

**ENTREPRENEURSHIP AND COMMUNITY DEVELOPMENT CLINIC I**  
**COURSE 5402, SECTION 15711**  
**UNIVERSITY OF HOUSTON LAW CENTER**  
**FALL 2026**

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**Course Description:**

As a student 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, and in-class exercises. The skills you will gain will be applicable to your work as a student in the ECDC and in your future practice.

Additional information about the course is available in the Law Center’s online course listing at [https://law.uh.edu/schedule/class\\_information.asp?cid=23442](https://law.uh.edu/schedule/class_information.asp?cid=23442).

**Class Sessions:**

Students must attend a mandatory orientation prior to the start of classes. The dates and times 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 additional information about orientation by email.

Our regular class sessions will take place on Tuesdays from 1:00pm to 3:00pm, face-to-face. Our assigned classroom is available in the online course listing linked above. Class session attendance is mandatory, and students must arrive on time. **Students may not be absent from more than two class sessions during the semester.** You are responsible for managing your absences from class sessions and ensuring that your total number of absences does not exceed the maximum allowed for the class. 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 clients’ legal and business needs and how you propose to address them.

During the semester, we may have guest speakers during class sessions. As part of your class participation grade, you are expected to ask questions and engage in meaningful conversation with the guest speaker concerning their topic.

### **Remote Attendance:**

**Students have the option to attend up to two class sessions during the semester via Zoom videoconference.** If you plan to attend class via Zoom, please let the instructor know at least two hours in advance of class by email. Attending remotely beyond the allowed quota will count as absences even if allowed by the instructor.

Access to a webcam is required for students participating remotely in 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 the instructor know in advance of class.

### **Course Work:**

The University of Houston Law Center Entrepreneurship and Community Development Clinic Law Student Manual (the “**ECDC Manual**”) details the clinic’s policies and procedures. Students will receive the ECDC Manual prior to orientation. You must read the ECDC Manual in its entirety before orientation and comply with all clinic policies and procedures in connection with your clinic work.

Client meetings and student meetings with the instructor can be scheduled by students using Calendly (process will be explained during orientation).

Our required course textbooks are listed below. Students should obtain the eBook version of each of these textbooks. These textbooks may be available for a lower price if purchased on the publisher’s website: <https://cap-press.com/>

1. Virgil, S. M. (2020). *A Handbook for Transactional and Small Business Clinics*. Carolina Academic Press. <https://bookshelf.vitalsource.com/books/9781531013356> (“**Handbook**”)
2. Byington, J. S., & Gagliardi, E. H. (2024). *Deal Drafting Foundations: A Transactional Lawyer's Role in Deals and Contract Drafting*. Carolina Academic Press. <https://bookshelf.vitalsource.com/books/9781531026844> (“**Foundations**”)

Students are required to obtain a Supervised Practice Card from the State Bar of Texas to participate in this course. The process for obtaining a Supervised Practice Card will be explained at orientation.

Students are required to complete 50 hours of clinic work per course credit during the semester (i.e. 200 hours of clinic work for 4 credits). 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 completed, closed, or transferred by **November 30, 2026**, unless otherwise approved by the instructor in advance.

### **Community Outreach:**

The ECDC collaborates with the SURE<sup>SM</sup> Program at the C.T. Bauer College of Business. The SURE<sup>SM</sup> 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 at a SURE<sup>TM</sup> Program event expected to be held on a Monday evening late in the semester. Attendance at the SURE<sup>TM</sup> Program event is mandatory unless a student has a Law Center class conflict. Students will receive additional details at orientation.

### **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 client meeting or interview experience;
- reflections on transactional law, entrepreneurship, and community development; or
- other thoughts or ideas.

The first journal entry is due on September 8. The second journal entry is due on October 6. The third journal entry is due on November 3. The final journal entry is due on November 30. Journal entries should be uploaded to MyCase (process will be explained at orientation).

### **Student Conferences:**

The instructor will hold mid-semester conferences September 28 through October 2 and exit interviews November 18, 19, 20, 23, and 24. Each student should reserve a one-hour meeting time for each conference using Calendly (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%
Cooperativeness/Responsiveness to Critique	5%
File Management	5%
Class Participation	25%
Class Session Preparation/Discussion	10%
Community Outreach Presentation	5%
Final Case Rounds Presentation	5%
Video Journals	5%

The Law Center uses a mandatory grading curve for this course. The S/U “pass/fail” election is not available for this course.

### Learning Outcomes:

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

- (1) design and conduct a client interview;
- (2) counsel a client regarding general business law matters;
- (3) draft a basic 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.

### **Student Professionalism:**

The clinic is a learning space where each student is treated with respect and dignity and where everyone is provided the opportunity to participate, contribute, and succeed. Students are encouraged to speak up and share their views appropriately throughout the semester. Students are expected to remember that in this learning environment, we will engage respectfully and with professionalism toward each other. In the words of the [Texas Lawyer's Creed](#), “[a] lawyer should always adhere to the highest principles of professionalism.”

### **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.

### **Honor Code:**

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

### **AI Generated Work Product**

**General.** Generative artificial intelligence is a form of machine learning that creates new and original output based on the data it has been trained on or has access to, employing algorithms to generate content in response to prompts. Examples of the technology include what are known as generative “large language models” (“LLM”). Two well-known LLM implementations are ChatGPT and Claude. LLM output can include text, images, music, code, and more. This syllabus policy covers the textual output of generative LLMs (“AI-Generated Work Product”)—which can include computer code or programs and human-language content.

**Prohibition.** Subject to the exceptions immediately below, your continuing enrollment in this course constitutes your pledge not to generate or to use any AI-Generated Work Product—whether from yourself or others—in relation to any activity in this course.

**Exception.** The following AI-Generated Work Product uses are exceptions to the preceding prohibition. After receiving express prior approval from the instructor, you may generate and use AI-Generated Work Product for a specific, narrowly-defined project using an LLM approved by the instructor. **You may never use or disclose confidential client information when generating AI-Generated Work Product.**

### **Mental Health and Wellness Resources:**

The University of Houston has a number of resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit [uh.edu/caps](http://uh.edu/caps), call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat [988lifeline.org](http://988lifeline.org).

### **Title IX/Sexual Misconduct:**

Per the UHS Sexual Misconduct Policy, your instructor is a "responsible employee" for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

### **Reasonable Academic Adjustments/Auxiliary Aids**

The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center by visiting the website: <https://uh.edu/accessibility/> calling (713) 743-5400, or emailing [jdcenter@Central.UH.EDU](mailto:jdcenter@Central.UH.EDU).

The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.

The Center for Student Advocacy and Community (CSAC) is where you can go if you need help but don't know where to start. CSAC is a "home away from home" and serves as a resource hub to help you get the resources needed to support academic and personal success. Through our Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, we provide 1:1 appointments to get you connected to on- and off-campus resources related to essential needs, safety and advocacy, and more. The Cougar Closet is a registered student organization advised by our office and offers free clothes to students so that all Coogs can feel good in their fit. We also host a series of cultural and community-based events that fosters social connection and helps the cougar community come closer together. Visit the CSAC homepage or follow us on Instagram: @uh\_CSAC and @uhcupbrd. YOU belong here.

### **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 Justin Dart, Jr. Student Accessibility Center. 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 Students Office and may result in disciplinary action.

### **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, Blackboard, and Canvas; 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:**

Please check and use your CougarNet email for communications related to this course. Faculty use the CougarNet email to respond to course-related inquiries such as grade queries or progress reports for reasons of FERPA. To access your CougarNet email, login to your Microsoft 365 account with your CougarNet credentials. Visit University Information Technology (UIT) for instructions on how to connect your CougarNet e-mail on a mobile device.

### **Security Escorts and Cougar Ride:**

UHPD continually works with the University community to make the campus a safe place to learn, work, and live. The security escort service is designed for the community members who have safety concerns and would like to have a Security Officer walk with them, for their safety, as they make their way across campus. Based on availability either a UHPD Security Officer or Police Officer will escort students, faculty, and staff to locations beginning and ending on campus. If you feel that you need a Security Officer to walk with you for your safety, please call 713-743-3333. Arrangements may be made for special needs.

Parking and Transportation Services also offers a late-night, on-demand shuttle service called “Cougar Ride” that provides rides to and from all on-campus shuttle stops, as well as the MD Anderson Library, Cougar Village/Moody Towers and the UH Technology Bridge. Rides can be requested through the UH Go app. Days and hours of operation can be found at <https://uh.edu/af-university-services/parking/cougar-ride/>.

### **Syllabus Changes:**

Please note that the instructor may need to make modifications to the course syllabus. Notice of such changes will be announced as quickly as possible through email.

## CLASS TOPICS AND READINGS

### August 25 – Introduction to Transactional Practice.

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• Part 1 - Learning the Practice (pp. 3-20)</li> <li>• Part 2 - Transactional Clinic Practice (pp. 21-28)</li> <li>• Part 3 - Moving to Practice: What Clients Seek from Lawyers and What Lawyers Provide (pp. 29-32)</li> </ul>	<ul style="list-style-type: none"> <li>• Chapter 1 - Deals and Transactional Lawyers: §§1, 2, and 3 (pp. 3-5)</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>

### September 1 – Forming a Client Relationship.

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• Part 3 - Moving to Practice: Recognizing and Building the Attorney Client Relationship; Client Interviewing: Beginning and Developing the Attorney Client Relationship (pp. 50-72)</li> </ul>	<ul style="list-style-type: none"> <li>• Chapter 1 - Deals and Transactional Lawyers: §§4.A and 5 (pp. 5, 11-14)</li> </ul>	<ul style="list-style-type: none"> <li>• <a href="#">ECDC Legal Services Agreement Template</a></li> </ul>

### September 8 – Research Resources for Transactional Lawyers.

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• N/A</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>

**September 15 – Entity Selection and Formation (For-Profit Entities).**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>Part 4 – Work at the Beginning: Entity Selection and Structure (pp. 73-87)</li> <li>Part 5 – Navigating the Day to Day: Formalizing the Operating Business; Common Tax Issues for Small Businesses (pp.159-182)</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>

**September 22 – Entity Selection and Formation (Nonprofit Entities).**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>Part 4 – Work at the Beginning: Entity Selection and Structure (pp. 88-100)</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>	<ul style="list-style-type: none"> <li><a href="#">Forming a Nonprofit Tax-Exempt Corporation in Texas</a></li> </ul>

**September 29 – Structuring a Transaction.**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>N/A</li> </ul>	<ul style="list-style-type: none"> <li>Chapter 2 – Structuring the Deal (pp. 19-36)</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>

**October 6 – Real Estate; Due Diligence and Non-Disclosure Agreements.**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>Part 5 – Navigating the Day to Day: Leases, The Purchase of Real Property (pp. 196-203)</li> </ul>	<ul style="list-style-type: none"> <li>Chapter 3 – Due Diligence and Non-Disclosure Agreements (pp. 37-48)</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>

**October 13 – Contract Drafting (Overview).**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"><li>• Part 5 – Navigating the Day to Day: Contracts (pp. 182-189)</li></ul>	<ul style="list-style-type: none"><li>• Chapter 4 – Overview of a Purchase and Sale Agreement (pp. 49-58)</li><li>• Appendix – Sample Agreement (<b>skim</b> pp. 209-222)</li></ul>	<ul style="list-style-type: none"><li>• N/A</li></ul>

**October 20 – Contract Drafting (Introductory Provisions, Defined Terms).**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"><li>• N/A</li></ul>	<ul style="list-style-type: none"><li>• Chapter 5 – Drafting the Title, Preamble, Recitals, and Words of Agreement (pp. 59-70)</li><li>• Chapter 6 – Drafting Defined Terms (pp. 71-82)</li></ul>	<ul style="list-style-type: none"><li>• N/A</li></ul>

**October 27 – Contract Drafting (Covenants, Representations and Warranties).**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"><li>• N/A</li></ul>	<ul style="list-style-type: none"><li>• Chapter 7 – Drafting Primary Covenants (pp. 83-98)</li><li>• Chapter 8 – Drafting Representations and Warranties (pp. 99-114)</li><li>• Chapter 12 – Drafting Pre-Closing Covenants (pp. 153-160)</li></ul>	<ul style="list-style-type: none"><li>• N/A</li></ul>

**November 3 – Contract Drafting (Financial Statements, Closing Conditions, General Provisions, and Signature Blocks).**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• N/A</li> </ul>	<ul style="list-style-type: none"> <li>• Chapter 11 – Financial Statements and Accounts Receivable (pp. 143-152)</li> <li>• Chapter 13 – Drafting Closing Conditions (pp.161-170)</li> <li>• Chapter 15 – Miscellaneous Matters and Signature Blocks (pp. 185-194)</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>

**November 10 – Negotiation.**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• N/A</li> </ul>	<ul style="list-style-type: none"> <li>• Chapter 16 – Negotiating a Deal (pp. 195-208)</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>

**November 17 – Ethics and Professionalism.**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• Part 3 - Moving to Practice: Lawyers and Membership in a Profession; Ethics and Clinical Practice (pp. 33-49)</li> </ul>	<ul style="list-style-type: none"> <li>• Chapter 1 - Deals and Transactional Lawyers: §4 (pp. 5-11)</li> </ul>	<ul style="list-style-type: none"> <li>• <a href="#">Texas Disciplinary Rules of Professional Conduct</a>, Rules 1.01, 1.02, 1.03, 1.05, 1.06, 1.07, 1.13, 4.01, 4.02, 4.03 (read the text of each listed rule, but you are not required to read the comments that follow)</li> </ul>

**November 24 – Final Case Round Presentations.**

<i>Handbook</i>	<i>Foundations</i>	<i>Other Reading</i>
<ul style="list-style-type: none"> <li>• N/A</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>