

David Sawyer

Of Counsel

Fort Lauderdale
dsawyer@gunster.com
(954) 713-6426



Practice & Industry Areas

- Tax Law
- Executive Compensation
- Corporate Law
- Mergers & Acquisitions

Education

- George Washington University Law School, Washington, D.C., J.D., 1999
- George Washington University, Washington, D.C., B.A, 1994

Bar & Court Admissions

- Florida, 2023
- Pennsylvania

Overview

David Sawyer advises on benefit and compensation matters for public corporations and private entities, senior executives, boards of directors and individual board members – He focuses on ensuring that all pertinent details and issues are identified, analyzed and executed properly. David is an analytical counselor who is committed to providing the right results and to being accessible to those he serves.

David's provides multi-dimensional legal counsel on deferred compensation, incentive schemes, supplemental executive retirement plans, equity-based compensation, corporate governance, regulatory compliance, and executive employment contracts and severance agreements. He advises on the creation, execution and management of qualified retirement plans such as 401(k), defined benefit, multi-employer and collectively bargained pension plans.

David has cultivated a comprehensive understanding of welfare arrangements. This experience includes medical, dental, vision and cafeteria plans. He also advises on the

fiduciary responsibilities and plan asset issues relevant to prohibited transactions and unrelated business taxable income matters.

Notably, David brings his corporate law transactional experience to his practice today. He navigates clients through the often sophisticated employee benefit issues that arise in mergers and acquisitions, public offerings, spin-offs, corporate restructurings and a variety of other commercial transactions. He advises on the employee benefits provisions of purchase agreements and change of control, as well as the concerns surrounding golden parachutes, due diligence, treatment of sellers' plans, and the integration of acquired employees and plans into the acquirers' plans.

Prior to the law, David served as controller for a large corporation and as a tax consultant for Arthur Anderson. This experience equips him with the requisite skills to provide sound advice on compensation and benefits matters from both financial and legal perspectives. He seeks to provide a more holistic approach to problem-solving, considering each client's unique risk tolerance, monetization goals, and best and worst-case scenarios.

Representative Matters

- Served as outside counsel for publicly-traded and privately-held companies, as well as for Taft-Hartley benefit funds, in all facets related to their employee benefit, executive compensation plans, and compensation plans and programs, such as their qualified retirement plans (both defined contribution and defined benefit), supplemental deferred compensation plans, health and welfare plans, equity-based compensation plans (including incentive stock option plans, nonqualified stock option plans, restricted stock, stock appreciation rights, phantom equity, and employee stock purchase plans), executive compensation issues, and other benefit related matters arising out of employment and corporate restructuring transactions
- Served as General Counsel and Corporate Secretary of privately-held company that: (i) is an independent franchisee of 53 Sport Clips Haircuts stores in 6 states and (ii) is a franchisee of Urban Air Adventure Park and Snapology, to be opened in 2023 in Southeast Virginia
- Assisted clients in all aspects of designing, drafting, and amending their (i) qualified retirement plans, both defined contribution and defined benefit plans, (ii) health and welfare plans, (iii) equity-based compensation plans and programs, including qualified and nonqualified stock option plans, restricted stock plans, stock appreciation rights, phantom equity plans, and employee stock purchase plans, (iv) non-qualified deferred compensation plans and programs, (v) executive compensation plans, programs and agreements, (vi) severance plans, programs and policies, and (vii) employment and severance agreements implicating employee benefit and executive compensation issues
- Assisted and advised clients with respect to their day-to-day compliance obligations, including assistance with employee/participant communications regarding employee

benefits matters, including compliance with Titles I (DOL) and II (IRS) of ERISA, nondiscrimination and coverage testing issues involving complex controlled groups, and with IRC Section 409A as well as qualified retirement plan coverage related arising under the IRC

- Assisted and advised clients with respect to governmental reporting and participant disclosure obligations, including drafting and revising participant disclosures and preparing and reviewing IRS, DOL, PBGC and SEC filings
- Advised and assisted clients in connection with mergers, acquisitions, divestitures, and other changes in capital structure with respect to employee benefit plans, compensation and golden parachute issues, including assisting clients with pre- and post-closing activities related to their employee benefit and compensation plans such as establishment of newly established mirror plans, transfer of plan assets, preparation of participant communications, and design and implementation of benefits governance structure and documents
- Assisted and advised clients, including respective compensation committees and executive management as well as retirement, investment and employee benefit committees, with respect to benefits governance matters and compliance with fiduciary obligations
- Assisted and advised clients in all fiduciary matters arising under ERISA, including identification and compliance with any prohibited transaction concerns and negotiation, review and revisions of pension plan investment management agreements for required compliance with ERISA
- Assisted clients in negotiation, review, revisions and ongoing compliance with third party agreements, including administration services agreements for health and welfare benefit plans, qualified and non-qualified retirement plans, and executive compensation plans
- Assisted and advised clients on all other facets related to their employee benefit plans, including correction of plan mistakes through the IRS's Employee Plans Compliance Resolution System and the DOL's Voluntary Fiduciary Correction program, assistance with dispute resolution through the claims and appeals process or during mediation and litigation, assistance with multiemployer plan issues such as withdrawal liability and contribution audits, freezing and redesign of qualified defined benefit and defined contribution retirement plans, and tax and benefit implications of employee nonresident aliens
- Assisted and advised clients on ERISA litigation matters, including fiduciary coverage disputes
- Negotiated and drafted lease agreements and amendments for 53 retail locations in 6 states, including negotiation of lease issues during COVID-19 shutdowns, and obtaining building permits, including conditional use permits and other zoning variances
- Negotiated all vendor and third-party contracts
- Handled all employment and employee benefit matters, including workers compensation matters

- Ensured continued compliance with franchise agreements, Bank credit agreements, and all State regulatory requirements
- Negotiated and drafted purchase sale agreement of shopping center and asset purchase agreement of 11 stores in Georgia and Tennessee, overseeing assignment and assumption of associated leases, and overseeing transition of stores and employees