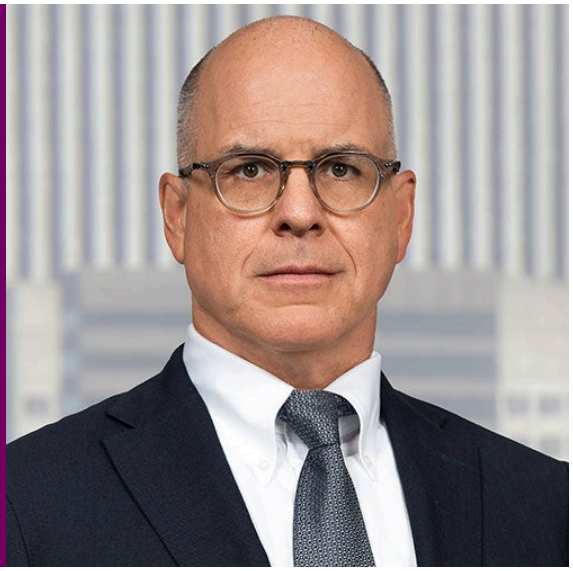
Edward A. Razim, III

Partner

Houston

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Clients turn to Ed to navigate complex employee benefits and executive compensation issues. He advises companies through both high-stakes transactions and day-to-day operations, delivering practical, business-minded solutions.

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. While he has particular experience advising clients in the energy and manufacturing industries, he regularly works with companies across a diverse range of sectors.

REPRESENTATIVE MATTERS

- Advised Risk Theory, LLC, an insurance holding company, in connection with the sale of its casualty-focused wholesale brokerage subsidiary, Risk Transfer Partners (RTP), to CRC Group, a leading independent wholesale specialty insurance distributor in North America.
- Advised Mutual ?Capital Group, Inc., parent company of Mutual Capital Holdings, Inc. (MCH), in the close of its acquisition of ICC Holdings, Inc. (ICCH), parent company of Illinois ?Casualty Company. At the closing, MCH acquired ICCH in an all-cash merger valued at approximately $73.8 million.
- Advised zdSCADA, an established leader in cloud-based supervisory control and data acquisition technology, in its sale to Quorum Software, a leading provider of energy software worldwide.
- Represented WildFire Energy in its $1.425 billion acquisition of Chesapeake Energy Corporation's Brazos Valley region of its Eagle Ford asset.
- Advised Adams Resources & Energy, Inc. (NYSE AMERICAN: AE), in its definitive agreement to be acquired and taken private by an affiliate of Tres Energy LLC in an all-cash deal that values Adams Resources at a total

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enterprise value of $138.9 million.

- Represented Enterprise Products Partners (Enterprise), one of North America's leading providers of midstream energy services, in the acquisition of a natural gas gathering affiliate of Occidental, an international energy company and one of the largest oil producers in the U.S.
- Represented Consumers Energy, Michigan's largest energy provider, in its sale of 13 hydroelectric dams along five Michigan rivers to Confluence Hydro, an affiliate of Hull Street Energy, LLC, an investment firm that has significant experience owning, operating, and investing capital in power generation assets.
- Advised Zenith Energy, a world class midstream company focused on developing a sustainable, independent network of liquid storage terminals, on a definitive agreement to sell its Portland, Ore. terminal to I Squared Capital, a leading global infrastructure investor.
- Represented Pelican Energy Partners, a Houston-based private equity firm specializing in strategic investments in small to middle-market, high-growth potential energy service and equipment companies, in its acquisition of GSE Solutions, a leader in advanced engineering solutions that supports the future of clean-energy production and decarbonization initiatives of the power industry.
- Represented Richmond National Group, a specialty excess and surplus lines insurance company, in its $55 million private common stock offering.

AWARDS

- *Thomson Reuters* Stand-out Lawyer (2025-2026) – 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, 2013-2027), Tax Law (2024-2027)
- 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 (2019-2026)
- 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
- Executive + Equity-Based Compensation
- Health + Welfare Plans
- Tax
- Tax-Qualified Retirement Plans

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

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- 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, "Ethical Issues for In-House and Outside Benefits Counsel," 37th Annual Benefits Compliance Conference, October 30, 2026.
- Speaker, "Navigating Privacy and Cybersecurity Issues in the Modern Workplace," 36th Annual SWBA Benefits Compliance Conference, November 14, 2025.
- 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.

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