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BACK TO SCHOOL: AN IN-HOUSE PRIMER – AUGUST 28, 2024**

**PROGRAM AGENDA**

**Program Topics**

**Session One: 8:50 a.m. - 9:50 a.m.**

**Protecting Trade Secrets in a Remote World - Rick Etter, Ogletree Deakins**

Remote work has blurred the lines between employees’ work and personal lives, and more employees are using personal devices and accounts for work and using work devices and accounts for personal business, all of which has created new legal risks for protecting trade secrets. As a result, in-house counsel are facing new and complex questions. How does the company ensure that an employee’s remote work environment is adequate to protect the company’s trade secrets? Is the company taking adequate measures to protect the confidentiality of trade secrets shared with remote employees? What additional internal controls can the company implement when remote employees are provided access to trade secrets? How does the company protect its trade secrets when a remote employee departs? These questions and more will be answered in this session.

**Rick L. Etter** is an experienced counselor and trial attorney who works collaboratively with in-house counsel, human resources professionals, and company executives to help employers understand and navigate the ever-changing framework of federal, state, and local workplace laws and regulations. Rick’s practical, proactive approach to solving workplace problems enables employers to stay in compliance and avoid litigation while also achieving their organizational and business goals.

Because litigation is not always avoidable, Rick is regularly called upon to represent employers as lead counsel in federal and state court litigation, including class and collective actions; commercial and labor arbitrations; and administrative investigations and proceedings, including before the Department of Labor (DOL), the Equal Employment Opportunity Commission (EEOC), and the Pennsylvania Human Relations Commission (PHRC). His litigation practice focuses on defending employers in wage and hour collective and class actions, Americans with Disabilities Act (ADA) accessibility class actions, single- and multi-plaintiff discrimination and retaliation cases, and actions involving claims of breach of restrictive covenants, tortious interference, unfair competition, breach of duty of loyalty, or trade secret misappropriation. Rick also regularly counsels colleges and universities on faculty, staff, and student accommodation issues.

Rick represents employers in an array of industries, including financial services, higher education, manufacturing, healthcare, retail, transportation and logistics, and energy. Rick considers each client’s organizational and business goals and the market and regulatory environment in which they operate.

**Session Two: 10:00 a.m. - 11:00 a.m.**

**Robo-lawyer: When AI Serves as First Chair – Sunu Pillai & John Marty, Saul Ewing, and Danielle McDermott, Counsel at Highmark Health**

Join us as we explore the revolutionary role of artificial intelligence in the legal arena. We will delve into the transformative potential of AI in enhancing legal research, predicting case outcomes, and streamlining litigation processes. However, we’ll also tackle the ethical quandaries and practical challenges that arise when machine learning meets the gavel, ensuring a balanced perspective on this cutting-edge intersection of technology and law.

**Sunu Pillai** focuses his practice on the construction and energy industries, and counsel clients on issues throughout the project life cycle, from contract formation through dispute resolution. He is an arbitrator with American Arbitration Association and is part of the Cybersecurity and Privacy practice group at Saul Ewing.

**John Marty** has a litigation practice where he handles cybersecurity and privacy and white collar and government matters. John also has experience working on matters involving First Amendment rights issues, including Pennsylvania's Right-to-Know Law, copyright law, and defamation claims.

**Danielle Bruno McDermott** currently serves as in-house counsel at Highmark Health, advising on privacy, cybersecurity, data protection, artificial intelligence, and other healthcare related regulatory issues. Prior to joining the Highmark Health law department, Danielle was an associate at a national mid-sized law firm, and supported various practice groups including commercial litigation, white collar and criminal defense, internal investigations, labor and employment, higher education, product liability, and government investigations and enforcement.

**Session Three: 11:10 a.m. - 12:10 p.m.**

**2024 Supreme Court Review: “Bankruptcy, Civil Rights, and Politics…oh my!” - Dean Falavolito, O’Hagan Meyer**

The 2024 Supreme Court Term touched on almost every aspect of an In-House Counsel’s life. This insightful presentation will go over the highlights of the major decision and how they can affect your client’s day-to-day business and legal concerns.  
 **Dean Falavolito** has been representing corporations, professionals, and employers in a wide variety of litigation and corporate matters for almost two decades.

Dean’s litigation practice includes representing clients in matters relating to employment law, professional liability, general liability, and construction litigation. Dean often defends claims that involve Employment Practices Liability Insurance (EPLI), Director and Officers Insurance (D&O), and Architects and Engineers Insurance (AE) claims for a variety of carriers. Dean is also counted on by many business and insurance companies to defend high-stakes casualty litigation matters.

Dean regularly appears in federal and state courts throughout Pennsylvania, West Virginia, and Ohio, including first chairing multiple jury trials to verdict. Dean has also argued before all of Pennsylvania’s appellate courts, the National Labor Relations Board, and the Third Circuit Court of Appeals.

Dean has represented employers in multiple claims and trials involving harassment, discrimination, retaliation, disability, wrongful discharge, wage and overtime claims. In addition to class action claims, and all claims and litigation related to non-compete agreements. Dean also represents corporations and their owners in professional liability and commercial litigation matters, including claims regarding shareholder agreements, sales agreements, and various contractual disputes.  
  
Dean also counsels multiple business on their day-to-day legal affairs, including advising on human resources, reviewing contracts, and assisting in all areas of operations.

**Lunch – 12:10 p.m. – 1:10 p.m.**

**Sustainability Tour: 12:30 p.m. – 1:00 p.m.**

**Session Four A: 1:10 p.m. - 2:10 p.m.**

**Real Property Concerns in Corporate Transactions – Mary Binker, Kevin Wills and Jessica Barnes, Babst Calland**

A primer on common issues that come up in transactions involving real property, including title, survey, and zoning matters.

**Mary Binker** is a shareholder in the Corporate and Commercial, Emerging Technologies, and Real Estate, Land Use and Zoning groups of Babst Calland. Ms. Binker’s practice focuses primarily on corporate and transactional matters, including negotiation of commercial contracts and real estate acquisitions, leasing, and management agreements.

Ms. Binker advises businesses of various sizes and complexity, in a broad range of industries including chemical, energy and real estate development in their corporate contracting needs such as procurement and service agreements. She also has experience advising real estate clients on commercial and industrial use properties, including properties with environmental risks.

Ms. Binker utilizes her business background to provide practical, yet creative solutions that reflect the challenges faced by her clients.

Ms. Binker received her undergraduate degree from the University of Pittsburgh in 2007, earning a B.A. in Economics and Political Science. She received her J.D. from the University of Pittsburgh School of Law and her M.B.A. from the University of Pittsburgh’s Joseph M. Katz Graduate School of Business in 2010.

While completing her graduate degrees, Ms. Binker worked for the Pennsylvania Office of Attorney General in the Consumer Protection Division and the Insurance Fraud Section.

Prior to joining Babst Calland, Ms. Binker worked in the corporate and real estate business group of a mid-sized regional law firm.

Ms. Binker was admitted to the Pennsylvania Bar in 2011. She is a member of the Allegheny County and Pennsylvania Bar associations. Ms. Binker is a member of the Board of Directors for the Business Alumni Association of the University of Pittsburgh and the Partners Circle Board of the Pittsburgh Cultural Trust.

Ms. Binker received a Best Lawyers®: Ones to Watch recognition from BL Rankings for Corporate Law and Real Estate Law since 2021 and Energy Law for 2024.

**Kevin T. Wills** is a shareholder in the Corporate and Commercial, Energy and Natural Resources, and Emerging Technologies groups of Babst Calland. Mr. Wills’ practice includes representing business clients in mergers, acquisitions and divestitures; drafting and negotiating a wide variety of contracts, real estate agreements, commercial leases and software development and licensing agreements; advising clients on business planning and structuring matters; advising clients seeking certification as disadvantaged business enterprises; advising clients involved in contract disputes; and representing clients in natural gas and energy, including the acquisition of unconventional natural gas (such as Marcellus Shale) and natural gas pooling and unitization.

Mr. Wills received his undergraduate degree, magna cum laude, from Mars Hill College in 2002, with a degree in Finance and Economics. He received his J.D., summa cum laude, from the University of Dayton School of Law in 2006. While in law school, Mr. Wills served as a Publications Editor of the University of Dayton Law Review, participated in the Duberstein National Bankruptcy Moot Court Competition at St. John’s University, received four CALI Excellence for the Future Awards, and was vice president of his class.

Mr. Wills was admitted to the West Virginia Bar in 2006 and the Pennsylvania Bar in 2008. He is also admitted to practice in the United States District Court for the Southern District of West Virginia. Mr. Wills is a member of the Allegheny County, Pennsylvania, West Virginia and American Bar associations. He was selected to the 2020 Pennsylvania Rising Stars list (Thomson Reuters).

**Jessica Barnes** is an associate in the Litigation group of Babst Calland. Ms. Barnes practices in a variety of litigation practice areas, including commercial, construction, municipal, zoning and land use, and energy and natural resources. Ms. Barnes routinely represents clients in both state and federal court.

Ms. Barnes graduated summa cum laude from Duquesne University School of Law in 2021. She was a recipient of the Outstanding Oral Argument Award and earned four CALI Excellence for the Future Awards in Legal Research & Writing I, Evidence, AI Tools, and Law and Neuroscience. While at Duquesne Law, Ms. Barnes served on the Editorial Board as Business Manager and as a Junior Staff Member of Duquesne Law Review. She also served as a teaching assistant for first-year Legal Research & Writing students and as the Vice President of the Environmental Law Society. Ms. Barnes served as a summer intern and then summer associate at Babst Calland. She graduated from Heidelberg University in 2018, earning a B.S. in Environmental Science and Business Administration.

**Session Four B: 1:10 p.m. - 2:10 p.m.**

**Of Pitfalls and Inconvenient Truths: The Most Challenging Aspects of FMLA and ADA Compliance- Mariah Passarelli - Cozen O'Connor**

In this presentation, we will discuss the most difficult-to-navigate aspects of FMLA and ADA compliance, including the treatment of ADA leave following a period of FMLA leave, job transfer as an ADA reasonable accommodation, and unique issues related to remote and hybrid working environments.

**Mariah L. Passarelli** focuses her practice on a variety of labor and employment and higher education law matters, from employment contracts to complex litigation. Mariah handles matters in administrative proceedings, state, and federal courts. She has represented employers in claims under Title IX, Title VII, 42 U.S.C. § 1981, PHRA, ADA, ADEA, FMLA, FLSA, NLRA, FCRA, and OSHA, and she has defended universities, hospitals, and oil and gas companies in state-wide class and collective actions. Mariah also counsels companies and education institutions on litigation avoidance, anti-discrimination, and anti-bullying and she reviews and drafts employee handbooks, student handbooks, and personnel policies.

Prior to joining the firm, Mariah was member and co-chair of the Higher Education Industry team at a national law firm. Before that, she served as deputy attorney general in the Civil Litigation Section of the Pennsylvania Attorney General’s Office. During that time, she represented the members of the State System of Higher Education located in the Western District of Pennsylvania in all aspects of employment law defense for more than four years. This work involved the full panoply of employment law claims – age discrimination, race discrimination, disability discrimination, sexual harassment, etc. – including obtaining a successful defense verdict, as solo counsel, in a trial defending a university in an age and disability discrimination case. During her tenure in the Attorney General’s Office, Mariah also handled more than 175 federal and state court cases on behalf of commonwealth agencies in employment law and constitutional civil rights matters involving Title VII, Title IX, ADA, Rehab Act, ADEA, PHRA, federal and state Whistle Blower acts and § 1983. She obtained defense verdicts as single-chair trial counsel in multiple federal and state jury and bench trials and acted as co-counsel in complex Title IX litigation.

Mariah has achieved an AV Preeminent distinction from Martindale-Hubble’s Peer Review Ratings and was honored by her peers and selected to be on the 2013-2020 Pennsylvania Super Lawyers Rising Stars list. Since 2018, she has been selected for inclusion in The Best Lawyers in America for Labor and Employment. In 2014, Mariah became the youngest attorney ever selected for admission into the Academy of Trial Lawyers of Allegheny County.

Mariah earned her undergraduate degree from Duquesne University and her law degree from Duquesne University School of Law. While in law school, Mariah was a contributor to the Duquesne Law Criminal Procedure Journal, research assistant to Professor Bruce A. Antkowiak, a participant in Trial Advocacy Competitions and student manager of the Criminal Law Clinic. She went on to earn her Masters in Criminology from Indiana University of Pennsylvania.

**Session Five A: 2:20 p.m. - 3:20 p.m.   
  
Navigating Acquisitions: Unveiling Due Diligence Differences in Equity, Stock, and Asset Purchases - Anya Lernatovych and Michael Wessell, Porter Wright**This presentation provides an exploration of the different approaches to due diligence in mergers, stock purchases, and asset purchases. Attendees will gain insight into the strategic considerations behind selecting specific transactions, the unique risks associated with each, and the due diligence process for each type of transaction. Through this presentation, attendees will learn how to make informed decisions, mitigate potential risks, and effectively manage the due diligence process to ensure successful acquisitions.

**Anya Lernatovych**Anya is a member of the firm’s Corporate Department where she focuses her practice on mergers and acquisitions, divestitures, private equity transactions, and complex corporate and business law-related matters.

She provides strategic counsel to clients through all stages of a transaction, no matter its complexity or size. Anya’s practice concentrates on domestic and cross-border transactions where she drafts, reviews and negotiates a broad range of intricate commercial agreements for public and private companies. She also advises clients on day-to-day general corporate and contract matters, including risk management and compliance.

While in law school, Anya served as a judicial administrative clerk in the Allegheny County Criminal Courts of Common Pleas. She also served as the business manager of Vol. 52 of the Duquesne Law Review.

**Michael Wessell**For nearly 30 years, Mike has represented buyers, sellers, issuers, and investors in mergers, acquisitions, divestitures, joint ventures and private placements. He has built his practice counseling clients in a range of industries including health care, manufacturing, hospitality, retail and insurance. Mike represents public and private companies in structuring and negotiating mergers, acquisitions, dispositions and joint ventures. He also provides counsel on general corporate matters and transactions as well as on business formation and growth, and private equity.

Throughout his career, Mike has helped his clients achieve their long-term business goals by providing innovative solutions to even the most complex matters, including several where hundreds of millions of dollars were at stake. What sets Mike apart is his ability to understand all sides of a transaction, which allows him to anticipate what issues might arise and plan accordingly. This proactive approach is not only cost effective but saves time and other resources.

Mike has the added experience of working as in-house counsel where he provided legal services to a group of multi-media companies. In addition to handling matters related to corporate governance and raising capital, Mike coordinated outside counsel, which gives him a unique perspective when working with his clients’ in-house and outside counsel. Additionally, Mike gained invaluable experience when he clerked for both the attorney general of Pennsylvania and the district attorney of Allegheny County.

**Session Five B: 2:20 p.m. - 3:20 p.m.**

**The Overlap of the National Labor Relations Act, Title VII, and other Employment Laws – Fisher Phillips – Brian Balonick and Raeann Burgo, Fisher Phillips**

The NLRB has broadened the scope of the NLRA's protection of conduct that may otherwise violate Title VII and similar state statutes and has also entered memorandums of understanding with various agencies, increasing inter-agency scrutiny. Unfair labor practice charges may accompany charges and/or complaints to other federal and state agencies. Whether you are managing a union or non-union workforce, you will identify hot spots between the NLRA and different Employment Laws.

**Brian Balonick** is regional managing partner of the firm’s Pittsburgh office. He has two decades of experience representing management in all areas of labor and employment law, with a focus on labor relations.

Labor Relations. Among other matters, Brian represents employers in:  
Collective bargaining  
Labor-management relations  
Union organizing activities  
Labor arbitrations  
Strikes and picketing  
Labor contract administration  
Plant closings  
Labor issues arising from corporate transactions  
Defending against unfair labor practice charges before the National Labor Relations Board (NLRB)

Counseling and Advice. Brian counsels management on all day-to-day issues affecting the employer-employee relationship, including hiring and firing decisions and trade secret and restrictive covenant issues surrounding the exiting and onboarding of employees. He works with clients to prevent litigation by developing labor, employment and wage/hour compliance programs and provides employers with on-site training programs on various workplace issues.

Litigation. When it becomes necessary, Brian represents clients in courts and administrative agencies throughout the country. His work touches all areas of labor and employment law, ranging from defending clients in federal and state discrimination claims in front of administrative agencies and courts to collective actions involving wage and hour issues. He has extensive experience litigating cases involving restrictive covenants and trade secrets.

Brian is a frequent speaker and writer on labor and employment law matters throughout the country on topics such as preventative measures for positive employee relations, preparing for union organizing with a remote workforce, best practices for hiring and firing, and responding to workplace issues caused by COVID-19.

**Raeann Burgo** is a partner in the Pittsburgh office of Fisher Phillips. Raeann is a full-service, labor and employment attorney with over 20 years of experience. Her employment practice includes a wide range of issues such as Title VII, ADA, ADEA and FMLA. She guides clients through day-to-day issues such as workplace investigations, performance improvement plans and workforce changes. As a trusted counselor, Raeann works with clients to develop and implement employee handbooks and effective workplace policies and practices, including state and federal mandated leaves. Raeann also has experience representing management in Americans with Disabilities Act (ADA) Title III lawsuits, including the more recent and common Website Accessibility matters. Raeann has a passion for helping employers understand the importance of safeguarding employee mental health. To that end she is a frequent speaker at HR and Corporate Counsel seminars regarding supporting and protecting employee mental health. Raeann has strong connections in the world of mental health advocacy, which helps her bring a unique perspective to clients on this topic.

As a litigator, Raeann has defended clients in discrimination and harassment cases and wage and hour class and collective actions. She works with employers to ensure their compliance with government agencies and represents clients at all state and federal levels, including before the Equal Employment Opportunity Commission and equivalent state agencies. Most recently, Raeann has been guiding employers through Religious Accommodation counseling and litigation.

Labor relations is another area in which Raeann has experience. Raeann regularly represents employers before the NRLB in response to representation petitions, carefully navigating all phases of the unique administrative process, including position statements, evidentiary hearings, briefing and motions practice before the Board. Raeann also represents employers in collective bargaining negotiations, including assisting clients on strategy and helping to craft proposals. She routinely represents employers in contract interpretation and disciplinary labor arbitration hearings and guides union and non-union work forces on maintaining policies and practices that comply with the doctrine of “concerted protected activity.” Raeann’s experience spans various industries, including retail, healthcare and public interest.

**Session Six: 3:30 p.m. - 4:30 p.m.**

**Attorney-Client Privilege Issues for In-House Counsel – Kevin Allen and Jessica Priselac, Duane Morris**

This session will address the fundamentals of, as well as recent developments with respect to, the nature, establishment, and preservation of attorney-client privilege protection. The focus will be on particular issues and circumstances that frequently arise for in-house corporate counsel, including the proper identification of the client, Upjohn warnings, “funneling,” mixed purpose communications, use of outside vendors, representation of subsidiaries, internal investigations, and more.

**Kevin P. Allen** is managing partner of the firm's Pittsburgh office. Mr. Allen concentrates his trial practice on commercial litigation with an emphasis on contract disputes, business torts and the defense of class actions and consumer protection actions. A member of the Academy of Trial Lawyers of Allegheny County, Mr. Allen’s first-chair experience includes state and federal jury and nonjury trials, injunction proceedings and binding arbitrations. He also has argued appellate cases before the First Circuit, the Third Circuit, the Federal Circuit, and Pennsylvania’s Supreme, Superior and Commonwealth Courts. Mr. Allen has served as a court-appointed special discovery master to address privilege and work-product issues.

Mr. Allen is a 1995 graduate of the University of Pittsburgh School of Law and a graduate of Yale University.

**Jessica Priselac** is a trial lawyer who litigates complex disputes in state and federal courts as well as arbitral forums. She has tried numerous commercial disputes to verdict and has extensive experience litigating cases arising out of mergers, product acquisitions, and licensing agreements.

Ms. Priselac has also successfully defended clients in a variety of class, collective, and consolidated actions. Recently, she served as Defense Liaison Counsel in one of the country’s largest MDLs brought against a group of international pharmaceutical companies. In addition, she has represented commercial entities as plaintiffs in consolidated actions. These include serving as lead trial counsel for a publicly-traded outdoor media company in a landmark consolidated action against the City of Philadelphia. In that case, the city was found to have engaged in an unconstitutional commercial property tax scheme, and the trial verdict was subsequently affirmed by the Pennsylvania Supreme Court in 2022.

As part of her trial practice, Ms. Priselac regularly advises a wide range of clients on all aspects of discovery strategy, including how to optimize internal and external resources to efficiently respond to discovery requests related to the production of electronically stored information (ESI). She has more than a decade of experience overseeing large-scale discovery projects in the United States, the European Union, and East Asia, including working with clients to develop specialized procedures for the cross-border review and transfer of data that may be subject to privacy and blocking statutes.

Prior to entering private practice, Ms. Priselac was a judicial clerk to the Honorable Nora Barry Fischer of the United States District Court for the Western District of Pennsylvania. She is a graduate of Emory University School of Law, the School of Advanced International Studies (SAIS) at Johns Hopkins University (M.A.), and Dickinson College (B.A., magna cum laude), where she was elected to Phi Beta Kappa. She attended Renmin University of China during her undergraduate studies and the China University of Political Science and Law during her graduate studies and is conversant in Mandarin.

Ms. Priselac is active in civic and charitable organizations throughout Pennsylvania, and currently serves as a Trustee of Carlow University in Pittsburgh. In addition, she regularly represents women and children, pro bono, in dependency proceedings and Violence Against Women Act (VAWA) cases. Ms. Priselac has also successfully represented a number of individuals who were wrongfully convicted or unlawfully sentenced. In 2017, she secured the release of her client who had been sentenced to life in prison without parole for a non-violent drug offense via a commutation of sentence issued by then-president Barack Obama.