

Lynda M. Crouse

Partner

Richmond

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**OVERVIEW**

Lynda assists clients with the design, implementation, and administration of all types of employee and director compensation and benefit arrangements, including employment agreements, incentive plans, equity plans, 401(k) plans, ESOPs, SERPs, and other deferred compensation plans. Lynda also helps clients comply with securities laws applicable to these types of compensation and benefit arrangements.

Additionally, Lynda routinely works with clients on complex corporate transactions and restructurings to address employee and benefit transition issues. Although Lynda represents all types of public and private companies, much of her practice is within highly regulated industries, including banking and financial services and energy.

REPRESENTATIVE MATTERS

- Advises and counsels on all types of compensation, employee benefit, and related employment issues (including issues arising under the Internal Revenue Code, ERISA, and applicable state and federal securities laws).
- Designs and drafts a wide variety of qualified and nonqualified employee benefit plans, leave programs, and severance programs (including profit sharing plans, 401(k) plans, ESOPs, defined benefits plans, supplemental executive retirement plans, paid time off programs, paid and unpaid leave policies, and severance plans).
- Negotiates and drafts compensation and employee benefit provisions in various types of mergers, acquisitions, and divestitures; performs related due diligence and resolves issues related to the transition of employees and benefits.
- Negotiates, designs, and drafts employment agreements and executive compensation agreements and plans (including stock options agreements, retention agreements, severance agreements, change in control agreements, and long term incentive plans).
- Provides legal advice to clients on nonqualified deferred compensation plans and Section 409A of the Internal Revenue Code.
- Drafts employee communications and securities law disclosures for all types of compensation and employee benefit plans.
- Provides legal advice to clients regarding corporate governance, securities law disclosures, and fiduciary responsibilities related to the adoption and amendment of executive compensation agreements and employee benefit plans, ongoing administration of employee benefits plans, investment decisions, benefit claims review,

and related litigation.

- Provides legal advice to clients on military leave issues, including issues related to USERRA compliance, state law compliance, and tax consequences of paying differential pay during military leave.

AWARDS

- *Legal 500 United States* for Labor and Employment: Employee Benefits, Executive Compensation and Retirement Plans: Design (2024)
- *Best Lawyers in America*®: “Lawyer of the Year” in Employee Benefits (ERISA) Law (2023)
- *Best Lawyers in America*®: Employee Benefits (ERISA) Law (2022-2026)
- *Chambers USA*: Employee Benefits & Executive Compensation, Virginia (2021-2025)

TOP AREAS OF FOCUS

- Corporate
- Employee Benefits + Executive Compensation
- Executive + Equity-Based Compensation

ALL AREAS OF FOCUS

- Corporate
- Employee Benefit Guidance on Workforce Transitions
- Employee Benefits + Executive Compensation
- Executive + Equity-Based Compensation
- Financial Services
- Governmental Audits, Benefit Claims + ERISA Litigation
- Health + Welfare Plans
- Plan Governance, Investment + Fiduciary Issues
- Real Estate Capital Markets (REITs)
- Tax-Qualified Retirement Plans

PROFESSIONAL/COMMUNITY INVOLVEMENT

- American Bar Association (Labor and Employment and Tax Sections)
- The District of Columbia Bar Association
- The Florida Bar
- Louisiana State Bar Association
- The Mississippi Bar
- Virginia Bar Association

EDUCATION AND CERTIFICATIONS

EDUCATION

- American University Washington College of Law, J.D., 1994

- Florida State University, B.A., *summa cum laude*, 1991

BAR ADMISSIONS

- Virginia
- Georgia
- Florida
- District of Columbia
- Louisiana (Inactive)
- Mississippi (Inactive)

SPEAKING ENGAGEMENTS

- Co-presenter, “Hot Topics: How the Changing Regulatory and Judicial Environment Is Affecting Compensation Decisions in the Boardroom,” Bank Board Training Forum, September 16–17, 2024.
- Co-presenter, “Key Considerations for Compensation and Equity Programs,” Bank Director’s Bank Compensation and Talent Conference, November 8, 2022.
- Presenter, “Hot Topics in Executive Compensation,” Troutman Pepper Annual Public Company Seminar, December 2021.
- Co-presenter, “The Legal Landscape: 10 Things Every Director & CEO Should Know About Compensation,” Bank Director: BankBEYOND Conference, November 2020.
- Co-presenter, “Bank Compensation Workshop,” Bank Director: Bank Compensation & Talent Conference, November 2019.

PUBLICATIONS

- Co-author, “A Closer Look at Feds’ Proposed Banker Compensation Rule,” *Law360*, June 6, 2024.
- Co-author, “Several Regulators Re-Propose Rules to Curb Incentive Compensation at Financial Institutions,” *Troutman Pepper*, May 13, 2024.
- Co-author, “COVID-19 Executive Compensation Q&As: Focus on Incentive Plans and Nonqualified Deferred Compensation,” *Lexis Practice Advisor*, April 13, 2020.