

Employee Benefits, Executive Compensation & ERISA

- Design, implementation, and administration of employee benefit and executive compensation programs, including qualified and non-qualified retirement plans, health and welfare plans, and ERISA fiduciary matters
- Employee benefits issues in mergers, acquisitions, restructurings, and other business transactions, including plan due diligence, integration, and termination
- Regulatory audits, investigations, and litigation involving employee benefit plans, including Department of Labor and IRS proceedings, fiduciary breach claims, plan disputes, and ERISA withdrawal liability actions

Greenbaum's employee benefits, executive compensation and Employee Retirement Income Security Act (ERISA) team provides comprehensive, sophisticated and practical legal counsel to assist clients with navigating the intricate and ever-evolving landscape of issues that comprise this area of the firm's practice. Well-structured plans are essential for attracting and retaining top talent, fostering employee morale, and ensuring compliance with a myriad of federal and state regulations. This makes our specialized expertise extremely valuable to clients operating in today's workplace environment as they seek to leverage the merits of their benefit arrangements for employees at all levels.

Representing both for profit and nonprofit employers spanning a diverse array of industries, our attorneys guide clients through every stage of plan design, implementation, and administration, mitigating risk and maximizing the effectiveness of their compensation and benefits strategies. We counsel employers, senior level executives, boards of directors and committees, working closely with all clients to ensure that the components of their benefits programs meet their overall strategic business and financial objectives and are fully compliant with applicable laws and regulations. We provide guidance on both day-to-day issues and in conjunction with business transactions such as purchases and sales of businesses and restructurings. We assist in the design and implementation of tax qualified and non-qualified retirement and compensation arrangements, including equity and non-equity-based arrangements, pension plans, profit-sharing, 401(k), employee stock ownership, 457 and

403(b) plans and deferred compensation arrangements.

We advise on executive compensation matters, fiduciary issues under ERISA, plan qualification and administration issues, and on matters pertaining to the design and operation of a variety of health insurance and welfare plans. The team works closely with members of our litigation and employment law groups on all forms of benefit claims and causes of action under ERISA.

Executive Compensation

We work with clients to structure competitive and compliant executive compensation packages, including employment and separation agreements, equity-based compensation, and performance-based initiatives. We advise on the design, drafting and implementation of tax-advantaged compensation arrangements designed to meet each client's specific objectives for attracting and retaining executive officers and other key employees and consultants. Our work encompasses the complexities of Section 409A of the Internal Revenue Code and its application to a broad range of executive compensation and other types of arrangements.

Qualified Plans

We assist with the full range of issues associated with qualified retirement plans, ensuring compliance with the statutory requirements of ERISA, the Internal Revenue Code and other applicable laws. We advise on the selection of the appropriate plan for each client's specific needs and in resolving any plan qualification, operation or administration issues that may arise. Our extensive experience with the design, drafting, and administration of a wide range of qualified retirement plans includes traditional, Roth, and safe harbor 401(k) plans, profit sharing plans, defined benefit plans, employee stock ownership plans (ESOPs), 403(b) plans for tax-exempt entities, and SEP and SIMPLE IRAs for small businesses.

Non-Qualified Deferred Compensation Plans

We provide counsel on the design and implementation of non-qualified deferred compensation arrangements, including phantom stock plans, stock appreciation rights (SARs), supplemental executive retirement plans (SERPs), trusts and other funding vehicles, as well as compliance with IRC Code Section 409A.

ERISA Compliance and Fiduciary Duty

We advise on all aspects of the Employee Retirement Income Security Act of 1974 (ERISA), including compliance with reporting and disclosure requirements, issues related to the investment and management of plan assets, prohibited transactions, and fiduciary duties. We assist plan sponsors and fiduciaries in understanding and fulfilling their obligations, helping to avoid costly penalties and litigation.

Health and Welfare Plans

We assist with the establishment and ongoing compliance of various health and welfare plans, providing counsel on a wide spectrum of issues. This work encompasses the design and operation of fully insured and self-funded group health plans for employees and retirees, cafeteria (Section 125) plans, wellness programs, flexible spending accounts (FSAs), health savings accounts (HSAs), and other medical reimbursement plans. We provide guidance on Affordable Care Act (ACA) compliance, HIPAA privacy and security obligations, and requirements for the

continuation of health insurance benefits under COBRA.

Commercial Transactions

The group provides representation related to employee benefits issues within the context of mergers, acquisitions, and other business transactions. This includes the impact of benefit arrangements on purchase price, the structure of the transaction, and plan coverage requirements. Our attorneys are also experienced in the merger and termination of employee benefits plans as a component of commercial transactions, conducting thorough due diligence on benefit plans to identify potential liabilities and assist with the seamless integration of benefits programs post-transaction.

Representation in Audits and Investigations

Our attorneys represent clients in audits and investigations initiated by the Department of Labor (DOL) and the Internal Revenue Service (IRS) relating to employee benefit plans, working to achieve favorable resolutions. We also work with representatives of the Pension Benefit Guaranty Corporation on behalf of our clients.

Benefits Litigation

While we strive to avoid potential disputes through proactive compliance, we are well prepared to represent clients in litigation matters involving employee benefits, including breach of fiduciary duty claims, plan disputes, and withdrawal liability.

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Experience

Representative Matters

- Negotiated an executive separation and transition package for the president and CEO of the U.S. subsidiary of a multinational automotive manufacturer.
- Represented the president and CEO of a major New Jersey medical center in negotiating employment and deferred compensation agreements.
- Restructured deferred compensation arrangements for the retiring CEO of a federal credit union to avoid immediate income recognition upon separation.
- Represented an actuarial consulting firm in defense of claims alleging improper benefit calculations following plan termination.
- Represented directors of a bankrupt plan sponsor and trustees of an underfunded pension plan in connection with assumption of the plan by the Pension Benefit Guaranty Corporation.
- Negotiated with the Pension Benefits Guaranty Corporation on behalf of an individual facing withdrawal liability claims exceeding \$7 million.
- Represented a benefits consulting firm in defense of U.S. Department of Labor claims alleging fiduciary responsibility for misappropriation of plan assets.
- Advised an institution of higher education on restructuring retiree health benefits to reduce costs and limit long-term liability exposure.
- Advised a nonprofit hospital on executive employment and benefits matters arising from the formation of a new healthcare system in New Jersey.
- Represented sellers in the sale of a corporation with a significantly overfunded defined benefit pension plan, structuring the transaction to transfer plan obligations to the purchaser at closing.
- Represented the newly appointed board of directors of a regulated bank in connection with recapitalization, change of control, and implementation of equity compensation for senior leadership.
- Advised plan sponsors in voluntary compliance matters before the Internal Revenue Service and the U.S. Department of Labor, securing correction of qualification and fiduciary issues.
- Advised a public company in conducting a comprehensive internal review of outstanding stock options and warrants to confirm compliance with securities, tax, and payroll regulations.
- Represented a telecommunications company in its sale to an Employee Stock Ownership Plan, resulting in 100% employee ownership and involving multi-million-dollar transaction value.
- Represented a certified public accounting firm in its merger with another New Jersey firm, advising on workforce integration, benefit plan consolidation, employee communications, and restrictive covenant compliance.
- Represented a senior partner at a major national accounting and consulting firm in his departure to launch a U.S.-based consulting business for an international firm.

- Represented a senior-level partner and decision maker at a New York-based hedge fund, in reviewing high seven-figure equity compensation arrangements across multiple portfolio companies.
- Serve as outside general and employment counsel to the U.S. subsidiary of a Norwegian-based manufacturer and retailer, handling employment litigation, executive and separation agreements, handbooks, and ongoing compliance counseling, including matters involving cross-border coordination with Norway.
- Represent client in negotiating a seven-figure employment agreement to lead the U.S. operations of the world's largest cannabis producer and distributor.
- Advised a mid-sized CPA firm in its merger with a larger regional accounting firm, negotiating partner compensation, employment, insurance, and real estate matters.

Insights & More

Announcements

[36 Greenbaum Attorneys Selected for Inclusion in 2026 Edition of New Jersey Super Lawyers](#)

3.20.26

[2026 Edition of Best Lawyers Recognizes 54 Attorneys in 41 Practice Areas: Eight Greenbaum Lawyers Recognized on "Ones to Watch" List](#)

8.21.25

[Thirty-Five Attorneys from Greenbaum, Rowe, Smith & Davis Selected for Inclusion in 2025 Edition of New Jersey Super Lawyers](#)

3.19.25

[Greenbaum, Rowe, Smith & Davis Recognized on 2025 "Best Law Firms®" rankings by Best Lawyers®](#)

11.06.24

[2025 Edition of Best Lawyers Recognizes 56 Attorneys in 39 Practice Areas: Ten Greenbaum Lawyers Recognized on "Ones to Watch" List; Three Selected for "Lawyer of the Year" Recognition](#)

8.14.24

[Thirty-Four Attorneys from Greenbaum, Rowe, Smith & Davis Selected for Inclusion in 2024 Edition of New Jersey Super Lawyers](#)

3.25.24

Client Alerts

[New Legislation Expands Scope of Leave and Job-Protection Obligations for New Jersey Employers: What Small Business Owners Need to Do to Ensure Compliance](#)

2.03.26

[An Overview of New Jersey's New Pay Transparency Legislation for Employers](#)

12.05.24

Title III of the CARES Act: Supporting America's Health Care System in the Fight Against the Coronavirus

3.31.20