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SC Court of Appeals

THE STATE OF SOUTH CAROLINA
In the Court of Appeals

APPEAL FROM FLORENCE COUNTY
Court of Common Pleas
Michael L. Nettles, Circuit Court Judge

Appellate Case No. 2022-00131
Case Nos. 2020-CP-21-1297/1296

Walt Parker.....Appellant,

v.

Florence Carpet & Tile, Inc., John C. Curl, and Mike Barker.....Respondents,

AND

Allison Parker.....Appellant,

v.

Florence Carpet & Tile, Inc., John C. Curl, and Mike Barker.....Respondents,

---

BRIEF OF RESPONDENT

TURNER, PADGET, GRAHAM & LANEY, P.A.

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INDEX

Page

TABLE OF AUTHORITIES

Page

I. STATUTES AND COURT RULES

II. CASES

STATEMENT OF ISSUES ON APPEAL

AFTER ALLEGEDLY NOT PAYING HIMSELF (WALTER) OR HIS SPOUSE (ALLISON) DURING HIS OWN SERVICE AS COMPANY PRESIDENT OF FLORENCE CARPET & TILE, INC. (EMPLOYER), DURING WHICH TERM HE (WALTER) HAD FULL MANAGEMENT AND PAYROLL RESPONSIBILITY, AND DURING WHICH TERM SHE (ALLISON) WAS AN OFFICER WITH BANK ACCOUNT AUTHORITY, CAN THAT COMPANY OWNER AND PRESIDENT (WALTER) AND HIS SPOUSE (ALLISON) LATER IMPOSE INDIVIDUAL LIABILITY FOR UNPAID WAGES UPON THE UNKNOWING AND PASSIVE COMPANY PARTIAL OWNER (CURL) AND AN UNAUTHORIZED AGENT OF THE COMPANY (BARKER)?

STATEMENT OF THE CASE

These two cases (Case Nos. 2020-CP-21-1296 and 2020-CP-21-1297) are parallel wage payment claims against the same Company brought under the South Carolina Payment of Wages Act ("SCPWA" or "Act")[1] by one of the Company owners Walter (also known as "Walt") Parker and his spouse Allison Parker for alleged wages/commissions due from their employment at the Company, Florence Carpet & Tile, Inc. ("FCT" or "the Company") which ended on or about July 26, 2019 (Walter) and August 10, 2019 (Allison).

In addition to bringing these actions against the corporate employer, FCT, the Appellants named the Company's other owner John Curl ("Curl") and the Company's non-owner administrative employee Mike Barker ("Barker") as defendants. Curl and Barker moved the Circuit Court for summary judgment on the claims against them and those motions were granted (Orders of Judge Michael G. Nettles dated December 2, 2021). [R.pp.1-13].[2] On January 28, 2022, the Circuit Court denied the Appellants' motions to alter or amend those judgments. Appeals from each matter followed and this Court has consolidated the two matters for briefing/disposition.

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[1] S.C. Code § 41-10-10, *et. Seq.*

[2] Appellants' broader additional claims (breach of contract, breach of the implied covenant of good-faith and fair dealing, and quantum meruit) were voluntarily abandoned against the individual defendants at the Court hearing on the Summary Judgment motions. (Hearing Transcript) [R.p. 232 line 4 through p.233 line 19].

STATEMENT OF THE FACTS

In its two Summary Judgment Orders, issued on the same date (December 2, 2021), the Circuit Court noted the following relevant facts for the applicable employment periods, each fact is well-supported in the record as referenced herein:

1) Appellant Walt Parker was a 47% owner of the employing corporation, FCT.[3] (Both Summary Judgment Orders) [R.p. 1 & R.p. 8].

2) Appellant Walt Parker was President of FCT and in charge of its day-to-day operations, including payroll.[4] (Both Summary Judgment Orders) [R.p. 1 & R.p. 8].

3) Appellant Allison Parker was Walk Parker's spouse[5] and was also an officer in the employing corporation, FCT.[6] (Allison Parker Summary Judgment Order) [R.p. 1].

4) In contrast, Respondent Curl was *never* a paid employee of FCT and was *not* involved in corporate day-to-day operations, including payroll[7] although he did own slightly more than half of the interest in FCT (53%).[8] (Both Summary Judgment Orders) [R.p. 1 and R.p. 8].

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[3] Curl Affidavit in Walt Case ¶2 [R.p. 146].

[4] Walt Parker Affidavit ¶4 [R.p. 199]; Curl Deposition, R.p. 84 lines 18-22 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment).

[5] Curl Affidavit in Allison Case ¶6 [R.p. 40].

[6] Curl Affidavit in Allison Case ¶ 7 (***also noting that Allison Parker had signature authority on FCT bank accounts***) [R.p. 41].

[7] Curl Deposition, R.p. 82 lines 7-10 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment). Barker Affidavit in Allison Case ¶ 4 [R.p. 38].

[8] Curl Affidavit in Walt Case ¶¶2-5 [R.p. 146]; Curl Deposition, R.p. 78 lines 20-22 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment).

5) Respondent Barker was *not* an officer of FCT[9] and did *not* have payroll authority[10]—he reported to Appellant Walt Parker until Walt Parker was terminated.[11] (Allison Parker Summary Judgment Order, Page 2) [R.p. 2].

6) During Appellants' employment, Appellant Walt Parker had *sole* control of employee payroll and commissions. [12] (Both Summary Judgment Orders) [R.p. 2 and R.p. 9].

7) During her 12-year employment, Appellant Allison Parker *never* informed Respondent Curl of any claims to unpaid wages or commissions.[13] (Allison Parker Summary Judgment Order) [R.p. 2].

8) During her 12-year employment, Appellant Allison Parker was *never* authorized to receive a commission check and *never* received a commission check from her husband Appellant Walt Parker—the President of FCT and *sole* authority for any commissions.[14] (Allison Parker Summary Judgment Order) [R.p. 2].

9) Respondents Curl and Barker were unaware of any wage or commission claim of Allison Parker until she filed an unsuccessful regulatory claim to such payments with the

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[9] Barker Affidavit in Allison Case ¶ 3 [R.p. 38]. Barker was also never an owner of the Company. Barker Affidavit in Allison Case ¶2 [R.p. 38].

[10] Barker Affidavit in Allison Case ¶ 4 ("I had no such authority.") [R.p. 38].

[11] Barker Affidavit in Both Cases ¶ ¶ 1 & 4 [R.p. 38 & R.p. 144].

[12] Barker Deposition, R.p. 92 lines 10-23 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment). Curl Affidavit in Allison Case ¶ 9. Barker Affidavit in Allison Case ¶ ¶4-5 [R.p. 38].

[13] Curl Affidavit in Allison Case ¶11 [R.p. 41].

[14] Curl Affidavit in Allison Case ¶ 10 [R.p. 41]. Barker Affidavit in Allison Case ¶¶ 6-8 [R.p. 38-39].

South Carolina Department of Labor, Licensing, & Regulation ("LLR") in September of 2019[15]—after her employment had ended on August 10, 2019.[16] (Allison Parker Summary Judgment Order, Page 2) [R.p. 2].

10) Respondent Curl was unaware of any compensation claim by Appellant Walt Parker until Walt Parker filed a Company shareholder lawsuit against Curl in November of 2018[17]—but even after filing that unsuccessful lawsuit,[18] Walt Parker continued to run

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[15] Allison Parker's LLR claim was submitted as Exhibit 2 to her Response in Opposition to the Motion for Summary Judgment. [R.p. 54-76]. The exhibit includes the LLR closure letter of October 15, 2019 concluding that "No violations were found under S.C. Code Ann. 41-10-40 payment of wages." [R.p. 76]. The exhibit also includes the explanation of Respondent Mike Barker, the new general manager of FCT, together with requested pay stubs, that ***Appellant Allison Parker was paid all wages up until and through her job abandonment plus an extra week of accrued vacation time.*** [R.pp. 61-62 and 72-73].

[16] While an unsuccessful claim was filed with the state regulatory agency, Barker and Curl verified that they were never given a direct demand for any unpaid wages or commissions by Allison Parker. Barker Deposition, R.p. 93 lines 1-5 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment); Barker Affidavit in Allison Case ¶ ¶7-8 [R.pp. 38-39]; Curl Affidavit in Allison Parker Case ¶¶ 10-11 [R.p. 41].

The Appellants' affidavits suggest in *conclusory* form that Barker and Curl "knowingly" permitted their alleged damages (¶8 of each Affidavit) [R.p. 200 and R.p. 204], but even when faced with the obligation to respond to a Motion for Summary Judgment, ***neither Appellant offers any factual detail of how Barker or Curl were to have known of any wage claim – prior to Appellants' departures from the Company.*** Attached to the Appellants' affidavits there are *no* emails, *no* letters, and *no* commission sheets. (Commission sheets are described by Barker in the Company response to the unsuccessful LLR claim of Allison Parker). [R.pp. 61-62 and R.pp. 72-73].

[17] Curl Affidavit in Walt Case ¶9 [R.p. 147].

[18] An appeal from the April 2019 trial decision in that 2018 case (2018-CP-21-02958) (***notably also heard by the same trial judge which heard these summary judgment motions in November of 2021***), was recently affirmed by this Court in an unpublished opinion. Parker v. Curl, No. 2022-UP-304 (July 20, 2022) (referenced here only for its relevance to Curl's time-line of knowledge). A petition for rehearing has been filed in that shareholder case (Appellate Case No. 2019-001370).

Notably, it was *after* that adverse April 2019 trial decision in the 2018 shareholder case, but while Walt Parker was still President and general manager of the Company, that the Appellants

FCT and handle payroll, including paying himself, until his July 27, 2019 termination.[19]

(Walt Parker Summary Judgment Order) [R.p. 9].

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got Walt Parker's then-subordinate Barker to sign the unsworn May 2019 wage hypotheticals that they would subsequently use in their unsuccessful LLR wage claims.

As Barker later explained in the Company response to the LLR investigation for Allison Parker's claim, the wage calculations were "hypothetical" and "inaccurate" because Allison Parker was not eligible for commissions and other additional assumptions were made. [R.p. 61 and R.p. 72]. As Curl testified at his deposition regarding a similar hypothetical wage document submitted for Appellant Walt Parker to LLR, Barker was not a corporate officer when he signed the May 2019 unpaid wage form (literally a fill-in-the-blank) which was prepared by Barker's employment superior Walt Parker and had "nothing" to support it. Curl Deposition Excerpt, R.p. 188 line 7 to R.p. 191 line 14 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment). Barker testified that the form may have been prepared by Walt Parker's attorney and that the related "hypothetical scenario" spreadsheet information was not based upon Barker's knowledge of any amounts owed but upon "the amounts that [Parker] believed he was owed...." Barker Deposition, R.p. 197 line 1 to R.p. 198 line 19 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment).

Recognizing the inherent inequity of self-inflicted unpaid wages, if true at all, LLR dismissed the September 5, 2019 regulatory claim filed by Walt Parker (same date as his wife's claim) – just as it dismissed his wife's regulatory claim. Exhibit 2 to Walt Response in Opposition to the Motion for Summary Judgment. [R.p. 160-175]. Like Allison Parker's, the exhibit in Walt Parker's case includes the LLR closure letter of October 22, 2019 concluding that "***As a result of this investigation, the Department found no violations of the South Carolina Payment of Wages Act.***" (emphasis added). [R.p. 174]. The exhibit further has a record of findings from the investigator concluding that "***This office has no jurisdiction over this case because the claimant is an owner of the company.***" [R.p. 173].

[19] Walt Parker Affidavit ¶2 [R.p. 199]. Curl Affidavit in Walt Case ¶3 [R.p. 146].

ARGUMENT

AFTER ALLEGEDLY NOT PAYING HIMSELF (WALTER) OR HIS SPOUSE (ALLISON) DURING HIS SERVICE AS PRESIDENT OF FLORENCE CARPET & TILE, INC. (EMPLOYER), DURING WHICH TERM HE (WALTER) HAD FULL MANAGEMENT AND PAYROLL RESPONSIBILITY, AND DURING WHICH SHE (ALLISON) WAS AN OFFICER WITH BANK ACCOUNT AUTHORITY, WALTER AND ALLISON PARKER CANNOT NOW IMPOSE INDIVIDUAL LIABILITY FOR THOSE ALLEGEDLY UNPAID WAGES UPON AN UNKNOWING AND PASSIVE COMPANY PARTIAL OWNER (CURL) AND AN UNAUTHORIZED AGENT OF THE COMPANY (BARKER).

Based upon an unprecedented and wholly inequitable interpretation of the SCPWA, the Appellants essentially urge the absolute liability of *every* corporate officer or *every* limited-authority agent for unpaid wages asserted post-termination (1) regardless of the actual ignorance of non-payment by those officers and/or agents and (2) regardless of the lack of applicable corporate authority possessed by those officers and/or agents, and (3) regardless of the actual company ownership and actual payroll-management responsibility of the unpaid employee plaintiff for the alleged, self-inflicted, non-payment. The law of this State imposes no such absolute liability and the circumstances here do not support such shifting of responsibility – not that any wages are even owed by the company (LLR determined they were *not*).

A) THE SCPWA AND ITS LIMITED APPLICABILITY TO OFFICERS/AGENTS.

The South Carolina Payment of Wages Act, found in Title 41, Chapter 10 of the Code provides for the payment of wages due to an employee and provides for regulatory investigation/enforcement of wage payment claims.[20] It also provides for a civil action for unpaid employees to enforce such payment. S.C. Code 41-10-80(C).

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[20] See *supra* notes 15 and 18 for a description of the Appellants' rejected regulatory claims in these matters.

The Appellants' efforts here against the individuals Curl and Barker focus upon the Act's definition of "Employer" as meaning "every person, firm, partnership, association, corporation, receiver, or other officer of a court of this State, the State or any political subdivision thereof, and any agent or officer of the above classes employing any person in this State." S.C. Code 41-10-10(1) (underline added). Appellants propose to use this language to impose absolute liability upon *every* agent or officer of any employing entity, regardless of that agent/officer's lack of knowledge and/or lack of authority to act – and regardless of the claimant-employee's own role in their own alleged non-payment.

The Legislature did not expressly provide that "every" agent or "every" officer is liable as a statutorily defined employer for a related company – and with good reason! Not surprisingly then, such absolute liability is *not* consistent with the application of the Act by our Courts. By its own express terms, the Act is limited to those "employing" others. Thus, the terms of the statute allow for appropriate flexibility and limited application to officers and agents in special circumstances as discussed in the cases below.

Appellants cite (Brief at 9 and 16-17) to the cases of Dumas v. InfoSafe Corp., 320 S.C. 188, 463 S.E.2d 641 (Ct. App. 1995); and Allen v. Pinnacle Healthcare Sys., LLC, 394 S.C. 268, 715 S.E.2d 362 (Ct. App. 2011), as examples of SCPWA liability imposed upon individual officers or agents, but ***these cases do not interpret such liability as absolute or automatic; rather, such liability is only imposed in circumstance where owners and agents knowingly permit their corporation, under their control, to violate the Act.***[21] Such facts are *not* presented

[21] Appellants also cite the United States District Court decision in Wired Fox Techs., Inc. v. Estep, No. 6:15-CV-331-BHH, 2017 WL 1135288 (D.S.C. Mar. 27, 2017). However, Estep did not interpret the Act or its scope of employer liability at all. The individuals in Estep did "not dispute" that they fell within the definition of "employer" under the Act; thus, the Court only had to decide when the claimant transitioned from independent contractor to employee and granted summary judgment for the claimant from that date forward. Id. at 40-41.

here, even when viewed in the light most favorable to the non-moving Parkers. Indeed, the facts presented here demonstrate knowing manipulation and inequity by the Parkers -- *not* the other way around.[22]

More on point, the United States District Court case of Rice v. M-E-C Co., No. 2:17-CV-1274-BHH-BM, 2020 U.S.Dist. LEXIS 114542 (April 14, 2020), is a clear example of a partial corporate owner and officer (Lichtenfeld) receiving summary judgment in a SCPWA case because she "knew nothing of the company's dire financial situation" and the Plaintiff employee "never interacted with the Board". In addition, the partial owner Lichtenfeld "was not involved in the financial record keeping for the Company, nor did she have any check writing ability or authority to make payments on behalf of the Company." ***Curl and Barker were appropriately granted summary judgment for the same reasons as Lichtenfeld in Rice.***

In addition, Appellants also cite to the United States District Court decision in Cool v. Ramaci, No. 2:12-CV-02323, 2014 WL 12616090 (D.S.C. Dec. 9, 2014). This case also adds nothing to their cause. While Cool was a SCPWA case against an individual (the corporate employer was in default and had no assets), Judge Gergel did not reach the question of whether the individual had knowingly permitted the corporation to violate the Act, citing the Allen requirement for extended officer/agent liability, because he (Judge Gergel) found *no* genuine issue of fact that the Plaintiff was owed compensation *at all*. Order at pp. 5-7. As noted above, LLR made the same administrative finding with regard to the lack of Company wage liability here.

[22] One telling example of manipulation or disingenuous efforts by the Appellants are their respective decisions to *not* raise their wage/commission claims during their actual twelve-year periods of employment and *not* to raise them directly to their employer; rather, Appellants waited until after an adverse trial decision (by the same trial judge) in the owner shareholder litigation (see *supra* note 18) and then raised it to a regulatory agency. Another indication of inequitable self-dealing and manipulation by the minority owner Walt Parker was provided in Respondent Barker's deposition wherein he described Parker's unauthorized and undisclosed use of company funds to pay for personal health insurance. Barker deposition, R.p. 196 lines 1-22 (excerpts submitted by Appellants in opposition to Motion for Summary Judgment).

B) THE INEQUITY OF APPLYING SCPWA HERE.

1. The Individual Respondents Were Unauthorized (Barker) and Unknowing (Both).

In Dumas, a SCPWA verdict for unpaid wages was returned for the employee against both the corporate employer and the manipulative controlling sole shareholder. After this verdict under the Act, in response to post-trial motions, the employee argued that individual liability was appropriate both pursuant to the statutory claim (which had been pleaded and tried) and pursuant to a post-verdict equitable claim of piercing the corporate veil.[23]

In Dumas, this Court found statutory liability appropriate because the sole owner of the corporate employer had complete knowledge of the unpaid wages. Indeed, the owner repeatedly

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[23] Appellants' claims in the case at bar are defined by statute, the SCPWA – there is no pleaded claim to corporate piercing – and the introduction of evidence prior to any verdict/judgment against the corporate entity is premature and appropriately disregarded by the trial court. The Appellants could raise veil piercing if and when they succeed in achieving a judgment against their actual employer (of course, that would be contrary to LLR findings). *Accord* Temple v. Tec-Fab, Inc., 270 S.C. 383, 635 S.E.2d 541 (Ct. App. 2006) ("The trial court did not have to reach the issue of piercing the corporate veil ....") (individual owner/officer with knowledge of admitted wages and ability to pay from company collections.).

The proactive use of piercing theory here is unlike Dumas (where a verdict arguably opened the door) and its use is obviously designed to present an unsupported subjective view of equities from the Parkers. Just as their affidavits make a hollow claim of Curl and Barker "knowledge" [R.p. 200 & R.p. 204] (¶8 of each) (discussed *supra* note 16), they also make completely hollow claims of undercapitalization (Both Affidavits ¶¶9-13) [R.p. 200 & R.p. 204] – despite company survival of over 12 years paying weekly payroll on *their* two healthy salaries, *their* health insurance, and *Walt Parker's* company car. (Company car discussed in Barker Deposition, R.p. 196 lines 1-6) (excerpts submitted by Appellants in opposition to Motion for Summary Judgment). Despite bald claims, Appellants provide *no* single documented example of an unpaid vendor, an unreimbursed operating expense, or needed repair; again, the company had existed over 12 years. Moreover, any needed additional capitalization would not be the sole responsibility of Mr. Curl – as they suggest in their affidavits (¶11) [R.p. 200 & R.p. 204] but the nearly equal responsibility of *both* owners. Appellants also claim rent was "often" paid to Curl Properties, LLC "before" employee wages were paid (Both affidavits ¶14) [R.p. 200 & R.p. 204] – *but* notably they again provide no specific example or documentation with their conclusory affidavits – *nor* do the Appellants' affidavits say that rent was paid "instead" of employee wages.

reassured the unpaid employee that the unpaid wages would be paid from an anticipated Small Business Administration loan (the unpaid employee even helped in the loan application). The employee continued to work without contemporaneous pay but making contemporaneous documented demands for payment. Of course, the case at bar has none of these facts: *no* contemporaneous knowledge by Curl or Barker, *no* ownership at all by Barker, *no* reassurances by Curl or Barker, and *no* contemporaneous demands, much less repeated demands, at all from either of the Parkers.

Allen is particularly illustrative because, in a claim for wages brought solely under the Act, the Court of Appeals demonstrated that officer/agent liability is *not* absolute or automatic by holding personal liability applied to two LLC members (Robert Gunn and Rick Joyce) but *not* a third (Timothy Gunn). The Court noted that there was no evidence to support a conclusion that Timothy Gunn "knowingly permitted [the LLC] to violate the Act." 394 S.C. at 276; 715 S.E. 2de 367.[24] Again, this is precisely the case here for Barker and Curl.

No evidence exists in this record to show the knowing and authorized/empowered failure by Barker or Curl to have the Company pay a legitimately owing wage or commission. To the contrary, the state agency with responsibility for wage payment failures – that actually investigated both Appellants' claims -- concluded that *no* violation of the wage payment provision had occurred *at all.*

2. **The Appellants Were Running The Company.**

In the consolidated cases at bar, the wage claims of these spouses arise from a time (Walt

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[24] In his separate opinion in Allen, Judge Pieper concurred as to Robert Gunn (liable) and Timothy Gunn (not liable) but dissented with regard to LLC member Rick Joyce who had knowledge of the wage non-payment but lacked management authority under S.C. Code §§33-44-404(b)(1), (2) to do anything about it. Citing cases from the federal courts, Judge Pieper found that such lack of authority was not "permitting" the LLC to violate the Act.

Complaint ¶10 [R.p. 128] and Allison Complaint ¶10 [R.p. 22] when 47% owner Walt Parker was President and Allison Parker was a bank-authorized officer. Walt Parker was exclusively in charge of payroll for twelve years or more![25]

In contrast, the Respondent Curl was not involved in payroll or day-to-day operations and Respondent Barker (a non-officer employee only at the time) had no authority. Neither of the Respondents was in control of payroll until after Walt Parker's dismissal on July 27, 2019.

As noted in the facts, despite running the company (or perhaps, because of running it), neither Appellant presented the individual Respondents with any *contemporaneous* demand for wage/commission payments – instead waiting until adverse rulings in shareholder litigation. ***Our Courts have never imposed individual agent/officer liability for wage claims under such undisputed circumstances – and the Circuit Court here appropriately reached the same informed conclusion.***

CONCLUSION

With the Appellant Walt Parker as an undenied owner of the Company (nearly co-equal), and his Appellant spouse Allison Parker a bank-authorized officer of the Company, the trial

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[25] The SCPWA itself limits civil actions to wages due in the three years prior to filing. S.C. Code § 41-10-80(C). Respondents Curl and Barker have raised the statute of limitations in their Answers. Answer to Walt Complaint (¶ 16) [R.p. 134] and Answer to Allison Complaint (¶ 17) [R.p. 28]. In addition, they have raised laches in their Answers. Answer to Walt Complaint (¶ 23) [R.p. 135] and Answer to Allison Complaint (¶ 24) [R.p. 29-30].

In their roles as the corporate President and corporate Vice-President (with bank account authority), the Appellants should have known long before initiating this action whether they were being properly compensated – and yet *no* notice was given of any such claim until *after* adverse rulings in the shareholder litigation and *after* Walt Parker was finally terminated by vote of the company Board. (Mr. Parker's termination by the Board is described in Mr. Curl's deposition. R.p. 179 lines 5-17) (excerpts submitted by Appellants in opposition to Motion for Summary Judgment). Indeed, an employee would know if they are properly paid – even if they were not part of day-to-day management.

court properly concluded that their were no genuine issues of fact to impose individual liability upon the passive other partial owner (Curl), whom Appellants admit was not involved in day-to-day operations, and no genuine issues of fact to impose individual liability upon an unauthorized employee (Barker). These rulings are consistent with this Court's interpretations of the Act (Dumas and Allen) as well as the application of the Act by the District Court in Rice.

Florence, South Carolina

September 21, 2022

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CERTIFICATE OF COUNSEL

The undersigned hereby certifies that the Final Brief filed with the Court on or about this date complies with Rule 211(b), SCACR.

TURNER, PADGET, GRAHAM & LANEY, P.A.

September 21, 2022

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