

**ENTREPRENEURSHIP AND COMMUNITY DEVELOPMENT CLINIC I**  
**UNIVERSITY OF HOUSTON LAW CENTER**  
**FALL 2021**

Christopher D. Heard, Clinical Associate Professor  
Office: 45J TUII  
Telephone: 713-743-9154  
Email: cdheard@uh.edu

**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 and student meetings with Prof. Heard can be scheduled by students within the following times using Outlook (process will be explained at orientation):

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

**Class Sessions:**

Tuesday: 1:00pm – 3:00pm

**Classroom:**

Whether this course will be distance education, or will have a physical room assigned, and if so the extent to which the instructor might use the room during the semester, is not determined at the time when registration initially opens for this course. As we get closer to the start of the semester for this course, this syllabus will be updated as decisions are determined.

## 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.**

The University of Houston Law Center Entrepreneurship and Community Development Clinic Law Student Manual details the clinic's policies and procedures. Students will receive the manual prior to orientation. You are responsible for reading the manual in its entirety before the first day of classes and complying with all applicable clinic policies and procedures in connection with your clinic work.

**All clinic work must be timely completed, closed, or transferred by December 3, 2021, unless otherwise approved by Prof. Heard in advance.**

## Remote Attendance:

Whether this course will be distance education, or will have a physical room assigned, and if so the extent to which the instructor might use the room during the semester, is not determined at the time when registration initially opens for this course.

If students attend class sessions via synchronous internet videoconferencing, students are expected to use etiquette appropriate for a video conference in a professional environment: (1) join on time and stay connected for the full class session, (2) keep your camera on, (3) stay on mute unless you are speaking to the class, (4) participate in class actively (pay attention, ask questions, answer questions), (5) reserve the chat feature for technical issues, and (6) because we discuss confidential client information during class sessions, you must ensure that no one else can hear the videoconference audio. You should use headphones if you are in a location where others could overhear. If you need to depart from these guidelines, please let Prof. Heard know in advance of class.

**Guest Speakers:**

During the semester, we will have guest speakers. 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 7. The second journal entry is due on October 5. The third journal entry is due on November 2. The final journal entry is due on December 3. Journal entries should be uploaded to MyCase (process will be explained at orientation).

**Conferences:**

Prof. Heard will hold mid-semester conferences September 27 through October 1 and exit interviews November 17, 18, 19, 22, and 23. Each student should reserve a one-hour meeting time for each conference using Outlook (process will be explained at orientation).

**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 orally 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 file management, 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 under-resourced communities in the Houston area. Students will be required to give a short presentation on a business law topic to SURE™ Program participants. Students will receive additional details at orientation.

**Chosen Names and Preferred Pronouns:**

Prof. Heard will gladly honor your request to address you by an alternate name or gender pronoun. Please advise Prof. Heard of this preference early in the semester so that he may make appropriate changes to his records.

**Recording of Class:**

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the Law Center's Office of Student Services. If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with anyone without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Student Affairs and may result in disciplinary action.

**Syllabus Changes:**

Due to the changing nature of the COVID-19 pandemic, please note that the instructor may need to make modifications to the course syllabus and may do so at any time. Notice of such changes will be announced as quickly as possible through email.

**Resources for Online Learning:**

The University of Houston is committed to student success, and provides information to optimize the online learning experience through <https://uh.edu/power-on/>. Please visit this website for a comprehensive set of resources, tools, and tips including: obtaining access to the internet,

AccessUH, and Blackboard; requesting a laptop through the Laptop Loaner Program; using your smartphone as a webcam; and downloading Microsoft Office 365 at no cost. For questions or assistance contact [UHOnline@uh.edu](mailto:UHOnline@uh.edu).

### **UH Email:**

Email communications related to this course will be sent to your Exchange email account which each University of Houston student receives. The Exchange mail server can be accessed via Outlook, which provides a single location for organizing and managing day-to-day information, from email and calendars to contacts and task lists. Exchange email accounts can be accessed by logging into Office 365 with your Cougarnet credentials or through Access UH. They can also be configured on IOS and Android mobile devices. Additional assistance can be found at <https://uh.edu/infotech/help/>.

### **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](http://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 (<https://uh.edu/caps/outreach/lets-talk/index>).

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### **AUGUST 18 AND 19: Orientation.**

*Orientation and Case Assignments:* Students must attend a mandatory orientation prior to the start of classes. The time of orientation will be posted at [www.law.uh.edu/clinic/clinic-orientation.asp](http://www.law.uh.edu/clinic/clinic-orientation.asp). Enrolled students will receive a separate email with additional information.

### **AUGUST 24: Selecting and Forming a Business Organization in Texas.**

*Reading:* *The Governor's Small Business Handbook* (pp. 3-7, 14-24), available on SharePoint or at [https://gov.texas.gov/uploads/files/business/2019\\_Governors\\_Small\\_Business\\_Online\\_Handbook.pdf](https://gov.texas.gov/uploads/files/business/2019_Governors_Small_Business_Online_Handbook.pdf).

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

## **AUGUST 31: Selecting and Forming a Nonprofit Tax-Exempt Entity in Texas.**

Reading: Texas C-BAR, *Forming a Nonprofit Tax-Exempt Corporation in Texas* (2018), available on SharePoint or at <http://texascbar.org/> under “Free Texas C-BAR Legal Resources – How to Start a Texas Nonprofit Corporation”.

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

## **SEPTEMBER 7: Research Resources for Transactional Legal Work**

Guest Speaker: Presentation from a law librarian on high-quality research resources for transactional legal work.

In-Class Exercises: Student Attorneys practice using Practical Law, Lexis+, and Bloomberg Law.

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

## **SEPTEMBER 14: Translating the Business Deal into Contract Concepts; A Contract’s Parts.**

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

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

**SEPTEMBER 21: Drafting the Preamble, Recitals, Words of Agreement, Definitions, and Action Sections.**

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

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

**SEPTEMBER 28: Drafting Representations and Warranties, Covenants, Rights, Conditions, Discretionary Authority, and Declarations.**

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

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

**OCTOBER 5: Drafting Endgame Provisions.**

Reading:

Chapter 15 – Endgame Provisions.

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

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



**OCTOBER 12: Drafting General Provisions and Signature Blocks.**

Reading:

Chapter 16 – General Provisions.

Chapter 17 – Signatures.

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

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

**OCTOBER 19: Drafting Clearly and without Ambiguity.**

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

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

**OCTOBER 26: Drafting Numbers and Financial Provisions; Amendments, Consents and Waivers.**

Reading:

Chapter 22 – Numbers and Financial Provisions.

Chapter 29 – Amendments, Consents and Waivers.

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

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

**NOVEMBER 2: Putting a Contract Together; How to Review and Comment on a Contract.**

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

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

**NOVEMBER 9: Professional Responsibility for Transactional Attorneys.**

Reading:

Chapter 30 – Ethical Issues in Drafting.

In-Class Exercises: 30-1

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

**NOVEMBER 16: Guest Speaker**

Guest Speaker: TBD

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

**NOVEMBER 23: Final Case Round Presentations.**

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