi trusts and fringe benefit programs. We also counsel employers regarding compliance with the requirements of Section 409A and Section 280G of the Code.

#### AUDITS AND CORRECTION PROGRAMS

Understanding the business objectives of our clients allows our attorneys to be proactive in assisting them in avoiding prohibited transactions, fiduciary violations and other regulatory problems.

When issues do arise, our attorneys represent our clients before IRS, Department of Labor (DOL) and the Pension Benefit Guaranty Corporation (PBGC). We regularly represent clients in IRS plan audits and DOL plan investigations, and guide them through the IRS and DOL correction programs, including EPCRS, VFPC and DFVC.

#### MERGERS AND ACQUISITIONS

Corporate merger and acquisition transactions require careful evaluation of all parties’ benefit and compensation obligations and programs. We work closely with clients and in collaboration with other Gallagher & Kennedy attorneys to analyze and address the issues raised by employee benefit and executive compensation programs during and following acquisition, sale and financing

transactions.