



SARAH ROE SISE

PARTNER

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Sarah Sise practices exclusively in the heavily regulated and constantly evolving field of employee benefits and executive compensation. She advises a wide range of clients, including closely held companies, tax-exempt organizations and public companies.

Sarah brings over 20 years of experience to the firm and partners with clients to establish, design and implement qualified retirement plans, non-qualified arrangements, welfare and fringe benefit plans, and executive compensation programs. She also guides clients through plan audits and service provider changes.

This counseling involves advice regarding designing plans to best serve the client's workforce, complying with the complicated regulatory schemes that govern these benefits, and problem-solving for the myriad issues that arise for employers offering a broad range of benefits and incentive compensation programs. By monitoring and analyzing new legislation and regulations, Sarah is able to provide strategic, on-going counsel regarding compliance, employee communication and general operation of these plans.

Many employers face challenging administrative issues with 401(k) plans, Affordable Care Act compliance, equity and incentive compensation awards, and other benefit programs. Sarah assists employers with understanding these issues and managing risk related to benefit plans and compensation programs.

In addition, Sarah serves as chair of the firm's Inclusion Committee and is heavily involved in the Armstrong Teasdale Women's Inclusion Network. She works closely with the firm's Diversity, Equity and Inclusion department and firm management to ensure that the firm's programs and initiatives are carried out, and also supports the firm's involvement in local and national affinity organizations.

EDUCATION

- University of Illinois (J.D., *magna cum laude*, 1997)
 - Order of the Coif
- Maryville University (B.S., *magna cum laude*, 1994)
 - Actuarial Science

PROFESSIONAL ACTIVITIES

- The Missouri Bar

SERVICES AND INDUSTRIES

Corporate
Employee Benefits and
Executive Compensation
Tax
Education
Technology
Energy and Utilities
Private Equity and Venture
Capital

ADMISSIONS

Missouri
Illinois

- Illinois State Bar Association
- American Bar Association
- Armstrong Teasdale Inclusion Committee (Co-Chair), Women's Inclusion Network Committee (Member)
- Law360, Benefits Editorial Advisory Board (2020)

CHARITABLE AND CIVIC INVOLVEMENT

- Habitat for Humanity St. Louis (Board Member)

ACCOLADES

- Most Influential Business Women, St. Louis Business Journal (2020)
- *The Best Lawyers in America*[®]; Employee Benefits (ERISA) Law (2008-present); Tax Law (2023); Lawyer of the Year, Employee Benefits (ERISA) Law (2016)
- Leadership Council on Legal Diversity (LCLD), Fellow (2019)

BACKGROUND

Prior to joining the firm, Sarah led the Employee Benefits & Executive Compensation Group at another St. Louis area firm.

EXPERIENCE

Cross-Border Transactions for Holding Company and Primary Portfolio Company

Completed a series of four complex, multimillion-dollar transactions in the U.S. and U.K. on behalf of a holding company and its primary portfolio company. In addition to traditional M&A aspects, our team provided guidance on related real estate, environmental, employment, benefits, immigration and international factors. Two of the four transactions closed on the same day on two different continents.

\$108 Million Acquisition of Bank Holding Company

Represented Delta Bancshares Company, bank holding company of Jefferson Bank and Trust, St. Louis, Missouri, in its merger with a subsidiary of First Mid Bancshares, Inc. (NASDAQ: FMBH), bank holding company of First Mid Bank & Trust, Mattoon, Illinois. The total consideration for this cash and stock deal was approximately \$108 million. We also provided counsel on employee benefits and tax aspects of the transaction.

Bolt-On Acquisition for Private Equity Firm

Represented a private equity firm in its acquisition of a bolt-on mechanical and structural field service/maintenance company, offering major refractory, insulation, boiler and repair capabilities throughout Louisiana and Texas.

\$137.25 Million Asset Sale for Independent Insurance Broker

Represented a large independent insurance broker in the sale of assets in exchange for cash and equity consideration valued at up to \$137.25 million.

Acquisition of Controlling Interest in Platform Company for Private Equity Firm

Represented a private equity firm in its acquisition of controlling interest in a new platform full-service oilfield chemical company.

\$1 Million-Plus in Tax Liability Avoided

Secured several releases for employment and tax-related claims against a client. Inaccurate tax advice had led the company's board of directors to issue options that did not comply with Section 409A of the Internal Revenue Code. We were able to avoid tax liabilities for the client and option holders without triggering IRS action, and obtained release agreements from all option holders.

ACA Employer Shared Responsibility Penalties Avoided

Drafted client response to IRS for Affordable Care Act Employer Shared Responsibility (ESRP) penalties. Provided amended ESRP filings and supporting documentation to avoid over \$25,000 in penalties.

Acquisition of Franchise Restaurants

Represented a private investment firm in its acquisition of franchise restaurant outlets across multiple states. Handled the acquisition agreement and other operative documents, due diligence, franchise documentation and licensing.

Equity Incentive Program for Client

Assisted a private equity firm with the design and implementation of equity incentive programs for key employees.

Internal Revenue Service and Department of Labor Plan Audit Representation

Represented several plan sponsors through Internal Revenue Service and Department of Labor audits of 401(k) and defined benefit pension plans. Assisted with the responses to information requests, in-person meetings, and negotiation of settlements and corrective action.

Review of Benefit Plans Related to Acquisition

Assisted an employer with the review of benefit plans in an acquisition. After identifying operational issues with the target's 401(k) plan, we provided assistance with required correction program filings, integration of the workforce into the client's plans, and merger of the target's 401(k) plan.

Termination of Pension Plans for Large Employer

Assisted a large employer with lump sum offerings and a complete termination of six pension plans after the company decided to take affirmative action to de-risk and terminate said pension plans.