



DAVID STROSNIDER

PARTNER

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SERVICES

Employee Benefits and
Executive Compensation
Tax

David Strosnider focuses his practice on executive compensation, employee benefits and ERISA. He advises senior management, boards of directors, compensation committees and plan fiduciaries at public and private companies, and nonprofit organizations on equity and deferred compensation arrangements that attract, motivate, and retain top-level talent. He also represents senior executives in the negotiation and documentation of their employment and severance agreements. In these representations, David advises on tax, securities, and contract issues that arise in equity and deferred compensation awards, change in control payments, and restrictive covenants.

He has extensive experience with the design, preparation and implementation of stock and incentive plans (e.g. options, restricted stock, RSUs, performance shares), as well as nonqualified deferred compensation programs for public and private companies. David also prepares submissions under the IRS correction programs to cure Code Section 409A document and operation failures.

David has significant experience in all aspects of executive compensation. He advises senior management and compensation committees of public companies on: recommended and problematic pay practices; corporate governance; compliance with Code Sections 83, 162(m), 280G and 409A; SEC disclosure of executive compensation; Dodd-Frank compliance; negotiating and documenting employment agreements; and designing and documenting change of control and severance arrangements.

David frequently provides advice to large nonprofit organizations regarding Code Section 457 plans, excess benefit transactions (also known as the "intermediate sanctions") and disclosure of executive compensation on Form 990.

He counsels employers on a wide range of matters involving tax-qualified retirement plans, including plan design and documentation, tax compliance, and termination. David has obtained determination letters and private letter rulings from the IRS, represented clients in IRS and DOL plan audits, and prepared submissions associated with the IRS and DOL correction programs. Further, he counsels clients on a variety of ERISA matters, including fiduciary duties and responsibilities, reporting and disclosure requirements, and prohibited transactions.

EXPERIENCE

Selected representations include:

- Executive Engagements
 - Represented an EVP (and member of the Executive Committee) of a Fortune 50 public company (NYSE) with regard to his separation agreement. Also, negotiated and documented his employment agreement as CEO of a private insurance company.
 - Represented CEO of a small-cap public company with regard to his separation agreement. Also, negotiated and documented his employment agreement as CEO of a U.S. subsidiary of a foreign parent.
 - Represented former CEO (and current EVP) of a public company (NASDAQ) with regard to his separation agreement.
 - Represented a Managing Director of a subsidiary of a public company parent (NYSE) with regard to her separation agreement. Also, negotiated and documented her employment agreement as Global Head of Business Development, Risk Products of a private company.
 - Represented a Managing Director, Head of Underwriting Casualty, U.S. and Canada of a U.S. subsidiary of a leading global reinsurer with regard to her separation agreement.
 - Represented Managing Director of a large, private professional services firm with regard to his separation agreement. Also, negotiated and documented his employment agreement as Senior Vice President of a private health care company.
 - Represented CEO by providing advice on a "golden parachute" issue associated with \$212 million sale of spinal modulation company to a national, tax-exempt health system, which is now owned by a public company (NASDAQ).
 - Represented CFO in the negotiation and documentation of her employment agreement with a national, private company in Pennsylvania in the retail and wholesale bridal industry.
 - Represented the CEO of a private chemical company in the negotiation and documentation of his employment agreement. Also, drafted a nonqualified deferred compensation plan, which was adopted by the company.
 - Represented senior-management team in its negotiation and documentation of platform documents (e.g. LLC agreement, C-level employment agreements, and equity arrangements) with large private equity firm in Chicago in \$150 million transaction.
 - Represented team of four EVPs of a public company (NASDAQ) with regard to their executive compensation matters in a change in control transaction.
- Company Engagements or Corporate Transactions
 - Represented an international manufacturing company regarding (i) an audit by the U.S. Department of Labor of two pension plans, involving in excess of \$250 million in plan assets, (ii) compliance with Code Section 409A for its phantom stock plan, (iii) revisions to HIPAA policies and procedures, and (iv) the restatement of a wrap plan for self-funded, health and welfare plans.
 - As a member of the deal team, represented an e-commerce product, photography, and creative content service company in the sale of 51% equity interest to a private equity fund by (i) performing due diligence, (ii) advising on tax and ERISA liability, (iii) negotiating representations,

warranties, and closing conditions, (iv) advising on worker classification issues and (v) handling equity compensation matters and negotiating C-suite employment agreements.

- As a member of the client service team, represented a public company (NASDAQ) in Illinois regarding (i) tax issues (e.g. compliance with Code Section 162(m), 409A, and the "golden parachute" rules of Code Sections 280G and 4999), (ii) securities issues (e.g. best and problematic pay practices, proxy and 10-K disclosure, and Dodd-Frank compliance) associated with executive compensation, equity compensation plans, nonqualified deferred compensation plans and severance arrangements, and (iv) tax-qualified retirement matters.
- Represent a national insurance marketing organization ("IMO") regarding (i) all aspects of long term incentives and nonqualified deferred compensation arrangements, (ii) compliance with ERISA (e.g. fiduciary duties and prohibited transactions) associated with the client's 401(k) plan, (iii) submission of comments to the U.S. Department of Labor related to the newly proposed definition of fiduciary, as well as new and revised prohibited transaction exemptions that would materially affect the client's business and (iv) analysis of controlled group rules under Code Section 414(b) and 414(c).
- As a member of the deal team, represented a Texas-based private equity fund in the acquisition of a PEO by (i) performing due diligence, (ii) advising on tax and ERISA liability, (iii) negotiating representations, warranties, and closing conditions, and (iv) advising purchaser on risks associated with PEO and ASO structures.
- As a member of the client service team, represented a Fortune 100 public company (NASDAQ) in Florida that specializes in IT products and services regarding (i) compliance with Code Section 409A and (ii) changes to the design of nonqualified deferred compensation plans.
- Represent a national retirement plan consulting firm (i.e. a third party administration and registered investment advisory firm) regarding (i) design and establishment of a phantom unit plan, (ii) general ERISA and tax compliance, and (iii) disputes with independent contractors.
- As a member of the deal team, represented an Ohio-based electrical contractor company in a stock sale to public company by (i) performing due diligence, (ii) advising on tax and ERISA liability, and (iii) negotiating representations, warranties, and closing conditions and (iv) handling equity compensation matters and negotiating C-suite employment agreements.
- Represented an Ohio-based manufacturing company regarding tax and design advice associated with its nonqualified deferred compensation plans.
- As a member of the deal team, represented an Ohio-based telecommunications company in a stock sale by (i) performing due diligence, (ii) advising on tax and ERISA liability, and (iii) negotiating representations, warranties, and closing conditions.
- As a member of the service team, represented a public company (NASDAQ) in Delaware that originates, services, and collects private education loans regarding (i) tax issues (e.g. compliance with Code Sections 162(m) and 409A), and (ii) securities issues (e.g. best and problematic pay practices, proxy and 10-K disclosure, and Dodd-Frank compliance) associated with executive compensation, equity compensation plans, nonqualified deferred compensation plans, and severance arrangements.
- Represents a national up-scale theater company regarding tax and

- design advice associated with its phantom unit plan.
- As a member of the service team, represented a public company (NASDAQ) in Illinois that develops antenna scanning receivers and engineered site solutions, and services for public and private networks regarding (i) tax issues (e.g. compliance with Code Section 162(m), Code Section 409A, and the "golden parachute" rules of Code Sections 280G and 4999), (ii) securities issues (e.g. best and problematic pay practices, proxy and 10-K disclosure, and Dodd-Frank compliance) associated with executive compensation, equity compensation plans, nonqualified deferred compensation plans and severance arrangements, and (iii) employee benefits and executive compensation issues associated with corporate acquisitions.
 - As a member of the service team, represented a large, tax-exempt health system in Wisconsin regarding (i) the design, tax, and ERISA issues associated with Code Sections 457(b) and 457(f) plans and severance plans, (ii) tax-qualified retirement plan matters, and (iii) cash balance plan litigation.
 - As a member of the service team, represented a large, faith-based, tax-exempt health system in Illinois (Chicago-land area) regarding (i) C-level employment agreements, (ii) revisions to HIPAA policies and procedures, and (iii) its merger (i.e. affiliation agreement) with a national health care system.
 - Represented a large university (which is a member of the Southeastern Athletic Conference) in amending all of its coaches' contracts for compliance with Code Section 409A.
 - As a member of the deal team, represented a number of private equity funds in several acquisitions and sales by (i) performing due diligence, (ii) advising on tax and ERISA liability associated with the transactions, (iii) negotiating representations, warranties, and closing conditions, (iv) drafting C-level employment agreements and (v) drafting equity incentive plans.

EDUCATION

LL.M., Georgetown University Law Center, 2000

J.D., Pennsylvania State University, Dickinson School of Law, 1999

B.A., Presbyterian College, 1995

BAR ADMISSION

Illinois