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# FOCUS

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PHOTO: DAYTON COURTHOUSE





## PSE WELCOMES KSENIIA MIRONOVA TO THE BUSINESS LAW TEAM

**Kseniia Mironova** is the latest Associate Attorney joining the Business Department.

Kseniia completed her undergraduate studies at Colorado Mesa University, **earning a Bachelor of Arts Degree in Criminal Justice**. Kseniia obtained her Juris Doctorate from the University of Dayton School of Law in 2021. As a law student, Kseniia served as a Dean's Fellow and a Research Assistant to Professor James Steiner-Dillon.

Before joining PSE as an attorney, Kseniia practiced business law for two years and criminal defense for four years. She is also fluent in Russian.

Kseniia practices in our Downtown Dayton Office in the Stratacache Tower.

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## JEFF SENNEY RECEIVES AV PREEMINENT PEER RATING

Congratulations to Jeff Senney **for again achieving an AV Preeminent Peer A Rating**. AV Preeminent Peer-Rated Attorneys are an elite group of attorneys rated highly by their peers, consistently demonstrating High Ethical Standards and Legal Ability.

If you need assistance in Business or Tax Law, Jeff and his team are ready to help.

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## TWO PSE ATTORNEYS NAMED TO 2025 OHIO LEADING LAWYERS LIST

We are proud to announce that two of our distinguished attorneys have been **nominated by their peers for inclusion in the 2025 Ohio Leading Lawyers List**.

**Michael Sandner** has been **recognized for his exceptional work in Business Litigation and Construction Law**. A shareholder and the firm's President,

Mike brings decades of experience guiding clients through complex commercial and construction disputes with strategic insight and practical solutions.

**John Clough** has been honored in the areas of Estate Planning and Tax Law. **Known for his meticulous approach and dedication to protecting client assets**, John continues to help individuals and families navigate estate and tax matters with confidence and clarity.

This recognition reflects our firm's continued commitment to delivering legal excellence across a diverse range of practice areas. Congratulations to Mike and John on this well-deserved honor!

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## ZONING

### VERIFYING PROPERTY USE BEFORE BUYING

It is not uncommon when purchasing commercial real estate to verify that the intended use is permitted under local zoning regulations. **However, zoning laws do much more than describe the permitted uses for real property; the analysis should not stop at confirming that an intended use is permitted.**

For example, will the signage you desire be permitted? **Even if the property you are buying has an existing sign from the prior owner, that does not mean you will be able to use it.** If the sign is a “non-conforming” sign, it may need to be removed and replaced with a smaller, conforming sign. **Other signage provisions may affect your ability to use wall signs or even way-finder signs.** Additionally, zoning codes often have separate parking requirements that vary not only by zoning district but also by specific uses. While the existing parking lot may have been sufficient for a previous use, if you have a different use, **the parking requirements may be significantly different, requiring you to obtain off-site parking agreements.** A particular parcel may also be in a special “overlay

**district”** that has additional (or different) setback, density, or height provisions from the underlying zoning district. Likewise, there may have been variances or conditional use permits associated with the property that carry specific requirements not cited in the zoning code.

**Identifying the zoning for adjacent property can be vital** if you plan on future expansion or have a use that may be “inconsistent” with the adjoining landowners.

**It is essential to have someone familiar with zoning laws review the applicable provisions before investing in commercial property.**

If you plan to purchase property, contact Jerry McDonald to ensure it can be used as intended.

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## REAL ESTATE LAW MADE SIMPLE: WHAT EVERY BUYER AND SELLER SHOULD KNOW

Real estate transactions are high-stakes deals. Legal guidance is critical whether buying your dream home or selling commercial property.

### Key Documents to Review

- Purchase agreements
- Title searches
- Deeds
- Financing terms

### Common Legal Pitfalls

- Missing contingencies
- Unclear boundary lines
- Unpaid liens

With a PSE attorney, you can close smoothly and protect your investment.

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## STARTING A BUSINESS? HERE'S THE LEGAL FOUNDATION YOU CAN'T AFFORD TO MISS

You've got the business idea, the drive, and the vision. Now, let's build the legal foundation to match.

### Choosing the Right Entity

- LLC vs. S-Corp vs. C-Corp
- Liability, taxation, and structure considerations

### Essential Legal Documents

- Operating Agreements
- Partnership Agreements
- Employment Contracts
- Vendor & Client Agreements

### Staying Compliant

- State registration
- EIN and tax compliance
- Annual filings



**PSE Law helps new business owners start smart. Meet with a member of our team today.**

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# SUCCESSION PLANNING FOR BUSINESSES: SECURING LEADERSHIP AND SAFEGUARDING OPERATIONS

## Why Succession Planning Matters for Employers

As a business owner or executive, you've built something valuable, and ensuring its longevity requires thoughtful leadership transition planning. Whether you're preparing for retirement, an unexpected departure, or long-term growth, succession planning is essential for organizational stability and operational continuity.

Succession isn't just about who's next—it's about maintaining stakeholder confidence, protecting value, and preparing your business for future success.

## What Is Succession Planning and Why Now?

Succession planning is the strategic process of preparing your company for leadership changes. This could involve identifying and developing internal talent, structuring ownership transfer mechanisms, or preparing for external recruitment when needed.

For employers, this process also includes mitigating legal risks, protecting confidential information, ensuring compliance with shareholder agreements, and minimizing tax exposure.

## The Business Risks of No Plan in Place

- Uncertainty among employees and clients
- Disruption of operations during transitions
- Conflict among partners, shareholders, or family members
- Forced sale or dissolution of the company
- Public exposure of business valuations through probate

Without a plan, the exit of a key leader can destabilize operations and threaten long-term viability.

## Key Legal Elements of an Employer-Focused Succession Plan

### Ownership Structuring

To avoid probate and public disclosure, ensure shares



or membership interests are titled to allow smooth transitions, such as through trusts or TOD (Transfer on Death) designations.

### Buy-Sell Agreements

These govern what happens to an owner's interest in cases of death, disability, or departure. Well-crafted agreements prevent disputes and provide funding mechanisms for transitions.

### Governance Documents

Review and revise your operating agreements, bylaws, or shareholder documents to clearly define decision-making authority and succession protocols.

### Management Development

Identify and mentor internal candidates for leadership roles. This allows for continuity in corporate culture and operations.

### Business Valuation and Tax Strategy

Get an up-to-date valuation and work with professionals to design a tax-efficient transition strategy, especially for closely held or family businesses.

### Why Employers Partner with PSE Law

PSE understands the complexity of business succession. Our attorneys advise employers on designing proactive, compliant, and confidential succession plans that preserve value and minimize disruption. Whether your goal is to pass ownership to a family member, prepare a sale, or transition to new executives, we ensure your plan aligns with your business structure, industry regulations, and long-term goals.

Ready to protect what you've built? Contact us today to develop a succession plan tailored to your business.



## ESTATE PLANNING IS MORE THAN JUST A WILL — HERE'S WHY YOU NEED A COMPLETE PLAN

When people hear “estate planning,” they often think of a will. However, a comprehensive estate plan is more than just one document—it’s a comprehensive strategy to protect your assets, family, and wishes.

### What Makes Up a Comprehensive Estate Plan?

- Last Will and Testament
- Revocable and Irrevocable Trusts
- Power of Attorney
- Health Care Directives
- Beneficiary Designations

### Benefits of a Proper Estate Plan

- Avoids probate and legal delays
- Reduces tax burdens
- Ensures decisions are made by people you trust
- Provides clarity and peace for your loved ones

Ready to start your estate plan? Contact our team today for a personalized consultation.



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## PLANNING FOR THE FUTURE: WHY LONG-TERM CARE INSURANCE SHOULD BE PART OF YOUR ESTATE STRATEGY

As the cost of elder care continues to rise, more families are left asking the same question: **How do we protect what we’ve built and ensure dignity in our later years?** At PSE, planning is the most potent form of protection. That’s why we encourage our clients to consider Long-Term Care (LTC) insurance as a core piece of their estate and asset protection strategy.

**LTC insurance can ease the financial burden when care is needed after an accident or serious illness.** It may cover services in assisted living or skilled nursing facilities and can support Medicaid eligibility planning. But more importantly, it can offer peace of mind for you and your family.

If you’re nearing retirement or planning for a loved one, now is the time to review your elder care strategy. **Our experienced attorneys are here to help you design a plan that reflects your values and protects your assets.**

Let’s talk about your future. Contact us today.



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## WORKERS' COMPENSATION – WHAT EMPLOYERS NEED TO KNOW

Managing workers' compensation claims is more than just filing paperwork—it's a critical part of protecting your business from legal exposure, financial setbacks, and operational disruption. In Ohio, the workers' compensation system is highly regulated, and even small administrative errors can lead to significant penalties, litigation, or damage to your company's reputation.

Employers must be proactive, not reactive, regarding workers' comp. That means not only having the right processes in place, but also understanding how to respond when an incident occurs.

### Proactive Legal Strategies for Employers

#### Claims Management

We guide employers through the claims process from start to finish, ensuring all documentation is accurate and submitted within mandatory timelines. Proper reporting reduces the risk of claim denials, audits, or noncompliance penalties.

#### Defense Representation

When a claim is disputed or an appeal is filed, our attorneys represent employers before the Industrial Commission of Ohio. We advocate for your interests, minimize liability, and ensure that every case is handled professionally and strategically.

#### Policy Reviews

Our team conducts thorough audits of your current policies, training materials, and internal procedures. We help you close compliance gaps, reduce the likelihood of claims, and align with current Ohio BWC requirements.

A single claim can disrupt operations, raise your premiums, and open the door to further scrutiny. The best defense is a strong, legally sound foundation.

Stay protected and compliant—**schedule a consultation** with the workers' compensation team at PSE Law today.

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## OHIO DRIVERS CAN NO LONGER RECEIVE LICENSE SUSPENSIONS FOR UNPAID COURT FINES AND FEES

On April 9, 2025, a new law took effect in Ohio, which states that **Ohio drivers can no longer receive license suspensions based on outstanding court fines or fees** in minor misdemeanor and traffic cases. Ohio is now the 30th state to eliminate or significantly reduce debt-based license suspensions.

Proponents of the new law successfully argued that the previous law, which allowed license suspensions based on outstanding debt, disproportionately impacted low-income drivers. As a result of the suspension, drivers were less likely to earn the money necessary

to pay off the debt and have their licenses reinstated. According to a 2022 report from The Legal Aid Society of Cleveland, approximately 600,000 of the 1,000,000 driver's licenses suspended from 2016 to 2020 were a direct result of debts owed to the courts.

**While it is unclear how many Ohio drivers currently have suspensions related to outstanding fees and court costs, the Ohio Bureau of Motor Vehicles has confirmed that they will work with local courts to identify those impacted and lift the suspensions.** The Ohio Bureau of

Motor Vehicles is required to lift all qualifying suspensions on or before May 9, 2025.

If you believe you qualify for removing a debt-based license suspension or have questions about eligibility, please get in touch with L. Michael Bly or Kaylee Price.

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## LITIGATION PREPAREDNESS – PROTECTING YOUR BUSINESS IN DISPUTES

**Legal disputes are a reality for every business, regardless of size or industry.** Whether it's a contract falling through, an employee filing a claim, or a government agency initiating an investigation, your ability to respond quickly and effectively can mean the difference between a manageable situation and a business crisis.

At PSE Law, we help employers approach litigation with strategy, clarity, and confidence. **Preparation isn't just a legal best practice—it's a business imperative.** The right legal partner can help you avoid costly missteps, protect your reputation, and preserve what you've worked hard to build.

### How We Support Employers Contract Disputes

We assist businesses in enforcing their contractual rights or defending against breach allegations. Whether you conflict with a vendor, customer, contractor, or partner, we work to resolve disputes efficiently—through negotiation, mediation, or litigation—while minimizing operational disruption.



### Employment Issues

From discrimination claims to wage disputes to wrongful termination allegations, we guide employers through employment-related litigation. We also provide guidance on compliance with the EEOC, Department of Labor, and other regulatory bodies to avoid violations before they occur.

### Litigation Defense

Our team provides comprehensive representation at every stage of the litigation process—from initial investigation and pleadings through discovery, hearings, and trial. We tailor our approach to your business goals, whether that means pursuing early resolution or preparing for courtroom advocacy.

Disputes can't always be avoided—but how you handle them makes all the difference. Our attorneys are here to protect your business, your reputation, and your bottom line.

**Don't wait until you're served—consult the litigation team at PSE Law today.**

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## BUY-SELL AGREEMENTS: THE MOST OVERLOOKED TOOL IN BUSINESS SUCCESSION

**Every business owner knows the importance of succession planning, but many overlook a critical piece of the puzzle:** the buy-sell agreement. This legal document governs what happens to an owner's interest in the business in the event of death, retirement, disability, or departure from the company for any reason.

### Why It Matters

Without a buy-sell agreement, you risk ownership disputes, valuation battles, and even forced liquidation of the business. For employers, it's not just about

protecting equity—it's about protecting jobs, partnerships, and ongoing operations.

### What a Good Buy-Sell Agreement Covers

- Clear transfer terms for ownership interests
- Agreed-upon valuation methods to avoid disputes
- Funding mechanisms—life insurance, cash buyouts, etc.
- Triggering events and restrictions on third-party sales

Don't let succession ambiguity threaten your company's future. If your current agreements are outdated or incomplete, now is the time to take action. Contact our business law team to create or review your buy-sell agreement today.

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## WHAT EMPLOYERS NEED TO KNOW ABOUT OHIO'S NEW "PARENTS' BILL OF RIGHTS" LAW

**On April 9, 2025, Ohio's "Parents' Bill of Rights" law officially goes into effect, requiring public schools to adopt new policies governing parental notification, instructional materials, and student well-being.**

While the law directly affects educational institutions, it can also have a ripple effect on employers, especially those working in or adjacent to education, childcare, or family services.

### Why This Matters for Employers

- Private schools, charter operators, and education contractors must be aware of these new compliance requirements.
- Employers may encounter increased HR questions from working parents affected by new policies related to notification and involvement. Businesses providing mental health or wellness services to students should anticipate new consent protocols and record-keeping rules.

### Key Legal Highlights

- Districts must notify parents of any substantial change to a student's physical, mental, or emotional health.
- Instructional materials involving sexuality content must be disclosed and made opt-out eligible.

- Religious instruction release policies are required and may intersect with employer scheduling practices.

Employers operating in education-related fields should review contracts, liability exposure, and notification obligations under this new law.

**Need guidance?** Contact PSE Law to ensure your policies and agreements align with Ohio's evolving education laws.

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## LIV'S LAW: OHIO'S NEW MEASURES TO COMBAT IMPAIRED DRIVING

On April 9, 2025, **Ohio implemented House Bill 37, known as "Liv's Law,"** a legislative initiative named in memory of 22-year-old Olivia Wright, who tragically lost her life to a repeat OVI (Operating a Vehicle Impaired) offender. This law represents a significant overhaul of Ohio's approach to impaired driving, integrating advanced enforcement tools with stricter penalties to enhance public safety.

A cornerstone of Liv's Law is authorizing oral fluid testing for OVI enforcement. **This method allows law enforcement officers to collect oral fluid samples from individuals arrested for OVI offenses, enabling the detection of drugs or alcohol presence with immediate results.** While these tests do not measure concentration levels, they are valuable in identifying impairment. **Refusal to submit to an oral fluid test incurs the same penalties as refusing a breath or blood test under Ohio's implied consent laws.**

In tandem with enhanced detection methods, Liv's Law imposes stricter sentencing for individuals convicted of aggravated vehicular homicide, vehicular assault, or involuntary manslaughter, particularly targeting repeat OVI offenders. Notably, the maximum prison term for aggravated vehicular homicide has increased from 15 to 20 years, and the maximum fine has risen to \$25,000.

The legislation also mandates the installation of ignition interlock devices (IIDs) for individuals with multiple OVI convictions. Previously optional, IIDs are now compulsory for second-time offenders seeking limited driving privileges.

Financial penalties have been elevated across all OVI offense categories. First-time offenders now face a minimum fine of \$565, up from \$375, while second-time offenders see an increase from \$525 to \$715.

**Drivers in Ohio should be aware of these significant changes and exercise additional caution. The introduction of oral fluid testing means that law enforcement has more tools to detect impairment, making it more likely for impaired drivers to be caught and penalized.**

If you need OVI representation or have questions about your rights in light of these changes, please get in touch with Michael Bly or Deztany Johnson.

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## PSE NEWSLETTER CREATOR & EDITOR



Pam Thomas  
Marketing Director

*The Only Law Firm You'll Ever Need®*

## 5 LEGAL DOCUMENTS EVERY OHIO EMPLOYER SHOULD REVIEW MID-YEAR

Now is the ideal time to hit pause, reflect on your operations, and proactively address any potential legal risks before the second half of the year. **Here's a quick legal checklist every employer should consider reviewing—and why it matters.**

### 1. Employee Handbooks

Are your policies still compliant with state and federal regulations? Update handbooks to reflect any changes in PTO, sick leave, remote work policies, or workplace conduct standards.

### 2. Employment Agreements

Review your offer letters, non-competes, and executive contracts for enforceability and accuracy. Ensure they align with your current compensation and benefits structure.

### 3. Vendor and Client Contracts

Reassess liability clauses, payment terms, and termination provisions. Tighten up any vague language that could expose you to disputes.



### 4. Succession Plans and Buy-Sell Agreements

If you've had staffing or ownership changes, update your succession plan and revisit your buy-sell agreement to reflect current leadership and valuation goals.

### 5. Compliance and Licensing Records

Verify that your business licenses, registrations, and insurance policies are up to date and properly documented.

Stay ahead of potential risks by taking action now. Schedule a mid-year review with PSE Law and finish the year strong.

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