ENTREPRENEURSHIP AND COMMUNITY DEVELOPMENT CLINIC I
UNIVERSITY OF HOUSTON LAW CENTER
FALL 2018

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Course Description:

As a student attorney in the Entrepreneurship and Community Development Clinic ("**ECDC**"), you will have the opportunity to provide legal services to entrepreneurs, small businesses, and nonprofit organizations in a real world setting. Providing accurate and helpful legal advice requires attention to detail, good communication skills, an understanding of the client's needs and concerns, and the ability to craft legal solutions that work in a business context. It also requires strong legal writing skills.

In this course, we will focus on developing these skills through clinic work, case round discussions, reading assignments, in-class exercises, and in conversation with practitioners who join us as guest speakers. The skills you will gain will be applicable to your work as a student attorney in the ECDC and in your future practice.

Client Intake/Interview and Student Meetings:

Client meetings, conference calls, and student meetings with Prof. Heard can be scheduled within the following times using the MyCase electronic calendar (process will be explained at orientation):

Monday, Wednesday, Thursday, and Friday: 9:00am – 12:00pm; 1:00pm – 3:00pm
Tuesday: 9:00am – 12:00pm

For in-person client meetings, students will also need to reserve a meeting room in 56 TUII by signing up on the reservation sheet located on the meeting room door.

Students are welcome to drop by Prof. Heard's office any time for unscheduled student meetings.

Class Sessions:

Tuesday: 1:00pm – 3:00pm

Classroom:

TBD

Course Work:

Our textbook is *Drafting Contracts: How and Why Lawyers Do What They Do* (2d ed. 2014), written by Tina L. Stark. Unless stated otherwise, all readings and in-class exercises are from this book.

Class session attendance is mandatory. Students may not be absent from more than two class sessions during the semester. By attending class sessions, you are certifying that you are prepared for class. Being prepared for class includes completion of assigned readings, as well as being able to clearly articulate your client's legal and business needs and how you propose to address them.

Students are required to complete 50 hours of clinic work per course credit during the semester (i.e. a student enrolled for 3 credits must complete 150 hours of clinic work, and a student enrolled for 4 credits must complete 200 hours of clinic work). Clinic work includes class attendance, but excludes time spent preparing for class. You are responsible for all work on client matters in addition to class attendance and assigned readings. **It is your responsibility to manage your time efficiently**.

All clinic work must be timely completed, closed, or transferred by November 26, 2018, unless otherwise approved by Prof. Heard in advance.

Remote Attendance:

Students have the option to attend up to four class sessions during the semester via Zoom videoconference. If you plan to attend class via Zoom, please let Prof. Heard know in advance by email.

Students who attend class sessions via Zoom are expected to use etiquette appropriate for a widely-attended video conference or conference call in a professional environment. Join on time and stay connected for the full class session. Stay on mute unless you are speaking to the class. Participate in class actively (pay attention, ask questions, answer questions) even though you are joining remotely. Because we discuss confidential client information during class sessions, you must ensure that no one else can hear the Zoom audio. You should use headphones if you are in a location where others could overhear.

Guest Speakers:

During the semester, we will have guest speakers. **You are expected to show guest speakers the utmost respect by closing your laptop and refraining from using any electronic devices during the guest speaker's presentation**.

As part of your class participation grade, you are expected to ask questions and engage in meaningful conversation with the guest speaker concerning his or her topic.

Video Journals:

Each student is required to submit four video journals (one to three minutes each) during the semester. Students typically use the camera on their phone or computer to record the video files. Your video journal entries should cover one or more of the following:

-personal goals attained and not attained;
-successes in client representations;
-disappointments;
-reflections about the law and legal process;
-reflections on the development of lawyering skills through the clinical experience;
-reflections on a conference call or interview experience;
-reflections on transactional law, entrepreneurship, and community development; or
-other thoughts or ideas.

The first journal entry is due on September 4. The second journal entry is due on October 2. The third journal entry is due on October 30. The final journal entry is due on November 26. Journal entries should be submitted to Prof. Heard via email, on a flash drive, or via the "Video Journal Submission" folder on the Y drive. The flash drive will be returned to you.

Conferences:

Prof. Heard will hold mid-semester conferences October 1 through October 5 and exit interviews November 14 through November 20. Each student should reserve a one-hour meeting time for each conference using the MyCase electronic calendar.

Assessment Methods:

This course offers formative assessment during the semester to provide feedback on student performance and competence. This includes student participation in class discussion and case rounds, individual meetings with faculty to discuss clinic work, and feedback from faculty on written work product, such as contracts, memoranda, and client emails. This course also provides summative assessment to evaluate overall performance at the end of the semester through faculty observation of the following:

Clinic Work	75%
Writing Ability/Legal Analysis	15%
Client Interaction Effectiveness	10%
Clinic Management Contribution	10%
Self-Motivation/Independence	10%
Reliability/Responsibility	5%
Effort/Enthusiasm	5%
Research Skills	5%
Oral Communication Skills	5%
Cooperative/Responsiveness to Critique	5%
File Management	5%
Class Participation	25%
Class Session Preparation/Discussion	5%
Community Outreach Presentation	5%
Final Case Rounds Presentation	5%
Mid-Semester and Exit Interview	5%
Video Journals	5%

The Law Center uses a mandatory grading curve for this course.

Learning Outcomes:

By the end of the course, students should be able to:

(1) design and conduct a client interview;
(2) advise a client regarding general business law matters;
(3) draft a commercial contract;
(4) perform thorough and accurate research on general business law matters;
(5) communicate effectively with clients regarding legal matters in person, by telephone or video conference, and in writing;
(6) concurrently and efficiently manage multiple client matters;
(7) identify, analyze, and resolve typical ethical difficulties arising in transactional legal practice;
(8) properly utilize practice management software for timekeeping, billing, and contact management; and
(9) create and deliver an educational presentation on a business law topic to potential clients.

Collaboration with Students and Others:

You are encouraged to cooperate with each other in all aspects of this course. You should feel free to share ideas with each other. You each, of course, must do your own writing, except for those instances when you work with another student as a member of a team. You may not solicit or receive the aid of anyone outside this class, such as practicing lawyers or students who previously took this course.

Community Outreach:

The ECDC collaborates with the SURE™ Program at the C.T. Bauer College of Business. The SURE™ Program is an education program that serves aspiring local entrepreneurs from underserved communities in the Houston area. Students will be required to give a short presentation on a business law topic at a SURE™ Program event expected to be held on a Saturday morning sometime during the semester. Students will receive additional details at orientation.

University of Houston Counseling and Psychological Services:

Counseling and Psychological Services (CAPS) can help students who are having difficulties managing stress, adjusting to the demands of a professional program, or feeling sad and hopeless. You can reach CAPS (www.uh.edu/caps) by calling 713-743-5454 during and after business hours for routine appointments or if you or someone you know is in crisis. No appointment is necessary for the "Let's Talk" program, a drop-in consultation service at convenient locations and hours around campus (http://www.uh.edu/caps/outreach/lets_talk.html).

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AUGUST 15: Orientation.

Orientation and Case Assignments: Students must attend a mandatory orientation prior to the start of classes. ECDC orientation will take place from 10:00am to 12:00pm on Wednesday, August 15, 2018. General clinic orientation (all clinics) will take place from 12:00pm through the end of the day on Wednesday, August 15, 2018. Students will receive a separate email with additional information.

AUGUST 21: Selecting and Forming a Business Organization in Texas.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

The Governor's Small Business Handbook (pp. 5-20, 26-28), available at https://texaswideopenforbusiness.com/sites/default/files/07/20/15/smallbusinesshandbook.pdf.

AUGUST 28: Selecting and Forming a Nonprofit Tax-Exempt Entity in Texas.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Texas C-BAR, *Forming a Nonprofit Tax-Exempt Corporation in Texas* (2015), available at http://texascbar.org/ in the Legal Resource Library under "Nonprofit Organizations – Formation and Incorporation of Nonprofit".

SEPTEMBER 4: Translating the Business Deal into Contract Concepts; A Contract's Parts.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 1 – A Few Words.
Chapter 2 – The Building Blocks of Contracts.
Chapter 3 – Translating the Business Deal – Part 1.
Chapter 4 – Translating the Business Deal – Part 2.
Chapter 5 – A Contract's Parts.

In-Class Exercises: 5-3

SEPTEMBER 11: Drafting the Preamble, Recitals, Words of Agreement, Definitions, and Action Sections.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 6 – Introductory Provisions.
Chapter 7 – Definitions and Defined Terms.
Chapter 8 – Action Sections
Chapter 18 – Legalese.

In-Class Exercises: 6-2, 7-1, 8-5

SEPTEMBER 18: Drafting Representations and Warranties, Covenants, Rights, Conditions, Discretionary Authority, and Declarations.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 9 – Representations and Warranties.
Chapter 10 – Covenants and Rights.
Chapter 11 – Conditions.
Chapter 12 – Discretionary Authority and Declarations.
Chapter 13 – Will and Shall.
Chapter 14 – Drafting the Contract Concepts – A Summary Chart

In-Class Exercises: 9-1, 10-1, 11-1 to 11-2, 12-1

SEPTEMBER 25: Drafting Endgame Provisions.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 15 – Endgame Provisions.

In-Class Exercises: 15-2, 15-7

OCTOBER 2: Drafting General Provisions and Signature Blocks.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 16 – General Provisions.
Chapter 17 – Signatures.

In-Class Exercises: 16-1 to 16-3, 16-6, 17-1

OCTOBER 9: Guest Speaker

Guest Speaker: TBA

Case Rounds: Student Attorneys present and discuss each client matter.

OCTOBER 16: Drafting Clearly and without Ambiguity.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 19 – Clarity through Format.
Chapter 20 – Clarity through Sentence Structure.
Chapter 21 – Ambiguity.

In-Class Exercises: 19-2 to 19-4, 20-2, 20-3, 21-4, 21-5, 21-9

OCTOBER 23: Drafting Numbers and Financial Provisions; Amendments, Consents and Waivers.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 22 – Numbers and Financial Provisions.
Chapter 29 – Amendments, Consents and Waivers.

In-Class Exercises: 22-1 to 22-2, 29-2

OCTOBER 30: Putting a Contract Together; How to Review and Comment on a Contract/Negotiation.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 26 – Organizing a Contract and its Provisions.
Chapter 27 – The Drafting Process.
Chapter 28 – How to Review and Comment on a Contract.

In-Class Exercises: 26-2, 27-2

NOVEMBER 6: Drafting Ethically.

Case Rounds: Student Attorneys present and discuss each client matter.

Required Reading:

Chapter 30 – Ethical Issues in Drafting.

In-Class Exercises: 30-1

NOVEMBER 13: Guest Speaker

Guest Speaker: TBA

Case Rounds: Student Attorneys present and discuss each client matter.

NOVEMBER 20: Final Case Round Presentations.

Student Attorneys prepare and present a 10 to 15-minute final summary of all of their cases and matters.