

ENTREPRENEURSHIP AND COMMUNITY DEVELOPMENT CLINIC I
UNIVERSITY OF HOUSTON LAW CENTER
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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.

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

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. 200 hours of clinic work for 4 credits). 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 April 28, 2023, unless otherwise approved by Prof. Heard in advance.

Remote Attendance:

The extent to which students will be permitted to attend class sessions via synchronous internet videoconferencing is not determined at the time when registration initially opens for this course.

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 Prof. Heard know in advance of class.

Guest Speakers:

During the semester, we may 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 their 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 January 31. The second journal entry is due on February 28. The third journal entry is due on March 28. The final journal entry is due on April 28. Journal entries should be uploaded to MyCase (process will be explained at orientation).

Conferences:

Prof. Heard will hold mid-semester conferences February 27 through March 3 and exit interviews April 24 through April 28. 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	10%
Community Outreach Presentation	5%
Final Case Rounds Presentation	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) counsel 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 SURESM Program at the C.T. Bauer College of Business. The SURESM 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 SURETM Program event expected to be held on a Monday evening late in the semester. Attendance at the SURETM Program event is mandatory unless a student has a Law Center class conflict. 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.

Reasonable Academic Adjustments/Auxiliary Aids

The University of Houston complies with Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, pertaining to the provision of reasonable academic adjustments/auxiliary aids for disabled students. In accordance with Section 504 and ADA guidelines, UH strives to provide reasonable academic adjustments/auxiliary aids to students who request and require them. If you believe that you have a disability requiring an academic adjustments/auxiliary aid, please contact the Law Center's Office of Student Services.

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.

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.

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) 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>).

COVID-19 Information:

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.

Students are encouraged to visit the University's [COVID-19 website](#) for important information including diagnosis and symptom protocols, on-campus testing, and vaccine information. Please check the website throughout the semester for updates.

If you are experiencing any COVID-19 symptoms that are not clearly related to a pre-existing medical condition, do not come to class. Please see [Student Protocols](#) for what to do if you experience symptoms and [Potential Exposure to Coronavirus](#) for what to do if you have potentially been exposed to COVID-19.

Data suggests that vaccination remains the best intervention for reliable protection against COVID-19. Students are asked to familiarize themselves with pertinent [vaccine information](#) and

to consult with their health care provider. The University strongly encourages all students, faculty and staff to be vaccinated.

JANUARY 11 AND 12: 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. Enrolled students will receive a separate email with additional information.

JANUARY 17: Selecting and Forming a Business Organization in Texas.

Reading: *The Governor's Small Business Handbook* (pp. 3-24), available on SharePoint or at https://gov.texas.gov/uploads/files/business/Governors_Small_Business_Handbook.pdf.

Case Rounds: Students present and discuss each client matter.

JANUARY 24: 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 <https://www.trla.org/nonprofits> under "Free Texas C-BAR Legal Resources – How to Start a Texas Nonprofit Corporation".

Case Rounds: Students present and discuss each client matter.

JANUARY 31: 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: Students practice using Practical Law, Lexis+, and Bloomberg Law.

Case Rounds: Students present and discuss each client matter.

FEBRUARY 7: 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: Students present and discuss each client matter.

FEBRUARY 14: 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: Students present and discuss each client matter.

FEBRUARY 21: 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: Students present and discuss each client matter.

FEBRUARY 28: Drafting Endgame Provisions.

Reading:

Chapter 15 – Endgame Provisions.

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

Case Rounds: Students present and discuss each client matter.

MARCH 7: 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: Students present and discuss each client matter.

MARCH 14: No Class – Spring Break

MARCH 21: 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: Students present and discuss each client matter.

MARCH 28: 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: Students present and discuss each client matter.

APRIL 4: 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: Students present and discuss each client matter.

APRIL 11: Professional Responsibility for Transactional Attorneys.

Reading:

Chapter 30 – Ethical Issues in Drafting.

In-Class Exercises: 30-1

Case Rounds: Students present and discuss each client matter.

APRIL 18: Professional Identity Development

Reading:

Take and review your workplace strengths assessment (to be provided); and
Review the Foundations of Practice Map at:

https://iaals.du.edu/sites/default/files/images/featured/ffp_learning_outcomes_map.png

Case Rounds: Students present and discuss each client matter.

APRIL 25: Final Case Round Presentations.

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