

## Alan S. Pralgever

PARTNER

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*I've built my practice by recognizing that clients are best served by listening, thinking and acting strategically to protect their best interests. Solving problems by negotiation, or by thoughtful litigation, secures the best results. A balance of strategic aggression and compromise represents the lynchpin of my practice.*

Mr. Pralgever concentrates his practice in business and commercial litigation, with a special focus in corporate, partnership and LLC split-ups and dissolutions, condominium matters and representation of associations, estate litigation, employment issues, consumer fraud act litigation, real estate and intellectual property disputes. He has handled a wide variety of complex commercial and corporate litigation in state and federal courts, as well as arbitrations in both New Jersey and New York. He is certified by the New Jersey Superior Court as a civil mediator. He is also accredited as an attorney by the U.S. Department of Veteran's Affairs for the purpose of preparing, presenting, and prosecuting claims before the VA. He is an American Arbitration Association trained mediator and arbitrator and sits on the AAA's Employment, and Commercial and Business Panels.

Mr. Pralgever's experience includes the representation of clients in a variety of areas. These include: corporate and partnership disputes and buy-outs; oppressed shareholder litigation; matrimonial matters, especially those involving the valuation of business assets; restrictive covenant and intellectual property matters; doctors and medical practice litigation; consumer fraud actions; defense of class actions; real estate, lease, ground lease and condominium advice and litigation; employment discrimination matters; wills and estate litigation; and corporate lending

### Departments

Litigation  
Employment Law

### Practice Groups

Alternative Dispute Resolution  
Cannabis Industry  
Construction Disputes

### Education

Antioch School of Law, J.D.,  
1979  
Columbia University, M.A.,  
1974  
Lafayette College, B.A., *cum  
laude*, 1973

### Bar Admissions

New Jersey, 1980  
U.S. District Court, District of  
New Jersey, 1980  
New York, 1986  
U.S. District Court, Southern  
and Eastern Districts of New  
York, 1986  
U.S. Courts of Appeals,  
Second, Third and Fourth  
Circuits, 1986  
U.S. Supreme Court, 2012

and warranty disputes. Mr. Pralgever has also long represented owners, general contractors, developers, and public institutions such as school boards.

*Results may vary depending on your particular facts and legal circumstances.*

## HONORS & AWARDS

- Listed in The Best Lawyers in America® (a trademark of Woodward/White, Inc.) in the Commercial Litigation practice area (2024)
- Martindale-Hubbell® Peer Review Rated AV® Preeminent (a trademark of Internet Brands, Inc.) (1996 – present); based on this AV rating, listed in "New Jersey's Top Rated Lawyers" in the areas of Alternative Dispute Resolution, Construction Law and Labor & Employment (2013, 2014) (an advertising supplement published in *Inside New Jersey* in the *Star-Ledger* and *New Jersey Law Journal*); based on this AV rating, listed in "New York Area's Top Rated Lawyers" (an advertising supplement published in *New York Magazine*)

*Please visit our Award Methodology page for a description of the standard or methodology on which these accolades are based. Attorney Advertising: No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*

## REPRESENTATIVE MATTERS

*Results may vary depending on your particular facts and legal circumstances.*

- *Stilianessis v. Dionne, DMD* (Superior Court of New Jersey, Appellate Division 2018), Mr. Pralgever represented the plaintiff in this dental malpractice case, securing a victory on appeal after an appellate panel considered what constitutes a net opinion in expert reports. More on this ruling at: <https://bit.ly/2PAIo0x>
- *Parker v. Parker* 2016 N.J. Super. Unpub. LEXIS 2720 (Ch. Div. 2016), Mr. Pralgever represented the plaintiff in a litigation involving New Jersey's Oppressed Shareholder Statute. The matter was successfully tried before the Superior Court of New Jersey Chancery Division. The case involved two brothers splitting up two corporations in which both were 50% shareholders. The two businesses operated jointly on a single piece of property, which was controlled by a limited partnership also owned jointly and equally by the brothers, however the brothers operated their respective companies independently. Certain overhead expenses and the handling of other responsibilities were intertwined. There was no functional operating agreement in this scenario. The plaintiff suffered the consequences of his brother's business losses, which amounted to as much as \$500,000 per year, and filed suit. His claims relied on the New Jersey Oppressed Shareholder Statute. The Court ruled that the defendant had "oppressed" the plaintiff, breached his fiduciary duty and acted in bad faith. The case appears to be precedential on the issue of losing money as an indicia of shareholder oppression.

- *Balsamides v. Perle* 160 N.J. 352 (1999), a notable and nationally recognized 1999 New Jersey Supreme Court case in which Mr. Pralgever won a unanimous decision regarding the use of a "marketability discount" in the forced sale of a close corporation. This is the leading valuation case for partnership or corporate dissolutions in New Jersey, also used as a valuation case in divorce proceedings in the state
- *Reilley v. Ceridian* 664 F.3d 38 (3d Cir 2011). This Third Circuit putative Class Action concerning Identity Theft Protection clarified the issue of standing in data breach cases. The case involves the "increased risk of identity theft resulting from a security breach of unencrypted material from a laptop computer." The court held standing must be established by "actual injury," not the mere threat of future injury. However, this took place prior to the recent Equifax case.
- *Conchita Smith v. Medpointe Healthcare, Inc., et al.* A 2007 N.J. District Court and Third Circuit case in which Mr. Pralgever represented Medpointe, a pharmaceutical company, against a plaintiff alleging discrimination under the Family and Medical Leave Act, age, sex, and COBRA laws. The employee was terminated for missing eleven months of work in an eighteen month period in violation of the Medpointe's published attendance policy. The court ruled that the plaintiff failed to show any evidence of "retaliation" or that the employer's legitimate, non-discriminatory reason for termination was a "pretext for discrimination."
- *Palisadium Management Corp. v. Carlyle Towers Condominium, Inc.*, (Superior Court of New Jersey, Bergen County 2014). Mr. Pralgever won a precedent setting breach of contract action for Carlyle Towers, a large condominium association in Cliffside Park, NJ. The Carlyle had a 75 year contract with a health club, the Palisadium, which claimed the Carlyle owed \$2.5 million in fees. The contract with the Palisadium, a health club and separate entity, had been established by the developer when he built Carlyle Towers. In granting the Carlyle's motion for summary judgment, the Superior Court dismissed plaintiff's case in its entirety because the judge determined the 75 year contract was "unconscionable and illegal" pursuant to certain sections of the Condominium Law, N.J.S.A. 46:8B-32 because the contracting condominium board was not comprised of more than 50% of condominium owners, as oppose to the developer. Therefore, the court declared the agreement void *ab initio* (void from the outset) regardless of the ensuing course of conduct of the parties.
- *GF Princeton v. The Herring Land Group*. This precedent setting "Ground Lease" case involved the total denial of ground rent due under a 60 year Ground Lease due during a five (5) year rent renewal process due to the lessor's refusal to abide by the contractual appraisal process. The case was tried in the United States District Court for the District of New Jersey, and affirmed by the Third Circuit Court of Appeals in 2013.
- *Metem Corporation v. Stephen Chen*, a three and a half month 2003 trial 2003 in New Jersey Superior Court which concerned the client's right to repurchase a 60% interest in a subsidiary/sister corporation. Mr. Pralgever relied on the New Jersey Oppressed Minority Shareholder Statute to successful demonstrate oppression of the minority shareholders, with the client winning the right to buy back the company, together with the technology sold by the parent to the subsidiary, despite the

fact that the parent corporation's owners only controlled 40% of the subsidiary.

- Other New Jersey Supreme Court cases include *Barry v. Arrow Pontiac*, a consumer fraud case concerning false advertising practices by automobile dealers involving commercial speech, and *Friedman v. Friedman*, a case involving conflicts of interest.
- *A. Pflugh, Inc. v. Aspar Construction Company*, argued by Mr. Pralgever in the Third Circuit and United States District Court of New Jersey, which concerned the necessity to secure a supersedeas bond in a construction litigation matter involving the United States government.
- Appearing before the Court of Appeals in New York, Mr. Pralgever represented Turner Construction Company in a contract dispute over the New York corporate headquarters of Goldman Sachs and confirmation of an arbitration award.

#### UNIQUELY NJ

- New Jersey State Bar Association; Equity Jurisprudence Special Committee (2021-2022 term); Construction Law Section
- New Jersey Superior Court, Certified Civil Mediator
- Association of the Federal Bar of New Jersey
- Trial Attorneys of New Jersey
- Association for Corporate Growth New Jersey
- Justice Marie L. Garibaldi American Inn of Court for Alternate Dispute Resolution, Executive Committee
- Brennan-Vanderbilt American Inn of Court, Master
- Morris County Chamber of Commerce

#### MORE ACTIVITIES & EXPERIENCE

- American Bar Association; Business Law Section
- American Arbitration Association (AAA); Employment, and Commercial and Business Panels
- Accredited as an attorney by the U.S. Department of Veteran's Affairs for the purpose of preparing, presenting, and prosecuting claims before the VA

#### PRESENTATIONS & SPEAKING ENGAGEMENTS

Presenter, You've Lost that Lovin' Feelin': Keeping Employment Disputes Out of Litigation with Arbitration & Mediation Provisions

Sponsor: *Greenbaum, Rowe, Smith & Davis LLP*, March 24, 2022

Presenter, Advanced Business Contracts: Secrets Only the Top Attorneys Know...

Sponsor: *National Business Institute*, December 6, 2021

Presenter, Negotiating Indemnification, Reps, and Warranties in New Jersey

Sponsor: *National Business Institute*, June 8, 2021

Panelist, Post-Pandemic ADR: Do We Need to Be in the Room Where It Happens?

Sponsor: *New Jersey State Bar Association Annual Meeting*, May 19, 2021

Panelist, Cyber Security in Today's Environment

July 29, 2020

Presenter, COVID-19 and Its Impact on Business Litigation

Sponsor: *New Jersey Institute for Continuing Legal Education*, June 10, 2020

Speaker, Breaking Up is Hard to Do – Guiding Your Clients Through a Business Divorce in 2019 & Beyond

Sponsor: *New Jersey Institute for Continuing Legal Education*, September 18, 2019

Speaker, Breaking Up Is Hard To Do: Important Aspects of Business Divorce

Sponsor: *Sobel & Co., LLC*, April 20, 2017

Lecturer, Ethics for Mediators; Ethics for Negotiators

Sponsor: *NYLS Alternative Dispute Resolution Skills Program*, March 30, 2016

Faculty Member, Helping Your Client Buy or Sell a Small-to-Medium Sized Business

Sponsor: *National Business Institute*, December 11, 2014

Speaker, Construction Contract Workshop

Sponsor: *HalfMoon Education Inc.*, August 28, 2014

Presenter, Fundamentals of Construction Contracts in New Jersey: Understanding the Issues

Sponsor: *Lorman Education Services*, January 30, 2014

Presenter, Affordable Care Act

aka 'Obamacare'

Sponsor: *Academy for Continuing Professional Education.*, September 17, 2013

Presenter, Health Care Reform and Other Critical Issues That Can Cost You Millions

Sponsor: *Greenbaum, Rowe, Smith & Davis LLP; Wiss & Company; and Marsh & McLennan Agency*,  
March 12, 2013

Presenter, Recordkeeping Is an Essential Art to Secure Damages  
Fundamentals of Construction Contracts: Understanding the Issues in New Jersey  
Sponsor: *Lorman Education Services*, January 30, 2013

Conference Chair, Zone Program Integrity Contractors: Medicare, Medicaid Fraud and Abuse  
conferences for medical practices and hospital management

Conference Chair, Five Mistake that Could Cost You Millions: Formation, Business Divorce and  
Shareholder Oppression for Business Owners  
July 2011

Presenter, Forming, Maintaining or Breaking Shareholder and Partnership Relationships in a Recession  
Sponsor: *Greenbaum, Rowe, Smith & Davis LLP Webinar*, June 23, 2009

#### **PUBLICATIONS & ALERTS**

Author, Amendments to NJ WARN Act Bring Stricter Requirements than Previous NJ WARN and Federal  
WARN Acts

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, January 18, 2023

Author, Recent Federal District Court Ruling Provides Insight Into How WARN Act May Apply to COVID-  
Related Workforce Cuts

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, January 19, 2021

Co-Author, Force Majeure in the Age of COVID-19: A Force to be Reckoned With

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, April 23, 2020

Author, Employment Law Update: New Legislation Delays Implementation of Amendments to NJ WARN  
Act and Exempts "Mass Layoffs" Due to COVID-19

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, April 17, 2020

Quoted, NJ's Novel Severance Law Ruins Small Biz Growth, Attys Say

*Law360.com*, February 28, 2020

Author, NJ Supreme Court Decision Concerning Spill Act Arbitration Creates Serious Questions About  
Standards Used to Appeal All Arbitration Awards Going Forward

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, August 26, 2019

Author, In *Kernahan*, New Jersey Supreme Court Rules On the Enforceability of Arbitration Clauses in  
Consumer Contracts

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, February 6, 2019

Author, A Cautionary Message for Closely Held and Family Businesses: Recent Case Reinforces the Importance of Valid Operating Agreements

*Greenbaum, Rowe, Smith & Davis LLP Client Alert*, February 2017

Co-Author, Double Dipping in the Divorce Context Is Inherently Unfair

*New Jersey Law Journal*, October 31, 2016

Author, Case Management Is an Overlooked Necessity

*New Jersey Law Journal*, January 8, 2013

Author, *Balsamides'* Long Reach in Appraisals Of Close-Corporation Split-ups

Oppressed shareholders are equitably protected by discounts, at the expense of wrongdoers

*New Jersey Law Journal*, November 21, 2011

Quoted, Clawbacks eyed in mini-Madoff Philip Barry ponzi scam to recoup \$25M from duped investors

*New York Daily News*, September 24, 2009

Quoted, \$40M B'klyn storefront Ponzi scam busted

*New York Newsday*, September 8, 2009

Author, Time To Revisit the *Saffer v. Willoughby* Fee-Shifting Doctrine

*New Jersey Law Journal*, February 9, 2009

Author, Preventing Trade Secret Exposure by Former Employees

*New Jersey Law Journal*, July 30, 2007

Author, To Arbitrate or Litigate? One Lawyer's Surprising Answer

*Building Profits*, May/June 2007

Author, E-Mails Are Not Always Admissible

Courts seldom admit e-mail under the business record exception

*Complex Litigation & E-Discovery*, *New Jersey Law Journal*, February 19, 2007

Co-Author, Arbitrate? Better Litigate Instead: A Strategic and Economic Decision

*In Re:*, *New Jersey Lawyer*, October 16, 2006

Author, Choose and Use Experts Wisely

*New Jersey Law Journal*, July 31, 2006

Author, Valuing Stock in Oppressed Shareholder Actions

Courts grapple with when to use a marketability discount to value shares of close corporations

*New Jersey Law Journal*, August 1, 2005

## NEWS

2024 Edition of *Best Lawyers* Recognizes 59 Attorneys in 38 Practice Areas: Twelve Greenbaum Lawyers Recognized on “Ones to Watch” List; Five Selected for “Lawyer of the Year” Recognition  
August 17, 2023

Alan S. Pralgever Appointed to National Roster of AAA Arbitrators  
June 28, 2022