



Scott C. Sanders

Partner

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About Scott

Scott Sanders provides counsel to publicly traded and privately owned companies in the design, implementation and administration of employee benefit plans and executive compensation arrangements. He also handles the compensation and benefits issues that arise in corporate acquisitions, financings, initial public offerings, spin-offs and other corporate transactions.

Scott helps guide companies in implementing numerous qualified and non-qualified deferred compensation plans, cash-and equity-based incentive plans, executive compensation arrangements, change in control arrangements and other types of employee benefit plans. He designs executive compensation arrangements to satisfy the client's goal of properly compensating its highly compensated and key corporate employees, including advice with respect to compliance with Sections 162(m) and 409A of the Internal Revenue Code and the impact of Section 280G on such benefits upon a change of control. His practice focuses on the corporate and tax issues that are critical to the design, implementation and administration of employee benefit and executive compensation arrangements. Scott represents clients on tax and benefit matters before the Internal Revenue Service and the Department of Labor.

Since joining Bracewell 27 years ago, Scott has worked in close cooperation with firm's corporate, labor and employment, and trial attorneys, coordinating client counsel in diverse matters that involve their companies' employee benefit plans. Scott is a licensed certified public accountant.

Recent Notable Matters

TC Energy Corporation — \$1.14 billion divestiture of Portland Natural Gas Transmission System to funds managed by BlackRock and Morgan Stanley Infrastructure Partners

DT Midstream — \$750 million revolving credit facility and \$1 billion term loan B, in connection with its spin-off from DTE Energy Company, as borrower

Multinational investment bank and financial services corporation — served as underwriter's counsel for a \$68 million "green bond" offering to finance the construction of a renewable natural gas (RNG) project in Northwest Iowa that will generate RNG captured from dairy cow manure

Prosperity Bancshares, Inc. — \$2.1 billion acquisition of LegacyTexas Financial Group, Inc., which is the second largest bank merger in the history of Texas. Awarded 2020 M&A Transaction of the Year by The Texas Lawbook and the Houston Chapter of the Association of Corporate Counsel.

Kinder Morgan, Inc. — \$1.5 billion sale of the U.S. portion of the Cochin Pipeline to Pembina Pipeline Corporation

Multinational investment bank and financial services corporation — served as underwriter's counsel for a \$68 million "green bond" offering to finance the construction of a renewable natural gas (RNG) project in Northwest Iowa that will generate RNG captured from dairy cow manure

WaterBridge Resources LLC — \$238 million acquisition of salt water disposal assets from NGL Energy Partners LP

WaterBridge Resources LLC — \$125 million acquisition of produced water assets from PDC Energy, Inc. and negotiation of water services agreements

Texas Microgrid, LLC — first-of-its-kind project financing for the construction and operation of a portfolio of distributed microgrids consisting of ultra-clean natural gas-fired generators within ERCOT service territory with up to 232 megawatts of generating capacity

Woodforest National Bank — sale of its asset-based and equipment finance lending businesses, including the \$495 million loan portfolio, to Sterling National Bank

Eni Petroleum US LLC — acquisition of 30 percent interest and a follow-on deal for remaining 70 percent and operatorship of the Oooguruk oil field in Alaska from Caelus Natural Resources Alaska, LLC

PreCheck, Inc. — sale to Cisive, a global provider of compliance-driven human capital management and risk management solutions

Enbridge Gas Distribution Inc. — \$70 million sale of St. Lawrence Gas Company, Inc. and its subsidiaries to Liberty Utilities Co., a wholly owned subsidiary of Algonquin Power & Utilities Corp.

Kinder Morgan, Inc. — \$3 billion acquisition of Hiland Partners from its founder, Harold Hamm, and certain Hamm family trusts with respect to the employee benefits and executive compensation aspects of the transaction

Kinder Morgan, Inc. — acquisition by The Southern Company of a 50 percent equity interest in Southern Natural Gas Pipeline System

Kinder Morgan, Inc. — sale of 50 percent interest in Utopia Pipeline Project to Riverstone Investment Group LLC

BHP Billiton Ltd. — employee benefits and executive compensation aspects of its acquisition of Petrohawk Energy Corporation for \$12.1 billion

Prosperity Bancshares, Inc. — employee benefits and executive compensation aspects of its acquisition of Tradition Bancshares, Inc.

Allegiance Bancshares Inc. — employee benefits and executive compensation aspects of its initial public offering

Several private bank holding companies — numerous mergers and acquisitions

Large energy company — employee benefits aspects of its bankruptcy proceedings

Various employers — administrative and compliance issues with respect to employee benefit plans

Various employers — implementation and administration of deferred compensation arrangements, including compliance with code section 409A

Education

Baylor Law School, J.D.
1991 – *cum laude*

Baylor University, B.B.A., Accounting
1987 – *summa cum laude*

Certifications

Certified Public Accountant

Noteworthy

The Legal 500 United States, Employee Benefits, Executive Compensation and Retirement Plans: Transactional, 2011 - 2023

BL Rankings, *Best Lawyers*, Tax Law, 2022 - 2024

Baylor Law School, *Baylor Law Review*, Senior Notes and Comments Editor

United States Court of Appeals for the Fifth Circuit, Law Clerk, 1991 - 1992

Affiliations

State Bar of Texas, Grievance Committee, 1998 - 2004

American Bar Association, Taxation Section

Houston Bar Association

Texas State Board of Public Accountancy

Texas Society of Certified Public Accountants

Bar Admissions

Texas