

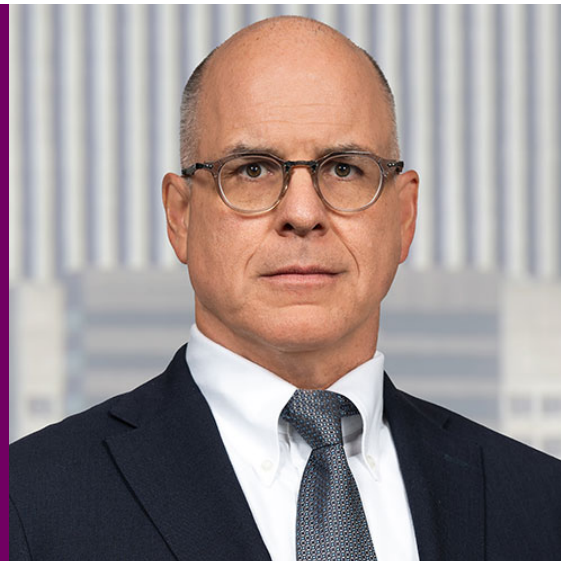
**Edward A. Razim III**

Partner

Houston

[ed.razim@troutman.com](mailto:ed.razim@troutman.com)

D 713.226.1544



Ed helps large corporations and closely held businesses navigate complex employee benefits and executive compensation issues in major transactions, including negotiating benefits in M&A deals and resolving IRS audits and plan compliance issues.

**OVERVIEW**

Ed represents large publicly traded companies to small businesses in drafting and implementing employee benefit and executive compensation programs. He assists clients with compliance issues related to Section 409A of the Internal Revenue Code, equity compensation plan design, and employee benefits matters in corporate mergers and acquisitions. Ed helps resolve unique plan design issues for controlled groups of corporations and businesses and negotiates with the IRS, U.S. Department of Labor, and Pension Benefit Guaranty Corporation on audit and compliance matters.

Ed's representative experience includes assisting clients with retirement plan correction issues, negotiating employee benefits aspects in significant corporate transactions, advising clients on welfare benefit plan compliance issues, and designing equity incentive and other executive compensation arrangements.

**REPRESENTATIVE MATTERS**

- Represented a publicly traded company regarding employee benefits and executive compensation matters arising in connection with the spin-off of a subsidiary.
- Represented a large employer regarding Affordable Care Act compliance issues, including expansion of eligibility, plan redesign, and nondiscrimination testing issues.
- Negotiation of the employee benefits aspects of the sale of a large manufacturing company to an ESOP, including the preparation of a management employment agreement.
- Negotiation of the employee benefits provisions for the acquisition of a large oilfield services company, including a transition agreement and termination of existing executive compensation agreements.
- Advised clients regarding the design of equity incentive arrangements, including restricted stock, phantom stock, stock units, stock options, and stock appreciation rights and preparation of related documentation.
- Negotiation of numerous employment and separation agreements on behalf of employers and executives.
- Representation of closely held and public companies in resolving issues arising from Internal Revenue Service audits and U.S. Department of Labor investigations of employee benefit plans.

- Advised a client regarding various aspects of pension plan termination, including the negotiation and settlement of a multiemployer pension plan withdrawal liability.

## **Employee Benefits and Executive Compensation**

- Represented Range Resources Corporation in the sale of producing oil and gas properties in the Terryville Field in northern Louisiana by Range Louisiana Operating, LLC, and Range Resources – Louisiana, Inc., to Castleton Resources LLC for \$245 million.
- Represented Flow Management Devices, LLC, in a completed acquisition by IDEX Corporation for approximately \$125 million.
- Represented Refuel Operating Company, LLC, in its acquisition of the convenience retailing, petroleum marketing, and quick-service restaurant assets of Double Quick, Inc.
- Represented Houston International Insurance Group, Ltd., in the \$100 million private placement offering of securities to its existing shareholders.
- Represented Main Street Capital Corporation in a \$24.4 million portfolio investment in Cody Pools, Inc., a leading designer and builder of premium, highly customized swimming pools and spas for residential and commercial customers in the U.S.
- Represented Main Street Capital Corporation in a \$31.8 million portfolio investment to facilitate the minority recapitalization of Classic H&G Holdings, LLC, a leading provider of engineered packaging solutions for the home and garden and fragrance and cosmetic industries.
- Represented the management team of M6 Midstream LLC in equity commitments from management, Yorktown Energy Partners, GSO Capital, Ridgemont Equity Partners, Bengas Midstream, and Martin Sustainable Resources.
- Represented DNOW L.P., a subsidiary of NOW Inc., in the sale of its equity in MT Supply, Inc., and Machine Tools Supply de Mexico, S. de R.L. de C.V. to Blackhawk Industrial Distribution, Inc., an industrial equipment supplier.
- Represented mutual holding company CopperPoint Insurance Group in the completed \$900 million acquisition of the privately held parent company of workers' compensation and liability insurer Alaska National Insurance Company.
- Represented Main Street Capital Corporation in a completed new portfolio investment to facilitate the recapitalization of J&J Services, Inc., a leading provider of roll-off dumpster and portable toilet rental services.
- Represented White Deer Energy in the sale of its portfolio company, On Point Oilfield Holdings, LLC, to Gravity, a leading water and energy infrastructure company backed by affiliates of Clearlake Capital Group, L.P.
- Represented RISC Networks, an industry leader in cloud, data center, and network operations analytics, in the company's acquisition by Flexera.
- Represented Woodland Midstream II, LLC, in the announced acquisition of the James Lake System from a privately owned seller.
- Represented Generation Pipeline LLC and its owners in connection with a Federal Trade Commission investigation of a transaction involving the sale of Generation Pipeline to NEXUS Gas Transmission, LLC, and its member companies, DTE Energy Company and Enbridge Inc., for approximately \$160 million.
- Represented NJR Midstream, a business of New Jersey Resources, in the announced acquisition of Leaf River Energy Center, LLC, from Macquarie Infrastructure Partners for \$367.5 million.
- Represented Hunting PLC in the purchase of offshore-related oil and gas assets from RTI Energy Systems, Inc., a subsidiary of Arconic, Inc., for a total value of \$12.5 million.
- Represented Silver Eagle Distributors, L.P., the nation's largest independent distributor of Anheuser-Busch beverages, in the sale of Silver Eagle's Greater Houston-area business to a subsidiary of Redwood Capital Investments, LLC.

## **AWARDS**

- Thomson Reuters Stand-out Lawyer (2025) – independently rated lawyers
- ACG Houston, Deal of the Year (2023)
- ACG Houston, E&P Upstream Deal of the Year (2023)
- *Best Lawyers in America*®: Employee Benefits (2008-2010, 2013-2026), Tax Law (2024-2026)
- Corporate Growth Houston, Midstream Transaction of the Year (2020)
- *The Best Lawyers in America*®: Houston Employee Benefits (ERISA) Law Lawyer of the Year (2020)
- *Chambers USA*: Employee Benefits and Executive Compensation, Texas: Houston & Surrounds (2019-2025)
- Corporate Growth Houston, Oil and Gas Deal of the Year (2018)
- *Super Lawyers*®: Texas, Employee Benefits (2013-2020)
- *Super Lawyers*®: Texas Rising Star (2005-2007)

## TOP AREAS OF FOCUS

- Employee Benefits + Executive Compensation
- Tax

## PROFESSIONAL/COMMUNITY INVOLVEMENT

- Chairman, ERISA Industry Group
- Member, American Bar Association Section of Taxation Employee Benefits Committee
- Member, State Bar of Texas
- Member and past chair, IRS Gulf States Key District TE/GE Council
- Member, SouthWest Benefits Association
- Past chair, Education Committee
- Fellow, American College of Employee Benefits Counsel
- Board of directors, Make-A-Wish Texas Gulf Coast and Louisiana
- Adjunct law faculty, Southern Methodist University School of Law (2000-2006)
  - Taxation of Deferred Compensation (2000-2006)
  - Employee Benefits Law (2001-2005)

## EDUCATION AND CERTIFICATIONS

### EDUCATION

- Georgetown University Law Center, J.D., *cum laude*, 1992
- Miami University, B.A., *cum laude*, 1989

### BAR ADMISSIONS

- Texas

## SPEAKING ENGAGEMENTS

- Speaker, “Legal Issues Employers Face in 2024: What You Need to Know,” Locke Lord, February 21, 2024.
- Speaker, “Legal Issues Employers Face in 2023: What You Need to Know,” Locke Lord, February 15, 2023.

- Speaker, “Employment Issues for a Post-Pandemic Workforce: What Are the Next Steps?” Locke Lord, October 22, 2020.
- Speaker, “COVID-19 and Your Benefit Plans: What You Need to Know Now,” Locke Lord, March 23, 2020.
- Speaker, “401(k) Update: An Overview of the Retirement Plan Changes Made by the SECURE Act and Recent IRS Guidance,” Locke Lord, February 27, 2020.

## PUBLICATIONS

- Co-author, “IRS Issues Proposed Regulations on the Expanded Definition of “Covered Employee” Under Code Section 162(m).,” *Troutman Pepper Locke*, January 29, 2025.
- Author, “Short Extension of Clawback Policy Deadline Suggests Listed Companies Will Need to Adopt Policies by Early August,” Locke Lord, April 27, 2023.
- Author, “Updating Clawback Policies,” Locke Lord, April 5, 2023.
- Author, “Compliance Considerations for Medical Travel Reimbursement,” Locke Lord QuickStudy, August 1, 2022.
- Author, “Don’t Get Caught Off Guard – New Rules Established by the No Surprises Act,” Locke Lord, October 2021.
- Author, “Surprise Medical Billing – Changes to Law Will Have a Significant Impact on Group Health Plans,” Locke Lord, February 2021.
- Author, “Section 162(m) Final Regulations,” Locke Lord, January 6, 2021.
- Author, “Has Your Retirement Plan Experienced a Partial Plan Termination?” November 2020.
- Author, “Has Your Retirement Plan Experienced a Partial Plan Termination?” Locke Lord, September 29, 2020.
- Author, “Initial Thoughts Regarding the IRS’ Employee Payroll Tax Deferral Guidance in IRS Notice 2020-65,” Locke Lord QuickStudy, September 1, 2020.
- Author, “The New Carried Interest Proposed Regulations, Profits Interests, and Revenue Procedures 93-27 and 2001-43,” Locke Lord, August 11, 2020.
- Author, “IRS Issues Carried Interest Guidance,” Locke Lord QuickStudy, August 7, 2020.
- Author, “New ERISA Safe Harbor Expands Opportunities for Electronic Disclosure of Retirement Plan Information,” Locke Lord QuickStudy, June 9, 2020.
- Author, “CARES Act Guide: Overview of IRS Guidance Regarding the Employee Retention Credit,” Locke Lord QuickStudy, May 4, 2020.
- Author, “What We Know and What is Ahead: COVID-19 Financial Assistance,” Locke Lord QuickStudy, April 21, 2020.
- Author, “CARES Act Guide: Overview of IRS Guidance Regarding Deferral of Employment Tax Deposits and Payments,” Locke Lord QuickStudy, April 13, 2020.
- Author, “Governance Issues for Retirement Plan Sponsors Due to ‘Opt-Out’ Amendments,” Locke Lord, April 2, 2020.
- Author, “CARES Act Guide: Overview of Key Employee Benefits Provisions,” Locke Lord QuickStudy, March 28, 2020.
- Author, “CARES Act Guide: Overview of Executive Compensation Limits,” Locke Lord QuickStudy, March 28, 2020.
- Author, “Overview of Proposed Regulations Under Code Section 162(M) — Who is a Covered Employee,” Locke Lord, January 15, 2020.
- Author, “Overview of Proposed Regulations Under Code Section 162(m) — Grandfather Rules,” Locke Lord, January 8, 2020.