

ACC AMERICA

Association of Corporate Counsel

Georgia Chapter

ASSOCIATION OF CORPORATE COUNSEL

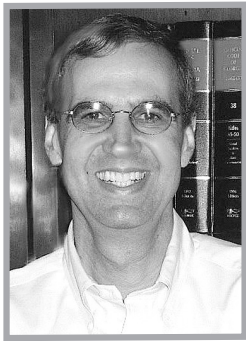
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PRESIDENT'S MESSAGE



JOE FREEMAN
Chapter President

2013 VALUE CHALLENGE: REDUCED SPENDING. BETTER OUTCOMES. HIGHER PREDICTABILITY

On April 25, 2013, more than 100 in-house lawyers attended the third annual ACC Georgia "Value Challenge" event benefiting Pro Bono Partnership of Atlanta. The event kicked off with general sessions on topics including Technology Trends and Best

Practices to Enhance the In-House Law Department, Value Driven Decision Making in Litigation, and Diversity in Outside Firms: A Better Understanding of the Why and Better Results. The panelists, a mixture of corporate counsel and law firm lawyers, shared recent experiences and best practices in these areas.

During the lunch keynote presentation, Elizabeth Robertson, Chief Litigation Counsel at Crawford & Company and ACC Georgia Vice President of Special Programs, led a discussion with members of The Home Depot's Legal Department about how they have nearly

done away with hourly billing while achieving improved legal outcomes by better aligning the goals and interests of outside counsel with those of the Company. The panel shared how they structure different types of non-hourly fee arrangements for specific practice areas as well as various lessons learned through more than five years' experience with these alternative fee programs.

The event concluded with a series of break-out workshops where attendees discussed best practices in more intimate groups. The roundtable topics included:

- Healthcare Reform Pay or Play: How Does an Employer Decide? – Update on Affordable Care Act and Implications for Employers
- Review of State and Federal Data Breach Enforcement Activities: The Latest Trends and How to Protect Your Company
- Minimizing Risks in Contract Litigation: Contract Provisions That Can Lead to Litigation and How to Protect Your Client in Advance
- The Most Important Cases Affecting Business: Assessment of the Most Significant Business Cases up for Review in 2013
- Be Careful What You Wish For: The Pros and Cons of Arbitration and ADR

- Due Diligence and IP Issues in Business Transactions: The Role of IP Counsel in Structuring Business Transactions

ACC Georgia wishes to thank the four sponsors of the program: the law firms of Bondurant, Mixson & Elmore, Smith Gambrell & Russell and Sutherland Asbill & Brennan. The event was also sponsored by e-discovery and technology assisted review provider TrustPoint/OrcaTec. ACC Georgia recognizes the proactive and willing approach these firms have taken to keep the Value Challenge concepts moving forward and to make the event a success.

Proceeds of over \$20,000 from the event benefit Pro Bono Partnership of Atlanta, whose mission is to provide legal services through lawyers in law firms and corporate legal departments to non-profit agencies in Georgia. The fact that this event not only provided tremendous value to corporate counsel attendees, but also served as a fundraiser for a great organization created a winning experience for all involved.

PRESIDENT'S MESSAGE, **PG 2B**

ACC Georgia Chapter 2013 Board Members & Contacts

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At-Large Directors	Term of Office Ms. Martha McMillin <i>VP & Managing General Counsel</i> The Housing Authority of the City of Atlanta 230 John Wesley Dobbs Avenue, NE Atlanta, GA 30303-2421 martha.mcmillin@atlantahousing.org One Year as Past President

Kali Beyah General Attorney I Delta Airlines PO Box 20574 Atlanta, GA 30320 Kali.W.Beyah@delta.com	Two year term
Mr. James Harris <i>Attorney</i> United Parcel Service 55 Glenlake Parkway NE JHarris@ups.com	Two Year Term
Ms. Kelly Wilcove <i>Senior Counsel</i> Assurant, Inc. 260 Interstate North Circle SE Atlanta, Georgia 30339 Kelly.wilcove@assurant.com	Second Year of two year term
Mr. H. Eric Hilton <i>SVP, Secretary and General Counsel</i> H.J. Russell & Company 504 Fair Street SW Atlanta, Georgia 30313 ehilton@hjrussell.com	Second Year of two year term
Ms. Sloane Perras <i>Senior Managing Counsel</i> Aaron's Inc. 309 E. Paces Ferry Rd. NE Atlanta, Georgia 30305 sloane.perras@aarons.com	Second Year of two year term
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PRESIDENT'S MESSAGE CONT.

ACC NEWSLETTER

MEMBER SPOTLIGHT

Nancy K. Kumar manages the overall operation and administration of Georgia Power's Legal Operations program. Her responsibilities include structuring processes to improve legal operations, including litigation and e-discovery management; enhancing vendor and outside counsel management by internal attorneys; restructuring the General Counsel Organization's information and financial management practices; and providing legal counsel to Georgia Power executives, management, and employees on various legal and compliance issues.

Prior to accepting the role of Lead Attorney in Georgia Power's General Counsel Organization, she has held various positions within Georgia Power: the Legal Services Manager and the Workplace Ethics Manager. As the Legal Services Manager, she managed the overall operation and administration of Georgia Power's Legal Services program, with emphasis on operational issues, real estate law, and managing all condemnations and litigation involving operational issues. In her Workplace Ethics Manager role, she partnered with employees at all levels to provide an ethical work environment, which included providing feedback and training to management and employees on ethical issues, and led the Company's efforts to address and resolve employee concerns plus increase its effectiveness in this area.

Nancy joined Southern Company in 2003 as a Senior Attorney for Southern Company Services. In this role, she provided legal counsel to executives, management, and employees of Southern Company subsidiaries. Prior to joining Southern Company, Nancy worked as an Associate Counsel with MCI WorldCom, having responsibility for the negotiation of complex commercial agreements as well as addressing regulatory, sales, and customer dispute issues. Before MCI WorldCom, Nancy served as an Associate Attorney for the Atlanta law firm of Venema, Doherty & Delashmit, with a focus on mergers and acquisitions as well as corporate and commercial real estate law.

Currently, she serves as the Treasurer of the Association of Corporate Counsel (ACC) - Georgia Chapter. In 2012, she served on ACC's Audit Committee. Additionally, she participates in various volunteer projects for the Pro Bono Partnership of Atlanta. In 2010, she was honored with the Pro Bono Partnership's 2009 Volunteer of the Year Award. She also served on Troy University's Master of Public Administration Advisory Board.

Nancy holds a Juris Doctorate degree from Wake Forest University School of Law and a Bachelor of Science degree in Finance and Management Information Systems from the University of Virginia's McIntire School of Commerce. She is a Certified Compliance and Ethics Professional and a member of the State Bar of Georgia,

North Carolina State Bar, and the Society of Corporate Compliance and Ethics.

PROGRAMS, PAST & FUTURE

Ford Harrison LLP provided a timely presentation on May 14, regarding big risks confronting employers under the Fair Labor Standards Act and how to avoid them.

The ACC - Georgia Chapter co-hosted a program with the Corporate Counsel Section of the Atlanta Bar Association entitled "Ethics and Etiquette in the Workplace and Beyond" on May 22, 2013. The panelists of The Honorable Kimberly M. Esmond Adams, Superior Court of Fulton County, J. Randolph Evans, Partner, McKenna, Long & Aldridge, LLP and Debra Kuper, Vice President, General Counsel & Corporate Secretary at AGCO, led a lively discussion.

Our June program is scheduled for June 11, and is sponsored by the Patrick Law Group. Information regarding the topic and registration are separately set forth in this ACC Newsletter.

On June 20, the ACC - Georgia Chapter is co-sponsoring the 2013 Primerus Business Law Institute Symposium. The event is scheduled from 11:30 am to 5:00 pm at the Georgia Aquarium. A cocktail reception begins at 5:00 pm with the option of touring the Aquarium. More details may be found on ACC - Georgia's website.

ACC-Georgia Member Spotlight: Nancy Kumar

**1. Where do you work?**

I work for Georgia Power Company. Georgia Power is an investor-owned, tax-paying utility that serves 2.25 million customers in all but four of Georgia's 159 counties. The largest of four electric utilities that make up Southern Company, Georgia Power, has been providing electricity to Georgia for more than a century at rates

well below the national average. With 4.4 million customers and more than 42,000 megawatts of generating capacity, Atlanta-based Southern Company (NYSE: SO) is the premier energy company serving the Southeast. A leading U.S. producer of electricity, Southern Company owns Alabama Power, Georgia Power, Gulf Power, Mississippi Power, Southern Nuclear, Southern Power, SouthernLINC Wireless and Southern Telecom. Southern Company also has a growing competitive generation company. Southern Company brands are known for excellent customer service, high reliability and retail electric prices below the national average. Southern Company is consistently listed among the top U.S. electric service providers in customer satisfaction by the American Customer Satisfaction Index (ACSI).

2. What is your job title and what are your duties?

I am the Lead Attorney in the General Counsel Organization. As of January 1, 2013, I became the Lead Attorney in Georgia Power's General Counsel Organization with the responsibility of creating the Legal Operations department, as well as advising business partners on a number of various legal issues. The creation of Legal Operations will assist our legal organization with many processes and procedures, such as strategically aligning our legal department with the company's business units, and to operate more efficiently and effectively.

3. Please describe the legal department at your company.

Within Georgia Power Company, the General Counsel Organization is comprised of the following departments: Claims Management, Compliance & Workplace Ethics, Corporate Security, Legal Operations, and Legal Services. We have an excellent team of professionals. Every day

I'm impressed by how hard everyone works to assist our business partners with their business needs and requests.

4. How did your career path lead to an in-house role?

While in law school, I decided that the best way to combine my undergraduate degrees in Finance and Management Information Systems and my law degree would be to go in-house. After working for a small Atlanta law firm for about 3 years in the practice areas of mergers & acquisitions, corporate governance, intellectual property, commercial real estate, and general business transactions, I decided it was time to move in-house and started to look for an opportunity. I began my in-house career with MCI as an Associate Counsel supporting the Corporate National Accounts team and then later moved to supporting MCI's Global Accounts team.

5. What do you most enjoy about your work?

It is very rewarding to work as a team with our business partners and helping them achieve their goals, answer their questions, navigate issues, and successfully finalize their projects. By working in such close partnership with our business teams, I am able to work on a variety of matters and continue to learn about our business, our industry and how we all can improve.

6. What is most challenging about your work?

Two of the great challenges about my work are trying to anticipate the next big issue on the horizon while doing more with less. First, we all try our best to foresee what the next legal trend will be, such as big data, but the unknown is a challenge. Second, there is plenty of work to do as we all work together to create Legal Operations and try to determine the most efficient and effective way to do so.

7. What has been your biggest accomplishment at your company?

Our company's focus is to be a citizen wherever we serve. I'm very proud of our company's encouragement to live by these words. I strive to do so and agree that we, in the legal community, should give back to the communities in which we work and live. So, my biggest accomplishment is participating in various pro bono projects while continuing to support and work with our business partners on their initiatives and projects.

8. How long have you been a member of ACC?

I've been an ACC member for a number of years (about 10 years).

9. Please describe some of your experience with ACC.

Last year, I volunteered and served on the ACC - Georgia Audit Committee. It was a tremendous experience that I recommend to anyone who is interested in becoming more involved in the ACC - Georgia. Following that role, I became the ACC - Georgia's treasurer. In this role, I have very much enjoyed working with my new friends on the ACC board. Lastly, I participate in the monthly ACC Energy Committee meetings.

10. What are the best benefits of ACC-Georgia membership?

I find that there are many benefits of being an ACC - Georgia member, such as the networking opportunities, friendships, and information and resources on the ACC website. In particular, in my new role and as we are creating the Legal Operations department, I have enjoyed working with other in-house counsels to learn about how their departments and teams function. We collaborate and share ideas and best practices, which has been wonderful and very beneficial.

11. Now for some personal questions:

- **Your favorite restaurant:** There are many great restaurants in Atlanta that I enjoy. Right now, my favorite is Nan.
- **Any pets?** No, but I expect a dog and a cat will become part of our family in the next few years.
- **Krispy Kreme or Dunkin' Donuts?** Neither. I like beignets from Café du Monde.
- **Boiled Peanuts?** No, thank you.
- **Favorite non-profit?** Pro Bono Partnership of Atlanta
- **Favorite hobby?** I have a few hobbies and like them all the same - yoga, reading, traveling, and painting.
- **Favorite book?** The House of Spirits
- **Favorite movie:** The Blind Side (I enjoy true stories about other people's incredible achievements against all odds.)
- **If you could go anywhere in the world for free for two weeks, where would that be?** Australia and New Zealand.
- **If you were not a lawyer, what would be your alternate career path?**

Probably, my initial career plan of being in IT as a financial system analyst. Not very exciting, I know.

The FLSA – Big Risks and How to Avoid Them

Presented by FordHarrison LLP

On May 14, the Georgia Chapter of the Association of Corporate Counsel hosted a luncheon and program for in-house counsel on avoiding pitfalls in the Fair Labor Standards Act (FLSA). FordHarrison LLP sponsored the program.

FordHarrison partners Patricia G. Griffith and Gordon M. Berger presented the program entitled The FLSA – Big Risks and How to Avoid Them. FLSA litigation has increased dramatically and is on the rise. The number of FLSA cases filed in federal court has nearly doubled within the last ten years, and more than quadrupled within the last 20 years. Last year saw the largest number of FLSA cases ever filed in Federal Court.

As Mr. Berger explained, plaintiffs’ lawyers are pursuing FLSA claims for two reasons. First, to prevail on a FLSA claim, a plaintiff does not need to prove that an employer intended to act unlawfully – he or she only must prove that the employer’s pay practice failed to comply with the law. Second, attorney’s fees are awarded to successful litigants in unpaid wages claims. These factors – particularly when pursued in a collective or class action – can make FLSA claims very attractive for plaintiffs’ attorneys and very costly for employers.

Additionally, the United States Department of Labor

(DOL) has increased enforcement of the FLSA. The DOL has substantially increased the number of investigators to enhance enforcement. The agency has also applied employee-friendly interpretations of exemptions and regulations. These interpretations make it much harder for employers to mount a successful defense to allegations of improper payment or misclassification of employees. And in keeping with the times, the DOL has launched a timesheet reporting app for mobile devices. The timesheet app allows employees to track their own hours, provides a glossary of terms, and gives the employee the DOL’s contact information to report a violation.

Mr. Berger then provided advice regarding compliance with the FLSA, including on appropriate methods to calculate overtime, payment obligations for donning and doffing, and compensation surrounding meal and rest periods. Mr. Berger also explained the most popular overtime exemption classifications (executive, administrative and professional).

Ms. Griffith provided colorful tips and anecdotes that can help employers during litigation. First, she recommended that employers include language on each paystub stating that by accepting the paycheck, the employee acknowledges that s/he has been paid for

all hours worked for the relevant time period. Though this is likely not a valid legal defense, this statement encourages employees to verify the accuracy of their paychecks thus avoiding a compounding unpaid wages problem. Such a statement also provides defense counsel with ammunition for a jury trial.

Second, in light of the Supreme Court’s recent decision in Genesis Healthcare Corp. v. Symczyk, Ms. Griffith advised employers to consider providing an offer of judgment to the named plaintiff in a collective action case. Doing so before a conditional certification is granted by the court can moot the entire case.

Other FordHarrison attorneys who attended the event are John L. Monroe, Jr., Raanon Gal, and Henry F. Warnock.

Joe Freeman, President of ACC-Georgia, was the MC for the event. Elizabeth Robertson, Vice President of ACC-Georgia spoke about an upcoming Primerus boutique law firm affiliation program. Rachael Spears, Director of the Pro Bono Partnership of Atlanta, informed attendees of an upcoming ACC-Georgia program. Rachel Gervin, Vice President of ACC-Georgia, and Nekia S. Hackworth encouraged participation in the ACC-Georgia summer internship program for high school students interested in legal careers.

Photo Gallery



Gordon Berger of FordHarrison discussing some of the issues under the FLSA.



L to R: Paul Marcela, ACC-Georgia VP Sponsorships and Programs; Gordon Berger, FordHarrison Partner; Joe Freeman, ACC-Georgia President; and Patricia Griffith, FordHarrison Partner.



ACC-Georgia summer interns with Rachel Gervin. L to R: Jasna Hasanbasic (Emory); Rachel Gervin, ACC-Georgia VP Outreach Initiatives; Niaa Daniels (Georgia State); and Clarence Bryant (Georgia State).



A scene from the ACC Value Challenge.



“Top Contract Provisions that Every Lawyer Should Know and Care About: Drafting and Negotiating to Reduce Business Disputes”

Tuesday, June 11, 2013
11:30 a.m. – 1:30 p.m.
Maggiano's Little Italy at Cumberland Mall
1601 Cumberland Mall SE

The Georgia Chapter of Association of Corporate Counsel and Patrick Law Group will present “Top Contract Provisions to Know and Care About: Negotiating and Drafting to Accomplish Business Goals and Manage Risks”.

Companies need contracts to make their business go. Whether procuring or selling, every day contracts are drafted, reviewed, negotiated and signed. The volume of agreements mandates that company counsel operate with a high degree of efficiency and focus. The ability of company counsel to quickly identify, understand and effectively address those contractual provisions most likely to derail a company's business can be a crucial factor in a company's success.

Lizz Patrick will conduct a luncheon seminar intended to ease your burden as you navigate the mountain of documents with which you are presented each day. Ms. Patrick will discuss the universal provisions that are the cornerstones of strong contracts and propose drafting and negotiation approaches to obtain the best results for your company. She will also share intelligence gathered through informal discussions with your counterparts, and her experience in working with in-house counsel, regarding the areas of contracts which most commonly form the basis of disputes and, consequently, may require the most attention.

PATRICK LAW GROUP is an agile, results-driven law firm focused on preparing and negotiating domestic and international commercial contracts in a wide range of industries including complex construction, technology, logistics, master sourcing and fulfillment.

Lizz Patrick is the founding member. Her 24 years' of experience includes drafting and negotiating a wide variety of commercial contracts, including contracts for master supply and service procurement, construction and development, technology solutions, capital equipment procurement, logistics and other outsourcing arrangements.

Attendance is limited to ACC members and their invited guests, as well as prospective ACC members. ACC membership is open to attorneys who practice law as in-house counsel employees of organizations and who do not hold themselves out to the public for the practice of law.

Thanks to **Patrick Law Group**, the CLE lunch program is *complimentary for the first 120 ACC members who register their intention to attend on-line*. Thereafter, the fee for current ACC members is \$25, and, in all circumstances, \$35 for non-members, including prospective members. A CLE credit of one (1) hour is being applied for, and if approved, will be submitted to the Georgia State Bar for attendees licensed to practice in Georgia.

To register go to: <http://www.acteva.com//booking.cfm?bevaidd=234933> Please be sure to register under the first member registration to take advantage of the complimentary attendance. After the 120 free spaces have been filled, you will be asked for credit card information. No refunds will be provided for cancellations but credit can be applied to a future 2013 ACC-Georgia program. Walk-ins are accommodated subject to space availability and must pay by check at the door. If you have registered and are unable to attend, please notify Lisa Smith by e-mail at laotsu@bellsouth.net as soon as possible so that your space is available for another member.