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TITLE: AVP, ERISA ATTORNEY

LOCATION: MASSMUTUAL
1295 STATE STREET
SPRINGFIELD, MA 01111-0001

COMPANY BACKGROUND: MASSMUTUAL FINANCIAL GROUP

In the world of financial services, it's all about working with an established, highly respected company based on demonstrated indications of quality and performance. Who you choose to work with matters. Consider Massachusetts Mutual Life Insurance Company.

Founded in 1851, Massachusetts Mutual Life Insurance Company is the center of the MassMutual Financial Group, a diversified financial services organization. Key subsidiaries include OppenheimerFunds, a leading mutual fund family; Babson Capital Management, a provider of investor services; and Cornerstone Real Estate Advisers, which offers real estate equities. MassMutual products are distributed through a nationwide network of trusted and knowledgeable financial professionals and third parties who think in terms of long-term commitment to meeting individual client's needs. Since 1851, MassMutual has made business decisions based on customer needs. Our mutual structure, along with our long-term business approach, has helped keep us strong. This strength means we will be here when our customers need us most. Together, we help people secure their futures and protect the ones they love.

MassMutual has maintained some of the highest financial strength ratings in any industry, and is committed to maintaining a position of preeminent financial strength by achieving consistent, long-term profitable growth. In total, MassMutual's worldwide insurance in-force was \$579 billion at the end of 2014 and assets under management were \$ 651 billion, its highest point in history. MassMutual is ranked 96 on the 2014 Fortune 500 list and was again honored by Working Mother magazine as one of its "100 Best Companies". DiversityInc., for the fourth consecutive year has named MassMutual one of its "25 Noteworthy Companies" and for the first time as one of its "Top 10 Companies for LGBT Employees". The Ethisphere Institute has named MassMutual a "2015 World's Most Ethical Company", the only mutual life insurer earning such recognition.

POSITION SUMMARY

This is an excellent opportunity in MassMutual's Law Department. This attorney will interact regularly with senior management and advise the corporate units (Human Resources and Finance) on complex legal and regulatory issues involving the design, administration, internal operations, fiduciary requirements and tax compliance of retirement, health and welfare, nonqualified deferred compensation and executive compensation plans. This attorney will be an integral part of the corporate law team, which is responsible for the legal needs of corporate management.

KEY RELATIONSHIPS

Reports to: Pia Flanagan, Vice President, Corporate Secretary and Assistant General Counsel

Other Relationships: Human Resources, Benefits, Procurement, Finance



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OVERALL RESPONSIBILITIES:

- Participates in the development of corporate policy regarding retirement, health and welfare, nonqualified deferred compensation and executive compensation plans.
- Advises on the design, administration, compliance and tax qualification of qualified and nonqualified deferred compensation plans (i.e., pension, 401(k) and executive compensation), including compliance with section 409A.
- Advises on the development, implementation and administration of cafeteria plans, flexible spending accounts and medical benefit plans, and addresses compliance with the Patient Protection and Affordable Care Act, COBRA, HIPAA (portability, privacy and security), benefits, retiree coverage, and other operational and regulatory issues.
- Advises on fiduciary issues related to the operation of pension and welfare plans, including advice on ERISA fiduciary duties in administering such plans and other compliance matters.
- Advises on day-to-day issues related to pension and welfare benefits programs, including plan design and drafting, compliance with existing and new statutory and regulatory requirements, review of participant communications, and other plan-related documents, compliance with reporting and disclosure requirements.
- Advises on corporate and employment transactions, government correction programs, IRS and DOL audits, controlled group rules, claims and appeals review and plan termination.
- Participates with other legal counsel and management team on benefits litigation and investment-related transactional work.
- Counsels and renders legal opinions, memorandums and recommendations helpful to senior management.
- Examines and advises on pending and current legislation and court and administrative decisions; identifies/recommends action steps.
- Manages outside counsel.
- Reviews and advises on administrative filings.

CANDIDATE QUALIFICATIONS:

- JD from an accredited law school, a member of the Bar in good standing (any state), and the ability to become licensed for in-house practice in Massachusetts if not now licensed in Massachusetts.
- Demonstrated academic achievement.
- In-depth understanding and experience (6+ years) working on a wide variety of Internal Revenue Code and ERISA issues.

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- Excellent organizational, interpersonal, research and verbal and written communication skills.
- Strong client relationship skills and the ability to consult with all levels of management.
- Must be a self-starter who is business focused and conditioned to high pressure from a fast-paced environment.
- Must be results focused, hard-working, hands on and creative.
- Large law firm or Fortune 500 Corporate Law Department experience is preferred.

CRITICAL COMPETENCIES FOR SUCCESS:

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| Business Acumen | Demonstrates knowledge of the interdependencies of key business processes, functions and risks. Identifies and uses the key financial indicators necessary to measure business performance. Knows the competition; is aware of how strategies and tactics work in the marketplace. Identifies and anticipates customer requirements, expectations, and needs. |
| Critical Thinking | Critically and logically evaluates the costs, risks, and benefits of alternatives before coming to a solution. Probes and looks past symptoms to determine the underlying causes of problems and issues. Approaches problems holistically; defines connections, linkages, interdependencies and develops solutions. Takes ownership of problems and stays on top of them until resolved |
| Execution/Drives Results | Makes quick decisions in high stakes situations, crises, or conditions of uncertainty. Critically and logically evaluates the consequences and implications of alternatives, actions, or decisions. |
| Engage and Inspire | Encourages others to set challenging goals and high standards of performance. Fosters a sense of energy, ownership, and personal commitment to the work. Creates an environment in which performance excellence is rewarded. |
| Change Leadership | Advocates for needed change across the organization that add to our success. Ensures the implementation of change with appropriate communications, goals, resources, metrics and reviews. Takes ownership and personal responsibility for implementing change despite opposition or barriers |
| Communication | Ability to engage in and model courageous and constructive dialogue; confidence to offer a new and potentially challenging idea to foster conversation and critical thinking; ability to successfully deliver difficult and/or complex messages and help others understand multiple points of views |



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Winning Ways:

- *Focus on the Customer* – Know your customers well; add value with a level of urgency.
- *Act with Integrity*– Adhere to a strict code of ethics and MassMutual Values; be trustworthy.
- *Value People* – Lead people to success; appreciate diverse ideas and experiences.
- *Work Collaboratively* – Partner with others to achieve results that leverage the right resources.
- *Achieve Results* – Focus on winning; consistently exceed expectations.

COMPENSATION:

We pay competitive base salaries and we reward performance. Our salary structure is commensurate with experience and is in line with the Hartford legal community. In addition, you will be eligible to participate in our comprehensive benefits program including medical insurance and 401(K).

QUALIFIED CANDIDATES ONLY please send resume to:

Katherine Cooke
AVP Executive Recruiting
kcooke@massmutual.com