



David M. Spaulding

Shareholder

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Denver, Colorado

David Spaulding's experience covers a wide range of employee benefits matters, including the design, implementation, communication, administration and amendment of all types of tax-qualified retirement plans, executive compensation arrangements, equity-based compensation plans, and health and welfare plans.

He advises clients on matters related to nonqualified and tax-qualified benefit arrangements including ERISA, IRC Section 409A and multidisciplinary issues involving corporate, securities and tax laws relating to employee benefits. David has experience with retirement; welfare and fringe benefits; design, administration and disclosure matters for domestic and international equity-based compensation plans; and reporting and payroll tax withholding requirements related to compensation and benefits. In the context of mergers and acquisitions, he conducts due diligence, negotiates agreement terms, and advises on post-merger integration issues.

Prior to joining Brownstein, David was counsel in the ERISA, employee benefits and executive compensation practice groups in Mayer Brown's Palo Alto office.

Practices

Employee Benefits & Executive Compensation

Representative Matters

- Represented Therm-x of California, Inc., a manufacturer of temperature sensors, industrial heaters and process control products and systems, in the sale to Backer EHP Inc., a subsidiary of NIBE Industrier AB, a Swedish public company (NIBEb.ST).
- Served as employee benefits counsel to an affiliate of Lion Equity Partners, a Denver-based private equity firm, in its acquisition of Homes & Land, an integrated real estate media platform, providing local real estate information throughout the U.S. and parts of Canada.
- Employee benefits counsel to Tropicana Entertainment and its majority shareholder, Icahn Enterprises, in the acquisition of the Lumiere Place Casino, HotelLumiere, and Four Seasons Hotel St. Louis, from certain subsidiaries of Pinnacle Entertainment.
- Employee benefits counsel to Tarte, a portfolio company of Encore Consumer Capital, in its sale to Japan's KOSÉ Corporation, a Tokyo-based global cosmetics business.
- Employee benefits counsel to Victory Park Capital Advisors in the sale of its portfolio company, Global Employment Holdings to TZP Group.
- Employee benefits counsel to DigitalGlobe in its acquisition of Spatial Energy, a leading source for digital imagery and related services to the energy industry.
- Employee benefits counsel to RGS Energy in its acquisition of Mercury Energy, an east coast solar integrator.
- Employee benefits counsel to KSL Capital Partners in the sale of five iconic resort properties to TRT Holdings, owner of Omni Hotels & Resorts in a series of five related transactions. The properties included in

the sale are Barton Creek Resort & Spa in Austin; La Costa Resort & Spa in Carlsbad; Rancho Las Palmas Resort & Spa in Rancho Mirage, California; Grove Park Inn in Asheville, North Carolina; and The Homestead Resort in Hot Springs, Virginia.

- Employee benefits counsel to a multi-platform media company in its equity sale to Lee Equity Partners, LLC.
- Served as employee benefits counsel to Alliant Energy Services, LLC in its disposition of 100% of the stock of its subsidiary, RMT, Inc. to Infrastructure Energy Services, LLC (IEA).
- Served as employee benefits counsel to a healthcare company in a joint venture ownership structure for in vitro fertilization labs.
- Served as employee benefits counsel to Republic Financial Corporation in its sale of Griffith Enterprises, LLC to Amphenol Corporation. Griffith Enterprises is a Cottonwood, Arizona-based aerospace systems and components manufacturer specializing in the production of mission-critical interconnect harnesses, electrical sub-assemblies and engine and system controls.

Community

Board of Directors and Executive Committee, Denver Urban Scholars

Publications & Presentations

- Employee Benefits-Related Limits For 2020, *Brownstein Client Alert*, November 7, 2019
- IRS Implements Prospective Expansion of Determination Letter Program to Merged Plans, *Brownstein Client Alert*, May 7, 2019
- IRS Expands Self-Correction of Retirement Plan Errors, *Brownstein Client Alert*, April 25, 2019
- 2019 Increases for Employee Benefits-Related Limits, *Brownstein Client Alert*, November 16, 2018
- IRS Revises Safe Harbor Explanations of Eligible Rollover Distributions, *Brownstein Client Alert*, September 20, 2018
- IRS Guidance Clarifies Some TCJA Changes to the \$1 Million Deduction Limit for Executive Compensation under Code Section 162(m), *Brownstein Client Alert*, August 30, 2018
- ERISA Plans Should Act To Reinforce Reimbursement Rights In Light Of Recent SCOTUS Decision, *Brownstein Client Alert*, February 2, 2016
- Effectively Handling Beneficiary Designations, Co-speaker, Lorman CLE Live Webinar, November 18, 2015
- Employee Benefits-Related Limits For 2016, *Brownstein Client Alert*, November 2, 2015
- IRS Makes Significant Changes to Qualified Plan Determination Letter Program, *Brownstein Client Alert*, July 27, 2015

Education

- LL.M., 1997, University of Denver Sturm College of Law
- J.D., 1995, Tulane University Law School
- B.B.A., 1991, Loyola University, New Orleans

Admissions

- Colorado
- California